



Application Form

Seneca Growth Capital VCT Plc

OFFER FOR SUBSCRIPTION TO RAISE UP TO £10 MILLION OF B SHARES
WITH AN OVER-ALLOTMENT FACILITY OF UP TO A FURTHER £10 MILLION

29 October 2021

Seneca Growth Capital VCT Plc

B Shares

Application form

This Application form is being provided for accessibility purposes only. If you're able to, please complete the application electronically at <https://seneca.nevilleregistrars.co.uk/>. Alternatively, if you require a paper application form, please proceed with this form.

If you are in any doubt about the action to take you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities. Save where the context otherwise requires, words and expressions defined in the prospectus issued by Seneca Growth Capital VCT Plc on 29 October 2021 have the same meanings when used in this Application form.

IMPORTANT – before completing this form please read the accompanying notes.

PLEASE USE BLOCK CAPITALS TO COMPLETE THE FORM AND ENSURE YOU ANSWER ALL THE QUESTIONS MARKED WITH AN ASTERISK (*).

IF YOU ARE A NOMINEE APPLYING ON BEHALF OF A BLOCK OF INVESTORS, PLEASE DO NOT COMPLETE THIS FORM. INSTEAD PLEASE CONTACT THE RECEIVING AGENT FOR ALTERNATIVE INSTRUCTIONS.

ONLINE APPLICATION: To make an Application online, please visit <https://seneca.nevilleregistrars.co.uk/> and follow the on screen instructions.

PRIVACY NOTICE

The information you will be asked to confirm and/or input on the subsequent pages will be used by Seneca Partners Limited, Neville Registrars Limited, the Company and any other third-party advisers or intermediaries for the purposes of the application process, as well as to service your investment moving forward, such as:

- to process your Application and verify your identity;
- to allot your shares and provide the relevant documentation in connection with your shareholding if your Application is successful;
- to pay dividends and process other corporate actions as necessary; and
- to provide you with any reports or information required by law.

Your information will be obtained and held securely as well as in an encrypted format.

Neville Registrars Limited will not share your data with any other party other than those listed above unless required by; you (the investor) or, by a legal body whereby Neville Registrars Limited are required to do so by law.

You may ask us to inform, update, or remove any information we hold on behalf of Seneca and the Company, by contacting us via email; support@nevilleregistrars.co.uk, providing that processing your request would not conflict with any law or regulatory requirement. A copy of our general privacy policy can be found at <https://www.nevilleregistrars.co.uk/privacypolicy>

Should you have any questions in relation to the process, please call us on 0121 585 1131, or alternatively by email: support@nevilleregistrars.co.uk.

Please ensure that the applicant's details used match that of the account used for payment.

1. **Personal Details**

Title*:	Forename(s)*:		
Surname*:			
Address *:			
Postcode *:		Telephone number*:	
Previous address (if less than 3 years at current address):			
Email address *:			
Offer code, if applicable:			
Date of birth *:		National Insurance number *:	
Are you a US citizen? (Please tick) *: Yes <input type="checkbox"/> No <input type="checkbox"/>			
Please list below any country(ies), other than the UK , in which you are a resident for tax purposes and the relevant Taxpayer Identification Number (TIN):			
Country 1		TIN 1	
Country 2		TIN 2	
Country 3		TIN 3	

Nominee/CREST

If you wish that any B Shares for which your subscription amount is accepted are issued to your CREST/non-CREST nominee, please provide the relevant details below

Nominee name:		Nominee email:	
Nominee address:			
Nominee contact name:		Nominee contact phone number:	
CREST participant ID:		CREST member account ID:	

Please tick the box if you would like to receive an acknowledgement of receipt for your Application by email

Please tick the box if you are happy to receive periodic news, updates and offers from Seneca and associated companies by email

If you do not provide an email address above, we are obliged to send you notifications by letter to the address provided. However, we continue to encourage all of our investors to switch to receiving updates from the Company via e-mail and documents in soft copy. This enables you to receive documents more quickly and has the added benefits of being more environmentally friendly and reducing printing and postage costs.

Financial advice

Please indicate below if you have received financial advice in relation to your application.*

- Yes, I have received financial advice and agreed an up-front Adviser Charge with my financial intermediary firm.
- No, I have not received financial advice (execution only intermediary) or I have received financial advice but I am a Professional Client of my financial intermediary firm, which has elected to receive commission.
- No, I have not received financial advice (direct investor).

