



SUNTERA
GLOBAL

SMP Sterling Roll-Up Fund PLC

Application Form

APPLICATION FORM

IMPORTANT

This Application Form is issued for the account of, and to be used in connection with an application to invest in the SMP Sterling Roll-Up Fund PLC (the “Fund”).

Before completing this application form, please read carefully the representations, warranties and declarations of the disclosure statement herein that you will be giving by signing this application form.

Please also read the Fund's Data Privacy Notice before completing this application form. Please ensure that any individuals whose details you provide in this form or accompanying due diligence form(s) are made aware of the Fund's Data Privacy Notice and the individual rights and information it sets out, prior to providing their information. If you provide information on an individual, you must first ensure that you have the authority and appropriate legal basis to do so.

For the avoidance of doubt, references to “Scheme Particulars” shall mean the Scheme Particulars of the Fund, current at the date of this application, relating to the Shares (as defined in the Scheme Particulars) of the Fund into which you are applying to invest.

Once you have read, completed and signed this application form, please send it to:

Suntera Fund Services (IOM) Limited (the “Manager”)

Clinch’s House,
Lord Street,
Douglas,
Isle of Man,
IM99 1RZ

Tel: +44 (0)1624 682224

Fax: +44 (0)1624 691773

www.suntera.com

SMP Sterling Roll-up Fund Plc, a company registered in the Isle of Man (061199C) at Clinch’s House, Lord Street, Douglas, Isle of Man, IM99 1RZ, is authorised by the Isle of Man Financial Services Authority as a Type A Authorised Scheme. Directors: S.W. Bowden, W.J. Clarke, R.K. Corkill, G.M. Easton

Suntera Fund Services (IOM) Limited, a company registered in the Isle of Man (120288C) at Clinch’s House, Lord Street, Douglas, Isle of Man, IM99 1RZ, is regulated by the Isle of Man Financial Services Authority. Directors: S.W. Bowden, R.K. Corkill, D.F. Hudson, C.P. Mulhern, P.K. Mundy, M.C. Reynolds. A member of the Suntera Global group of companies. For more information visit www.suntera.legal.

1. APPLICANT'S DETAILS

INDIVIDUAL APPLICANT(S)

| First Applicant | | Second Applicant (if applicable) | |
|---------------------------------|--|----------------------------------|--|
| Title | | Title | |
| Surname | | Surname | |
| Forename(s) | | Forename(s) | |
| Address for registration | | | |
| Third Applicant (if applicable) | | Fourth Applicant (if applicable) | |
| Title | | Title | |
| Surname | | Surname | |
| Forename(s) | | Forename(s) | |
| Address for registration | | | |

TRUST OR COMPANY APPLICANT(S)

| | |
|--------------------------|--|
| Trust name | |
| Company name | |
| Address for registration | |

Please note:

All Applicants are required to also complete a Due Diligence Form and 'Self Certification' Form which are available on the Manager's website www.suntera.com or available by contacting Client Services on +44 (0)1624 682224.

2. INVESTMENT DETAILS

Please indicate the amount to be invested.

GBP

Minimum investment £500 (five hundred pounds or currency equivalent). Your subscription money for this investment should be remitted net of charges by electronic transfer to the bank account details below.

BANKING INSTRUCTIONS FOR SMP STERLING ROLL-UP FUND PLC

Bank name: The Royal Bank of Scotland International Limited
Full bank address: PO Box 151, 2 Athol Street, Douglas, Isle of Man, IM99 1NJ
SWIFT: RBOSIMDX
IBAN: GB30RBOS16588058696967
Sort code: 16 58 80
Account number: 5880-58696967
Account name: SUNFS - CL SUB/RED A/C re - SRUF PLC
Reference (Please quote name of remitting party)

Payment should be made net of charges by electronic funds transfer. Where payments in respect of purchase or redemption of Shares are tendered or requested in a freely transferable currency other than the base currency of the Fund, the necessary foreign exchange transaction will be arranged by the Manager for the account of, and at the expense of, the applicant at the time the application is received and accepted. The Manager will take no responsibility for the rate of exchange obtained. Funds received which are awaiting investment will not receive interest.

3. SOURCE OF FUNDS AND WEALTH

Source of funds means the origin of the particular funds that an applicant wishes to invest, including the activity that generated the funds and the means through which the funds will be transferred (i.e. from a bank account). Source of wealth is distinct from source of funds and means the origin of an applicant's entire body of wealth and includes the total assets of the applicant. Detailed source of wealth will be required for any applicant identified as non-standard risk.

