

Qualified Accountant's Certificate Wholesale Investor

- Investors investing more than A\$500,000 in the Fund need not complete this form.
- If there is more than one individual or entity, a separate form is required for each individual or entity.
- Do not use where investment is for use by a business.

Email or Post your completed certificate to confirm your investment in the Fund:
Property.Enquiry@CenturiaInvestor.com.au or C-/ Centuria Investor Services, GPO Box 3993, Sydney NSW 2001

Section 1 - Details

Full Legal Name of Individual or Entity (see Additional Information for guidance)

Address (cannot be PO Box)

Suburb

State

Postcode

Country

Section 2 – Controlled Entities (where applicable)

It is also confirmed for the purposes of the Corporations Act 2001 (Corporations Act) that the above person or entity controls the following companies and/or Trusts:

Full legal Name of Company/Trust

ABN/ACN/ABN (If any)

Section 3 - Accountant's Declaration

I certify that:

- a.

The Individual or Entity whose details are set out in Section 1 meet the requirements under Chapter 7 (Section 761G(7)(c)) of the Corporations Act by having either:
 - Net assets of at least A\$2.5 million; OR
 - Gross income for each of the last two financial years of at least A\$250,000 a year.
- b.

I have provided this certificate based on an examination of the tax returns and/or the financial records of the above entity provided to me or within my control.
- c.

I confirm that I am a Qualified Accountant (see Additional Information) and a member of one or more of the following professional bodies (tick appropriate box):

☐

CPA Australia ("CPA" or "FCPA")

☐

Institute of Public Accountants ("AIPA", "MIPA" or "FIPA")

☐

Chartered Accountants Australia and New Zealand ("CA", "ACA" or "FCA")

☐

Eligible foreign professional body (Complete the Name of eligible investment body below)

Name of eligible foreign investment body (if selected above)

- d.

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

I confirm that I am independent of the above names Individuals and/or Entities.

Qualified Accountant's Certificate Wholesale Investor

Name of qualified accountant (please print)

Accountant Membership Number

Business address (cannot be PO Box)

Signature

Date

DD

MM

YY

Certificates are valid for up to two years after they are issued

Additional Information

Section 1 - Investor Types and Controlled Entities

Below are guidelines on completing the Certificate. For each Investor type below the options for completing the Certificate are shown. Only one option is required for the investor type. Certificates may not be accepted if they are not completed correctly or in line with the guidelines below. Note that a Certificate cannot be completed in the name of more than one Individual or Entity.

Investor Type	Example of Investing Entity	Certificate(s) Required
One Individual Investor	John Michael Smith	Only option Certificate 1 = John Michael Smith Controlled Entities = N/A
Joint Individuals	John Michael Smith and Sarah Kim Smith	Only option Certificate 1 = John Michael Smith Controlled Entities = N/A PLUS Certificate 2 = Sarah Kim Smith Controlled Entities = N/A
Company	Smith Pty Ltd	Option 1 Certificate 1 = Smith Pty Ltd Controlled Entities = N/A Option 2 Certificate 1 = John Michael Smith (controlling person) Controlled Entities = Smith Pty Ltd
Trust with a Company Trustee	Smith Pty Ltd ATF Smith Family Trust	Option 1 Certificate 1 = Smith Pty Ltd Controlled Entities = N/A Option 2 Certificate 1 = John Michael Smith (controlling person) Controlled Entities = Smith Pty Ltd Option 3 Certificate 1 = Smith Pty Ltd Controlled Entities = Smith Family Trust Option 4 Certificate 1 = Smith Pty Ltd Controlled Entities = N/A Option 5 Certificate 1 = John Michael Smith ATF Smith Family Trust Controlled Entities = N/A

Qualified Accountant's Certificate – Additional Information

Trust with One Individual Trustee	John Michael Smith ATF Smith Family Trust	Option 1 Certificate 1 = John Michael Smith Controlled Entities = N/A Option 2 Certificate 1 = John Michael Smith (controlling person) Controlled Entities = Smith Family Trust Option 3 Certificate 1 = John Michael Smith ATF Smith Family Trust Controlled Entities = N/A
Trust with Multiple Individual Trustees	John Michael Smith and Sarah Kim Smith ATF Smith Family Trust	Option 1 Certificate 1 = John Michael Smith Controlled Entities = N/A PLUS Certificate 2 = Sarah Kim Smith Controlled Entities = N/A Option 2 Certificate 1 = John Michael Smith ATF Smith Family Trust Controlled Entities = N/A
SMSF with a Company Trustee	Smith Pty Ltd ATF Smith SMSF	Option 1 Certificate 1 = Smith Pty Ltd Controlled Entities = N/A Option 2 Certificate 1 = Smith Pty Ltd (controlling person) Controlled Entities = Smith Family SMSF Option 3 Certificate 1 = John Michael Smith (controlling person) Controlled Entities = Smith Pty Ltd
SMSF with Multiple Individual Trustees	John Michael Smith and Sarah Kim Smith ATF Smith SMSF	Option 1 Certificate 1 = John Michael Smith (controlling person) PLUS Certificate 2 = Sarah Kim Smith Controlled Entities = N/A Option 2 Certificate 1 = John Michael Smith ATF Smith Family Trust Controlled Entities = N/A

Qualified Accountant's Certificate – Additional Information

Section 2 - Control

The Certificate is your representation that the Individual or Entity in completed in Section 1 of the Certificate meets the net assets or gross income test. To meet the net assets or gross income test you can include the net assets of a company or trust "controlled" by that person or entity. Control is defined in section 50AA of the Corporations Act and generally follows the accounting definition of that term so that a person may control a company or unit trust yet hold less than 50% of the shares or units. Always include any entities that the Individual or Entity completed in Section 1 of the Certificate controls in the Controlled Entities section as this will ensure that the certificate can be used for multiple vehicles that the investor wishes to invest through. For example, if John Smith meets the test and he is the sole director of a company (Smith Pty Ltd) which is the corporate trustee of his family trust (Smith Family Trust) then include this company in the controlled entities section as the certificate can then be used for investments by John Smith, Smith Pty Ltd and Smith Pty Ltd ATF Smith Family Trust.

Section 3 - Qualified Accountants

A qualified accountant is defined in s88B of the Corporations Act as a person meeting the criteria in a class declaration made by the Australian Securities and Investments Commission (ASIC). This can be located using the following link: <https://asic.gov.au/regulatory-resources/financial-services/financial-product-disclosure/certificates-issued-by-a-qualified-accountant/>.

Section 4 - Eligible Foreign Professional Bodies

Eligible foreign professional bodies as declared by ASIC in the following link and confirmed below (subject to change by ASIC): <https://asic.gov.au/regulatory-resources/financial-services/financial-product-disclosure/certificates-issued-by-a-qualified-accountant/>.

- 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.

If you are a member of one of the eligible foreign professional bodies listed you must:

- Have at least three years' practical experience in accounting or auditing, and
- Only provide a certificate for the purposes of s761G(7)(c) of the Corporations Act to a person who is resident in the same country (other than Australia) as yourself.

Section 5 - Currency of Certificates

Under Chapter 7 of the Corporations Act certificates are valid for up to two years after they are issued.

Who Can Invest?

To invest in Centuria's Funds as a wholesale investor, you need to qualify. A Wholesale investor generally needs to fall within one of the categories below. If you don't fall into one of these categories please contact us, as subject to the law we may still be able to accept your Application to invest as a wholesale investor.

How Investors Qualify to be Wholesale Investors

1. You provide a Qualified Accountant's Certificate that was obtained within the preceding 2 years which certifies that you have:
 - net assets of at least \$2.5 million; or
 - gross income for each of the last 2 financial years of at least \$250,000 a year.
2. The Investor is a company or trust controlled by persons who meet one or both of the criteria in point 1 above, i.e. the person has a Qualified Accountant's Certificate.
3. You invest at least \$500,000 in a single offer. This means you are considered wholesale and are not required to provide the above mentioned accountant's certificate.
4. You are a "professional investor". This means that you meet one of the following categories:
 - An Australian Financial Services licensee
 - A person who has or controls gross assets of at least \$10 million (including assets held by an associate or under a trust that the person manages)
 - A body regulated by APRA (other than a trustee of a superannuation fund, an approved deposit fund, a pooled Superannuation fund or a public sector superannuation scheme). This category generally includes banks, credit unions, general insurance companies, life insurance companies and friendly societies
 - A body registered under the Financial Corporations Act 1974
 - A trustee of a superannuation fund, an approved deposit fund, a pooled superannuation fund or a public sector Superannuation scheme in circumstances where that fund, trust or scheme has net assets of at least \$10 million
 - A listed entity or a related body corporate of a listed entity
 - An exempt public authority.
5. Centuria considers the Investor to have previous investing experience which qualifies them as a wholesale investor, i.e. if you meet the "sophisticated investor" criteria under the Corporations Act. Please contact the Centuria Investor Services team for further information on **1300 22 44 24** or **contactus@centuria.com.au**.