

# RESS LIFE INVESTMENTS A/S

## SUBSCRIPTION AGREEMENT

- (A) This subscription agreement (the “**Subscription Agreement**”) is related to the offering and subscription of shares (the “**Shares**”) of Ress Life Investments A/S, a company incorporated with limited liability in Denmark (the “**Company**”) with ISIN DK0060315604.
- (B) Prior to completing this Subscription Agreement investors has been furnished with, and are advised to carefully read, the offering documentation (the “**Offering Documentation**”) consisting of (i) the information brochure for the Company containing the information to be disclosed pursuant to Article 23(1) of Directive 2011/61/EU on Alternative Investment Fund Managers (the “**Information Brochure**”) and (ii) the articles of association of the Company together with any supplements or amendments thereto (the “**Articles**”). Furthermore, reference is made to the Key Investor Information Document (KIID) available at the Company’s website at [www.resslifeinvestments.com](http://www.resslifeinvestments.com), which will be updated from time to time as required by applicable law.

### I Terms

#### 1. Subscription

- 1.1 Subject only to the acceptance of this Subscription Agreement by the board of directors of the Company, the undersigned (the “**Subscriber**”) hereby:
- a) irrevocably subscribes for Shares in the Company in accordance with and subject to the terms and conditions of this Subscription Agreement and the Articles for an amount corresponding to the Subscription Amount specified in Part II of this Subscription Agreement (Subscriber Information); and
  - b) irrevocably authorise Resscapital AB, acting as alternative investment fund manager of the Company (the “**AIFM**”), with full power of delegation, to complete and sign such documents on behalf of the Subscriber which may be necessary or required to effect and complete the subscription evidenced by this Subscription Agreement; and
  - c) undertakes to pay the Subscription Amount to the Company in accordance with the terms and conditions of the resolution adopted by the board of directors of the Company to increase the share capital of the Company in order to effect the subscription evidenced by this Subscription Agreement.
- 1.2 The Subscriber acknowledges and accepts that the board of directors of the Company reserves the right to reject the subscription evidenced by this Subscription Agreement for any reason whatsoever and consequently that there are no guarantee that the board of directors will accept the subscription evidenced by this Subscription Agreement.

#### 2. Subscriber status, representations and warranties

- 2.1 The Subscriber hereby acknowledges, represents, warrants and agrees that the following statements are true as of the date hereof and will be true as of the date the board of directors of the Company admits the Subscriber to the Company as a shareholder, if ever, and on each date on which the Subscriber makes any capital contributions to the Company:
- a) The Subscriber's contact and account information, including the information pertaining to the financial institution from which capital contributions will be paid to the Company, specified by the Subscriber in this Subscription Agreement is complete and correct.

Ress Life Investments A/S, c/o Citco Denmark ApS, Holbergsgade 14, 2 tv  
DK-1057 Copenhagen K, Denmark. Tel +45 33 37 79 79  
Contact Ole Sorensen [osorensen@citco.com](mailto:osorensen@citco.com) and Gabriele Petrikiene [resslifegroup@citco.com](mailto:resslifegroup@citco.com)

- b) The Subscriber has been furnished with and has carefully read the Offering Documentation. The Subscriber recognizes that an investment in the Company involves certain risks and the Subscriber understands and accepts such risks. The Subscriber has carefully considered and has, to the extent he, she or it believes such discussion necessary, discussed with legal, tax, accounting, regulatory and financial advisers the suitability and potential risks of the subscription in light of his, her or its particular tax and financial situation, and has determined that the Shares is a suitable investment for him, her or it.
- c) The Subscriber acknowledges that: (a) neither Citco Denmark ApS (acting as the Company's administrator) (the "**Administrator**"), the AIFM, the Company nor any of their affiliates, respective officers or employees has acted for the Subscriber or advised the Subscriber in connection with the Subscriber's subscription for Shares; (b) accordingly, neither the Administrator, the AIFM, the Company nor any of their affiliates, respective officers or employees are responsible for providing the Subscriber with the protections afforded to clients pursuant to the Executive Order on Investor Protection (in Danish: *Bekendtgørelse om investorbekendtgørelse ved værdipapirhandel*), as amended, in connection with the Subscriber's subscription for the Shares; and (c) the Subscriber has taken such advice from such other persons (if any) as the Subscriber considers appropriate. The Subscriber further acknowledges that the AIFM and the Administrator represents only the Company, and not the Subscriber, in connection with the offer and subscription for Shares, and that the Subscriber should consult his, her or its own legal and tax advisors in connection therewith.
- d) The Subscriber (either alone or together with any advisors retained by such Subscriber in connection with evaluating the merits and risks of the prospective investment in the Company) has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of subscribing for the Shares, and is able to bear the economic risk of its investment in the Company for an indefinite period of time, including a complete loss of capital.
- e) The Subscriber is fully aware that the offering of Shares in Denmark is made in reliance on the exemption from the requirement to prepare and publish a prospectus in section 11(1) no. 1 of the Danish Capital Markets Act, and consequently that the Offering Documentation are not required to be nor have been filed with or approved by the Danish Financial Supervisory Authority.
- f) The Shares are being subscribed to for investment only and not with a view to, or with any intention of, a distribution or resale thereof, in whole or in part, or the grant of any participation therein.
- g) This Subscription Agreement have been duly executed and delivered by the Subscriber and constitutes valid and binding obligations of the Subscriber, enforceable against the Subscriber in accordance with its terms.

