

Confirmation of Wholesale or Eligible Investor Eligibility

Offeror: PEP Gateway Co-investment Investors Administration Access Pty Limited as the trustee of Pacific Equity Partners Gateway Co-investment Access Trust (the **Fund**).

Investor: The undersigned person

Financial Products: Units in the Fund

Acknowledgement

The Investor acknowledges and agrees that the offer of the Financial Products by the Offeror is made only to persons to whom Schedule 1 of the Financial Markets Conduct Act 2013 (**FMCA**) applies and that such offer is not a *regulated offer* for the purpose of section 41 of the FMCA.

The Offeror may refuse to issue the Investor the Financial Products, and refund any subscription monies received, if the Offeror is not satisfied prior to issuing the Financial Products that the Investor is a person coming within the provisions of Schedule 1 of the FMCA.

Eligibility

The Investor may participate in this offer of Financial Products, under an exemption contained in Schedule 1 of the FMCA, if they come within one of the following categories and complete and return one of the corresponding certificates:

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Wholesale Investor – Please complete Certificate A

The Investor is a *wholesale investor*, as defined in clause 3(2) of Schedule 1 of the FMCA if the person:

- is an *investment business*;
- meets the *investment activity criteria*; or
- is *large* (net assets or consolidated turnover in excess of \$5m).

These *italicised* terms are further defined in Certificate A which is enclosed.

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Eligible Investor – Please complete Certificate B

The Investor is an *Eligible Investor* in respect of the Financial Products offered by the Offeror (**Transaction**), if the Investor has previous experience in acquiring or disposing of financial products that allows the Investor to assess:

- the merits of the Transaction or class of Transactions (including assessing the value and the risks of the financial products involved);
- the Investor's own information needs in relation to the Transaction or those Transactions; and
- the adequacy of the information provided by any person involved in the Transaction or those Transactions.

Certificate A

Wholesale Investor Certificate

Financial Markets Conduct Act 2013 (FMCA)

Safe Harbour Certificate (cl 44, Sch 1)

Warning: The law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors make an informed decision. If you are a wholesale investor, the usual rules do not apply to offers of financial products made to you. As a result, you may not receive a complete and balanced set of information.

You will also have fewer other legal protections for these investments. Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

Offence: It is an offence to give a certificate knowing that it is false or misleading in a material particular. The offence has a penalty of a fine not exceeding \$50,000.

Acknowledgement

By completing this certificate, you certify that you understand the consequences of certifying yourself to be a *wholesale investor*, including (without limitation) that:

- you will be treated as a *wholesale investor* for the purposes of the FMCA; and
- disclosure under the FMCA will not need to be made to you in relation to any *financial products* (as defined in the FMCA) you acquire and you may not have access to all of the legal protections which would apply if you did not certify yourself as a wholesale investor.

Certification

You certify that you are a *wholesale investor*, as defined in clause 3(2) of Schedule 1 of the FMCA on the basis that (please tick the relevant boxes):

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Investment Business

You are a *wholesale investor* by reason of being an *investment business*, as defined in clause 37 of Schedule 1 of the FMCA on the grounds that (tick where applicable):

- ☐ Your principal business consists of one or more of the following:
 - ☐ investing in financial products;
 - ☐ acting as an underwriter;
 - ☐ providing a *financial advice service* (within the meaning of section 431D of the FMCA) in relation to financial products;
 - ☐ providing a *client money or property service* (within the meaning of section 431W(1) of the FMCA) in relation to financial products; or
 - ☐ trading in financial products on behalf of other persons.
- ☐ you are a registered bank (as defined in section 6(1) of the FMCA);
- ☐ you are a *NBDT* (as defined in section 5 of the Non-bank Deposit Takers Act 2013);
- ☐ you are a licensed insurer (as defined in section 6(1) of the Insurance (Prudential Supervision) Act 2010);
- ☐ you are a *manager* of a *registered scheme* (as defined in the FMCA), or a *discretionary investment management service* (as defined in the FMCA), that holds a market services licence issued under Part 6 of the FMCA;
- ☐ you are a derivatives issuer (as defined in the FMCA) that holds a market services licence issued under Part 6 of the FMCA; or

☐ you are a *financial adviser* (as defined in the FMCA).

☐ **Investment Activity Criteria**

You are a *wholesale investor* by reasons of satisfying the *investment activity criteria* set out in clause 38 of Schedule 1 of the FMCA on the grounds that you (tick where applicable):

- ☐ own, or at any time during the two year period ending on the date of this certificate, have owned, a portfolio of *specified financial products*¹ of a value of at least \$1 million (in aggregate);
- ☐ have, during the two year period ending on the date of this certificate, carried out one or more transactions to acquire *specified financial products* where the amount payable under those transactions (in aggregate) is at least \$1 million and the other parties to the transactions are not associated persons of the Investor; or
- ☐ are an individual who has, within the last 10 years before the date of this certificate, been employed or engaged in an investment business and has, for at least 2 years during that 10-year period, participated to a material extent in the investment decisions made by the investment business.

☐ **Large Investors**

You are a *wholesale investor* because you are *large* (as defined in clause 39 of the Schedule 1 of the FMCA) on the grounds that (tick where applicable):

- ☐ as at the last day of each of the 2 most recently completed financial years before the date you give this certificate, your net assets and those of the entities controlled by you exceeded \$5 million; or
- ☐ in each of the 2 most recently completed financial years before the date you give this certificate, your total consolidated turnover of and that of the entities controlled by you exceeded \$5 million.

Signed:

Signature of Investor/authorised signatory (as applicable)

Name and title of authorised signatory (if applicable)

Print name of Investor

Date

This Wholesale Investor Certificate is effective for two years from the date of signing

¹ In this context, *specified financial products* is defined in clause 38(4) of Schedule 1 of the FMCA as being *financial products* other than bank notice products, bonus bonds, call building society shares, call credit union shares, call debt securities, credit union fixed term deposit products, credit union savings account products, fixed term deposit products issued by a registered bank, fixed term redeemable building society shares, co-operative shares, PIE call fund units, PIE term fund units, interests in a retirement scheme, or financial products issued by an associated person to you.

Certificate B

Eligible Investor Certificate

Financial Markets Conduct Act 2013

Certification (cl 41, Sch 1)

To: PEP Gateway Co-investment Investors Administration Access Pty Limited as the trustee of Pacific Equity Partners Gateway Co-investment Access Trust (**Offeror**)

Class of Transaction: Offer of units in Pacific Equity Partners Gateway Co-investment Access Trust (**Offer**)

Instructions

This certificate must be completed by an investor wishing to subscribe for Financial Products as an *Eligible Investor* under clause 3(3)(a) of Schedule 1 of the FMCA. This certification must be confirmed by a financial adviser, a chartered accountant or a lawyer.

The investor must provide the completed certificate below **including the Third Party Confirmation** signed by a financial adviser, chartered accountant or lawyer. Both this certificate and the Third Party Confirmation must be received before the investor's application under the Offer will be accepted

Warning: The law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors make an informed decision.

If you give this certificate, the usual rules do not apply to offers of financial products made to you. As a result, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for these investments.

Make sure you understand these consequences.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

Offence: It is an offence to give a certificate knowing that it is false or misleading in a material particular. The offence has a penalty of a fine not exceeding \$50,000.

Certification

I, _____ (name of Investor), certify that:

1 I have previous experience in acquiring or disposing of financial products, that allows me to assess:

1.1. the merits of the Offer (including assessing the value and the risks of the Financial Products involved); and

1.2. my own information needs in relation to the Offer; and

1.3. the adequacy of the information provided by any person involved in the Offer.

2 I understand the consequences of certifying myself to be an *'Eligible Investor'* (within the meaning of clause 41 of Schedule 1 of the FMCA).

3 The grounds on which I make the certification in paragraph 1 above are:²

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² Please include details of your previous experience in acquiring or disposing of financial products.

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4 I also confirm that I understand that:

- 4.1. The usual legal rules that require information to be given to investors for offers of financial products do not apply to the Offer;
- 4.2. I may not receive a complete and balanced set of information about the Offer;
- 4.3. I have fewer legal protections for an investment under the Offer;
- 4.4. An investment under the Offer is not suitable for retail investors; and
- 4.5. I have been advised to ask questions, read all documents carefully and seek independent financial advice.

Signed:

Signature of Investor/authorised signatory (as applicable)

Name and title of authorised signatory (if applicable)

Print name of Investor

Date

Third Party Confirmation

Financial Markets Conduct Act 2013

Confirmation of Certification (cl 43, Sch 1)

NB: The following form must be completed by a financial adviser, a chartered accountant or a lawyer.

To: PEP Gateway Co-investment Investors Administration Access Pty Limited as the trustee of Pacific Equity Partners Gateway Co-investment Access Trust (**Offeror**)

Investor: _____ (insert name)

Class of Transaction: Offer of Units in Pacific Equity Partners Gateway Co-investment Access Trust (**Offer**)

I, _____ (name of financial adviser, chartered accountant or lawyer), confirm that:

- 1 I am a chartered accountant / lawyer / financial adviser (*strike out as applicable*); and
- 2 I have reviewed the Investor's eligible investor certification (**Certification**) above; and
- 3 I have considered the grounds set out in the Certification on which the Investor's believes that as a result of having previous experience in acquiring or disposing of financial products, the Investor is able to assess:
 - 3.1 The merits of an Offer (including assessing the value and the risks of the financial products involved); and
 - 3.2 The Investor's information needs in relation to an Offer; and
 - 3.3 The adequacy of the information provided by any person involved in the Offer.

Having considered those matters, I certify that:

- 4 I am satisfied that the Investor has been sufficiently advised of the consequences of the Certification made; and
- 5 I have no reason to believe that the Certification is incorrect or that further information or investigation is required as to whether or not the Certification is correct.

Signed:

Signature

Title and Firm Name

Print name

Date