

THE CONTENTS OF THIS LETTER HAVE NOT BEEN APPROVED BY AN AUTHORISED PERSON WITHIN THE MEANING OF FINANCIAL SERVICES AND MARKETS ACT 2000 (F S M A) AS AMENDED. RELIANCE ON THIS PROMOTION 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.

IMPORTANT INFORMATION

Rebel Nature Works Limited (the **Company**) is a private company limited by shares and is offering an opportunity to certain individuals in the UK to subscribe for up to 202,020 ordinary Class shares of £0.0001 each in the capital of the Company (the **Ordinary Class Shares**) at a subscription price of £4.95 per Ordinary Class Share on the terms and conditions set out in this letter (the **Offer**).

This promotion is exempt from the general restriction (in section 21 of FSMA) on the grounds that each person to whom it is issued falls within one of the following articles of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **FPO**) as amended:

- (1) a certified high net worth individual, as described in Regulation 48 of the FPO, who has signed a statement to that effect, which complies with Part I of Schedule 5 of the FPO; or
- (2) an investment professional, as described in Regulation 19 of the FPO; or
- (3) a sophisticated investor, as described in Regulation 50 of the FPO, who has signed, in the preceding 12 months prior to the circulation of this communication, a statement on the terms set out in Regulation 50 FPO;
- (4) a self-certified sophisticated investor, as described in Regulation 50A of the FPO, who has signed a statement to that effect, which complies with Part II of Schedule 5 of the FPO; or
- (5) a high net worth company, as defined in Regulation 49(2), (**Relevant Persons**).

This document is only addressed to and directed at persons in the UK who are **qualified investors** within the meaning of the Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) (**Qualified Investors**) and persons who are **elective professional clients** as defined in Rule 3.5.1 of the Conduct of Business Sourcebook (**Elective Professional Clients**).

Persons who do not fall within such descriptions may not act upon the information contained within this promotion.

This Offer is not an offer to the public for the purposes of FSMA as it is being made only to Qualified Investors, Elective Professional Clients and less than 150 persons in the UK.

If there is any doubt about the investment to which this promotion relates then the recipient of this promotion should consult an authorised person specialising in advising on investments of the kind in question.

Your acceptance of the Offer pursuant to this letter is to be made solely on the basis of the information contained in this letter and no other information.

No representations or warranties are made in this letter in respect of the Company.

This Offer is private and confidential and is being sent solely to the person or persons named herein and to no-one else. In particular this document must not be distributed, published or reproduced (in whole or in part) or disclosed by any recipient to any other person.

This document is not for distribution outside of the United Kingdom as the distribution of this document in jurisdictions other than the United Kingdom may be restricted by law.

There can be no certainty that the Company will achieve or sustain profitability or achieve or sustain positive operational cash flows from its activities. The Company may not make any profits in the future and it is not possible to evaluate properly its prospects based on past performance.

Reliance on this application form for the purpose of engaging in any investment activity may expose you to significant risk of losing all of the property invested or of incurring additional liability.

The past performance of a business is not a reliable indicator of future results. Forecasts of future performance are not a reliable indicator of future performance.

WARNING: Your eligibility for any tax-related relief under the Seed Enterprise Investment Scheme (**SEIS**) or Enterprise Investment Scheme (**EIS**) or otherwise, in respect of Ordinary Shares in the Company held or subscribed for by you whether now or in the future, is strictly your sole responsibility and not that of the Company. The Company does not warrant nor represent that any investment you make in the Company is suitable for you or that your investment will qualify for SEIS, EIS or any other tax-related relief. The Company is not responsible for confirming, advising on and/or structuring any offer by the Company to invest in the Company in consideration of your personal tax position or that of any other person, or otherwise. Accordingly, prior to accepting the Offer you are strongly advised to take your own professional tax advice in respect to your eligibility under the SEIS or EIS regulations, and your tax liability generally. Please note that such professional tax advice should be taken not only in respect to any decision now to subscribe for Ordinary Shares, but also on whether such a subscription now will compromise any SEIS, EIS or other tax-related relief you may have previously enjoyed in connection with any existing shareholding you may have in the Company. Without prejudice to the above paragraph, should you decide not to take professional tax advice as recommended, you do so entirely at your own risk.



Rebel Nature Works Limited
Bedford Heights,
Brickhill Drive,
Bedford
MK41 7PH
Mobile: 07917 046477

The Trustees of the MDN Properties Pension Scheme
being Matt David Norris and Sarah Elizabeth Victoria Norris
both of 25 Long Grove,
Seer Green,
Buckinghamshire,
HP9 2YN

19th December 2024

Dear Trustees of the MDN Properties Pension scheme

Rebel Nature Works Limited (the "Company")

We have pleasure in offering you an opportunity to subscribe for ordinary Class shares of £0.0001 each in the capital of the Company (the **Ordinary Class Shares**) enclosed with this letter (the **Offer**). The terms and conditions of the Offer are set out in this letter (the **Terms and Conditions**).

