

Unquoted Share Questionnaire

- For an investment in shares not quoted on a HMRC recognised stock exchange.
- This form should be completed and signed by the Member Trustees.
- Please complete this document in full and ensure it is accompanied by the items listed below.

This document forms a legally binding agreement between you and us.

1. Pension Scheme Name

Scheme Name

2. Details of the company in which shares are being acquired

Full Company Name

Registered Office Address

Company Registered Number

If not UK Registered, the country of the company's residence and its registered number

Description of the nature of the company's trade or business

The business operation and market sector it operates in

An overview of the company's marketing strategy and target investors

Is the company a sponsoring employer of the pension scheme?

Yes

No

Note: See our guideline for sponsoring employer definition

3. Assets, Ownership and Activity

Is the company trading?

Yes

No

List the current assets of the company (give **specific** details)

Asset	Approximate Value (£)	% of company assets

Note: If you require more space, please use a separate sheet.

Note: If a current value is not available, please use the last balance sheet value.

If any of the above assets are shares in another unquoted company, please list the assets of that company

Asset	Approximate Value (£)	% of company assets

Note: If you require more space, please use a separate sheet.

Note: If a current value is not available, please use the last balance sheet value.

Please give details of the pension scheme Member Trustees' or any connected parties rights to use or occupy the company's assets or benefit from this investment

Note: For example, rights to use the company's residential properties, personal use of office equipment, company cars etc or to receive shareholder benefits such as corporate entertainment.

Please provide details of the shareholders / directors of the company being acquired and their percentage ownership

Name	Address	Shareholding	Director? Y/N	Connected Party Y/N
		%	<input type="checkbox"/>	<input type="checkbox"/>
		%	<input type="checkbox"/>	<input type="checkbox"/>
		%	<input type="checkbox"/>	<input type="checkbox"/>
		%	<input type="checkbox"/>	<input type="checkbox"/>
		%	<input type="checkbox"/>	<input type="checkbox"/>
		%	<input type="checkbox"/>	<input type="checkbox"/>
		%	<input type="checkbox"/>	<input type="checkbox"/>
		%	<input type="checkbox"/>	<input type="checkbox"/>

- If there are more shareholders/directors, please continue on a separate sheet.
- If there is more than one share class, please specify the class held by each shareholder.
- Please state any connection between the shareholders/directors above and the members, trustees and sponsoring employer(s) of the pension scheme.
- Please see our Unquoted Share Guideline for the definitions of connected parties.
- Note: a connection includes any family connections, common directorships and/or shareholdings, partnerships, trusteeships and/or settlors of a trust and membership of the same pension scheme. Connections must include indirect relationships e.g. a connection to a company that is connected to another company.

How did the Member Trustees become aware of the investment opportunity?

4. Vendor's Details

Vendor Name	Address	Shareholding To be sold	Director? Y/N	Connected Party Y/N
		%	<input type="checkbox"/>	<input type="checkbox"/>
		%	<input type="checkbox"/>	<input type="checkbox"/>
		%	<input type="checkbox"/>	<input type="checkbox"/>
		%	<input type="checkbox"/>	<input type="checkbox"/>
		%	<input type="checkbox"/>	<input type="checkbox"/>

- If there are more vendors, please continue on a separate sheet.
- If there is more than one share class, please specify the class being sold by each vendor.

Please give details of **any** connection between the vendor(s) the members, trustees and sponsoring employer(s) of the pension scheme.

Note: please see our Unquoted Share Guideline for the definitions of connected parties.

Note: details should include any family connections, common directorships and/or shareholdings, partnerships, trusteeships and/or settlors of a trust and membership of the same pension scheme. Connections must include indirect relationships e.g. a connection to a company that is connected to another company.

If there is any connection between the pension scheme and the vendor(s), please give details of the valuer who will provide a valuation of the shares being purchased.

Name	<input type="text"/>
Address	<input type="text"/>
Professional Qualifications	<input type="text"/>

Please provide details of the vendor's bank account for receipt of funds to settle the purchase

Bank Name	<input type="text"/>
Bank Address	<input type="text"/>
Sort Code	<input type="text"/>
Account Number	<input type="text"/>
IBAN Number	<input type="text"/>
Account Name	<input type="text"/>
Payment Reference to use	<input type="text"/>

Note: If an international transfer

5. Share Details

Amount to be invested by the pension scheme in the purchase	£ <input type="text"/>
Number of shares to be purchased and share class (if more than one share class please specify)	<input type="text"/>
Percentage of total issued share capital to be purchased	<input type="text"/>
Percentage of dividend and voting rights to be purchased	<input type="text"/>
Price per share	£ <input type="text"/>
How was the share price arrived at?	<input type="text"/>
If this is a new issue of shares, please give details of the company's proposed expenditure using the funds invested	<input type="text"/>

6. Declarations

- I/We wish to make the above investment and instruct Whitehall Trustees Limited to proceed with the necessary arrangements.
- I/We confirm that that I/we have read and understood the Unquoted Share Guideline provided by the Whitehall Group (UK) Ltd.
- I/We confirm that the information provided in this questionnaire is true and accurate and can be used by you for the purposes of the proposed investment to be made by a registered pension scheme of which you act as Trustee.
- I/We accept and agree that the information may be shared with HM Revenue & Customs.
- I/We authorise Whitehall Group (UK) Limited to meet any professional fees from the pension scheme funds, where these are not met within 30 days of request.
- I/We confirm that the outcome of this investment is my/our sole responsibility.
- I/We accept that Whitehall Group (UK) Limited and Whitehall Trustees Limited have provided no advice in relation to this investment and its suitability.
- I/We confirm that the business is not involved in any activity that could be construed by HM Revenue & Customs as being for the purpose of pension liberation and there are no aspects of the company's business activities that could conflict with the shares being held by a UK Registered Pension Scheme.
- I/We agree that neither the Whitehall Group (UK) Limited or Whitehall Trustees Limited or any subsidiary or associated companies will be liable for any unauthorised payment charge, unauthorised payment surcharge, scheme sanction charge or other tax charge or penalty imposed by HM Revenue and Customs in connection with this investment.
- I/We agree to the payment of fees to the Whitehall Group (UK) Limited in relation to this investment at the rate in their most recent fee schedule published on their website. I/We understand that this schedule can be amended from time to time.
- I/We agree to indemnify Whitehall Group (UK) Limited and Whitehall Trustees Limited or any subsidiary or associated companies against any claims, costs, actions or demands in relation to this investment.
- I/We recognise that this investment is being made in accordance with our powers under the trust documentation of the pension scheme.
- I/We accept that in addition to any indemnities conferred on them by law or under the trust documentation, Whitehall Group (UK) Limited and Whitehall Trustees Limited are not liable for any act or omission (including the act of delegation or sub-delegation) of the member Trustees or their advisers or their delegates or sub-delegate in relation to the exercise of powers under the trust documentation of the scheme.
- I/We indemnify Whitehall Group (UK) Limited and Whitehall Trustees Limited against any claims, costs, actions or demands in relation to the exercise of the delegated powers and duties to the member Trustees.
- I/We understand and agree that the liability of Whitehall Group (UK) Limited and Whitehall Trustees Limited or any subsidiary or associated companies in connection with this investment shall at all times be limited to the value of the assets held within the above named pension scheme, save where you act in breach of trust or either firm's liability results from the wilful default, negligence or fraud on the part of its officers(s) or employee(s).
- I/We understand and agree that I/we are fully aware of the nature and risk of making this proposed investment. Furthermore, I/we are fully aware that there may be problems in realising the investment, should the need arise in paying retirement and/or death benefits.

7. Signatures

Print Name

Signature

Member Trustee

Member Trustee

Note: All Member Trustees to sign.

Print Name

Signature

Note: All Member Trustees to sign.

Member Trustee	
Member Trustee	
Member Trustee	
Member Trustee	
Member Trustee	
Member Trustee	
Member Trustee	
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Member Trustee	
Member Trustee	

Date

8. To Proceed – Investing in Unquoted Shares

Unquoted Share Questionnaire



Accountant's solvency letter (see draft below)

A copy of the last set of audited company accounts and last company return

A copy of the company's Certificate of Incorporation and Memorandum and Articles of Association

A copy of the Information Memorandum/Business Plan if a new offer or IPO

An independent valuation of the shares to be purchased if the vendor(s) is a connected party

A copy bank statement for the vendor's bank account

Please correspond with us



enquiries@whitehallgroup.co.uk



**Whitehall Group (UK) Ltd
8-10 Bolton Street
Ramsbottom
BLO 9HX**



03302 232300

Whitehall is the trading name of:
Whitehall Group (UK) Limited, a company registered in England and Wales (Registered number 07625300), Whitehall Trustees Limited, a company registered in England and Wales (Registered number 07625294) and Whitehall Corporate Limited, a company registered in England and Wales (Registered number 7759590). All three companies have their registered office at 8-10 Bolton Street, Ramsbottom, BLO 9HX.



DRAFT

Accountant's Solvency Letter

We require a letter from the company's Accountant on their headed paper to state the following:

Dear Sirs,

Company Name:

I hereby confirm the following in relation to the above company:

1. The company is actively trading (or has been established solely for the purpose of a legitimate commercial trading activity).
2. The company is solvent and I know of no reason why it should not continue to trade actively for the foreseeable future.
3. To the best of my knowledge, the company has never been involved or has not been established for the purpose of pension liberation.
4. To the best of my knowledge there is nothing about the company's business activities that could conflict with the shares being held within a UK Registered Pension Scheme.
5. To the best of my knowledge none of the company directors are involved in any activity that could result in either the pension scheme or the Scheme Administrator being subject to Unauthorised Payment charges as defined in the Finance Act 2004 and any subsequent legislation adding to or amending the same.

Name:

Signed:

Date: