

APPLICATION PROCEDURES & PAYMENT INSTRUCTIONS

Please complete and send to Gallium Fund Solutions Limited, 4th Floor, Tubs Hill House, London Road, Sevenoaks, Kent, TN13 1BL:

EITHER:

For - Private Individual

- Form B - Limited Partnership Application Form
- Authorised Intermediary Form in respect of the beneficial owner and any supporting documentation in respect of the beneficial owner or any third party applying on behalf of the beneficial owner.
- Form SA401
- Cheque (made payable to Sycamore V Property Development Fund LP) or Transfer (details below)

For - Company/Trust

- Form C - Limited Partnership Application Form
- Authorised Intermediary Form in respect of the beneficial owner and any supporting documentation in respect of the beneficial owner or any third party applying on behalf of the beneficial owner.
- Form SA402
- Cheque (made payable to Sycamore V Property Development Fund LP) or Transfer (details below)

Guidance on Completing Form SA401

Please complete sections 1-10 and sign the form, but DO NOT date. Gallium will complete the rest upon acceptance.

Guidance on Completing form SA402

Please complete sections 1-8, 15-19 and sign the form, but DO NOT date. Gallium will complete the rest upon acceptance.

Transfer Details:

Bank: HSBC
 Account Name: Sycamore V Property Development Fund LP
 Account Number: 82042010
 Sort Code: 40 04 09

Applicants paying by transfer should ensure the "Source of Investment" detail is completed.

Please note that:

- All forms submitted to Gallium must carry original signatures.
- Any cheque or other documents dispatched by post will be at the risk of the Applicant.
- An application may be rejected without reason.
- If the investment amount required exceeds the amount sought by the Fund, Applicants may have their interests scaled down, or at the discretion of Gallium Fund Solutions Limited, declined.
- Monies remitted must be from the Applicant's bank account or documentary evidence supplied to verify the discrepancy.
- If Gallium is unable to identify the Applicant's identity in respect of the remittance or if the amount received is not in multiples of £1,000 the remittance may be returned to the remitting bank minus any charges.
- Due completion of an application form constitutes a warranty that any monies forwarded by the Applicant will be honoured on first presentation.

AUTHORISED INTERMEDIARY FORM

This section must be completed in full by an authorised intermediary in relation to the application made for the Sycamore V Property Development Fund LP.

A separate form must be completed for each beneficial owner, if applicable.

Beneficial Owner		
Beneficial Owner's Full Name <div style="border: 1px solid black; height: 30px; margin-top: 5px;"></div>	Beneficial Owner's Address <div style="border: 1px solid black; height: 60px; margin-top: 5px;"></div>	Previous address (if moved in last 3 years) <div style="border: 1px solid black; height: 60px; margin-top: 5px;"></div>
Beneficial Owner's Date of Birth <div style="border: 1px solid black; height: 30px; margin-top: 5px;"></div>		

AML

In order to provide assurance to the Operator and the Limited Partnership/Trust and its bankers and managers that the applicable anti-money laundering law and regulations are complied with, I confirm:

- the above named is one of my customers and has been known to me for years;
- the identity and address of the beneficial owner has been verified to EU requirements and at least in accordance with the standard required by UK law and regulation and any additional "customer due diligence" information required is attached;
- that I have had sight of the original identification evidence and address documentation and that those containing a signature were pre-signed;
- the source of subscription proceeds is known a) to be legitimate, b) not to contravene the applicable anti-money laundering law and regulations, and c) not to relate to the proceeds of any conduct which constitutes any criminal offence in any part of the UK if it occurred there;
- Certified copies of the underlying documentary evidence received are enclosed with this form; or retained in my records and will be made available on request;
- I am unaware of any activities on the part of the above beneficial owner which leads me to suspect that the beneficial owner is or has been involved in criminal conduct or money laundering. Should I subsequently become suspicious of any such activity then, subject to legal constraints, I shall inform Gallium's Money Laundering Reporting Officer immediately.

EXEMPTIONS & COBS 4.12

THE FINANCIAL SERVICES & MARKETS ACT 2000 ("FSMA 2000") RESTRICTS THE PROMOTION OF UCIS UNLESS CERTAIN EXEMPTIONS APPLY TO THE BENEFICIAL OWNER, AND THEREFORE ALL BENEFICIAL OWNERS MUST BE CATEGORISED UNDER COBS 4.12

I confirm I am authorised under FSMA 2000 to advise on UCIS as set out in the Information Memorandum.

I have a written record of the exemption(s) relied upon to determine that the beneficial owner can make an investment into this Fund, and this information will be made available upon request. The beneficial owner is:

- Certified High Net Worth Individual Yes/No
- Certified Sophisticated Investor Yes/No
- Self-Certified Sophisticated Investor Yes/No

A copy of the relevant certificate is attached (if applicable).