Before deciding whether you wish to accept the Offer, you should read the Terms and Conditions and the 'Important Information' at the front of this letter (the **Important Information**). You should contact an independent financial and legal adviser to advise you on the Terms and Conditions and the Important Information prior to acceptance of the Offer.

1. NATURE OF THE INVESTMENT

- 1.1 Your subscription for Ordinary Class Shares (**Subscription**) is not subject to any condition and your obligation to provide funds in respect of your Subscription is not capable of revocation by you.
- 1.2 Your Subscription shall be subject to the rights and obligations set out in the Articles of Association of the Company (**Articles**). If you require a copy of the Articles then please contact the Company Secretary of the Company by email at info@rebelnatureworks.com.
- 1.3 Your investment in the Company pursuant to this Offer is to be made solely on the basis of the information contained herein.

2. ACCEPTANCE

- 2.1 If you agree to accept the Offer, please confirm your agreement to and acceptance of the Terms and Conditions by:
 - 2.1.1 completing and signing the enclosed application form (the **Application Form**) and returning the signed application form to the Company;
 - 2.1.2 remitting the Aggregate Subscription Price (as defined in the enclosed Application Form) electronically to:
 - Rebel Nature Works Limited
 - Sort code – 04-06-05
 - Account Number: 23112372

Within 10 days following the date of this letter.

- 2.2 We will inform you if your acceptance of the Offer does not proceed for any reason and a payment in respect of any monies remitted by you will be returned to you within 10 business days thereof to the address set out in this letter without interest and at your risk.

3. EMAIL COMMUNICATION

- 3.1 The Company is also seeking investor consent to send or supply documents and information in respect of their respective Subscription in electronic form. Use of electronic communications will deliver savings to the Company in terms of administration, printing and postage costs, as well as speeding up the provision of information to investors. The reduced use of paper will also have environmental benefits.
- 3.2 If you agree to the above, please provide your electronic address on the enclosed form. Please note that there may be particular circumstances in which the Company needs to send documents or information in respect to your Subscription to you in hard copy rather than by email, in which case the Company reserves the right to do so.

4. USE OF CONSIDERATION

The monies raised pursuant to the Offer shall be primarily applied by the Company to support the business as a going concern and for working capital purposes, more specifically to maintain and service its existing customer base, to continue to automate key processes, to complete website development and to scale up operations once current market conditions settle.

5. TAX

We strongly advise you to obtain your own professional advice from an appropriate professional adviser concerning the consequences under any tax laws of the acquisition, ownership and disposition of any Ordinary Shares.

6. RISKS

Risk Factors include but are not limited to the following areas:

- Investment in an early stage Company carries a high degree of risk.
- Unquoted shares carry a high degree of risk.
- Failure to implement the business plan.
- Dependence on key executives.
- The Market and competition.

7. SEVERANCE

- 7.1 If any court or competent authority finds that any provision of this agreement (or part of any provision) is invalid, illegal or unenforceable, that provision or part- provision shall, to the extent required, be deemed to be deleted, and the validity and enforceability of the other provisions of this agreement shall not be affected.
- 7.2 If any invalid, unenforceable or illegal provision of this agreement would be valid, enforceable and legal if some part of it were deleted, the provision shall apply with the minimum modification necessary to make it legal, valid and enforceable.

Yours faithfully,



Richard Woodfine
For and on behalf of
Rebel Nature Works Ltd
Enclosures

APPLICATION FORM

To: Rebel Nature Works Ltd
Bedford Heights Business Centre,
Brickhill Drive,
Bedford,
MK41 7PH

Dear Sirs,

Subscription for fully paid Ordinary Class Shares in the capital of the Company

Number of Subscription Shares applied for:	2,020 Ordinary Class Shares
Subscription Price per Subscription Share	£4.95 per Subscription Share
Aggregate Subscription Price	£9,999
Full Name of Subscriber	The Trustees of the MDN Properties Pension Scheme being Matt David Norris and Sarah Elizabeth Victoria Norris
Jurisdiction of incorporation/residence of Subscriber	United Kingdom
Registration details of Subscriber (if appropriate)	
Address of Subscriber	25 Long Grove, Seer Green, Buckinghamshire, HP9 2YN

Capitalised terms in this Application Form shall bear the same meaning as the offer letter.

I hereby offer to subscribe for the number of fully paid Ordinary Class Shares as stated in the above table, subject to the Memorandum and Articles of the Company.

