

## **MEMBERSHIP**

All Dorset Business Angels Network Limited (DBA) members must sign the appropriate self-certification High Net Worth or Sophisticated Investor documentation to ensure all parties are compliant with Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 ("the Act").

DBA links private investors, entrepreneurs and business support organisations to improve the flow of investment capital and management expertise into start up and growing companies.

The objective of DBA is to provide a means of communication between private investors, organisation and funds (the group) and companies seeking investment capital in the small high growth potential business sector. DBA operates an information service, providing an opportunity for investors to meet entrepreneurs and companies seeking investment and enabling investors to receive information on investment opportunities of interest to them. DBA does NOT advise its members or others on the merits or risks of specific investment proposals. It is emphasised that the responsibility for the decision on specific investment lies with the parties concerned.

All presentations and comments include the personal opinions of colleague(s) in DBA as part of a group of like-minded individuals sharing tasks and information on a voluntary basis. None of these contain any warranty or guarantee as to the accuracy of the comments or findings. All comments are for general information and use only. In particular, the content does not constitute any form of advice, recommendation, representation, endorsement or arrangement and is not intended to be relied upon in making (or refraining from making) any specific investment or other decisions.

## **RISK WARNING**

Potential investors should be aware that investment in new and growing businesses carries high risks as well as the possibility of high rewards. It is highly speculative and potential investors should be aware that (a) they could lose the total value of their investment and (b) no established market exists for the trading of shares in private companies, making it difficult to sell your shares. Before investing in a project about which information is given, potential investors are strongly advised to take advice from a person authorised by the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 who specialises in advising on investments of this kind. Dorset Business Angels Network Limited cannot advise on the merits or risks of investments.

Presentations may contain certain information which are forward looking statements. By their nature, forward looking statements involve a number of risks, uncertainties or assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward looking statements. These risks, uncertainties or assumptions could adversely affect the outcome and financial effects of the plans and events described herein. Forward looking statements contained in this presentation and documents regarding past trends or activities should not be taken as representation that such trends or activities will continue in the future. You should not place undue reliance on forward looking statements, which apply only as of the date of this presentation

**DISCLAIMER:**

Any information provided, at events, on the website or other communication is for information purposes only. The website and other communications and their content are not, and should not be deemed to be an offer of, or invitation to engage in any investment activity. The website and other communications should not be construed as advice, or a personal recommendation by Dorset Business Angels Network Limited. Dorset Business Angels Network Limited is not authorised and regulated by the Financial Conduct Authority. The content of any promotion is not authorised under the Financial Services and Markets Act 2000. Reliance on the promotion for the purpose of engaging in any investment activity may expose an individual to a significant risk of losing all of the investment. UK residents wishing to participate in this promotion must fall into the category of sophisticated investor or high net worth individual as outlined by the Financial Conduct Authority and be current full Dorset Business Angels Network Limited members.

**CODE OF CONDUCT AND CONFIDENTIALITY**

Welcome to DBA, a group of like-minded business Angels, looking for investment opportunities and to provide mentoring support. In joining the group, you agree to be bound by this code of conduct, confidentiality and non-solicitation policy.

**You agree to:**

- Disclose to the group any relationship under your direct control you have or may have had with a presenting (including online and face-to-face pitches) company, including any financial gain you or your affiliates may receive from the company or proposed investment in the company.
- Use good judgment, adhere to high ethical standards and avoid situations that create an actual or potential conflict of interest. A “conflict of interest” arises when a person’s loyalties or actions are divided between the interests of a company and those of another, such as a competitor, supplier or customer, or personal business. A conflict of interest can arise when a member takes actions or has interests that may make it difficult for him or her to objectively and effectively support a company seeking funding. A conflict of interest may also arise when an individual, or a member of his or her family, receives an improper personal benefit as a result of his or her position in, or relationship with, a company. The appearance of a conflict of interest alone can adversely affect the DBA and its’ relations with companies seeking funding.
- Treat all information received in the strictest of confidence and to not share such information with anybody outside the DBA group other than your own professional advisers, without the written permission of either DBA or the relevant supplying company or organisation.
- Provide anonymous feedback to the businesses through the group as often as possible.
- Conduct your own analysis and due diligence to determine the appropriateness of any investment you make in any company to which you are introduced through DBA or via the DBA group. As a result, you recognise and agree that neither DBA nor its’, representatives or agents are responsible or liable in any way for any investment decision you make as a result of being a member of DBA. The choice to use and

the manner of utilisation of information and knowledge gained through your membership of DBA is your individual and personal choice.

- Seek your own professional advice from regulated professionals and understand that neither DBA, nor any of its' group offer, neither the investors nor the business, any form of investment advice.
- Make any equity or other investment transaction directly with the respective company or through your own legal advisers without informing DBA in writing.
- Seek your own business validation and you understand that DBA meetings are not an offer to sell or solicitation to buy any security by DBA, its' group or any affiliated entity.
- Pay your annual subscription when it becomes due and accept that non-payment of annual membership fees will result in automatic termination of membership in DBA and/or any other group you are associated with through the DBA membership.
- Make every effort to attend at least 50% of all full membership meetings (including pitches) and that you are willing to make investments, participate in due diligence, and you understand that any violation of the Code of Conduct, Confidentiality and Non-Solicitation Policy is grounds for immediate termination of your DBA membership or any other group associated with DBA and that such a decision is at the sole discretion of DBA.
- not undertake any act of insider dealing or market abuse which is contrary to the provisions of either the CJA 1993 or the MAR in connection any investment or any Investment Opportunity under review by the group.
- not undertake any act which is:
  - (a) contrary to the Bribery Act 2010 (or any legislation repealed or revoked by such Act);
  - (b) under legislation or common law concerns insider dealing, market abuse or fraudulent acts; or
  - (c) defrauds, attempts to defraud or is a conspiracy to defraud Innovate UK
- not take any actions which brings or is likely to bring DBA's name or reputation into disrepute
- immediately inform DBA if the member becomes aware that there has been, or there may have been, any fraud or fraudulent misrepresentation or attempted fraud or fraudulent misrepresentation in relation to any Investment or any Investment Opportunity.

#### **NON -SOLICITATION POLICY**

##### **You agree to:**

- Recognise and understand that DBA meetings/communications/group are focused on investment pursuits and that you will not solicit another member or any company that has applied for funding through the DBA group
- Consult with DBA if you have any questions over a potential conflict of interest.
- Not negotiate what are commonly referred to as "side investment opportunities" or "backroom investment opportunities" with any entrepreneur or company under consideration for investment. Any investment that is not fully disclosed to, is detrimental to, or excludes other DBA members would fall into this category.

- Should you come into possession of confidential or non-public information about a company, you will safeguard the information from the public and not intentionally or inadvertently communicate it to any person (including family members and friends) unless the person has a need to know the information for legitimate business reasons. You will not disclose confidential or proprietary information obtained as a consequence of your association with DBA to third parties without express authorisation from the DBA and / or the entity whose confidential information it is, without written permission. You will be discreet with respect to confidential information about potential investments as to which you receive information not available to other members of DBA generally and not discuss it in public places. You will respect the privacy of other members and not provide their names to any third party without their permission.
- You will promptly notify the DBA of any change in your contact information or accredited investor status occurring after the date of your membership.

**Your name:**

**Signature:**

**Date:**

Please sign, scan and return a copy of this document via email to: [debbie.frith@dorsetbusinessangels.co.uk](mailto:debbie.frith@dorsetbusinessangels.co.uk)