
Unquoted Equity Application

Scheme details

Name of Scheme

Scheme reference number
(if known)

Please complete the Application in full using BLOCK CAPITALS and dark ink. Any omission could delay the proposed purchase.

Before you return the form to us, please check to ensure that:

- all necessary parts of this Application are fully completed;
- all investing Member Trustees have signed the Member Trustees Declaration and Indemnity and agree to be bound by it.

The information supplied will be held in the strictest confidence and subject to the provisions of Data Protection Legislation.

Please note

In order to consider the approval and acceptance of an unquoted equity investment we will require all parts of this Application to be completed. This information will enable us to determine if the unquoted equity is compliant with pensions legislation and also to meet our initial due diligence requirements.

Please fully complete **Section 1**, **Section 2** and **Section 3** of this form.

Section 4 should be used for any additional information that may be required.

Section 1 – Purchase information

Part 1.1 – Company details

Name of the Company to be invested in

“the Company”

Territory in which the Company is registered

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Company registration number in the above territory

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Registered address of the Company

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Please complete the names of all Company directors and their shareholding, plus shareholders with a holding of greater than 5%, and indicate if they are connected to any Scheme Member.

Name	Director / shareholder	Holding %	Connected?
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>

Connected Party – definition

‘Connected’ in this context is as defined in Section 993 of the Income Tax Act 2007. This includes:

- a scheme member;
- a scheme member’s spouse or civil partner;
- a scheme member’s relative;
- a scheme member’s spouse’s or civil partner’s relative;
- a company controlled by a scheme member either alone, or with any persons listed above.

Relative, means a brother, sister, ancestor or lineal descendant. It does not include nephews, nieces, uncles or aunts.

Is any Scheme Member or anyone connected to a Scheme Member likely to become a director or employee of the Company in the foreseeable future?

YES NO

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If ‘YES’ please provide details.

Part 1.2 – Share details

Number of shares to be acquired

Class of shares

e.g. Ordinary £1, 'A' Preference etc.

Price per share

Total proposed share price

What percentage of the Scheme will this approximately represent?

After the purchase, what percentage of the total issued share capital in the Company will be owned by:

the Scheme % connected parties* %

After the purchase, what percentage of the total dividend rights of the Company will be owned by:

the Scheme % connected parties* %

After the purchase, what percentage of the total voting rights of the Company will be owned by:

the Scheme % connected parties* %

*Please refer to the connected parties definition on page 2.

Does ownership of shares give shareholders any right or option to use any Company assets? YES NO

If 'YES' please provide details.

Part 1.3 – Investment companies

Is the Company classed as an investment company?

YES NO

If 'YES' please complete the following section

If 'NO' go to part 1.4

What is the current value of the Company's assets excluding liabilities?

£

Does any one asset of the Company make up 40% or more of the total asset value?

YES NO

If 'YES' please provide details.

How many residential properties does the Company own?

If the Company does not own any residential properties please complete with 'none'.

Is the Company classed as a close company?

YES NO

Or;

If the Company is an overseas company, would it be classed as a close company if it were based in the UK?

Close company – definition

A 'close company' is defined in legislation, currently Section 439 of Corporation Tax Act 2010. Essentially it is:

- A company controlled by five or fewer participants, or controlled by its directors; or
- A company where more than 50% of the assets would be distributed to five or fewer participants, or to its directors, in the event of it being wound up.

Will the shareholding give the Scheme a right to receive income from a specific property?

YES NO

If 'YES', please provide details.

Will the shareholding give the Scheme a right to receive 10% or more of the assets of the Company in the event of it winding up?

YES NO

If 'YES', please provide details.

Part 1.4 – Vendor’s details

Name of vendor

Vendor’s address

Is the vendor a connected party?
(See definition below)

YES NO

If ‘YES’, please provide details.

Connected Party – definition

‘Connected’ in this context is as defined in Section 993 of the Income Tax Act 2007. This includes:

- a scheme member;
- a scheme member’s spouse or civil partner;
- a scheme member’s relative;
- a scheme member’s spouse’s or civil partner’s relative;
- a company controlled by a scheme member either alone, or with any persons listed above.

Relative, means a brother, sister, ancestor or lineal descendant. It does not include nephews, nieces, uncles or aunts.

Vendor’s bank details

Bank

Sort Code

Account Number

Account Name

Please note that funds will only be paid to a bank account held by the vendor.

Section 2 – Company information

In order for us to complete our due diligence checks, please submit the following documentation.

Part 2.1 – Required documentation

Certificate of Incorporation	Attached <input type="checkbox"/>	To follow <input type="checkbox"/>
Memorandum and Articles of Association	Attached <input type="checkbox"/>	To follow <input type="checkbox"/>
Last filed annual return	Attached <input type="checkbox"/>	To follow <input type="checkbox"/>
	Year ending _____ 20__	
Valuation supporting the share price from an external accountant	Attached <input type="checkbox"/>	To follow <input type="checkbox"/>

If the Company is registered overseas, please provide a list of shareholders going back far enough in the chain of ownership so we can see who controls the Company, and indicate if they are connected to any Scheme Member.