And/or I have categorised the beneficial owner under COBS 4.12 as :

Category(ies):	Reason(s)
<div></div>	<div></div>

I have given the appropriate warnings/indications as required by the FSA to the beneficial owner.

Signature	Name	Position	Date
<div></div>	<div></div>	<div></div>	<div></div>
Full Name of Regulated Firm			
<div></div>			
Firm FSA Reference Number		Adviser's FSA Reference Number	
<div></div>		<div></div>	

FORM B

APPLICATION FORM FOR LIMITED PARTNERSHIP

PRIVATE INDIVIDUALS

INCLUDING POWER OF ATTORNEY

This application should be completed in BLOCK CAPITALS, signed by the Applicant and witnessed

To: Operator of the Sycamore V Property Development Fund LP ("the Limited Partnership")

Applicant ("the Applicant")

Forename(s)

Date of Birth

Surname

Telephone Number

Address

Fax Number

Email

**Tax Reference
Number**

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**National Insurance
Number**

Nominee's Name & Registered Address (if applicable):

Tax Reference Number for Nominee (if applicable)

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Number of Participations applied for at £1,000 each
(Minimum 10 Participations)

Investment amount of
(Minimum £10,000 and increments of
£1,000)

The Applicant irrevocably offers to apply for the Participations specified above to become a Limited Partner in the Partnership, a limited partnership registered in England under the provisions of the Limited Partnership Act 1907, subject to the terms and conditions of the Limited Partnership Agreement. The expressions used in this application form shall have the meaning attributed to them in the Information Memorandum ("the IM") except where the contents otherwise requires.

1. The Applicant undertakes to S5PD Fund (General Partner) Limited (“the General Partner”) and Gallium Fund Solutions Limited (“the Operator”) that the General Partner and the Operator may rely on the offer made by the Applicant to participate in the Limited Partnership pursuant to this application form and accordingly that this offer may not be cancelled, rescinded or otherwise revoked after the date hereof. The Applicant agrees to accept the number of Participations allocated to them whether the number applied for, or a lower number, on the terms and subject to the provisions of the Limited Partnership Agreement.
2. The Applicant hereby warrants to the General Partner and the Operator that:
 - (i) the Applicant agrees to accept the Participations upon the terms and subject to the provisions of the Limited Partnership Agreement constituting the Limited Partnership and warrants and undertakes that at all times while the said Participations shall be registered in the Applicant’s name or in the Applicant’s nominee’s name they will be held as investments of the Limited Partnership in accordance with the Limited Partnership Agreement;
 - (ii) The Applicant agrees to pay or procure payment on demand and to indemnify or procure the indemnification of the Limited Partnership, the General Partner and the Operator against:
 - a. any liabilities, expenses or payments which may be payable by the Limited Partners of the said Participations under the Limited Partnership Agreement;
 - b. any sums to which the General Partner or any other person may become entitled by way of indemnity under the Limited Partnership Agreement; and
 - c. any other sums in respect of which the Limited Partnership, the General Partner or the Operator are entitled to indemnification from the Limited Partner, in proportion which the said Participations bear to the Participations for the time being in issue.
 - (iii) the Applicant has received the IM and is aware of the aims and objectives of the Limited Partnership and has relied on the advice of, or has consulted with, their own professional advisers with regard to the tax, legal and other economic considerations related to this application to the Limited Partnership;
 - (iv) the Applicant has received and has read and understood the terms of the IM and particularly the section headed ‘Risk Factors’, and is aware of the risks attached to becoming a Limited Partner in the Limited Partnership, including that Limited Partners are precluded from management of the business of the Limited Partnership and Limited Partners may become jointly and severally liable for the debts and obligations of the Limited Partnership if they become involved in the management of the business of the Limited Partnership;
 - (v) to the extent that the IM contains any descriptions or provisions that are inconsistent with or conflict with the provisions of the Limited Partnership Agreement, the Applicant confirms that on becoming a Limited Partner in the Limited Partnership, the Applicant has read and relies on the Limited Partnership Agreement in respect of the Limited Partnership, that the terms and conditions of the Limited Partnership Agreement shall prevail in the event of such conflict or inconsistency and that neither the Limited Partnership, the General Partner, the Operator nor any other party shall be liable in connection with any such inconsistency or conflict;
 - (vi) the Applicant has such knowledge and experience in financial and business matters as to be capable of evaluating the risks involved in, and the merits of, an investment in the Limited Partnership;
 - (vii) in evaluating the suitability of an investment in the Limited Partnership, the Applicant has not relied upon any representation or warranty (whether oral or written) made by the Limited Partnership, the General Partner, the Operator or any other person other than as set forth in the Limited Partnership documentation, save that this shall not apply to any fraudulent representation. The Applicant confirms that where requested, all documents, records and books relating to the Limited Partnership have been made available for review by the Applicant and that the Applicant has received satisfactory answers to questions raised with the General Partner and the Operator concerning the terms and conditions relating to an investment in the Limited Partnership;
 - (viii) the Applicant recognises that this is a long term investment and there is no established market for Participations in the Limited Partnership, that they cannot be sold or otherwise disposed of except in the manner set out in the Limited Partnership Agreement, and that the Applicant may have difficulty in obtaining reliable information about their value;
 - (ix) the Applicant has the financial ability to bear the economic risk of participating in the Limited Partnership, has adequate means for providing for their current needs and possible contingencies and has no need for the liquid funds representing their investment in the Limited Partnership;
 - (x) the Applicant shall execute and deliver to the Operator and the General Partner, within 5 days after receipt of a request from the Operator and the General Partner, such further designations, powers of attorney and other instruments as the Operator and the General Partner shall reasonably deem necessary;

