

Subscription Form

in relation to

Plethora Private Equity

an open-ended investment fund established

in the Netherlands

ISIN: **NL0012727382** – BLOOMBERG: **PLEPREQ NA**

DECEMBER 2019

SUBSCRIPTION APPLICATION

This subscription form relates to the Information Memorandum of Plethora Private Equity, as amended from time to time. All capitalized words herein will have the same meaning as set forth in the Information Memorandum, except as indicated otherwise.

Please send the duly completed and signed subscription form by e-mail to the following e-mail address, with the original to follow to the below mentioned postal address.

Circle Investment Support Services B.V.
Smallepad 30f
3811 MG Amersfoort
The Netherlands
E-mail: investors.nl@circlepartners.com

Dear Administrator,

We are pleased to confirm our subscription application for an investment in the Fund as follows:

Record owner(s) of Units:	
Address:	
Postal code:	
City:	
Country:	
Telephone:	
E-mail:	
Date of birth:	
Bank account number/IBAN¹:	
Bank name:	
Bank address:	
Subscription amount in EUR:	

¹ This bank account number/IBAN must be in the name of the person identified as the record owner of the Units in the first line above.

SOURCE OF WEALTH VERIFICATION

Under the applicable anti-money laundering regulations, it is required to have information on the source of wealth and funds of (prospective) Units Holders on file. We therefore request you to fill in this source of wealth verification form. By submitting a completed and signed application, each applicant agrees that this source of wealth verification may be provided to any of the Fund's service providers upon their request and on a confidential basis. Should any of the Fund's service providers require reasonable further (evidencing) documentation and/or information in relation to this source of wealth verification, the applicant agrees to provide this upon request of the Administrator and/or the Fund Manager. Should the applicant fail to provide such documentation and/or information, the Fund Manager may decide to take any action and/or to pursue any remedies at its disposal including, without limitation, refusal of this subscription application and/or compulsory redemption of the Unit Holder's investment in the Fund.

Please confirm how the funds which will be used for the investment in the Fund have been accumulated by checking the relevant source(s) of wealth and providing the requested information in the below text box:

Family fortune

Please provide a detailed description:

Active entrepreneurial

Please provide a detailed description
(company name):

Former entrepreneurial

Please provide a detailed description
(company name / if sold to third party,
name purchaser and date of transaction):

Income

Please provide a detailed description
(profession, name of employer):

Other

Please provide a detailed description:

REPRESENTATIONS AND WARRANTIES

I/we hereby represent and warrant that:

- I/we have reviewed and agree to be bound by the Information Memorandum and confirm that the Information Memorandum does not contravene or constitute a violation under any provision of law applicable to me/us;
- I/we have knowledge and expertise in business and financial matters and am/are able to assess, evaluate and verify the merits and risks associated with investing in the Fund and I/we have independently assessed, evaluated and verified the merits and risks associated with investing in the Fund and the transactions contemplated by the Fund;
- I/we am/are willing to assume and will be able to bear the full financial and economic risk of an investment in the Fund, while maintaining adequate means of providing for my/our current needs and foreseeable contingencies, including the loss of my/our entire investment in the Fund;
- I/we comply with all applicable client identification and anti-money laundering requirements;
- I/we agree to cooperate with the Fund in every respect, to provide such information and to complete and sign such additional forms as may be required by the Fund to fulfil obligations under FATCA, CRS or any other reporting obligation for taxation purposes; I/we acknowledge that, should I/we fail to provide such information or to complete and sign such additional forms, whether or not such failure actually leads to a breach of applicable laws or regulations by the Fund, a risk for the Fund or me/us being subject to withholding tax or penalties under applicable laws, regulations or any intergovernmental regimes, the Fund reserves the right to take any action and/or to pursue any remedies at its disposal including, without limitation, compulsory redemption of my/our investment in the Fund, at the full discretion of the Fund Manager;
- I/we understand that this information will be processed by the Fund and/or its delegates and/or its or their duly authorised agents and any of their respective related, associated or affiliated companies (which includes, without limitation, the Administrator and the Fund Manager) (collectively for the purposes of this Section, the "Fund Parties") in accordance with their respective legal obligations under applicable anti-money laundering, data privacy and related laws and regulations ;
- I/we understand that my/our personal data will be processed by any of the Fund Parties for the purposes of: (a) managing and administering my/our participation in the Fund (including, without limitation, administering an application for Units in the Fund; administering a request for conversion or redemption of Units in the Fund; administering the payment of distributions (if any) declared by the Fund; maintaining the register of Unit Holders and circulating periodical reports, notices of meetings and other circulars relating to the Fund); (b) carrying out statistical analysis, research and disclosure to the Fund Parties; (c) complying with legal and regulatory obligations; (d) any legitimate business interest of the Fund; and (e) any other specific purpose to which the Unit Holder gives specific consent ;
- I/we acknowledge that the processing of my/our personal data may include the disclosure of my/our information to third parties where necessary or for legitimate business interests. This may include disclosure to third parties identified in the information Memorandum, governmental authorities or agents

of the Fund Parties who process the data for anti-money laundering purposes or for compliance with foreign regulatory requirements;

- I/we understand that further processing of my/our personal information may be required which processing may include (1) the disclosure of my/our information as outlined above to third parties; (2) the disclosure of my/our information where necessary for the Fund’s legitimate interests, to the parties identified above; or (3) the disclosure of my/our information to agents of the Administrator including companies situated in countries outside the European Economic Area (“EEA”). In the event of any such data transfers to locations outside the EEA, the Fund Parties will take reasonable steps in order to ensure that the applicant’s data is treated securely and in accordance with applicable anti-money laundering, data privacy and related laws and regulations;
- I/we understand my/our:
 - right to access my/our data (in easily readable form);
 - right to examine and correct my/our data;
 - right to restrict the use of my/our data;
 - right to withdraw any consent given to the processing of my/our data (where applicable);
 - right to receive information regarding any entities we disclose my/our data to;
 - right to object to the processing of my/our data where it is considered to be necessary for the purposes of the legitimate interests of the processor or controller; and
 - right to request for certain data to be erased (the “right to be forgotten”).

In addition you have the right to make a complaint with the local supervisory authority with respect to the way the Fund is processing your personal data or the way the Fund is handling your rights. For the avoidance of doubt the Fund shall be considered a data controller and each of the Fund Parties shall be considered either as a data processor or joint data controller; and

- I/we have read and agree to comply with the instructions as described hereinafter.

Name applicant:	Name second applicant (if applicable):
Signature:	Signature:
Date:	Date:

SUBSCRIPTION PROCEDURE

Minimum subscription amount

The minimum subscription amount is EUR 100,000. Following an initial subscription for the minimum subscription amount, an investor may make subsequent subscriptions in amounts of EUR 25,000 or more. The Fund Manager may decide, at its absolute discretion, to lower this subsequent subscription amount in individual cases.

Issue of Units

The Fund may issue a new Series on each Transaction Day at EUR 1,000 per Unit. The initial offering period, during which Units in the Lead Series will be offered and issued on any Business Day with a value of EUR 1,000 per Unit, ends on June 29, 2018. Fractions of Units may be issued, up to four decimals.

No subscription fee is charged by the Fund or the Fund Manager.

Subscription application (at least two (2) Business Days prior to the Transaction Day)

Applications for the subscription of Units should be submitted to the Administrator at least two (2) Business Days prior to the desired Transaction Day. To subscribe, the subscription form must be completed which can be requested from the Administrator by e-mail. The application for subscription should indicate the amount in EUR for which subscription is applied. By signing the subscription form, the prospective Unit Holder agrees to be bound by the contents of the Information Memorandum. Completed and signed applications are irrevocable once received by the Administrator. Upon issuance of Units in satisfaction of an application, the Administrator will confirm the number and value of the Units issued.

By submitting a completed and signed application, each applicant agrees that all information and/or documentation in relation to their participation in the Fund, such as know-your-customer information and/or documentation, may be provided to any of the Fund's service providers (as listed under the section Addresses of the Information Memorandum) upon their request and on a confidential basis.

Payment (at least two (2) Business Days prior to the Transaction Day)

Payment is possible only through a cash account in the name of the Unit Holder with a credit institution with a registered office in a country which is a member of the FATF or a country considered as having equivalent anti-money laundering systems in place as FATF members (countries which are members of the FATF are, for example, most member states of the European Union, the European Economic Area and the Organisation for Economic Co-operation and Development). If payment is made from another country, the subscription may still be accepted by the Fund Manager at its sole discretion. The subscription amount must be received in the account of the Legal Owner at least two (2) Business Days prior to the relevant Transaction Day. No interest will be paid over the subscription amount for the period between the payment of the subscription amount and the issuance of Units. The interest which is accrued benefits the Fund.

At the sole discretion of the Fund Manager, a Unit Holder may be allowed to pay the subscription amount in kind, if (i) the Fund is allowed to invest in the financial instruments that are transferred to the Fund (as stated in the Fund's investment restrictions section of the Information Memorandum), (ii) the transfer of the financial instruments takes place at the value of those financial instruments on the applicable Valuation Day and (iii) the transfer of the financial instruments to the Fund and the further process regarding the subscription in kind does not entail any additional

fees, costs and expenses for the Fund. The Administrator may request additional information and/or documentation in relation to such a subscription in kind.

Consequences if subscription application or payment are not received in time

If either the relevant completed and signed subscription form or the payment of the subscription amount has not been received in a timely manner, the application shall be held over to and the Units shall be issued on the following Transaction Day. Nevertheless, if both the completed and signed subscription form as well as the payment of the subscription amount are received before the earlier Transaction Day, the Fund Manager may, but is not obliged to, permit in such case the issue of Units on the earlier Transaction Day.

