

TERMS AND CONDITIONS OF THE OFFER FOR SUBSCRIPTION

The terms and conditions below apply to subscribers for Ordinary Shares under the Offer.

If you wish to invest under the Offer, either (i) you and your financial intermediary (whether advisory or 'execution only') should both complete the Intermediary Application Form, or (ii) if you wish to invest directly (without an intermediary) you will need to provide some information about your investment experience and financial circumstances by completing the Direct Investor Application Form. The Application Forms are on pages 70-85 of this Securities Note and are also available from Amberside Capital Limited, call: 01442 910 064. AquAffirm reserves the right not to accept any Application Form as it deems appropriate for any reason in its absolute discretion.

Acceptances of applications to subscribe Shares will be restricted to: (i) investors whose financial intermediary (whether advisory or 'execution only') is able, to provide the appropriateness assessment certificate within the Intermediary Application Form; and (ii) investors who invest directly (without an intermediary) where they are able to provide information about their investment experience and financial circumstances by completing the Direct Investor Application Form which is sufficient to enable SPNV to assess that an investment would be suitable for the investor. Accordingly, as any acceptance of an application is subject to a prior assessment of the investor, either by their financial intermediary or by SPNV, this Information Memorandum does not constitute a direct offer financial promotion (that is, an offer by AquAffirm which is capable of being accepted or an invitation to apply under the Offer which will be accepted by AquAffirm, in either case on an unconditional basis) under FCA rules.

GENERAL

1. You as an investor are applying to subscribe for secured, transferable Ordinary Shares ("Ordinary Shares") issued by AquAffirm Limited. You are making your application ("Application"), based on the information set out in this Information Memorandum dated 11 February 2019 which sets out important information about investing in Ordinary Shares. Your Application is subject to the following terms and conditions. Capitalised terms that are not defined in these Terms and Conditions will have the meanings given to them in this Information Memorandum.
2. You will have completed all of the Company's registration requirements and all other requirements for making an Application on or before the close of the Offer, which will include:
 - any tests for appropriateness or assessing your investment knowledge and experience required by AquAffirm in connection with your application for Ordinary Shares; and/or
 - any other tests, certifications, or declarations as required by the Company, from time to time.
3. Payments are only to be made via direct bank transfer to the Receiving Agent in order to subscribe for any Ordinary Shares.
4. All Applications are made, and Ordinary Shares issued, strictly in accordance with this Information Memorandum, including these terms and conditions as well as the provisions of the Articles setting out the legal terms on which the Ordinary Shares will be issued. Each Ordinary Share is issued on condition that you (and any person claiming through or under you) are taken to have notice of the Articles and consent to be bound by the terms of the Articles (including all restrictions and limitations specified in and/or arising under or pursuant to the Articles). A summary of the key provisions of the Articles, can be found on pages 55 to 59. If the Articles is inconsistent with these terms and conditions then the Articles shall prevail. The Articles are governed by and shall be construed in accordance with English law.
5. Where applicable, the Receiving Agent undertakes on your behalf to hold money pending various anti-money laundering checks until it is remitted to the Issuer.
6. No less than the minimum amount of £1,000 worth of Ordinary Shares at the Offer Price will be issued and thereafter in multiples of £1,000. Until such time as applications are received for the minimum amount of £250,000 for Ordinary Shares, no Ordinary Shares will be issued and monies will be held in a non-interest-bearing client account until such time as the requisite applications are received and Investors will be noted of any such delays by other means of communication specified in your application. If the minimum subscription of £250,000 is not reached within six months, monies subscribed will be returned to Investors and the Offer will be closed.

