

Individual Investor Application Form

Series S2 Bonds - Tranche SSC1

Corporate Investments 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 your organisation, 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.

Please complete all sections of this application form.

Please complete sections 1 to 7 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 - CORPORATE DETAILS

Institution Name:	Registered number:
Nature of Business:	Contact number:
Asset siz (approx.):	Tax number:
Purpose of investment:	Country of tax residence:
Registered office address:	
	Postcode:
Correspondence address (if different from above):	
	Postcode:
Primary contact name:	
Email address:	Position:

Please provide details of authorised signatories and all shareholders with a holding of 25% or more

Authorised signatory / shareholder

Position:	
Title: Mr. / Ms. / Mrs. / Miss / Dr / Other:	
Forename(s):	
Surname:	
Date of birth:	
Home address:	
	Postcode:
Shareholding in company (as a percentage):	
If an authorised signatory for future dealings please sign:	

Authorised signatory / shareholder

Position:	
Title: Mr. / Ms. / Mrs. / Miss / Dr / Other:	
Forename(s):	
Surname:	
Date of birth:	
Home address:	
	Postcode:
Shareholding in company (as a percentage):	
If an authorised signatory for future dealings please sign:	

Authorised signatory / shareholder

Position:	
Title: Mr. / Ms. / Mrs. / Miss / Dr / Other:	
Forename(s):	
Surname:	
Date of birth:	
Home address:	
	Postcode:
Shareholding in company (as a percentage):	
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Authorised signatory / shareholder

Position:	
Title: Mr. / Ms. / Mrs. / Miss / Dr / Other:	
Forename(s):	
Surname:	
Date of birth:	
Home address:	
	Postcode:
Shareholding in company (as a percentage):	
If an authorised signatory for future dealings please sign:	

Please photocopy this page if additional signatories/shareholders need to be added

We will accept a signature from any one signatory unless specified differently here.

Number of signatures required for changes:

SECTION 2 - BOND INVESTMENT

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 £10,000 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 companies' 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.

☐

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 - FINANCIAL ADVISER FEE

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 5 - ANTI-MONEY LAUNDERING

Please complete the information listed below

If your organisation is not registered with the United Kingdom's Companies House please confirm the registered body the organisation is incorporated with:

Incorporation register:

Source of funds:☐

Company earnings

☐

Sale of investment

☐

Other (please specify)

Other source of funds:

Please confirm consent for electronic verification of shareholders and directors of the company

☐

I confirm all directors and shareholders with more than 5% of the company consent to having their identity verified electronically.

If the consent is not granted, you will be contacted for any identification documents required to comply with anti-money laundering regulations. Please note, even with consent there are circumstances where we may need to obtain further evidence of identity.

SECTION 6 - DECLARATION

1. I/We confirm that the organisation 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/We 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/We confirm that I/We have read and understood the Information Memorandum (and in particular the section headed Risk Factors). I/We confirm that, in making my application, the organisation is 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/We 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/We agree and undertake, if the application is accepted, that the organisation will 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/We acknowledge that this Application Form is not transferable or assignable.
6. I/We confirm my organisation's 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/We irrevocably submit the organisation to the jurisdiction of such courts. In addition, the organisation irrevocably waives any objection which it 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/We 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/We 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/We undertake to notify ALP immediately if there are ever any relevant circumstances of which ALP should be aware in relation to managing the organisations investment in the Bonds.
10. I/We confirm, in relation to my investment in the Bonds, that the governing body of the organisation has authorised me/us to make this application

This Application Form is executed on the date mentioned below:

Authorised signature 1:	Authorised signature 1:
Full Name:	Full Name:
Position:	Position:
Date:	Date:

By completing and signing this Application Form, I/We confirm that my/our identity(/ies) 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.

SECTION 7 - COMPANY QUESTIONNAIRE

In order for the organisation named in Section 1 above ("the Investor"), to invest in the Bonds, ALP must obtain sufficient information from you to determine whether the investment in the Bonds is suitable. This 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 your organisation, the 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 financial advice has been received and section 3 is correctly completed.

Personal Investment Objectives**Risk Appetite**

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

Low ☐ Medium ☐ High ☐

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

Amberside House
Wood Lane
Hemel Hempstead
Hertfordshire
HP2 4TP

T: 02039 501 777

E: help@ambersidealp.com

W: www.ambersidealp.com