

Wholesale Client Declaration

1. The Applicant confirms that the Applicant is a wholesale client (as defined in Sections 761G or 761GA of the Corporations Act 2001) and that at least one of the following circumstances applies to the Applicant (**please tick which circumstances apply to you**):

The price or the value of the financial product being provided (or the value of the financial product to which a financial service relates) is greater than the prescribed amount, which is currently AUD\$500,000.

Note this prescribed amount relates to financial products or service (other than a traditional trustee company service) that are not general insurance products, superannuation or retirement savings account products.

Where the Applicant is a business, the financial product, or the financial service, is provided for use in connection with the business and the business employs more than:

- (a) 100 people (if the business is or includes manufacturing goods); or
- (b) 20 people in all other cases.

Qualified accountant is satisfied that the Applicant has, within the 2 years prior to acquiring the financial product or service:

- (a) net assets of at least AUD\$2.5 million; or
- (b) gross income for each of the last 2 financial years of at least AUD\$250,000.

Prior to the account being opened, the Applicant will need to give to Sequoia Direct a copy of a certificate from a qualified accountant stating that the Applicant satisfies this clause.

The Applicant is a professional investor because it is one of the following types of persons:

- (a) trustees of superannuation funds, approved deposit funds, pooled superannuation trusts or public sector superannuation schemes, within the meaning of the Superannuation Industry (Supervision) Act 1993 and the fund, trust or scheme has net assets of at least AUD\$10 million;
- (b) bodies regulated by the Australian Prudential Regulation Authority (which is the Australian body that is the prudential regulator of banks, insurance companies, certain superannuation funds, credit unions, building societies and friendly societies);
- (c) persons who control at least AUD\$10 million (including any amount held by an associate or under a trust that the person manages);
- (d) persons who hold an Australian Financial Services Licence;
- (e) listed entities and their related bodies corporate;

- (f) persons or bodies registered under the Financial Corporation Act 1974;
- (g) exempt public authorities;
- (h) investment vehicles which invest funds raised from the public and which have been marketed to the public as such; and
- (i) foreign equivalents of the above.
- Sequoia Direct is satisfied that the Applicant is a sophisticated investor.**

Sequoia Direct must have given the Applicant a statement in writing of the reasons why it is satisfied that the Applicant has previous experience in using financial services and investing in financial products that allows the Applicant to assess the merits and value of the product or service, the risks associated with holding the product, its own information needs and the adequacy of the information given by Sequoia Direct and any product issuer.

Note: This statement is only valid if signed by a Sequoia Direct director.

2. The Applicant acknowledges that if the Applicant no longer meets at least one of the requirements of being a wholesale client as set out in the paragraph 1, the Applicant must notify Sequoia Direct as soon as practicable but in any event within 10 business days.

3. The Applicant acknowledges that a wholesale client will not be provided with any of the following documents:

- (a) a Financial Services Guide;
- (b) a Statement of Advice; or
- (c) a Product Disclosure Statement,

as Sequoia Direct is not required by law to provide such documents to wholesale clients and that Sequoia Direct does not have any other obligation to the Applicant under Chapter 7 of the Corporations Act that it would have if the Applicant was a retail client.

4. The Applicant:

- (1) warrants to Sequoia Direct that you are a wholesale client and will remain a wholesale client (unless you otherwise notify Sequoia Direct as provided for above) and that you must provide documentary evidence as is necessary to satisfy Sequoia Direct that you are a wholesale client for the purposes of the Corporations Act 2001;
- (2) agrees to indemnify Sequoia Direct in relation to any loss suffered by Sequoia Direct if you are not a wholesale client; and
- (3) authorises Sequoia Direct to accumulate two or more transactions on a single confirmation and to provide a volume weighted average price for those transactions, in the circumstances permitted by ASX Market Rule 7.9.2.

Integrity | Technical Expertise | Professionalism

Please read and sign below

By signing below you are declaring that you:

- Have read and understood the above information in this Declaration;
- Have provided proof of identity of all account holders;
- Warrant that the information provided in this declaration is true and correct; and
- Will inform Sequoia Direct if and when any material changes occur to the information you provide.

Signed on:

Name (*Account Holder 1/Director 1 or Sole Director & Sole Company Secretary)

Signature

Name (*Account Holder 2/Director 2 or Company Secretary)

Signature

Name (*Account Holder 3/Director 3)

Signature

*delete as applicable

Wholesale Client Certificate

Issued by a Qualified Accountant under Chapter 7 of the Corporations Act 2001

Date

Sequoia Direct Pty Ltd
ABN 17 090 611 680
Level 7, 7 Macquarie Place
SYDNEY NSW 2000

Certificate issued by a Qualified Accountant under Chapter 7 of the Corporations Act 2001

[Name of person]

[Address of person]

I certify that [person] whose details are set out above:

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

I belong to [insert name of professional body]

My membership designation from this professional body is [insert designation]

I comply with this body's continuing professional education requirements.

Signature of accountant:

Date certificate issue:

[the following information might be included
in the accountant's letterhead]

[Name of accountant]

[Address of accountant]