DETAILS OF HOW THE FUNDS WILL BE TRANSFERRED

| | |
|----------------------------|--|
| Bank/building society name | |
| Branch | |
| Sort code | |
| Account currency | |
| Account name | |
| Account number or IBAN | |
| SWIFT/BIC code | |

The sort code and account number, SWIFT/BIC Code or IBAN can be obtained from your Bank or Building Society branch. Redemption proceeds will be paid by electronic transfer at the expense of the redeeming Shareholder to the remitting bank detailed above unless otherwise instructed in writing to the Manager. Please note that it is not the Manager's policy to make third party payments and therefore the account name specified should be in the same name as above.

THE ACTIVITY THAT GENERATED THE FUNDS BEING INVESTED

Please provide full details. Vague or generic terms such as "consultancy," "sale of property," "inheritance" or "investment" must be expanded upon and details of the exact activity that generated the funds must be clear. Failure to provide sufficient information could delay your investment.

In certain circumstances, it is necessary to perform additional or Enhanced Due Diligence on our applicants for business identified as being non-standard risk. This may include, but not be limited to, documents to support the source of wealth (the origin of an applicant's entire body of wealth and total assets).

I/We confirm that the activity that generated the funds being invested derive from:

| Description | Amount/value | Description | Amount/value |
|---------------------|--------------|---------------------|--------------|
| Business profits | | House/property sale | |
| Life savings | | Pensions settlement | |
| Salary/bonus | | Inheritance | |
| Business share/sale | | Other | |

Please provide further details of where the funds being invested were derived from and how they were accrued e.g. if your wealth is derived from a House/Property Sale – address of property and date of sale.

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4. DISCLOSURE STATEMENT

TO: THE MANAGER, THE FUND AND ITS DIRECTORS (“DIRECTORS”)

I/We (the “Applicant”) hereby irrevocably and unconditionally apply to invest the sum stated in section 2 of this Application Form in Shares of the Fund pursuant to the Fund’s Memorandum and Articles of Association and to the Scheme Particulars. Capitalised terms in this Application Form shall, unless they are defined below, bear the meanings given to them in the Scheme Particulars.

The Applicant represents, warrants and declares that:

- the Applicant has the authority to make the investment pursuant to this Application Form whether this investment is its own or is made on behalf of another person or institution;
- the Applicant is not a US Person (as defined in the Scheme Particulars) or a person who is otherwise prevented by applicable laws from applying for Shares (“Ineligible Person”) and did not purchase, and was not solicited to purchase, Shares within the United States, and none of the funds used by the Applicant to effect the purchase of Shares have been obtained from a US Person and the Applicant is acquiring the Shares for the Applicant’s own account, for investment purposes and not with a view to resell, distribute or transfer the same or any part thereof, and no other person has any interest in such Shares or in the Applicant’s rights hereunder (in the case of any Shares purchased on account of another person, such person shall be identified in writing to the Fund and the Applicant shall be required to provide any additional information about such other person requested by the Fund);
- the Applicant will notify the Manager immediately if the Applicant becomes a US Person or Ineligible Person or if the Applicant becomes aware that the person for whom the Applicant holds Shares has become a US Person or an Ineligible Person;
- the Applicant, if a natural person, is over 18 years old;
- the Applicant (applicable where there are joint Applicants) directs that on the death of one of them, the Shares for which it hereby applied to be held in the name of and to the order of the survivor(s) of it or the executors and/or administrator of such survivor;
- the Applicant has the legal capacity and authority to sign this Application Form and to subscribe for Shares and all consents required to be obtained and all legal requirements necessary to be complied with or observed in order for this Application Form or the issuance of the Shares to be lawful and valid under the laws of any jurisdiction to which the Applicant is subject have been obtained, complied with or observed;
- in deciding to purchase Shares the Applicant has relied solely on information contained in the Scheme Particulars. The Applicant further acknowledges that he has sufficient knowledge, expertise and experience in financial, investment and business matters to be capable of evaluating the merits and risks associated with an investment in the Shares;
- the Applicant acknowledges that the investment in the Fund may be subject to a Preliminary Charge as described in the Scheme Particulars;
- the Applicant acknowledges and confirms that no representations, warranties or covenants have been made to the Applicant by the Fund or any representative or agent of the Fund other than those contained in the Scheme Particulars;
- the Applicant acknowledges that the Shares are an investment involving risk, that they are aware of the risks inherent in investing in assets in which the Fund will invest and the method by which these assets may be held and/or traded and that the Applicant can bear the loss of the entire investment in the Shares. The Applicant acknowledges that the investment in the Fund cannot be withdrawn except by way of a redemption of Shares in accordance with the terms outlined in the Scheme Particulars and that the Applicant has no right to require the repayment of the investment prior to the termination of the Fund other than by redemption of Shares. Furthermore, the Applicant also accepts that there is no guarantee that the Applicant will be able to recoup the full value of the initial investment either upon redemption, the termination of the Fund or sale of Shares to a third party;
- the Applicant acknowledges that neither the Fund, the Directors nor the Manager shall have any liability and shall be held harmless in respect of any claim made as a result of a failure to process a subscription or redemption for Shares at the time that the Applicant had intended to receive the issue of Shares or the redemption proceeds in circumstances where all necessary documentation relating to verification of identity has not been provided by the Applicant and the Applicant undertakes to provide all such necessary documentation as requested by the Manager;

