

Important Note

This Application Form incorporates by reference the information memorandum issued and approved for section 21 purposes by **SuperSeed Ventures LLP** (FCA reference number 920283) (the "Manager") in connection with the SuperSeed Venture fund, a technology fund managed by the Manager with a focus on investing in business to business software/AI focused start-ups (the "Fund") ("Information Memorandum") which confers certain benefits to eligible investors under the EIS tax relief. The terms and conditions of the Fund can be found in the Investment Memorandum for the SuperSeed Venture Fund. If you do not have a copy, you can request one by writing to investors@superseed.com

Unless otherwise stated or as the context shall otherwise require, defined terms and expressions used in this Application Form have the meanings ascribed to them in the Information Memorandum.

Before You Invest

Before completing this Application Form, you should carefully review and understand the **Information Memorandum** and the **Investor's Agreement** and particularly the section headed **Risk Factors** on pages 21 to 25 of the **Information Memorandum**. Remember that the proposal is NOT suitable for everyone and the information in this document and the Information Memorandum does NOT constitute tax, legal or investment advice and you should seek your own independent advice.

The **Information Memorandum** does not constitute an offer by the Manager, or another person, for you to enter into an agreement with the Manager to act as your fund manager, or an invitation for you to make an offer to the Manager, or another person, for the Manager to enter into an agreement with you to act as your fund manager (a "direct offer financial promotion") until such time as the Manager has been able to confirm that:

- You are certified as a 'high net worth investor', a 'sophisticated investor', a 'self-certified sophisticated investor' or a 'restricted investor' for the purposes of financial promotions relating to non-readily realisable securities; and
- The Manager is able to assess, that an investment in the Fund is appropriate for you having regard to your knowledge and experience of similar investments.
- or your IFA/Financial Intermediary has confirmed or will confirm that an investment in the fund is suitable for you accordance with COBS 9.

Instructions for Completing the Application Form

Please follow the steps listed 1 – 8 below.

1. Please complete **Section 1: Investor Application Form** in type or use block capitals (save for your signature) in black/blue permanent ink, and sign any changes you make. Do not erase any text or use whiteout.
2. Please arrange for your IFA/Financial Intermediary to complete and sign section 2 of this Application Form.
3. Please provide details of any advisor fee you would like the Custodian to facilitate.
4. Read the acknowledgments and representations in Box 5 of the Application Form. If you have any queries, please contact your Financial Intermediary.
5. Review the Application Checklist at the top of page 2.
6. Execute and date this Application Form
7. Write cheque for the subscription amount to MNL (SuperSeed) Nominees Ltd (the "Custodian") or transfer the subscription amount via electronic transfer using the details below:
Bank: Royal Bank of Scotland
Account Name: MNL (SuperSeed) Client Account
Sort Code: 16-01-09
Account No: 00650006
IBAN: GB05RBOS16010900650006
BIC: RBOSGB2L
Reference: SS-[first-name last-name]
8. Deliver or send the completed, executed and dated application form (and cheque, if applicable) via email to investors@superseed.com or via post to:
SuperSeed
c/o Investment Operations Team
Mainspring Fund Services
27 Furnival Street
London EC4A 1JQ

Keep a copy of the completed Application Form for your records. The Manager may decide, in its absolute discretion, to accept or reject the Application Form and will notify you of its decision. If you do not receive an acknowledgement of your application within 10 days of sending it to the address above, please notify **SuperSeed** via email by writing to investors@superseed.com

Application checklist

INVESTOR has completed Section 1 (<i>Investor Application Form</i>)	
INVESTOR has enclosed subscription amount cheque or transferred funds to the custodian bank account, details which can be found on Page 1	
ADVISOR has completed Section 2 (Investor & AML Certificate)	

SECTION ONE: Investor Application Form

Please read the risk warnings on pages 21 to 25 of the **Information Memorandum** before completing this Application Form.

