

Pembroke VCT plc



Application Form

Offer for subscription for the 2023/24 and 2024/25 tax years to raise, in aggregate, up to £40m through the issue of new Shares, with an over-allotment facility to raise, in aggregate, up to a further £20m

September 2023

Pembroke VCT plc – 2023/24 & 2024/25 Offer

General Information

Save where the context otherwise requires, words and expressions defined in the Prospectus dated 5 September 2023 apply to this document.

Before completing the Application Form, please read the Prospectus, including the Terms and Conditions of Application and the Notes on the Application Form. You may download a copy of the Prospectus at www.pembrokevct.com/current-offer/.

If you are in any doubt as to what action you should take, you should consult a person authorised for the purposes of the Financial Services and Markets Act 2000 (as amended) ("FSMA"), who specialises in advising on the acquisition of shares and other securities.

Please complete the Application Form in full and unless instructed otherwise, please leave blank any questions that do not apply to you.

The Company, the Manager, the Receiving Agent, and the Registrar cannot accept responsibility if any of the details you provide are incorrect.

Application Deadlines

The Offer will open to Applications on 5 September 2023 and may close at any time thereafter, but, in any event, not later than 12 noon on 5 April 2024 for online Applications and bank transfers (3 pm on 29 March 2024 for paper/PDF Applications and cheques by post), in the case of the 2023/2024 offer, and 3 pm on 28 June 2024, in the case of the 2024/2025 offer (unless, in either case, the Offer has been fully subscribed by an earlier date). The closing date of the Offer, and the deadline for receipt of Applications for the final allotments with respect to the 2024/2025 offer, may be extended by the Directors at their absolute discretion to a date no later than 4 September 2024.

How to Apply

You may complete and submit your Application Form online via www.pembrokevct.com/current-offer/.

From a speed of processing perspective and to reduce the Offer's carbon footprint, the Company recommends the use of the online Application Form and to remit monies via bank transfer.

Alternatively, you may complete and send your Application Form via email to pembrokevct@city.uk.com or via post/hand delivery to the Receiving Agent:

Pembroke VCT plc Offer
The City Partnership (UK) Ltd
The Mending Rooms, Park Valley Mills
Meltham Road
Huddersfield
HD4 7BH

It is recommended that you use Royal Mail Special Delivery or Tracked mail and allow at least two working days for delivery.

If you send a soft copy of your Application Form to the Receiving Agent, please do not send a hard copy in the post.

Payment Instructions

Applications will be accepted on a "first-come, first-served" basis, subject always to the discretion of the Board. For these purposes, "first-come, first-served" shall be assessed based on the date and time of receipt of a fully completed Application Form, subject to receipt of Application monies (in full) in cleared funds by the earlier of an Offer deadline or within five Business Days from receipt of Application to retain the Applicant's priority position. If Application monies are not received within such time, the relevant date and time shall be when the Applicant's application monies are received in cleared funds. An Application may not be considered eligible for allotment until identity verification is complete and/or, where relevant, information or supporting evidence required for the Application is no longer outstanding.

Payment can be made by bank transfer or cheque.

Bank Transfers

The bank account to which you should remit payment is as follows:

Bank name: Barclays Bank PLC
Account name: Pembroke VCT PLC Fundraising
Account number: 43173976
Sort Code: 20-00-00

Please reference your transfer(s) using your initials and telephone number (alphanumeric, no spaces) as provided in Section 2 of the Application Form.

Cheques

Cheques should be made payable to: Pembroke VCT PLC Fundraising

Please reference the reverse of your cheque using your initials and telephone number (alphanumeric, no spaces) as provided in Section 2 of the Application Form.

Please send your cheque to the Receiving Agent's address as noted above. You should allow at least three working days from the date of receipt for the cheque to clear.

Pembroke VCT plc – 2023/24 & 2024/25 Offer

continued

Nominee Applications

If you are a nominee applying on behalf of beneficial owners, please complete and submit an Application Form for each beneficial owner with the relevant nominee details (CREST or otherwise) in Section 5 of the Application Form. Subject to the number of beneficial owners within the nominee, the Receiving Agent may configure an online Application Form pre-filled with the nominee's details to expedite the subscription process. Nominees should contact the Receiving Agent regarding the remittance of the associated subscription monies to ensure compliance with the Money Laundering Regulations.

Tracking the Status of Your Application Form & Monies

In addition to email/post communications from the Receiving Agent concerning receipt of your Application and associated monies, you may use the Receiving Agent's online tracking service to track the status of your Application Form and download a PDF copy of your Application Form.

For any new shares for which your application is accepted, the Receiving Agent will issue an email notification concerning the availability of the associated allotment letter and income tax relief certificate for download via the online tracking service within 3 working days following the allotment. The Receiving Agent will issue the associated allotment correspondence by post within 10 working days following the allotment for applicants who do not provide an email address. The Registrar will issue the related share certificate (where applicable) by post within 10 working days following the allotment.

The Receiving Agent's online tracking service is at <https://cityora.uk.com/offers/pemb-2324/tracking>.

To access the service, you need to provide (i) your unique Application reference number (starting "PEMB-2324-"), which will be noted on the Receiving Agent's correspondence to you, (ii) your date of birth, and (iii) your National Insurance number or Unique Taxpayer Reference, as provided in your Application Form.

Administrative Queries

If you have any administrative questions regarding the completion and return of the Application Form, please contact the Receiving Agent, The City Partnership (UK) Limited, on 01484 240 910 (Monday to Friday excluding public holidays, 9.00 am - 5.30 pm) or at pembrokevct@city.uk.com.

The Receiving Agent kindly asks Applicants and their financial intermediaries to refrain from ad-hoc requests to confirm the receipt of Applications or associated monies. The Receiving Agent will issue the relevant acknowledgement correspondence (by email or post) once the Application Form and monies are processed.

Application Form

SECTIONS 1 – 6 OF THIS APPLICATION FORM MAY BE COMPLETED BY THE APPLICANT, THE APPLICANT'S FINANCIAL INTERMEDIARY, OR AN INDIVIDUAL ON BEHALF OF THE APPLICANT WHO IS AUTHORISED TO DO SO.

Section 1 – Financial Intermediary Firm

☐ Please tick this box if a financial intermediary firm is associated with this Application.

If the financial intermediary firm is associated with a network or service provider/platform, please tick the relevant box below or provide the name of the network or service provider:

- | | | |
|---|--|---------------------------------------|
| <input type="checkbox"/> GrowthInvest | <input type="checkbox"/> Openwork Ltd | <input type="checkbox"/> Platform One |
| <input type="checkbox"/> Quilter | <input type="checkbox"/> SIFA | <input type="checkbox"/> SimplyBiz |
| <input type="checkbox"/> St James's Place Wealth Management | <input type="checkbox"/> Tenet Connect | <input type="checkbox"/> Tenet Select |

Other (please specify)

Section 2 – Applicant Details

Personal details

Title	Forename(s)	Surname
Date of birth		

Current Address

Address 1	Address 2
Address 3	City
Country	Postcode

Previous Address

If you have lived at your current address for less than three years, please provide your previous address below:

Address 1	Address 2
Address 3	City
Country	Postcode

Contact details

The Receiving Agent and/or Manager would like to communicate with you via email regarding the processing of this Application and the associated monies. If you consent to such communication, please provide your email address below. Alternatively, the Receiving Agent will issue the relevant correspondence to you by post.

Email Address

For Applications accepted under the Offer, the Company's Registrar will send the associated share certificate(s) in the post (if applicable).

Application Form continued

Contact details continued

As the Receiving Agent asks that you use your telephone number as part of your payment reference, please provide it below. The Receiving Agent and/or Manager may contact you via telephone regarding the processing of this Application and the associated monies.

Telephone Number

UK tax residency details

If you are a tax resident of the United Kingdom, please provide your National Insurance number below. Please provide your Unique Taxpayer Reference if you do not have a National Insurance number.

National Insurance number

Unique Taxpayer Reference

Non-UK tax residency details

Other than the United Kingdom, please list below any countries in which you are a tax resident and the associated Taxpayer Identification Number (TIN) or equivalent:

Country

TIN/Equivalent

Country

TIN/Equivalent

Country

TIN/Equivalent

Existing Shareholder

If you are an existing shareholder in the Company, please provide associated shareholder reference (CIN), as detailed on your share certificate or correspondence from the Registrar. If you are the beneficial holder of shares in the Company, please provide the name of the nominee:

Shareholder Reference (CIN) or Nominee Name

Section 3 – Application Amount

Applications must be for at least £5,000 and in whole pound sterling amounts. If you are not subscribing to one of the tax year offers, please enter '0' in the associated box. Upfront income tax relief will be available for qualifying investors regarding the total application amount accepted under the Offer (i.e., including any initial adviser charge to be facilitated as detailed in Section 8).

I hereby offer to subscribe the following total application amount (including any initial adviser charge for facilitation as detailed in Section 8) in whole pounds sterling for new Shares at the Offer Price on the Terms and Conditions of the Offer as set out in the Prospectus.

Tax Year 2023/24

Tax Year 2024/25

Subscription (£)

Total Application Amount (£)

Application Form continued

Section 4 – Payment

Payment can be made by bank transfer or cheque. Applications will not (unless otherwise agreed by the Company) be regarded as valid unless cleared funds are received in respect of this Application Form. **Applications with cleared funds by the earlier of an Offer deadline or within five Business Days from receipt of Application will be given priority.**

Please confirm the method of payment below.

☐ Bank transfer

The bank account to which you should remit payment is as follows:

Bank name: Barclays Bank PLC
Account name: Pembroke VCT PLC Fundraising
Account number: 43173976
Sort Code: 20-00-00

Please reference your transfer(s) using your initials and telephone number (alphanumeric, no spaces) from Section 2 – Applicant Details.

☐ Cheque

Cheques should be made payable to: **Pembroke VCT PLC Fundraising**

Please reference the reverse of your cheque using your initials and telephone number (alphanumeric, no spaces) from Section 2 – Applicant Details.

Please send your cheque to:

Pembroke VCT plc Offer
The City Partnership (UK) Ltd
The Mending Rooms, Park Valley Mills
Meltham Road
Huddersfield
HD4 7BH

It is recommended that you use Royal Mail Special Delivery or Tracked mail and allow at least two working days for delivery. Please allow three working days for cheques to clear.

Remitting bank account details

Regardless of the payment method, please provide the details of the remitting bank account below. The bank account should be a pound sterling account held at a UK-regulated credit or e-money institution in the sole/joint name of the Applicant. Payments from third party or corporate accounts will not be accepted.

Account in name of	
Sort Code	Account Number

Application Form continued

Section 5 – Shareholding Preferences

Registration

For any new Shares for which this Application is accepted, please confirm your shareholding registration preference:

☐ Individual certificated shareholding ☐ Nominee (CREST or otherwise) shareholding

Nominees

If you have elected to hold any new Shares for which your Application is accepted in a nominee (CREST or otherwise), please provide the relevant details below:

CREST Participant ID	CREST Member Account ID
Nominee Name	
Nominee Contact Name	Nominee Contact Telephone Number
Nominee Contact Email Address	
Address 1	Address 2
Address 3	City
Country	Postcode

The “Communications” and “Dividends” sections below concern individual certificated holdings only. Applicants who wish to hold new Shares within a nominee (CREST or otherwise) should contact the nominee regarding their preferences following the relevant allotment.

Communications

How would you like the Company to communicate with you regarding any new Shares for which your Application is accepted using the details provided in Section 2?

☐ Notifications by email ☐ Notifications by post ☐ Hard copy documents by post

Dividends

For any dividends that may, from time to time, become due on any new Shares which stand in your name on the Company's register, please confirm your payment preference by ticking the relevant box below. If you are an existing Shareholder, your selection below will apply to your total shareholding in the Company.

	Cash (Bank Transfer)	FlexiDRIS (Total Shareholding)	FlexiDRIS (Variable Proportions of Total Shareholding)
Dividend Preference	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dividend bank mandate

If your dividend preference is “Cash – Bank Transfer”, please provide the details of the bank account into which you wish the Company to pay any dividends below. The bank account should be a pound sterling account held at a UK-regulated credit or e-money institution in the sole/joint name of the Applicant.

