

Individual Investor Application Form

Series S2 Bonds - Tranche SSC1

High Net Worth and Sophisticated Investors ONLY



IMPORTANT NOTE

This Application Form incorporates by reference the Information Memorandum issued by Amberside ALP PLC, a public limited company registered in England and Wales with company number 10273135 whose registered office is at 9 Amberside House, Wood Lane Hemel Hempstead HP2 4TP ("ALP") and approved by Amberside Capital Limited, a private limited company registered in England and Wales with company number 09479851 whose registered office is at Amberside House, Wood Lane, Hemel Hempstead, HP2 4TP ("Amberside") in connection with the Amberside ALP PLC Offer for Subscription of the Series S2 Bonds ("the Bonds") and all other documents published by ALP which are expressed to be supplemental thereto (the "Information Memorandum"). 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. Remember that an investment in the Bonds may NOT be suitable for you, the information in the Information Memorandum does NOT constitute tax, legal or investment advice and you should seek your own independent advice.

INSTRUCTIONS FOR COMPLETING THIS APPLICATION FORM

Before completing this Application Form, please carefully review the Information Memorandum. Then follow the steps listed below.

1. Please complete:

- Section 1 Personal details
- Section 2 Investment details
- Section 3 Advisor / Broker details (if any)
- Section 4 High Net Worth / Sophisticated Investor Statement
- Section 5 Declaration
- Section 6 Investor Questionnaire (if financial advice has not been received)

Please complete sections 1 to 6 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.

Postal application

Please send to the completed application for to:

Amberside ALP PLC,
9 Amberside House,
Wood Lane,
Hemel Hempstead
HP2 4TP

Electronic application

A scan of the completed application may be sent to:

investors@amberside.com

Payment

Electronic payment is recommended, please make your payment direct to the Company:

Bank: Hampden & Co
Account Name: Amberside ALP Plc
Account No: 11006891
Sort Code: 83-91-55
Reference: Please use your Surname and Initials as a reference

ASSISTANCE

If you need any assistance completing any part of this Application Form or have any questions about the application process you should contact your Authorised Financial Intermediary in the first instance. Alternatively, direct investors may contact Amberside ALP Plc on 0203 9501 777.

ALP 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 contact the Company by on telephone 02039 501 777 or sending an email to help@ambersidealp.com.

AMBERSIDE ALP PLC

9 Amberside House
Wood Lane
Hemel Hempstead
Hertfordshire
HP2 4TP

Telephone: 02039 501 777
Email: help@ambersidealp.com
www.ambersidealp.com

SECTION 1 - PERSONAL DETAILS

Title: Mr. / Ms. / Mrs. / Miss / Dr / Other:	Forename(s):	
Surname(s):		
Nationality:	National Insurance Number:	
Permanent address:		
		Postcode:

If you have moved within the last three years, please include your previous address below:

Previous address:	
	Postcode:

Telephone (daytime):	Telephone (mobile or evening):
Date of birth:	Town and country of birth:

I confirm that I am solely a tax resident in the UK ☐

If you have more than one tax residence, please list all countries and tax identification numbers below

Country of Residence (other than the UK):	Tax reference number:	<p>Explanatory note: The UK government is required, in certain circumstances, to share tax information with the tax authorities in other countries. As a result, financial institutions are legally required to collect certain information about the tax residency of each investor that it deals with. These records will only be disclosed to the relevant tax authorities if, and when, this is required under applicable law.</p> <p>Your tax residence generally is the country in which you live for more than half of the year. However, there are certain circumstances that would cause a person to become tax resident in a number of countries. The country/countries in which you pay income tax are likely to be your country/countries of tax residence.</p>
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If you are a US citizen, or hold a US passport or green card, you will also be considered tax resident in the US, even if you live outside the US.

SECTION 2 - BOND INVESTMENT

My investment:

S2 Bond Series: Tranche SSC1 (SSL Convertible only)	Amount: £	Amount pounds (in words):
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Insert amount, which must be in pounds sterling and not less than £100 and thereafter in multiples of £100

Please send your investment by electronic transfer using the details below (please use your nominated bank account where possible):

Bank: Hampden & Co
 Account Name: 'Amberside ALP Plc'
 Account No: 11006891
 Sort Code: 83-91-55
 Reference: Please use your Surname and initials
 Your cheque or banker's draft made payable to 'Amberside ALP' for the amount you wish to invest

Nominated Bank Account

To make payments of interest or return of capital, require your nominated bank account.

Name of Bank:	Account name:
Account number:	Sort code:

SECTION 3 - FINANCIAL INTERMEDIARY

Name of Authorised Financial Intermediary Firm:	Name of adviser/contact for Authorised Intermediary:
FCA registration number:	Email of Authorised Financial Intermediary:
Address of Authorised Financial Intermediary:	
	Postcode:

Intermediary confirmation☐

We have undertaken an adequate assessment of our client named in this application and of their expertise, experience and knowledge in the investment field relevant to the Bonds such as to give reasonable assurance to ALP in light of the nature of the transactions or services envisaged that the Investor is capable of making their own investment decisions and of understanding the risks involved in investment in the Bonds and that such investment would be suitable for the Investor. We have undertaken our assessment in accordance with the requirements of COBS 9.

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We have not provided financial advice, the investor has completed the Investor Questionnaire at the end of this Application Form

Signature of Authorised Intermediary:	Date:

SECTION 4 - HIGH NET WORTH / SOPHISTICATED INVESTOR STATEMENT

Please confirm which of the statements applies to you. If neither applies, you should not proceed with the application

High Net Worth Investor Statement

I make this statement so that I can receive promotional communications which are exempt from the restriction on the promotion of non-mainstream pooled investments and non-readily realisable securities. The exemption relates to certified high net worth investors and I declare that I qualify as such because at least one of the following applies to me:

- (a) I had, throughout the financial year immediately preceding the date below, an annual income to the value of £100,000 or more. Annual income for these purposes does not include money withdrawn from my pension savings (except where withdrawals are used directly for income in retirement).
- (b) I held throughout the financial year immediately preceding the date below, net assets to the value of £250,000 or more. Net assets for these purposes do not include:
 - (1) the property which is my primary residence or any money raised through a loan secured on that property; or
 - (2) any rights of mine under a qualifying contract of insurance; or
 - (3) any benefits (in the form of pensions or otherwise) which are payable on the termination of my service or on my death or retirement and to which I am (or my dependents), or may be entitled; or
 - (4) any withdrawals from my pension savings (except where the withdrawals are used directly for income in retirement).

I accept that the investments to which the promotions relate may expose me to significant risk of losing all of the money or other property invested. I accept that I can lose my property and other assets from making investment decisions based on financial promotions.

I am aware that it is open to me to seek advice from someone who specialises in advising on speculative illiquid securities, non-readily realisable securities and/or other investments.

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I confirm this High Net Worth Investor Statement applies to me

Sophisticated Investor Statement

I declare that I am a self-certified sophisticated investor for the purposes of the Financial Services and Markets Act (Financial Promotion) Order 2005 and the restriction on promotion of speculative illiquid securities and non-readily realisable investments contained in the rules of the Financial Conduct Authority.

I am a self-certified sophisticated investor because at least one of the following applies:

- (a) I am a member of a network or syndicate of business angels and have been so for at least the last six months prior to the date below;
- (b) I have made more than one investment in an unlisted company in the two years prior to the date below;
- (c) I am working, or have worked in the two years prior to the date below, in a professional capacity in the private equity sector, or in the provision of finance for small and medium enterprises;
- (d) I am currently, or have been in the two years prior to the date below, a director of a company with an annual turnover of at least £1 million.

I accept that the investments to which the promotions will relate may expose me to significant risk of losing all of the money or other property invested. I accept that I can lose my property and other assets from making investment decisions based on financial promotions.

I am aware that it is open to me to seek advice from someone who specialises in advising on speculative illiquid securities, non-readily realisable securities and/or other investments.

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I confirm this Sophisticated Investor Statement applies to me

SECTION 5 - DECLARATION

1. 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 Bonds) to be capable of evaluating the merits and risks of an investment in the Bonds. I acknowledge that neither ALP nor Amberside is providing advice on this investment and confirm that I have taken such independent advice (including from an independent financial adviser) that I deem necessary or desirable.
2. I confirm that I have read and understood the Information Memorandum (and in particular the section headed Risk Factors). I confirm that, in making my application, I am relying solely on the information contained in the Information Memorandum and my own enquiries, and not on any other information or representation in relation to the Bonds.
3. I agree that the S2 Bonds are different from other bonds issued by ALP and returns are based solely on the performance of the Convertible Loan linked to these Bonds with Sterling Suffolk Limited.
4. I agree and undertake, if my application is accepted, to observe, perform and be bound by the provisions of the Information Memorandum (and in particular the section headed Terms and Conditions of the Offer of the Bonds) and the Bond Instrument.
5. I acknowledge that this Application Form is not transferable or assignable.
6. I confirm my agreement that this Application Form be governed by and construed in accordance with the laws of England and that the courts of England 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, I irrevocably submit to the jurisdiction of such courts. In addition, I irrevocably waive any objection which I might now or hereafter have to the courts of England being nominated as the forum to hear and determine any such suit, action or proceedings and to settle any such disputes, and agree not to claim that any such court is not a convenient or appropriate forum.
7. I agree that the foregoing representations, warranties, agreements and acknowledgments shall survive the date of issue of the Bonds and this Application Form shall be binding upon and inure to the benefit of all parties and their successors and permitted assignees.
8. I 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.
9. I undertake to notify ALP immediately if there are ever any relevant circumstances of which ALP should be aware in relation to managing my investment in the Bonds.
10. I confirm, in relation to my investment in the Bonds, that I am applying on my own behalf.

