



**CREATORS AND PRODUCERS OF
AUGMENTED AND VIRTUAL REALITY IP**

WHO ARE WE?

We are creators.

*We direct, produce,
develop, design, model,
animate, build...*

we bring ideas to life.

We are an end-to-end solution, from initial concept to finished result. Vinfinity Media creates content and applications for top brands and businesses, on an array of emerging platforms: AR, MR, Microsoft HoloLens, mobile, stereoscopic gamified VR and experiential installations. In addition, we are seasoned cinematic storytellers and visual effects artists who produce broadcast commercials and series television.

We are passionate about enhanced realities and are a turn-key solution for trendsetters looking to usher in the digital future. Our proprietary workflows coupled with our unique vision bring immense value to projects designed for a variety of emerging platforms.

We are nimble, collaborative and wildly creative.

We are Vinfinity.

[VIEW VR/AR REEL](#)



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VINFINITY MEDIA

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Name of Recipient: _____

Address of Recipient: _____

Vinifinity Media Investment Memorandum

An Investment Opportunity for Private Individual Investors

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. The content of this document should not be treated as advice. If you are in any doubt about the contents of this document, you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

This financial promotion does not constitute an offer to the public and no offer of shares set out in this document (the "Document") is calculated to result, directly or indirectly, in such shares becoming available for subscription or purchase by persons other than the person whose name is set out on the front of this Document (the "Recipient"). Vinifinity Media (the "Company") will not accept subscriptions from anybody other than the person whose name is set out on the front of this Document.

This Document relates to an offer for securities which falls outside the scope of section 85 of FSMA (as amended by the Prospectus Regulations 2005) by virtue of Schedule 11A, paragraph 9 of FSMA. As a result, this offer is exempt from the requirement to make available an approved Prospectus.

This Document is being distributed only to, and is directed only at (a) certified high net worth individuals as described in Article 48 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (b) self-certified sophisticated investors as described in Article 50A of the Order or (c) high net worth companies etc. as described in Article 49 of the Order (all such persons being referred to as "relevant persons"). Any investment or investment activity to which this Document relates is only available to and will only be engaged in, within the United Kingdom, with relevant persons. Any other persons who receive this Document should not act upon it other than to return it immediately to the Company. This Document is exempt from the general restriction on the communication of invitations or inducements to engage in investment activity in Section 21 of FSMA on the grounds that the Recipient is a person of the kind described below and the investment or investment activity to which the Document relates is available only to and will be engaged in only with the Recipient and other persons who satisfy the criteria set out below:

(a) those described in Article 48 of the Order, being certified high net worth individuals where at least one of the following applies:

- (i) they have had, during the immediately preceding financial year an annual income to the value of £100,000 or more; or
- (ii) they have held, throughout the immediately preceding financial year net assets to the value of £250,000 or more. Net assets for these purposes do not include:

(A) the property which is their primary residence or any loan secured on that residence;

(B) any rights under a qualifying contract of insurance within the meaning of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001;

(C) any benefits (in the form of pensions or otherwise) which are payable on termination of service or on death or retirement and to which they are (or their dependants are), or may be, entitled;

(b) those described in Article 50A of the Order, being self-certified sophisticated investors where at least one of the following applies:

(i) they are a member of a network or syndicate of business angels and have been so for at least the previous six months; or

(ii) they have made more than one investment in an unlisted company in the previous two years; or

(iii) they are working, or have worked in the previous two years, in a professional capacity in the private equity sector, or in the provision of finance for small and medium enterprises; or

(iv) they are currently, or have been in the previous two years a director of a company with an annual turnover of at least £1 million.

Neither the Company nor any of its respective affiliates, subsidiaries, officers, employees, agents, advisers or representatives, nor any person named or referred to herein (together "Affiliates"), make any representations or give any warranties or indemnities or undertakings, express or implied, with respect to the truthfulness, accuracy or completeness of the contents of this Document or any other documents or written or oral information supplied at any time to any Recipient nor does any such person accept any responsibility of whatsoever nature for the information, statements and opinions made or expressed in this Document or for any omissions therefrom nor shall they be liable for any loss or damage of whatsoever nature relating in any way to or arising from this Document or to any such information, statements, opinions or omissions or in consequence of any reliance placed on this Document. In particular, no information in this Document constitutes a profit forecast or a prediction. Any such information is included for illustrative purposes only. No warranty, representation or inference as to the future success or performance of the matters described in this Document is made by the Company or any of its Affiliates or should be inferred from any section of this Document. Statements made in this Document are made based on the interpretation of law and practice in force in the United Kingdom as at the date hereof and are subject to changes in those laws and practice.

The information and opinions contained in this Document are strictly private and confidential and, accordingly, the contents of this Document and any other information or opinion subsequently supplied or given may not be published, reproduced, copied or disclosed to any third party. No person is or has been authorised in connection with the Company to give any information not contained in this Document and, if given or made, such information must not be relied upon as having been authorised by or on behalf of the Company. The only information that will have any legal effect will be that specifically represented in definitive agreements concluded between the Company and the Recipient of this Document. On request, the Recipient will promptly return this Document to the Company together with all further information and materials sent or made available to the Recipient without retaining any copies.

Investment in the Company carries substantial risk and the Recipient could lose the whole of his or her investment. There can be no assurance that the investment objectives will be achieved and investment results may vary substantially over time. In addition to this and the risk factors described in this Document, the Recipient should be aware of the risks associated with an investment in the Company. Investment in the Company is not intended to be a complete investment programme for any Recipient. Recipients should carefully consider whether an investment in the Company is suitable for them in light of their circumstances and financial resources. Recipients' attention is drawn, in particular, to the Risk Factors set out on pages 20 and 21 of this Document.

In providing this Document, the Company undertakes no obligation to invite the Recipient to proceed with a further investigation of the Company nor to provide the Recipient with any additional information, nor otherwise to negotiate with or treat the Recipient in respect of the Company. Any subscription for shares must be made by completing the attached application form and any subscription for shares will be subject to the terms and conditions set out in the application form.

Offer of up to 150,000 new B Ordinary Shares of £0.01 each at a price of £1.00 per share (including a premium of £0.99 each) to fund, through a Seed Enterprise Investment Scheme (SEIS), the start-up costs for Vinifinity Media.

INTRODUCTION

As a start up company, Vinfinity Media is able to offer an exciting investment via the SEIS, offering an attractive tax efficient opportunity. The SEIS is a UK Government initiative created to help small, early stage companies raise capital by offering a range of attractive tax reliefs.

At this point, with the combination of initial income tax relief at 50% of the amount invested and capital gains tax reinvestment relief on 50% of the amount invested, anyone paying income tax at 45% and capital gains tax at 28% is able to invest with potentially only 13.5% of their investment at risk.

With the combination of income tax and capital gains tax reinvestment relief, SEIS allows you to potentially claim up to 64% of your investment back and if the start-up succeeds, you pay no CGT when you sell your shares.

Subject to your paying income tax at 45% and capital gains tax at 28%, if the investment fails, you can potentially claim up to 86.5% of your investment back via tax reliefs, allowing you to invest in start-ups with minimal potential downside.