- (xi) the Applicant shall promptly provide to the Operator and the General Partner such information as it may reasonably require for the purpose of determining the Applicant's eligibility to acquire Participations;
 - (xii) all information provided to the Limited Partnership in this application form is correct and complete as at today's date and may be relied upon by the General Partner and the Operator and may be relied on by other Limited Partners in the Limited Partnership. The Applicant agrees to notify the Operator and General Partner as soon as reasonably practicable upon becoming aware if:
 - a. any representation or warranty contained in this application form becomes untrue prior to the admission of the Applicant as a Limited Partner; or
 - b. any response to any questions contained in this application form become untrue at any time;
 - (xiii) the Applicant agrees to provide such information and execute and deliver such documents as the Limited Partnership may reasonably request to verify the accuracy of the representations and warranties contained in this application form or to comply with any law or regulation applicable to the Limited Partnership, provided that any confidential information disclosed shall be kept confidential by the Limited Partnership and the Operator and shall not be made available to any third party unless required by law or by any regulatory authority.
3. The Applicant agrees, by executing this application form, to be bound by the terms of the Limited Partnership Agreement and this application form shall accordingly constitute the Applicant's irrevocable agreement to be bound by the terms and conditions of the Limited Partnership Agreement as a Limited Partner with effect from the relevant Closing Date. In the event that the Applicant is allocated additional Participations, without having completed a further application form, the Applicant will be deemed to have restated the relevant terms of this application form as at the date of such allocation.
 4. This Power of Attorney is made on the date of application as specified in this application form and the Applicant hereby irrevocably appoints any one of the Directors of the Operator to be its attorney ("Attorney") in the Applicant's name and on the Applicant's behalf to do any of the following:
 - (i) to take all such steps and execute all such documents and agreements and do all such things as their Attorney at its discretion may consider necessary or appropriate to constitute them as a Limited Partner in the Limited Partnership; including signing a Deed of Assignment to transfer existing Participations to the Applicant.
 - (ii) make any amendments, changes or modifications to the Limited Partnership Agreement in circumstances specified therein and to this application form, if such amendment is to cure an ambiguity or to correct or supplement any provisions contained therein or herein which may be defective or inconsistent with any other provisions contained therein or herein, provided the cure, correction or supplemental provisions do not and will not adversely affect the interest of any Limited Partner, as determined by the legal advisors to the Limited Partnership;
 - (iii) to act as representative in all issues pertaining to Value Added Tax and in all dealings with HMRC including acting as signatory on behalf of the principal on any VAT documents including applications for VAT registration (form VAT1) if required and any such Notifications of Elections to Waive Exemption (Option to Tax) as may be required;
 - (iv) to take all such steps and execute all such documents and agreements and do all such things as their Attorney at its discretion may consider necessary or appropriate to subordinate the loan monies owing to the Limited Partners so they rank behind that of any third party lender including any institution;
 - (v) execute all instruments relating to the admission of additional or substituted Limited Partners or general partners; and
 - (vi) execute and file any documents necessary to be filed in connection with the business, property, assets and undertakings of the Limited Partnership, including, without limitation, documents relating to a consolidation of the Limited Partnership with another partnership whereby the rights of the Limited Partners would not be adversely affected.
 5. The Applicant undertakes to indemnify the Operator fully against all claims, losses, costs, expenses, damages or liability which the Operator sustains or incurs as a result of any action taken in good faith, the Operator pursuant to this Power of Attorney (including any cost incurred in enforcing this indemnity).
 6. This Power of Attorney shall expire upon the Applicant ceasing to be a Limited Partner howsoever caused and all associated documentation relating to this will be completed (where applicable).
 7. The Applicant accepts that the covenants and undertakings contained in this application form shall remain in full force and effect until the termination of the Limited Partnership.
 8. The Applicant acknowledges that the Operator, the General Partner and the Limited Partnership will rely upon the covenants and undertakings contained in this application form and the Applicant hereby agrees to indemnify the Operator and the General Partner and each of their

associates from and against any and all losses, costs and expenses reasonably and properly incurred as a result of, or otherwise directly arising out of, a material breach of any such covenants or undertakings contained in this application form.

9. The Applicant authorises the Operator to complete a Deed of Adherence (if applicable) to bind the Applicant to the terms of the Limited Partnership Agreement in the event this application is accepted in whole or in part.
10. The Applicant authorises the Operator to date the form SA401 which accompanies this application form and submit this to HMRC in the event that this application is accepted in whole or in part.
11. The Applicant agrees that the information provided to the Limited Partnership in connection with becoming a Limited Partner and during the course of the operation of the Limited Partnership may be stored on computer or otherwise by the Operator, the General Partner, Asset Manager, and such other parties that the Operator may nominate for administrative purposes and consent to the use of such information for the purpose of the ongoing administration of the Limited Partnership.
12. The Applicant warrants to the Operator and the Limited Partnership that:
 - (i) they have full capacity, power and authority to make this application and to become a Limited Partner of the Limited Partnership;
 - (ii) they are 18 years of age or over;
 - (iii) they are experienced in business matters and recognise that the Limited Partnership is a speculative venture;
 - (iv) they are applying on their own account or account under their control; and
 - (v) where the Applicant is making this application in their capacity as a Certified Sophisticated Investor under the CIS Promotion Order, they declare that they qualify as such (and thereby confirm the declaration made by them before receiving this IM) and are therefore entitled to the exemption contained in the CIS Promotion Order relating to Certified Sophisticated Investors. They accept that the Limited Partnership outlined in the IM is not authorised or recognised for the purposes of FSMA. They are aware that it is open to them to seek advice from a person authorised under FSMA who specialises in the kind of collective investment scheme described in the IM.

This application form (including the Power of Attorney) constitutes a deed of agreement which shall be governed by, and construed in accordance with, the laws of England and Wales, and the appropriate Court of Law in England is to have exclusive jurisdiction in relation to all matters, claims and disputes arising out of or in connection with this application form.

In WITNESS WHEREOF this document has been executed and delivered as a deed by the **APPLICANT**
 I CONFIRM I HAVE BEEN MADE AWARE THAT THE PARTICIPATIONS THAT ARE ALLOCATED TO ME MAY
 BE EXISTING PARTICIPATIONS TRANSFERRED TO ME VIA A DEED OF ASSIGNMENT WHICH WILL BE SIGNED ON
 MY BEHALF BY THE OPERATOR USING ITS POWER OF ATTORNEY AND AS STATED IN 4 (i) OF THIS APPLICATION.

Date

Subscriber's
Signature
In the presence
of (Witness'
Signature)

Witness' Address

Witness' Name

Witness'
Occupation

Details of Introducing Financial Adviser

I hereby confirm that I am authorised under the Financial Services and Markets Act 2000 to advise on proposals of this kind set out in the Information Memorandum and that I have made the Applicant aware of the risk factors and recommended this as a suitable investment.

Name of Firm

Name of Adviser

Firm FSA Number

Adviser's FSA Number

Address

Tel No

Email

Signature

Source of Funds – please provide bank details of where the Investment monies are being sent fromBank
Name

Account Name

Bank
AddressAccount No & Sort
Code

About this form

This form should be completed by an individual becoming a partner in a partnership, to register for Self Assessment and Class 2 NICs. It contains questions that help HMRC decide your tax return and Class 2 NICs requirements.

The partnership must register separately using form SA400 *Registering a partnership for Self Assessment.*

Partners who aren't individuals, for example, companies, other partnerships and trusts, should complete form SA402 *Registering a partner for Self Assessment if they're not an individual*.

Each partner must complete a separate form SA401 or SA402, as appropriate. This applies even if the partner already sends in tax returns and is registered for Self Assessment in their own right.

Appointing an agent

To authorise an agent to act on your behalf, you can either complete form 64-8 *Authorising your agent* or ask your agent to set up an authorisation online. Please note, an agent authorisation for the partnership does not cover the partners, so you must authorise your agent to deal with your tax affairs separately. Ask your agent about online authorisation, or download form 64-8 at www.hmrc.gov.uk/findaform

If you need help

If you need help you can phone the
Newly Self-Employed Helpline on **0845 915 4515**.

For further information about Class 2 NICS go to www.hmrc.gov.uk/ni/index.htm

 Please answer all relevant questions and use capital letters.


