

IMPORTANT NOTICE IN RESPECT OF PROFESSIONAL CLIENT CATEGORISATION AND THE RESULTING LOSS OF PROTECTIONS

In order to be able to invest in Oxford Technology Combined SEIS and EIS Fund (the "**OT(S)EIS Fund**" or the "**Fund**"), Oxford Technology Management Limited ("**OTM**") will need to be able to categorise you as an "elective professional client". This will result in you losing the protections afforded to "retail investors".

Please note that the fact that an adviser may treat you as a "retail client" under FCA rules for the purposes of its client relationship with you, does not prevent that adviser from carrying out an assessment that you have the experience, expertise and knowledge required to understand the risks of investing in the Fund and of being categorised as an "elective professional client" for the purpose of your relationship with OTM.

Key Information

Signing this document means that you understand and accept the following:

1. That investments in start-up and early stage technology companies are very high-risk investments.
2. That if an investment in a start-up or early-stage technology company fails, the likely outcome is the total loss of the investment.
3. That an investment OT(S)EIS is illiquid. Once your investment is made you cannot get your money out again until there are exits.
4. That an investment in OT(S)EIS is a long-term investment. Exits, which cannot be guaranteed, are expected to occur in a 5-10 year timescale, or maybe even longer.
5. That you are not investing money which you cannot afford to lose, or money on which you depend for your living.
6. That by opting to be categorised and an "elective professional client" you lose the protections which are available to "retail investors".

Categorisation as an Elective Professional Client

OTM only acts for individuals who, in accordance with FCA rules, can be assessed as understanding the risks of investing in the Fund. These are set out in section Risk Factors in the Information Memorandum. Therefore, participation in the Fund is restricted to those whom OTM can categorise as elective professional clients.

You can be categorised as an elective professional client if:

- (i) OTM undertakes an adequate assessment of your expertise, experience and knowledge that gives reasonable assurance, in the light of the nature of the transactions or services envisaged, that you are capable of making your own investment decisions and understanding the risks involved. This form contains a series of questions for this purpose.
- (ii) OTM has given you a clear written warning of the protections and investor compensation rights you may lose; and
- (iii) You have stated in writing, in a separate document from the Investment Management Agreement, that you are aware of the consequences of losing such protections. Such a statement is contained in this document.

Loss of Protections

Once you have been classified as an elective professional client you will lose the protections applicable exclusively to retail clients under the FCA rules. Certain FCA rules will automatically be limited or modified in their application to you. Certain FCA rules will be capable of modification in their application to you in relation to any business carried out by OTM under the terms of the Information Memorandum.

The following protections will not apply to you as an elective professional client and an Investor in the Fund:

- (i) OTM will not be obliged to warn you of the nature of any risks involved in any potential investment in the Fund. The Key Risks of investing in the Fund are set in the Information Memorandum.
- (ii) OTM will not be obliged to disclose the basis or amount of its charges for any services provided to you or on your behalf or the amount of any other income that OTM may receive from third parties in connection with such services. The basis and amount of OTM's charges are set out in Fees section in the Information Memorandum.
- (iii) OTM will not be obliged to set out any of the prescribed contents, disclosures or risk warnings needed for retail customers in prospectuses, marketing brochures and other non-real time financial promotions material, nor will OTM be subject to the restrictions that apply to a retail client in relation to unsolicited real-time communications.
- (iv) OTM will not be required to give you the warnings required for retail clients in relation to material which may lead you to deal with or use overseas firms which are not regulated by the Financial Services and Markets Act 2000 nor will OTM have to satisfy itself that the overseas firm will deal with you in an honest and reliable way.

- (v) OTM will also not be required to comply with the FCA rules relating to restrictions on and the content of direct offer advertisements.

The following rules will be limited or modified in their application to you as an elective professional client and an investor in the Fund.