INVESTING WITH VINFINITY

Company Number:
11243962

Company Address:
7 Ridgmount Street, London, WC1E 7AE

Registered Office:
467 Rainham Road South, Dagenham, Essex, RM10 7XJ

Directors:
Tony Carne, Trevor Drane

Vinfinity Media Ltd is a production company structured for qualifying to take advantage of the tax benefits provided by an HMRC approved SEIS Scheme. The company's focus is specialising in the fast growing areas of Virtual Reality (VR) and Augmented Reality (AR) and the potential significant returns. We believe that investing in Vinfinity Media Ltd via the SEIS offers clients a rewarding and tax-efficient investment proposition due to the generous tax benefits available from Income Tax, Capital Gains Tax and Inheritance Tax Reliefs.



THE OFFER

Vinfinity Media offers 150,000 new B shares of £0.01 each at a subscription price of £1 per share (including a premium of £0.99 each)

Expected share capital assuming full subscription:

200 A shares of £0.01 each at a subscription price of £1 each: £200

150,000 B shares of £0.01 each at a subscription price of £1 each: £150,000

The proceeds of the Offer will be used to fund the start-up costs of the company and to provide a facility for allocating funds for pitching to agencies, facilitating content for multi-platform releases for carefully selected productions, funding initial development and administrative costs and to pay the nominal expenses of this Offer.

We believe that there are three areas of opportunity for production in VR/AR:

1. Creation of original IP such as non-scripted immersed experiences and short form scripted series; VR/AR concepts based on existing IP and corporate marketing. In each area we will be able to identify core audiences that allow for targeted marketing.
2. Recent successes in VR have been Spheres and Zikr which were the big news at Sundance 2018 and in AR Pokémon Go which saw a character asset relaunch interactively and become a worldwide phenomenon.
3. The company will identify content for each of the three areas that have strong commercial potential to market to the relevant platforms and commercial entities. This will cover Platform owners , hardware manufacturers, international distributors and direct to consumer opportunities. The company will closely monitor the continually changing landscape of the emerging distribution models.

REVENUE STREAMS

Vinfinity develops IP so that it can be commissioned/acquired by VR/AR platforms such as BBC, SKY, OCULUS, SONY, GOOGLE. In the production revenue received there will be 10% production fees, contribution to overhead and ongoing royalties from exploitation by the platform.

Where Vinfinitiy takes the project to completion income will be derived from the consumer by making the IP available through online platforms, mobile apps, and embedded software with hardware sales.

When developing VR/AR with existing IP Vinfinitiy will charge fees for the production work and receive fees from the project ongoing.

With corporate work there will be a straight charge of costs plus a production fee. Vinfinitiy aims to have at least one project in each of the three areas in the first year.

Production fees on sales of IP on sales revenues of £1,000,000	£100K (at 10% fee) to £200K (at 20% fee)
Revenue on sales of VR apps	£250K*
Fees on corporate content on sales revenues of £400K per project	£40K (at 10% commission) to £80K (at 20% commission)

*Source: RoadtoVR

MARKET POTENTIAL

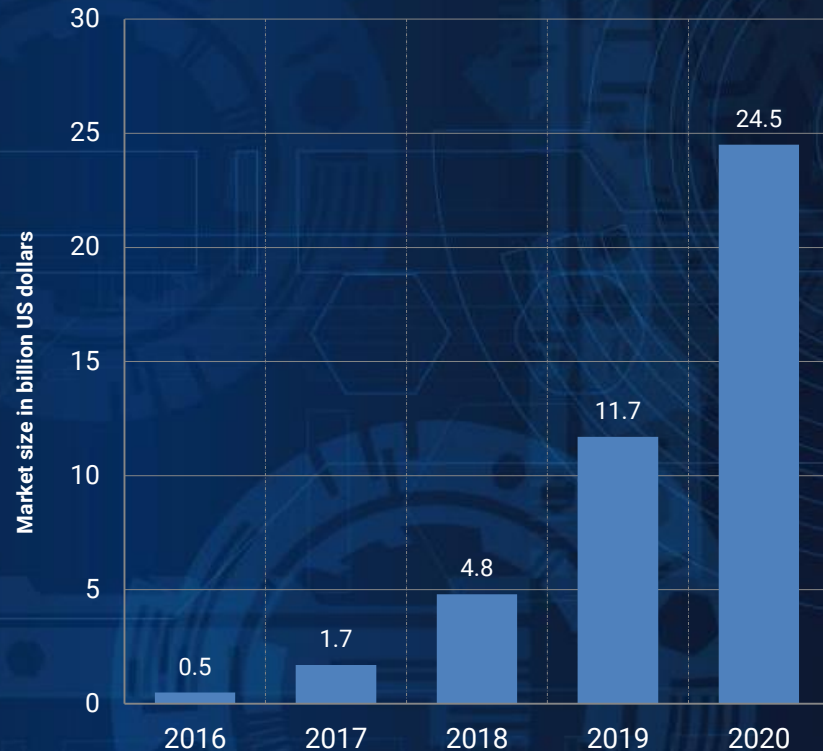
"The UK's virtual reality industry will grow at a faster rate than any other entertainment & media industry from 2016-2021. PWC forecasts a CAGR of 76% to a value of £801m in 2021 making it the fastest growing and largest virtual reality industry in entertainment and media." - PWC June 2017

According to Statista.com growing interest and increasing availability of VR products will drive sales of the hardware in the upcoming years. With an estimated 171 million active VR users by 2018, forecasts show that software sales will be around US \$4.8 billion.

The Virtual Reality software market is projected to grow strongly to reach a value of approx. US \$24.5 billion by 2020.

While the technology has been mostly associated with gaming, that is thought to only represent 50% of the future revenue forecasts.

VIRTUAL REALITY SOFTWARE MARKET SIZE WORLDWIDE FROM 2016 TO 2020



ORIGINAL VIRTUAL REALITY SERIES AND SPECIALS

VR is a medium that younger audiences are very aware of, and much more likely to engage in.

Vinfinity Media will create original programming that fully takes advantage of this new medium and brings new storylines and characters into the homes of millennial audiences who want to engage within the world's emerging platforms.

Vinfinity will develop genre-based VR shows and specials to gauge and test interest in fantasy worlds and story arcs and original content to include hosted and scripted programmes that take on a plethora of topics such as:

- Sports + automotive
- Wildlife + space
- Music + arts
- Science + education





EXISTING PROGRAMMES AND IPs

Supplemental virtual and augmented reality content offers new ways for fans to connect with the programmes, cast members and networks they already love. VR + AR can be an instrumental marketing tool that connects new audiences with existing IPs.

360° LIVE ACTION VIDEO CREATION

Reach new and existing audiences via mobile, social and web with engaging VR video content. Imagine virtual set tours, exclusives with cast hidden show secrets and more being enjoyed in a fun and immersive 360° format. This offers a whole new level of interactivity and connection to the programmes that viewers love. Offer this content to both the early adopters of VR headsets or anyone – through the multiple headset-free viewing platforms (VR player embed on webpage, YouTube 360, Facebook 360, Vimeo 360).



AUGMENTED REALITY APPLICATIONS

Now think about interacting with your favourite characters and cast members on your smart phone, in your own home or on the go.