About you

<p>1 Title</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>2 Surname</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>3 First name(s)</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>4 Date of birth DD MM YYYY</p> <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div> <p>5 National Insurance number</p> <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div> <p>You must have a National Insurance number before you can register for Self Assessment. To apply for a National Insurance number you attend an Evidence of Identity interview at a Jobcentre Plus or Social Security office. Please contact the Department for Work and Pensions on 0845 600 0643.</p> <p>If you believe that you do not need a UK National Insurance number, please give your reasons below.</p> <div style="border: 1px solid black; height: 100px; width: 100%;"></div>	<p>6 Address</p> <div style="border: 1px solid black; height: 40px; width: 100%;"></div> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p style="text-align: right;">Postcode</p> <p>7 Your phone number</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>8 Are you a UK resident?</p> <p><i>If you're not sure how to answer this question you can find further help at www.hmrc.gov.uk/residence</i></p> <p>No <input type="checkbox"/> Yes <input type="checkbox"/></p> <p>9 Have you come to the UK from a non-EU country within the last 12 months?</p> <p>No <input type="checkbox"/> Yes <input type="checkbox"/></p> <p>Please tick here if you have recently arrived in the UK but you're not sure how long you will be staying. <input type="checkbox"/></p> <p>10 If you have previously registered for Self Assessment, what is your Unique Taxpayer Reference (UTR)?</p> <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div> <p>11 Are you the nominated partner for the partnership you are joining?</p> <p>No <input checked="" type="checkbox"/> Yes <input type="checkbox"/></p>
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About the partnership you have joined

<p>12 Name of partnership</p> <p>Sycamore V Property Development Fund LP</p> <p>13 Address of partnership</p> <p>16 Riverside, Omega Park Alton Hampshire Postcode GU34 2UF</p> <p>14 What is the nature of the business being carried out? For example, plumbers, investment business, electrical engineers</p> <p>Purchase residential developments and land sites</p> <p>15 When did you join the partnership? DD MM YYYY</p> <p><input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/></p>	<p>16 Has form SA400 <i>Registering a partnership for Self Assessment</i> been completed for this partnership?</p> <p>No <input checked="" type="checkbox"/> Yes <input type="checkbox"/></p> <p>If Yes, please go to question 17</p> <p>If No</p> <ul style="list-style-type: none">If this is an ordinary partnership, or a Limited Liability Partnership (LLP) or Limited Partnership (LP) registered with Companies House before 25 October 2010, please register the partnership using form SA400.If this is an LLP or LP registered with Companies House on or after 25 October 2010, please enter the Company Registration Number (CRN) below <p>LP014177</p> <p>17 Please enter the partnership Unique Taxpayer Reference (UTR), if known</p> <p>41926 45491</p>
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Your declaration

 You must sign and date the declaration.

<p>I declare that:</p> <ul style="list-style-type: none">the information I have given on this form is complete and correct to the best of my knowledge and beliefI will tell HM Revenue & Customs straightaway if my circumstances change in a way that affects the answers I have given on this form.	<p>Signature</p> <p><input type="text"/></p> <p>Date DD MM YYYY</p> <p><input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/></p>
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What to do next

Please send your completed SA401 and 64-8 (if appropriate) to:

HMRC
National Insurance Contributions and Employer Office
Self-Employment and Self Assessment Registrations
Benton Park View
Newcastle upon Tyne
NE98 1ZZ

These forms can be sent with the SA400 and any forms SA401 and SA402, but please don't attach anything else.

FORM C**APPLICATION FORM FOR LIMITED PARTNERSHIP****NON TAX-EXEMPT UK COMPANIES & TRUSTS / OVERSEAS COMPANIES & TRUSTS****INCLUDING POWER OF ATTORNEY**

This application should be completed in BLOCK CAPITALS and signed appropriately

To: Operator of the Sycamore V Property Development Fund LP ("the Limited Partnership")

**Company/
Trust ("the Applicant")**

Registered Address

Telephone Number

Email Address

**Company/Trust
Registration Number**

Tax Reference Number

Nominee's Name & Registered Address Details (if applicable):

Nominee Tax Reference Number

Number of Participations applied for at £1,000 each:
(Minimum 10 Participations)

Investment amount of:

(Minimum £10,000 and increments of £1,000)

The Applicant irrevocably offers to apply for the Participations specified above to become a Limited Partner in the Partnership, a limited partnership registered in England under the provisions of the Limited Partnership Act 1907, subject to the terms and conditions of the Limited Partnership Agreement. The expressions used in this application form shall have the meaning attributed to them in the Information Memorandum ("the IM") except where the contents otherwise requires.

1. The Applicant undertakes to S5PD Fund (General Partner) Limited ("the General Partner") and the Gallium Fund Solutions Limited ("the Operator") that they may rely on the offer made by the Applicant to participate in the Limited Partnership pursuant to this application form and

accordingly that this offer may not be cancelled, rescinded or otherwise revoked after the date hereof. The Applicant agrees to accept the number of Participations allocated to them whether the number applied for, or a lower number, on the terms and subject to the provisions of the Limited Partnership Agreement.