You are required to complete all sections below. Where a section is not relevant to you, please mark "N/A"

BOX 1: Personal Details

Title and full name of applicant:	
Current permanent residential address:	
Post code:	
I have lived at this address for:	year(s) and month(s)
Previous address (<i>if less than 3 years at current address</i>):	
Post code:	
Contact telephone number(s):	
E-mail address:	
Date of birth:	

BOX 2: Application to Invest in the Fund

I wish to invest in the Fund, on the terms set out in the Information Memorandum attached to this application form, the following amount:	£	
Accelerated Deployment: Accelerated deployment is for investors who wish to have all of their fund subscription fully invested by the end of this tax year (05th April 2022).	"I acknowledge and confirm that by selecting accelerated deployment, my final portfolio size and therefore my level of diversification, may be reduced. I acknowledge that my portfolio could be as little as one company and that a reduced portfolio significantly increases the risk of my investment in the Fund."	
Funds transfer method (select one)	Funds transferred via electronic bank transfer	
	Cheque enclosed with application form	

BOX 3: Facilitation of Adviser Charges

(to be completed where you have agreed for the Custodian to facilitate the payment of initial adviser fees agreed by you and your Financial Intermediary/IFA. If you have agreed to pay your adviser directly or are not paying an adviser fee in connection with your investment, please leave this Box 3 blank)

By completing the below box, I hereby confirm that I wish to make the following payment of initial agreed adviser fees to my IFA/Financial Intermediary directly and request that these are facilitated by the Custodian.

I acknowledge that these fees will be deducted from my gross subscription to the Fund and will not receive any EIS or SEIS tax relief on such fees

£(words)	£(figures)

BOX 4: EIS and SEIS Relief

(Only applicable to private individuals that are also UK taxpayers)

I wish to claim EIS relief (where possible)	
I wish to claim SEIS relief (where possible)	
I do not wish to claim EIS or SEIS relief I acknowledge that I will not benefit from the risk mitigation these reliefs provide.	

BOX 5: Acknowledgements and Representations

By signing this application form, I acknowledge and represent that:

- a) I confirm that I am 18 years of age or older, and 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 Fund*) to be capable of evaluating the merits and risks of an investment in the Fund. I acknowledge that neither the Manager nor SuperSeed Ventures are providing advice on this investment and confirm that I have taken such independent advice that I deem necessary or desirable.
- b) I confirm that I have read and understood the **Information Memorandum** (*and in particular the section headed Risk Factors on pages 21 to 25*) and the **Investor's Agreement**. I confirm that, in making my application, I am relying solely on the information contained in the Information Memorandum and the Investor's Agreement and my own enquiries, and not on any other information or representation in relation to the proposal.
- c) I agree and undertake, if my application is accepted, to observe, perform and be bound by the provisions of the Investor's Agreement pursuant to which the Manager will provide me with discretionary investment management services and will arrange for Mainspring Nominees Ltd to provide me with custodian services.

- d) I have received, read and understood the terms of the Custody Agreement (which is available here: <https://systems.mainspringfs.com/documents/superseed/custody-agreement/c27>) and confirm my acceptance to its terms.
- e) I consent to the Manager entering into the Custody Agreement with the Custodian, on my behalf, acting as my agent.
- f) I acknowledge that their investments will be registered in the name of MNL (*SuperSeed*) Nominees Limited (the "**Nominee**"), but it will be held on trust by the Nominee and I will remain beneficial owner of the investments.
- g) where I have completed Box 3, I consent to the facilitation of the agreed adviser fee and I acknowledge that this fee will be deducted from my gross subscription.
- h) I undertake to notify the Manager immediately if there are ever any relevant circumstances of which the Manager should be aware in relation to managing my Portfolio(s).
- i) I confirm, in relation to my investment in the Fund, that:
- a. I am applying on my own behalf;
 - b. I will notify the Manager of any Investee Company with which I am connected within part 5A of the Income Tax Act 2007; and
 - c. I will notify the Manager if, within three years of the date of issue of shares by an Investee Company, I become connected with that Investee Company or receive value from it.
- j) I confirm that I agree with, and consent to, the Manager's best execution policy, as set out in schedule 3 of the Investor's Agreement

BOX 6: International Tax and Compliance

Please confirm your country (or countries) of tax residency and your Tax Identification Number(s) (TIN). If you are a UK tax resident, your TIN is your National Insurance number.