Please note we will require formal documentation supporting this list from the regulator in the country in which the Company is based.

Name	Director / shareholder	Holding %	Connected?
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>
			YES <input type="checkbox"/> NO <input type="checkbox"/>

Has the Company been operating for more than three complete years? YES NO

Is 'YES', please attach full annual accounts for the last three years.

Year ending _____ 20__	Attached <input type="checkbox"/>	To follow <input type="checkbox"/>
Year ending _____ 20__	Attached <input type="checkbox"/>	To follow <input type="checkbox"/>
Year ending _____ 20__	Attached <input type="checkbox"/>	To follow <input type="checkbox"/>

If 'NO' and filed accounts for the last three years are not available, please complete Part 2.2.

Part 2.2 – Business plan

This part is only to be completed if the Company has less than three years' worth of full annual accounts available.

Business plan

Attached

To follow

The business plan should include the following:

1. Background of directors and principal shareholders including track records.
2. Business objectives, including milestones.
3. Risks and potential problems.
4. Total funding requirement and sources of funding.
5. How funds will be raised.
6. Expected returns.
7. Explanation of how expected returns will be generated (for example, how loan principal and interest will be repaid), supported by financial forecasts where relevant (for example, financial forecasts showing how company will repay loan principal and interest).
8. Documentation to support other financial statements made in the business plan. This documentation may include financial forecasts where relevant.
9. Exit strategy for investors.

Declaration for Company Directors

I confirm that the information submitted in Part 2.2, or to be submitted if marked 'to follow', is or will be correct to the best of my knowledge.

Signature

Print name

Date

Signature

Print name

Date

To be signed by two directors or a director and company secretary (or sole director, if detailed in the Memorandum and Articles of Association) if they are a limited, limited by guarantee or unlimited company.

Section 3 - Member Trustees Declaration and Indemnity

As an investing Member Trustee of the scheme, I confirm that the information provided in this application is true, complete, and accurate to the best of my knowledge.

I understand that if the purchase of shares proceeds on the basis of any incorrect information provided in this application, I may become personally liable to significant tax penalties imposed by HM Revenue & Customs and that further tax penalties may also be levied on the Scheme.

I also understand that should any of the information provided on this application change after the Scheme has acquired shares in the Company, the same tax charges could be levied against me personally and against the Scheme. I hereby undertake to advise Rowanmoor Executive Pensions Limited of any such proposed changes immediately, and undertake to arrange to sell the Scheme's shareholding in the Company prior to such changes occurring if they would result in tax charges being incurred.

I confirm that there is no formal or informal agreement in place by which the Company will arrange for any of the share purchase money to be passed back, either directly or indirectly, to me, or any person or company connected with me.

I am aware that, as there is no recognised market for this investment, the scheme must have no need for liquidity and, after the investment has been made, it may not be possible to obtain a refund of monies paid, nor to sell the investment to another party. I understand that an investment of this nature carries a high risk and I may lose all of the amount invested. As this investment is not regulated by the Financial Conduct Authority, I am aware that most of the protections afforded under the UK financial services regulatory system do not apply to this investment and that compensation under the Financial Services Compensation Scheme may not be available.

I hereby indemnify Rowanmoor Executive Pensions Limited against any tax penalties which may be levied against the Scheme as a result of the share purchase being approved based on incorrect or incomplete information provided in this application, or as a result of the shares not being sold prior to any changes to the information provided taking place after the purchase.

I understand that Rowanmoor Trustees Limited reserves the right to refuse further investments of this nature.

I confirm that, where I have not understood any point in relation to this investment and this declaration, I have sought legal and professional advice.

Signature

Print name

Date

Signature

Print name

Date

Signature

Print name

Date

Signature

Print name

Date

Section 4 – Additional information

Please use this page for any additional information that may be required.

Rowanmoor is a trading name of the following three companies, Rowanmoor Executive Pensions Limited registered number 05792242, Rowanmoor Personal Pensions Limited registered number 02268900 and Rowanmoor Trustees Limited registered number 01846413. The registered office for each of these three companies is Rowanmoor House, 46-50 Castle Street, Salisbury, SP1 3TS. The three companies are also wholly owned subsidiaries of Embark Group Limited. Rowanmoor Personal Pensions Limited is authorised and regulated by the Financial Conduct Authority (FCA) under reference number 458260. The provision and administration of Small Self-Administered Schemes (SSAS) and trustee administration are not regulated by the FCA. Therefore, Rowanmoor Executive Pensions Limited and Rowanmoor Trustees Limited are not regulated by the FCA in relation to these schemes or services.

If you require this document in audio, large print or Braille format, please telephone 03445 440 550 or fax 03445 440 500