Account in name of	
Sort Code	Account Number

Application Form continued

Section 6 – Applicant Declaration

By signing (or equivalent) and submitting this Application Form, I hereby irrevocably declare that:

1. I have read and understood, and agree to be bound by, the Terms and Conditions of Application and the Prospectus and as further set out in this Application Form.
2. Where applicable, I confirm that I have read, understood and accept the terms and conditions of the Company's Flexible Dividend Reinvestment Scheme.
3. To my knowledge, I have provided accurate information and signed or personally inserted by name/electronic signature below. Where I/we have completed this Application Form on behalf of the Applicant, I/we confirm that the Applicant has given me/us the authority to do so*.
4. Where applicable, I confirm the amount of the initial adviser charge payable to my financial intermediary set out in Section 8 and agree to the Company facilitating payment of such as set out in this Application Form.
5. I accept that my personal circumstances may change during the lifetime of my investment. I will notify the Company in the event there are changes to my personal circumstances.
6. If my financial intermediary has classified me as a Professional Client for this Application, I am aware of the risks involved in such classification and of the rights I am giving up, and I wish to be treated as a Professional Client in respect of my Application.
7. I hereby authorise the Company, the Receiving Agent and the Registrar to provide to the financial intermediary noted in Section 7 (including any associated network or service provider noted in Section 1) (or such replacement financial intermediary, network or service provider as notified in writing) upon request, information regarding my total shareholding in the Company.

*Please confirm below whether this Application Form will be signed by or on behalf of the Applicant:

- ☐ I am the Applicant and will personally sign below.
- ☐ I am the Applicant's financial intermediary (as per Section 7) and will sign below on behalf of the Applicant.
- ☐ I am not the Applicant's financial intermediary, but the Applicant has given me the authority to sign this Application Form on their behalf. I will provide the power of attorney, or a copy thereof duly certified in ink by a solicitor or bank to the Receiving Agent, by post, and use the Applicant's initials and telephone number as the reference (i.e., the same reference as used for payment of Application monies).

Signature	
Print Name	Date

Application Form continued

IF APPLICABLE, THE REMAINDER OF THE APPLICATION FORM MUST BE COMPLETED BY AN AUTHORISED REPRESENTATIVE OF THE ASSOCIATED FINANCIAL INTERMEDIARY FIRM.

Section 7 – Financial Intermediary Details

Firm details

Firm Name	Firm FCA No.
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Individual adviser/intermediary details

The Receiving Agent will use these contact details to issue Application acknowledgements, or in the event of any queries in respect of this Application Form or intermediary fees/commissions.

Name	
Email address	Telephone number

Section 8 – Financial Intermediary Remuneration

Please confirm the nature of the service provided to the Applicant by ticking one of the boxes below:

- ☐ (A) This is an 'advised-own' case (i.e., an individual adviser subscribing on behalf of themselves) or I have provided financial advice to the Applicant who is a Retail Client (as per COBS 3.4) of my firm, and we have agreed on an initial adviser charge (NIL or otherwise), which complies with COBS 6.1A.
- ☐ (B) We have acted in an execution-only capacity on behalf of the Applicant for which we are entitled to 2% commission per COBS 2.3/2.3A and any other applicable FCA regulations.
- ☐ (C) We have provided restricted advice to the Applicant, who is a Professional Client (as per COBS 3.5) of the firm, for which we are entitled to 2% commission per COBS 2.3/2.3A and any other applicable FCA regulations.

Initial adviser charge

If you have ticked (A) above, please insert the initial adviser charge agreed with the Applicant in the box below. Please enter "0" if NIL or if you have made alternative payment arrangements with the Applicant or if this Application is in respect of your own investment. The maximum initial adviser charge the Company may facilitate is 4.5% of the total application amount detailed in Section 3.

£

Initial commission to be waived

If you have ticked (B) or (C) above, please insert the initial commission you wish to waive (up to 2% of the total application amount) for the benefit of the Applicant in the box below. Please enter "0" if NIL.

%

Application Form continued

Payment administration

Please confirm the firm's bank account into which any initial facilitated adviser charge or commission payment associated with this Application should be paid:

Account in name of	
Sort Code	Account Number

Firm's finance department email address

If you would like your firm's finance department to receive a copy of a statement of payment, please provide the relevant email address below. Please note that, where applicable, the Receiving Agent will email a copy of the statement to the individual adviser/intermediary detailed in Section 7.

Firm's Finance Department Email Address

Please note that retrospective requests for additional copies of statements will be issued by the Receiving Agent in return for a £10 administration fee.

Section 9 – Financial Intermediary Declaration

By signing (or equivalent) and submitting this Application Form, we, the financial intermediary firm identified in Section 7, confirm that:

1. We have read and understood, and agree to be bound by, the Terms and Conditions of Application and the Prospectus and as further set out in this Application Form.
2. We have applied customer due diligence measures on a risk-sensitive basis regarding the Application to the standard required by the Money Laundering Regulations within the guidance for the UK financial sector issued by the Joint Money Laundering Steering Group. If the Company or the Manager, or the Receiving Agent require additional information to accept the Application, we will provide it to them within two Business Days of receiving their request.
3. We confirm our understanding of the characteristics of the Company (including risks, fees and charges) and that this has been clearly explained by us to the Applicant. We confirm that the Applicant falls within the Company's identified and intended target market, and are comfortable that the Company offers fair price and value when aggregated with any distributor related fees and charges.
4. Where we have advised the Applicant concerning an investment in the Company, such investment is considered suitable for the Applicant in their current circumstances. Unless otherwise communicated to the Company, we confirm that no Applicant vulnerabilities have been identified. We undertake to notify the Company immediately should we become aware of a change in the Applicant's circumstances.
5. Our details included in this Application Form are true and accurate.
6. We undertake to notify the Company of any changes to our details provided above or if the Applicant ceases to be our client regarding their investment in the Company.
7. Where we have completed and signed this Application Form on behalf of the Applicant, we confirm that we are duly authorised by the Applicant to do so (and will provide the power of attorney or a copy thereof duly certified in ink by a solicitor or bank on request).
8. The individual who has signed the form has the authority to sign this declaration on behalf of the financial intermediary firm detailed in Section 7.

Signature	
Print Name	Date

Notes on the Application Form

Save where the context otherwise requires, words and expressions defined in the Prospectus dated 5 September 2023 apply to this document.

Please read the following notes in conjunction with the Application Form and the Terms and Conditions of Application.

If you are in any doubt as to what action you should take, you should consult a person authorised for the purposes of the Financial Services and Markets Act 2000 (as amended) ("FSMA"), who specialises in advising on the acquisition of shares and other securities.

If you have any administrative questions regarding the completion and return of the Application Form, please contact the Receiving Agent, The City Partnership (UK) Limited, on 01484 240 910 (Monday to Friday excluding public holidays, 9.00 am - 5.30 pm) or at pembrokevct@city.uk.com.

Where applicable, please complete the Application Form in BLOCK CAPITALS and use black/blue ink.

SECTIONS 1 – 6 OF THE APPLICATION FORM MAY BE COMPLETED BY THE APPLICANT, THE APPLICANT'S FINANCIAL INTERMEDIARY, OR AN INDIVIDUAL ON BEHALF OF THE APPLICANT WHO IS AUTHORISED TO DO SO.

Section 1 – Financial Intermediary Firm

Please tick the box if a financial intermediary firm is associated with the Application. If the financial intermediary firm is associated with a network or service provider/platform, please tick the relevant box, or enter the name of the network or service provider in the box provided.

Section 2 – Applicant Details

Please provide your full name, date of birth, current address, previous address (if you have been at your current address for less than three years), email address (if you have one), telephone number, National Insurance number (NINO) (if you have one), Unique Taxpayer Reference (if you do not have a NINO), and non-UK tax residency details (if any).

The Company is legally required to collect information about the tax residency and classifications of new Shareholders which may be shared with HMRC.

If you're an existing shareholder in the Company, please provide your shareholder reference (CIN) or the name of the nominee in which you hold Shares. You can find your CIN on your annual shareholder statement, or by logging into your Pembroke Investor Hub ("Hub") account.

If you would like to register for the Hub, please go to <https://pembroke-vct.cityhub.uk.com> and click on 'Register'. If you require any assistance, please contact the Registrar, The City Partnership (UK) Ltd, on 01484 240910 (Mon – Fri, 9 am – 5.30 pm, excl. English public holidays) or at pembrokevct@city.uk.com.

We appreciate that providing this information may require additional work on your part; however, our reason for asking is to avoid duplicate entries in the register and, thereby, avoid sending you duplicate copies of communications.

It is important that this section of the Application Form is completed clearly and accurately, as the Receiving Agent will send Application acknowledgement correspondence (by email or post) to the address details in this section. If the Application is successful, the Registrar will enter the name and address from this section onto the Company's register and on the associated tax and share certificates.

Section 3 – Application Amount

Please insert the amount of money (whole pounds sterling) you wish to subscribe for new Shares. The total Application amount must be for a minimum value of £5,000 (including any initial adviser charge to be facilitated). Income tax relief is available on the total Application Amount (i.e., including any initial adviser charge to be facilitated). The maximum aggregate investment in Venture Capital Trusts (including shares issued under a dividend reinvestment scheme) on which tax reliefs are available is £200,000 per tax year.

Section 4 – Payment

You can pay by bank transfer (to the Bank of Scotland plc account details of which are set out in Section 4 of the Application Form) or cheque. Your payment must relate solely to your Application.

Your bank transfer or cheque must be drawn in pounds sterling from an account with a UK-regulated credit or e-money institution, which is in your sole or joint name, and must bear, if a cheque, the appropriate sort code in the top right-hand corner.

Your payment, whether via bank transfer or cheque, must also include an alphanumeric reference comprising your initials and telephone number provided in Section 2. Please detail this reference in the payment reference field on the bank transfer payment instruction or on the back of the cheque. For example, the payment reference for an Applicant with the name Ms Mary Jane Bloggs and telephone number +44 (0)123 456 7891, should be MJB01234567891.

To pay by cheque, you should send a cheque, as per the details provided, to the Receiving Agent (with the Application Form if you have not applied online or emailed the Application to the Receiving Agent) at the address provided. Cheques may be presented for payment on receipt. Application Forms accompanied by a post-dated cheque will not be accepted. It is recommended that you use Royal Mail Special Delivery or Tracked mail and allowing at least two working days for delivery. You should allow three working days for cheques to clear.

Regardless of your payment method, you should provide the details of your remitting bank account to allow the Receiving Agent to match, reconcile, and confirm receipt of the monies. Verification of your remitting bank account also forms part of the Company's checks under the Money Laundering Regulations. The bank account should be a pound sterling account held at a UK-regulated credit or e-money institution in your sole/joint name.

Notes on the Application Form continued

The Receiving Agent cannot take responsibility for correctly identifying payments without a reference nor where a payment has been received but without an accompanying Application Form. The right is reserved to reject any Application in respect of which the bank transfer or cheque has not been cleared on first presentation. Any monies will be returned by bank transfer to the remitting account subject to the satisfactory completion of any verification of identity checks, at the risk of the person(s) entitled thereto.

The Receiving Agent will acknowledge receipt of the Application Form (online, email, or post) by email (to email address provided in Section 2, if any) or post. Further, the Receiving Agent will also issue confirmation of receipt of payment, by email or post, once the monies have been matched to the Application Form.

Any financial intermediary associated with the Application, as detailed in Section 7, will receive copies of the Receiving Agent's acknowledgement correspondence by email.

Section 5 – Shareholding Preferences

You must confirm your shareholding registration preference for any new Shares for which the Application is accepted.

If you wish for any new Shares for which the Application is accepted to be allotted to a nominee (CREST or otherwise), please enter the nominee details in the relevant boxes.

The “Communications” and “Dividends” sections below concern individual certificated holdings only. Applicants who wish to hold new Shares within a nominee (CREST or otherwise) should contact the nominee regarding their preferences following the relevant allotment.

The Company would like to communicate with you electronically in respect of your shareholding in the Company. The Articles of the Company provide authority to use electronic means to convey information to shareholders, including, but not limited to, sending, and supplying documents or information to shareholders by making them available on a website. This means that you will receive notifications by email (where you have provided an email address in Section 2) or by letter that information and/or documents are available on the Company's website.

We will notify you when documents and information are available to access on the website, and we will provide you with (i) the address of the website, (ii) the place on the website where the documents and information may be accessed; and (iii) details of how to access the documents or information.

Regarding any new Shares for which your Application is accepted, please confirm how you would like the Company to communicate with you.

Please note that you have the right to opt out of electronic communications at any time and revert to receiving hard copies of documents by post, by emailing pembrokevct@city.uk.com or calling 01484 240 910 (Mon-Fri, 9 am-5.30 pm, excl. English public holidays). If you do not confirm a communications preference and you're a registered holder of Shares, the Company will send hard copy documents to you by post to the address provided in Section 2.

For any dividends that may, from time to time, become due on any new Shares that stand in your name on the Company's register, please confirm your payment preference by ticking the relevant box.

If you wish to participate in the Company's flexible dividend investment scheme (“FlexiDRIS”), having first read and understood the terms and conditions of the scheme which can be found in the Prospectus, please tick the appropriate box.

If you are an existing shareholder, your dividend preference selection will apply to your total shareholding in the Company.

If your dividend preference is “Cash – Bank Transfer”, you must provide the details of the bank account into which you wish the Company to pay any dividends. The bank account should be a pound sterling account held at a UK-regulated credit or e-money institution in your sole/joint name.

The Company will not pay dividends by cheque.

Section 6 – Applicant Declaration

Please confirm whether you will sign the Application Form or if it will be signed on your behalf.

If the signatory is not your financial intermediary, but you have given the signatory authority to sign the Application Form on your behalf, the signatory must provide the power of attorney, or a copy thereof certified in ink by a solicitor or bank, to the Receiving Agent at the address below and use the Applicant's initials and telephone number as the reference (i.e., the same reference as used for payment of Application monies).

Pembroke VCT plc Offer
The City Partnership (UK) Limited
The Mending Rooms, Park Valley Mills
Meltham Road
Huddersfield
HD4 7BH

The signatory must sign, state their name, and date the Application Form in Section 6. By signing and dating the Application Form, the Applicant agrees to subscribe for new Shares at the Offer Price on the Terms and Conditions of the Offer as set in the Prospectus.

If the Application Form is not signed, the Receiving Agent will not be able to process the Application and the Application monies will be returned to the remitting account by bank transfer, subject to the satisfactory completion of any verification of identity checks, at the risk of the person(s) entitled thereto.

Notes on the Application Form continued

IF APPLICABLE, THE REMAINDER OF THE APPLICATION FORM MUST BE COMPLETED BY AN AUTHORISED REPRESENTATIVE OF THE ASSOCIATED FINANCIAL INTERMEDIARY FIRM.

Section 7 – Financial Intermediary Details

Please detail the name of the firm, the firm's FCA number, the individual adviser's/intermediary's name, email address, and telephone number. The Receiving Agent will use these contact details to issue Application acknowledgements, or in the event of any queries in respect of this Application or intermediary fees/commissions. The right is reserved to reject any Application or withhold any payment of fees or commission if the Company is not, at its sole discretion, satisfied that the intermediary (firm or individual) is authorised or is unable to identify the intermediary (firm or individual) based on information provided.

Section 8 – Financial Intermediary Remuneration

Please confirm the nature of the service provided to the Applicant by ticking one of the boxes provided.

Please tick box (A) if this is an 'advised-own' case (i.e., the individual adviser is subscribing on behalf of themselves) or if the individual adviser has provided financial advice to the Applicant, who is not a Professional Client (as per the FCA's Conduct of Business Sourcebook ("COBS") 3.5) and agreed on an initial adviser charge (nil or otherwise) with the Applicant which complies with COBS 6.1A. Please enter the initial adviser charge for facilitation in pounds sterling in the box provided (please enter "0" if NIL or if the Application is in respect of your own investment). If the individual adviser does not want the Company to facilitate payment of the initial adviser charge, or if the individual adviser has made alternative payment arrangements with the Applicant, please enter "0" in the box provided.

Please tick box (B) if the intermediary has acted in an execution-only capacity on behalf of the Applicant, so is entitled to receive commission in accordance with COBS 2.3/2.3A and any other applicable FCA regulations.

Please tick box (C) if the intermediary has provided restricted advice to the Applicant, who is a Professional Client (as per COBS 3.5) of the firm, so is entitled to receive commission in accordance with COBS 2.3/2.3A and any other applicable FCA regulations.

In respect of (B) and (C), the intermediary may waive up to 2% of the initial commission for the benefit of the Applicant. Please insert the % amount of initial commission to be waived in the box provided (please enter "0" if NIL).

Please confirm the bank account into which any initial adviser charges or commission payments associated with the Application should be paid by bank transfer.

If a copy of a statement of fee/commission payment should be sent to the firm's finance department, please provide the relevant email address in the box provided. Please note that where applicable, the Receiving Agent will email a copy of the statement to the individual adviser/intermediary detailed in Section 7.

Retrospective requests for additional copies of statements will be issued by the Receiving Agent in return for a £10 administration fee.

Section 9 – Financial Intermediary Declaration

An individual with the authority to sign on behalf of the financial intermediary firm detailed in Section 7 must sign and date the Application Form in Section 9.