

sharemark:

Due Diligence Questionnaire

Due Diligence Questionnaire - Sponsors Annex

This questionnaire is intended to help your Approved Sponsor (as defined in Sharemark's Code of Practice) and Sharemark obtain further information on the Company in connection with the admission of the Company's securities to Sharemark ("Admission") utilising the Primary Fundraising service (as defined in Sharemark's Code of Practice).

If a question is not applicable, please answer "Not applicable" or "N/A".

Where the expression "Company" is used, this should be taken to include, where relevant, the Company's subsidiaries.

Any document referred to in any reply to a question must accompany this questionnaire and be listed in the Appendix.

This questionnaire, once completed and signed, should be submitted to your Approved Sponsor only. Your approved Sponsor will rely on the accuracy and completeness of the answers provided in this questionnaire.

If any answers in this questionnaire change, between the time when the questionnaire has been completed, signed and submitted and Admission, those changes must be brought immediately to the attention of your Approved Sponsor.

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Section A – The Company, its directors, shareholders and advisers

1. Please confirm the Company's full name

2. Is there any shareholders' agreement in force in respect of the Company or any other agreement whatsoever that grants any veto or other rights whatsoever to a shareholder in respect of their shareholding in the Company?

Yes/No

If so, please provide a copy.

Additional comments (if any):

3. Since the date of the latest annual accounts of the Company (or, if there are none, the date of incorporation of the Company) have the shareholders of the Company or any class of its shareholders passed any resolution in relation to the Company?

Yes/No

If Yes, please provide details (and a copy of the resolution):

4. In which country are meetings of the board of directors of the Company held?

Details:

5. Is it the belief of the directors that the place of central management and control of the Company is in the United Kingdom, the Channel Islands or the Isle of Man?

Yes/No

If No, in which country is the place of central management and control of the Company?

6. In relation to the security for which Admission is being sought to Sharemark ("relevant securities"), are any of the holders of such relevant securities intending to sell their holdings when the Company's relevant securities are admitted to Sharemark?

Yes/No

If Yes, please provide details:

Section B – Constitution and corporate affairs

1. Have all documents required by law to be filed with any regulatory authority in respect of the Company, including the Registrar of Companies, been correctly completed and filed on time?

Yes/No

If No, please provide details:

2. Please confirm that the statutory books and registers of the Company are accurate, complete and up to date and that no notice or allegation has been received that any of them is incorrect or should be rectified. Please also confirm where such statutory books and registers are physically located.

Yes/No

If No, please provide details:

3. Are all the issued shares in the capital of the Company (including, but not limited to, the relevant securities, where share capital) fully paid up?

Yes/No

If No, please provide details:

4. Are any of the issued shares in the capital of the Company subject to any charge, lien, encumbrance or other third party right?

Yes/No

If Yes, please provide details:

5. Has the Company at any time purchased, redeemed, repaid or reduced any of its own share capital?

Yes/No

If Yes, please provide details:

6. Have all dividends or distributions declared, made or paid by the Company been declared, made or paid in accordance with its memorandum and articles of association, applicable law and any agreements or arrangements made with any third party regulating the payment of dividends and distributions?

Yes/No

If No, please provide details:

7. What is the power and procedure of the Company to issue shares or other securities in the Company?

Additional comments (if any):

8. Does any director or shareholder of the Company, or any person connected with any such director or shareholder, have a loan outstanding to or from the Company?

Yes/No

If Yes, please provide details:

9. Does any director or shareholder of the Company, or any person connected with any such director or shareholder, have a claim against the Company (other than for accrued remuneration and expenses of no more than one month) or does the Company have a claim against any such director or shareholder or any person connected with any such director or shareholder or are you aware of any circumstances likely to give rise to any such claim?

Yes/No

If Yes, please provide details:

10. Has any director of the Company lent any money to any other director of the Company for a purpose connected directly or indirectly with the Company?

Yes/No

If Yes, please provide details:

11. Is there any formal or informal agreement or arrangement between (i) the Company and (ii) any shareholder or director of the Company or any person connected with any such shareholder or director, in any way relating to the business of the Company?

Yes/No

If Yes, please provide details:

12. Are you aware of any circumstances which may adversely affect the goodwill of the Company or which may result in adverse publicity for the Company?

Yes/No

If Yes, please provide details:

13. Will the subscription or acquisition by an investor of any shares or other securities in the Company or any loan to be made to the Company by a third party cause any of the following to happen:

(a) The Company to lose any right or privilege it currently enjoys?

Yes/No

If Yes, please provide details:

- (b) Any person to be relieved of any obligation to the Company (whether contractual or otherwise) or any person becoming entitled to terminate any such obligation or any right or benefit enjoyed by the Company or to exercise any right in respect of the Company?

Yes/No

If Yes, please provide details:

- (c) Any right of pre-emption over any issued or unissued shares in the capital of the Company to arise or become exercisable?

Yes/No

If Yes, please provide details:

- (d) Any person becoming entitled to acquire shares in the capital of the Company or to acquire or exercise any option, warrant or other right to acquire or subscribe for shares in the capital of the Company (including, but not limited to, the relevant capital)?

Yes/No

If Yes, please provide details:

- (e) Any breach, termination or amendment of any contract, law, undertaking or other like obligation which is material to the business of the Company?

Yes/No

If Yes, please provide details:

- (f) Any present or future indebtedness of the Company becoming due and payable, or capable of being declared due and payable, prior to its stated maturity date or in any financial facility of the Company being withdrawn?

Yes/No

If Yes, please provide details:

- (g) The creation or enforcement of any security or other third party right on any of the assets of the Company?