- (i) The majority of the FCA rules in relation to the form and content of financial promotions will not be applicable in respect of any financial promotion communicated or approved by OTM.
- (ii) OTM will not be required by the FCA to provide you with a periodic statement on the value and composition of your Portfolio in the Fund where you have requested OTM not to do so or where OTM has taken reasonable steps to establish that you do not want it. Your attention is drawn to clause 8 of the Investment Management Agreement pursuant to which, in particular, you will be provided with a report every three months which will give details of all your investments, including the cost and valuation of each and the method of valuation.
- (iii) OTM will comply with FCA conduct of business rule 11.2 and, to the extent applicable, take all reasonable steps to obtain, when making Investments, the best possible result for you taking into account the following execution factors: price, costs, speed, likelihood of execution and settlement, size, nature or any other consideration relevant to making investments. In doing this, OTM will take into account the following criteria for determining the relative importance of these execution factors: your categorisation as an elective professional client (rather than as a retail client); the characteristics and investment objectives of the Fund as described in the Information Memorandum and the rules of the EIS and the normal commercial practice of the counterparties and strategic partners with which the Investee Companies will do business. In particular, factors such as the suitability, expertise and market position of counterparties and strategic partners may be more important than price in obtaining the best possible execution result in the context of achieving the investment objective.

Under FCA rules you are responsible for keeping OTM informed of any change, which may affect your categorisation as an elective professional client.

You may request, at any time, that you no longer be treated as an elective professional client, However, if you are reclassified as a retail client, OTM may terminate the Investment Management Agreement pursuant to Clause 15.

If you have a complaint regarding the services provided under the Investment Management Agreement you may raise the complaint with your independent financial adviser or directly with OTM by writing to the address shown in the Information Memorandum. OTM shall endeavour to resolve the complaint speedily and efficiently and will reply to you in writing. As an elective professional client, you may lose the right to access the financial ombudsman service.

OTM may have regard to your expertise when complying with the requirements under the regulatory system that communications must be clear, fair and not misleading.

BY COMPLETING THE FOLLOWING ELECTIVE PROFESSIONAL CLIENT CATEGORISATION FORM YOU CONFIRM THAT YOU HAVE READ AND FULLY UNDERSTOOD THE ABOVE.

ELECTIVE PROFESSIONAL CLIENT CATEGORISATION FORM

Before allowing you to invest in the fund, OTM must undertake an adequate assessment of your expertise, experience and knowledge that gives reasonable assurance, in the light of the nature of the transactions or services envisaged, that you are capable of making your own investment decisions and understanding the risks involved.

By completing this Application Form, you confirm that you wish to be categorised as an elective professional client by Oxford Technology Management Limited for the purposes of making an investment in the Oxford Technology Combined SEIS and EIS Fund the ("**OT(S)EIS Fund**").

Title: First Name(s): Surname:

Investment Experience

Please confirm the number of years of personal experience you have and in what capacity in the following types of investments:

	No of years' experience	Capacity (eg. Shareholder/ Director/ Adviser/ Trader/ Other – please specify)
Large, quoted companies		
Smaller quoted companies		
AIM-listed or unquoted investments		
EIS or VCT investments		

Do you currently work (or have worked for at least one year) in a professional capacity in the financial sector?

Yes No

FCA registration no. (if applicable): Details of position held:

How many separate investments of £15,000 or more have you made into in unquoted companies over the past four quarters?

Q1: Q3:

Q2: Q4:

What is the size of your current investment portfolio (not including your main private residence):

Less than £100,000 Between £100,001 and £250,000

Between £250,001 and £500,000 Over £500,000

Income and source of wealth:

Annual income: £ _____

Source of wealth: Employment

Business revenue

Investments

Inheritance

Trust fund

Other (please specify): _____

Understanding of key features and risks of investing in small, unquoted companies

Please confirm your understanding of the following:

Investments in start-up and early stage companies are very high-risk investments and could result in me losing the entirety of my investment; Yes No

Investments in start-up and early stage companies are illiquid. Once your investment is made there is little or no opportunity to realise your investment until an exit event occurs; Yes No

Investments in start-up and early stage companies are long-term investments and you may not realise your investment for at least 5-10 years; Yes No

You are not investing money which you cannot afford to lose, or money on which you depend for your living; Yes No

You understand that by being categorised as an elective professional client, you will lose the protections afforded by retail clients. Yes No

I can confirm that I elect to be treated as a professional client for the purposes of making an investment to the Fund. I confirm that I waive the protections afforded to retail clients (including the client money rules, where relevant). By electing to be treated as a professional client, I am aware of the consequences of losing the protections and compensation rights that are required to be given to retail clients.

Signed:

Print name:

Date: