



GPV PROPERTY WHOLESALE INVESTOR PROGRAM

GPV Property is a Hunter Region-based investment manager with a focus on acquisition and development of high quality commercial property assets, in particular healthcare infrastructure assets.

GPV Property investments are exclusive opportunities for wholesale investors. A wholesale investor is someone who is not a retail client as defined in the Corporations Act (Cth 2001). If you qualify as a wholesale investor and are interested in the style of investments offered by GPV Property, then we would like to invite you to join our investor group and have access to current and future investment offers.

Qualifying as a wholesale investor means that you can access opportunities not available to retail investors, but it also means that you are deemed to have sufficient knowledge and experience as an investor to assess the merits and risks of an investment opportunity without a Product Disclosure Statement. Therefore, even if you qualify as a wholesale investor, you should carefully consider your investment requirements and objectives, and assess whether this form of investment is suitable.

GPV Property aims to provide a reasonable and appropriate level of disclosure for investment offers to experienced investors, supported by a sound governance framework. In addition, the opportunity is always available for investors to seek further information or ask questions in relation to any GPV offers. However, it must be noted that GPV offer documents will not provide the scope and detail of a Product Disclosure Statement prepared for retail investors. It should also be clearly understood and noted that in making any investment offer, GPV Property will not have considered your individual objectives or circumstances, or the appropriateness of the Financial Product for you. As a wholesale investor, these are matters that you will need to be able to assess as part of any decision to invest in a GPV product.

To qualify as a wholesale investor, you must meet one or more of the following tests. The tests apply to the person who controls the investment, or to all persons jointly in circumstances of joint control.

(a) Wholesale Investor

Under section 761G (7) of the Corporations Act you qualify as a wholesale investor in relation to a particular Financial Product if you:

- (i) Invest more than \$500,000;
- (ii) Have Net Assets of at least \$2.5 million; or
- (iii) Have gross income for each of the last 2 financial years of at least \$250,000.

Substantiation of the income or assets tests (ii) or (iii) above requires certification from a qualified accountant, using the Wholesale Investor Certification form appended to this document. If you qualify as a wholesale investor due to one of these quantifiable criteria, then the wholesale investor test should be used and the sophisticated investor test described below is not needed.

(b) Sophisticated Investor

A sophisticated investor is a particular type of wholesale investor who qualifies as a wholesale investor under section 761GA of the Corporations Act on the basis of their background, knowledge and/or experience, which gives them the capability to assess the following:

- (i) The merits of the financial product;
- (ii) The value of the financial product;
- (iii) The risks associated with holding the financial product;
- (iv) Their own information needs in relation to the financial product; and
- (v) The adequacy of the information given by GPV Property in relation the financial product.

Qualification as a sophisticated investor requires an Australian Financial Services licensee to be satisfied on reasonable grounds that the investor has the above capabilities. If you wish to join the GPV Property Wholesale Investor Program on this basis please ask your financial advisor to complete the Sophisticated Investor Certification form appended to this document.

In being accepted as a sophisticated investor by GPV Property for Financial Products we offer, the Corporations Act s761GA(f) requires the investor to acknowledge in writing that:

- (i) GPV Property has not given the investor a Product Disclosure Statement;
- (ii) GPV Property has not given investor any other document that would be required if the Financial Product were given to them as a retail client; and
- (iii) GPV Property does not have any other obligation to the investor that GPV Property would have had if the Financial Product been given to the investor as a retail investor.

Wholesale Investor Application & Acknowledgement

Having read and understood the above information about the GPV Property Wholesale Investor Program, I hereby apply for entry into the Program to receive investment offers from GPV Property.

I acknowledge that I will not be given a Product Disclosure Statement by GPV Property in respect of any investment offers made, and that GPV Property does not have any obligations to me as a retail client.

Applicant(s) Name(s): _____

Applicant(s) Address: _____

Email address for investment offers and updates: _____

Signature of investor(s) or authorised officer(s) of the investor:

Date signed: / /

[SIG 1]

[SIG 2]
[IF APPLICABLE]

[NAME 1]

[NAME 2]
[IF APPLICABLE]



WHOLESALE INVESTOR CERTIFICATION

This form is an Accountant's Certification under s761G of the Corporations Act, which confirms that an investor meets one or more of the criteria to be qualified as a wholesale investor by GPV Property.

1.0 Investor Details

Investor Name(s)

Investor Address

2.0 Accountant Details (Include post-nominals, CA, CPA etc)

Name:

Firm Name:

Firm Address:

3.0 Certification

I hereby certify as follows:

- I. That I am a qualified accountant for the purposes of the corporations Acts 2001, who is entitled to use the post-nominals listed beside my name above;
- II. That I am giving this certificate in accordance with s761G of the Corporations Act 2001, at the request of and with reference to the investor named above; and
- III. Having reviewed the financial position of the investor named above (including in the case of a trustee, all the assets and income controlled by the person or persons jointly who control the trustee entity), I certify that the investor, has net assets of at least \$2.5 million, OR gross income for each of the last two financial years of at least \$250,000 per annum.

Accountant's Signature

Date signed: / /



SOPHISTICATED INVESTOR CERTIFICATION

This certification is provided in relation to s761GA of the Corporations Act to confirm that an investor meets criteria to be qualified as a sophisticated investor by GPV Property.

1.0 Investor Details

Investor Name(s)

Investor Address

2.0 Financial Advisor Details (Include post-nominals, CA, CPA etc)

Name:

Firm Name:

Firm Address:

AFS Licence No:

3.0 Certification

I hereby certify as follows:

- I. That I am an AFS Licensee or authorised representative in accordance with the details provided above, who is entitled to use the post-nominals listed beside my name;
- II. That I am giving this certificate in accordance with s761GA of the Corporations Act 2001, at the request of and with reference to the investor named above; and
- III. That I am satisfied on reasonable grounds that the investor named above has previous experience investing in financial products to allow them to assess the following:
 - (i) The merits of the financial product;
 - (ii) The value of the financial product;
 - (iii) The risks associated with holding the financial product;
 - (iv) Their own information needs in relation to the financial product; and
 - (v) The adequacy of the information given by GPV Property in relation the financial product.

Financial Advisor's Signature

Date signed: / /