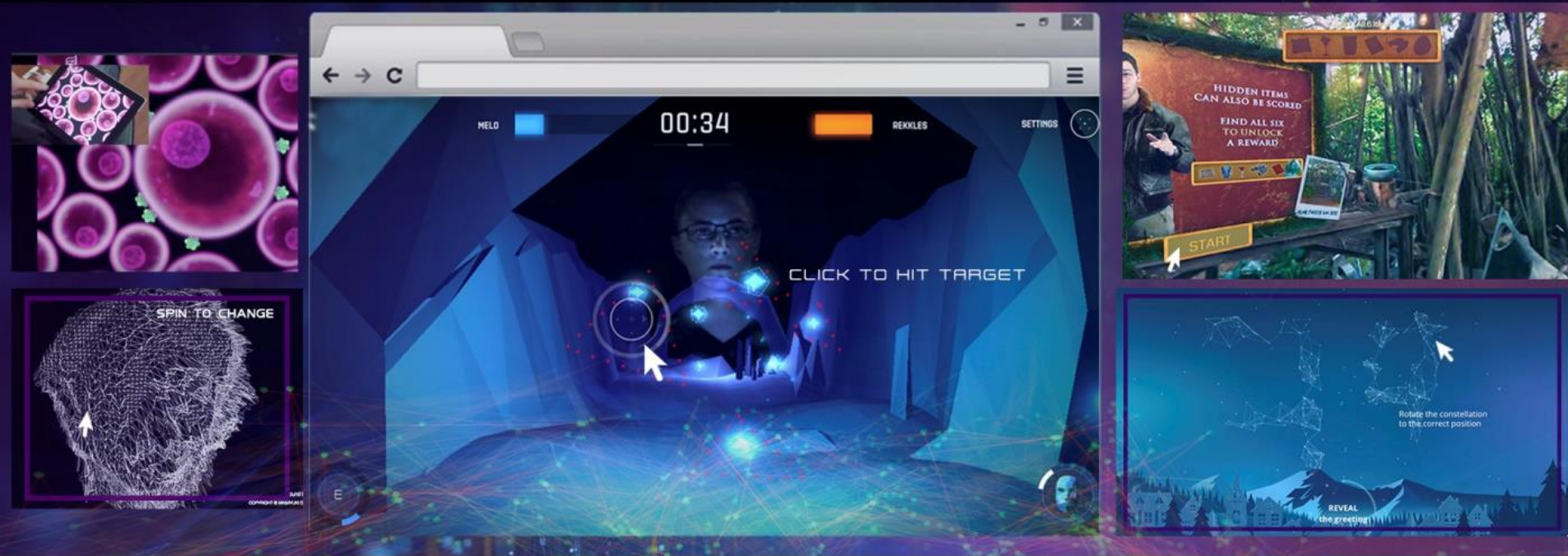
AR apps bring fans hands-on experiences, like no other. Imagine your coffee table or dining room table transforming into a stage for characters to perform, or games to be played. We can share fully 3D touchable experiences of characters and cast members directly with your audiences.

Promote the app through provided sizzle content (we will create) and across any of the show's online channels.

Animated characters from existing children's shows have a very large potential here. Since many characters are already digital, the transition to a fun augmented experience children can play with on smart devices is simplified. Even 2D animations can be transformed into movable 3D versions seamlessly. Once character and show assets are volumetric, the ideas for AR storylines and games have no limitations, and could continue to expand and grow over time, creating stronger connections to the show's characters and brand adoration.

INTERACTIVE WEB

Delight audiences with widely accessible 360° interactive web page experiences.



The possibilities are endless and the results will connect fans to the programs and characters they crave more of, through game and virtual journeys! All made accessible through a web browser.

Through WebGL technology and REACT VR for Facebook, you can deliver these 360° gamified experiences to the world without the need for downloading an App.

Ideas include:

- Thematic Treasure Hunts
- Interactive Trivia Games
- Immersive Special Features
- Animated Show Open Experience
- Teasers for New Seasons/Episodes

VIRTUAL & AUGMENTED EXPERIENCES

BRANDS & CORPORATE

Let's face it, brands need to be trendsetters when it comes to sharing their stories, philosophies and newest products to the world.

Virtual and augmented reality are not going anywhere. Customers have an aptitude for exploring new content in new formats. They want to be excited by what brands stand for and experience them in engaging and totally different ways.

Let us help you usher in the digital future. The technology is ripe for entirely new ways to consume and connect with stories that are worth watching. Now is the time to bring your brand to the forefront of the next wave of media experiences.

360-virtual content, augmented reality apps and interactive webpages are the mediums for your next brand story.

VINFINITY MEDIA DIRECTORS

Tony Carne and Trevor Drane have considerable expertise in production and an intricate hands on knowledge of rights management. The principals of the company, Tony Carne and Trevor Drane, have over 30 years of experience in the industry, gained at 20th Century Fox and Harper Collins in Tony's case and Palace Pictures, Virgin (PVG), Castle Communications and First Independent Film for Trevor.

Their production roster includes three series of the hugely successful '*Faces Of The Underworld*' Series 1 & 2 aired on Discovery's Quest channel to unprecedented audience figures and Series 3 will air on TV3 in Ireland. Sticking with the true-crime genre, the company also produced two documentary features '*Essex Boys: The Truth*' and '*The Krays: Kill Order*' and is now developing further projects including Canadian sci-fi action series '*Starhunter*' and the latest instalment of investigative crime series '*Fraud Squad: Scam Me If You Can*'. Twice BAFTA nominated for BBC co-productions, Revelation's current partners include FremantleMedia, Neal Street Productions, CBS, Discovery and 20th Century Fox as well as independent film and TV producers such as MoliFilms and Kew Media.



Tony Carne and Trevor Drane

Tony Carne founded Revelation Films in 1992 as a video and television production business following a successful career at CBS/Fox, Harper Collins and Simitar Entertainment. Under his guidance, Revelation became one of the leading independents and worked with such notable partners as Channel 4, BBC, The Terrence Higgins Trust and discovering Lily Savage.

Trevor Drane joined Tony in 1996 having previously been an executive board member at major indie, First Independent Films. Trevor's notable successes are many and varied. He was honoured to collect a lifetime achievement for '*Dirty Dancing*' whilst at First Independent and also the prestigious Freddie award for international marketing excellence at Hanna Barbera during his time as head of the company's home entertainment output after commissioning the first two new Flintstone animated works in 20 years with the successful movies '*Viva Rock Vegas*', and '*I Yabba Dabba Do*'.

ADVISORY BOARD

Vinfinity Media Ltd has appointed a non-executive Advisory Board of industry professionals who have a wide range of expert experience spanning the automotive, film production, sales and rights management sectors.

The directors of Vinfinity have partnered with every one of the advisors on previous projects, and will continue to partner with them on Vinfinity Media projects moving forward. The board compliments and expands the company's network of contacts within both the film and automotive industry. The advisory board will consult and where appropriate participate in the management of the projects Vinfinity represents.



Greg Glass has 30+ years of experience in the development, marketing and sales of entertainment content, entertainment brands, licensed products and talent. His specific expertise is in the areas of content development, branded entertainment and business development.

Greg began his career in the music business, handling regional and national distribution and marketing for the Handleman Company where he spent 11 years working directly with the country's largest mass merchant retailers. From retail distribution, Greg would transition to the label side, working for 12 years with independent labels Simitar Entertainment and BCI Eclipse – both offshoots of the famous K-TEL brand. From 2006 to 2017, Greg would transition again, this time to television, to help expand the efforts of BCII in its core business of cable television programming production/sales, as well as create branded and commercial units at the company. His most recent contribution being the creation of a strategic alliance with Vaylian Studios for the creation of ground-breaking AR/VR/MR and VFX content for traditional advertising, experiential marketing and app engagement. For 2018, Greg is putting 100% of his efforts into advanced digital media as the Director of Business Development at Vaylian Studios.

Vaylian was founded by **Damien Christian D'Amico**, a director, editor, and visual effects artist with 10+ years experience in commercial & experiential advertising, series television, feature film, installation, and web-based content. After attending Cal-Arts, Damien launched a career in the television and film industry, first working as an editor and VFX artist, and then moving into writing and directing.

