

APPLICATION FORM

SPIRE OAKTREE OPPORTUNITIES FUND XI (AUD) FIRST CLOSE

This application form is part of the Information Memorandum (**IM**) and Term Sheet and is to be used if you wish to apply for the Spire Oaktree Opportunities Fund XI (AUD) First Close Series Class Units (**Units**) in the Spire Capital Master Fund (**Fund**) issued by Spire Capital Pty Ltd (ABN 21 141 096 120, AFSL 344365) (**Manager**).

- The IM and Term Sheet contains information about investing in the Fund. You should read the IM and Term Sheet before applying for units in the Fund.
- A person who gives another person access to the Application Form must at the same time and by the same means give the other person access to the IM and Term Sheet.
- Spire Capital will provide you with a copy of the IM, Term Sheet and the Application Form on request without charge. *(If you make an error while completing your application form, do not use correction fluid. Cross out your mistakes and initial your changes).*

To view a copy of the **Term Sheet (click here)**

To view a copy of the **IM (click here)**

US Persons:

This offer is not open to any US Person. Please refer to the Information Memorandum for further information.

Application Process:

Step 1

- Option 1 - Existing Investors in:**
- Spire USA Multifamily Fund IV (AUD) APIR: SPI1337AU;
 - Spire Aero Aggregates Fund (AUD) APIR: SPI8236AU; or
 - Spire Bridge 2020 K-Series Co-investment Fund (USD) APIR: SPI1793AU
- Only Complete Existing Investor Investment Form on page 2**
- Option 2 - Online Form - (click here)**
- Option 3 - Complete Form** (i.e. fill in all relevant sections of this form in blue or black pen)

Step 2 - Send your application

Select your method of delivery below:

- Option 1 - Online - (click here)**
- Option 2 - Email** - Scan and email your application to spire@oneregistryservices.com.au (please include all supporting documents)
- Option 3 - Post/Delivery** - Please post completed application form and all supporting documents to:
Spire Oaktree Opportunities Fund XI (AUD) First Close Unit Registry
PO Box R1479
Royal Exchange NSW 1225

Questions

If none of the above categories are applicable to you, or you have other questions relating to this Application Form, please contact the registrar on +61 2 8188 1510 or email spire@oneregistryservices.com.au.

Online Application

An online application form is also available by clicking here: **Online Application (click here)**

OR

Please tick one box below and complete the relevant Sections of the Application Form.

Investor Type	Complete
<input type="checkbox"/> Individual/Joint Investors/Sole Traders	Sections 1, 2, 5, 6, 7, 8, 9, 10, W-8BEN and Representations & Warranties Deed Poll
<input type="checkbox"/> Company	Sections 1, 3, 5, 6, 7, 8, 9, 10, W-8BEN-E and Representations & Warranties Deed Poll
<input type="checkbox"/> Trust/Superannuation Fund with Individual Trustee	Sections 1, 2, 4, 5, 6, 7, 8, 9, 10, W-8BEN-E and Representations & Warranties Deed Poll
<input type="checkbox"/> Trust/Superannuation Fund with Corporate Trustee	Sections 1, 3, 4, 5, 6, 7, 8, 9, 10, W-8BEN-E and Representations & Warranties Deed Poll
<input type="checkbox"/> If investing via a Financial Adviser	Additional Sections 11 and 12

Please ensure both you and your financial adviser also complete 'Section 11 and 12'. Financial Adviser Details and Customer Identification Declaration. You do not need to provide copies of your certified identification documentation with your Application Form if this information has been provided to your financial adviser, your financial adviser has elected to retain this information, and agreed to make it available upon request, under Section 11 of this Application Form.

EXISTING INVESTOR INVESTMENT FORM - SPIRE OAKTREE OPPORTUNITIES FUND XI (AUD) FIRST CLOSE

Existing Investor Investment Form

Please use this form if you are already an investor in:

- Spire USA Multifamily Fund IV (AUD) APIR: SPI1337AU; or
- Spire Aero Aggregates Fund (AUD) APIR: SPI8236AU; or
- Spire Bridge 2020 K-Series Co-investment Fund (USD) APIR: SPI1793AU

and wish to make an investment in the new Series Class Units. New investors should complete a new Application Form.

INVESTOR DETAILS

Investor Number	Name
<input type="text"/>	<input type="text"/>
Company/Fund/Super Fund Name	
<input type="text"/>	
Contact Email	
<input type="text"/>	

INVESTMENT DETAILS

I/we apply to invest in the Spire Oaktree Opportunities Fund XI (AUD) First Close Series Class Units in the Spire Capital Master Fund:

Amount: AUD

Minimum initial amount for investment is AUD\$100,000.

Please tick the box beside your chosen payment method and complete the required details.

<input type="checkbox"/>	Cheque Made payable to: Spire One Managed Investment Funds Limited
<input type="checkbox"/>	Electronic Funds Transfer or Direct Deposit Bank: St George Account Name: Spire One Managed Investment Funds Limited BSB: 332-027 Account number: 555 318 872 Date of Transfer <input type="text"/> Reference Used "Investor surname/company or trust name" <input type="text"/>

US Tax Compliance Forms and Representations & Warranties Deed Poll

Existing investors who have completed the relevant W8 forms are not required to complete the W8 forms again. Please refer to page 1 of the application form to determine which form/s are applicable for your investment.

- I/We have completed the relevant W-8BEN or W-8BEN-E forms and the Representations & Warranties Deed Poll located at the end of the application form; OR
- I/We have previously provided the relevant W-8BEN or W-8BEN-E forms for my/our investment entity and I/We have completed the Representations & Warranties Deed Poll for my/our investment entity.

Beneficial Ownership Details

I/We declare that all details provided in this application and previous applications, including beneficial ownership remain true and correct and I/we undertake to inform you of any changes to the information supplied as and when they occur.

INVESTOR CONFIRMATION

Signature 1* <input type="text"/>	Signature 2* <input type="text"/>
Full Name <input type="text"/>	Full Name <input type="text"/>
Date <input type="text"/>	Date <input type="text"/>
Tick capacity (mandatory for companies): <input type="checkbox"/> Sole Director/Company Secretary <input type="checkbox"/> Director <input type="checkbox"/> Authorised Signatory <input type="checkbox"/> Trustee	Tick capacity (mandatory for companies): <input type="checkbox"/> Sole Director/Company Secretary <input type="checkbox"/> Director <input type="checkbox"/> Authorised Signatory <input type="checkbox"/> Trustee
Company Seal (if applicable) <input type="text"/>	*Joint applicants must both sign; *Company applications must be signed by two Directors, a Director and Secretary or the Sole Director and Secretary of the company; or *For trust/superannuation fund applications each individual trustee must sign.

1. INVESTMENT DETAILS

1.1 DETAILS

I/we apply to invest in the Spire Oaktree Opportunities Fund XI (AUD) First Close Series Class Units in the Spire Capital Master Fund:

Amount: AUD

Minimum initial amount for investment is AUD\$100,000.

Please tick the box beside your chosen payment method and complete the required details.

Cheque
Made payable to: Spire One Managed Investment Funds Limited

Electronic Funds Transfer or Direct Deposit
Bank: St George
Account Name: Spire One Managed Investment Funds Limited
BSB: 332-027
Account number: 555 318 872

Date of Transfer

Reference Used "Investor surname/company or trust name"

Sophisticated/Wholesale investor with understanding

I/we am/are a sophisticated investor and acknowledge that:

- (a) an investment in the Fund is speculative and subject to material risk including loss of all invested capital;
- (b) an investment in the Fund is illiquid; and
- (c) there can be no expectation of returns other than through the distribution of proceeds from the realisation of portfolio of investments, and I/we have taken this into account in deciding to invest.

Source of Investment Funds

Please identify the source of your investable assets or wealth:

Gainful employment Inheritance/gift Business activity

Superannuation savings Financial Investments

Other - please specify

What is the purpose of this investment?

Savings Growth Income

Retirement Business account

1.2 WHOLESALE CLIENT

I acknowledge that one of the following circumstances apply to me (please indicate):

(a) I am/we are applying for value of at least AUD\$500,000 or more worth of units

(b) I have/we have net assets of at least AUD\$2.5 million

(c) I have/we have a gross income for each of the last two financial years of at least AUD\$250,000 per year, and I am/we are applying for Interests in the Fund for a purpose other than for use in connection with a business

(d) I am/we are a 'professional investor' as defined in the Corporations Act*

If (b) or (c) applies, please provide an Accountant's Certificate with your Application Form - see Section 15.

*If you consider yourself a 'professional investor' please contact the registrar on the number provided in order to complete the appropriate forms.

2. INDIVIDUAL/JOINT INVESTORS/SOLE TRADERS/INDIVIDUAL TRUSTEES - APPLICATION FORM

Complete this section if you are investing in your own name, including as a sole trader.

2.1 INVESTOR DETAILS

INVESTOR 1

Title				Date of Birth	
Given Names				Surname	
Place of Birth (City/Town)				Country of Birth	
Residential Address (not a PO Box)					
Suburb	State	Postcode	Country		
Email					
Mobile Number			Telephone		
Occupation					
Tax File Number or Exemption Code			Reason for TFN Exemption		

INVESTOR 2 (only applicable for joint investors)

Title				Date of Birth	
Given Names				Surname	
Place of Birth (City/Town)				Country of Birth	
Residential Address (not a PO Box)					
Suburb	State	Postcode	Country		
Email					
Mobile Number			Telephone		
Occupation					
Tax File Number or Exemption Code			Reason for TFN Exemption		

If there are more than two individuals please provide details and attach to this Application Form.

ADDITIONAL INFORMATION FOR SOLE TRADERS (only applicable if applying as a Sole Trader)

Full Business Name (if any)			
Australian Business Number (if obtained)			
Address of Principal Place of Business (not a PO Box). If same as residential address given above, mark 'As Above'.			
Suburb	State	Postcode	Country

2.2 IDENTIFICATION DOCUMENTS

To comply with Australia's Anti-Money Laundering and Counter-Terrorism Financing (**AML/CTF**) legislation, we must collect certain information from prospective investors and their beneficial owners supported by CERTIFIED COPIES of relevant identification documents for all investors and their beneficial owners.

Please refer to Section 13 for details of how to arrange certified copies. Please provide all documents in the proper format otherwise we may not be able to process your application for investment.

Select one of the following options to verify each investor and beneficial owner.

- Provide a certified copy of a driver's licence that contains a photograph of the licence/permit holder; or
- Provide a certified copy of a passport that contains a photograph and signature of the passport holder.
- If applying through a Financial Advisor or Authorised Representative, please complete Section 12.3.

3. COMPANY/CORPORATE TRUSTEE - APPLICATION FORM

Complete this section if you are investing for, or on behalf of, a company.

3.1 COMPANY DETAILS

Full Company Name

Country of Formation, Incorporation or Registration

ARBN (if registered with ASIC)

ACN/ABN (if registered in Australia)

Tax File Number or Exemption Code (Australian residents)

AFS Licence Number (if applicable)

Name of Regulator (if licenced by an Australian Commonwealth, State or Territory statutory regulator)

Registered Business Address in Australia or in Country of Formation

Suburb

State

Postcode

Country

Principal Place of Business (not a PO Box address)

Suburb

State

Postcode

Country

If an Australian Company, registration status with ASIC.

Proprietary Company Public Company

If a Foreign Company, registration status with the relevant foreign registration body.

Private/Proprietary Company Public Company Other - Please Specify

Name of Relevant Foreign Registration Body

Foreign Company Identification Number

Is the Company Listed?

No Yes - Name of Market/Stock Exchange

Is the Company a majority-owned subsidiary of an Australian listed company?

No Yes - Name of Australian Listed Company

- Name of Market/Stock Exchange

3.1.2 DIRECTORS OF THE COMPANY/CORPORATE TRUSTEE

If the company is **registered as a proprietary company by ASIC** or a **private company by a foreign registration body**, please list the name of each director of the company.

Director 1 - Full Name

Director 4 - Full Name

Director 2 - Full Name

Director 5 - Full Name

Director 3 - Full Name

Director 6 - Full Name

If there are more than six directors please provide their full names on a separate page and attach to this Application Form.

3.1.3 BENEFICIAL OWNERS OF THE COMPANY/CORPORATE TRUSTEE

Please provide details of the beneficial owner of the company who directly or indirectly control the company in Section 6.6. Please refer to Section 13 if you are unsure as to what beneficial owner means.

3.2 CONTACT PERSON DETAILS *(Financial Adviser details not accepted)*

Given Names

Surname

Postal Address

Suburb

State

Postcode

Country

Email

Mobile Number

Telephone

3.3 IDENTIFICATION DOCUMENTS

To comply with AML/CTF legislation, we must collect certain identification documents from prospective investors and their beneficial owners supported by CERTIFIED COPIES of relevant identification documents for all investors and their beneficial owners.

Please refer to Section 13 for details of how to arrange certified copies. Please provide all documents in the proper format otherwise we may not be able to process your application for investment.

Select one of the following options to verify the company.

- Perform a search of the ASIC database (unit registry to perform on behalf of the investor); or
- Provide a certified copy of the certification of registration issued by ASIC or the relevant foreign registration body (must show full name of company, name of registration body, company identification number and type of company - private or public).

Select one of the following options to verify the Officeholders who have signed the Application Form and beneficial owners identified in Section 6.6.

- Provide a certified copy of a driver's licence that contains a photograph of the licence/permit holder; or
- Provide a certified copy of a passport that contains a photograph and signature of the passport holder.

4. TRUST/SUPERANNUATION FUND

Complete this section if you are investing for, or on behalf of, a Trust/Superannuation Fund.

4.1 TRUST/FUND DETAILS

Full Name of Trust/Superannuation Fund

Country of Establishment

Tax File Number or Exemption Code

Australian Business Number (if any)

4.1.1 TYPE OF TRUST

(Please tick **ONE** box from the list below to indicate the type of Trust and provide the required information)

Type A: Regulated Trust (e.g. self-managed superannuation fund)

Name of regulator (e.g. ASIC, APRA, ATO)

Registration/Licensing details

Type B: Other Type of Trust/Unregulated Trust

Trust Description (e.g. family, unit, charitable)

Type C: Government Superannuation Fund

Name of the legislation establishing the fund

Type D: Foreign Superannuation Fund

Name of Regulator

Registration/Licensing Details

4.2 ADDITIONAL INFORMATION FOR TYPE B AND TYPE D TRUSTS

4.2.1 SETTLOR OF THE TRUST

The material asset contribution to the trust by the settlor at the time the trust was established was less than \$10,000.00.

The settlor of the trust is deceased.

Neither of the above is correct:
Provide the full name of the settlor of the trust.

4.2.2 BENEFICIARY DETAILS

Do the terms of the Trust identify the beneficiaries by reference to a membership of a class?

Yes - Describe the class of beneficiaries below (e.g. unit holders, family members of named person, charitable purposes)

No - Provide the full names of each beneficiary in respect of the trust in Section 6.6 (includes beneficial owners who ultimately own 25% or more of the trust). Refer to Section 14 if you are unsure as to what beneficial owner means.

4.3 TRUSTEE DETAILS

If a trustee is an individual, please complete Section 2. If a trustee is a company, please complete Section 3.

4.4 IDENTIFICATION DOCUMENTS

To comply with AML/CTF legislation, we must collect certain information from prospective investors and their beneficial owners supported by CERTIFIED COPIES of relevant identification documents for all investors and their beneficial owners.

Please refer to Section 13 for details of how to arrange certified copies. Please provide all documents in the proper format otherwise we may not be able to process your application for investment.

For Trusts identified under 4.1.1 as Type A & Type C – select one of the following options to verify the Trust.

- Perform a search of the relevant regulator’s website e.g. ‘Super Fund Lookup’ (unit registry to perform on behalf of the investor);
- Provide a copy of an offer document of the managed investment scheme e.g. a copy of a Product Disclosure Statement; or
- Provide a copy or relevant extract of the legislation establishing the government superannuation fund sourced from a government website.

For Trusts identified under 4.1.1 as Type B & Type D – select one of the following options to verify the Trust.

- Provide a certified copy or a certified extract of the Trust Deed containing the cover page, recitals and signature page;
- Provide an original letter from a solicitor or qualified accountant that confirms the name of the Trust and full name of the settlor of the Trust; or
- Provide a notice issued by the Australian Taxation Office within the last 12 months (e.g. a Notice of Assessment).

For Trusts identified under 4.1.1 as Type B & Type D – select one of the following options to verify the Beneficiaries and the beneficial owners identified in Section 6.6.

- Provide a certified copy of a driver’s licence that contains a photograph of the licence/permit holder; or
- Provide a certified copy of a passport that contains a photograph and signature of the passport holder.

AND relevant identification documents for the trustee as specified in Section 2 or 3 (as applicable).

5. PAYMENT INSTRUCTIONS DISTRIBUTIONS AND WITHDRAWALS

Financial Institution Account Details (must be an Australian financial institution)

Please provide account details for the credit of withdrawals and credit of distributions. Unless requested otherwise, this will be the bank account we credit any withdrawal proceeds. By providing your nominated account details in this section you authorise the Issuer to use these details for all future transaction requests that you make until written notice is provided otherwise. For additional investments, a nomination in this section overrides any previous nominations.

Account Name

Bank/Institution

Branch

BSB

Account Number

SWIFT Code (if applicable)

The name of your nominated bank account must be the same as the Investor’s name.

6. ACCOUNT HOLDER'S TAX RESIDENCY AND CLASSIFICATION - FATCA & CRS

The account holder is the person listed or identified as applicant in Sections 2, 3 and 4 (**Account Holder**).

The Account Holder's Country of Tax Residence, Tax payer Identification Number (**TIN**) or Tax File Number (**TFN**), Global Intermediary Identification Number (**GIIN**), FATCA Status, CRS Status and controlling persons (includes beneficial ownership details) should be provided in this section. If the person opening the account is not a Financial Institution and is acting as an intermediary, agent, custodian, nominee, signatory, investment advisor or legal guardian on behalf of one or more other account holders this form must be completed by or on behalf of that other person who is referred to as the Account Holder.

If you are unable to complete this form please seek appropriate advice relating to the tax information required. For further details relating to the implementation of FATCA and CRS, please refer to the Australian Taxation Office's guidance material link: ([click here](#))

IF YOU ARE APPLYING:

- As an Individual/Joint Investors/Sole Trader please complete Section 6.1.**
- All other types of entities please complete Sections 6.2, 6.3, 6.4, 6.5 and 6.6.**

6.1 TAX RESIDENCE - INDIVIDUAL/SOLE TRADER

6.1.1 INVESTOR 1

Please provide details for all jurisdictions in which the Account Holder is resident for tax purposes (including Australia).

Country of Tax Residence 1	TIN 1/TFN	TIN Unavailable: <input type="checkbox"/>
<input type="text"/>	<input type="text"/>	
Country of Tax Residence 2 (if applicable)	TIN 2/TFN (if applicable)	TIN Unavailable: <input type="checkbox"/>
<input type="text"/>	<input type="text"/>	
Country of Tax Residence 3 (if applicable)	TIN 3/TFN (if applicable)	TIN Unavailable: <input type="checkbox"/>
<input type="text"/>	<input type="text"/>	

TIN Unavailable Explanation(s) - If any 'TIN Unavailable' box is checked, please provide an explanation.

- I certify the tax residence countries provided represent all countries in which I am considered a tax resident.**
If Account Holder has additional countries of tax residence please attach a statement to this form containing the Country and TIN for each such additional country.

6.1.2 IS THE ACCOUNT HOLDER A U.S. CITIZEN OR RESIDENT OF THE U.S. FOR TAX PURPOSES?

A U.S. person includes a U.S. citizen or resident alien of the U.S. even if residing outside the U.S.

- No** (If individual, proceed to Section 7. If Joint Investor, proceed to Section 6.1.3)
- Yes** If 'Yes', the Account Holder's U.S. country of residence and U.S. Tax Identification Number must be provided above.

6.1.3 INVESTOR 2

Please provide details for all jurisdictions in which the Account Holder is resident for tax purposes (including Australia).

Country of Tax Residence 1	TIN 1/TFN	TIN Unavailable: <input type="checkbox"/>
<input type="text"/>	<input type="text"/>	
Country of Tax Residence 2 (if applicable)	TIN 2/TFN (if applicable)	TIN Unavailable: <input type="checkbox"/>
<input type="text"/>	<input type="text"/>	
Country of Tax Residence 3 (if applicable)	TIN 3/TFN (if applicable)	TIN Unavailable: <input type="checkbox"/>
<input type="text"/>	<input type="text"/>	

TIN Unavailable Explanation(s) - If any 'TIN Unavailable' box is checked, please provide an explanation.

- I certify the tax residence countries provided represent all countries in which I am considered a tax resident.**
If Account Holder has additional countries of tax residence please attach a statement to this form containing the Country and TIN for each such additional country.

6.1.4 IS THE ACCOUNT HOLDER A U.S. CITIZEN OR RESIDENT OF THE U.S. FOR TAX PURPOSES?

A U.S. person includes a U.S. citizen or resident alien of the U.S. even if residing outside the U.S.

- No** (Proceed to Section 7)
- Yes** If 'Yes', the Account Holder's U.S. country of residence and U.S. Tax Identification Number must be provided above.

6.2 ACCOUNT HOLDER'S GIIN (IF ANY) - COMPANIES, TRUSTS AND OTHER TYPES OF ENTITIES

Account Holder's GIIN (if any)

Sponsoring Entity's Name (if the Account Holder is a sponsored entity, please provide the sponsor's GIIN)

6.3 TAX RESIDENCE OF THE ACCOUNT HOLDER - COMPANIES, TRUSTS AND OTHER TYPES OF ENTITIES

Please provide details for all jurisdictions in which the Account Holder is resident for tax purposes (including Australia).

Country of Tax Residence 1 <input type="text"/>	TIN 1/TFN <input type="text"/>	TIN Unavailable: <input type="checkbox"/>
Country of Tax Residence 2 (if applicable) <input type="text"/>	TIN 2/TFN (if applicable) <input type="text"/>	TIN Unavailable: <input type="checkbox"/>
Country of Tax Residence 3 (if applicable) <input type="text"/>	TIN 3/TFN (if applicable) <input type="text"/>	TIN Unavailable: <input type="checkbox"/>

TIN Unavailable Explanation(s) - If any 'TIN Unavailable' box is checked, please provide an explanation.

- I/We certify the tax residence countries provided represent all countries in which the Account Holder is considered a tax resident.**
If Account Holder has additional countries of tax residence please attach a statement to this form containing the Country and TIN for each such additional country.

6.4 FATCA STATUS - COMPANIES, TRUSTS AND OTHER TYPES OF ENTITIES

6.4.1 U.S. PERSON CERTIFICATION

Is the Account Holder a specified U.S. person?

- No** (Proceed to Section 6.4.2)
- Yes** Provide a U.S. Taxpayer Identification Number (TIN):

6.4.2 NON U.S. PERSON CERTIFICATION

Select a classification that matches your FATCA status:
Select only a single category. Refer to Section 14 for Key Definitions or [\(click here\)](#).

- Exempt beneficial owner (includes self-managed superannuation fund)** (Proceed to Section 6.5)
- Active NFFE** (Proceed to Section 6.5)
- Passive NFFE** (Complete Section 6.5 and 6.6)
- Direct Reporting NFFE** (Provide GIIN in Section 6.2 then proceed to Section 6.5)
- Participating FFI** (Provide GIIN in Section 6.2 then proceed to Section 6.5)
- Local/Partner Jurisdiction FFI** (Provide GIIN in Section 6.2 then proceed to Section 6.5)
- Deemed-Compliant FFI**
Select deemed-compliant category:
 - Trustee-Documented Trust (Provide GIIN and Trustee name in Section 6.2 then proceed to Section 6.5)
 - Sponsored Investment Vehicle (Provide GIIN and Sponsor's name in Section 6.2 then proceed to Section 6.5)
 - Registered-Deemed Compliant FFI (Provide GIIN in Section 6.2 then proceed to Section 6.5)
 - Other Deemed-Compliant Category (Proceed to Section 6.5)

- Nonparticipating FFI** (Proceed to Section 6.5)
- Sponsored Direct Reporting NFFE** (Provide GIIN and Sponsor's name in Section 6.2 then proceed to Section 6.5)
- Other - describe the FATCA status**

 (Proceed to Section 6.5)

6.5 CRS STATUS - COMPANIES, TRUSTS AND OTHER TYPES OF ENTITIES

6.5.1 FINANCIAL INSTITUTION

Is the entity an Investment Entity managed by another Financial Institution?

- No** (Proceed to Section 6.5.2)
- Yes** If any tax residence country provided is not a participating CRS jurisdiction, then complete Section 6.6.

6.5.2 NON-FINANCIAL ENTITY (NFE)

If the Account Holder is a Non-Financial Entity (NFE), select a classification that matches your CRS status: Refer to Section 14 for Key Definitions or [\(click here\)](#).

- Non-Reporting Financial Institution (includes Broad Participation Retirement Fund, Narrow Participation Retirement Fund, Exempt Collective Investment Vehicle, Trustee Documented Trust and Self-managed Superannuation Fund)** (Proceed to Section 6.6)
- Other Active NFE** (Proceed to Section 6.6)
- Passive NFE** (Complete Section 6.6)
- Government Entity, International Organisation and Central Bank** (Proceed to Section 6.6)
- A corporation, the stock of which is regularly traded on an established securities market (or entity related to such a corporation):**
 Name of Securities Market:
 OR
 Name of Related Entity:
 (Proceed to Section 6.6)
- Other - describe the CRS Status**

 (Proceed to Section 6.6)

6.6 CONTROLLING PERSONS (INCLUDES BENEFICIARY DETAILS UNDER SECTIONS 3.1.3 AND 4.2.2)

This section is considered an integral part of the self-certification to which it is associated. If there is a change in controlling persons/beneficial ownership, please submit an updated form within 30 days.

6.6.1 CONTROLLING PERSON 1 AND/OR BENEFICIAL OWNER 1

First Name <input type="text"/>	Family Name/Surname <input type="text"/>		
Current Residential Address <input type="text"/>			
City/Town <input type="text"/>	State/Province <input type="text"/>	Postcode <input type="text"/>	Country (do not abbreviate) <input type="text"/>
Date of Birth (DD/MM/YYYY) <input type="text"/>	City/Town of Birth <input type="text"/>	Country of Birth <input type="text"/>	
Country of Tax Residence 1 <input type="text"/>	TIN/TFN 1 <input type="text"/>		
Country of Tax Residence 2 <input type="text"/>	TIN/TFN 2 <input type="text"/>		
Country of Tax Residence 3 <input type="text"/>	TIN/TFN 3 <input type="text"/>		

TIN Unavailable Explanation(s) - If TIN is not provided above, please provide an explanation.

6.6.2 **CONTROLLING PERSON 2** AND/OR **BENEFICIAL OWNER 2**

First Name

Family Name/Surname

Current Residential Address

City/Town

State/Province

Postcode

Country (*do not abbreviate*)

Date of Birth (DD/MM/YYYY)

City/Town of Birth

Country of Birth

Country of Tax Residence 1

TIN/TFN 1

Country of Tax Residence 2

TIN/TFN 2

Country of Tax Residence 3

TIN/TFN 3

TIN Unavailable Explanation(s) - If TIN is not provided above, please provide an explanation.

If there are more than 2 controlling persons or beneficial owners or Countries of Tax Residence, please provide the details on a separate page and attach to this Application Form.

7. POLITICALLY EXPOSED PERSON (PEP) - Refer to Section 13 for details

Are there any PEPs under this Application Form?

No

Yes

If yes, please provide the name of anyone that is named in this Application Form as a PEP (includes investors, company directors and beneficial owners) or is an immediate family member or close associate of a PEP.

Name of the PEP

Description of PEP's position

Name of the PEP

Description of PEP's position

If there more than 2 PEPs please provide the details on a separate page and attach to this Application Form

8. PRIVACY

Please tick the box if you consent to your personal information being used and disclosed for marketing purposes as broadly described in the Privacy Statement in the IM.

I/we wish to receive information regarding future investment opportunities.

You may change your election at any time by contacting the Issuer.

9. EMAIL COMMUNICATION CONSENT

Please tick the box below if you would like to receive all communications, including periodic statements, via email.

I/we would like to receive all communications via email.

If the above box is not ticked all communications will be posted to you.

10. INVESTOR DECLARATION AND SIGNATURES

DECLARATION AND SIGNATURES

When you complete this Application Form you make the following declarations:

- I/we have read and understood the Term Sheet and the IM to which this Application Form applies, including any supplemental information;
- I/we have received and accepted the offer to invest in Australia;
- I/we am/are a wholesale client as defined in Section 761G of the Corporations Act 2001 (Cth) and provide all supporting documents required to evidence this. I/we am/are therefore eligible to invest in the Fund;
- The information provided in my/our Application Form is true, correct and complete in all respects;
- I/we agree to be bound by the provisions of the Term Sheet governing the Fund as amended from time to time;
- I/we acknowledge that none of the Issuer, their related entities, directors or officers have guaranteed or made any representation as to the performance or success of the Fund, or the repayment of capital from the Fund. Investments in the Fund are subject to various risks, including delays in repayment and loss of income or principal invested. Investments in the Fund are not deposits with or other liabilities of the Issuer or any of its related bodies corporate or associates;
- I/we acknowledge the Issuer reserves the right to reject any application or scale back an application in its absolute discretion;
- If applicable, after assessing my/our circumstances, I/we have obtained my/our own independent financial advice prior to investing in the Fund;
- If this Application Form is signed under Power of Attorney, each Attorney declares he/she has not received notice of revocation of that power (a certified copy of the Power of Attorney should be submitted with this Application Form);
- I am/we are over 18 years of age and I/we are eligible to hold an interest/investment in the Fund;
- I/we have all requisite power and authority to execute and perform the obligations under the Term Sheet and this Application Form;
- I/we acknowledge that application monies will be held in a trust account until invested in the Fund or returned to me/us. Interest will not be paid to applicants in respect of their application monies regardless of whether their monies are returned;
- I/we have read the information on privacy and personal information contained in the IM and consent to my/our personal information being used and disclosed as set out in the IM;
- I/we acknowledge that the Issuer may deliver and make reports, statements and other communications available in electronic form, such as e-mail or by posting on a website;
- I/we indemnify the Issuer and each of its related bodies corporate, directors and other officers, shareholders, servants, employees, agents and permitted delegates (together, the **Indemnified Parties**) and to hold each of them harmless from and against any loss, damage, liability, cost or expense, including reasonable legal fees (collectively, a **Loss**) due to or arising out of a breach of representation, warranty, covenant or agreement by me/us contained in any document provided by me/us to the Issuer, its agents or other parties in connection with my/our investment in the Fund. The indemnification obligations provided herein survive the execution and delivery of this Application Form, any investigation at any time made by the Issuer and the issue and/or sale of the investment;
- To the extent permitted by law, I/we release each of the Indemnified Parties from all claims, actions, suits or demands whatsoever and howsoever arising that I/we may have against any Indemnified Party in connection with the Term Sheet, IM or my/our investment;
- Other than as disclosed in this Application Form, no person or entity controlling, owning or otherwise holding an interest in me/us is a United States citizen or resident of the United States or any other country for taxation purposes;
- I/we will promptly notify the Issuer of any change to the information I/we have previously provided to the Issuer, including any changes which result in a person or entity controlling, owning or otherwise holding an interest in me/us;
- I/we consent to the Issuer disclosing any information it has in compliance with its obligations under the U.S. Foreign Account Tax Compliance Act (**FATCA**) and the OECD Common Reporting Standards for Automatic Exchange of Financial Account Information (**CRS**) and any related Australian law and guidance implementing the same. This may include disclosing information to the Australian Taxation Office, who may in turn report that information to the relevant tax authorities as required;
- I/we acknowledge that the collection of my/our personal information may be required by the Financial Transaction Reports Act 1988, the Corporations Act 2001, the Income Tax Assessment Act 1936, the Income Tax Assessment Act 1997, the Taxation Administration Act 1953, the FATCA and CRS (includes any related Australian law and guidance) and the Anti-Money Laundering and Counter-Terrorism Financing Act 2006. Otherwise, the collection of information is not required by law, but I/we acknowledge that if I/we do not provide personal information, the Issuer may not allow me/us to invest in the Fund;
- I am/we are not aware and have no reason to suspect that the monies used to fund my/our investment in the Fund have been or will be derived from or related to any money laundering, terrorism financing or similar or other activities illegal under applicable laws or regulations or otherwise prohibited under any international convention or agreement (**AML/CTF Law**);
- I/we will provide the Issuer with all additional information and assistance that the Issuer may request in order for the Issuer to comply with the AML/CTF Law, FATCA and CRS;
- I/we acknowledge that the Issuer may decide to delay or refuse any request or transaction, including by suspending the issue or redemption of investment in the Fund, if the Issuer is concerned that the request or transaction may breach any obligation of, or cause the Issuer to commit or participate in an offence (including under the AML/CTF Law, FATCA and CRS);

Signature 1*

Full Name

Date

Tick capacity (mandatory for companies):

- Sole Director and Company Secretary
- Director
- Secretary
- Authorised Signatory
- Trustee

Company Seal (if applicable)

Signature 2*

Full Name

Date

Tick capacity (mandatory for companies):

- Sole Director and Company Secretary
- Director
- Secretary
- Authorised Signatory
- Trustee

*Joint applicants must both sign;

*Company applications must be signed by two Directors, a Director and Secretary or the Sole Director and Secretary of the company, details of which appear in Section 3.1; or

*For trust/superannuation fund applications each individual trustee must sign.

Application Process:

Step 1

- Option 1 - Existing Investors in:**
 - Spire USA Multifamily Fund IV (AUD) APIR: SPI1337AU;
 - Spire Aero Aggregates Fund (AUD) APIR: SPI8236AU; or
 - Spire Bridge 2020 K-Series Co-investment Fund (USD) APIR: SPI1793AU**Only Complete Existing Investor Investment Form on page 2**
- Option 2 - Online Form - (click here)**
- Option 3 - Complete Form** (i.e. fill in all relevant sections of this form in blue or black pen)

Step 2 - Send your application

Select your method of delivery below:

- Option 1 - Online - (click here)**
- Option 2 - Email** - Scan and email your application to spire@oneregistryservices.com.au (please include all supporting documents)
- Option 3 - Post/Delivery** - Please post completed application form and all supporting documents to:
Spire Oaktree Opportunities Fund XI (AUD) First Close Unit Registry
PO Box R1479
Royal Exchange NSW 1225

Questions

If none of the above categories are applicable to you, or you have other questions relating to this Application Form, please contact the registrar on +61 2 8188 1510 or email spire@oneregistryservices.com.au.

11. AUTHORISED REPRESENTATIVE OR AGENT

Complete this section if you are completing this Application Form as an agent under a direct authority such as a Power of Attorney. You must also complete the section relevant to the investor/applicant that you are acting on behalf of.

For AML documentary requirements please refer to page 5.

11.1 APPOINTMENT OF POWER OF ATTORNEY OR OTHER AUTHORISED REPRESENTATIVE

I am an agent under Power of Attorney or the investor's legal or nominated representative - complete 6.2

Full name of authorised representative/agent

Title of role held with applicant

Signature

11.2 DOCUMENTATION

You must attach a valid authority such as a Power of Attorney, guardianship order, grant of probate, appointment of bankruptcy trustee etc.: D The document is an original or certified copy

The document is current and complete

The document permits the attorney/agent/representative (you) to transact on behalf of the applicant/investor

The document is signed by the applicant/investor or a court official

12. FINANCIAL ADVISER

By completing this section you nominate the named adviser as your financial adviser for the purposes of your investment in the Fund. You also consent to give your financial adviser/authorised representative/agent access to your account information unless you indicate otherwise by ticking the box in Section 12.4.

For AML documentary requirements please refer to page 5.

12.1 FINANCIAL ADVISER

I am a financial adviser completing this application form as an authorised representative or agent

Name of Adviser

AFSL Number

Dealer Group

Name of Advisory Firm

Postal Address

Suburb

State

Postcode

Country

Email Address of Advisory Firm (required)

Email Address of Adviser

Business Telephone

Facsimile

12.2 ADVISER PROFESSIONAL FEE FOR SERVICE

To be completed by Applicants if a professional fee for service is to be paid. If this section is not completed, no professional fee for service will be paid to an adviser on your behalf. I/We have agreed to pay my/our adviser a professional fee for service in relation to my/our Investment and hereby direct the Trustee to pay to my/our adviser on my/our behalf an amount of:

- 1% of my/our Application Amount;
- 2% of my/our Application Amount; or
- 3% of my/our Application Amount; to be deducted from my/our Application Amount.

OR

Please insert a dollar amount that you wish to pay to your adviser as a professional fee for service:

\$

be deducted from my/our Application Amount.

12.3 FINANCIAL ADVISER DECLARATION

- I/We hereby declare that I/we are not a U.S. Person as defined in the IM and Term Sheet
- I/We hereby declare that the investor is not a U.S. Person as defined in the IM and Term Sheet
- I have completed an appropriate Customer Identification Procedure (CIP) on this investor which meets the requirements (per type of investor) set out above,

AND EITHER

- I/We have attached the relevant CIP documents,

OR

- I/We have not attached the CIP documents however I/We confirm that I have completed the AMUKYC checks on the applicant(s) in accordance to the AUSTRAC's requirements. I/We also agree to provide Spire Capital the relevant CIP documents on request.

Financial Adviser Signature

Date

12.4 ACCESS TO INFORMATION

Unless you elect otherwise, your financial adviser **will** be provided access to your account information or receive copies of statements and transaction confirmations.

- Please tick this box if you **DO NOT** want your financial adviser to have access to information about your investment.
- Please tick this box if you **DO NOT** want copies of statements and transaction confirmations sent to your adviser.

13. CERTIFYING A COPY OF AN ORIGINAL DOCUMENT

All documents must be provided in a certified copy format - in other words, a copy of the original document that has been certified by an eligible certifier.

A 'certified extract' means an extract that has been certified as a true copy of some of the information contained in a complete original document by one of the persons described below.

Please note that we require the copy which was actually signed by the certifier (i.e. the original penned signature of the certifier).

People who can certify documents or extracts are:

1. A lawyer, being a person who is enrolled on the roll of the Supreme Court of a State or Territory, or the High Court of Australia, as a legal practitioner (however described).
2. A judge of a court.
3. A magistrate.
4. A chief executive officer of a Commonwealth court.
5. A registrar or deputy registrar of a court.
6. A Justice of the Peace.
7. A notary public (for the purposes of the *Statutory Declaration Regulations 1993*).
8. A police officer.
9. An agent of the Australian Postal Corporation who is in charge of an office supplying postal services to the public.
10. A permanent employee of the Australian Postal Corporation with 2 or more years of continuous service who is employed in an office supplying postal services to the public.
11. An Australian consular officer or an Australian diplomatic officer (within the meaning of the *Consular Fees Act 1955*).
12. An officer with 2 or more continuous years of service with one or more financial institutions (for the purposes of the *Statutory Declaration Regulations 1993*).
13. A finance company officer with 2 or more continuous years of service with one or more financial companies (for the purposes of the *Statutory Declaration Regulations 1993*).
14. An officer with, or authorised representative of, a holder of an Australian financial services licence, having 2 or more continuous years of service with one or more licensees.
15. A member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants with 2 or more years of continuous membership.

14. KEY DEFINITIONS

CONTROLLING PERSON(S)

'Controlling persons' means with respect to an entity that is a legal person, natural person(s) who exercises control over an entity.

This should be interpreted in a manner consistent with relevant Financial Action Task Force Recommendations on the terms "beneficial owner". Investors that are Passive NFFEs or NFEs under FATCA and CRS respectively should consult their own advisors regarding any Control Person(s) they may have.

POLITICALLY EXPOSED PERSONS (PEP)

To comply with AML/CTF laws, we require you to disclose whether you are, or have an association with, a Politically Exposed Person ('PEP'). A PEP is an individual who holds a prominent public position or function in a government body or an international organisation in Australia or overseas, such as a Head of State, or Head of a Country or Government, or a Government Minister, or equivalent senior politician. A PEP can also be an immediate family member of a person referred to above, including spouse, de facto partner, child, and a child's spouse or a parent. A close associate of a PEP, i.e. any individual who is known to have joint beneficial ownership of a legal arrangement or entity is also considered to be a PEP. Where you identify as, or have an association with, a PEP, we may request additional information from you.

BENEFICIAL OWNER

To comply with AML/CTF laws, we require you to disclose the beneficial owners. Beneficial owner means an individual who ultimately owns or controls (directly or indirectly) the investor.

'Owns' means ownership (either directly or indirectly) of 25% or more of the investor.

'Controls' includes control as a result of, or by means of, trusts, agreements, arrangements, understandings and practices, whether or not having legal or equitable force and whether or not based on legal or equitable rights, and includes exercising and control through the capacity to determine decisions about financial and operating policies.

TAXPAYER IDENTIFICATION NUMBER (TIN)

Taxpayer Identification Number (**TIN**) means the number assigned by each country for the purpose of administering tax laws. This is the equivalent of a Tax File Number (**TFN**) in Australia or an Employer Identification Number (**EIN**) in the U.S.

GLOBAL INTERMEDIARY IDENTIFICATION NUMBER (GIIN)

Global Intermediary Identification Number (**GIIN**) means the Global Intermediary Identification Number (**GIIN**) and it is a unique identification number that non-U.S. financial institutions receive from the IRS (i.e. IRS of the U.S.) when they register as a financial institution for FATCA.

FOREIGN ACCOUNT TAX COMPLIANCE ACT (FATCA)

FATCA means the U.S. Foreign Account Tax Compliance Act.

FINANCIAL INSTITUTION

Financial institution (also referred to as Foreign financial institution or "FFI" under FATCA) - an entity created or organised outside of the U.S. and includes:

1. **Depository institution** - entity that accepts deposits in the ordinary course of banking or similar business (banks, credit unions), or
2. **Custodial institution** - entity that holds financial assets for the account of others as a substantial portion of its business (brokers, custodians), or
3. **Investments entity** - means any entity that conducts as a business (or is managed by an entity that conducts as a business) one or more of the following activities or operations for or on behalf of a customer:
 - trading in money market instruments (cheques, bills, certificates of deposit, derivatives, etc.); foreign exchange; exchange; interest rate and index instruments; transferable securities; or commodity futures trading;
 - individual and collective portfolio management; or
 - otherwise investing, administering, or managing funds or money on behalf of other persons.

NONE FINANCIAL FOREIGN ENTITY (NFFE)

Any non-U.S. entity that is not a financial institution. NFFE can be either Active NFFE or Passive NFFE (refer below for more details).

U.S. CITIZEN OR U.S. RESIDENT FOR TAX PURPOSES

U.S. citizen or U.S. resident for tax purposes includes:

- anyone born in the U.S. (who hasn't renounced their citizenship)
- anyone living in the U.S.
- a green card holder
- U.S. passport holder (including dual or multiple citizens)
- U.S. companies, trusts or partnerships

CONTROLLING PERSONS

Controlling persons means the natural persons who exercise control over an Entity. In the case of a trust, such term means the settlor, the trustees, the protector (if any), the beneficiaries or class of beneficiaries, and any other natural person exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions.

GIIN

Global Intermediary Identification Number is an IRS registration number for financial institutions.

TIN

TIN is U.S. Taxpayer Identification Number and may include Social Security Number (SSN) or Employer Identification Number (EIN).

IGA

Agreement between the Government of Australia and the Government of the United States of America to Improve International Tax Compliance and to Implement FATCA.

AUSTRALIAN RETIREMENT FUND

1. Any plan, scheme, fund, trust, or other arrangement operated principally to administer or provide pension, retirement, superannuation, or death benefits that is a superannuation entity or public sector superannuation scheme (including an exempt public sector superannuation scheme) as defined in the Superannuation Industry (Supervision) Act 1993, or a constitutionally protected fund as defined in the Income Tax Assessment Act 1997.
2. A pooled superannuation trust as defined in the Income Tax Assessment Act 1997.
3. Any Entity that is wholly owned by, and conducts investment activities, accepts deposits from, or holds financial assets exclusively for or on behalf of, one or more plans, schemes, funds, trusts, or other arrangements referred to in subparagraphs (1) or (2) of this paragraph.
 - Foreign government; or
 - International organisation; or
 - Foreign Central Bank of Issue; or
 - Any other specifically identified class of entities, including those posing a low risk of tax evasion, as determined by the IRS (e.g. start-up entities, entities in liquidation, not-for profit entities etc eg Australian registered charity)

FATCA STATUS

FATCA status refers to entity classification under FATCA and may include:

1. **Active NFFE** – any NFFE that meets the criteria in paragraph 4. B. VI of Annex 1 of the IGA including:
 - NFFE where less than 50% of gross income is passive income (i.e. dividends, interest, annuities etc.) and less than 50% of its assets produce passive income; or
 - Entity's stock is regularly traded on established securities market (e.g. entity listed on ASX) or affiliated group of such entity (eg a listed public company); or
 - Entity organised in U.S. Territory and wholly owned U.S. its residents; or
2. **Passive NFFE with controlling U.S. persons** – any NFFE that is not an Active NFFE or is not a withholding foreign partnership or trust and has controlling U.S. persons.
3. **Passive NFFE with no controlling U.S. persons** – any NFFE that is not an Active NFFE or is not a withholding foreign partnership or trust and where none of the entity's controlling persons are U.S. persons.
4. **Participating FFI** – an FFI that enters into an agreement with the IRS to undertake certain due diligence, withholding and reporting requirements for U.S. account holders in accordance with FATCA and is generally able to provide GIIN.