2. The Applicant hereby warrants to the General Partner and the Operator that:

- (i) the Applicant agrees to accept the Participations upon the terms and subject to the provisions of the Limited Partnership Agreement constituting the Limited Partnership and warrants and undertakes that at all times while the said Participations shall be registered in the Applicant's name or in the Applicant's nominee's name they will be held as investments of the Limited Partnership in accordance with the Limited Partnership Agreement;
- (ii) the Applicant agrees to pay or procure payment on demand and to indemnify or procure the indemnification of the Limited Partnership, the General Partner and the Operator against:
 - a. any liabilities, expenses or payments which may be payable by the Limited Partners of the said Participations under the Limited Partnership Agreement;
 - b. any sums to which the General Partner or any other person may become entitled by way of indemnity under the Limited Partnership Agreement; and
 - c. any other sums in respect of which the Limited Partnership, General Partner or the Operator are entitled to indemnification from the Applicant, in the proportion which the said Participations bear to the Participations for the time being in issue;
- (iii) the Applicant has received the IM and is aware of the aims and objectives of the Limited Partnership and has relied on the advice of, or has consulted with, his own professional advisers with regard to the tax, legal and other economic considerations related to this application to the Limited Partnership;
- (iv) the Applicant has received and has read and understood the terms of the IM and particularly the section headed 'Risk Factors', and is aware of the risks attached to becoming a Limited Partner in the Limited Partnership; including that Limited Partners are precluded from management of the business of the Limited Partnership and that Limited Partners may become jointly and severally liable for the debts and obligations of the Limited Partnership if they become involved in the management of the business of the Limited Partnership;
- (v) to the extent that the IM contains any descriptions or provisions that are inconsistent with or conflict with the provisions of the Limited Partnership Agreement, the Applicant confirms that on becoming a Limited Partner, the Applicant relies upon the Limited Partnership Agreement in respect of the Limited Partnership, that the terms and conditions of the Limited Partnership Agreement shall prevail in the event of such conflict or inconsistency and that neither the Limited Partnership, the General Partner, the Operator nor any other party shall be liable in connection with any such inconsistency or conflict;
- (vi) the Applicant has such knowledge and experience in financial and business matters as to be capable of evaluating the risks involved in, and the merits of, an investment in the Limited Partnership;
- (vii) in evaluating the suitability of an investment in the Limited Partnership, the Applicant has not relied upon any representation or warranty (whether oral or written) made by the Limited Partnership, the General Partner, the Operator, or any person other than as set forth in the Limited Partnership documentation, save that this shall not apply to any fraudulent representation. The Applicant confirms that where requested, all documents, records and books relating to the Limited Partnership have been made available for review by the Applicant and that the Applicant has received satisfactory answers to questions raised with the General Partner and the Operator concerning the terms and conditions relating to an investment in the Limited Partnership;
- (viii) the Applicant recognises that this is a long term investment and there is no established market for Participations in the Limited Partnership, that they cannot be sold or otherwise disposed of except in the manner set out in the Limited Partnership Agreement, and that the Applicant may have difficulty in obtaining reliable information about their value;
- (ix) the Applicant has the financial ability to bear the economic risk of participating in the Limited Partnership, has adequate means for providing for their current needs and possible contingencies and has no need for the liquid funds representing their investment in the Limited Partnership;
- (x) the Applicant shall execute and deliver to the Operator and the General Partner within five days after receipt of a request from the Operator and the General Partner, such further designations, powers of attorney and other instruments as the Operator and the General Partner shall reasonably deem necessary;
- (xi) the Applicant shall promptly provide to the Operator and the General Partner such information as it may reasonably require for the purpose of determining the Applicant's eligibility to acquire Participations;

