



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**



16 July 2019

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 16 July 2019 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.

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.

1. Personal Details

Title*:	Forename(s)*:		
Surname*:			
Address *:			
Post Code *:		Daytime Telephone Number:	
Previous address (if less than 3 years at current address):			
Email address *:			
Date of Birth *:		National Insurance Number *:	
Countries where you are tax resident*:			
Please tick this box if you are a US citizen*:			<input type="checkbox"/>
Please provide your taxpayer identification number (TIN) for each jurisdiction of tax residence other than the UK*:			
Code, if applicable			

* mandatory fields

2. Subscription Details

Application for B Shares (in income tax year 2019/2020) +	A £	<input type="text"/>
Application for B Shares (in income tax year 2020/2021) +	B £	<input type="text"/>
Total (A+B)	C £	<input type="text"/>
<i>Total (A+B) to be not less than £5,000 (multiples of £1,000 thereafter)</i>		
Box 2a Total per cheque/bankers' draft	£	<input type="text"/>
Box 2b Total per electronic transfer	£	<input type="text"/>

+ Including any Adviser Charges to be facilitated (see Section 10 - Option B of this form)

Cheque

Make your cheque or bankers' draft out to "Seneca Growth Capital VCT Plc" and cross it with the words "A/C Payee only". Please complete Box 2a above. Return this form by post or by hand (during normal business hours) to The City Partnership (UK) Limited, 110 George Street, Edinburgh EH2 4LH. so as to arrive by no later than midday on 25 March 2020 in respect of an application for B Shares to be made in relation to the 2019/2020 tax year or midday on 1 July 2020 in respect of an application for B Shares to be made in relation to the 2020/2021 tax year. If you post your Application Form you are recommended to use first class post and allow at least four days for delivery.

Electronic Transfer

If you wish to pay by electronic transfer, please use the following details: account name "Seneca Growth Capital VCT Plc"; account number 16299041; sort code 16-00-15. Please complete Box 2b above. Return this form by post or by hand (during normal business hours) to The City Partnership (UK) Limited, 110 George Street, Edinburgh EH2 4LH so as to arrive by no later than midday on 1 April 2020 in respect of an application for B Shares to be made in relation to the 2019/2020 tax year or midday on 7 July 2020 in respect of an application for B Shares to be made in relation to the 2020/2021 tax year. If you post your Application Form you are recommended to use first class post and allow at least four days for delivery.

3. Online Anti-money Laundering Identity Check

By ticking this box 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:

4. Declaration and Signature

By signing this form I HEREBY DECLARE THAT (i) 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); (ii) I have read the Terms and Conditions of Application in the Prospectus and agree to be bound by them; and (iii) 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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5. Existing Shareholder (of Ordinary Shares or B Shares) or Existing Seneca Investor

Please tick this box if you are an Existing Shareholder

If your existing Shares are held in the name of a nominee, please insert their name and address in this box:

Name:	
Address:	

Please tick this box if you are an Existing Seneca Investor

Please tick this box to receive periodic news, updates and offers from the Seneca group

Please tick this box to receive Onside Magazine (Seneca's biannual magazine)

PLEASE TICK THIS BOX IF YOU WOULD PREFER TO RECEIVE ACKNOWLEDGEMENT OF THE RECEIPT OF YOUR APPLICATION BY POST INSTEAD OF EMAIL.

Administration of Shareholder Account

Please complete Sections 6, 7 and 8 as applicable.

6. Communications

Electronic Communications (Companies Act 2006)

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 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 complete ***either***:

A.

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:

or

B.

If you would prefer to receive hard copy documents **please tick the box here**

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 to the above 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

7. Payments of Dividends to your Bank Account

If you would like your dividends to be paid directly into your bank or building society please tick this box.

Please provide your Bank or Building Society details below. 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:

8. Dividend Payment Authorisation

Please forward, until further notice, all dividends that may from time to time become due on any B Shares now standing or which may hereafter stand, in my name in the register of members of the Company to the account noted above.

Full Name:		
Signature:	Date:	Post Code:

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

(To be completed by intermediaries only. FCA number must be quoted.)

All intermediaries MUST advise their clients of the risk factors set out on pages 19 to 23 of the Prospectus.

Firm Name:		
Contact (Adviser/Broker/Administrator) (delete as appropriate):		
E-mail address:		
FCA Number:	Telephone No:	Address:
		Post Code:
Internal Reference Number:		

Please tick one of the following:

Option A

Tick Box

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

GO TO SECTION 10

OR

Option B

Tick Box

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 11

10. 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 9)

Option A

Tick Box

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

Tick Box

I have agreed to pay my financial adviser detailed in Section 9 a one-off Adviser Charge (up to a maximum of 4.5% of the sum subscribed) for advice relating to my investment. I hereby instruct the deduction of the following amount, as stated in the box below, from my subscription 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 A and B in Section 2 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.

Signed by Applicant:

Confirmed by financial adviser:

11. (i) **If an execution only broker does not want trail commission, initial commission of up to 2.5% in total of the sum subscribed 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 9)**

% of the sum subscribed which should be paid to the execution only broker or financial intermediary as initial commission

% of the sum subscribed which should be waived in favour of additional shares for the Applicant by the execution only broker or financial intermediary in relation to commission

(ii) **If an execution only broker wants trail commission, initial commission of up to 2% of the sum subscribed and trail commission 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 9)**

% of the sum subscribed which should be paid to the execution only broker as initial commission

% of the sum subscribed which should be waived in favour of additional shares for the Applicant by the execution only broker in relation to initial commission

Signed by Applicant:

Confirmed by execution only broker
or financial intermediary:

12. **Direct Payment of facilitated Adviser Charge (for applications in respect of which intermediaries have offered financial advice) and initial commission to a bank account. (To be completed by the intermediary whose details are in Section 9)**

If you would like your fees OR commission to be paid directly into your bank or building society please tick this box.

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:

Please forward all Adviser Charges or initial commission due as a result of my client's investment in the Company

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, 110 George Street, Edinburgh EH2 4LH. If you have any questions on how to complete the Application Form please contact The City Partnership (UK) Limited on telephone 0131 243 7210, 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 16 July 2019 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 subscribe: Insert (in figures) in boxes A and B in Section 2 the amount for which you wish to subscribe 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 Box 10 of the Application Form). You are able to specify in which individual tax year you invest. The application must be for a minimum of £5,000 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 required funds to:

Account name: Seneca Growth Capital VCT Plc
Account number: 16299041
Sort code: 16-00-15

If you have any questions please contact The City Partnership (UK) Limited at email ra@city.uk.com or telephone 0131 243 7210.

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 2a. Your cheque or bankers' draft must be made payable to "Seneca Growth Capital VCT Plc" and crossed "A/C Payee only". 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.

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 surname, initial and postcode of the investor.

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 £13,000 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 £13,000 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 documents set out in A or B below (as appropriate).

If, however, you tick the box in Section 3 of the Application Form (Online Anti-Money Laundering Identity Check), 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 (and in that case no identity documentation need be provided with your Application Form). The Company still reserves the right, however, to request identity documentation if needed.

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.

A

Application is made through an IFA: verification of the Applicant's identity may be provided by means of a "Letter of Introduction" or "Confirmation of Verification of Identity" from an IFA or other regulated person (such as a solicitor or accountant) who is a member of a regulatory authority and is required to comply with the ML Regulations or a UK or EC financial institution (such as a bank). The City Partnership (UK) Limited will supply specimen wording on request.

Or

B

Application is made directly (not through an IFA): 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.

- 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 4. 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 Sections 7 and 8 of the Application Form allow you to indicate whether you would like to have dividends paid directly into your bank account. Dividends paid by cheque will be sent to the Shareholder's registered address using the standard mail delivery at the Shareholder's own risk if neither Section 7 nor 8 is completed. The Company's Registrar will charge administration fees for re-issuing cheques.
- 6 Payment to your bank account: In order to facilitate the payment of dividends on any B Shares held in the Company directly to your bank or building society account, please complete Section 7 of the Application Form. 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.
- 7 Signature, date and post code: Please sign and date the Administration of Shareholder Account in Section 8 of the Application Form. By signing and dating this section of the form you authorise the Company's Registrar to administer your shareholding in accordance with the instructions noted in sections 7 and 8 of the Application Form. 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 subscription the Applicant has provided – appropriately authorised financial intermediaries should complete Sections 9 and 10 or 11, 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 19 to 23 of the Prospectus.
- 8 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 12 of the Application Form.



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W: www.senecapartners.co.uk

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