

Wilson HTM Ltd Sophisticated Investor Certification

Why become a Sophisticated Investor?

As a Sophisticated Investor we are able to offer you additional investment opportunities that are unavailable to retail investors.

For example, a public issue of securities normally requires a Product Disclosure Statement or Prospectus to be provided to potential investors to ensure they are fully informed about the nature of the offer and the present position and future prospects of the entity offering the securities.

The Corporations Act 2001 (Cth) ("the Corporations Act") provides for an issue of securities to investors without a Product Disclosure Statement or Prospectus where the investors are deemed to have sufficient investment experience and knowledge to weigh the risks and merits of an investment opportunity. That is, where the potential investor is deemed to be a Sophisticated Investor.

What are the benefits of being a Sophisticated Investor?

Sophisticated Investors have access to "best of breed" investment opportunities.

For example, Sophisticated Investors have access to institutional or wholesale placements and the ability to participate in "seed capital" and "pre-IPO" investment opportunities.

N.B. In these circumstances, any information provided to potential investors will not constitute a Product Disclosure Statement or Prospectus.

How do I Qualify as a Sophisticated Investor?

If you satisfy the following, you can apply to be recognised as a Sophisticated Investor:

A person/entity who has either:

- ▶ net assets of \$2.5 million; or
- ▶ gross income of \$250,000 for each of the last 2 financial years.

This criteria must be satisfied by the same person/entity to whom any Sophisticated Investor opportunity is made available or to a person/entity that controls another entity that satisfies the criteria. For example, a person who controls a company that has net assets of \$2.5 million, or a person who controls a number of companies that combined have net assets of \$2.5 million, could qualify as a Sophisticated Investor on behalf of the company (or companies) or as an individual.

A qualified accountant¹ must certify that the person/entity satisfies this criteria and the certification must be less than 2 years old.

How do I Apply to be Recognised as a Sophisticated Investor?

If you are applying to be a Sophisticated Investor and:

- ▶ You have a Sophisticated Investor Certificate from a qualified accountant that is less than 2 years old, simply send a copy to your Wilson HTM Ltd adviser.
- ▶ You don't have an existing Sophisticated Investor Certificate, you will need to contact a suitably qualified accountant to complete the "Qualified Accountant's Certificate"; once this is complete please send a copy to your Wilson HTM Ltd adviser.

¹A qualified accountant is:

- ▶ A person belonging to one of the following professional bodies at the declared membership classification; and
- ▶ Who complies with the continuing professional education requirements of that body.

Professional bodies	Declared membership classifications
The Institute of Chartered Accountants in Australia	CA, ACA and FCA
CPA Australia	CPA and FCPA
National Institute of Accountants in Australia	PNA, FPNA, MNIA and FNIA

Members of one of the following eligible foreign professional bodies are also qualified accountants, providing they:

- ▶ have at least three years' practical experience in accounting or auditing; and
- ▶ are only providing a certificate for the purposes of ss708(8)(c) and 761G(7)(c) of the Corporations Act to a person who is resident in the same country (other than Australia) as the accountant.

Eligible foreign professional bodies

- ▶ The American Institute of Certified Public Accountants;
- ▶ Association of Certified Chartered Accountants (United Kingdom);
- ▶ Canadian Institute of Chartered Accountants;
- ▶ Institute of Chartered Accountants of New Zealand;
- ▶ The Institute of Chartered Accountants in England and Wales;
- ▶ The Institute of Chartered Accountants in Ireland; and
- ▶ The Institute of Chartered Accountants of Scotland.

Sophisticated Investor

Qualified Accountant's Certificate

Section 708(8)(c) and Section 761G (7)(c) of the Corporations Act 2001 (Cth)



Wilson HTM
INVESTMENT GROUP

Name of firm, accountant:

This certificate is given for the purposes of section 708(8)(c) and section 761G (7)(c) of the Corporations Act by:

[Insert full name of accountant]

who certifies that he/she is a qualified accountant within the meaning of section 708(8)(c) and section 761G(7)(c) of the Corporations Act and ASIC Regulatory Guide 154.

of [insert business address]

email address: telephone:

in relation to:

("Investor")

I certify that the Investor is a Sophisticated Investor as defined by section 708(8)(c) of the Corporations Act. The Investor meets these requirements because the Investor:

Please tick applicable option:

has net assets prior to certificate issue of at least \$2.5 million;

OR

has a gross income for each of the last 2 financial years of at least \$250,000 a year.

This certificate is given on: / /

Accountant Name :

Accountant Signature:

Member of [insert name of professional body]

Membership number:

The Investor controls the following related entities for the purposes of this certificate:

As with the benefits of being designated as a Wholesale Client or Sophisticated Investor I, the Investor, acknowledge and accept the loss of the retail protection provisions of the Corporations Act which includes but is not limited to receiving a Financial Services Guide, Statement of Advice, offer documents such as a Product Disclosure Statement or Prospectus and access to the external dispute resolution service. I control the above entities. I acknowledge that the certificate is only valid for a period of 24 months from its date. I authorise Wilson HTM to contact the accountant named in the certificate to renew the certificate when required and I understand that my accountant's fees for providing or renewing this certificate shall be to my account.

Investor Name:

Investor Signature:

NOTE: this Certificate is confidential and may only be provided to the Investor, the Investor's financial advisors, Wilson HTM Investment Group Ltd or any of its subsidiaries, the company seeking to rely on section 708(8)(c) and ASIC or their duly appointed agents.