5. **Exempt Beneficial Owner** – this is non-reporting entity under FATCA and may include:
 - the Australian Government, State and local governments and local authorities and their wholly owned agencies or instrumentalities, including certain named entities;
 - International organisation or wholly owned agency or instrumentality, intergovernmental organization (including supranational organisation) the income of which does not inure to the beneficial of private persons, and that has signed a headquarters agreement with the Government of Australia;
 - Reserve Bank of Australia and its subsidiaries;
 - Complying Australian superannuation funds (including self- managed super funds);
 - Investment entity wholly owned by exempt beneficial owners;
6. **Non-Reporting IGA FFI** – this is non-reporting entity (certified or registered deemed-compliant FFI) under FATCA and may include:
 - Financial institution with Australian client base (must satisfy all condition listed in paragraph III. A of Annex II of the IGA, including at least 98% of the U.S. dollar value of all account balances must be held by Australian or New Zealand residents);
 - Small local banks that meet criteria listed in paragraph III. B of Annex II of the IGA;
 - Financial Institution that is not an Investment Entity with only Low- Value Accounts (i.e. value of U.S.\$ 50,000 or less) and with total assets of no more than U.S.\$50 million;
 - Qualified credit card issuer (generally with customer deposits (overpayment) of U.S.\$50,000 or less);
 - Trustee-Documented Trust – A trust established under the laws of Australia to the extent that the trustee of the trust is a Reporting U.S. Financial Institution, Reporting Model 1 FFI, or Participating FFI and reports all information required to be reported pursuant to the Agreement with respect to all U.S. Reportable Accounts of the trust;
 - Sponsored investment entity – an investment entity established in
 - Australia that has a compliant Sponsoring entity;
 - Certain Investment Managers and Investment Advisers;
 - Certain Collective Investment Vehicles that meet criteria listed in paragraph E. IV of Annex of the IGA.
7. **Non-Participating FFI** – an entity that does not comply with FATCA and generally will not fall into any of the below categories:
 - Participating IGA FFI; or
 - Reporting IGA FFI; or
 - Exempt Beneficial Owner

COMMON REPORTING STANDARDS (CRS)

CRS means OECD Common Reporting Standards for Automatic Exchange of Financial Account Information.

NFE

An “NFE” is any Entity that is not a Financial Institution.

ACTIVE NFE

An NFE is an Active NFE if it meets any of the criteria listed below. In summary, those criteria refer to:

- active NFEs by reason of income and assets;
- publicly traded NFEs;
- Governmental Entities, International Organisations, Central Banks, or their wholly owned Entities;
- holding NFEs that are members of a nonfinancial group;
- start-up NFEs;
- NFEs that are liquidating or emerging from bankruptcy;
- treasury centres that are members of a nonfinancial group; or
- non-profit NFEs.

An entity will be classified as Active NFE if it meets any of the following criteria:

1. less than 50% of the NFE’s gross income for the preceding calendar year or other appropriate reporting period is passive income and less than 50% of the assets held by the NFE during the preceding calendar year or other appropriate reporting period are assets that produce or are held for the production of passive income;
2. the stock of the NFE is regularly traded on an established securities market or the NFE is a Related Entity of an Entity the stock of which is regularly traded on an established securities market;
3. the NFE is a Governmental Entity, an International Organisation, a Central Bank, or an Entity wholly owned by one or more of the foregoing;
4. substantially all of the activities of the NFE consist of holding (in whole or in part) the outstanding stock of, or providing financing and services to, one or more subsidiaries that engage in trades or businesses other than the business of a Financial Institution, except that an Entity does not qualify for this status if the Entity functions (or holds itself out) as an investment fund, such as a private equity fund, venture capital fund, leveraged buyout fund, or any investment vehicle whose purpose is to acquire or fund companies and then hold interests in those companies as capital assets for investment purposes;

5. the NFE is not yet operating a business and has no prior operating history, (a “start-up NFE”) but is investing capital into assets with the intent to operate a business other than that of a Financial Institution, provided that the NFE does not qualify for this exception after the date that is 24 months after the date of the initial organisation of the NFE;
6. the NFE was not a Financial Institution in the past five years, and is in the process of liquidating its assets or is reorganising with the intent to continue or recommence operations in a business other than that of a Financial Institution;
7. the NFE primarily engages in financing and hedging transactions with, or for, Related Entities that are not Financial Institutions, and does not provide financing or hedging services to any Entity that is not a Related Entity, provided that the group of any such Related Entities is primarily engaged in a business other than that of a Financial Institution; or
8. the NFE meets all of the following requirements (a “non-profit NFE”):
 - it is established and operated in its jurisdiction of residence exclusively for religious, charitable, scientific, artistic, cultural, athletic, or educational purposes; or it is established and operated in its jurisdiction of residence and it is a professional organisation, business league, chamber of commerce, labour organisation, agricultural or horticultural organisation, civic league or an organisation operated exclusively for the promotion of social welfare;
 - it is exempt from income tax in its jurisdiction of residence;
 - it has no shareholders or members who have a proprietary or beneficial interest in its income or assets;
 - (iv) the applicable laws of the NFE’s jurisdiction of residence or the NFE’s formation documents do not permit any income or assets of the NFE to be distributed to, or applied for the benefit of, a private person or non-charitable Entity other than pursuant to the conduct of the NFE’s charitable activities, or as payment of reasonable compensation for services rendered, or as payment representing the fair market value of property which the NFE has purchased; and
 - the applicable laws of the NFE’s jurisdiction of residence or the NFE’s formation documents require that, upon the NFE’s liquidation or dissolution, all of its assets be distributed to a Governmental Entity or other non-profit organisation, or escheat to the government of the NFE’s jurisdiction of residence or any political subdivision.

Note: Certain entities (such as U.S. Territory NFFEs) may qualify for Active NFFE status under FATCA but not Active NFE status under the CRS.

NON-REPORTING FINANCIAL INSTITUTION

A Non-Reporting Financial Institution” means any Financial Institution that is:

- a Broad Participation Retirement Fund; a Narrow Participation Retirement Fund; a Pension Fund of a Governmental Entity, International Organisation or Central Bank; or a Qualified Credit Card Issuer;
- an Exempt Collective Investment Vehicle; or
- a Trustee-Documented Trust: a trust where the trustee of the trust is a Reporting Financial Institution and reports all information required to be reported with respect to all Reportable Accounts of the trust;
- any other defined in a countries domestic law as a Non-Reporting Financial Institution.

PASSIVE NFE

Under the CRS a “Passive NFE” means any NFE that is not an Active NFE. An Investment Entity located in a Non-Participating Jurisdiction and managed by another Financial Institution is also treated as a Passive NFE for purposes of the CRS.

15. ACCOUNTANT'S CERTIFICATE THAT CLIENT IS WHOLESALE UNDER SECTION 761G(7) OF THE CORPORATIONS ACT

The following section is for the use of Australian Applicants only who are investing less than AUD\$500,000.

I certify that:

Full Legal Name of Person (Individual or Company)

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

Controlled companies/and or trusts

It is also confirmed for the purposes of the Corporations Act the above named person controls the following companies and trusts:

Full Name of Company/Trust

ABN/ACN/ARBN (if any)

Full Name of Company/Trust

ABN/ACN/ARBN (if any)

Full Name of Company/Trust

ABN/ACN/ARBN (if any)

I confirm that I am a member of one or more of the following professional bodies (tick appropriate box):

- CPA Australia ("CPA" or "FCPA"); or
- Institute of Chartered Accountants in Australia ("CA", "ACA" or "FCA"); or
- The National Institute of Accountants in Australia ("PNA", "FPNA", "FINA" or "MNIA"); or
- Other foreign eligible professional body for the purposes of the Corporations Act (please specify)

and I have at least 3 years practical experience as an accountant or auditor and I am giving this certificate in respect of my country of qualification, not being Australia

- I am subject to and in compliance with the professional body's continuing education requirements.
- I am aware that the Issuer, and any subsidiary of the Issuer may rely on this certificate for such period of time as is permitted by the Corporations Act.
- I confirm that I am independent of the above-named person and/or entities.

Signature of Accountant

Business Address

Name of Accountant

Name of Firm

Date

Guidance Notes of completing the Wholesale Client Certificate:

In determining the net assets of the person, the net assets of a company or trust controlled by the person may be included in the calculations.

In determining the gross income of the person, the gross income of a company or trust controlled by the person may be included in the calculations.

Refer section 708(8)(d) and section 761G(7). For this purpose "control" has the meaning given to it in section 50AA of the Corporations Act 2001 and, in general, means having the capacity to determine the outcome of decisions about the relevant company's or trust's financial and operating policies.