Under exceptional circumstances, and only in the interest of the Unit Holders, the day on which the subscription will be effectuated and Units will be issued may be different from a Transaction Day. In that case, the Valuation Day will be the Business Day preceding such other Transaction Day. Unit Holders concerned will be notified by the Fund Manager.

Rejection or (temporary) suspension of subscription

The Fund Manager may reject or (temporarily) suspend subscriptions if:

- a) the calculation of the Net Asset Value is suspended;
- b) the Fund Manager considers that subscription would be contrary to applicable laws or regulations;
- c) the application of the legally required know-your-customer procedure gives, in the Fund Managers' opinion, reason for such rejection or (temporary) suspension;
- d) the Fund Manager is of the opinion that (i) there is a reasonable expectation that accepting the subscription would be contrary to the interests of the existing Unit Holders or (ii) investing the amounts received would be, considering market conditions, irresponsible or impossible; or
- e) it has been decided that the Fund will be liquidated and dissolved.

Furthermore the Fund Manager may at any time reject an application for any other reason. In case of rejection, the Fund Manager will inform the respective applicant thereof within a reasonable period and any payments already received will be returned promptly and without interest.

Discontinuation of subscription because of the size of the Fund ("soft close" and "hard close")

If the Fund Manager believes that a further increase in the size of the Fund may reasonably lead to lower returns, it may decide to refuse applications for subscription of new Unit Holders for a certain period to be determined at its discretion (a so called soft close). In such case, new subscriptions by existing Unit Holders remain possible. If the Fund is still growing too fast, the Fund Manager may also decide to refuse subscription applications of existing Unit Holders (a so called hard close).

Wiring instructions

The subscription amount in EUR must be transferred to:

For account of beneficiary bank:	Ebury Partners U.K. Limited Claude Debussylaan 26, 1082 MD Amsterdam, the Netherlands
SWIFT BIC beneficiary bank:	EBURNL21
Name ultimate beneficiary:	Stichting Legal Owner Plethora Private Equity
Account number ultimate beneficiary:	NL62 EBUR 2038349126
Reference ultimate beneficiary:	[Name of Unit Holder]

CLIENT IDENTIFICATION AND MONEY LAUNDERING

Together with this subscription form, the following documents should be sent to the Administrator:

- **Where the applicant is an individual:** copies of a passport and a proof of address (e.g. a utility bill or a bank statement); or
- **Where the applicant is a legal entity:** copies of (a) the certificate of incorporation (and any certificate of change of name) or the excerpt from the trade register held at the relevant chamber of commerce; (b) the articles of incorporation or the analogous document under applicable law evidencing the existence of the legal entity; (c) the register of directors; (d) the register of members; (e) a passport and a proof of address (e.g. a utility bill or a bank statement) of the ultimate beneficial owners and the persons authorised to represent the legal entity; and (f) the signatory card verifying the authority of officers to sign on behalf of the legal entity.

Should, contrary to the subscription procedure as described above, the subscription amount be received from a cash account in the name of the Unit Holder with a credit institution with a registered office in a country which is not a member of the FATF or a country not considered as having equivalent anti-money laundering systems in place as FATF members, the aforementioned documents will need to be certified as per the requirements stated below.

The Fund Manager or the Administrator may request any further information (certified as per the requirements stated below or not) which it considers to be in any way necessary for the process of verification or may request that any information already provided should be certified as per the requirements stated below. The applicant will also need to submit the relevant W-8 form and/or any similar self-certification form, insofar as such forms are required under any laws or regulations imposing reporting obligations on the Fund for taxation purposes (such as FATCA, CRS or any other reporting regime). Such forms can be obtained from the Administrator by e-mail and should be completed and signed and returned to the Administrator.

By submitting a completed and signed subscription form, the applicant acknowledges and agrees that all information and/or documentation provided to the Administrator may be provided to any of the Fund's service providers (as listed under the section Addresses of the Information Memorandum), such as banks and/or brokers, upon their request and on a confidential basis. The Fund's service providers may request that any information already provided should be certified as per their own requirements.

The aforementioned documentation and personal data will be used and processed by the Administrator in order to be able to (i) maintain the Register, (ii) process this subscription and (iii) comply with the Act on prevention of money laundering and financing of terrorism (*Wet ter voorkoming van witwassen en financieren van terrorisme*) and other laws and regulations preventing money laundering. Each Unit Holder has the right to obtain a copy of their personal data being held by the Administrator and to have their data corrected or deleted. For any questions regarding these rights, you may contact the Administrator or the Fund Manager.

Where it is stated that documents should be certified, such documents must be certified as a true copy of the original by a notary public, lawyer or accountant. The certification should further include the full name and full contact details of the certifier as well as the date of certification.