### **3. Offering Documentation and placement of Shares**

- 3.1 Minimum subscription amount is the USD equivalent of EUR 100,000.
- 3.2 The information provided in the Offering Documentation is passed on by the AIFM on behalf of the Company for the sole purpose of providing information.
- 3.3 Shares are only marketed to "professional investors" defined as investors which is considered to be a professional client or may, on request, be treated as a professional client within the meaning of the regulations implementing Annex II to Directive 2014/65/EU of 15 May 2014 on markets in financial instruments (MiFID II).

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#### **4. Indemnification**

- 4.1 The Subscriber shall indemnify and hold harmless the Company, the AIFM and/or the Administrator from and against any losses, claims, damages, liabilities, costs or expenses to which any of them may become subject arising out of or based upon any false representation or warranty, or any breach of or failure to comply with any covenant or agreement, made by the Subscriber in this Subscription Agreement or in any other document furnished to the Company, the AIFM and/or the Administrator in connection with the Subscriber's subscription for Shares. The Subscriber will reimburse each of the Company, the AIFM and/or the Administrator for their reasonable legal and other expenses (including the cost of any investigation and preparation) as they are incurred in connection with any action, proceeding or investigation arising out of or based upon the foregoing.
- 4.2 The Company, the AIFM and/or the Administrator is not liable towards the Subscriber for any loss, claims, demands, liabilities and expenses that are not the result of fraud, bad faith, intentional misconduct or gross negligence and neither the Company nor the AIFM shall be responsible for the actions or omissions of any distributor, placement agent, advisor or any third party service provider not retained by the Company or the AIFM, as the case may be. Neither the Company nor the AIFM shall under any circumstances be liable for any indirect loss, claims, demands, liabilities and expenses.

#### **5. Anti-Money Laundering Compliance**

- 5.1 The Subscriber (a) agrees to provide the information and documentation set out in Part III of this Subscription Agreement, and, if requested, any additional information and execute and deliver such documents regarding itself and all of its beneficial owners as may reasonably be required to determine the eligibility of the Subscriber to subscribe for Shares or to comply with any law, rule or regulation to which the AIFM and/or the Company may be subject, including compliance with anti-money laundering laws and regulations, or for any other reasonable purpose, and (b) consents to such information being disclosed to or from, respectively, the AIFM, the Company, the Administrator and the Depositary, as applicable.
- 5.2 The Subscriber represents and warrants that the amounts paid or to be paid by it to the Company in respect of this Subscription Agreement are not directly, or to the Subscriber's knowledge indirectly, derived from activities that may contravene Danish laws and regulations, including laws and regulations governing money laundering and terrorist financing.

#### **6. Governing Law**

- 6.1 All relations between the Subscriber and the Company shall be construed and interpreted in accordance with laws of Denmark disregarding its principles on the choice of law.

#### **7. Miscellaneous**

- 7.1 The Company, the AIFM, the Administrator or the Depositary may in certain circumstances act as data controller (and in certain circumstances as a data processor) in accordance with applicable rules on processing of personal data. The Subscriber hereby consents to the processing and use by the Company, the AIFM, the Administrator or the Depositary of personal data given by the Subscriber in the provision of services to the Subscriber.
- 7.2 Notices of any kind to be given to the Company, the AIFM, the Administrator or the Depositary by the Subscriber shall be in writing and shall be duly given if mailed, delivered to such address as specified in the most recent version of the Company's Information Brochure.



As required by the applicable anti-money laundering laws and regulations, the subscription form must be accompanied by documents that will allow the AIFM to identify the Subscriber and, if applicable, all third-party primary economic beneficiaries of the investment.