A list of approved foreign eligible professional bodies is listed by ASIC at:

<http://www.asic.gov.au/asic/asic.nsf/byheadline/Certificates+issued+by+a+qualified+accountant?openDocument>

Form W-8BEN

(Rev. July 2017)

Department of the Treasury
Internal Revenue Service

Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding and Reporting (Individuals)

- ▶ For use by individuals. Entities must use Form W-8BEN-E.
- ▶ Go to www.irs.gov/FormW8BEN for instructions and the latest information.
- ▶ Give this form to the withholding agent or payer. Do not send to the IRS.
- ▶ Email completed form to spire@oneregistryservices.com.au

Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding and Reporting (Individuals)

(Rev. July 2017)

Department of the Treasury
Internal Revenue Service

► **For use by individuals. Entities must use Form W-8BEN-E.**
► **Go to www.irs.gov/FormW8BEN for instructions and the latest information.**
► **Give this form to the withholding agent or payer. Do not send to the IRS.**

OMB No. 1545-1621

Do NOT use this form if:

Instead, use Form:

- You are NOT an individual W-8BEN-E
- You are a U.S. citizen or other U.S. person, including a resident alien individual W-9
- You are a beneficial owner claiming that income is effectively connected with the conduct of trade or business within the U.S. (other than personal services) W-8ECI
- You are a beneficial owner who is receiving compensation for personal services performed in the United States 8233 or W-4
- You are a person acting as an intermediary W-8IMY

Note: If you are resident in a FATCA partner jurisdiction (i.e., a Model 1 IGA jurisdiction with reciprocity), certain tax account information may be provided to your jurisdiction of residence.

Part I Identification of Beneficial Owner (see instructions)

1 Name of individual who is the beneficial owner		2 Country of citizenship	
3 Permanent residence address (street, apt. or suite no., or rural route). Do not use a P.O. box or in-care-of address.			
City or town, state or province. Include postal code where appropriate.		Country	
4 Mailing address (if different from above)			
City or town, state or province. Include postal code where appropriate.		Country	
5 U.S. taxpayer identification number (SSN or ITIN), if required (see instructions)		6 Foreign tax identifying number (see instructions)	
7 Reference number(s) (see instructions)		8 Date of birth (MM-DD-YYYY) (see instructions)	

Part II Claim of Tax Treaty Benefits (for chapter 3 purposes only) (see instructions)

9 I certify that the beneficial owner is a resident of _____ within the meaning of the income tax treaty between the United States and that country.

10 **Special rates and conditions** (if applicable—see instructions): The beneficial owner is claiming the provisions of Article and paragraph _____ of the treaty identified on line 9 above to claim a _____ % rate of withholding on (specify type of income): _____

Explain the additional conditions in the Article and paragraph the beneficial owner meets to be eligible for the rate of withholding: _____

Part III Certification

Under penalties of perjury, I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. I further certify under penalties of perjury that:

- I am the individual that is the beneficial owner (or am authorized to sign for the individual that is the beneficial owner) of all the income to which this form relates or am using this form to document myself for chapter 4 purposes,
- The person named on line 1 of this form is not a U.S. person,
- The income to which this form relates is:
 - (a) not effectively connected with the conduct of a trade or business in the United States,
 - (b) effectively connected but is not subject to tax under an applicable income tax treaty, or
 - (c) the partner's share of a partnership's effectively connected income,
- The person named on line 1 of this form is a resident of the treaty country listed on line 9 of the form (if any) within the meaning of the income tax treaty between the United States and that country, and
- For broker transactions or barter exchanges, the beneficial owner is an exempt foreign person as defined in the instructions.

Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the income of which I am the beneficial owner or any withholding agent that can disburse or make payments of the income of which I am the beneficial owner. **I agree that I will submit a new form within 30 days if any certification made on this form becomes incorrect.**

Sign Here ►

Signature of beneficial owner (or individual authorized to sign for beneficial owner) Date (MM-DD-YYYY)

Print name of signer Capacity in which acting (if form is not signed by beneficial owner)

Form W-8BEN-E

(Rev. July 2017)

Department of the Treasury
Internal Revenue Service

Certificate of Status of Beneficial Owner for United States Tax Withholding and Reporting (Entities)

- ▶ For use by entities. Individuals must use Form W-8BEN.
- ▶ Section references are to the Internal Revenue Code.
- ▶ Go to www.irs.gov/FormW8BENE for instructions and the latest information.
- ▶ Give this form to the withholding agent or payer. Do not send to the IRS.
- ▶ Email completed form to spire@oneregistryservices.com.au

**Certificate of Status of Beneficial Owner for
United States Tax Withholding and Reporting (Entities)**

▶ For use by entities. Individuals must use Form W-8BEN. ▶ Section references are to the Internal Revenue Code.
▶ Go to www.irs.gov/FormW8BENE for instructions and the latest information.
▶ Give this form to the withholding agent or payer. Do not send to the IRS.

Do NOT use this form for:

Instead use Form:

- U.S. entity or U.S. citizen or resident W-9
- A foreign individual W-8BEN (Individual) or Form 8233
- A foreign individual or entity claiming that income is effectively connected with the conduct of trade or business within the U.S. (unless claiming treaty benefits) W-8ECI
- A foreign partnership, a foreign simple trust, or a foreign grantor trust (unless claiming treaty benefits) (see instructions for exceptions) . . . W-8IMY
- A foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession claiming that income is effectively connected U.S. income or that is claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) (unless claiming treaty benefits) (see instructions for other exceptions) W-8ECI or W-8EXP
- Any person acting as an intermediary (including a qualified intermediary acting as a qualified derivatives dealer) W-8IMY

Part I Identification of Beneficial Owner

1 Name of organization that is the beneficial owner	2 Country of incorporation or organization
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3 Name of disregarded entity receiving the payment (if applicable, see instructions)

4 Chapter 3 Status (entity type) (Must check one box only):

<input type="checkbox"/> Corporation	<input type="checkbox"/> Disregarded entity	<input type="checkbox"/> Partnership
<input type="checkbox"/> Simple trust	<input type="checkbox"/> Grantor trust	<input type="checkbox"/> Estate
<input type="checkbox"/> Central Bank of Issue	<input type="checkbox"/> Tax-exempt organization	<input type="checkbox"/> Government
<input type="checkbox"/> Complex trust	<input type="checkbox"/> Private foundation	<input type="checkbox"/> International organization

If you entered disregarded entity, partnership, simple trust, or grantor trust above, is the entity a hybrid making a treaty claim? If "Yes" complete Part III. Yes No

5 Chapter 4 Status (FATCA status) (See instructions for details and complete the certification below for the entity's applicable status.)

<input type="checkbox"/> Nonparticipating FFI (including an FFI related to a Reporting IGA FFI other than a deemed-compliant FFI, participating FFI, or exempt beneficial owner). <input type="checkbox"/> Participating FFI. <input type="checkbox"/> Reporting Model 1 FFI. <input type="checkbox"/> Reporting Model 2 FFI. <input type="checkbox"/> Registered deemed-compliant FFI (other than a reporting Model 1 FFI, sponsored FFI, or nonreporting IGA FFI covered in Part XII). See instructions. <input type="checkbox"/> Sponsored FFI. Complete Part IV. <input type="checkbox"/> Certified deemed-compliant nonregistering local bank. Complete Part V. <input type="checkbox"/> Certified deemed-compliant FFI with only low-value accounts. Complete Part VI. <input type="checkbox"/> Certified deemed-compliant sponsored, closely held investment vehicle. Complete Part VII. <input type="checkbox"/> Certified deemed-compliant limited life debt investment entity. Complete Part VIII. <input type="checkbox"/> Certain investment entities that do not maintain financial accounts. Complete Part IX. <input type="checkbox"/> Owner-documented FFI. Complete Part X. <input type="checkbox"/> Restricted distributor. Complete Part XI.	<input type="checkbox"/> Nonreporting IGA FFI. Complete Part XII. <input type="checkbox"/> Foreign government, government of a U.S. possession, or foreign central bank of issue. Complete Part XIII. <input type="checkbox"/> International organization. Complete Part XIV. <input type="checkbox"/> Exempt retirement plans. Complete Part XV. <input type="checkbox"/> Entity wholly owned by exempt beneficial owners. