

## GUIDANCE NOTES

This Application Form incorporates by reference the Information Memorandum. Unless otherwise stated, defined terms and expressions used in the Application Form have the meaning ascribed to them in the Information Memorandum.

By completing and signing this Application Form, I confirm that:

- i. My identity may be checked by electronic means such as the use of data held by specialised data agencies, which may hold a record of the search;
- ii. I am applying on my own behalf;
- iii. I will notify the Investment Manager of any investment with which I am connected within Section 163 and Sections 166 to 177 of the Income Tax Act; and
- iv. I will notify the Investment Manager if, within three years of the date of issue of Shares by an EIS Qualifying Company or SEIS Qualifying Company, I become connected with that company or receive value from it.

### The form has seven sections

1. About the investor
2. About the Adviser/Intermediary
3. Adviser/Intermediary Payment
4. Allocation of Subscription
5. Investor Appropriateness
6. Adviser Declaration
7. Investor Declaration

### How to complete the form

Please read the Station12 Sports, Entertainment and Knowledge Service Information Memorandum and corresponding Investor's Agreement therein. Please answer all questions and tick all boxes that apply.

### When you have completed the form please tick the following to confirm:

- You have read and understood the Information Memorandum including the Investor's Agreement relating to the respective Station12 Sports, Entertainment and Knowledge Service and have followed the instructions carefully.
- You have read and understood the Key Information Document (KID).
- You have correctly answered all the questions that apply to you.
- You have correctly confirmed you would like to invest in the Station12 Sports, Entertainment and Knowledge Service, and are aware of and understand the Investment Objectives and risks of the Service and that these are consistent with your own personal financial objectives.
- You (or your Attorney) have signed the declaration in Section 7.
- You have enclosed the necessary verification of identity documentation (which must be certified by regulated individual e.g. financial adviser, solicitor or accountant):
- If you are acting under a Power of Attorney, you have provided:
  - a certified copy of your Power of Attorney plus;
  - the necessary verification (please see above) of identity documentation for each Power of Attorney.

# GUIDANCE NOTES

## **Please make sure you have the following documentation together before mailing:**

1. Application Form in full (including all relevant signed sections)
2. Anti-Money Laundering documentation (wet signature certified copies).

## **Post all of the above to:**

Woodside Corporate Services Limited

**Attention:** John Rowe, 4th Floor, 50 Mark Lane, London EC3R 7QR

The minimum investment is £10,000. Please transfer your investment via CHAPS/BACS to the following account after first sending in your completed application form and verification of identity documents, making sure that you reference the payment with your name:

**Bank name:** Bank of Scotland

**Sort code:** 80-20-00

**Account name:** WCSL S12 SEK Fund Client Account

**Account number:** 10453762

**Reference:** Surname, Initial

**PAYMENTS MUST COME FROM YOUR PERSONAL ACCOUNT. WE DO NOT ACCEPT PAYMENTS FROM BUSINESS ACCOUNTS.**

## **What happens next?**

We will send you an acknowledgement that we have received your application and when your subscription has been invested. If you do not receive an acknowledgement of your application within ten days of sending it to Woodside Corporate Services Limited, please email enquiries@station12.co.

We will then send you regular valuations and investor updates for your holdings.

## **Cancellation Rights**

As set out in the Information Memorandum and Investor's Agreement, you may exercise your right to cancel your subscription by notification to the Investment Manager within 14 days of acceptance of your Application Form by the Investment Manager. If you do wish to exercise your right to cancel, you must notify the Investment Manager in writing, for the attention of: Managing Partner, Station12 Limited, 98 Abinger Road, London W4 1EX.

## **Investment Objectives**

The Service is designed to provide investors with access to a portfolio of investments which will not be listed on the Official List of the London Stock Exchange and which qualify for tax advantages under the Seed Enterprise Investment Scheme ("SEIS") and the Enterprise Investment Scheme ("EIS"). You should be aware that shares in unlisted companies are generally higher risk than shares listed on the main market of the London Stock Exchange. The Service is designed for growth rather than for income, although some of our investments may mature to a point of dividend generation. (Please note - this may not occur within three years of making the initial investment). The investment is likely to be held for the long term, as investments in SEIS-qualifying companies and/or EIS qualifying companies have to be held for at least three years in order to benefit from the income tax relief and capital gains tax deferral or exemption available from the Service.

## **Data Protection**

The Investment Manager and the Custodian will use the information provided by you on this Application Form for administration and research purposes. The information will be held in confidence by the Investment Manager and, subject to the Investor's Agreement will not be passed to other companies.

# GUIDANCE NOTES

## Anti-Money Laundering Documents

To comply with Money Laundering regulations, please provide **two original forms of identification**.

The required documents are one proof of identity document and one proof of address document (see below). These documents must be less than three months old and show your name and permanent residential address. Original documents will be returned by next day recorded delivery, but sending certified copies is preferable.

### Proof of identity

- Certified copy of Valid Passport (or original)
- Certified copy of a Valid UK driving licence (or original)
- Official photo identification (original or certified copy)

In respect of the last option above, please confirm with us the eligibility of the proposed identification form by emailing [enquiries@station12.co](mailto:enquiries@station12.co)

### Proof of address

- Utility bill
- Council tax bill (for the current year)
- HM Revenue & Customs correspondence or tax notification (e.g. notice of coding, statement of account, tax assessment)
- Bank statement
- Building Society statement

Please remember to include either one form of identification from each list or two proof of Identify documents, provided one such document includes details of your address.

Certification of Anti-Money Laundering documents should be undertaken by a **"professional person or someone well-respected in your community (of good standing)"**. The person who certifies the document should not be related to you, living at the same address or in a relationship with you. To certify a document, the person should state **'Certified to be a true copy of the original seen by me'** on the document, sign and date it, print their name under the signature and add their occupation, address and telephone number.

For existing investors, new Anti-Money Laundering documents are not required if you have supplied Anti-Money Laundering documents with the last 24 months. If available, please submit new Anti-Money Laundering documents as often as possible.

Additionally, we would accept an official letter of "Confirmation of Identity" by an FCA-authorized and regulated company, such as a professional financial adviser.