7. Subject to the achievement of a minimum subscription of £250,000 for Ordinary Shares, AquAffirm will allot shares notwithstanding that less than the maximum amount £1,000,000 has been subscribed under the Offer.
8. The Directors reserve the right to increase the size of the Offer to more than £1,000,000 in their absolute discretion.
9. No costs or expenses of the Offer are charged directly to Investors. The Company has agreed to pay fees to RW Blears LLP and Amberside Capital LLP as set out on page 62 of this Information Memorandum .
10. In making your Application, you acknowledge and confirm:
 - (a) that you are not relying on any information given or any representations, warranties, agreements or undertakings (express or implied, written or oral) or statements made at any time by AquAffirm or its Directors or any other third party whether acting on their behalf or otherwise, in relation to the Issuer or any group entity other than as contained in this Information Memorandum (including these Terms and Conditions), the Articles, and that, accordingly, none of AquAffirm or its Directors, any group entity of either of them, any directors, officers, agents, employees or advisers of AquAffirm or its Directors or any such entity or any person acting on behalf of any of them shall have any responsibility for any such information, representations, warranties, agreements or undertakings (express or implied, written or oral);
 - (b) you are not relying on AquAffirm or its Directors, SPNV Limited or Amberside Capital Limited to advise you as to the merits of investing in the Ordinary Shares or to ensure that the Ordinary Shares are a suitable investment for you;
 - (c) you have considered and understood this Information Memorandum (including these Terms and Conditions), the summaries of the Articles, and including (but not limited to) the risk factors on pages 38 to 49 of this Information Memorandum . Without limiting the preceding sentence, you understand and accept that:
 - i. that you understand that the Ordinary Shares do not give you any right or option to convert them to shares or other securities;
 - ii. that there may be tax consequences for you in investing in Ordinary Shares. General information as to tax for UK individual investors as well as certain other types of investors is set out at page 50 to 52 of this Information Memorandum. You should consider your own personal tax position and take professional advice as appropriate;
 - (d) you are either an individual who is 18 years old or more at the date of making your Application and who is not resident in the USA ("US person") or you are the authorised representative(s) of a non-natural person, including a limited company, a limited liability partnership, trust or foundation that is not registered in the USA;
 - (e) your making of the Application, being issued with Ordinary Shares and/or receiving any payments under the Ordinary Shares, does not contravene any law or requirement of any official or government body based outside the UK to which you are subject. Without limiting any other terms and conditions, you acknowledge and confirm that you are not a US Person, are not receiving Ordinary Shares in the United States and are not acquiring Ordinary Shares for the account of a US Person;
 - (f) you are aware that it is open to you to seek advice from someone who specialises in advising on investments;
 - (g) charges may be payable by you to a Financial Advisor who has advised you in relation to your decision to subscribe for any Ordinary Shares. By making your Application you authorise the AquAffirm to pay such charges to the relevant Financial Advisor and to take account of such charges in determining the number of Ordinary Shares to be issued to you in accordance with the pricing formula in Box 4 of the Intermediary Application Form;
 - (h) you acknowledge that AquAffirm may, in its absolute discretion, reject in whole or in part or scale down your Application and may, if necessary, return monies to you by cheque to the postal address specified in your Application;

- (i) you are not engaged in money laundering. No money paid in subscription for Ordinary Shares shall represent the proceeds of any criminal activity;
- (j) unless you have disclosed to us that you are applying on another person's behalf (for example, as an intermediary who has disclosed its client's identity) you must make your Application on your own behalf and for no other person. You should note that under the Articles, Ordinary Shares may be held by a single holder or jointly with any other person; and
- (k) AquAffirm, its directors, employees, agents and advisers will rely upon the truth and accuracy of the confirmations, acknowledgements and representations contained in your Application.

MONEY LAUNDERING

11. It is also a term of your Application that, to ensure compliance with the legislation relating to money laundering and financial crime, AquAffirm or its Directors may, in their absolute discretion, require information and/or evidence or further verification of your identity and AquAffirm may decide not to issue Ordinary Shares until it and/or its Directors are absolutely satisfied as to your identity. If within a reasonable time after a request for information or evidence as to your identity, satisfactory evidence has not been supplied, AquAffirm may, at its absolute discretion, terminate your Application in which event no Ordinary Shares will be issued to you.

THIRD PARTY RIGHTS

12. AquAffirm, any member of the AquAffirm's group, any directors, officers, LLP members, agents, employees or advisers of AquAffirm or its Directors, or any such group entity or any person acting on behalf of any of them may rely upon a right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of these terms and conditions that refers to an acknowledgement, confirmation, authority or right in their favour. No other person shall have a right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of these terms and conditions. Notwithstanding any term of these terms and conditions, the consent of any person who is not a party is not required to rescind or vary these terms and conditions.

DEFINITIONS

Arsenic	Chemical element with symbol As and atomic number 33 occurring naturally in many minerals and rock formations and found in groundwater in many locations around the world. Exposure to arsenic even in minute quantities is a hazard, as it builds up in tissue with repeated exposure. The US Environmental Protection Agency (EPA) states that all forms of arsenic are a serious risk to human health. The US Agency for Toxic Substances and Disease Registry ranked arsenic as number 1 in its 2001 Priority List of Hazardous Substances at Superfund sites. Arsenic is classified as a Group-A carcinogen. The World Health Organization (WHO) limit for arsenic contamination is 10 parts-per-billion (ppb). The national standard in Bangladesh is 50 ppb.
Asparagine	Amino acid (building block of protein) commonly found in many grains, including wheat flour, as well as potatoes, among other foods. When asparagine, together with certain sugars, is heated above specific temperatures, acrylamide (a known carcinogen) is formed (this is the same reaction that 'browns' food and produces the flavours/aromas associated with fried/baked/roasted foods.) Measurement of asparagine in flour prior to baking is particularly important.
AquAffirm	AquAffirm Limited incorporated in England and Wales as a private company limited by shares with registered number: 9188375, formerly named as Bio Nano Holdings Limited and, as the context requires, includes the Company's wholly owned subsidiary company, The Bio Nano Centre Unlimited
Articles	The articles of association of the Company currently in force as they may be amended from time to time with the requisite approval of Shareholders.
Bio Nano Holdings or BNC	AquAffirm Limited incorporated in England and Wales as a private company limited by shares with registered number: 9188375, formerly named as Bio Nano Holdings Limited
Carbon nanotube	Cylindrical carbon molecules with unusual mechanical, thermal and electrical properties, CNTs are valuable for nanotechnology, electronics, optics, and other fields of materials science and technology. With exceptional strength and stiffness properties, as well as extraordinary thermal conductivity, carbon nanotubes find applications as additives to various structural materials and in a growing number of other applications.
Company	AquAffirm Limited incorporated in England and Wales as a private company limited by shares with registered number: 9188375, formerly named as Bio Nano Holdings Limited.
Directors	The persons whose names are set out on page 37 of the Information Memorandum.
Group	AquAffirm and its wholly owned subsidiary BNC.
Electrochemical	The particular branch of chemistry dealing with the chemical changes produced by electricity and the production of electricity by chemical changes. Many biosensors and medical diagnostic devices are based on electrochemical reactions.

Fluoride	An inorganic ion of fluorine (estimated to be the 13 th most abundant element in the earth's crust) with chemical formula F ⁻ whose salts are typically white or colourless. Chronic exposure to excessive fluoride is characterized in children by discoloration and pitting of the teeth and in adults by pathological bone changes, leading, if unchecked, to brittle bones and impaired mobility.
Lateral flow assay	A simple paper-based medical diagnostic devices intended to detect the presence (or absence) of target analytes in liquid samples without the need for specialized and costly equipment. Often the test is designed for use as a home test to detect particular medical conditions (pregnancy tests are a good example).
Offer	The Offer for Subscription contained in this Information Memorandum as it may be amended from time to time with the approval of the Directors.
Offer Price	Fifty pence (£0.50) per Ordinary Share.
Ordinary Shares or Shares	Ordinary Shares with a nominal value of £0.0000031250 each in the capital of the Company having the rights and being subject to the restrictions set out in the Articles.
Point-of-care test	A medical test conducted at or near the point of care – that is, at the time and place of patient care. This contrasts with the historical pattern in which medical testing was wholly or mostly confined to the medical laboratory, which entailed sending off specimens away from the point of care and then waiting hours or days to learn the results. The speed of getting results can dramatically improve the way certain medical conditions are treated.
Share Option Scheme	Share Option Scheme summarised on page 61.
The Bio Nano Centre Unlimited or BNC	The Bio Nano Centre Unlimited incorporated in England and Wales and re-registered as a private unlimited company with a share capital with registered number 6389520.

11 February 2019