In 2015, Damien founded Vaylian Studios with **Melody Misiaszek** as a destination for clients looking to create innovative and original commercial campaigns. Damien serves as executive creative director whilst Melody is head of creative production. Melody got her start in the ed-tech industry and brings over a decade of experience in Digital and Content Marketing and Creative Development.

One of the first projects for Vaylian was to build a synchronized video installation displayed on 3 large LED monitors, which premiered at the SEMA show in Las Vegas. After the success of that show, Vaylian began working extensively in emerging platforms such as Augmented & Virtual Reality, App design + development, Web Interactive, and Experiential Installations.

In March of 2017, Vaylian created the first ever interactive 360° experience for the travel + food online media brand, Thrillist. In November of 2017, Vaylian launched an experiential marketing AR program on the Microsoft HoloLens – the first of its kind – for fortune 500 company, Johnson Controls. In January of 2018, Vaylian's virtual reality experience, "Born to Baja," (produced for Ford Motor Company by GTB) won the Lumiere Award for Best VR Brand Experience.

VIEW FORD'S BORN TO BAJA

LEGAL ADVISORS TO THE COMPANY

Lawrence Abramson
Keystone Law
48 Chancery Lane
London, WC2A 1JF

Established in 2002, Keystone Law was created by a group of pioneering lawyers who realised that the legal market was ready for something new. A firm that uses technology and modern working practices to drive productivity and deliver results - they are structured differently, operate differently and think differently.

ACCOUNTANT

Nyman Libson Paul
Regina House
124 Finchley Road
London, NW3 5JS

Nyman Libson Paul was founded in 1933. They have a varied portfolio of clients operating in most business sectors. Many of the firm's clients have been involved in all aspects of the entertainment industry, including theatre, film and television and have an excellent reputation within this field.

BANK AND ACCOUNT DETAILS

Arbuthnot Latham
7 Wilson Street
London, EC2M 2SN

Account Name: Vinfinity Media Ltd
Account Number: 20006919
Sort Code: 30-13-93

SEED ENTERPRISE INVESTMENT SCHEME

As part of the UK Government's efforts to stimulate entrepreneurship and kick start the economy, the Seed Enterprise Investment Scheme (SEIS) is designed to help small, early-stage companies to raise equity finance by offering a range of generous tax reliefs to individual investors who subscribe for new shares in those companies.

It complements the existing Enterprise Investment Scheme (EIS) which will continue to offer tax reliefs to investors in higher risk small companies. SEIS is intended to recognise the particular difficulties which very early-stage companies face in attracting investment, by offering tax relief at a higher rate than that offered by the existing EIS, with the intention of making it easier for these companies to grow and become established. It offers an attractive incentive to investors to invest in such companies.

Income Tax relief

Income Tax relief is available to individuals who subscribe for qualifying shares in a company which meets the SEIS requirements, and who have a UK tax liability against which to set the relief. Investors need not be UK residents.

The shares must be held for a period of 3 years from date of issue for relief to be retained. If they are disposed of within that 3 year period, or if any of the qualifying conditions cease to be met during that period, relief will be withdrawn or reduced.

Relief is available at 50% of the cost of the shares, on a maximum annual investment of £100,000 by an individual in SEIS qualifying shares. The relief is given by way of a reduction of the investor's tax liability, providing there is sufficient tax liability against which to set it. A claim to relief can be made up to 5 years after the 31 January following the tax year in which the investment was made.

Example 1

An investor invests £20,000 in the tax year 2017-18 (6 April 2017 to 5 April 2018) in SEIS qualifying shares. The SEIS relief available is £10,000 (£20,000 at 50%). Their tax liability for the year (before SEIS relief) is £15,000 which they can reduce to £5,000 as a result of the investment.

Example 2

An investor invests £20,000 in the tax year 2017-2018 in SEIS qualifying shares. The relief available is £10,000, as above. Their tax liability for the year (before SEIS relief) is £7,500. They can reduce their tax bill to zero as a result of the SEIS investment, but lose the rest of the relief available.

There is a 'carry-back' facility which allows all or part of the cost of shares acquired in one tax year to be treated as though the shares had been acquired in the preceding tax year.

The SEIS rate for that earlier year is then applied to the shares, and relief given for the earlier year. This is subject to the overriding limit for relief each year.

CAPITAL GAINS RE-INVESTMENT RELIEF

If you dispose of an asset that would give rise to a chargeable gain in 2017-18 or in subsequent years and reinvest all or part of the amount of the gain in shares which qualify for SEIS income tax relief, half of the amount reinvested may be exempted from Capital Gains Tax. Capital gains re-investment relief is also subject to the £100,000 annual investment limit which applies to income tax relief. Thus for 2017-18 and subsequently up to £50,000 of the gain may be exempted. The latest date for making a claim for 2017-18 is 31 January 2024.

The asset does not have to be disposed of first; the investment in SEIS shares can take place before the disposal of the asset, providing that both the disposal and investment take place in the same tax year.

If you make use of the "carry-back" facility for the tax purposes of SEIS income tax relief, note that any claim to reinvestment relief must match the year in which the shares are then treated as issued. If you are issued SEIS shares in 2017-18, you may want to claim SEIS income tax relief as if all or some had been issued instead in 2016-17. If you do so, the shares issued in 2017-18 are also treated as issued in 2016-17 for the purposes of re-investment relief and you cannot claim re-investment relief on gains made in 2017-18 in respect of those shares.

Example

An investor sells an asset in June 2017 for £200,000 and realises a chargeable gain (before exemption) of £80,000. If he/she makes qualifying investments of at least £80,000 in SEIS shares in 2017-18, and all other conditions are met, he/she can claim that £40,000 (half of the gain) exempted from CGT. They do not need to invest the whole £200,000 sale proceeds in order to receive full exemption.

Capital Gains Disposal Relief

If you have received SEIS Income Tax relief (which has not subsequently been withdrawn) on the cost of the shares, and the shares are disposed of after they have been held for at least three years, any gain is free from Capital Gains Tax.

Please note: if no claim to Income Tax relief is made, then any subsequent disposal of the shares will not qualify for exemption from Capital Gains Tax.





LOSS RELIEF

Loss relief is available which currently provides additional rate tax payers with a total tax benefit of up to 86.5% of the SEIS investment if the shares fail to give rise to any return.

Investment Requirements

Shares must be paid up in full, and in cash, when they are issued.

Shares are full-risk ordinary shares, and may not be redeemable or carry preferential rights to the company's assets in the event of a winding-up. Shares may carry limited preferential rights to dividends, but may not include rights where either:

- the rights attaching to the share include scope for the amount of the dividend to be varied based on a decision taken by the company, the shareholder or any other person. (Please note: this exclusion covers only those shares which carry preferential rights and does not therefore prevent the voting of dividends in respect of non-preferential shares, nor does it prevent shareholders from choosing to waive a dividend payment should they wish to do so.); or

- the right to receive dividends is 'cumulative'; where a dividend which has become payable is not in fact paid, the company is obliged to pay it a later time, normally once funds become available.

There must be no arrangements to protect the investor from the normal risks associated with investing in shares, and no arrangements at the time of investment for the shares to be sold at the end of the relevant period.

There must be no arrangements (either at time of issue of the shares or later) to structure a company's activities with the main purpose of allowing a party other than the company to benefit from the tax-advantaged finance which the scheme is intended to incentivise, or where those activities have no commercial purpose other than to generate tax relief.

INVESTOR REQUIREMENTS

As an investor, you may be eligible for tax relief providing:

- You have subscribed for shares which have been issued to you and which at the time of issue were fully paid for. You may subscribe via a nominee.

DIVIDEND POLICY

The Directors expect to retain any profits in the Company for a period of at least three years from the date of last allotment of B shares. Dividends may be paid in subsequent years following this initial three year period. This is important to note, because it means that Investors should not anticipate any return before this time has elapsed and there is no guarantee that any dividends will be paid after this period.

NOTICE TO RECIPIENTS

Investment in the Company carries substantial risk and Investors could lose the whole of their investment. There can be no assurance that the investment objectives will be achieved and investment results may vary substantially over time.

In addition to this and the Risk Factors described in this Offer Document, potential Investors should be aware of the risks associated with an investment in the Company. In the opinion of the Directors, the other most significant risks are:

- I. the value of shares may go down as well as up, and potential investors may not get back the amount invested by them;
- II. although annual accounts will be sent to shareholders, proper or accurate information about the value of the investment in the Company may not be available or may be difficult to obtain because there is no liquid market;

- III. the Company's shares are unquoted and may carry more risk than quoted securities or shares;
- IV. unquoted shares may be difficult to sell/realise and there can be no certainty that market makers will be prepared to deal in them (there is no active market for the shares);
- V. as a result of the current tax regime and the proposed business of the Company, investing in the Company should be seen as a long term investment where there will be no payment to investors in the early years.

Investment in the Company is not intended to be a complete investment programme for any Investor. Prospective Investors should carefully consider whether an investment in the Company is suitable for them in light of their circumstances and financial resources. Investors' attention is drawn to the Risk Factors set out on page 23 of this Offer Document.

In publishing this Offer Document, the Company undertakes no obligation to invite the recipient to proceed with a further investigation of the Company nor to provide the recipient with any additional information, nor otherwise to negotiate with in respect of the Company.

The contents of any websites referred to in this Offer Document do not form part of this Offer Document and Investors should not rely on such contents. The address of any website is included in this Offer Document as an inactive textual reference only.

By applying for shares in Vinity Media Ltd you are declaring that you are a self-certified High Net Worth Individual and/or a Sophisticated Investor.

All information in this document is correct at the time of print.

RISK FACTORS

Investors should consider carefully the following factors and other information in this Offer Document before they decide to invest in the B Shares. An investment in the B Shares involves risks and Investors may lose part or all of their investment. All of the information contained in this Offer Document should be considered in the light of the risk factors set out below.

The principal risk factors considered by the Directors to be relevant when considering an investment in the B Shares are as follows (this is not an exhaustive list and Investors should consult their financial advisers before investing):

RISKS RELATING TO AN INVESTMENT IN SHARES

Investing in the B Shares is speculative and involves a high degree of risk and should only be made by Investors who can afford to lose their entire investment. Additionally, there is no guarantee of return on an investment in the B Shares. If there is a return it is likely that this will vary in amount from time to time. The value of stocks or shares may go down as well as up. Any investment in the B Shares should be seen as a medium to long-term investment.

As the Shares in the Company are unlisted/unquoted on a stock exchange, it will be difficult to obtain valuation information and information regarding the extent of the risk involved. There are often greater risks involved in unquoted shares than quoted shares/securities.

- You may have difficulty selling this investment at a reasonable price and, in some circumstances, it may be difficult to sell it at any price.
- Under the Company's Articles of Association, the A Shares and B Shares have different rights. These affect, among other things, the control of the Company and entitlement to any payment of capital or profit to Investors. Please see page 24 for more information on the rights attaching to B Shares.

RISKS RELATING TO OPERATING HISTORY, PAST PERFORMANCE AND FUTURE PERFORMANCE

Past performance and historical information is not an indication of future performance. The Company's actual performance could differ materially from projections. The Company will be operating in a competitive industry where the commercial risks are high. Audience reaction, initial reviews and public taste cannot be predicted.

RISKS RELATING TO TAXATION

Changes in government or government policy could affect the tax treatment of the films and any investments. This could have a material effect on the performance of the Company and any investment in the Company.

To benefit from SEIS Relief the Company is required to carry on the business outlined in this Offer Document during the three year period from the last allotment of B Shares, or the date of commencement of trading if later. The Company fully intends to trade but failure could prejudice the continuing application of tax relief.

Investors wishing to obtain SEIS relief must satisfy certain criteria (such as retaining their shares for three years from the date of issue). Failure to meet these requirements will result in the tax relief not applying. Investors are advised to seek professional advice in this respect.

Provisional clearance will be requested from HM Revenue & Customs in respect of the qualifying status of the Company for SEIS benefits. There is no guarantee that such approval/relief will ultimately be obtained. This could have a material effect on the performance of the Company and any investment in the Company.

RISKS RELATING TO RETURNS

If there is any return on the investment it is unlikely that this (or the initial capital invested) will be distributed to Investors before the expiry of three years from the last allotment of B shares. As a result of this and the tax rules, investing in the Company should not be seen as a short-term investment.

In circumstances where the Company seeks funding from sources other than from the Offer, these may need to be repaid in preference to any payment to Investors. This will reduce the amounts of any revenues available to Investors.

OTHER RISKS

The investment described in this Offer Document may not be suitable for all recipients and Investors are strongly advised to consult a person authorised under FSMA who specialises in advising on the acquisition of shares and other securities.

Deflation could reduce the value of an investment in the Company and any return that may be achieved.

If there is any return on the investment, it is unlikely that this, or any part of the initial capital invested will be distributed to Investors before the expiry of three years from the date of issue of the last B shares and Investors must therefore take a medium to long term view of their investment.

SUMMARY OF SHARE RIGHTS

The articles of association of the Company (the "Articles"), which are available for inspection, at the address specified in paragraph 1(c) above, contain provisions, among other things, to the following effect:

(A) VOTING

Whatever the number of A Shares or B Shares in issue at any time the A Shares shall confer upon the holders thereof the right (pro rata to the number of A Shares held by each of them) to cast an aggregate of 70% of the voting rights capable of being cast on all matters decided by vote at general meetings of the Company.

(B) DIVIDENDS

The Company's profits available for distribution and resolved to be distributed in respect of any financial year are to be distributed among the holders of the Shares in proportion to the number of Shares held by them respectively. Until an aggregate dividend of £1 in respect of each Share in issue has been paid, the A Shares and the B Shares shall rank *pari passu* in all respects in relation to income.

Following payment of an aggregate total dividend of £1 in respect of each Share in issue any further profits available for distribution and to be distributed shall be paid as follows:

- i. 50% in value of such profits shall be paid to the holders of the A Shares in proportion to the number of A Shares held by each of them; and

- ii. 50% in value of such profits shall be paid to the holders of the B Shares in proportion to the number of B Shares held by each of them.

(C) RETURN OF CAPITAL

On a return of assets on a liquidation, reduction of capital or otherwise, the holders of the A Shares and the holders of the B Shares shall be entitled to be paid out of the surplus assets of the Company remaining after payment of its liabilities the aggregate sum of £1 and such payment to be paid in proportion to the number of A Shares or B Shares held respectively by the holders of the A Shares or the B Shares (as the case may be). After such payment has been made to the holders of the A Shares and the holders of the B Shares any further surplus assets shall be paid as follows:

- i. 50% in value of such surplus assets shall be paid to the holders of the A Shares in proportion to the number of A Shares held by each of them; and
- ii. 50% in value of such surplus assets shall be paid to the holders of the B Shares in proportion to the number of B Shares held by each of them

(D) REDEMPTION

The Shares are not redeemable.

(E) TRANSFER OF SHARES

Subject to such of the restrictions contained in the Articles as may be applicable, any member may transfer all or

any of his shares by an instrument of transfer in any usual or common form or in any other form which the Directors may approve. Where companies legislation allows, shares in the Company may be transferred without a written instrument pursuant to procedures adopted for the purpose by the Directors. Any instrument of transfer of a share shall be signed or authenticated in such manner as the Board in its absolute discretion may determine subject to Section 1146 of the Companies Act 2006, by or on behalf of the transferor and, except in the case of fully-paid shares, by or on behalf of the transferee. The Directors may refuse to register a transfer of shares unless the instrument of transfer:

- i. is lodged (duly stamped if so required by law in order to be registered) at the Company's registered office or at such other place as the Directors may appoint accompanied by the relevant share certificate(s);
- ii. is in respect of only one class of share; and
- iii. is in favour of not more than four persons jointly. The Directors may also decline to register any transfer of shares on which the Company has a lien or which is made in favour of an infant, bankrupt or person of unsound mind.

(F) VARIATION OF RIGHTS

Subject to the provisions of the Act, if at any time the capital of the Company is divided into additional different classes of

shares, the rights attached to any class may be varied or abrogated, whether or not the Company is being wound up, either:

- i. in such manner (if any) as may be provided by such rights; or
- ii. in the absence of any such provision with the consent in writing of the holders of three quarters in nominal value of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.

To every such meeting all the provisions of the Articles relating to general meetings or the proceedings thereat shall, so far as applicable and with the necessary modifications, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class in question and that any holder of shares of the class in question present in person or by proxy may demand a poll.

INTEREST IN A SHARES

The Directors' interests in these shares are as follows:

- Trevor Drane 100 A Shares of £0.01 each
- Tony Carne 100 A Shares of £0.01 each

PRINCIPAL ESTABLISHMENT

The principal establishment to be used by the Company is 7 Ridgmount Street, London, WC1E 7AE

PROCEDURE OF APPLICATION

GENERAL TERMS AND CONDITIONS

The subscription price for each B Share is £1.00 including a premium of 99p. Each application must be made on the Application Form supplied in this document and the funds provided in Sterling via electronic transfer from an account at a branch (which must be in England, Scotland, Northern Ireland, Wales, the Channel Islands or the Isle of Man) of a bank or building society.

This Application Form should be forwarded by post or hand to:

Vinifinity Media Ltd
7 Ridgmount Street
London, WC1E 7AE

FURTHER TERMS AND CONDITIONS

Your attention is drawn to the terms and conditions set out on the reverse of the Application Form which forms part of this document and to the Application Form.

PAYMENT AND THE PROCESSING OF SUBSCRIPTION FUNDS

The preferred payment option would be via electronic bank transfer to:
Bank: Arbuthnot Latham & Co Ltd
Account Name: Vinifinity Media Ltd
Account Number: 20006919
Sort Code: 30-13-93

The Board reserves the right to reject any application for B Shares. The Board also reserves the right to treat as valid any applications for B Shares, which do not fully comply with the conditions set out in the application form. If any application for B Shares is not accepted or the Offer lapses, the amount paid on application will be returned within seven days of such rejection or lapse, without interest. All documents and remittances relating to this Offer sent by or to an applicant are at the applicant's risk. Applications will be considered in order of receipt.



JOINT APPLICATIONS

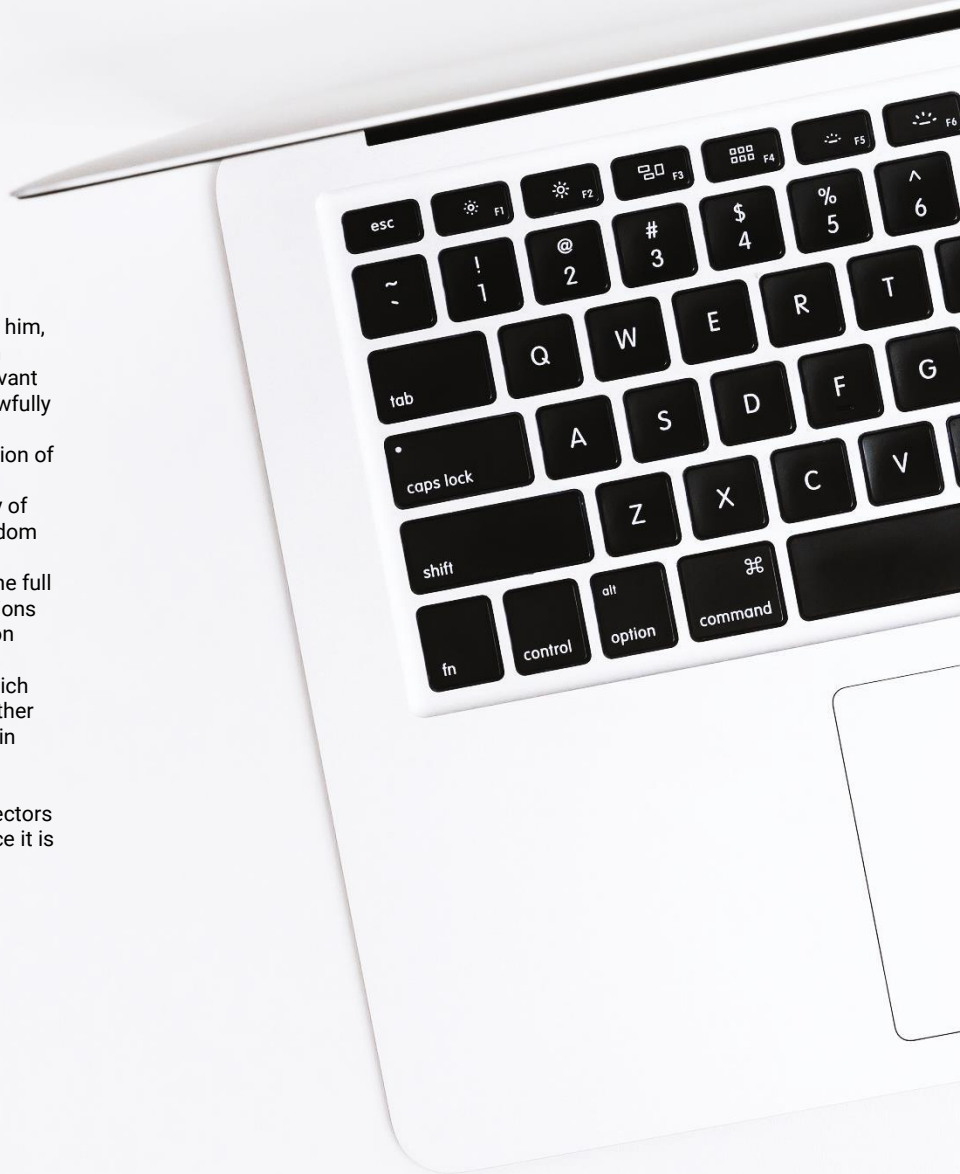
Joint applications are acceptable, but joint applicants should note that they might not be able to claim SEIS Relief or SEIS CGT Reinvestment Relief in the desired ratio and should seek professional advice from a suitably qualified accountant.

All joint applicants should sign the Application Form and give full names and addresses in block capitals of both applicants. An applicant applying on behalf of another person must complete the Application Form in the name of that other person and sign his/her name as attorney and must enclose a power of attorney duly executed.

No person receiving a copy of this document and/or the Application Form in any territory other than the United

Kingdom may treat the same as constituting an invitation or offer to him, nor should he in any event use such Application Form, unless in the relevant territory such an invitation could lawfully be made to him or such form could lawfully be used without contravention of any other legislation or other legal requirements. It is the responsibility of any person outside the United Kingdom wishing to make an application hereunder to satisfy himself as to the full observance of the laws and regulations of the relevant territory in connection therewith including obtaining any governmental or other consents which may be required or observing any other formalities needing to be observed in such territory.

Applicants should note that the Directors will close the Offer immediately once it is fully subscribed.

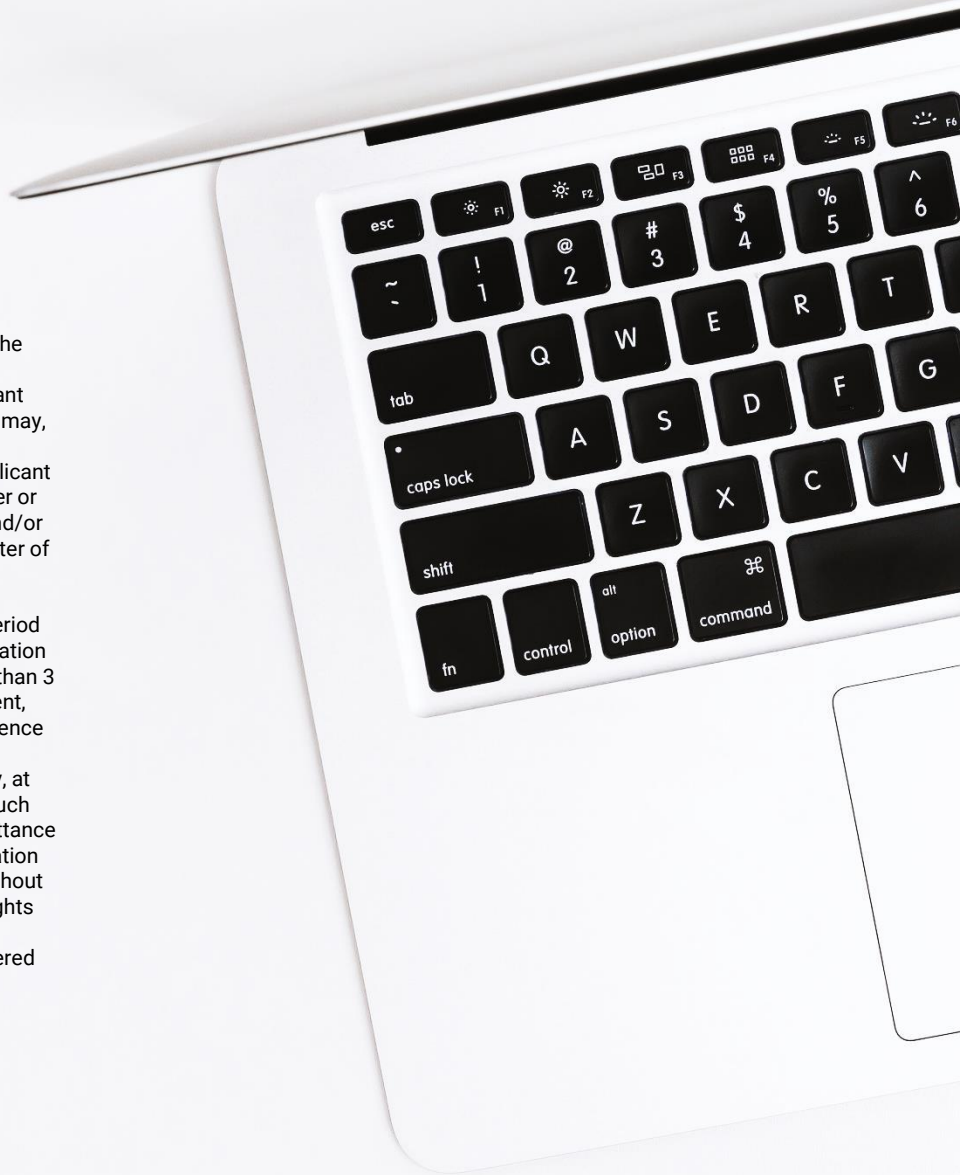


IMPORTANT – MONEY LAUNDERING REGULATIONS

It is a term of the Offer that, to ensure compliance with the Money Laundering Regulations 2007, the Company is entitled to require, at its absolute discretion, verification of the identity from any person lodging an application form for B Shares (the “Applicant”) including, without limitation, from any Applicant who either:

- (i) tenders payment by way of an electronic transfer on an account in the name of a person or persons other than the Applicant; or
- (ii) appears to the Company to be acting on behalf of some other person. In the case of (i) above, verification of the identity of the Applicant may be required. In the case of (ii) above, verification of the identity of any person on whose behalf the Applicant appears to be acting may be required.

Pending the provision of evidence satisfactory to the Company as to the identity of the Applicant and/or any person on whose behalf the Applicant appears to be acting, the Company may, in its absolute discretion, retain an Application Form lodged by an Applicant and records of an electronic transfer or other remittance relating thereto and/or not enter the Applicant on the register of members or issue any certificate in respect of B Shares allotted to the Applicant. If, within a reasonable period of time following request for verification of identity and in any case no later than 3 p.m. on the relevant date of allotment, the Company has not received evidence of the identity of the Applicant satisfactory to it, the Company may, at its absolute discretion, reject any such application in which event the remittance submitted in respect of that application will be returned to the Applicant without interest (without prejudice to the rights of the Company to undertake proceedings to cover any loss suffered by it as a result of the failure of the Applicant to produce satisfactory evidence of identity).



APPLICATION FORM

Please note that once submitted this application is irrevocable; your subscription will not be returned unless the offer is over subscribed.

This Application Form should be sent to:
Vinfinity Media Ltd. 7 Ridgmount Street, London, WC1E 7AE.

To: The Directors, Vinfinity Media Ltd
I hereby irrevocably offer to subscribe for the number of fully paid B Shares on the terms of the offer document and subject to the terms and conditions set out on the reverse and the memorandum and articles of association of the company.

I pledge electronic transfer funds to:

Bank: Arbuthnot Latham & Co Ltd

Account Name: Vinfinity Media Ltd

Account Number: 20006919

Sort Code: 30-13-93

and agree to accept the same or such lesser number of such B Shares in respect of which my application may be accepted.

TERMS AND CONDITIONS

I declare that I am either: a self certified sophisticated investor, or a certified high net worth individual, for the purposes of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

I understand that this means:

- a) I can receive financial promotions that may not have been approved by a person authorised by the Financial Conduct Authority;
- b) the content of such financial promotions may not conform to rules issued by the Financial Conduct Authority;
- c) by signing this statement I may lose significant rights;
- d) I may have no right to complain to either the the Financial Conduct Authority or the Financial Ombudsman Authority;
- e) I may have no right to seek compensation from the Financial Services Compensation Scheme.

STATEMENT FOR SELF CERTIFIED SOPHISTICATED INVESTOR

I am a self certified sophisticated investor because at least one of the following applies:

- a) I am a member of a network or syndicate of business angels and have been so for at least six months prior to the date below;
- b) I have made more than one investment in an unlisted company in the two years prior to the date below;
- c) I am working , or have worked in the two years prior to the date below, in a professional capacity in the private equity sector, or in the provision of finance for small and medium enterprises;
- d) I am currently, or have been in the two years prior to the date below, a director of a company with an annual turnover of over £1million.

I accept that I can lose my property and other assets from making investment decisions based upon financial promotions. I am aware that it is open to me to seek advice from someone who specialises in advising on investments.

Print name

Signature

Date

STATEMENT FOR SELF-CERTIFIED HIGH NET WORTH INDIVIDUAL

I declare that I am a self-certified high net worth individual because at least one of the following applies:

- a) I had during the financial year immediately preceding the date below, an annual income of £100,000 or more;
- b) I held, throughout the financial year immediately preceding the date below, net assets to the value of £250,000 or more. Net assets for these purposes do not include:
 - (i) the property which is my primary residence or any loan secured on that residence;

(ii) any rights of mine under a qualifying contract of insurance within the meaning of the Financial Services and Marketing Act 2000 (Regulated Activities) Order 2001 (a);

(iii) any benefits (in the form of pensions or otherwise) which are payable on the termination of my service or on my death or retirement and to which I am (or my dependents are), or may be, entitled.

I accept that I can lose my property and other assets from making investment decisions based upon financial promotions. I am aware that it is open to me to seek advice from someone who specialises in advising on investments.

Print name

Signature

Date

I hereby acknowledge that the acceptance and basis of application of the B Shares of the Company is in the absolute discretion of the Directors and that they have reserved the right to reject in whole or in part or to scale down any application including without limitation multiple or suspected multiple applications or any application considered by the Directors to have been made by a nominee. If any application is not accepted, or is accepted for fewer B Shares, then the application monies or the balance thereof (as the case may be) will be returned without interest via electronic transfer to the account from which funds were originally received without interest.

In consideration of the Directors agreeing that they will consider and process applications for the B Shares in accordance with the procedure referred to in the Offer Document and as a separate contract with the Company which will become binding on despatch by post of this Application Form.

I understand that any application by me to subscribe for B Shares shall be deemed to be an offer up to the value of my application and that such offer shall be deemed to take effect on despatch by post with this Application Form.

I confirm that in subscribing for B Shares, I am not relying on any information or representation in relation to the Company other than that contained in the Offer Document and agree that neither the Company nor any person responsible for the Offer Document or any part of it shall have any liability for any information or representation not so contained.

I hereby authorise the Company to send a cheque for any monies returnable to me by first class post at my risk to the address given overleaf or introducing agent.

I agree that my application is irrevocable and unconditional.

I warrant that if I have signed this Application Form on behalf of any other person I have due authority to do so, and that such person will also be bound accordingly and be deemed to have given the confirmations, warranties and undertakings contained in this Application Form.

I warrant that I am not, nor am I applying on behalf of, a person who is under the age of 18.

I hereby warrant and declare that:

I am not connected with the Company and I will notify the Directors immediately in writing if I become so connected as defined in sections 161 to 171 of the Income Tax Act 2007; and

I agree that this Application Form shall be construed in accordance with and governed by the laws of England and Wales.

I hereby declare that I have read a copy, understood and agreed to the terms and conditions contained in the Offer Document and this Application Form including the risk factors on page 20 of the Offer Document and have taken all the appropriate professional advice which I consider necessary before submitting my application and that I am aware of the special risks involved in participating in an investment of this nature, and I understand that my application is made upon the terms of the Offer Document and this Application Form.

I acknowledge that in relation to the transactions described in the Offer Document, advisers of the Company mentioned therein are acting for the Company and not for me or on my account and that accordingly will not be responsible to me for providing protections afforded to their clients, for advising me on any transaction described therein, or for ensuring that any such transaction is suitable for me.

I agree that acceptance of an Application Form will have the meaning set out in the Offer Document unless the context requires otherwise.

Save where the context otherwise requires, words and expressions defined in this document have the same meaning when used in the Application Form and any explanatory notes in relation thereto and the Offer Document referred to in these terms and conditions.

VINFINITY MEDIA LTD

Offer for subscription of up to 150,000B shares payable in full on application

Number of shares applied for* _____ Amount enclosed as £1 per share.

I request and authorise you to register any B shares for which this application is accepted in the name(s) set out below:

APPLICANT 1

Surname _____

Title _____

Forenames _____

Address _____

Tel _____ Fax: _____

Email _____

Signature _____

Date _____

APPLICANT 2

Surname _____

Title _____

Forenames _____

Address _____

Tel _____ Fax: _____

Email _____

Signature _____

Date _____

All joint applicants must sign (Note: joint applicants may not be able to claim SEIS Relief or SEIS Reinvestment Relief in the desired ratios and should consider seeking professional advice before making a joint application).

If application is made through your agent, please complete below including occupation and authorisation.

Agent Name _____

Reference _____

Address _____

Authorisation Code _____

Tel _____

Signature _____

Submitting this application does not guarantee that your application will be accepted or that your subscription will be invested.
Applications must be in multiples of 1,000 B shares.

TERMS AND CONDITIONS

I hereby acknowledge that the acceptance and basis of application of the B Shares of the Company is in the absolute discretion of the Directors and that they have reserved the right to reject in whole or in part or to scale down any application including without limitation multiple or suspected multiple applications or any application considered by the Directors to have been made by a nominee. If any application is not accepted, or is accepted for fewer B Shares, then the application monies or the balance thereof (as the case may be) will be returned without interest by sending the applicant's cheque or banker's draft, or a crossed cheque in favour of the applicant in each case by post or by hand and at the risk of the person entitled thereto to the address of the applicant without interest.

In consideration of the Directors agreeing that they will consider and process applications for the B Shares in accordance with the procedure referred to in the Offer Document and as a separate contract with the Company which will become binding on despatch by post of this application form:

I warrant that my bank transfer will be honoured on first presentation and agree that if such bank transfer is not so honoured I will not be entitled to be allotted with any B Shares or to receive a share certificate for any B Shares unless and until I make payment in cleared funds for such B Shares and such payment as accepted by the Company in its absolute discretion

(which acceptance may be on the basis that I indemnify the Company against all cost, damages, losses, expenses and liabilities arising out of or in conjunction with the failure of my remittance to be honoured on the first presentation).

I understand that any application by me to subscribe for B Shares shall be deemed to be an offer up to the value of my application and that such offer shall be deemed to take effect on despatch by post with this Application Form.

I confirm that in subscribing for B Shares, I am not relying on any information or representation in relation to the Company other than that contained in the Offer Document and agree that neither the Company nor any person responsible for the Offer Document or any part of it shall have any liability for any information or representation not so contained.

I hereby authorise the Company to send a cheque for any monies returnable to me by first class post at my risk to the address given overleaf or introducing agent.

I agree that my application is irrevocable and unconditional.

I warrant that if I have signed this Application Form on behalf of any other person I have due authority to do so, and that such person will also be bound accordingly and be deemed to have given the confirmations, warranties and undertakings contained in this Application Form.

I warrant that I am not, nor am I applying on behalf of, a person who is under the age of 18.

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protections afforded to their clients, for advising me on any transaction described therein, or for ensuring that any such transaction is suitable for me.

I agree that acceptance of an Application Form will have the meaning set out in the Offer Document unless the context requires otherwise.

Save where the context otherwise requires, words and expressions defined in this document have the same meaning when used in the Application Form and any explanatory notes in relation thereto and the Offer Document referred to in these terms and conditions.

Application Signature:

Agent's name:

Print name:

Address:

