



Seneca Growth Capital VCT Plc

Application Form

Offer for Subscription to raise up to £10 million
of B Shares with an over-allotment facility of up
to a further £10 million



13 October 2020

Please pin or staple your cheque or bankers' draft here unless payment is being made via Electronic Transfer.

**Seneca
Growth
Capital VCT
Plc
B Shares
Application 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 13 October 2020 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 APPLICATIONS: The Company also accepts Applications online. To make an Application online, please visit <https://senecavct.co.uk/key-documents/> and follow the instructions.

1. **Personal Details**

Title*:	Forename(s)*:		
Surname*:			
Address*:			
Postcode*:	Telephone number*:		
Previous address (if less than 3 years at current address):			
Email address*:			
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 would like 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 2020/2021) + A £

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

Total Application amount (A+B) C £

Total subscription amount (Application amount excluding any Adviser Charges to be facilitated) to be not less than £3,000 (multiples of £1,000 thereafter)

Payment Method**

Cheque drawn from an account in my own or joint name / Banker's Draft which I have referenced using my initial(s) and the phone number provided in Section 1

Electronic transfer from an account in my own or joint name, which I have referenced using my initial(s) and the phone number provided in Section 1

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

** Details on where to send your cheque or electronic funds can be found in paragraph 1 of the Notes on the Application Form and Payment Instructions.

3. Anti-money Laundering Requirements

If the amount of your Application is less than the Sterling equivalent of €15,000 (for these purposes, approximately £13,500, as at the date of the Prospectus), or is one of a series of linked Applications, the value of which is less than that amount, then you do not need to provide further verification of your identity with your Application Form.

If the amount of your Application is greater than or equal to the Sterling equivalent of €15,000, (for these purposes, approximately £13,500, as at the date of the Prospectus), or is one of a series of linked Applications, the value of which is greater than or equal to that amount, then please provide verification of your identity through:

A: The signed certificate provided in Section 12 of this Application Form

OR

B: The documents enclosed with this Application Form as stated in Section 2 in Notes on the Application Form and Payment Instructions.

By completing and signing this Application Form, you consent to the Company, or a third party acting on the Company's behalf, undertaking an online identity check for the purpose of ML Regulations where necessary.

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

I am an:

Existing Shareholder Existing Seneca Investor

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.

We will notify you when documents and information are available to access on the website and we will provide you with:

- the address of the website;
- the place on the website where the documents and information may be accessed; and
- details of how to access the documents or information.

Please confirm your agreement to the Company sending or supplying documents and information to you in electronic form by providing your email address for these purposes. If you do not provide an email address in the box below, we are obliged to send you notifications by letter, to the address in Section 1.

Email address:

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.

PRIVACY NOTICE

Your personal data will be used by Seneca Partners Limited, The City Partnership (UK) Limited, the Company and any other third-party advisers or intermediaries as follows:

- 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.

If we rely on your consent as our legal basis for processing your personal information you have the right to withdraw that consent at any time by contacting us by telephone on 0121 585 1131, or in writing to: Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD.

We will not share your data with any other party other than those listed above unless required to do so by law.

A full version of the privacy policy is available on request from enquiries@senecapartners.co.uk or by phone at 01942 271 746

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 signing this form, 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 www.senecavct.co.uk/key-documents/, 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.

Signature:	Date:
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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 deduction 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 deducted from the total of the amounts stated in boxes 2A and 2B above (such deduction 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 The City Partnership (UK) 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 :

¹ Please note that a £5 charge shall be levied by the Receiving Agent against any financial intermediary firm requesting copies of fee statements that have previously been issued.

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.

Name of authorized signatory of financial intermediary firm*
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Signature:	Date:
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Notes on the 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. Please send the completed Application Form, together with your cheque or bankers' draft, by post, or deliver it by hand (during normal business hours), to The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH. If you have any questions on how to complete the Application Form please contact The City Partnership (UK) Limited on telephone 01484 240910, or email ra@city.uk.com, 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 13 October 2020 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 (this being subject, if relevant, to the deduction of any Adviser Charges in relation to the amounts you have inserted – see Option B in Section 9 of the Application Form). You are able to specify in which individual tax year you invest. The Application must be for a minimum of £3,000 (net of any facilitated Adviser Charges) and above that minimum in multiples of £1,000.

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

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

Account name: Seneca Growth Capital VCT Plc

Account number: 16299041

Sort code: 16-00-15

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 (if you post your Application Form you are recommended to use first class post and allow at least four days for delivery):

-Midday on 30 March 2021 in respect of an Application for B Shares to be made in relation to the 2020/2021 tax year; and

-Midday on 26 May 2021 in respect of an Application for B Shares to be made in relation to the 2021/2022 tax year.

If you have any questions, please contact The City Partnership (UK) Limited at email ra@city.uk.com or telephone 01484 240910.

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 "Seneca Growth Capital VCT Plc" 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 19 March 2021 in respect of an Application for B Shares to be made in relation to the 2020/2021 tax year; and

-Midday on 17 May 2021 in respect of an Application for B Shares to be made in relation to the 2021/2022 tax year.

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 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 Important procedures for applications of at least the sterling equivalent of €15,000 (for these purposes approximately £13,500 as at the date of the Prospectus), or more. The verification of identity requirements in the ML regulations will apply and verification of the identity of the Applicant may be required. Failure to provide the necessary evidence of identity may result in your application being treated as invalid or result in a delay.

If the amount of your application is for the sterling equivalent of €15,000 (for these purposes approximately £13,500 as at the date of the Prospectus document), or more or is one of a series of linked applications, the value of which exceeds that amount, then please provide the information set out in A or B below (as appropriate).

A

Application is made through a financial intermediary: verification of the Applicant's identity is provided by the completion of Section 12 of the Application Form by the financial intermediary

Or

B

Application is made directly (not through a financial intermediary): please ensure that the following documents are enclosed with the Application Form:

- 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.

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.

If your Application is made directly (not through a financial intermediary) and suitable AML documentation is not received with your Application Form then 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.

- 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 Signature and date: Sign and date the Application Form in Section 7. By signing and dating this form 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 deduction (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
9 The Parks
Haydock
WA12 0JQ

T: 01942 271746
W: www.senecapartners.co.uk

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