

Calculus Capital EIS Fund 12 Application Pack



Calculus Capital Limited
104 Park Street, London W1K 6NF
Telephone: 020 7493 4940
Facsimile: 020 7409 2158
Website: www.calculuscapital.com

Contact:
Susan McDonald (Chairman)
Email: susan@calculuscapital.com

INVESTOR APPLICATION FORM

IMPORTANT NOTE

This Application Form incorporates by reference the Information Memorandum published by **CALCULUS CAPITAL LIMITED** (FSA registration number 190854) ("**Calculus**") in connection with the **CALCULUS CAPITAL EIS FUND 12** ("the **Fund**") and all other documents published by Calculus which are expressed to be supplemental thereto. Unless otherwise stated or as the context shall otherwise require, defined terms and expressions used in this Application Form have the meanings ascribed to them in the Information Memorandum.

BEFORE YOU INVEST

Before completing this Application Form, you should carefully review and understand the Information Memorandum and Investor Agreement. Remember that the proposal may NOT be suitable for you, the information in the offer documents does NOT constitute tax, legal or investment advice and you should seek your own independent advice.

MINIMUM INVESTMENT

The minimum investment is £30,000 and thereafter in multiples of £1,000.

WHO CAN APPLY?

You can apply for an investment in the Fund if you can be categorised by Calculus as a **professional client** under the FSA rules.

1

You can be categorised as an elective professional client if:

- Calculus is satisfied that you can be assessed as a person who is capable of making his/her own investment decisions and understanding the risks involved by participating in the Fund;
- you have received a clear written warning of the protections and investor compensation rights which do not apply; and
- you have stated in writing, by signing this Application Form, that you are aware of the consequences of losing such protections.

To do this, you can either be assessed as an elective professional client by your authorised financial adviser completing the **Adviser & AML Certificate**. This does not mean that your financial adviser needs to treat you as an elective professional client if he has categorised you as a retail client in relation to the services and advice which he provides to you.

Alternatively, if you do not have an authorised financial adviser you should complete the **Investor & AML Certificate**.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

Before completing this Application Form, please carefully review the Information Memorandum and Investor Agreement.

Then follow the steps listed 1 – 6 below.

1. Please complete the **Application Form** in block capitals (save for your signature) in black/blue permanent ink, and sign any changes you make. Do not erase any text or use white-out. Please arrange for a witness to counter sign the Application Form.
2. Read the acknowledgements and representations on page 4-5.
If you have any queries, please contact us on **020 7493 4940**.
3. Arrange for your independent financial adviser, authorised by the Financial Services Authority, to complete and sign an **Adviser & Anti-Money Laundering (“AML”) Certificate**. If you do not have an independent financial adviser (IFA), please complete and sign the **Investor & AML Certificate** yourself.
4. Execute and date this **Application Form** on page 5.
5. Send the Application Pack comprising:
 - Application Form (completed, executed and dated);
 - Adviser & AML Certificate (or Investor & AML Certificate if you don't have an IFA);
 - Your cheque or banker's draft made payable to **Calculus Capital EIS Fund 12** for the amount you wish to invest

to Calculus Capital Limited at the following address:

Calculus Capital EIS Fund 12

Calculus Capital Limited

104 Park Street

London

W1K 6NF

6. Keep a copy of the completed application form for your records.

Calculus may decide, in its absolute discretion, to accept or reject the Application Form and will notify you of its decision.

If you do not receive an acknowledgement of your application within 10 days of sending it to Calculus Capital Limited, at the address above, please contact **Natalie Evans** on **020 7493 4940**.

APPLICATION FORM

1. PERSONAL DETAILS

Title: Mr/Mrs/Miss/Dr/other

Forename(s):

Surname:

Nationality:

National insurance no:

Permanent Address:

.....

.....

Post code:

If length of occupation is not more than 3 years then please provide your previous residential address:

.....

.....

Email:

Telephone (mobile): Telephone (home):

Date of birth: Town and country of birth:

Tax district: Tax reference no:

2. APPLICATION TO INVEST IN THE CALCULUS CAPITAL EIS FUND 12

I hereby apply to invest in the Calculus Capital EIS Fund 12 the following amount:

£(figures)

£(words)

Pounds Sterling

APPLICATION FORM (continued)

3. ACKNOWLEDGEMENTS AND REPRESENTATIONS

- (a) I confirm that I am 18 years of age or older and personally possess sufficient knowledge, experience and expertise in financial and business matters (including experience with investments of a similar nature to an investment in the Fund) to be capable of evaluating the merits and risks of an investment in the Fund. I acknowledge that Calculus is not providing advice on this investment and confirm that I have taken my own independent advice (including from an independent financial adviser) that I deem necessary or desirable.
- (b) I confirm that I have read and understood the Information Memorandum (and in particular the section headed Risk Factors) and the Investor Agreement. I confirm that, in making my application, I am relying solely on the information contained in the Information Memorandum, the Investor Agreement, the Adviser & AML Certificate, or, as the case may be, the Investor & AML Certificate and my own enquiries, and not on any information or representation in relation to the proposal.
- (c) I agree and undertake, if my application is accepted, to observe, perform and be bound by the provisions of the Investor Agreement.
- (d) I confirm that I wish to invest as an elective professional client under the FSA rules and that I am aware of the consequences of losing the protection and investor compensation rights that I lose by participating in the Fund as an elective professional client. I confirm that I have been given a clear written warning of the protections and investor compensation rights I may lose by consenting to be treated as an elective professional investor in accordance with Schedule 1 of my Adviser & AML Certificate (or, as the case may be, my Investor & AML Certificate) and I confirm that the information set out in my Adviser & AML Certificate (or, as the case may be, Investor & AML Certificate) is true and accurate and Calculus may rely on it.
- (e) I waive the protections conferred by the client money rules in respect of any money the Fund Manager holds for me. In doing so I acknowledge that the Fund Manager will not be required necessarily to segregate my money from that of the Fund Manager and that in the event of insolvency I would rank only as a general creditor of the Fund Manager in respect of any uninvested money. Notwithstanding the foregoing I acknowledge that it is the policy of the Fund Manager to segregate investors' money from funds held for or on behalf of the Fund Manager.
- (f) I acknowledge that this Application Form is not transferable or assignable.
- (g) I confirm my agreement that this Application Form be governed by and construed in accordance with the laws of England and that the courts of England shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with this Application Form and, for such purposes, I irrevocably submit to the jurisdiction of such courts. In addition, I irrevocably waive any objection which I might now or hereafter have to the courts of England being nominated as the forum to hear and determine any such suit, action or proceedings and to settle any such disputes, and agree not to claim that any such court is not a convenient or appropriate forum.

- (h) I agree that the foregoing representations, warranties, agreements and acknowledgments shall survive the date of my admission to the Fund and this Application Form shall be binding upon and inure to the benefit of the parties and their successors and permitted assignees.
- (i) I agree that any term or provision of this Application Form which is invalid or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such invalidity or unenforceability without rendering invalid or unenforceable the remaining terms or provisions of this Application Form or affecting the validity or enforceability of any of the terms or provisions of this Application Form in any other jurisdiction.
- (j) I undertake to notify the Fund Manager immediately if there are ever relevant circumstances of which the Fund Manager should be aware in relation to managing my Portfolio.
- (k) I confirm, in relation to my investment in the Fund, that:
 - I wish to seek EIS relief;
 - I am applying on my own behalf;
 - I will notify the Fund Manager of any investment with which I am connected within section 163 and sections 166 to 177 of the Income Tax Act 2007; and
 - I will notify the Fund Manager if, within three years of the date of issue of shares by an EIS Qualifying Company, I become connected with that EIS Qualifying Company or receive value from it.

This Application Form is executed and delivered as a deed on the date mentioned below

Investor Signature:

Print name:

Witness Signature:

Print witness name and address:

.....

.....

Date:

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

ADVISER & ANTI-MONEY LAUNDERING CERTIFICATE

TO BE COMPLETED BY THE INVESTOR'S FINANCIAL ADVISER

We certify to Calculus Capital Limited in the terms of paragraphs 1 and 2 below:

1. Professional Client Categorisation

We have undertaken an adequate assessment of:

.....("the **Investor**")
and his/her expertise, experience and knowledge such as to give reasonable assurance to Calculus Capital Limited in light of the nature of the transactions or services envisaged that the Investor is capable of making his or her own investment decisions and understanding the risks involved in a participation in the Calculus Capital EIS Fund 12 and of being categorised for this purpose by Calculus Capital Limited as an elective professional client within the meaning of the Conduct of Business rules made by the UK Financial Services Authority. We have given to the Investor a clear written warning of the protections and investor compensation rights the Investor may lose in being treated as a professional client in the form set out in schedule 1 hereto.

2. Anti-Money Laundering Due Diligence

We have applied customer due diligence measures on a risk-sensitive basis in respect of the Investor to the standard required by the Money Laundering Regulations 2007 within the guidance for the UK financial sector issued by the Joint Money Laundering Steering Group and we certify that we have:

- (a) obtained information on the purpose and intended nature of the Investor's proposed investment in the Calculus Capital EIS Fund 12 and we are satisfied that this investment is being made for bona fide legitimate purposes and not to conceal the proceeds of crime; and
- (b) identified and verified the identity of the Investor on the basis of documents, data and information obtained from a reliable and independent source.

We consent to Calculus Capital Limited relying on this certificate

Firm name:.....

Contact name:

Address:

.....

Post code:..... Email:.....

FSA registration no:

Signature: Date:

3. Commission

Adviser commission will be deductible from the initial investment and paid as follows:

EITHER

at the standard agreed rate (as disclosed by the adviser)

OR

Initial %

Trail p.a. % for 3 years

Schedule 1

An Important Notice in respect of professional client categorisation

The Information Memorandum relating to the Calculus Capital EIS Fund 12 describes arrangements by which investors who wish to make venture capital investments in EIS Qualifying Companies may appoint Calculus Capital Limited (“**Calculus**”) to act as their discretionary investment fund manager and to manage the investments made on their behalf in common. These arrangements together constitute the Calculus Capital EIS Fund 12 (the “**Fund**”). Calculus is authorised to act as an investment manager by the UK Financial Services Authority (“**FSA**”) its registered office is at 104 Park Street, London W1K 6NF and its FSA registration number is 190854.

As venture capital investments can be higher risk Calculus only acts for individuals who, in accordance with FSA rules, can be assessed as understanding the risks of investing in the Fund. These are set out on page 3 to 4 of the Information Memorandum. Therefore participation in the Fund is normally restricted to those whom Calculus can categorise as elective professional clients.

This means that Calculus will owe investors an obligation to ensure that the venture capital investments which they make comply with the investment policy and parameters set out in the Information Memorandum but not that they are suitable for the particular financial circumstances and portfolio of each investor; an obligation that would need to be discharged if Calculus were to classify investors under FSA rules as ‘retail clients’. This would require investors to disclose to Calculus personal details about their income, expenses, liquidity and assets. Many regular investors in funds managed by Calculus, particularly those who invest directly, rightly regard their personal affairs as their own business, it being enough that Calculus should be satisfied that their investors know what they are doing when they decide to invest. There are some additional differences between these two FSA classifications. They are set out below.

Please note that the fact that an adviser will treat the Investor as a ‘retail client’ under FSA rules for the purposes of his client relationship with the Investor, does not prevent that adviser from carrying out an assessment that the Investor has the experience, expertise and knowledge required to understand the risks of investing in the Fund and of being categorised as a professional investor for the purpose of the Investor’s relationship with Calculus.

An Investor may be categorised as an elective professional client if:

- (i) Calculus undertakes an adequate assessment of the Investor’s expertise, experience and knowledge on the basis of the information provided that gives reasonable assurance, in the light of the nature of the transactions or services envisaged, that the Investor is capable of making his own investment decisions and understanding the risks involved;
- (ii) Calculus has given the Investor a clear written warning of the protections and investor compensation rights he or she may lose; and
- (iii) The Investor has stated in writing, in a separate document from the Investor Agreement, that he or she is aware of the consequences of losing such protections. Such a statement is contained within the Application Form.

Once an Investor has been classified as an elective professional client he or she will lose the protections applicable exclusively to retail clients under the FSA rules. Certain of the FSA rules will automatically be limited or modified in their application to the Investor. Certain of the FSA rules will be capable of modification in their application to the Investor in relation to any business carried out by the Fund Manager under the terms of the Information Memorandum.

The following protections will not apply to the Investor as an elective professional client and an Investor in the Fund:

- (i) The Fund Manager will not be obliged to warn the Investor of the nature of any risks involved in any potential investments in the Fund. The Key Risks of investing in the Fund are set out on pages 3 to 4 of the Information Memorandum.
- (ii) The Fund Manager will not be obliged to disclose the basis or amount of its charges for any services the Fund Manager provides to you or on your behalf or the amount of any other income that the Fund Manager may receive from third parties in connection with such services. The basis and amount of the Fund Manager's charges are set out on page 25 of the Information Memorandum.
- (iii) The Fund Manager will not be obliged to set out any of the prescribed contents, disclosures or risk warnings needed for retail customers in prospectuses, marketing brochures and other non-real time financial promotions material, nor will the Fund Manager be subject to the restrictions that apply to a retail client in relation to unsolicited real time communications investors.
- (iv) The Fund Manager will not be required to give you the warnings required for retail clients in relation to material which may lead you to deal with or use overseas firms which are not regulated by the Financial Services and Markets Act 2000 nor will the Fund Manager have to satisfy itself that the overseas firm will deal with you in an honest and reliable way.
- (v) The Fund Manager will also not be required to comply with the FSA rules relating to restrictions on and the content of direct offer advertisements.

The following rules will be limited or modified in their application to you as a professional client and an investor in the Fund.

- (i) The majority of the FSA rules in relation to the form and content of financial promotions will not be applicable in respect of any financial promotion communicated or approved by the Fund Manager.
- (ii) The Fund Manager will not be required by the FSA to provide you with a periodic statement on the value and composition of your Portfolio in the Fund where you have requested the Fund Manager not to do so or where the Fund Manager has taken reasonable steps to establish that you do not want it. We would however draw your attention to clause 8 of the Investor Agreement, pursuant to which, in particular you will be provided with a report relating to the Fund, complying with the FSA rules, every six months, in respect of the periods ending on or around 5 April and 5 October. Reports will include a measure of performance in the later stages of the Fund once valuations are available for the investments. Investments will be valued by the Fund Manager in accordance with appropriate IPEVC Guidelines from time to time prevailing.
- (iii) The Fund Manager will comply with FSA conduct of business rule 11.2 and, to the extent applicable, take all reasonable steps to obtain, when making investments, the best possible result for you taking into account the following execution factors: price, costs, speed, likelihood of execution and settlement, size, nature or any other consideration relevant to making investments. In doing this, the Fund Manager will take into account the following criteria for determining the relative importance of these execution factors: your categorisation as a professional client (rather than as a retail client); the characteristics and investment objectives of the Fund as described in the Information Memorandum; and the rules of the EIS and the normal

Schedule 1 (continued)

commercial practice of the counterparties and strategic partners with which the Fund Companies will do business. In particular, factors such as the suitability, expertise and market position of counterparties and strategic partners may be more important than price in obtaining the best possible execution result in the context of achieving the investment objective.

If the Investor is reclassified as a retail client, the Fund Manager shall be entitled to terminate the Investor Agreement pursuant to clause 15.3. Under FSA rules the Investor is responsible for keeping the Fund Manager informed of any change which may affect your categorisation as an elective professional client.

It should be noted that the Investor will not be covered by certain protections applicable to retail clients in relation to custody services because, in subscribing to the Fund, the Investor will by the written acknowledgment contained in the Application Form, waive, as he or she is permitted to do under the FSA rules, the protections conferred by the client money rules in respect of any money and other assets the Fund Manager holds for the Investor. Accordingly the Fund Manager will not be required necessarily to segregate the Investor's money from that of the Fund Manager. In such circumstances, in the event of insolvency the Investor would rank only as a general creditor of the Fund Manager in respect of any uninvested money. Notwithstanding the foregoing, it is the policy of the Fund Manager to segregate investors' money from funds held for or on behalf of the Fund Manager with the bankers to the Fund, Adam & Company plc.

10

If the Investor has a complaint regarding the services provided under the Investor Agreement he may raise the complaint with his independent financial adviser or directly with the Fund Manager by writing to the address shown in the Information Memorandum and the Fund Manager shall endeavour to resolve the complaint speedily and efficiently and will reply to you in writing. As an elective professional client the Investor may lose the right to access the financial ombudsman service.

The Fund Manager may have regard to your expertise when complying with the requirements under the regulatory system that communications must be clear, fair and not misleading.

INVESTOR & AML CERTIFICATE

TO BE COMPLETED BY THE INVESTOR WITHOUT A FINANCIAL ADVISER

To be completed by the Investor who is NOT applying through an independent financial adviser

I CERTIFY TO CALCULUS CAPITAL LIMITED THAT THE ANSWERS GIVEN BELOW ARE TRUE, COMPLETE AND ACCURATE.

1. Professional Client Categorisation

In order for you[*name*] (the “Investor”) to participate in the Fund, we must undertake an assessment of your expertise, experience and knowledge so as to give us reasonable assurance, in light of the nature of investments in funds such as the Fund, that you are capable of making your own investment decisions and understanding the risks involved. This Investor & AML Certificate requests information to help us undertake this assessment. Additional information may be required. We will keep all information provided by the Investor confidential. A clear written warning of the protections and investor compensation rights the Investor may lose in being treated as a professional client is set out in the schedule hereto.

Please be aware that we are unable to begin investing your subscription until we have received the completed and signed form. Please ensure that you have signed this form before returning it to:

Calculus Capital EIS Fund 12

Calculus Capital Limited
104 Park Street
London
W1K 6NF

Investment Objectives

Please review the investment objectives of the Fund, set out on page 17 of the Information Memorandum, and tick the box below to confirm that you are aware of and understand these objectives and that they are consistent with your own personal financial objectives in respect of your potential investment in the Fund.

Your Profession

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

Please state your first language below if it is not English.

INVESTOR & AML CERTIFICATE (continued)

Investment Experience

Your experience and understanding of various types of investments is a factor in determining the suitability of the Calculus Capital EIS Fund 12 for you. Please put a number in each box in the table below to indicate the number of years of personal experience you have had with particular types of shares.

Type of shares	Years of experience
Large quoted companies	
Smaller quoted companies	
AIM-listed or unquoted companies	
EIS or VCT investments	
No previous shareholdings	
In what capacity have you had this experience? (please tick)	
Shareholder	
Director	
Adviser/consultant/auditor	
Other (please specify)	

12

Have you been in a network or syndicate of business angels for at least six months prior to today's date?

Yes	
No	
Details	

Other details

Please provide any further information (e.g. details of your wider experience or background) which you think might be relevant to our assessment of you as a professional client in relation to investment, particularly in EIS or similar funds.

2. Anti-Money Laundering Due Diligence

We are required under the Money Laundering Regulations 2007 to verify the identity of all investors in the Fund and we therefore require copies of a) an identity document and b) a proof of address document from you:

1	Identity document – please enclose a certified copy (certified by a solicitor or a bank) of one of the following documents and put a tick in the relevant box:	
	Current Passport or national identity card	
	Full driving licence (both parts)	
2	Proof of address – please enclose a certified copy (certified by a solicitor or a bank) of one of the following documents and put a tick in the relevant box:	
	Recent bank statement (fewer than 3 months old)	
	Credit reference agency report	
	Utility bill (fewer than 3 months old)	
	Full driving licence (both parts) (if not used for identity proof)	

INVESTOR & AML CERTIFICATE (continued)

Please sign and date this form below.

BY SIGNING THIS FORM YOU CERTIFY TO CALCULUS CAPITAL LIMITED THAT THE INFORMATION CONTAINED HEREIN IS TRUE, COMPLETE AND ACCURATE

Full name of applicant:

Signature:

Date:

Should you have any questions, please contact us on **020 7493 4940**.

FOR CALCULUS INTERNAL USE ONLY:

14 Assessment completed:

Date:

Assessment criteria met?:

Schedule 1

An Important Notice in respect of professional client categorisation

The Information Memorandum relating to the Calculus Capital EIS Fund 12 describes arrangements for the appointment of Calculus Capital Limited (“**Calculus**”) of 104 Park Street, London W1K 6NF as a discretionary investment fund manager to act on behalf of investors who wish to make venture capital investments in EIS Qualifying Companies and to manage those investments in common on behalf of all such investors. These arrangements together constitute the Calculus Capital EIS Fund 12 (the “**Fund**”). Calculus is authorised to act as an investment manager by the UK Financial Services Authority (“**FSA**”) and its FSA registration number is 190673.

As venture capital investments can be higher risk Calculus only acts for individuals who, in accordance with FSA rules, can be assessed as understanding the risks of investing in the Fund. These are set out on pages 3 to 4 of the Information Memorandum. Therefore participation in the Fund is normally restricted to those whom Calculus can categorise as elective professional clients.

This means that Calculus will owe investors an obligation to ensure that the venture capital investments which they make comply with the investment policy and parameters set out in the Information Memorandum but not that they are suitable for the particular financial circumstances and portfolio of each investor; an obligation that would need to be discharged if Calculus were to classify investors under FSA rules as ‘retail clients’. This would require investors to disclose to Calculus personal details about their income, expenses, liquidity and assets. Many regular investors in funds managed by Calculus, particularly those who invest directly, rightly regard their personal affairs as their own business, it being enough that Calculus should be satisfied that their investors know what they are doing when they decide to invest. There are some additional differences between these two FSA classifications. They are set out below.

An Investor may be categorised as an elective professional client if:

- (i) Calculus undertakes an adequate assessment of the Investor’s expertise, experience and knowledge, on the basis of the information provided, that gives reasonable assurance, in the light of the nature of the transactions or services envisaged, that the Investor is capable of making his own investment decisions and understanding the risks involved;
- (ii) Calculus has given the Investor a clear written warning of the protections and investor compensation rights he or she may lose; and
- (iii) The Investor has stated in writing, in a separate document from the Investor Agreement, that he or she is aware of the consequences of losing such protections. Such a statement is contained within the Application Form.

Once an Investor has been classified as an elective professional client he or she will lose the protections applicable exclusively to retail clients under the FSA rules. Certain of the FSA rules will automatically be limited or modified in their application to the Investor. Certain of the FSA rules will be capable of modification in their application to the Investor in relation to any business carried out by the Fund Manager under the terms of the Information Memorandum.

Schedule 1 (continued)

The following protections will not apply to the Investor as a professional client and an Investor in the Fund:

- (i) The Fund Manager will not be obliged to warn the Investor of the nature of any risks involved in any potential investments in the Fund. The Key Risks of investing in the Fund are set out on pages 3 to 4 of the Information Memorandum.
- (ii) The Fund Manager will not be obliged to disclose the basis or amount of its charges for any services the Fund Manager provides to you or on your behalf or the amount of any other income that the Fund Manager may receive from third parties in connection with such services. The basis and amount of the Fund Manager's charges are set out on page 25 of the Information Memorandum.
- (iii) The Fund Manager will not be obliged to set out any of the prescribed contents, disclosures or risk warnings needed for retail customers in prospectuses, marketing brochures and other non-real time financial promotions material, nor will the Fund Manager be subject to the restrictions that apply to a retail client in relation to unsolicited real time communications investors.
- (iv) The Fund Manager will not be required to give you the warnings required for retail clients in relation to material which may lead you to deal with or use overseas firms which are not regulated by the Financial Services and Markets Act 2000 nor will the Fund Manager have to satisfy itself that the overseas firm will deal with you in an honest and reliable way.
- (v) The Fund Manager will also not be required to comply with the FSA rules relating to restrictions on and the content of direct offer advertisements.

16

The following rules will be limited or modified in their application to you as a professional client and an investor in the Fund.

- (i) The majority of the FSA rules in relation to the form and content of financial promotions will not be applicable in respect of any financial promotion communicated or approved by the Fund Manager.
- (ii) The Fund Manager will not be required by the FSA to provide you with a periodic statement on the value and composition of your Portfolio in the Fund where you have requested the Fund Manager not to do so or where the Fund Manager has taken reasonable steps to establish that you do not want it. We would however draw your attention to clause 8 of the Investor Agreement, pursuant to which, in particular you will be provided with a report relating to the Fund, complying with the FSA rules, every six months, in respect of the periods ending on or around 5 April and 5 October. Reports will include a measure of performance in the later stages of the Fund once valuations are available for the investments. Investments will be valued by the Fund Manager in accordance with appropriate IPEVC Guidelines from time to time prevailing.
- (iii) The Fund Manager will comply with FSA conduct of business rule 11.2 and, to the extent applicable, take all reasonable steps to obtain, when making investments, the best possible result for you taking into account the following execution factors: price, costs, speed, likelihood of execution and settlement, size, nature or any other consideration relevant to making investments. In doing this, the Fund Manager will take into account the following criteria for determining the relative importance of these execution factors: your categorisation as a professional client (rather than as a retail client); the characteristics and investment objectives of the Fund as described in the Information Memorandum; and the rules of the EIS and the normal

commercial practice of the counterparties and strategic partners with which the Fund Companies will do business. In particular, factors such as the suitability, expertise and market position of counterparties and strategic partners may be more important than price in obtaining the best possible execution result in the context of achieving the investment objective.

If the Investor is reclassified as a retail client, the Fund Manager shall be entitled to terminate the Investor Agreement pursuant to clause 15.3.

It should be noted that the Investor will not be covered by certain protections applicable to retail clients in relation to custody services because, in subscribing to the Fund, the Investor will by the written acknowledgment contained in the Application Form, waive, as he or she is permitted to do under the FSA rules, the protections conferred by the client money rules in respect of any money and other assets the Fund Manager holds for the Investor. Accordingly the Fund Manager will not be required necessarily to segregate the Investor's money from that of the Fund Manager. In such circumstances, in the event of insolvency the Investor would rank only as a general creditor of the Fund Manager in respect of any uninvested money. Notwithstanding the foregoing, it is the policy of the Fund Manager to segregate investors' money from funds held for or on behalf of the Fund Manager.

If the Investor has a complaint regarding the services provided under the Investor Agreement he may raise the complaint directly with the Fund Manager by writing to the address shown in the Information Memorandum and the Fund Manager shall endeavour to resolve the complaint speedily and efficiently and will reply to you in writing. As an elective professional client the Investor may lose the right to access the financial ombudsman service.

The Fund Manager may have regard to your expertise when complying with the requirements under the regulatory system that communications must be clear, fair and not misleading.

Under FSA rules the Investor is responsible for keeping the Fund Manager informed of any change which may affect your categorisation as an elective professional client.

APPLICATION CHECKLIST

Application Form (duly completed, dated and executed)	
Adviser & AML Certificate (or Investor & AML Certificate if you do not have a financial adviser)	
The subscription amount – cheque or banker’s draft	

Notes

Notes



Calculus Capital Limited is authorised and regulated by the Financial Services Authority