I undertake that this application shall be irrevocable and agree that this application shall constitute a contract between me and the Company which shall become binding upon receipt by you of this form and the accompanying payment and that I shall be irrevocably bound thereby. I acknowledge that the Company reserves the right to treat any application not strictly complying with the terms and conditions of the application as nevertheless valid.

I hereby tender payment for the above-mentioned sum (being the amount payable in full on application for the stated number of Ordinary Shares), and accordingly:

- confirm that I have sent cleared funds for the account of Rebel Nature Works Ltd (sort code 04-06-05, account number 23112372)

I agree to accept the same or such smaller number of Ordinary Class Shares in respect of which this application may be accepted.

I request that you send me a share certificate for the number of Ordinary Class Shares allotted in respect of this application. I further request that as a consequence of the acceptance of this application you send me a cheque for any application money overpaid by post, at my risk, to the address given below.

I confirm that to the best of my knowledge and belief acceptance of this application in full will not result in the Company being controlled by any company with which either I am, or the Beneficial Owner is, connected or by any such company and/or any person connected with such other company within the meaning of Sections 139(1) – (3), 185(1) – (3) and Schedule 1 Paragraph 124 of the Income Tax Act 2007.

By signing and returning this Application Form: I acknowledge that:

1. I have read the Terms and Conditions and Important Information and understand the information contained therein;
2. I have not relied on any information, representation or warranty given by the Company or any member of its board of directors in relation to this investment;
3. I am an investor possessed of sufficient sophistication and high net worth to appreciate the nature of my investment in the Company and the risks associated therewith;
4. I am acting as principal and not as an agent on behalf of another person and that the Company shall not be obliged to allot and issue Ordinary Shares to any person or corporate body other than me, as a consequence of signing and returning this Application Form;
5. I have in connection with previous investment in the Company certified my status as one of the following and my status has not changed since the date of such certification:
 - a. a certified high net worth individual for the purposes of the Financial Services and Markets Act 2000 as amended (**FSMA**) and the FSMA (Financial Promotions) Order 2005, as amended by the Financial Services Act 2012 (Consequential Amendments and Transitional Provisions) Order 2013 (the **Order**); or
 - b. a certified sophisticated investor for the purposes of FSMA and the Order; or
 - c. a self-certified sophisticated investor for the purposes of FSMA and the Order.
6. I have:
 - a. the financial ability to bear the economic risk of my investment in the Company including, but not limited to, the lack of liquidity of the investment; and
 - b. evaluated the merits of the economic risk of an investment in the Company and have reached an independent decision to invest in the Company;
7. with regard to the tax, legal, currency and other economic considerations related to my investment in the Company, I have relied on the advice of, or have only consulted with, my own professional advisors;

Further, I:

8. warrant that I have complied with all relevant laws of all relevant territories, obtained all requisite governmental or other consents which may be required in connection with my acceptance of the offer to subscribe for Ordinary Shares in the Company, complied with all requisite formalities required to accept the Offer and have not taken any action or omitted to take any action which will or may result in the Company or any of their respective affiliates, members, directors, officers, agents, employees or advisers acting in breach of the legal or regulatory requirements of any territory in connection with the Offer;
9. confirm that, to the extent applicable to me, I am aware of my obligations in connection with the Criminal Justice Act 1993, the Proceeds of Crime Act 2002 and Part VIII of the Financial Services and Markets Act 2000, the Money Laundering Regulations 2007 of the United Kingdom and all equivalent legislation of any other relevant territory, and have complied fully with my obligations pursuant to those regulations;

10. agree to indemnify and keep indemnified the Company, and any person acting on behalf of the Company, against any loss arising to any of them as a result of any breach of any representation, warranty, undertaking or confirmation by me herein or elsewhere or from my failure to disclose any material details or provide all the information requested;
11. in addition to any other undertaking I may have previously provided, agree to maintain all information received by me at any time in relation to the Offer, the Company, all matters relating thereto and contained in the offer letter and this Application Form confidential subject to any overriding statutory or regulatory obligation;
12. confirm and warrant that I am a Relevant Person and either a Qualified Investor or an Elective Professional Client.

By signing and returning this Application Form, I understand that:

1. the completion and delivery of this Application Form will be accompanied by an electronic bank transfer;
2. no application will be accepted unless and until payment in full in cleared funds for the Ordinary Shares applied for has been made; and
3. this Application Form, and any contract that may be entered into pursuant thereto, shall be governed by, and construed in accordance with, English law and I irrevocably agree that the Courts of England shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the same.

Yours faithfully

Signature _____

Date _____

PLEASE USE BLOCK CAPITALS

Name (in full) _____

Address (in full) _____

Email address _____