2. Application Amount Details

Application amount for B Shares (in income tax year 2021/2022) + A £

Application amount for B Shares (in income tax year 2022/2023) + B £

Total Application amount (A+B) C £

Total Application amount to be not less than £3,000 (multiples of £1,000 thereafter)

Payment Method**

Please make an electronic transfer from an account in your own or joint name. Please use the payment reference of your initial(s) and the phone number provided in Section 1 (e.g. JB01484240910).

+ Please note that the Application amount will be the sum which will be invested in the Company and which will appear in the income tax relief certificate associated with this investment and is the sum of (i) the subscription amount and (ii) any Adviser Charges to be facilitated.

** Cheques may be received for accessibility purposes only. Details on where to send your cheque can be found in paragraph 1 of the Notes on the Application form and Payment Instructions.

3. Money Laundering Requirements

To ensure compliance with the Money Laundering Regulations 2017, it is also a term of your Application that we, Neville Registrars Limited, will utilise an online verification process operated by Equifax, and will submit your basic details for verification (that is to say, your name, address and date of birth or, if you are a body corporate, nominee, or trust; the same details of those persons whom have significant control over the entity, such as directors or trustees). In the unlikely event that we are unable to verify your information in this manner, we will then provide your basic details to SmartSearch (whose principal data partners are Experian and Equifax). Privacy policies for Equifax, SmartSearch, and Experian may be found on their respective websites.

Should online verification of your information still be unsuccessful, investors may instead be required to provide original or certified copy documents following completion of this application to our registered office as detailed in the accompanying Notes on the Application form.

Should you not wish for your information to be provided to Equifax, SmartSearch, and/or Experian in this manner, please discontinue your application online and contact us in order to explore the possibility of only providing original or certified copy documents directly to us as part of your application.

Please note that until such time as the above checks have been completed, your funds may not be released to the Issuer, or returned to you.

4. Existing Shareholder (of Ordinary Shares or B Shares) or Existing Seneca Investor

Yes No

If you are an Existing Shareholder and your existing Shares are held in the name of a CREST/non-CREST nominee, please insert their details below:

Nominee name:
Nominee address:
Nominee postcode:
CREST participant ID:
CREST member account ID:

Administration of Shareholder Account

Please complete Sections 5 and 6 as applicable.

5. Communications

Electronic Communications (Companies Act 2006)

The Company would like to communicate with you electronically in respect of your shareholding in the Company. We continue to encourage all of our investors to switch to receiving updates from the Company via e-mail and documents in soft copy. This enables you to receive documents more quickly and has the added benefits of being more environmentally friendly and reducing printing and postage costs.

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 below) or by letter that information and/or documents are available on the Company's website.

The purpose of this section is to ask how you would like to receive shareholder communications in future. Please select one of the following options:

- Electronic By Email:** If you would like to be notified via email when shareholder documents are available on our website.

- Electronic by Mail:** We will no longer post shareholder documents to you, but we will write to you whenever such documents are produced to advise you that they are available for viewing via the Company's website.

- Paper:** If you would like to receive all shareholder documents in hard copy form.

You have the right to **opt out** of electronic communications at any time and to revert to paper format by writing to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD.

6. Payments of Dividends to your Bank Account

If you wish that any B Shares for which your subscription amount is accepted are issued to your CREST/non-CREST nominee, please discuss your dividend payment options with your nominee and leave this section blank.

Otherwise, if you would like all dividends that may from time to time become due on any B Shares now standing or which may hereafter stand, in your name on the register of members of the Company to be paid directly into your bank or building society please provide the relevant details below. Alternatively, you will be sent a cheque.

The Company cannot accept responsibility if any details provided by you are incorrect.