# ACKNOWLEDGEMENTS AND REPRESENTATIONS

**Please make sure you read and understand this page in full before filling out the application form.**

1. If your application is accepted, you agree to observe, perform and be bound by the provisions of the Investor's Agreement.
2. You confirm that you personally possess sufficient knowledge, experience and expertise in financial and business matters (including experience with investments of a similar nature to an investment in the Service) to be capable of evaluating the merits and risks of an investment in the Service.
3. You represent and warrant that: a) if it is a trust, it is duly authorised and qualified to invest in the Service and the individual or individuals signing this Application Form on its behalf have been duly authorised by it to do so or; b) if you are an individual, that you have reached the age of majority under the laws of your country of nationality or domicile, and; c) in the case of a trust or an individual, this application, upon acceptance by the Investment Manager, will be its or your legal, valid and binding obligation, enforceable against it or you in accordance with the terms of the Investor's Agreement.
4. You acknowledge that this Application Form is not transferable or assignable.
5. You confirm your agreement that this Application Form be governed by and construed in accordance with the laws of England and Wales and that the courts of England and Wales shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of, or in connection with, this Application Form and, for such purposes, you irrevocably submit to the jurisdiction of such courts. In addition, you irrevocably waive any objection which you might now or hereafter have to the courts of England and Wales being nominated as the forum to hear and determine any such suit, action or proceedings and to settle any such disputes. You also agree not to claim that any such court is not a convenient or appropriate forum.
6. You confirm that you accept the terms of the Investor's Agreement and will, at the request of the Investment Manager, forthwith enter into and execute such formal deeds of adherence whereby you will agree to observe, perform and be bound by the provisions of the Investor's Agreement as the Investment Manager may require.
7. You agree that, by signing this Application Form, you grant to the Investment Manager authority to make, execute, sign, acknowledge, swear to, deliver, record and file on your behalf: any other business certificate or other instrument or document of any kind that the Investment Manager deems necessary or desirable to accomplish the business, purpose and objectives of the Service, or that is required by any applicable law; any agreement or instrument which the Investment Manager deems appropriate to: i) admit you as an Investor in the Service in accordance with the terms of the Investor's Agreement; ii) effect the addition, substitution or removal of the Investment Manager pursuant to the Investor's Agreement; or iii) effect an amendment or modification to the Investor's Agreement adopted in accordance with the terms of the Investor's Agreement; provided always, to the fullest extent permitted by law, this authority is irrevocable and shall survive, and shall not be affected by, your subsequent death, disability, incapacity, incompetence, termination, bankruptcy, insolvency or dissolution. This authority will only terminate upon your complete withdrawal from the Service.
8. You agree that the foregoing representations, warranties, agreements and acknowledgements shall survive the date of your admission to the Service and this Application Form shall be binding upon and inure to the benefit of the parties and their successors and permitted assignees.
9. You agree that, if this application is made by more than one person, your obligations shall be joint and several and the representations, warranties, agreements and acknowledgements herein shall be deemed to be made by and be binding upon such persons and their successors and assignees.
10. You agree that any term or provision of this Application Form which is invalid or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such invalidity or unenforceability without rendering invalid or unenforceable the remaining terms or provisions of this Application Form or affecting the validity or enforceability of any of the terms or provisions of this Application Form in any other jurisdiction.
11. You undertake to notify the Investment Manager immediately if there are ever relevant circumstances of which the Investment Manager should be aware in relation to managing your Portfolio(s).
12. Station 12 Asset Management Limited in its absolute discretion reserves the right to accept or reject an application form for any reason, and will notify you of its decision. No application form should be considered as accepted until Station 12 Asset Management Limited has issued a written confirmation of acceptance.



**Please tick the box to confirm that you have read, understood and agree to the Acknowledgements and Representations.**

# SECTION 1 ABOUT THE INVESTOR

Title: \_\_\_\_\_

Are you a UK Taxpayer? YES  NO

Forename(s): \_\_\_\_\_

UK Tax reference number: \_\_\_\_\_

Surname: \_\_\_\_\_

Is there a registered Power of Attorney in place for this application? YES  NO

Date of Birth: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

If yes, who should we send correspondence to?  
The Investor   
The Power of Attorney

Postcode: \_\_\_\_\_

Please note, if you are acting as Power of Attorney (POA), please include a certified copy of the POA document and verification of identity documents for each POA. In all cases, the Investment Manager must verify the identity of all POAs and may run electronic searches to do so.

Previous residential address (if changed in the last three years):  
\_\_\_\_\_  
\_\_\_\_\_

POA Name: \_\_\_\_\_

POA Date of Birth: \_\_\_\_\_

Email address (required): \_\_\_\_\_

If you'd like us to send correspondence to the POA, please provide their address (if different from the above):  
\_\_\_\_\_  
\_\_\_\_\_

Daytime phone number: \_\_\_\_\_

National Insurance Number: \_\_\_\_\_

Are you an existing Station12 investor?: YES  NO

Postcode: \_\_\_\_\_

Are you a US Citizen or resident in the US for tax purposes?: YES  NO

If you do not want email to be used as the primary route of correspondence, tick here.

If yes, please provide your US Tax Identification Number (TIN):  
\_\_\_\_\_

# SECTION 2 ABOUT THE ADVISER/INTERMEDIARY

## Adviser company details

Name of authorised adviser/intermediary firm:

\_\_\_\_\_

FCA Company Reference Number:

\_\_\_\_\_

Bank name:

\_\_\_\_\_

Sort code:

\_\_\_\_\_

Account name:

\_\_\_\_\_

Account number:

\_\_\_\_\_

Address:

\_\_\_\_\_

\_\_\_\_\_

Postcode:

\_\_\_\_\_

## Adviser contact details

Title:

\_\_\_\_\_

Forename(s):

\_\_\_\_\_

Surname:

\_\_\_\_\_

Contact number:

\_\_\_\_\_

Address (if different to company office):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Postcode:

\_\_\_\_\_

Email:

\_\_\_\_\_

FCA Individual Reference Number:

\_\_\_\_\_

Are you part of a network/service provider?

YES  NO

If yes, please detail the network/service provider name:

\_\_\_\_\_

# SECTION 3 ADVISER/INTERMEDIARY PAYMENT

Please indicate the level of initial adviser charges agreed. If you have agreed that the Investment Manager will facilitate no charges to your adviser, please indicate 'Nil'. Please note that any initial adviser charge will be calculated as a percentage of the Subscription amount. Please refer to the Information Memorandum for an indicative level of intermediary remuneration, which will be deducted from the Subscription received. Failure to complete this section correctly could result in delays to the investment.

**Financial Intermediary Charge**

£			%
---	--	--	---

Please note that no charge will be applied if the above section is not completed. Where you indicate an agreed charge, you are authorising the Investment Manager to pay such charge to the financial intermediary and for the net amount to be subscribed to the Service.

# SECTION 4 ALLOCATION OF SUBSCRIPTION (ABOUT THE INVESTMENT)

## Allocation of Subscription

As a Service investor, it will be assumed that you wish to seek Tax Reliefs. If this is incorrect, please inform us at enquiries@station12.co

QUANTUM OF INVESTMENT		
I hereby apply to invest:		
<b>A</b>	£ <input type="text"/>	SEIS (up to £100,000)
<b>B</b>	£ <input type="text"/>	EIS (up to £2 million)
<b>C (A+B)</b>	£ <input type="text"/>	<b>Gross Subscription</b> (from which fees will be taken) – £10,000 minimum
<b>D</b>	£ <input type="text"/>	Financial Adviser/Intermediary Charge (as per Section 3)
<b>E</b>	£ <input type="text"/>	Manager Transaction Fee (2% of Gross Subscription)
<b>F (C-D-E)</b>	£ <input type="text"/>	Net subscription (Amount available for investment and tax relief)

Please note, the Manager's Transaction Fee is 2% of the gross subscription as outlined in the Information Memorandum.

Please transfer your investment to the following account after first sending in your completed application form and identification, making sure that you reference the payment with your name:

Bank name: Bank of Scotland

Sort code: 80-20-00

Account name: WCSL S12 SEK Fund Client Account

Account number: 10453762

Reference: Surname, Initial

**PAYMENTS MUST COME FROM YOUR PERSONAL ACCOUNT. WE DO NOT ACCEPT PAYMENTS FROM BUSINESS ACCOUNTS.**

If you wish to specify a particular allocation please fill in the table below. If the table is left blank the investment will be split pro rata across all the available Investee Companies.

Name of Investee Company	% Allocation
<b>Total</b>	<b>100%</b>

# SECTION 5 INVESTOR APPROPRIATENESS

The Investment Manager is required by the FCA to obtain sufficient information from Investors to enable it to ensure this investment is appropriate for them. If your circumstances or your requirements change in the future, you must notify the Investment Manager in writing immediately.

**The Manager cannot accept an application if this information is not completed.** Unless otherwise stated, terms used in this section will have the meanings set out in the respecting Information Memorandum.

## a. Investment Objectives

You understand the investment objectives and risk profile of the Service YES  NO

The objectives and risk profile are consistent with your personal investment objectives YES  NO

You understand that your investment will be held over the medium to long term YES  NO

## b. Specific questions relating to EIS/SEIS taxation reliefs

Are you seeking to benefit from EIS/SEIS taxation reliefs? YES  NO

Are you seeking to claim full income tax relief?  
(You should consider whether you have sufficient tax liability in the relevant year) YES  NO

Are you seeking to carry back income tax relief to the previous year? YES  NO

Are you seeking to defer a capital gain? YES  NO

If yes, please indicate either the date on which the gain arose or, if previously deferred, the date on which it crystallised. Alternatively, please state 'future asset sale' if the gain is to arise in the future.

Do you have any significant capital commitments which cannot be funded from your annual disposable income or liquid savings within the next five years? YES  NO

If yes, please confirm how this commitment is to be funded:

## c. Investment experience and understanding

Please confirm which, and how many, of the types of investments listed below you have previously made in the last five years:

Tax efficient investments (including VCTs, EIS, EZT): 0  1-5  5+

Entities quoted on the main market of the London Stock Exchange: 0  1-5  5+

AIM-listed companies, or companies which are listed: 0  1-5  5+

# SECTION 5 INVESTOR APPROPRIATENESS

On average, how much do you cumulatively invest each year in new investments of the types listed above?

None       £1–£10,000       £10,001–£25,000       £25,001–£100,000+

## d. Employment and income

Employment status (e.g. employed; self-employed; retired):

---

Source of income (e.g. earnings; investment income):

---

Occupation/ Professional position\*:

---

\*Please indicate if you hold or have previously held a position in the financial services sector relevant to this investment, if you hold a professional qualification (e.g. ACA, ACCA, CTA, Securities Institute Cert/Diploma), or if you are a professional (e.g. accountant, stockbroker or solicitor). Please provide previous employment or profession if not currently working.

## e. Financial situation

Please state the source of your subscription (e.g. capital gain; savings; earnings)

---

Please indicate your annual disposable income (after all regular financial commitments):

£0       £1–£50,000       £50,001–£100,000       £100,001–£250,000+   
£250,001–£500,000       £500,001 –£1m       £1m+

Please state the value of your net assets (other than your principal residence or other properties and net of any loans):

£0       £1–£50,000       £50,001–£100,000       £100,001–£250,000+   
£250,001–£500,000       £500,001 –£1m       £1m+

Please state the value of your principal residence and any other residential properties:

£0       £1–£50,000       £50,001–£100,000       £100,001–£250,000+   
£250,001–£500,000       £500,001 –£1m       £1m+

Please state the value of any property investments:

£0       £1–£50,000       £50,001–£100,000       £100,001–£250,000+   
£250,001–£500,000       £500,001 –£1m       £1m+

Please tick to confirm that you have read and understood the Information Memorandum, Investor Agreement and Key Information Document relating to Station12 Sports, Entertainment and Knowledge Service.

# SECTION 6 ADVISER DECLARATION

We have undertaken an assessment of the person named in Section 1 of the Investor Application Form (the "Investor") in respect of his/her knowledge and experience in making EIS and SEIS or similar investments, financial situation and investment objectives so as to enable us to take the decision, which we have, that an investment in the Station12 Sports, Entertainment and Knowledge Service is appropriate for him/her as per COBS 9.

In doing so, we obtained from the Investor such information as was necessary for us to understand the essential facts about the Investor and have a reasonable basis for believing, giving due consideration to the nature and extent of the service provided, that a subscription to the Station12 Sports, Entertainment and Knowledge Service achieves the following: meets his/her investment objectives; is such that he/she is able financially to bear any related investment risks consistent with his/her investment objectives; and is such that he/she has the necessary experience and knowledge in order to understand the risks involved in the transaction or in the management of his/her portfolio.

The information regarding the investment objectives of the Investor which we obtained included, where relevant, information on the length of time for which the Investor wishes to hold the investment, his/her preferences regarding risk taking, his/her risk profile, and the purposes of the investment. The information regarding the financial situation of the Investor which we obtained included where relevant, information on the source and extent of his/her regular income, his/her assets, including liquid assets, investments and real property and his/her regular financial commitments.

The information regarding the Investor's knowledge and experience in the investment field included, to the extent appropriate to the nature of the Investor, the nature and extent of the services to be provided by the Investment Manager as manager of the Station12 Sports, Entertainment and Knowledge Service including its complexity and the risks involved, information on: the types of service, transaction and designated investments with which the Investor is familiar; the nature, volume, frequency of the client's transactions in designated investments and the period over which they have been carried out; the level of education, profession or relevant former profession of the client.

Accordingly we hereby certify to you that the Subscription proposed to be made in the Station12 Sports, Entertainment and Knowledge Service by the Investor is appropriate for the Investor within the meaning of the FCA rules and that each investment which you make on his/her behalf pursuant to the terms of the Investor's Agreement will also be appropriate for the Investor. We confirm that all such information referred to above is in our possession and we undertake to provide to you as soon as reasonably practicable following your request all or any of such information as you may require. We further undertake to notify you forthwith should an investment in the Station12 Sports, Entertainment and Knowledge Service cease to be appropriate for the Investor, for whatever reason, or should we cease to act for the Investor as his/her IFA.

We consent to the Investment Manger relying on this assessment certificate:

Name of firm: \_\_\_\_\_

Contact name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

# SECTION 7 INVESTOR DECLARATION

I wish to invest the amount stated in Section 4 in the Station12 Sports, Entertainment and Knowledge Service subject to the terms set out in the Investor Agreement and the Custodian terms and conditions in the Information Memorandum. In relation to my Investment, I appoint Station 12 Asset Management Limited to be the Investment Manager on the terms set out in the Investor Agreement.

## I confirm that:

- I am applying on my own behalf;
- I confirm Station 12 Limited and Station12 Asset Management Limited have not provided any advice in relation to this Subscription
- I will notify the Investment Manager if the Investment is made in a company with which I am connected as defined in sections 257BB and 257BF of the Income Tax Act 2007 (in which case clause 6.4 of the Investor Agreement applies at once)
- I will notify the Investment Manager if within the Three Year Period, I become connected with the SEIS/EIS Company or receive value from such Company;
- I have read the Information Memorandum, including the Investor Agreement. I have understood and I agree to be bound as a party to the terms of the Investor Agreement and authorise the Investment Manager to enter into a Custodian Agreement on my behalf;
- I have read, understood and agree to be bound by the Acknowledgements and Representations within this Application Form.
- I have understood and I agree to be bound by the Custodian's terms and conditions of business;
- I accept that the information supplied in Section 5 is only provided to enable the Investment Manager to assess the appropriateness of an investment made through the Service for me. I acknowledge that the Investment Manager is not my general financial adviser and that any tax information provided is in the context of the service offered;
- I consent to Station 12 Asset Management Limited facilitating my adviser's fees and charges as set out in Section 3;
- I have read this Application Form and I confirm that I have provided full and accurate information on my personal and financial circumstances in order that the Investment Manager may assess the appropriateness of an investment in the Service.
- I understand that the Investment Manager may decline to act on my behalf in the event that the information provided is incomplete;
- I have advised the Investment Manager if I am a solicitor or an accountant or other professional person who is subject to professional rules preventing me from making investments in particular EIS and SEIS Companies (please advise the Investment Manager which firm you work for so that the terms of the Investor Agreement can be applied correctly);
- I consent to the Investment Manager's dealing and best execution arrangements and acknowledge that on occasions when the Investment Manager passes an order to another party for execution, the counterparty may execute the trade outside a regulated market or exchange; and
- 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 website.
- I acknowledge that I have the right to cancel my Subscription within 14 business days of the Investment Manager's acceptance of the Application Form.
- I acknowledge that if I abort this transaction prior to deployment of funds into the investee companies, the Investment Manager reserves the right to charge an abortive administration fee of a minimum of £85 + VAT in order to cover associated costs. This fee will be deducted from my subscription prior to funds being returned.

Full name of applicant:

\_\_\_\_\_

Signature:

\_\_\_\_\_

Station 12 Asset Management Limited may, from time to time, contact investors with news and updates.

Please tick here if you do not wish to receive such updates.

Date:

\_\_\_\_\_

## Risk Warnings

If contemplating an investment or investment service, the Investor should seek independent advice or make his/her own decisions as to the appropriateness of the investment or investment service;

- Share prices, their values and income can go down as well as up and Investors may get back less than their original investment.
- Past performance is not a guide to future performance.
- The extent and value of any tax advantages or benefits arising from the use of tax-advantaged services will vary according to the individual's circumstances
- The levels and bases of taxation may also change.

Should you have any questions regarding this form, please contact the Station 12 Asset Management Limited Investor Relations Team at enquiries@station12.