Country	TIN

If you are a citizen of, domiciled in, or resident for tax purposes in the United States of America (a "US Person"), your attention is drawn to clause 15.6 of the Investor's Agreement

SECTION TWO: Adviser & AML Certificate

To be completed by IFA or FINANCIAL INTERMEDIARY

The IFA is required to complete all sections below. Where a section is not relevant to you, please mark N/A"

BOX 1: Details of Financial Intermediary/IFA

Please provide your details and those of your firm below

Name of Financial Intermediary/IFA	
Address of Financial Intermediary/IFA	
FCA Reference Number	
Email address	
Contact telephone number	

BOX 2: Financial Intermediary/IFA Certificate

By signing below, we certify to SuperSeed Ventures LLP as follows:

ANTI-MONEY LAUNDERING DUE DILIGENCE

We have applied customer due diligence measures on a risk-sensitive basis in respect of the Investor whose details are set out in section 1 of this Application to the standard required by the Money Laundering Regulations 2007 within the guidance for the UK financial sector issued by the Joint Money Laundering Steering Group and we certify that: we have obtained information on the purpose and intended nature of the Investor's proposed investment in **SuperSeed Venture Fund** and we are satisfied that this investment is being made for bona fide legitimate purposes and not to conceal the proceeds of crime; and that we have identified and verified the identity of the Investor on the basis of documents, data and information obtained from a reliable and independent source.

INVESTOR CATEGORISATION

We certify to **SuperSeed Ventures LLP** that the Investor is one of the following:

- 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

INVESTOR SUITABILITY ASSESSMENT

We have undertaken an adequate assessment of the Investor named above in connection with his proposed investment in the **SuperSeed Venture Fund** and certify that in light of the investor's financial situation and investment objectives and the nature of the transaction or services envisaged, an investment in the Fund is suitable for them in accordance with COBS 9. We hereby confirm that **SuperSeed Ventures LLP** can rely on this assessment.

Facilitation of Adviser Fees

Tick this box if you have provided advice to your client and to confirm that any adviser charges set out in Section 1, Box 3 of the Investor's Application Form comply with COBS 6.1A

Where you would like the Custodian to facilitate the payment of your agreed adviser fee, please tick the adjacent box and provide your bank details to where the fees should be transferred

Payment details

Name of bank

Name of beneficiary bank account

Bank account number

Sort code

By signing below, we hereby consent to **SuperSeed Ventures LLP** and the Custodian relying on this certificate and all information provided in Section 2 of this Application Form.

Adviser Signature:

Date

Signature *(Sign digitally or print the completed form and sign by hand)*

This Application Form is executed on the date mentioned below:

Investor Signature:

Date:

Print name:

SUPERSEED VENTURE FUND CANCELLATION FORM

SUPERSEED VENTURE FUND Notice of Cancellation

You may exercise a right to cancel your Investor's Agreement in relation to the SUPERSEED VENTURE FUND by notification in writing to SuperSeed Ventures LLP (the "Manager") within 14 days of the Manager receiving your Application Form. The consequences of cancellation are explained in the Investor's Agreement. Following cancellation, the remaining balance of your money (if any), less any fees paid, will be refunded to you by cheque. You will not be entitled to interest on monies refunded following cancellation.

You may give this notice of cancellation by completing this form (or a signed letter confirming your wish to cancel your investment in the Fund) and returning it to the Custodian: SuperSeed

c/o Investment Operations Team, Mainspring Fund Services, 27 Furnival Street, London, EC4A 1JQ

I hereby confirm I wish to cancel my Investor's Agreement with SuperSeed Ventures LLP in connection with the SUPERSEED VENTURE FUND.

Investor Signature:	Print name:
Date:	