- the Applicant acknowledges that the Directors reserve the right to reject in their absolute discretion this subscription and any other subscription by the Applicant for Shares without giving reasons, notwithstanding prior receipt by the Applicant of notice of acceptance of any such subscription;

IN RELATION TO ANTI-MONEY LAUNDERING ISSUES:

- the Applicant will provide all information and documentation deemed necessary by the Manager to enable them to comply with their anti-money laundering procedures and practices and their responsibilities with regard to anti-money laundering under the laws and regulations of any relevant jurisdiction;
- the Applicant acknowledges that due diligence for anti-money laundering requirements operating in the Isle of Man may require further identification of the Applicant before the application or any subsequent transaction can be processed and the Applicant agrees to provide the Manager with such identification and hold the Manager and/or the Directors of the Fund harmless and indemnify them against any loss arising as a result of a failure or delay in processing this application, if information has not been provided by the Applicant;
- neither the Applicant nor any person controlling, controlled by, or under common control with the Applicant, nor any person having a beneficial interest in the Applicant is an individual, organization or entity listed on the List of Specially Designated Nationals and Blocked Persons (the "OFAC Control List") maintained by the US Office of Foreign Assets Control ("OFAC") and that the Applicant is not investing in the Fund on behalf of or for the benefit of any individual, organization or entity listed on the OFAC List and the Applicant will promptly notify the Fund of any change in this representation;
- the Applicant is purchasing the Shares with funds that are from legitimate sources, such funds do not constitute the proceeds of criminal conduct, the Shares are not being purchased and will not be held in violation of any applicable laws and the proceeds from the investment in the Shares will not be used to finance any illegal activity;
- the Applicant's subscription monies do not originate from, nor will they be routed through, an account maintained at a foreign shell bank as defined under the USA PATRIOT Act or a bank organized or chartered under the laws of a jurisdiction deemed to be a non-cooperative country or territory;
- the Applicant acknowledges that the Fund is entitled to act upon electronic instructions from or purported to be from the Applicant and that all such instructions, where accepted by the Fund, will be final and binding upon the Applicant. The Applicant undertakes to indemnify the Fund, its directors, officers, employees and agents from and against any loss, liability, damage, cost, expense (including legal fees and expenses) incurred arising from any act or failure to act of the Fund with regard to electronic instructions provided by the Applicant;
- the Applicant authorises the Fund and/or the Manager to disclose any information held by the Fund in relation to the Applicant or their holding to the Investment Manager and/or Fiduciary Custodian; and
- the Applicant acknowledges that a breach by the Applicant of any of the representations, warranties and declarations contained in this Disclosure Statement could give rise to significant liability and costs for the Fund. Accordingly, the Applicant undertakes to indemnify the Fund, its directors, officers, employees and agents from and against any loss, liability, damage, cost, expense (including legal fees and expenses) incurred arising from any such breach. The Applicant further acknowledges that the representations, warranties and declarations contained in this Disclosure Statement and the indemnifications contained herein shall survive the execution of this Application Form and the purchase of any Shares.

This Application Form will be governed by and construed in accordance with the laws of the Isle of Man and the Applicant hereby submits to the exclusive jurisdiction of the Courts of the Isle of Man.

ALL APPLICANTS MUST READ AND SIGN BELOW

1. The Applicant hereby confirms that the Fund, the Directors and the Manager are each authorised and instructed to accept and execute instructions in respect of the Shares to which this application relates given by the Applicant in electronic format. If instructions are given by the Applicant in electronic format, the Applicant undertakes to confirm them in writing, the signatories signing such confirmation to be the same as those provided in the application. The Applicant hereby indemnifies the Fund, the Directors and the Manager and agrees to keep each of them indemnified to the extent of the value of any subscription instructed in electronic format, against any loss of any nature whatsoever arising to each of them as a result of any of them acting on electronic instructions. The Fund, the Directors and the Manager may rely conclusively upon and shall incur no liability in respect of any action taken upon any notice, consent,

request, instructions or other instrument believed, in good faith, to be genuine or to be signed by properly authorised persons.

2. The Applicant acknowledges that this application form together with the Scheme Particulars and the Due Diligence Form and 'Self Certification' Form(s) (one for each Applicant) duly completed and returned to the Manager shall comprise the contract between us.
3. The Applicant declares that the Shares are not being acquired directly or indirectly in violation of any applicable law.
4. The Applicants warrant that the Applicant is not acquiring any Shares for immediate re-sale.
5. The Applicant agrees to notify the Fund immediately if the Applicant becomes aware that any of the confirmations are no longer accurate and complete in all respects and agrees immediately either to sell or to tender to the Fund for redemption a sufficient number of Shares to allow the confirmation to be made.
6. The Applicant confirms that it has read this disclosure statement and has no reason to make the Manager aware of any issues relating to any of the disclosures made.

Authority for joint instructions (tick one)

Any one to sign

Any two to sign

All to sign

SIGNATURES OF ALL APPLICANTS OR AUTHORISED SIGNATORIES

| First applicant / signatory | | Second applicant / signatory (if applicable) | |
|---------------------------------------------|----------------------|----------------------------------------------|----------------------|
| Name | <input type="text"/> | Name | <input type="text"/> |
| Date | <input type="text"/> | Date | <input type="text"/> |
| Signature | <input type="text"/> | Signature | <input type="text"/> |
| Third applicant / signatory (if applicable) | | Fourth applicant / signatory (if applicable) | |
| Name | <input type="text"/> | Name | <input type="text"/> |
| Date | <input type="text"/> | Date | <input type="text"/> |
| Signature | <input type="text"/> | Signature | <input type="text"/> |

APPLICATION PROCEDURE

- Applications should be sent to the Manager at Clinch's House, Lord Street, Douglas, Isle of Man, IM99 1RZ.
- Applications must be received by the Manager no later than 12:00 noon (London time) on the relevant Dealing Day.
- All applications, whenever made, should be accompanied by:
 - A copy of the confirmation of BACS, Fastpay or telegraphic transfer form, or a banker's draft or cheque made payable to Suntera Fund Services (IOM) Limited CI Sub/Red A/c re SRUF providing for cleared payment before the relevant Dealing Day to the bank account set out in this Application Form. For cheques we would recommend allowing at least 5 working days for clearance.
 - Duly completed 'Due Diligence' and 'Self Certification' Forms as provided by the Manager.
- A Dealing Day will be as defined in the Scheme Particulars.
- The number of Shares issued in respect of any application will be determined with reference to the prevailing Dealing Price as at the relevant Dealing Day.

- The Directors reserve the right to accept in part only or to reject or scale down applications for Shares, and to make any acceptance in whole or in part subject to the prior provision of information sufficient to satisfy the Directors that the receipt of such application and/or any subsequent issue of Shares is not made in consequence of or will not constitute a breach of Isle of Man Law or any applicable legislation in the country of origin of the applicant.
- If any application is not accepted in full, application monies will be returned in part or in full (as the case may require) to the Applicant by mail at the Applicant's risk, or by telegraphic transfer to the remitting account at the Applicant's expense.
- All cheques and other documents sent or returned to applicants will be sent by mail at the risk of the person(s) entitled thereto.
- Where payment in respect of a subscription for Shares is tendered or requested in a freely transferable currency, the necessary foreign exchange transaction will be arranged for the account of, and at the expense of, the applicant at the time the application is received and accepted.
- Shares will only be issued on receipt of cleared funds.

5. PRELIMINARY CHARGE AUTHORISATION

ADVISER REMUNERATION AGREEMENT

The Articles and Scheme Particulars of the Fund allow for an Initial Charge by the Manager of up to 8.5% of the amount subscribed. The current charge is 5% of the amount subscribed. The Initial Charge applicable will be specified in the contract note issued to you. The Applicant hereby irrevocably and unconditionally authorises that the Manager (acting as the agent to the Applicant) may pay an agreed proportion of the Initial Charge to the Regulated Financial Adviser (detailed below) who has advised me/us in respect of the suitability of this investment.

The Fund reserves the right to reject any Subscription in its absolute discretion. No Initial Charge, nor any payment to your Regulated Financial Adviser, will be payable in respect of any Subscription which is rejected by the Directors.

| First applicant / signatory | | Second applicant / signatory (if applicable) | |
|---------------------------------------------|--|----------------------------------------------|--|
| Name | | Name | |
| Date | | Date | |
| Signature | | Signature | |
| Third applicant / signatory (if applicable) | | Fourth applicant / signatory (if applicable) | |
| Name | | Name | |
| Date | | Date | |
| Signature | | Signature | |

DETAILS OF REGULATED FINANCIAL ADVISER

Basic details of regulated financial adviser

Individual giving advice

Company name

UK FCA Number
(or authorisation no.)

Contact details of regulated financial adviser

Address

Post code

Email

Telephone number

Payment details of regulated financial adviser

Bank name

Address

Account no.

Account name

Sort code

Payment ref.

Signature of regulated financial adviser

We have reviewed this subscription for Participating Shares in the Fund and confirm that we are qualified to advise in this area and further confirm that this investment is suitable for the Applicant's circumstances.

Print name

Date

Signature

NOTES

END OF FORM