



nucleus^o platform

Unquoted Share Questionnaire - Top-up

Must be recommended by a regulated financial adviser

Please complete this form in BLOCK CAPITALS and return it by:

- post to Nucleus, Suite 202 Warner House, 123 Castle Street, Salisbury, SP1 3TB, or
- secure message via your online account with us.

If you need any help, please call your Customer Support Team or our general enquiry number 03455 212 414.

Using this form

Please provide the information required for top-up investment in unquoted shares.

Please note that the proportion of the SIPP invested into all specialist investments is limited to 40% of the total value of the SIPP (at the point of investment). The top-up cannot proceed if, post-investment, the total value of all specialist investments held within the SIPP will represent more than 40% of the overall value of the SIPP. In addition, the top-up cannot proceed if, post-investment, the SIPP along with persons connected to the SIPP, will hold 20% or more of the relevant company's shares. If either or both of these thresholds is breached, the top-up cannot proceed.

This form should only be used where a top-up to a SIPP's existing unquoted share holding is required. Where the top-up purchase takes place more than 60 days after the original purchase you will need to provide new confirmation of the current market price for shares, such as an independent valuation. Please contact us if you are unsure about what is acceptable.

In order to purchase additional unquoted shares, you are required to have taken the advice and recommendation of a FCA regulated adviser. We may also need evidence that you are categorised as a Sophisticated and/or High Net Worth investor. Please contact us for further details relating to client categorisation.

If any new company accounts have become available since the original purchase then please provide them. If the Memorandum or Articles of Association have changed then please provide the latest versions and any investor updates. We will also need an up-to-date post-investment completion shareholder list, and always require a copy of the financial adviser recommendation. Nucleus is not authorised to give financial advice.

If you do not have a financial adviser and would like to speak to one, you can obtain a list of financial advisers local to your area by visiting [moneyhelper.org.uk](https://www.moneyhelper.org.uk) or by calling MoneyHelper on 0800 011 3797.

Please complete the following details and sign the declaration at the end.

Important: If you are considering making an investment in unquoted shares please ensure that you have read and understood our Specialist Investments (also known as Non-Standard Investments) Guide for Clients and Advisers before applying to purchase this type of investment.

If you disclose personal information about a third party, please ensure you have their permission and have informed them of the purposes for which their information will be processed, before doing so.

Section 1 - SIPP details

Customer name

Customer reference number

Please advise whether there is any connection whatsoever between the vendors / existing directors / existing shareholders and the member (for a definition of 'connected party', please refer to our published guidance on unquoted share purchases referred to above).

Section 2 - Company details

Name of company in which shares are to be purchased

Company registered address

Postcode

Company registered number

Company's country of residence

Company's nature of business

If there is any connection as described directly above, please give the name, address and qualification of the independent, professionally qualified valuer who will provide a valuation of the shares being purchased by your SIPP

Name

Address

Postcode

Section 3a - Vendor's details

Vendor name and address or if the company is issuing the shares, please specify.

Vendor

Name

Address

Postcode

Qualification

Have you made any loans to the company?

Yes

No

If Yes, please give details:

Section 3b - Vendor's bank details

Vendor's bank account details to which purchase funds should be transferred.

Bank or building society

Branch address

Postcode

Sort code

Account number

Account name

Section 4 - Share details

Amount to be invested by the SIPP named in Section 1 in the purchase of shares in the above company.(£)

Number of shares to be purchased

Price per share

Class of share to be purchased

If the investment is allowed to proceed, what is the aggregate percentage of total issued share capital that the SIPP, yourself and any connected parties will own?

%

If the investment is allowed to proceed, how much of the following will you personally and the SIPP, together with any connected parties, hold?

Dividend rights(%)

Voting rights(%)

Rights to assets(%)

If the proposed share purchase proceeds, will the SIPP customer and any connected party together own 20% or more of the company's shares, including shares already held?

Yes

No

If the answer is Yes, the purchase will not be able to proceed.

If at any stage in the future, the SIPP, member and any connected party together own 20% or more of the total issued share capital, dividend rights, voting rights or rights to assets then HM Revenue and Customs (HMRC) rules may be breached. This could result in tax charges on both you personally and your SIPP.


- h. I agree that I will be responsible for, and will bear, any claims, costs, actions or demands arising in connection with this investment, and that neither the Scheme Administrator nor the Professional Trustee shall be responsible for them. I agree to reimburse the Scheme Administrator and Professional Trustee for any such amounts.
- i. I accept that the liability of the Scheme Administrator and the Professional Trustee in connection with this investment shall at all times be limited to the value of the assets held within the SIPP named in Section 1, save where the Scheme Administrator and/or the Professional Trustee acts in breach of trust or either firm's liability results from the wilful default, negligence or fraud of its officers(s) or employee(s).
- j. I accept that unquoted shares are a very high risk investment and I may lose some or all of the money invested in them. I am aware that there is not an official market for the shares which might make them difficult to sell. I am also aware that the level of profit the company named in section 2 makes will dictate the attractiveness of the shares to any purchaser and therefore if the company declines to pay a dividend or the profits of the company do not meet expectations then the shares might be unattractive to any prospective buyer which might make them difficult to sell. I fully accept that these and other risks may adversely affect the value of my investment and fully accept the risk in making the investment.


Customer's signature


Customer's name

Date (DD/MM/YYYY)

If you have any queries then please do not hesitate to contact the Investment Oversight Team at investmentoversight@nucleusfinancial.com.

 03455 212 414

 ask@nucleusfinancial.com

 nucleusfinancial.com

For literature in alternative formats, such as Braille, large print, audio or E-text, please call us on 03455 212 414, or via the Typetalk service on 18001 03455 212 414.

"Nucleus" is the trading name for Nucleus Financial Platforms Limited (NFPL) (registered in England, number 06033126), Nucleus Group Services Limited (NGSL) (registered in England, number 02538532); James Hay Services Limited (JHS) (registered in Jersey, number 77318); James Hay Administration Company Limited (JHAC) (registered in England, number 04068398); James Hay Pension Trustees Limited (JHPT) (registered in England, number 01435887); James Hay Wrap Managers Limited (JHWM) (registered in England, number 04773695); James Hay Wrap Nominee Company Limited (JHWNC) (registered in England, number 07259308); Nucleus Financial Services Limited (NFS) (registered in England, number 05629686). NFPL, NFS, NGSL, JHAC, JHPT, JHWM, JHWNC have their registered office at Suite B & C, First Floor, Milford House, 43-55 Milford Street, Salisbury, SP1 2BP. JHS has its registered office at Aztec Group House, IFC6, The Esplanade, St Helier, Jersey, JE4 0QH. JHAC, JHWM and NFS are authorised and regulated by the Financial Conduct Authority. NFPL, NGSL, NFS, JHWM, JHPT, JHAC and JHS are members of a VAT group with VAT registration number 514 0358 80. All companies are wholly owned subsidiaries of NFPL. Further details of the Nucleus Group can be found at nucleusfinancial.com (12/25)