



WHOLESALE CLIENT QUESTIONNAIRE

Margin FX Contracts and CFDs

Issuer:

Prospero Markets Pty Ltd

ABN 11 145 048 577



WHOLESALE CLIENT QUESTIONNAIRE

CONTRACTS FOR DIFFERENCES & MARGIN FX CONTRACTS

The financial information and representations in this questionnaire are required to be provided to Prospero Markets Pty Ltd (AFSL Number: 423034) for the undersigned to qualify as an “Wholesale Client” as defined by Chapter 7 of Corporations Act 2001 (Cth) (“**Corporations Act**”) in order to receive financial services from Prospero Markets in relation to contracts for differences (**CFDs**) and margin foreign exchange contracts (**Margin FX Contracts**) (together the “**Products**”). The prospective client must read, qualify under, and initial at least one of the sections below.

The undersigned prospective client represents and warrants for purposes of receiving financial services from Prospero Markets in relation to Products that the prospective client is and shall be acting for its own account and shall at all times qualify, notwithstanding any subsequent determination to the contrary, as an “Wholesale Client” as defined by Section 761G and Section 761GA of the Corporations Act because the prospective client:

Guidance:

- Check and Initial any and all that apply. Please note that all monetary figures are given in AUD; and
- Please note in accordance with the Corporations Act, the reference to person refers to a natural individual or legal entity.

<input type="checkbox"/>	<p>Size of Business Test - the financial product or service <i>is provided for use in connection with a business</i> that is <i>not</i> a small business.</p> <p>Small business means a business employing:</p> <p>(a) less than 20 people; or</p> <p>(b) if the business is or includes the manufacture of goods then less than 100 employees.</p> <p><i>Note: If qualifying under this criterion, the prospective client will need to submit written confirmation by a director where the client is a Corporation (or the Trustee where the client is a Trust) that proposed services and products are for use in connection with the business and that the business is not a small business (as defined above).</i></p>
<input type="checkbox"/>	<p>Net Wealth or Income Test – the person has:</p> <p>(a) gross income of \$250,000 per annum for the last 2 financial years; or</p> <p>(b) has net assets greater than \$2.5 million;</p>

where the product/service **is not provided in connection with a business.**

Note: A qualified accountant must certify in a letter that the person satisfies this criterion, and the certification must be no more than 6 months old at the time the offer of financial products is made. Additional information regarding the Letter from an Accountant is attached as Appendix.

The undersigned prospective client represents that the information contained herein is complete and accurate and may be relied upon by Prospero Markets and its respective principals, associates and affiliates in determining the prospective client's qualification as an Wholesale Client as defined by Chapter 7 Corporations Act 2001; and that the prospective client will notify Prospero Markets immediately of any material change in any such information occurring prior to entering into any foreign currency transaction through or with such entities.

Signature of Prospective Client

Signature of Joint Account Holder

(if applicable)

Name of Client (Please Print)

(Please Print)

Name of Joint Account Holder

Applicable ID No.



Appendix – Letter from an Accountant

If the prospective client is to meet the requirements of a “wholesale” client pursuant to the Net Wealth or Income Test then the prospective client must provide Prospero Markets with a certificate from a qualified accountant confirming that the prospective client meets the definition of a “wholesale” client as per below:

(a) Australian clients

For the purposes of the Corporations Act, the “accountant’s letter” must be from a qualified accountant, being a member of the Institute of Chartered Accountants in Australia/Australian Society of Certified Practising Accountants/National Institute of Accountants.

(b) Foreign clients

An ASIC Class Order (CO 04/173) expands the scope of who may be a qualified accountant to include any member of an eligible foreign professional body (see below) who:

- A. has at least three years of practical experience in accounting or auditing; and
- B. is only providing a certificate for the purposes of section 761G(7)(c) of the Corporations Act to a person who is resident in the same country (other than Australia) as that member.

An eligible foreign professional body covers:

- 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.

In addition to being provided with a certificate from the prospective client’s accountant confirming the prospective client meets the definition of a “wholesale” client, Prospero

Markets must receive written confirmation from the prospective client that the product/service **is not provided in connection with a business.**

Accordingly, it is clear that prior to the commencement of a relationship with a client, Prospero Markets must confirm the client is wholesale. However, in addition, as Prospero Markets provides ongoing financial services to its clients (such as advice via its reports), s761G(7)(c) Corporations Act technically requires Prospero Markets, before the provision of the product or service, to confirm the client is wholesale and obtain an up to date accountant's certificate which is dated within the preceding 6 months.

Effectively, this means that Prospero Markets must obtain an updated accountant's letter from its clients every 6 months where the transaction in which the client is involved is receiving ongoing financial services from Prospero Markets.

ACCOUNTANT'S CERTIFICATE

(Chapter 7 of the Corporations Act)

This certificate is issued under Chapter 7 of the Corporations Act (Cth) by:

	<i>[full name of accountant]</i>
of	<i>[name of firm]</i>
	<i>[business address]</i>

am a qualified accountant within the meaning of section 9 of the Corporations Act and ASIC Regulatory Guide 154.

I confirm that I am a member of (*please tick applicable option*):

<input type="checkbox"/>	CPA Australia who is entitled to use the post-nominals “CPA” or “FCPA”;
<input type="checkbox"/>	Institute of Chartered Accountants in Australia who is entitled to use the post-nominals “CA”, “ACA” or “FCA”;
<input type="checkbox"/>	Institute of Public Accountants who is entitled to use the post-nominals “AIPA” or “MIPA”, or “FIPA”;
<input type="checkbox"/>	<p>Other foreign eligible professional body for the purposes of the Corporations Act 2001 <i>(please specify professional body)</i></p> <p>_____ , and</p> <p>(i) I have at least 3 years practical experience as an accountant or auditor and;</p> <p>(ii) I am giving this certificate in respect of a resident of my country of qualification, not being an Australia resident and I am subject to and comply with the relevant body’s continuing professional education requirements.</p>

I am giving this certificate at the request of and with reference to:

Name:	<i>(the Investor)</i>
Address:	
Occupation	

Having reviewed the financial position of the Investor, I certify that the Investor is a Wholesale Client as defined by section 761G(7)(c) of the Corporations Act 2001 (Cth) because the Investor has:

(Please tick applicable option)

<input type="checkbox"/>	net individual assets prior to certificate issue of at least \$2.5 million (excluding superannuation and the family home) as at _____ <i>(insert date)</i>
<input type="checkbox"/>	received a gross income of \$250,000.00 or more in each of the last two financial years ending on 30 June _____ and 30 June _____.

I am aware that **Prospero Markets** or any of its related entities may rely on this certificate for such period as is permitted by the Corporations Act.

Accountant Signature

Date

Accountant Name

