



Georgina Martin <georginam@retirement.capital>

Fwd: Quantum share offer

Ian Day <ian@bristolpad.co.uk>

Tue, Apr 9, 2024 at 10:04 AM

To: David Nicklin <davidn@retirement.capital>, Georgina Martin <georginam@retirement.capital>

Hi David and Georgina

Re the below I am looking to progress this this week. I didn't hear back from you but can call in today.

It all seems relatively straightforward and I am fine to deal with this directly but would in time just need help moving 40k from the Saxo account and the execution of the relevant purchase payment.

I have had a one hour call finding out a lot of detail from one of the Directors and also done various DD in background both with other investors, online, companies house etc.

Best, Ian

----- Forwarded message -----

From: **Lydia Thorp** <lydia.thorp@burlingtons.legal>

Date: Mon, Apr 8, 2024 at 6:30 PM

Subject: RE: Quantum share offer

To: Peter Malmstrom <peter@quantumgroup.uk>, Isabel Knight <isabel@mapyourfuture.co.uk>

Cc: ian@bristolpad.co.uk <ian@bristolpad.co.uk>

Dear Ian

Further to Peter's email below, we confirm that we act as solicitors for Quantum Financial Holdings Limited (**QFHL**) and Quantum Settlements Limited (**QSL**). QSL is an existing independent shareholder of QFHL and will be the seller of the shares in QFHL that you wish to purchase. For the avoidance of doubt, QSL is not itself part of the QFHL group and this proposed transaction does not form part of any equity fundraising round by QFHL.

Please see below a step-by-step summary in order to progress this matter:

1. INFORMATION ABOUT YOU

Please let us know if you will be instructing your own solicitors in relation to this matter (in which case, please let us have their details and we will direct further correspondence to them) or if not, and you intend to transfer your share purchase funds directly.

If the latter, please could you confirm and provide us with the following information and documents for regulatory and AML purposes:

1. A copy of your SSAS establishing trust deed.
2. For each trustee and beneficiary of your SSAS – Proof of identity (current and valid passport or driving licence).
3. For each trustee and beneficiary of your SSAS – Proof of address (utility bill or bank statement), which should be the latest available and no more than three months old.

4. Information about and evidence of the source of funds in your SSAS which you will be using for this transaction, to include details of how and when accumulated.
5. Confirmation that you are a self-certified sophisticated investor or certified high net worth investor.
6. Confirmation that you are not a politically exposed person.

2. NUMBER OF SALE SHARES

As fractional shares cannot be transferred, your exact purchase amount will need slight rounding up or down from £40,000 based on the agreed price per share of £11, as highlighted below:

3,636 shares x £11 = £39,996

3,637 shares x £11 = £40,007

Please confirm how you wish to proceed (3,636 shares or 3,637 shares).

3. ISSUANCE OF TRANSACTION DOCUMENT

Once we have received the information and documents requested above, we will issue the share sale and purchase agreement.

4. STAMP DUTY

The amount of stamp duty payable will therefore depend on the number of shares you wish to purchase:

(For 3,636 shares) 0.5% rounded of £39,996 = £200

(For 3,637 shares) 0.5% rounded of £40,007 = £205

We would be pleased to deal with HMRC to complete the stamp duty formalities, and would just ask that you transfer an additional amount (as applicable) in respect of the stamp duty due, in addition to your share purchase funds.

The total amount to be transferred (inclusive of stamp duty) will therefore be either (i) £40,196 (if purchasing 3,636 shares), or (ii) £40,212 (if purchasing 3,637 shares), presuming that you would like us to attend to the stamp duty formalities with HMRC.

We will provide you with our client account details separately for the purpose of transferring the relevant sum following receipt of the information referred to under paragraph 1 above.

5. COMPLETION

Once we have received your signed document and funds on account, we will arrange completion of the transaction document with our client and (if you wish, without any cost to you) attend to the stamp duty formalities with HMRC.

Once the share transfer is returned by HMRC duly stamped or once HMRC confirms in writing the stamping formalities have been completed, we will request QFHL's registrars (Neville Registrars) to issue a share certificate for your purchased shares.