Yes/No

If Yes, please provide details:

Section C – Accounting and financial matters

1. Please outline the key or material accounting policies of the Company.

Details:

Additional comments (if any):

2. Please answer the following questions with reference to the period from the Company's last financial year end for which annual accounts are available (or, if there are none, the date of incorporation of the Company) to the date of answering this questionnaire:

(a) Has the Company assumed any liability or made any payment which is not in the ordinary course of business?

Yes/No

If Yes, please provide details:

(b) Has the Company borrowed or raised any money or taken any additional financial facility?

Yes/No

If Yes, please provide details:

(c) Please provide details of any significant capital expenditure and any related depreciation policy.

Yes/No

If Yes, please provide details:

(d) Have there been any material acquisitions or disposals of assets (for this purpose, material means any acquisition or disposal not in the ordinary course of business and any acquisition or disposal in the ordinary course of business worth more than 10% of the net assets of the Company before the acquisition or disposal or where the profits or turnover attributable to the assets acquired or disposed of amount to more than 10% of the profits or turnover of the Company before the acquisition or disposal) or has the Company entered into any contract for any such acquisition or disposal?

Yes/No

If Yes, please provide details:

(e) Has any loan or loan capital owed by the Company been repaid or become liable to be repaid?

Yes/No

If Yes, please provide details:

(f) Has the Company made any donation or covenant for charitable or political purposes or any ex-gratia payment?

Yes/No

If Yes, please provide details:

(g) Has the Company abnormally increased or reduced its stock-in-trade or sold any of it at less than cost price or offered in respect of sales of it price reductions, discounts or allowances?

Yes/No

If Yes, please provide details:

3. Please confirm that a copy of the latest management accounts of the Company is provided with this document and listed in the Appendix.

Yes/No

Additional comments (if any):

4. Please confirm that the latest management accounts of the Company have been prepared on a basis consistent with that employed in preparing the latest annual accounts of the Company and fairly represent the assets and liabilities and income and expenditure of the Company at and to the date for which they have been prepared.

Yes/No

If No, please provide details:

5. Please confirm that the stock-in-trade (including work-in-progress) of the Company is in good condition and capable of being sold in the ordinary course of business in accordance with its current price list without discount, rebate or allowance to a buyer?

Yes/No

If No, please provide details:

6. Has the Company applied for or received any grant, subsidy, financial assistance or similar allowance from any third party (including, but not limited to, from any national, supranational, governmental, local governmental, quasi-governmental, charitable or trade agencies, bodies or departments)?

Yes/No

If Yes, please provide details:

7. Is any such grant, subsidy, financial assistance or allowance now liable, or may it in the future become liable, to be repaid?

Yes/No

If Yes, please provide details:

8. Has any person borne any expense on behalf of the Company which would ordinarily have been borne by the Company?

Yes/No

If Yes, please provide details:

Section D – Loan facilities and security over assets

1. Has any person taken, given notice of his intention to take or asserted his right to take, any action to enforce any right under any security interest which he holds or claims to hold over any asset of the Company?

Yes/No

If Yes, please provide details (together with copies of the relevant documents):

2. Does the Company have security over the assets of any third party?

Yes/No

If Yes, please provide details (together with copies of the relevant documents):

Section E – Debtors

1. Please provide details of the significant debtors of the Company.

Additional comments (if any)

2. Are there any debts owed to the Company other than debts that have arisen in the ordinary course of business?

Yes/No

If Yes, please provide details:

3. Has the Company lent any money that has not been repaid?

Yes/No

If Yes, please provide details:

4. Are there any debts owed to the Company which are unlikely to realise their full face value and be good and collectable in the ordinary course of business within three months of completion of the investment or which have been outstanding for more than two months from the due date for payment?

Yes/No

If Yes, please provide details:

| Name of debtor | Amount owed and date due | Estimated realisable value and date of recovery |
|----------------|--------------------------|---|
| | | |

Additional comments (if any):

5. Are there any matters in the nature of the supply of goods and/or services or otherwise in respect of which the Company has deferred the raising of invoices or otherwise not yet made provision in its accounts or in respect of which the Company expects to waive the right to do so?

Yes/No

If Yes, please provide details:

6. Has the Company (i) waived any right of set off it may have against any third party or (ii) within the last six months accelerated the collection of trade debts?

Yes/No

If Yes, please provide details:

7. Does the Company factor any of its debts or use invoice discounting in respect of any of its debts or has it entered into any agreement to do so?

Yes/No

If Yes, please provide details (together with copies of the relevant documents):

Section F – Creditors and suppliers

1. Please provide details of the significant creditors and suppliers of goods and/or services to the Company.

Details:

2. Are there currently any outstanding amounts owed by the Company to its creditors which are overdue for payment?

Yes/No

If Yes, please provide details:

3. Has the Company in the past paid all amounts to its creditors as and when they fell due?

Yes/No

If No, please provide details:

4. Has the Company within the last six months delayed the payment of trade creditors?

Yes/No

If Yes, please provide details:

5. Are there any matters in the nature of the supply of goods and/or services or otherwise in respect of which the Company has deferred the recognition of a liability or otherwise not yet made provision in its accounts or in respect of which the Company expects the obligation to make payment to be waived?

Yes/No

If Yes, please provide details:

6. Are the levels of the Company's creditors materially different from those the Company normally has at this time of year?

Yes/No

If Yes, please provide details:

7. Have you become aware or do you suspect that any supplier to the Company of goods and/or services is insolvent or is reasonably likely to become insolvent?

Yes/No

If Yes, please provide details:

Section G – Products and customers

1. Please provide details of the significant customers of the Company including any customer that accounts for more than 5% (calculated on an annual basis) of the custom or business of the Company?

Details:

2. Has the business of the Company been materially and adversely affected by the loss of any important customer or source of supply or by any abnormal factor not affecting similar businesses to a like extent within the last three years?