- (xii) all information provided to the Limited Partnership in this application form is correct and complete as at today's date and has been relied upon by the General Partner and the Operator and may be relied on by other Limited Partners in the Limited Partnership. The Applicant agrees to notify the Operator as soon as reasonably practicable upon becoming aware if:
- a. any representation or warranty contained in this application form becomes untrue prior to the admission of the Applicant as a Limited Partner; or
 - b. any response to any questions contained in this application form become untrue at any time; and
- (xiii) the Applicant agrees to provide such information and execute and deliver such documents as the Limited Partnership may reasonably request to verify the accuracy of the representations and warranties contained in this application form or to comply with any law or regulation applicable to the Limited Partnership, provided that any confidential information disclosed shall be kept confidential by the Limited Partnership and the Operator and shall not be made available to any third party unless required by law or any regulatory authority.
3. The Applicant agrees, by executing this application form, to be bound by the terms of the Limited Partnership Agreement and this application form shall accordingly constitute the Applicant's irrevocable agreement to be bound by the terms and conditions of the Limited Partnership Agreement as a Limited Partner with effect from the relevant Closing Date. In the event that the Applicant is allocated additional Participations, without having completed a further application form, the Applicant will be deemed to have restated the relevant terms of this application form as at the date of such allocation.
 4. This Power of Attorney is made on the date of application as specified in this application form and the Applicant hereby irrevocably appoints any one of the Directors of the Operator to be its attorney ("the Attorney") in the Applicant's name and on the Applicant's behalf to do any of the following:
 - (i) to take all such steps and execute all such documents and agreements and do all such things as their Attorney at its discretion may consider necessary or appropriate to constitute them as a Limited Partner of the Limited Partnership; including signing a Deed of Assignment to transfer existing Participations to the Applicant.
 - (ii) make any amendments, changes or modifications to the Limited Partnership Agreement in circumstances specified therein and to this application form, if such amendment is to cure an ambiguity or to correct or supplement any provisions contained therein or herein which may be defective or inconsistent with any other provisions contained therein or herein, provided the cure, correction or supplemental provisions do not and will not adversely affect the interest of any Limited Partner, as determined by the legal advisors to the Limited Partnership;
 - (iii) to act as representative in all issues pertaining to Value Added Tax and in all dealings with HMRC signatory on behalf of the principal on any VAT documents including applications for VAT registration (form VAT1) if required and any such Notifications of Elections to Waive Exemption (Option to Tax) as may be required;
 - (iv) to take all such steps and execute all such documents and agreements and do all such things as their Attorney at its discretion may consider necessary or appropriate to subordinate the loan monies owing to the Limited Partners so they rank behind that of any third party lender including any institution;
 - (v) execute all instruments relating to the admission of additional or substituted Limited Partners or general partners; and
 - (vi) execute and file any documents necessary to be filed in connection with the business, property, assets and undertakings of the Limited Partnership, including, without limitation, documents relating to a consolidation of the Limited Partnership with another partnership whereby the rights of the Limited Partners would not be adversely affected.
 5. The Applicant undertakes to indemnify the Operator fully against all claims, losses, costs, expenses, damages or liability which the Operator sustains or incurs as a result of any action taken by the Operator in good faith pursuant to this Power of Attorney (including any cost incurred in enforcing this indemnity).
 6. This Power of Attorney shall expire upon the Applicant ceasing to be a Limited Partner howsoever caused and all associated documentation relating to this will be completed (where applicable).
 7. The Applicant accepts that the covenants and undertakings contained in this application form shall remain in full force and effect until the termination of the Limited Partnership.
 8. The Applicant acknowledges that the Operator, General Partner and the Limited Partnership will rely upon the covenants and undertakings contained in this application form and the Applicant hereby agrees to indemnify the Operator and General Partner and each of their associates from and against any and all losses, costs and expenses reasonably and properly incurred as a result of, or otherwise directly arising out of, a material breach of any such covenants or undertakings contained in this application form.

9. The Applicant authorises the Operator to complete a Deed of Adherence (if applicable) to bind the Applicant to the terms of the Limited Partnership Agreement in the event this application is accepted in whole or in part.
10. The Applicant authorises the Operator to date the form SA402 which accompanies this application form and submit this to HMRC in the event that this application is accepted in whole or in part.
11. The Applicant agrees that the information provided to the Limited Partnership in connection with becoming a Limited Partner and during the course of the operation of the Limited Partnership may be stored on computer or otherwise by the Operator, the General Partner, Asset Manager, and such other parties that the Operator may nominate for administrative purposes and consent to the use of such information for the purpose of the ongoing administration of the Limited Partnership.

This application form constitutes an agreement which shall be governed by, and construed in accordance with, the laws of England and Wales, and the appropriate Court of Law in England is to have exclusive jurisdiction in relation to all matters, claims and disputes arising out of or in connection with this application form.

THIS APPLICATION FORM MUST BE SIGNED:

EITHER BY:

1. **TWO DIRECTORS/AUTHORISED SIGNATORIES, OR ONE DIRECTOR AND A COMPANY SECRETARY.**

First Signatory to the Applicant (first director/first authorised signatory)

I CONFIRM I HAVE BEEN MADE AWARE THAT THE PARTICIPATIONS THAT ARE ALLOCATED TO ME MAY BE EXISTING PARTICIPATIONS TRANSFERRED TO ME VIA A DEED OF ASSIGNMENT WHICH WILL BE SIGNED ON MY BEHALF BY THE OPERATOR USING ITS POWER OF ATTORNEY AND AS STATED IN 4 (i) OF THIS APPLICATION.

Name

Telephone Number

Position
(with respect to the Applicant)

Email

Address

Signature

Date

Second Signatory to the Applicant (second director/company secretary/second authorised signatory)

Name

Telephone Number

Position
(with respect to the Applicant)

Email

Address

Signature

Date

OR:

2. BY ONE DIRECTOR/AUTHORISED SIGNATORY SIGNING IN THE PRESENCE OF A WITNESS.**In WITNESS WHEREOF** this document has been executed and delivered as a deed by the **APPLICANT**

Date

Applicant's
SignatureIn the presence
of (Witness'
Signature)

Witness' Address

Witness' Name

Witness'
Occupation**Details of Introducing Financial Adviser**

I hereby confirm that I am authorised under the Financial Services and Markets Act 2000 to advise on proposals of this kind set out in the Information Memorandum and that I have made the Applicant aware of the risk factors and recommended this as a suitable investment.

Name of Firm

Name of Adviser

Firm FSA Number

Adviser's FSA Number

Address

Telephone Number

Email

Signature

Source of Funds – please provide bank details of where the Investment monies are being sent fromBank
Name

Account Name

Bank
AddressAccount No & Sort
Code

About this form

Use this form to register partners who are not individuals. For example if the trust, partnership or company that you're responsible for has joined a partnership as a new partner.

It contains questions that help HMRC decide the partner's tax return requirements.

If the partner is an individual, please do not use this form.

Instead, the new partner should complete form SA401

Registering a partner for Self Assessment and Class 2 NICs.

Each partner must complete a separate form SA401

or SA402, as appropriate.

The partnership must register separately using form *SA400 Registering a partnership for Self Assessment.*

Who should complete this form?

Complete this form if you are responsible for registering a partner in a partnership, and that partner is not an individual.

If the partner is itself a partnership, or is a trust, this form must be completed by the nominated partner or trustee.

The nominated partner is the the partner who has been nominated by the partnership to receive and submit the partnership returns.

Appointing an agent

To authorise an agent to act on the partner's behalf, you can either complete form 64-8 *Authorising your agent* or ask your agent to set up an authorisation online.

Ask your agent about online authorisation, or download form 64-8 at www.hmrc.gov.uk/findaform

If you need help

If you need help you can phone the

Newly Self-Employed Helpline on **0845 915 4515**.

What to do next

Please send your completed SA402

and 64-8 (if appropriate) to:

HMRC

National Insurance Contributions and Employer Office


Self-Employment and Self Assessment Registrations

Benton Park View

Newcastle upon Tyne

NE98 1ZZ

These forms can be sent with the SA400 and any forms SA401 and SA402, but please don't attach anything else.

 Please answer all relevant questions and use capital letters.

About the partner

<p>1 Name of the partner</p> <input type="text"/>	<p>5 Is the partner resident in the UK?</p> <p>No <input type="checkbox"/> Yes <input type="checkbox"/></p>
<p>2 Type of partner <i>For example company, partnership, trust, county council</i></p> <input type="text"/>	<p>6 If the partner has previously registered for Self Assessment or Corporation Tax, what is its Unique Taxpayer Reference (UTR)?</p> <input type="text"/>
<p>3 Business address</p> <input type="text"/> <input type="text"/> <input type="text"/> <p style="text-align: right;">Postcode</p>	<p>7 If the partner is a Limited Liability Partnership (LLP) or a Limited Partnership (LP), what is its Company Registration Number (CRN)?</p> <input type="text"/>
<p>4 Phone number</p> <input type="text"/>	<p>8 If the partner is a registered pension scheme, what is its Pension Scheme Reference Number?</p> <input type="text"/>

About the partnership joined

9	Name of the partnership	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Sycamore V Property Development</div> <div style="border: 1px solid black; padding: 2px;">Fund LP</div>	
10	Address of the partnership	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">16 Riverside, Omega Park,</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Alton</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Hampshire</div> <div style="display: flex; justify-content: flex-end; align-items: center;"> <div style="border: 1px solid black; padding: 2px; margin-right: 5px;">Postcode</div> <div style="border: 1px solid black; padding: 2px;">GU34 2UF</div> </div>	
11	What is the nature of the business being carried out? <i>For example, plumbers, investment business, electrical engineers</i>	<div style="border: 1px solid black; padding: 5px; min-height: 60px;"> Purchase residential developments and land sites </div>	
12	When did the partner join the partnership? DD MM YYYY	<div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	

13	Has form SA400 <i>Registering a partnership for Self Assessment</i> been completed for this partnership?
	No <input checked="" type="checkbox"/> Yes <input type="checkbox"/>
	If Yes, please go to question 14 If No
	<ul style="list-style-type: none"> If this is an ordinary partnership, or a Limited Liability Partnership (LLP) or Limited Partnership (LP) registered with Companies House before 25 October 2010, please register the partnership using form SA400. If this is an LLP or LP registered with Companies House on or after 25 October 2010, please enter the Company Registration Number (CRN) below.
	<div style="border: 1px solid black; padding: 2px; display: flex; justify-content: space-around;"> L P 0 1 4 1 7 7 </div>
14	Please enter the partnership Unique Taxpayer Reference (UTR), if known
	<div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid black; padding: 2px;">4 1 9 2 6</div> <div style="border: 1px solid black; padding: 2px;">4 5 4 9 1</div> </div>

Declaration

[illegible]