Stamping typically takes 4-8 weeks depending on HMRC's workload.

Finally -

Please note that Burlingtons Legal LLP is acting for QSL in an execution only capacity. We have not reviewed, verified or approved any promotional or other information or materials you may have received from or in respect of the Quantum group, including any valuation. As with all transactions of this nature, we would invite you to take independent advice (including legal advice) in relation to this matter and the transaction documents, when issued.

The content of any material provided by or in respect of QFH/QSL has not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000. Reliance on this material for the purpose of engaging in any investment activity may expose an individual to a significant risk of losing all of the property or other assets invested.

If you have any queries then please do let us know.

Kind regards

Lydia

Lydia Thorp
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From: Peter Malmstrom <peter@quantumgroup.uk>
Sent: Monday, April 8, 2024 11:27 AM
To: Isabel Knight <isabel@mapyourfuture.co.uk>
Cc: ian@bristolpad.co.uk; Lydia Thorp <lydia.thorp@burlingtons.legal>
Subject: RE: Quantum share offer

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Dear Isabel,

Thank you for confirming Ian's wish to proceed to purchase £40,000 of the remaining shares at £11 a share through his SSAS and Ian, Floyd and I are happy to agree this deal with you.

Ian, it was great to speak to you on the Teams call last week, and I hope I covered all the questions you might have had and was able to put a little more colour into the Group that is moving forward at pace, as we gear up towards a float.

As you know SSAS investments can take a little longer to compete, but as long as your Trustees are turned into providing the responses in a timely fashion, it will be fine and we have many SSAS and SIPP shareholdings, usually existing shareholders, who have "topped up" using their SIPP or SASS investment vehicles.

I have taken your email below as the instruction to proceed on the agreed deal and to this end, have copied Lydia Thorp in to this email, a Corporate Partner at our law firm Burlingtons LLP who have handled all such investments since inception both as our lawyers and the companies corporate secretaries, so this is now a well-oiled machine (as Isabel has probably told you), and they are very helpful, so will take you through the whole process, right through to settling the Stamp Duty on your SSAS's behalf, and arranging the shares certificates through Nevilles our registrars.

Lydia will reach out to you shortly and if you can copy your SSAS trustees in to this these communication, Lydia and her team can move this process forward for you.

Kindest regards,

Peter



Peter Malmstrom
Founder & M&A Investment Committee

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www.quantumgroup.uk



**British Business Bank convert and
take shareholding in Quantum**

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From: Isabel Knight <isabel@mapyourfuture.co.uk>
Sent: Wednesday, April 3, 2024 8:41 AM
To: Peter Malmstrom <peter@quantumgroup.uk>
Cc: ian@bristolpad.co.uk
Subject: FW: Quantum share offer

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Hello Peter

Please find below an email from Ian Day who would like to £40k of shares in Quantum through his SSAS.

Ian is waiting for his SSAS company to come back to him with any further documents that they might require, and in the meantime I have suggested that a call with you would be great for Ian to hear from you more about the road map for Quantum and for you to meet Ian again. (You did meet him briefly in London.) Ian is a very good FX trader amongst other things.

Re a possible call together would one later afternoon tomorrow or Friday work for you?

Warm regards,

Isabel Knight

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From: Ian Day <ian@bristolpad.co.uk>
Sent: Wednesday, April 3, 2024 8:31 AM
To: Isabel Knight <isabel@mapyourfuture.co.uk>
Subject: Fwd: Quantum share offer

Hi Isabel

This just to confirm to you and Peter that 'I' am keen to 'put a toe in the water' on the below and buy 40K (£39.996?) of shares at £11 per share. I have not had a response yet from RC and will need to chase. They already have the below and also the draft agreement forwarded immediately on receipt from you.

The purchase would be by the SSAS of my company, BristolPad Ltd, for both of which I am sole Director / Trustee / beneficiary.

Thanks for identifying this opportunity to me.

Best, Ian

Professor Ian Day 07833 637940