The following identification documents are required upon the Subscriber's first subscription in the Company. Further subscriptions do not require the documents to be sent again, if the Subscriber's situation has not changed.

**Important:** For the purposes of certifying the documentation requested below, certification by any of the following persons is acceptable: Police Officers, Government or Public Officials, Chartered & Certified Public Accountants, Notaries Public/ Practising Attorneys/ Solicitors/ Lawyers/ Commissioners for Oaths, Embassy/ Consular Staff, Officer of a Bank or a Financial Institution located in an EU/EEA Member State or USA.

## Document checklist

### A. Individuals:

1. A certified copy of a valid identification document including a specimen signature of the holder (identity card, passport, driving license with photo, or any other appropriate document) for the subscriber and, if applicable, for all third-party beneficiaries.
2. An original or certified copy of one of the following documents, verifying your residential address, not more than 3 months old, utility bill (e.g. telephone or electricity bill); bank statement; tax credit statement; household/motor insurance certificates (P.O. Box numbers are not acceptable);

### B. Quoted and/or regulated corporate entities in an FATF<sup>1</sup> member country:

1. Evidence that it falls into one of the above categories (quoted and/or regulated)
2. A list of directors' name
3. An authorised signatory list.

### C. Private corporate entities:

1. A certified copy of the articles of incorporation, certificate of registration or similar document
2. A list of directors' names
3. An authorised signatory list
4. Verification of at least two directors and verification of address for those directors as per section A above
5. A list of names and addresses of shareholders holding 10% or more of the issued share capital of the company and in the case of individual shareholders, their occupations and dates of birth
6. If any shareholder which owns 25% or more of the issued share capital of the Investor is an individual, they should provide documentation in accordance with section A above

<sup>1</sup> FATF Countries - Argentina, Australia, Austria, Belgium, Brazil, Canada, China, Denmark, Finland, France, Germany, Greece, Hong Kong, China, Iceland, India, Ireland, Italy, Japan, Netherlands, Luxembourg, Mexico, New Zealand, Norway, Portugal, Republic of Korea, Russian Federation, Singapore, South Africa, Spain, Sweden, Switzerland, Turkey, United Kingdom, United States

**IV Information concerning Subscribers**

**A) Individuals: For multiple choice sections, please tick the appropriate box**

Subscriber acting on its own behalf										Subscriber acting on behalf of third parties									
Last, First name																			
Profession																			
Economic sector If your activity falls within one of the following sectors, please tick the appropriate box : Casino, games <input type="checkbox"/> Religious financial institution <input type="checkbox"/> Charity <input type="checkbox"/> Diamond merchant, lapidary <input type="checkbox"/> Real estate agency <input type="checkbox"/> Art dealership <input type="checkbox"/>																			
Date of birth										Place of birth									
Source of invested capital Savings <input type="checkbox"/> Property income <input type="checkbox"/> Inheritance <input type="checkbox"/> Game winnings <input type="checkbox"/> Other <input type="checkbox"/> details : _____																			
Political mandate or public office No <input type="checkbox"/> Yes <input type="checkbox"/> details : _____																			
TIN - Tax Id Number*																			
Identification ID card <input type="checkbox"/> Passport <input type="checkbox"/> N° _____																			
Country of issue																			

**Second subscriber (If applicable) - For multiple choice sections, please tick the appropriate box**

Subscriber acting on its own behalf										Subscriber acting on behalf of third parties									
Last, First name																			
Profession																			
Economic sector If your activity falls within one of the following sectors, please tick the appropriate box : Casino, games <input type="checkbox"/> Religious financial institution <input type="checkbox"/> Charity <input type="checkbox"/> Diamond merchant, lapidary <input type="checkbox"/> Real estate agency <input type="checkbox"/> Art dealership <input type="checkbox"/>																			
Date of birth										Place of birth									
Source of invested capital Savings <input type="checkbox"/> Property income <input type="checkbox"/> Inheritance <input type="checkbox"/> Game winnings <input type="checkbox"/> Other <input type="checkbox"/> details : _____																			
Political mandate or public office No <input type="checkbox"/> Yes <input type="checkbox"/> details : _____																			
TIN - Tax Id Number*																			
Identification ID card <input type="checkbox"/> Passport <input type="checkbox"/> N° _____																			
Country of issue																			

\* TIN – Tax / National / Personal Identification Number

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**B) Corporate entities:**

Subscription on behalf of any corporate entity (or an alternative entity such as a trust) must be signed by an individual duly authorized to act in that capacity. If the subscription form is signed on the basis of authorization, this authorization or a duly certified copy thereof must be enclosed with the subscription form (trust deed, management authorization).

Subscriber acting on its own behalf  Subscriber acting on behalf of third parties

Company name																						
Company objective																						
Economic sector	If your activity falls within one of the following sectors, please tick the appropriate box : Casino, games <input type="checkbox"/> Religious financial institution <input type="checkbox"/> Charity <input type="checkbox"/> Diamond merchant, lapidary <input type="checkbox"/> Real estate agency <input type="checkbox"/> Art dealership <input type="checkbox"/>																					
Date of incorporation																						
	Legal form																					
Company number																						
Place of listing (if applicable)																						
Signatory 1 (Last name, first name)																						
Capacity of signatory																						
Identification	ID card <input type="checkbox"/>	Passport <input type="checkbox"/>	N°																			
Country of issue																						

If applicable

Signatory 2 (Last name, first name)																						
Capacity of signatory																						
Identification	ID card <input type="checkbox"/>	Passport <input type="checkbox"/>	N°																			
Country of issue																						

Companies listed on official stock exchanges and regulated professionals from the financial sector acting on behalf of third parties and having their residence in a FATF country<sup>2</sup> can skip the following section and go to c). Unlisted corporate entities and alternative entities acting on behalf of third parties must disclose the identities of their final beneficial owners and the following identification information concerning such beneficiary/beneficiaries:

\_\_\_\_\_

<sup>2</sup> FATF Countries - Argentina, Australia, Austria, Belgium, Brazil, Canada, China, Denmark, Finland, France, Germany, Greece, Hong Kong, China, Iceland, India, Ireland, Italy, Japan, Netherlands, Luxembourg, Mexico, New Zealand, Norway, Portugal, Republic of Korea, Russian Federation, Singapore, South Africa, Spain, Sweden, Switzerland, Turkey, United Kingdom, United States

**Final beneficial owner Representation** (each beneficiary must complete this form)

Last, First name	
Profession	
Economic sector	If your activity falls within one of the following sectors, please tick the appropriate box : Casino, games <input type="checkbox"/> Religious financial institution <input type="checkbox"/> Charity <input type="checkbox"/> Diamond merchant, lapidary <input type="checkbox"/> Real estate agency <input type="checkbox"/> Art dealership <input type="checkbox"/>
Date of birth	Place of birth
Source of invested capital	Savings <input type="checkbox"/> Property income <input type="checkbox"/> Inheritance <input type="checkbox"/> Game winnings <input type="checkbox"/> Other <input type="checkbox"/> details : _____
Political mandate or public office	No <input type="checkbox"/> Yes <input type="checkbox"/> details : _____
TIN - Tax Id Number*	
Identification	ID card <input type="checkbox"/> Passport <input type="checkbox"/> N° _____
Country of issue	

Last, First name	
Profession	
Economic sector	If your activity falls within one of the following sectors, please tick the appropriate box : Casino, games <input type="checkbox"/> Religious financial institution <input type="checkbox"/> Charity <input type="checkbox"/> Diamond merchant, lapidary <input type="checkbox"/> Real estate agency <input type="checkbox"/> Art dealership <input type="checkbox"/>
Date of birth	Place of birth
Source of invested capital	Savings <input type="checkbox"/> Property income <input type="checkbox"/> Inheritance <input type="checkbox"/> Game winnings <input type="checkbox"/> Other <input type="checkbox"/> details : _____
Political mandate or public office	No <input type="checkbox"/> Yes <input type="checkbox"/> details : _____
TIN - Tax Id Number*	
Identification	ID card <input type="checkbox"/> Passport <input type="checkbox"/> N° _____
Country of issue	

\* TIN – Tax / National / Personal Identification Number





# RESS LIFE INVESTMENTS A/S

## PROFESSIONAL CLIENT STATUS LETTER

### Subscriber status

#### Professional client status

- The Subscriber hereby declares that the Subscriber qualify as a professional client within the meaning of Annex II to Directive 2014/65/EU of 15 May 2014 on markets in financial instruments (MiFID II) and confirm that the Subscriber may be treated as a professional client for purposes of the Subscriber's subscription of Shares.

The Subscriber understands and acknowledges that the Subscriber may lose protections and investor compensations rights by requesting to be treated as a professional client. The Subscriber hereby is fully aware of and acknowledges the consequences of losing such protections.

### Signatures

Signed on behalf of:

Name of Subscriber: \_\_\_\_\_

Signature: \_\_\_\_\_ Signature: \_\_\_\_\_

Name: \_\_\_\_\_ Name: \_\_\_\_\_

Title: \_\_\_\_\_ Title: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_

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