

Velocity Credit Ventures Portfolio Management Service

Information Memorandum - Appendix 3

THE TAX TREATMENT REFERRED TO IN THIS INFORMATION MEMORANDUM DEPENDS ON THE INDIVIDUAL CIRCUMSTANCES OF EACH CLIENT AND MAY BE SUBJECT TO CHANGE IN FUTURE. IN ADDITION, THE AVAILABILITY OF ANY TAX RELIEFS DEPENDS ON THE TRADING COMPANIES MAINTAINING THEIR QUALIFYING STATUS. THE PORTFOLIO MANAGEMENT SERVICE IS NOT SUITABLE FOR ALL CLIENTS AS THE UNDERLYING INVESTMENTS ARE ILLIQUID.

The Application Form

Application Form Instructions

Before completing this Application Form, you must have carefully reviewed and considered the Information Memorandum dated 25th September 2020 and the Investment Management Agreement.

- 1) Please complete the Application Form in block capitals (except your signature) in permanent ink and sign changes you make. Do not erase any text or use white-out.
- 2) Please read the Acknowledgements.
- 3) Sign and date this Application Form.
- 4) Provide details of any initial adviser charge to be facilitated by the Investment Manager.
- 5) Complete the Appropriateness Review and arrange for your financial adviser, authorised by the Financial Conduct Authority, to complete and sign an Adviser Suitability Certificate and provide your Anti-money laundering (AML) documents as detailed below:
 - a) Proof of your identity, being a copy of your passport or driving licence; and
 - b) Proof of your address, being a copy of a utility bill or bank statement dated within three months of the application date.If you do not have a financial advisor, please contact us.
- 6) Send the Application Pack comprising
 - a) Application Form (completed, signed and dated); and
 - b) Adviser Suitability Certificate and Appropriateness Review; and
 - c) Your cheque or banker's draft as per the payment instructions contained herein (or alternatively please ensure you have made an electronic transfer).

To: Woodside Corporate Services Limited, 4th Floor, 50 Mark Lane, London, EC3R 7QR

N.B. If you do not have a UK address, all AML documents provided must be certified copies.

Power of Attorney

If the application is being made under a Power of Attorney (POA), please include a certified copy (which must be an original certified version) of the POA document and verification of identity documents for each Attorney. In all cases the Investment Manager will need to verify the identity of all Attorneys and may run electronic searches to do so.

We can only accept a POA that cover finances and property. We can't accept a POA that covers just health or welfare, but we can accept a 'combined' power of attorney that covers health, welfare, finances and property.

If you have the type of POA that needs to be registered, then you'll need to make sure it's registered before we can accept it.

All types of POA must have a witness signature. To verify a power of attorney, you need to send us:

- The original document, or a paper copy that's been certified on every page. You need to send us every page of either the original or copy.
- The original or certified paper copy of the certificate of registration (if the POA is registered but doesn't have any registration markings on it). If you're sending us a copy it needs to be certified in a particular way.
- To certify a POA every page needs to have the following:
 - The words: "I certify this to be a true and complete copy of the [type*] power of attorney".
 - The name of the person certifying the copy
 - The signature of the person certifying the copy

The Application Form

- The date when the document was certified.

**Type e.g. General, Ordinary, Lasting, Continuing or Enduring.*

The POA can be certified by the following people:

- The person who created the POA can certify it (if they're capable of making their own decisions).
- A UK solicitor or notary public can also certify it.
- FCA regulated individuals can also certify the pages of most types of power of attorney, but not a lasting power of attorney.

Minimum Subscription

The minimum individual subscription is £25,000 (subject to the Investment Manager's discretion to accept a lesser amount).

Allocation of Applications

The Investment Manager reserves the right to accept or reject any application at its sole discretion.

Anti-Money Laundering (AML) Regulations

It is a condition that applications comply with the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (the "Anti-Money Laundering

Regulations 2017"). The Investment Manager requires verification of identity from each Client. The submission of an Application Form will constitute an undertaking by the Client to provide promptly such information as may be specified by it as being required for the purpose of the Anti- Money Laundering Regulations 2017 and authority to check the Client's identity by electronic means such as the use of data held by specialised data agencies.

Data Protection

For the purposes of processing your application to become a Client in the Portfolio, you acknowledge that your personal information will be shared with the Custodian and processed by both the Investment Manager and the Custodian in accordance with their respective privacy policies. These policies are available:

for the Investment Manager at:
<https://www.sapphirecapitalpartners.co.uk/privacy-policy>

and

for the Custodian, directly from Woodside Corporate Services Limited at
<https://woodsidecorporateservices.co.uk/>

The personal information you provide as part of your application may subsequently be used by the Investment Manager and/or Custodian to provide services to you under the Investment Management Agreement and Custodian Agreement

The Application Form

The Application Form

Gross Subscription Amount: £

I hereby instruct the Investment Manager to set aside the amount as indicated below from my Gross Subscription Amount to facilitate the payment to my authorised financial adviser on my behalf:

Payment to Adviser: £

to be deducted from the Gross Subscription Amount.

Net Subscription Amount: £

Mandate

I hereby instruct the Investment Manager to make investments through the Service utilising the following Mandate: (Please tick one of the options.)

Growth:

Income:

Balanced:

and, if I have ticked the option of the Balanced strategy, I would like my Portfolio to be allocated so far as possible, between the Growth strategy and the Income strategy as follows:

Growth: %

Income: %

and also to make investments on my behalf pursuant to such other investment strategies as I may agree with the Investment Manager from time to time.

Ongoing Advisor Charges:

I instruct the Investment Manager to pay my authorised financial adviser the following annual ongoing adviser charges on my behalf;

Fixed amount: £

or Percentage: £

Ongoing adviser charges will be paid annually in arrears, facilitated by the sale of your shares. Where the charge is a percentage the amount will be calculated with reference to the value of your investment. The sale of the shares may generate a tax liability for you. All amounts paid to your authorised financial adviser are inclusive of VAT, where applicable.

Payment Details:

I have enclosed a cheque made payable to:

WCSL Velocity CVP Client Account

I have made an electronic transfer to the following account:

Account: WCSL Velocity CVP Client Account
Account No: 37581879

The Application Form

Sort Code: 23-05-80

Reference: [Investor Surname]

Client Details

Title:

Forename(s):

Surname:

Date of birth:

Place of birth:

Nationality:

and

Permanent residential address:

Postcode:

Length of occupation at this address:

(months / years)

Prior address if less than three years at current address:

Postcode:

Occupation or previous occupation if retired:

Telephone:

Email:

Tax district:

Tax ref. no:

National Insurance:

Tax residency: UK: Other:

If other please state county and Tax Identification Number:

Are you a US citizen?

No: Yes:

If yes, please send a copy of your completed Form W-9 with this application.

Are you Politically Exposed Person ("PEP"), a close relative of one or a close associate of one?

No: Yes:

If yes, please provide full details separately.

The Application Form

Client Bank Details

Bank name:

Account name:

Account number:

Sort code:

Power of Attorney

Is there a Power of Attorney in place for this investment?

No:

Yes:

If no, please go to the next section.

If you are acting as attorney, please include a certified copy (which must be an original version) of the POA document and verification of identity documents for each attorney. In all cases the Investment Manager will need to verify the identity of all Attorneys and may run electronic searches to do so.

Attorney name:

Date of birth:

Address:

Postcode:

Telephone:

Email:

FCA Authorised Intermediary

(The individual who gave the Information Memorandum to the Client)

Intermediary name:

Firm name:

Please tick one option for each of the two declarations below:

I am an advised Investor

Note: as an advised Investor please complete the Appropriateness Review in this Application Form.

or

I am not an advised Investor

Note: as a non-advised Investor please contact the Investment Manager for the appropriate forms.

I confirm that I wish to waive my 14-day cancellation period and the Investment Manager may make an allocation on my behalf during my 14-day cancellation period.

or

I confirm that I do not wish to waive my 14-day cancellation period and the Investment Manager may not make an allocation on my behalf during my 14-day cancellation period.

The Application Form

Investor Declaration

I wish to appoint Sapphire Capital Partners LLP to act as my discretionary investment portfolio manager with authority to invest my Net Subscription in accordance with the Investment Strategy which I have selected on this Application Form.

I appoint Velocity Credit Advisers Limited as my Attorney for the term of the Investment Management Agreement for the purposes of enabling Velocity Credit Advisers Limited to terminate the appointment of the Sapphire Capital Partners LLP and appoint a new manager in substitution who is sufficiently authorised under the Financial Services and Markets Act 2000 to discharge its duties as my Investment Manager.

I confirm that:

- I am applying on my own behalf, and I acknowledge that my application is not transferable or assignable;
- I have read the Information Memorandum dated 25 September 2020 and agree to observe, perform and be bound by the terms of the Investment Management Agreement therein;
- I confirm that I as the Investor I have read the Risk Factors set out in the Information Memorandum and I am aware that I may not get any of my investment back;
- I have not taken investment nor tax advice from the Investment Manager;
- I accept that the investments to be made through my Portfolio are high risk investments and are illiquid and that it could take many years to withdraw all of the capital from the Trading Companies in which I invest;
- I understand that my Portfolio Mandate is consistent with my personal investment objectives and personal risk profile;
- I will retain sufficient capital in cash or readily realisable cash investments as an emergency fund;
- I confirm that I am able to lose 100% of my investments in the Trading Companies;
- The information provided in the Suitability Questionnaire is accurate to the best of my knowledge;
- This Application Form will be interpreted in accordance with laws of England and that any question concerning the meaning of this Application Form shall, if not agreed, be determined solely by an English court whose judgement will be binding upon me and my successors;
- I agree that any term or provision of this Application Form which is invalid or unenforceable will not affect the remaining terms or provisions of this Application Form or their enforceability;
- I undertake to notify the Investment Manager immediately if there are ever any relevant circumstances of which the Investment Manager should be aware in relation to managing my Portfolio(s);
- I agree that the Investment Manager may sign the Custody Agreement as my agent and that once so signed I will be bound by the Custodian's terms of business which are available from https://woodsidecorporateservices.co.uk/wp-content/uploads/2020/01/WCSL_Invest-or-Terms-and-Conditions.pdf;
- The terms of the Custody Agreement will become applicable to me upon execution of the application form;
- I consent to Sapphire Capital Partners LLP entering into the custody agreement with Woodside Corporate Services Limited ("the Custodian"), on my behalf, acting as my agent;
- I acknowledge that my investments will be registered in the name of WCS Nominees Limited (the "Nominee"), unless otherwise notified to me by the Investment Manager, but it will be held on trust by the Nominee and I will

The Application Form

remain beneficial owner of the investments.

- I acknowledge that I have read and understood the Custodian terms and conditions available at <https://woodsidecorporateservices.co.uk/>
- I authorise the Investment Manager and Custodian to use an electronic verification service provided by a third-party service provider, in order to check my identity for AML purposes;
- I understand that the amount set aside from my Gross Subscription in connection with the Adviser Charge (if any) stated above will not be invested in the Portfolio and will not benefit from business property relief from inheritance tax and will reduce the

number of shares issued to me and that all indications of possible returns stated in the Information Memorandum are based on amounts invested in the Portfolio after the setting aside of any such fees;

- I agree and acknowledge that where the Investment Manager is required by the FCA Rules to provide information to me, such information may be provided by means of the Investment Manager's e-mail and/or website; and
- I will provide the Custodian or the Investment Manager with all relevant information in regard to the Foreign Account Tax Compliance Act ("FATCA") and the Common Reporting Standard ("CRS") and similar obligations as required.

This Application Form incorporates by reference the Information Memorandum and for the avoidance of doubt, the Investment Management Agreement in Appendix 2 of the Information Memorandum. Unless otherwise stated or as the context shall require, defined terms and expressions used in this Application Form have the meanings ascribed to them in the Investment Management Agreement in Appendix 2 of the Information Memorandum.

Executed as a Deed by:

Signature of Applicant:

Date:

In the presence of:

Signature of Witness:

Date:

Name of Witness:

Address of Witness:

Postcode:

Financial Advisor Details

Advisor Details

Intermediary name:

Firm name:

Contact name:

Address:
 Postcode:

Telephone: Email:

Adviser FRN: Firm FRN:

Advisor Bank Details

Bank name: Account name:

Account number: Sort code:

Suitability Requirements

To be completed by the Client's Authorised Financial Adviser. Please note we cannot accept an Application Form if this information is not complete.

Advisor Suitability Certificate

The Investment Manager is required by the FCA to obtain sufficient evidence in order to determine whether investments to be made in accordance with the Client's Mandate are suitable for the Client. The Investment Manager is entitled to rely, and will rely, on the findings of a suitability assessment performed by an authorised financial adviser such as an IFA. Accordingly, the authorised financial adviser will be responsible for the completeness and accuracy of any information provided to the Investment Manager about the Client.

The Investment Manager, however, reserves the right to request verification of the findings from the authorised financial adviser should it be necessary.

Suitability Requirements

Adviser Declaration

To be completed by a financial adviser who is authorised and regulated by the FCA.

(1) Suitability

We have undertaken an adequate assessment of [REDACTED] (“Client”) and have determined and advised that investments to be made in accordance with the Client’s Mandate are suitable for the Client in accordance with COBS Rule 9. We hereby give reasonable assurance to the Investment Manager that the Client’s expertise, experience, knowledge and financial situation results in the Client’s capability to invest in the Portfolio and their understanding of the risks involved in a participation in the Service.

(2) Investor Categorisation

We certify to Sapphire Capital Partners LLP that the Investor is one of the following (please tick which one):

- Certified as a ‘high net worth investor’ in accordance with COBS 4.7.9R.
- Certified as a ‘sophisticated investor’ in accordance with COBS 4.7.9R.
- Self-certified as a ‘sophisticated investor’ in accordance with COBS 4.7.9R.
- Certified as a ‘restricted investor’ in accordance with COBS 4.7.10R.

(3) AML Due Diligence

We have applied customer due diligence measures in respect of the Client to the standard required by the Anti-Money Laundering Regulations 2017 within the guidance for the UK financial sector issued by the Joint Money Laundering Steering Group and certify that we have:

- Obtained information on the purpose and intended nature of the Client’s proposed investment in the Velocity Credit Ventures Portfolio Management Service and we are satisfied that this investment is being made for bonafide legitimate purposes and not to conceal the proceeds of crime; and
- Identified and verified the identity of the Client on the basis of documents, data and information obtained from a reliable and independent source. We are unaware of any activities that lead us to suspect that the Client is or has been involved in criminal conduct or money laundering. Should we subsequently become suspicious of any such activity then, subject to legal constraints, we will inform the Investment Manager’s Compliance Officer immediately.

We consent to Sapphire Capital Partners LLP; any person who shall replace Sapphire Capital LLP as the Investment Manager; Woodside Corporate Services Limited, and any person who shall replace Woodside Corporate Services Limited as the Custodian; relying on this certificate and that copies all identification documentation obtained will be made available on request.

Signature of Advisor: [REDACTED] Date: [REDACTED]

Advisor name: [REDACTED]

Firm name: [REDACTED]

Suitability Requirements

Appropriateness Review

(to be completed by the Investor)

(1) Investment Objectives

The Investment Manager is required by FCA rules to obtain sufficient information from you to determine whether investment in the Portfolio is appropriate for you.

Are you seeking to benefit from relief from inheritance tax?

Yes:

No:

Have you received any taxation advice relating to investment in the Service?

Yes:

No:

Have you received any specific investment advice (e.g., from an FCA authorised financial adviser)?

Yes:

No:

Are you aware of any significant capital commitments within the next ten years which cannot be funded from your disposable income or liquid savings?

Yes:

No:

If your answer to the question is Yes, please confirm how this commitment will be funded:

Suitability Requirements

(2) Investment Experience

Please confirm which of the following types of investments you have made:

	How many times & how many years		How much in total	Within last two years?	
	Times:	Years:	£	Yes:	No:
Have you invested in an IHT portfolio service or alternative investment fund?	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
Have you invested in smaller quoted companies?	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
Have you invested in AIM-listed or unquoted companies?	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
Have you lent money to an unquoted company?	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
Have you ever been part of a management team of an early stage, unquoted company?	<input type="text"/>	<input type="text"/>			
Have you ever been a Director of a company with a turnover greater than £1m (other than of an early stage, unquoted company?)	<input type="text"/>	<input type="text"/>			
Have you invested directly in real property (excluding your home)?	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
Have you invested in large quoted companies (including authorised unit trusts, OEICs, ISAs, PEPs)?	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
Have you invested in other sophisticated investments such as unregulated collective investment schemes, foreign currencies, VCTs, commodities or futures?	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>
Have you appointed an investment manager before?	Yes: <input type="checkbox"/>	No: <input type="checkbox"/>			
Do you work with investments in a Regulated capacity?	Yes: <input type="checkbox"/>	No: <input type="checkbox"/>			

Suitability Requirements

Are you a member of an investor network or syndicate of business angels?

Yes: No:

If yes, please provide the name of the organization, registration number and any regulator details.

None of the above:

If you have ticked "None of the above", please provide some further information on why you should be considered suitable for this type of investment, including any information on any previous investments undertaken in your lifetime:

(3) Employment and Source of Income

Please provide the following employment details:

Profession/
Occupation: Employment status
(e.g. retired):

Please provide your annual income from:

Employment: Other:

(4) Financial Situation

Please indicate the value of your net assets*:

Less than £100,000: £100,000 to £250,000: Above £250,000:

*Do not include:

- principal private residence or any loan secured on your residence.
- rights under an insurance policy (other than investment linked policies).
- benefits (in the form of pensions or otherwise) which are payable on the termination of service or on death or retirement and to which you (or your dependents) are, or may be entitled.

Please describe the source of your subscription (e.g., capital gain, savings or earnings).

Suitability Requirements

(5) Vulnerability

Please complete the following:

Are you aware of any health issues or events in your life which would impact your ability to make decisions for financial matters or affect your day to day capability?

Yes: No:

Investing will expose you to capital losses. Are you willing to lose all of your investment and absorb the impact this would have on your lifestyle?

Yes: No:

Are you under any pressure to invest or secure a certain income from investing?

Yes: No:

If yes, please detail below:

(6) Confirmation and Signature

Please do not leave any sections blank or the application form will be returned to you.

I confirm that

I have been provided with the Investment Memorandum and Investment Management Agreement outlining the objectives of the Velocity Credit Ventures Portfolio Management Service.

Yes: No:

I accept that my capital invested in Shares issued by Velocity Credit Ventures will be at risk. I have read and understood the Risk Factors in the Information Memorandum.

Yes: No:

The Mandate I select is consistent with my personal investment objectives and personal risk profile.

Yes: No:

I will retain sufficient capital in cash or readily realisable cash investments as an emergency fund.

Yes: No:

Please sign and date this form to confirm that the information provided above is accurate to the best of your knowledge.

Full name of Client:

Signature of Client: Date:

Suitability Requirements

FOR SAPPHIRE CAPITAL PARTNERS LLP INTERNAL USE ONLY

Assessment completed

Signature: Date:

Test criteria met: Date:

Cancellation Form

You may exercise a right to cancel the Investment Management Agreement by notification to the Investment Manager within 14 days of the Investment Manager receiving your Application Form. This right and the consequences of cancellation are explained in the Investment Management Agreement. Following cancellation, the remaining balance of your money (if any), less any fees paid, will be refunded to you. You will not be entitled to interest on monies refunded following cancellation.

You may give this notice of cancellation by completing this form and returning it to:

Sapphire Capital Partners LLP
28 Deramore Park
Belfast BT9 5JU.

I confirm that I wish to cancel the Investment Management Agreement.

Full name of Client:

Signature of Client:

Date: