

# **TROUBADOUR GOODS LIMITED**

## **EIS INVESTMENT APPLICATION PACK**

### **IMPORTANT NOTICE**

The content of this promotion has not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000. Reliance on this promotion for the purpose of engaging in any investment activity may expose an individual to a significant risk of losing all of the property or other assets invested.

**NOT FOR PUBLIC DISTRIBUTION**

## INSTRUCTIONS FOR COMPLETION

This EIS Investment Application Pack is to be completed by the person wishing to apply (the “**Applicant**”) to purchase shares in Troubadour Goods Limited (the “**Company**”), and if appropriate their registered financial advisor (the “**Advisor**”).

The following must be completed and returned with this application to Troubadour Goods, Vox Studios, Suite 413, 1-45 Durham Street, London SE11 5JH.

**PLEASE NOTE:** The Company reserves the right to reject this application and refund the subscription payment for any reason whatsoever, including if any part of this form is incomplete or otherwise defective.

<b>1.</b>	<b>Application Form</b>	To be completed and signed by the Applicant.
<b>2.</b>	<b>Advisors Certification Form</b>	To be completed and signed by the Advisor (if applicable). If no advisor is involved either or both the following statements must be signed by the Applicant.
<b>3.</b>	<b>Statement For Self-Certified Sophisticated Investor AND/OR Statement For Certified High Net Worth Individual</b>	Either or both of these forms must be completed and signed by the Applicant if no financial advisor is involved.
<b>4.</b>	<b>Anti Money Laundering Regulations</b>	<p>The Applicant must provide (please tick):</p> <p>1. A certified copy of:</p> <p style="padding-left: 40px;">a. their Passport; OR <input type="checkbox"/></p> <p style="padding-left: 40px;">b. their Drivers Licence; AND <input type="checkbox"/></p> <p>2. A copy of a utility bill not more than 6 months old showing their name and address. <input type="checkbox"/></p>
<b>5.</b>	<b>Subscription Payment</b>	<p>Please transfer the investment to the following account:</p> <p>Bank: HSBC Bank plc  Account Name: Troubadour Goods Limited  Sort Code: 40-05-26  Account Number: 51718770  SWIFT / BIC: MIDLGB22  IBAN: GB67MIDL40052651718770</p>

## RISK FACTORS

- The Company is an early stage business. It is subject to a range of financial, legal and regulatory risks. There is no guarantee that the expectations contained in any financial projections will be met.
- The shares in the Company are not freely traded on a recognised exchange. Shares in small companies are often less liquid than those of larger companies and there is no established market for disposing of such shares. Investment in the shares should be viewed as a long term position and investors requiring certainty of dividend returns should consider carefully their position. Share prices, their values and the income can go down as well as up and investors may get back less than their original investment.
- No reliance should be placed on forward looking statements. This document includes statements that are deemed to be within the definition of “forward looking statement”. These can be identified by use of terminology that includes terms such as “believes”, “continues”, “expects”, “intends”, “may”, “will”, “would”, “should” or as context requires the appropriate negative or other variations.
- Past performance is no guarantee of future performance and may not necessarily be repeated. Investors should undertake their own due diligence on all statements made and where appropriate seek professional advice and assistance.

## APPLICATION FORM (to be completed by the Applicant)

Title  Surname

Forename(s) in full

Permanent residential address   
Postcode

Time at address  Years

Previous address(es) if less than 3 years   
Postcode

Daytime tel. number  Email

Date of Birth  /  /  dd/mm/yy

Nationality  N.I. Number

Place of Birth  HMRC UTR

**I offer to invest**  **(minimum £10,029.00; £66.86 increments thereafter)**

which will be used to purchase Ordinary Shares with nominal value of £0.01 each in Troubadour Goods Limited at a pre-money valuation of £2,999,874.48 on the terms set out in this Investment Application Pack and the Company's Articles of Association.

**I wish to hold this investment**  In my own name shown above  
(please tick one)  In the name of a nominee shareholder as shown below

Nominee name

Nominee address

### The Applicant confirms and irrecoverably agrees as follows (should the Company accept his offer above):

1. The Applicant hereby warrants that they:
  - a. have attained 18 years of age;
  - b. are experienced in business matters and understands the risks of investing in private companies;
  - c. recognise that there is no established market for shares in the Company, that it is not expected that there will be such a market in the near future, that the transferability of such shares is restricted, and that they may have difficulty in selling their investment or in obtaining reliable information about its value;
  - d. have read this Investment Application Pack in full and understood the section headed 'Risk Factors';
  - e. are investing in the Company on their own account;
  - f. have relied on the advice of, or have consulted with, their own professional advisers with regard to the tax, legal and other economic considerations related to his investment;
  - g. have the financial ability to bear the economic risk of his investment, have adequate means for providing for their current needs and possible contingencies and have no need for liquidity of this investment in the Company;
  - h. are aware of the aims and objective of the Company and have been advised of the nature of its activities;
  - i. they are a person to whom this document may lawfully be distributed without contravention of the Financial Services and Markets Act 2000;
2. By executing this application, they agree to be bound by the terms of the Company's Articles of Association and this Investment Application Pack.

3. The Applicant shall execute and deliver to the Company within 5 days of the relevant request such further designations, powers of attorney and other instruments as shall reasonably deem necessary in order to complete this application.
4. The Applicant hereby irrevocably appoints any one or more of the directors of the Company to be their lawful Attorney and in their name to do and perform any of the following acts and things
  - a. execute a shareholders agreement binding the Applicant to the same terms and same rights as other shareholders holding the same class of shares as the Applicant;
  - b. execute all instruments relating to the admission of additional shareholders;
  - c. execute and file any documents necessary to be filed in connection with the business, property, assets and undertaking of the Company, including, without limitation, documents relating to a consolidation of the Company with another company whereby the rights of the shareholders would not be adversely affected; and
  - d. make any amendments, changes or modifications to the constitutional documents of the Company in circumstances specified therein and to this Application Form if such amendment is to cure an ambiguity or to correct or supplement any provisions contained therein or herein which may be defective or inconsistent with any other provisions contained therein or herein, provided the cure, correction or supplemental provisions do not and will not adversely affect the interest of any shareholder, as determined by the legal advisers to the Company.
5. The Applicant hereby undertakes to ratify whatever each Attorney may properly do or cause to be done under the power of attorney contained in paragraph 4 of this application form and to indemnify each Attorney and keep each Attorney fully and effectively indemnified against all claims, costs and expenses which each Attorney may suffer as a result. The power of attorney shall cease to have effect on the termination of the Partnership in accordance with the provisions of the constitutional documents.

**Signed:**

**Date:**

**In the presence of a witness:**

**Signature:**

**Date:**

**Name:**

**Address:**

**Occupation:**

**ADVISORS CERTIFICATION FORM** *(to be completed by the Applicant's authorised advisor)*

Advisor name:

FCA authorisation number:

Authorised firm name:

Firm address:

Postcode

Firm authorisation number:

**The Advisor above confirms as follows:**

1. They are appropriately authorised by the Financial Conduct Authority at the time of advising the Applicant.
2. They have satisfied themselves and have obtained the evidence to support the fact that the Applicant is a person to whom information about this investment in the Company may lawfully be communicated to, by virtue of being a professional investor, high net worth individual or sophisticated investor, or otherwise allowed to receive information about this investment opportunity, under Financial Services and Markets Act 2000 ("**FSMA**").
3. They have fully explained the nature of the Company, its activities, and the risks of this investment to the Applicant.
4. They have undertaken an assessment of the suitability of this investment for the Applicant.
5. They have not advised or otherwise induced the Applicant to invest more than the appropriate proportion of the Applicants financial resources in the Company.
6. They have performed all the appropriate procedures required under the Money Laundering Regulations 2007.
7. They have otherwise complied with FSMA and the associated regulations.

**Signed:**

**Date:**

## STATEMENT FOR SELF-CERTIFIED SOPHISTICATED INVESTOR

I declare that I am a self-certified sophisticated Investor for the purposes of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

I understand that this means:

1. I can receive financial promotions that may not have been approved by a person authorised by the Financial Conduct Authority;
2. The content of such financial promotions may not conform to rules issued by the Financial Conduct Authority;
- 3. By signing this statement I may lose significant rights;**
4. I may have no right to complain to either of the following:
  - The Financial Conduct Authority; or
  - The Financial Ombudsman Scheme;
5. I may have no right to seek compensation from the Financial Services Compensation Scheme.

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

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

**I accept that I can lose my property and other assets from making investment decisions based on financial promotions.**

I am aware that it is open to me to seek advice from someone who specialises in advising on investments.

Signed:

Date:

Name (please print):

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## STATEMENT FOR CERTIFIED HIGH NET WORTH INDIVIDUAL

I declare that I am a Certified High Net Worth Individual for the purposes of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

I understand that this means:

1. I can receive financial promotions that may not have been approved by a person authorised by the Financial Conduct Authority;
2. The content of such financial promotions may not conform to rules issued by the Financial Conduct Authority;
3. **By signing this statement I may lose significant rights;**
4. I may have no right to complain to either of the following:
  - The Financial Conduct Authority; or
  - The Financial Ombudsman Scheme;
5. I may have no right to seek compensation from the Financial Services Compensation Scheme.

I am a certified high net worth individual because **at least one of the following applies:**

1. I had, during the financial year immediately preceding the date below, an annual income to the value of £100,000 or more;
2. I held, throughout the financial year immediately preceding the date below, net assets to the value of £250,000 or more. Net assets for these purposes do not include:
  - The property which is my primary residence or any loan secured on that residence;
  - Any rights of mine under a qualifying contract of insurance within the meaning of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001; or
  - Any benefits (in the form of pensions or otherwise) which are payable on the termination of my service or on my death or retirement and to which I am (or my dependents are), or may be, entitled.

**I accept that I can lose my property and other assets from making investment decisions based on financial promotions.**

I am aware that it is open to me to seek advice from someone who specialises in advising on investments.

Signed:

Date:

Name (please print):

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