Account name:
Account number (please quote all digits including zeros):
Sort code:
Name of bank or building society:
Building society reference or roll number (if applicable):

7. Declaration and Signature

By completing this application and making payment, I HEREBY DECLARE THAT

- 1 My decision to invest has been made on the basis of information in the Prospectus and any Key Information Document (KID) that has been made available in relation to the B Shares (on the Company's website at <https://senecavct.co.uk/current-offer/>, or which can be obtained free of charge upon written request to the Company);
- 2 I have read the Terms and Conditions of Application in the Prospectus and agree to be bound by them;
- 3 I have provided accurate information, to the best of my knowledge;
- 4 I agree to the Company facilitating payment of my financial intermediary's fees and charges as set out in Section 9 (including without limitation the initial/trail commission as set out in Section 10);
- 5 I agree to receive dividends in the manner as set out in Section 6;
- 6 I acknowledge that the information contained in this form and information regarding the Shareholder and any reportable accounts may be provided to the tax authorities of the country in which this account is maintained and exchanged with the tax authorities of another country or countries in which the Shareholder may be tax resident pursuant to intergovernmental agreements to exchange financial account information;
- 7 I confirm I have read and understood the above privacy notice which explains how my information will be used to enable the Company to process my Application and manage my on-going investment;
- 8 I consent to the Company or a third party acting on the Company's behalf undertaking an online identity check for the purposes of the ML Regulations; and
- 9 I understand this is a LONG-TERM investment and have read the RISK FACTORS as set out in the Prospectus.

8. Details of financial advisers or execution only brokers (together “intermediaries”) (if any)

All intermediaries MUST advise their clients of the risk factors set out on pages 11 to 15 of the Prospectus.

Network details (if applicable)

Network firm name:	Network firm FCA number:
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Financial intermediary firm details

Firm name:	Firm FCA number:
Individual Adviser / Intermediary name:	
Individual Adviser / Intermediary FCA number:	Individual Adviser / Intermediary reference number:
Administrative contact:	Telephone number:
E-mail address:	
Financial intermediary firm address:	
	Postcode:

Please tick one of the following:

Option A

I have provided financial advice to my client in respect of the Offer and my client is not a Professional Client.

GO TO SECTION 9

OR

Option B

I have acted for my client in an execution only capacity in respect of the Offer and/or my client is a Professional Client.

GO TO SECTION 10

9. Direct Payment of Adviser Charges to a financial adviser (for Applications in respect of which intermediaries have offered financial advice) (To be completed by you and the intermediary whose details are in Section 8)

Option A

I have agreed to pay fees direct to my financial adviser for advice relating to my investment on the basis agreed between us. I therefore do not require facilitation of any payment from my investment.

Option B

I have agreed to pay my financial adviser detailed in Section 8 a one-off Adviser Charge (up to a maximum of 4.5% of the total Application amount) for advice relating to my investment. I hereby instruct the payment of the following amount, as stated in the box below, from my Application amount stated in box 2C above and its remittance to my financial adviser on my behalf.

£

If in this Application form I am investing in each tax year, I agree to the amount stated above being paid in relation to the total of the amounts stated in boxes 2A and 2B above (such payment to be applied in proportion to the amounts stated in each of those boxes).

I understand that if my financial adviser's fee includes VAT, I may remain liable for the VAT element.

10. (i) **If no trail commission is wanted, initial commission of up to 2.5% in total of the subscription amount may be paid for Applications in respect of which financial intermediaries have offered NO financial advice or their client is a Professional Client. (To be completed by you and the intermediary whose details are in Section 8)**

% of the subscription amount which should be waived in favour of additional shares for the Applicant by the financial intermediary in relation to initial commission

- (ii) **If trail commission is wanted, initial commission of up to 2% of the subscribed amount and trail commission of up to 0.5% per annum for a maximum of 4 years may be paid for Applications in respect of which financial intermediaries have offered NO financial advice or their client is a Professional Client. (To be completed by you and the intermediary whose details are in Section 8)**

% of the subscription amount which should be waived in favour of additional shares for the Applicant by the financial intermediary in relation to initial commission

11. Direct Payment of either facilitated Adviser Charge or initial commission to a bank account. (To be completed by the intermediary whose details are in Section 8)

If you would like your fees OR commission to be paid directly into your bank or building society, please provide your Bank or Building Society details below. The Company and Neville Registrars Limited cannot accept responsibility if any details provided by you are incorrect.

Account name:
Account number (please quote all digits including zeros):
Sort code:
Name of bank or building society:
Building society reference or roll number (if applicable):
Financial intermediary firm fee reference number (if applicable):
Finance department email (required for the issue of fee statements) ¹ :

12. Financial intermediary firm certificate and signature

By submitting this Application form, we, the financial intermediary firm identified in Section 8 above confirm that:

1. We have read and understood, and agree to be bound by, the Terms and Conditions of Application and other terms set out in the Prospectus and as further set out in this Application form (including without limitation the initial/trail commission as set out in Section 10);
2. We have applied customer due diligence measures on a risk sensitive basis in respect of the Application to the standard required by the ML Regulations within the guidance for the UK financial sector issued by the Joint Money Laundering Steering Group and in the event that the Company, the Investment Manager and/or the Receiving Agent require additional information in order to accept the subscription, we will provide it to them within two Business Days of receiving their request;
3. Where we have provided advice to the Applicant in connection with an investment in the Company, such investment is considered to be a suitable investment for the Applicant in their current circumstances;
4. Our details included in this Application form are true and accurate; and
5. We undertake to forthwith notify the Company of any changes to our details provided above and/or if the Applicant ceases to be our client in respect of his or her investment in the Company.

Notes on the paper Application form and Payment Instructions

It is essential that you complete all relevant parts of the Application form in accordance with the instructions in these notes.

You may send a scanned copy of the completed paper Application form by email to enquiries@senecapartners.co.uk or a hardcopy by post, or deliver it by hand (during normal business hours), to Seneca Partners Limited, 9 The Parks, Haydock WA12 0JQ.

If you have any questions on how to complete the Application please contact Neville Registrars Limited on telephone 0121 585 1131, or email support@nevilleregistrars.co.uk, or speak to your financial adviser.

Save where the context otherwise requires, words and expressions defined in the prospectus issued by Seneca Growth Capital VCT Plc on 29 October 2021 have the same meanings when used in these notes.

PLEASE NOTE: IF YOU ARE A NOMINEE APPLYING ON BEHALF OF A BLOCK OF INVESTORS, PLEASE DO NOT COMPLETE THE APPLICATION FORM ATTACHED. INSTEAD, PLEASE CONTACT THE RECEIVING AGENT FOR ALTERNATIVE INSTRUCTIONS.

Payment Instructions

- 1 Amount for which you wish to apply including (where relevant) any Adviser Charges the payment of which you would like the Company to facilitate: Insert (in figures) in boxes A and B in Section 2 the amount for which you wish to apply in relation to each individual tax year and insert (in figures) the total in box C. You are able to specify in which individual tax year you invest. The Application must be for a minimum of £3,000 and above that minimum in multiples of £1,000.

Payment can be made by electronic transfer, or cheque/bankers' draft for accessibility purposes only. Your payment must relate solely to this Application.

Electronic Transfer

If you wish to pay by electronic transfer, please transfer the exact amount shown in Box 2C to:

Bank: NatWest

Account Name: Neville Registrars

Sort code: 60-09-39

Account Number: 78719259

IBAN: GB75NWBK60093978719259

BIC: NWBKGB2L

Reference: Your initials and phone number (e.g. JB01484240910)

To allow sufficient time for your electronic transfer to clear, please note the following deadlines for receipt of Application and Application amounts:

- Noon on 4 April 2022 in respect of an Application for B Shares to be made in relation to the 2021/2022 tax year; and

- Noon on 24 October 2022 in respect of an Application for B Shares to be made in relation to the 2022/2023 tax year, unless the Offer is closed earlier.

If you have any questions, please contact Neville Registrars Limited on telephone 0121 585 1131, or email support@nevilleregistrars.co.uk.

Paying by Cheque

We will accept payment by cheque for those that are unable to pay electronically but encourage all Applicants to please pay by Electronic Transfer where possible. To pay by cheque or bankers' draft, please attach a cheque or bankers' draft to the Application form for the exact amount shown in Box 2C. Your cheque or bankers' draft must be made payable to "Neville Registrars Limited" and crossed "A/C Payee only". Please reference the

back of your cheque with your initials and phone number (e.g. JB01484240910). Your payment must relate solely to this Application. Cheques may be presented for payment on receipt. Application forms accompanied by a post-dated cheque will not be processed until the cheque can be presented and will not be treated as being received by the Receiving Agent until that date.

To allow sufficient time for your cheque to clear, please note the following deadlines for receipt of Applications and Application amounts (if you post your Application form you are recommended to use first class post and allow at least four days for delivery):

-Midday on 22 March 2022 in respect of an Application for B Shares to be made in relation to the 2021/2022 tax year; and

-Midday on 11 October 2022 in respect of an Application for B Shares to be made in relation to the 2022/2023 tax year, unless the Offer is closed earlier.

Your electronic transfer, cheque or bankers' draft must be drawn in sterling on an account with a United Kingdom or European Union regulated credit institution, and which is in the sole or joint name of the Applicant and must bear, if a cheque, the appropriate sort code in the top right-hand corner. Electronic transfers using this Application form should reference the Investor's initials and phone number.

The right is reserved to reject any application in respect of which the Applicant's electronic transfer, cheque or bankers' draft has not been cleared on first presentation. Any monies returned will be sent through the post at the risk of the persons entitled thereto by cheque crossed "A/C Payee only" in favour of the Applicant without interest.

Money Laundering Notice

- 2 To ensure compliance with the Money Laundering Regulations 2017, it is also a term of your Application that Neville Registrars Limited will utilise an online verification process operated by Equifax, and will submit your basic details for verification (that is to say, your name, address and date of birth or, if you are a body corporate, nominee, or trust; the same details of those persons whom have significant control over the entity, such as directors or trustees). In the unlikely event that we are unable to verify your information in this manner, we will then provide your basic details to SmartSearch (whose principal data partners are Experian and Equifax). Privacy policies for Equifax, SmartSearch, and Experian may be found on their respective websites.

Should online verification of your information still be unsuccessful, investors may instead be required to provide original or certified copy documents following completion of this Application to our registered office as detailed above.

Should you not wish for your information to be provided to Equifax, SmartSearch, and/or Experian in this manner, please discontinue your application and contact Neville Registrars in order to explore the possibility of only providing original or certified copy documents directly to us as part of your application.

Please note that until such time as the above checks have been completed, your funds may not be released to the Issuer, or returned to you.

For an Application made through a financial intermediary: verification of the Applicant's identity is provided as detailed in and confirmed by the completion of Section 12 of the Application by the financial intermediary

For an Application made directly (not through a financial intermediary): the Receiving Agent will arrange for a third party acting on the Company's behalf to undertake an online identity check for the purposes of the ML Regulations. The Company still reserves the right, however, to request identity documentation if needed. If required, the following identity documentation may be requested:

- a. a certified copy of either your passport or driving licence; and
- b. a recent (no more than three months old) original bank or building society statement, or utility bill, or recent tax bill, in your name.

If the above documents are requested, copies should be certified by a solicitor or a bank. Original documents will be returned by post at your risk. If a cheque or electronic transfer is drawn by a third party, the above will also be required from that third party.

- 3 Name and address, etc: Insert (using block capitals) in Section 1 your full name, full address including the post code, e-mail address, daytime telephone number, National Insurance number and date of birth. If applicable provide details of other countries where you are a tax resident and provide your tax identification number for each jurisdiction. You must inform us if you are a US citizen.
- 4 Declaration: By completing the Application form in Section 7 you agree to invest in the Company in accordance with the Terms and Conditions as set out in Part 6 of the Prospectus.

Administration of Shareholder Account

- 5 Section 6 of the Application form allows you to indicate whether you would like to have dividends paid directly into your bank account. Dividends paid directly into your account will be paid in cleared funds on the dividend payment date. Your bank or building society statement will identify details of the dividends as well as the dates and amounts paid. Dividends paid by cheque will be sent to the Shareholder's registered address using standard mail delivery at the Shareholder's own risk if Section 6 is not completed. The Company's Registrar will charge administration fees for re-issuing cheques.
- 6 Financial intermediaries' details: in order to assist in the making of the Application, and to process the payment (if any) of any Adviser Charges or payment of commission from the Application amount the Applicant has provided – appropriately authorised financial intermediaries should complete Sections 8 and 9 or 10, giving their contact name, address and their FCA number. Please note the financial advisers' obligations to advise their clients of the risk factors set out on pages 11 to 15 of the Prospectus.
- 7 Bank details for one-off fees or commission: Financial intermediaries who are entitled to receive a one-off Adviser Charge or commission can choose to have these paid directly to their bank account. In order to facilitate this, please complete Section 11 of the Application form.



Seneca Partners Limited
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senecapartners.co.uk

Seneca Partners Limited is authorised and
regulated by the Financial Conduct Authority