This Application Form is executed on the date mentioned below:

Investor Signature:	Date:
Investor Name:	

By completing and signing this Application Form, I confirm that my identity may be verified by electronic means such as the use of data held by specialised data agencies.

Bond prices, their values and income may go up and down and investors may lose some or all of their original investment. Past performance and return illustrations should not be relied on as an indicator of future performance.

FINANCIAL ADVISER FEE (please strike through if not applicable)

I have received financial advice for this Application and I wish the following to be used from my investment to be paid to my financial adviser. I understand this will happen on the date the bond certificate is issued which could be sometime after my application is processed as it will coincide with the investment by ALP into Sterling Suffolk Limited.

Financial adviser fee instructions:

SECTION 6 - INVESTOR QUESTIONNAIRE

In order for you, the investor named in Section 1 above ("the Investor"), to invest in the Bonds, ALP must obtain sufficient information from you to determine whether your investment in the Bonds is suitable for you. This Direct Investor Questionnaire requests information to help ALP undertake this assessment. Additional information may be required. ALP will keep all information provided by you confidential. Where, following the assessment, ALP takes the view that an investment in the Bonds will not be suitable for you, your application will be rejected and any funds transferred, or any cheques sent, to Amberside ALP Plc in respect of your application will be returned.

You do not need to complete this questionnaire if you have received financial advice and section 3 is correctly completed.

Personal Investment Objectives

Please confirm your personal financial objectives in relation to an investment in the Bonds. Please tick the most applicable:

Capital Growth ☐ Income ☐ Balanced Income/Growth ☐

Risk Appetite

Please confirm your risk appetite. Please tick the most applicable:

Low ☐ Medium ☐ High ☐

Investment Horizon

Please confirm your investment time horizon. Please tick the most applicable:

6 to 12 months ☐ 12 to 24 months ☐ Longer than 24 months ☐

Investor Objectives

Please review the investment objectives of the Bonds and the Risk Factors set out in the Information Memorandum (including the time for which an Investment may need to be held) and tick the box to confirm that you are aware of and understand these objectives and risks; that they are consistent with your own personal financial objectives and preferences regarding risk taking; that you are able financially to bear the related investment risks consistent with these objectives; that you accept that the investments may expose you to a significant risk of losing all of the money or other property invested and that you are aware that it is open to you to seek advice from an authorised person who specialises in advising on non-readily realisable securities.

I confirm ☐

Please state your current profession, or, if you are retired, your previous profession

Profession:

Investor Experience

Your experience and understanding of various types of investments is a factor in determining the suitability of the Bonds for you. Please put a number in each box in the type of shares or bonds below to indicate the number of years of personal experience you have had with particular types of shares and bonds.

Large companies quoted on the main market of the London Stock Exchange Years of experience:

Smaller companies quoted on the main market of the London Stock Exchange Years of experience:

AIM-listed or unquoted companies Years of experience:

Approximate number of previous share and bond holdings Number of previous share and/or bond holdings:

Understanding of the S2 Bonds

Please tick your understanding of your return expectations under the following hypothetical scenarios

Sterling Suffolk Limited enters administration and is unable to pay any of its debts

S2 Bonds will be: Fully repaid ☐ Partly repaid ☐ Not repaid at all ☐

Sterling Suffolk Limited enters administration and has only enough to pay its senior ranked debts

S2 Bonds will be: Fully repaid ☐ Partly repaid ☐ Not repaid at all ☐

Sterling Suffolk Limited enters administration and is able to pay shareholders 10% of their original value

S2 Bonds will be: Fully repaid ☐ Partly repaid ☐ Not repaid at all ☐

Sterling Suffolk Limited hits operational targets and gains a successful exit for its shareholders

S2 Bonds will be: Fully repaid ☐ Partly repaid ☐ Not repaid at all ☐

We are extremely grateful to you for completing this form



AMBERSIDE ALP PLC

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HP2 4TP

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