Yes/No

If Yes, please provide details:

3. Are you aware of any competing product or service which has been developed, produced or provided, or which is proposed to be developed, produced or provided, by any other person which could have a material adverse effect on the business of the Company?

Yes/No

If Yes, please provide details:

4. Have you become aware or do you suspect that any customer of or service provider to the Company is insolvent or is reasonably likely to become insolvent?

Yes/No

If Yes, please provide details:

5. Does the Company supply products/services to any of its subsidiaries?

Yes/No

If Yes, please provide details:

6. Has the Company manufactured, acquired, sold or supplied products which are or were in any material respect faulty or defective or which do not comply in any material respect with any warranties or representations expressly or impliedly made by it or with applicable regulations, standards and requirements in respect of such products?

Yes/No

If Yes, please provide details:

Section H – Assets

1. Does the Company keep a register of its assets?

Yes/No

If Yes, please provide a copy

Additional comments (if any):

2. Are any of the assets used by the Company in its business subject to any lease agreement, hire agreement, hire purchase agreement, credit sale agreement, agreement for payment on deferred terms, sale or return agreement, retention of title agreement or any similar agreement or obligation or otherwise shared with any other person?

Yes/No

If Yes, please provide details (and copies of the relevant agreements):

3. Is any asset owned or used by the Company kept other than on the Company's premises?

Yes/No

If Yes, please provide details:

4. Are the machinery, plant, equipment and vehicles used in connection with the Company's business:

(a) In satisfactory working order having due regard to their age and have they been regularly and properly maintained?

Yes/No

(b) In the sole possession, control and use of the Company?

Yes/No

(c) The absolute property of the Company?

Yes/No

(d) Not in any way surplus to current or proposed requirements?

Yes/No

(e) Not likely to require replacement in any way in the foreseeable future?

Yes/No

If the answer to any part of this question is No, please provide details:

5. Has there been any destruction of, or material damage to, any of the Company's assets or have any of the Company's assets been depleted?

Yes/No

If Yes, please provide details:

6. Does the Company have a good and marketable title to the assets it owns?

Yes/No

If No, please provide details:

7. Are all deeds and documents relating to assets belonging to the Company in the possession of the Company?

Yes/No

If No, please provide details:

8. Are any assets owned by the Company but used by a third party?

Yes/No

If Yes, please provide details:

9. Has the Company entered into any agreement to acquire or dispose of a material fixed asset in the last six years on the Company?

Yes/No

If Yes, please provide details:

Section I – Contracts

1. Has the Company entered into any of the following in the last three years or, if entered into outside of this time period, which contains any obligations on the Company which are still outstanding:

(a) Any power of attorney?

Yes/No

If Yes, please provide details (together with copies of the relevant documentation):

(b) Any agreement or arrangement under which any person is entitled or authorised to bind the Company to any obligation not in the ordinary course of its business?

Yes/No

If Yes, please provide details:

(c) Any commitment for capital expenditure which has not yet been fully paid which in any case is material to the business of the Company?

Yes/No

If Yes, please provide details:

(d) Any commitment for it to obtain or supply goods or services exclusively from or to another person?

Yes/No

If Yes, please provide details (together with copies of the relevant documentation):

(e) Any commitment which restricts its freedom to carry on the whole or any part of its business in any jurisdiction or market?

Yes/No

If Yes, please provide details (together with copies of the relevant documentation):

(f) Any agreement or arrangement (or other practice of the Company) prohibited or restricted by any competition, anti-trust or restrictive trade laws or practices ("competition regulations") or regulatory authorities or required to be registered or notified under such competition regulations including, but not limited to, to any regulatory authorities?

Yes/No

If Yes, please provide details (together with copies of the relevant documentation):

- (g) Any agreement or arrangement that involves (or may involve) long term obligations (being more than 6 months from the date of this questionnaire) or liabilities on the Company or which may impose an undue burden on the Company, or which is incapable of complete performance in accordance with its terms within six months after the date on which it was entered into or which cannot be readily fulfilled or performed by the Company on time and without undue or unusual expenditure of money and effort?

Yes/No

If Yes, please provide details (together with copies of the relevant documentation):

- (h) Any agreement or arrangement which is liable to be terminated by another party, or under which consent will be required or the rights of any person are liable to arise or be affected, as a result of any change in the control, management or shareholders of the Company which in any case is material to the business of the Company?

Yes/No

If Yes, please provide details (together with copies of the relevant documentation):

- (i) agreement or arrangement which requires the Company to pay any commission, finders' fee, royalty or the like whether in connection with the proposed investment or otherwise?

Yes/No

If Yes, please provide details:

- (j) Any agreement or arrangement which is for the supply of goods and/or services by or to the Company on terms under which retrospective or future discounts, price reductions or other financial incentives are given?

Yes/No

If Yes, please provide details:

- (k) Any agreement whose terms prohibit, by reason of confidentiality or otherwise, disclosure to third parties?

Yes/No

If Yes, please provide details:

2. Has the Company appointed any agent, distributor, franchisee, licensee or concessionaire or is the Company an agent, distributor, franchisee, licensee or concessionaire for any other business?

Yes/No

If Yes, please provide details (together with copies of the relevant agreements):

3. Does the Company utilise sub-contractors in the carrying on of its business or outsource any services to a third party contractor?

Yes/No

If Yes, please provide details:

4. Has there been any significant change in the last twelve months in the basis or terms on which any person is prepared to enter into contracts or do business with the Company or is any such change anticipated which in any case is material to the business of the Company?

Yes/No

If Yes, please provide details:

5. Does the Company have any outstanding offers, tenders, bids or proposals which are capable of being converted into a material obligation on the part of the Company by acceptance or other act of a third party?

Yes/No

If Yes, please provide details:

6. Does the Company have good working relationships with the other contracting parties in respect of all its contracts which in any case are material to the business of the Company?

Yes/No

If No, please provide details:

7. Do you have any reason to believe that any of the contracts of the Company will not be renewed on the same or substantially the same terms when they expire which in any case are material to the business of the Company?

Yes/No

If Yes, please provide details:

8. Has the Company given or entered into any guarantee or indemnity or otherwise become responsible for the indebtedness, or for the default in the performance of any obligation, of any other person?

Yes/No

If Yes, please provide details:

9. Has any person given or entered into any guarantee or indemnity or otherwise become responsible for the indebtedness, or for the default in the performance of any obligation, of the Company?

Yes/No

If Yes, please provide details:

Section J – Intellectual property rights

1. In relation to the intellectual property rights disclosed in the PF Service Application Form (PAF1) ("Owned IP"), has the Company licensed or agreed to license any of the Owned IP to, or otherwise permitted the use or exploitation of any of them by, any third party?

Yes/No

If Yes, please give full details (and provide copies of the relevant licences, agreements, authorisations or permissions):

2. Does the Company use or exploit any intellectual property rights owned by any third party ("Third Party IP")?

Yes/No

If Yes, please provide details (and provide copies of the relevant licences, agreements, authorisations or permissions):

3. Does the Company require or need the right to use any intellectual property rights other than the Owned IP or the Third Party IP in order to carry on its activities?

Yes/No

If Yes, please provide details:

4. In respect of the Owned IP:

(a) Are such rights in full force and effect and legally vested in and beneficially owned by the Company free from encumbrances?

Yes/No

If No, please provide details

:

(b) Have all registrations and filings necessary to preserve such rights been made and do they remain in good standing?

Yes/No

If No, please provide details:

(c) Have all registration and renewal fees been fully paid up as and when due?

Yes/No

If No, please provide details:

(d) To the best of your knowledge, are there any intellectual property rights which compete with any such rights?

Yes/No

If Yes, please provide details:

(e) Are there, or have there been, any claims, challenges, disputes or proceedings, pending or threatened, in relation to the ownership, validity or use of such rights?

Yes/No

If Yes, please provide details:

(f) To the best of your knowledge, has any third party infringed any of such rights?

Yes/No

If Yes, please provide details:

(g) Has any product or service the subject of any such rights been created or developed by any individual at a time when he owed duties in connection with such product or service, or a previous version of it, to any person or entity other than the Company?

Yes/No

If Yes, please provide details:

(h) Is all confidential information (including trade secrets and know-how) of the Company adequately documented?

Yes/No

If No, please provide details:

(i) Would the Company's business be prejudiced by the loss of or unauthorised disclosure of any confidential information (including trade secrets and know-how)?

Yes/No

If Yes, please provide details:

- (j) What procedures, arrangements, systems, measures, rules and/or regulations, if any, has the Company put in place to ensure that its confidential information (including trade secrets and know-how) is kept safe and confidential and that a breach of confidentiality does not occur?

Please provide a description:

- (k) Has all confidential information (including trade secrets and know-how) of the Company been kept confidential and not been disclosed to third parties (other than parties who have signed appropriate written confidentiality undertakings in respect of such information)?

Yes/No

If No, please provide details:

5. To the best of your knowledge, has there been any actionable breach of confidence or act of passing off or unfair competition by a third party in relation to the business or assets of the Company or is any such anticipated?

Yes/No

If Yes, please provide details:

6. In relation to any licence, agreement, authorisation or permission entitling the Company to use or exploit any Third Party IP, has it, where required or permitted, been duly recorded or registered?

Yes/No

If No, please provide details:

7. To the best of your knowledge, have any of the activities of the Company or of any licensee of any Owned IP infringed or are they likely to infringe any intellectual property rights of any third party?

Yes/No

If Yes, please provide details:

8. Is the Company bound by any obligation of confidentiality imposed by a third party in respect of that third party's confidential information (including trade secrets and know-how)?

Yes/No

If Yes, please provide details:

9. Have all Independent Contractors (as defined in the PF Service Application Form (PAF1)) or other persons engaged by the Company (including its Employees (as defined in the PF Service Application Form (PAF1))) who, in the course of their work for the Company, have brought into existence any intellectual property rights been bound by agreements with the Company under which such intellectual property rights have vested in the Company?

Yes/No

If No, please provide details:

10. Does any shareholder or director of the Company, or any person connected with any such shareholder or director, have any direct or indirect interest in any intellectual property rights not owned by the Company which the Company exploits, or could reasonably be expected to wish to exploit, in its business?

Yes/No

If Yes, please provide details:

Section K – Information technology

1. Please provide a description of the computer hardware (including network and telecommunications equipment) and computer software used by the Company in connection with its businesses (together "Computer Systems") and the functions they perform:

| Description | Functions performed |
|-------------|---------------------|
| | |
| | |
| | |

2. Are there any agreements under which any third party provides any part of, or services relating to, any of the Computer Systems, including leasing, hire purchase, licensing, maintenance and services agreements?

Yes/No

If Yes, please provide details (together with copies of the relevant agreements):

3. In respect of the Computer Systems:

- (a) Has the Company obtained all necessary rights from third parties to enable them lawfully to use such systems in the manner in which they are now used?

Yes/No

If No, please provide details:

- (b) Apart from in respect of widely-used industry standard package software (such as Word and Excel), does the Company have either possession or control of the source code of all software comprised in such systems or the right to gain access to such source code in the event of the insolvency or default of the supplier of the software under the terms of source code deposit agreements with reputable deposit agents?

Yes/No

If Yes, please provide copies of the relevant agreements and, if No, please explain the position:

- (c) Are such systems functioning properly in accordance with their applicable specifications?

Yes/No

If No, please provide details:

- (d) Has the Company suffered from any external attack on any of such systems through viruses, hacking or similar malevolent activity?

Yes/No

If Yes, please provide details:

(e) Do such systems have sufficient capacity and performance capability to meet the current and foreseeable business needs of the Company?

Yes/No

If No, please provide details:

(f) Is the Company in possession of sufficient user documentation to enable their staff to use such systems properly without recourse to any further help?

Yes/No

If No, please provide details:

(h) Are such systems regularly and properly maintained and are they the subject of appropriate maintenance and support agreements?

Yes/No

If No, please provide details:

(i) Has the Company implemented appropriate procedures for ensuring the security of such systems and the confidentiality and integrity of all data stored on such systems?

Yes/No

If No, please provide details:

(j) Does the Company have in place a disaster recovery plan which is fully documented and would enable the business of the Company to continue if there were significant damage to or destruction of some or all of such systems?

Yes/No

If Yes, please provide a copy and, if No, please explain the position:

4. Does the Company have any of its records, data or information recorded, maintained, processed or otherwise wholly or partly dependent on or held by any means which are not under the exclusive ownership and direct control of the Company?

Yes/No

If Yes, please provide details:

5. Does the Company operate a website?

Yes/No

If Yes, please provide the URLs for those websites and details of any agreement(s) relevant to the creation, management policy, maintenance or operation of such websites:

6. Does the Company conduct any form of electronic commerce, (e.g. retail, advertising, product support) from any of the Computer Systems or any website?

Yes/No

If Yes, please provide details:

7. Is the Company aware of any bogus website which has been set up to look as if it is a website operated by the Company?

Yes/No

If Yes, please provide details:

Section L – Employees and other workers

1. Please supply the following details for each Employee (as defined in the PF Service Application Form (PAF1)) by completing the section below or by providing the information in a similar format:

Full Name

Employer and country
of employment

Place of work

Job title

Date of birth

Commencement date and period
of continuous employment

Notice period

Full or part time (if part time
indicate the hours worked)

Salary (including any benefits and privileges
provided or bound to be provided to them
or their dependants, whether now or in the future)

Full Name

Employer and country
of employment

Place of work

Job title

Date of birth

Commencement date and period
of continuous employment

Notice period

Full or part time (if part time
indicate the hours worked)

Salary (including any benefits and privileges
provided or bound to be provided to them
or their dependants, whether now or in the future)

Full Name

Employer and country
of employment

Place of work

Job title

Date of birth

Commencement date and period
of continuous employment

Notice period

Full or part time (if part time
indicate the hours worked)

Salary (including any benefits and privileges
provided or bound to be provided to them
or their dependants, whether now or in the future)

2. Please supply the following details for each Independent Contractor (as defined in the PF Service Application Form (PAF1)) by completing the sections below or by providing the information in a similar format:

Full Name

Company engaging him/her and country of engagement

Place of work

Job title

Commencement date and period of service

Notice period

Full or part time (if part time indicate the hours worked)

Remuneration (including any benefits and privileges provided or bound to be provided to them or their dependants, whether now or in the future)

Full Name

Company engaging him/her and country of engagement

Place of work

Job title

Commencement date and period of service

Notice period

Full or part time (if part time indicate the hours worked)

Remuneration (including any benefits and privileges provided or bound to be provided to them or their dependants, whether now or in the future)

Full Name

Company engaging him/her and country of engagement

Place of work

Job title

Commencement date and period of service

Notice period

Full or part time (if part time indicate the hours worked)

Remuneration (including any benefits and privileges provided or bound to be provided to them or their dependants, whether now or in the future)

3. Are there any terms or conditions applicable to, affecting or governing the employment or engagement of any Employee or Independent Contractor which is of an unusual or exceptional nature or which is not of an entirely arm's length nature?

Yes/No

If Yes, please provide details and copies of the relevant documents (anonymous only please):

4. Have all the terms under which the directors of the Company supply their services to the Company been reduced to writing?

Yes/No

If No, please provide details:

5. Has any Employee or Independent Contractor (or anyone on his behalf) who is material to the business of the Company given or received notice terminating his employment or engagement or is any Employee or former Employee or Independent Contractor or former Independent Contractor who is material to the business of the Company in dispute with the Company in any respect?

Yes/No

If Yes, please provide details (anonymous only please):

6. Has every Employee or Independent Contractor who in any case is material to the business of the Company who requires a work permit to work in the United Kingdom or the country where he performs his services a current and appropriate work permit or other permission and all other necessary permissions to remain in the United Kingdom or that country?

Yes/No

If No, please provide details:

7. Are all contracts between the Company and its Employees and Independent Contractors terminable at any time on not more than three months' notice without compensation or any liability on the part of the Company (other than for unfair dismissal or a statutory redundancy payment or for accrued remuneration, commission or pension)?

Yes/No

If No, please provide details:

8. Is the Company a party to, bound by or proposing to introduce in respect of any Employee or Independent Contractor any incentive scheme (including, without limitation, any commission, profit sharing or bonus scheme)?

Yes/No

If Yes, please provide details:

9. Has the Company incurred any actual or contingent liability in connection with any termination or suspension of employment of any Employee (including redundancy payments) or termination or suspension of engagement of any Independent Contractor?

Yes/No

If Yes, please provide details:

10. Has the Company incurred any liability for failure to provide information or to consult with Employees under any employment legislation?

Yes/No

If Yes, please provide details:

11. Is the Company, or has it in the last three years been, involved in any material industrial or trade dispute or is there anything likely to give rise to such a dispute or claim?

Yes/No

If Yes, please provide details:

12. Are there any sums owing to or from any Employee or Independent Contractor other than reimbursement of expenses, remuneration for the current remuneration period and holiday pay for the current holiday year which in any case is material to the business of the Company?

Yes/No

If Yes, please provide details:

13. Is the Company involved in any claim (or has such claim been threatened) made by or on behalf of an Employee or ex-Employee of the Company in the last 6 months which in any case is material to the business of the Company?

Yes/No

If Yes, please provide details:

14. Has the Company offered, promised or agreed to any future material variation in the contract of any Employee or Independent Contractor who in any case is material to the business of the Company?

Yes/No

If Yes, please provide details:

15. Have any of the officers or key employees of the Company (to the best of your knowledge) ever been convicted of a criminal offence relating to fraud, theft or other dishonesty?

Yes/No

If Yes, please provide details:

16. Save as already disclosed in the Declaration of a Director's Business Activities Forms (AF4), have any of the officers or key employees of the Company (to the best of your knowledge) ever been adjudged bankrupt or been a director of or a substantial shareholder in a company which has gone into administration, receivership or liquidation or been disqualified from acting as a director

Yes/No

If Yes, please provide details:

Section M – Pensions and retirement benefits

1. Does the Company have a pension scheme?

Yes/No

If Yes, please provide details below (each a, "Pension Scheme") and supply copies of all relevant documents relating to the Pension Scheme including the trust deeds, rules, members booklets, last two actuarial reports and any more recent actuarial advice and reports:

2. Is the Pension Scheme(s) the only arrangement under which the Company has or may have any obligation (whether or not legally binding) to provide or contribute towards pension, lump sum, death, ill-health, disability or accident benefits in respect of its past or present officers and employees?

Yes/No

If No, please provide details:

3. Has any proposal or announcement been made to any officer or employee of the Company about the introduction, continuance, increase or improvement of, or the payment of a contribution towards, any other pension, lump sum, death, ill-health, disability or accident benefit?

Yes/No

If Yes, please provide details:

4. Please confirm that all contributions, insurance premiums, tax and expenses due to and in respect of any Pension Scheme have been duly paid and that there are presently no liabilities outstanding in respect of any Pension Scheme.

Yes/No

If No, please provide details:

5. Has each Pension Scheme been designed to comply with, and has it been administered in accordance with, all applicable legal and administrative requirements and have the Company and the trustees of the Pension Scheme complied in all material respects with their obligations under and in respect of the Pension Scheme?

Yes/No

If No, please provide details:

6. Please confirm that no claims or complaints have been made or are pending or threatened in relation to any Pension Scheme or in respect of the provision of (or failure to provide) pension, lump sum, death, ill-health, disability or accident benefits by the Company in relation to any of its past or present officers and employees and that there is no circumstance likely to give rise to such claims or complaints.

Yes/No

If No, please provide details:

7. Has the Company facilitated access for its past and present officers and employees to a designated stakeholder scheme where required by law?

Yes/No

If No, please provide details:

8. Does the Company contribute to any personal pension scheme taken out by any officer or employee?

Yes/No

If Yes, please provide details:

9. Please confirm below the status of the Pension Scheme regarding it being approved or not by the taxation authority in the jurisdiction in which it operates and it being contracted in or out of any state or governmental pension scheme.

Section N – Properties

1. Please confirm that the freehold properties owned by the Company (the "Freehold Properties") and the leasehold properties leased by the Company (the "Leasehold Properties") (together the "Properties") are the only land and buildings owned, used or occupied by the Company and that the Company does not have any right of ownership, right of use, option, right of first refusal or contractual obligation to purchase, or any other legal or equitable right or interest in, or affecting, any land or building other than the Properties.

Yes/No

If No, please explain:

2. Does any person apart from the Company ("Third Party Tenant") have the right to use or occupy any of the Freehold Properties or Leasehold Properties under a Lease granted by the Company (each a "Third Party Lease")?

Yes/No

If Yes, please provide the following details for each Third Party Lease:

| | |
|--|-------|
| Description of the property | <hr/> |
| Description of Third Party Lease (lease, underlease, licence, date and parties) | <hr/> |
| Third Party Tenant | <hr/> |
| Registered/unregistered (and title number) | <hr/> |
| Contractual date of termination of Third Party Lease | <hr/> |
| Current use | <hr/> |
| Additional comments (if any): | <hr/> |
| | |
| Description of the property | <hr/> |
| Description of Third Party Lease (lease, underlease, licence, date and parties) | <hr/> |
| Third Party Tenant | <hr/> |
| Registered/unregistered (and title number) | <hr/> |
| Contractual date of termination of Third Party Lease | <hr/> |
| Current use | <hr/> |
| Additional comments (if any): | <hr/> |
| | |
| Description of the property | <hr/> |
| Description of Third Party Lease (lease, underlease, licence, date and parties) | <hr/> |
| Third Party Tenant | <hr/> |
| Registered/unregistered (and title number) | <hr/> |
| Contractual date of termination of Third Party Lease | <hr/> |
| Current use | <hr/> |
| Additional comments (if any): | <hr/> |

3. Does the Company have any actual or contingent liability in respect of any land or buildings which it previously owned, occupied or used or in respect of which it was previously a tenant including under any environmental or health and safety legislation?

Yes/No

If Yes, please provide details:

4. Is the Company identified as the owner of each of the Properties, solely legally and beneficially entitled to that Property and does it have a good and marketable title to it?

Yes/No

If No, please provide details:

5. If the Company owns any Freehold Properties:

(a) Please provide all relevant office copies, epitomes of title and plans.

(b) Has the Company observed and performed in all material respects all applicable covenants and other encumbrances and that there has not been (expressly or impliedly) any waiver of or acquiescence to any breach of them?

Yes/No

If No, please provide details:

6. In relation to each Lease and any Third Party Lease:

(a) Please provide copies of all Leases and Third Party Leases.

(b) Has the landlord and each lessee, tenant, licensee or occupier observed and performed in all material respects all applicable covenants, restrictions and other encumbrances and that there has not been (expressly or impliedly) any waiver of or acquiescence to any breach of them?

Yes/No

If No, please provide details:

(c) Have all rent and other sums payable by each lessee, tenant, licensee or occupier been paid as and when they became due and that no such sums been set off or withheld or commuted, waived or paid in advance of the due date for payment?

Yes/No

If No, please provide details:

(d) Have all consents required for its grant, and for the assignment of it, been obtained and placed with the documents of title along with evidence of the registration of grant where required?

Yes/No

If No, please provide details:

(e) Is there any pending rent review under it?

Yes/No

If Yes, please provide details:

7. Please confirm that no right of occupation or enjoyment of the Properties (apart from any Third Party Leases) has been acquired or is in the course of being acquired by any third party and that the Company has not granted, or agreed to grant, any right of occupation or enjoyment in respect of the Properties to any third party.

Yes/No

If No, please provide details:

8. Are any of the Properties subject to any agreement for sale, estate contract, option, right of pre-emption or right of first refusal or any agreement or commitment to give or create any of them?

Yes/No

If Yes, please provide details:

9. Please confirm that none of the Properties is subject to the payment of any outgoings other than non-domestic local business rates, gas, electricity and water and sewerage charges (and, in the case of the Leasehold Properties, principal rent, insurance premiums and service charges), that all outgoings have been paid when due and no payments of any outgoings are disputed.

Yes/No

If No, please provide details:

10. Are there any covenants, restrictions, stipulations, easements, wayleaves, licences, grants or other encumbrances affecting any of the Properties which are of an onerous or unusual nature, or affect their value, or which conflict with the current use of the Properties?

Yes/No

If Yes, please provide details:

11. Are there any circumstances which (with or without taking other action) would entitle any third party to exercise a right of entry to, or take possession of, all or any part of the Properties, or which would in any other way affect or restrict the continued possession, enjoyment or use of any of the Properties?

Yes/No

If Yes, please provide details:

12. Has the Company expressly or impliedly waived any breach by any person of any covenant, agreement, restriction, stipulation or obligation relating to the Properties or of which the Properties have the benefit, which in any case is material?

Yes/No

If Yes, please provide details:

13. Are all of the Properties, other than any area occupied by a Third Party Tenant, in the possession and actual occupation of the Company and actively used by the Company in connection with its businesses?

Yes/No

If No, please provide details:

14. Is the current use of each of the Properties the permitted use for the purposes of applicable planning legislation and in accordance with the provisions of the Leases and the Third Party Leases?

Yes/No

If No, please provide details:

15. Are there any development works, redevelopment works or fitting-out works outstanding in respect of any of the Properties?

Yes/No

If Yes, please provide details:

16. To the best of your knowledge are each of the Properties in a good state of repair and condition and fit for their current use?

Yes/No

If No, please provide details:

17. Please confirm that no notices, complaints or requirements have been issued or made (whether formally or informally) by any competent authority in relation to any of the Properties, the current use of the Properties or any machinery, plant or equipment in them, and that the Company is not aware of any matter which could lead to any such notice, complaint or requirement being issued or made.

Yes/No

If No, please provide details:

Section 0 – Insurance

1. Does the Company have the benefit of the following insurance cover?

| Type of cover | Answer | Level of cover | Premiums |
|-------------------------------------|--------|----------------|----------|
| Public liability | | | |
| Destruction, damage, fire and theft | | | |
| Business interruption | | | |
| Employers' liability | | | |
| Directors and officers | | | |
| Professional indemnity | | | |
| Keyman | | | |
| Other (please provide details) | | | |

Additional comments (if any):

2. Do you consider that the Company has insured against all risks normally insured against by a company carrying on the same type of business as the Company?

Yes/No

If No, please explain:

3. Please confirm that all insurance policies of the company ("Insurance Policies") are in full force and effect.

Yes/No

If No, please provide details:

4. Have all premiums in respect of the Insurance Policies been promptly paid when due?

Yes/No

If No, please provide details:

5. Are there any material claims outstanding under any of the Insurance Policies or, to the best of your knowledge, any circumstances which may give rise to a claim?

Yes/No

If Yes, please provide details:

6. Has any act or omission been done or permitted by the Company which could or might avoid or invalidate all or part of any part of the insurance policies or increase the premiums payable?

Yes/No

If Yes, please provide details:

Section P – Taxation

1. Has the Company agreed all computations for taxation purposes with the applicable taxation authorities up to and including those for its last financial year?

Yes/No

If No, please provide details:

2. Has the Company, since the date of the latest annual accounts of the Company (or, if there are none, the date of its incorporation), become liable to pay any taxation except for taxation that has arisen in and relates to the ordinary and normal course of trading of the Company?

Yes/No

If Yes, please provide details:

3. Are there any matters relating to taxation in respect of which the Company is entitled to make any claim, disclaimer or election for relief under any taxation legislation or to appeal against any assessment or determination relating to taxation or to apply for a postponement of taxation?

Yes/No

If Yes, please provide details:

4. Has the Company:

(a) Properly kept all records and documents for taxation purposes which it is required to maintain?

Yes/No

If No, please provide details:

(b) Properly and punctually made all returns and provided full and complete information to the applicable taxation authorities as so required?

Yes/No

If No, please provide details:

(c) Paid all taxation assessed and levied in accordance with all taxation statutes as and when it became due?

Yes/No

If No, please provide details:

(d) Deducted tax from payments where taxation statutes require such deduction and accounted to the applicable taxation authority for the tax if so deducted, including PAYE, VAT and National Insurance contributions?

Yes/No

If No, please provide details:

5. Is the amount of taxation chargeable on the Company to any material extent dependent on any concession, agreement or other formal or informal arrangement with any taxation authority?

Yes/No

If Yes, please provide details:

6. Are you aware of any reason why any relief from taxation available to the Company for set off against any future income, profits or gains or against future tax liabilities, might be denied or restricted in any way?

Yes/No

If Yes, please provide details:

7. Is the Company liable to make to any person (including any taxation authority) any payment in respect of any liability to taxation which is primarily or directly chargeable against, or attributable to, any other person (other than the Company)?

Yes/No

If Yes, please provide details:

8. Has the Company been a party to any scheme or arrangement in respect of which the main or one of the main purposes was the avoidance of or reduction in any liability to taxation?

Yes/No

If Yes, please provide details:

9. Are there any shares or other securities, options over shares or other securities or interests in shares or other securities in respect of which the Company may have to account for income tax or national insurance contributions liabilities (or equivalent obligations in any jurisdiction) of any director, employee or independent contractor of the Company?

Yes/No

If Yes, please provide details:

10. Has the Company applied for and received from HM Revenue & Customs advance assurance that the proposed investment in the Company will qualify for the purposes of the Enterprise Investment Scheme?

Yes/No/NA

If No, please explain and if so please provide copy documentation:

Section Q – Environmental, health and safety

1. Please provide a brief description of the operations or processes currently and (where known) previously carried on at any of the Properties and details of any key industry specific environmental and/or health and safety legislation that is applicable.

Details:

2. Is there any actual or suspected soil contamination or water (including groundwater) pollution at any of the Properties and/or any suspected migration of contamination (including landfill gases) to or from any of the Properties?

Yes/No

If Yes, please provide details:

3. Have there been any unauthorised spills, discharges, leaks or emissions of any hazardous substances, materials or waste into the air, water, sewage system or soil at the Properties?

Yes/No

If Yes, please provide details including copies of any correspondence and details of any clean up or decontaminating works:

4. Is any material expenditure in relation to environmental or health and safety matters likely to be required (e.g. upgrade works) in the next five years in order to comply with relevant law?

Yes/No

If Yes, please provide details and confirm whether any allocation been made for this in the Company's capital expenditure accounts:

5. Are there any other actual or potential environmental or health and safety liabilities associated with the Properties or any sites currently owned, used or occupied by the Company?

Yes/No

If Yes, please provide details:

6. Is the Company required to hold any environmental and/or health and safety licences, authorisations, registrations, exemptions consents or other permits?

Yes/No

If Yes, please provide details and copies of relevant documents:

7. Have there been any prosecutions, enforcement action, proceedings, notices, correspondence with a regulatory body, employee claims, complaints or any informal warnings or cautions or other action involving environmental and/or health and safety matters which involve or affect the Company's business or the Properties?

Yes/No

If Yes, please provide details together with copies of any available documents:

8. Have there been any environmental and/or health and safety audits, reports, assessments, reviews, risk assessments or other studies undertaken by or for the Company or otherwise relating to the Properties?

Yes/No

If Yes, please provide details and copies, together with details of any actions taken as a result:

9. Please provide details of any waste, hazardous waste and hazardous substances used or produced by the Company including copies of transfer and consignment notes and copies of registration documents for each waste carrier used.

Details:

10. Please confirm that the Company has carried out the required assessments and actions under the:

- (a) Control of Asbestos Regulations 2006; and
 - (b) Regulatory Reform (Fire Safety) Order 2005,
- and provide copies of the assessments and associated documents.

Yes/No

If No, please provide details:

11. Please confirm whether, and if so how, the Company is affected by the:

- (a) Waste Electrical and Electronic Equipment Regulations 2006 (as amended) (the "WEEE Regulations");
- (b) Restriction on Certain Hazardous Substances in Waste Electrical and Electronic Equipment (RoHS) Regulations 2008 (as amended) (the "RoHS Regulations");
- (c) Waste Batteries and Accumulators (Placing on the Market) Regulation 2008 and Waste Batteries and Accumulators Regulations 2009 (the "Batteries Regulations");
- (d) Producer Responsibility Obligations (Packaging Waste) Regulations 2007 (as amended) (the "Packaging Regulations");
- (e) Regulation (EC) No 1907/2006 on the Registration, Evaluation, Authorisation and Restriction of Chemicals (the "REACH") and/or Regulation 1272/2008/EC on the classification, labelling and packaging of substances and mixtures (the "CLP");
- (f) CRC Energy Efficiency Scheme Order 2010 (the "CRC") or any other carbon emissions reduction or energy efficiency scheme;
- (g) Energy Performance of Buildings (Certificates and Inspections) (England and Wales) Regulations 2007 (the "EPC Regulations"), including Part IV regarding air conditioning inspections;
- (h) Hazardous Waste Regulations 2005 (as amended) (the "Hazardous Waste Regulations"); and/or
- (i) Control of Pollution (Oil Storage) Regulations 2001 (the "Oil Storage Regulations").

Yes/No

If Yes, please provide details and confirm compliance:

12. Please provide a copy of the Company's current health & safety policy and any other health and safety policies relevant to the Company's business (for example site specific policies, policies for its parent company or group and for any subsidiaries).

Details:

13. Please provide details of the Company's risk assessment, accident recording, safe systems of work and health and safety training procedures, and details of any accidents or incidents.

Details:

Section R – Declaration

We confirm to you, our approved Sponsor, that the information supplied in this document and all enclosures are complete, accurate and not misleading. We further declare that we are unaware of any information or circumstances that would materially alter the accuracy or validity of the information contained within this document. We undertake to immediately inform you, our approved Sponsor, should anything occur which would render the information contained in this document incomplete, inaccurate or misleading.

Director:

Signature:

Date:

Director:

Signature:

Date:

For and on behalf of:

Sharemark is administered by The Share Centre Limited

PO Box 2000, Aylesbury, Bucks HP21 8ZB. **01296 439 432**
Internet: www.sharemark.com E-mail: info@sharemark.co.uk

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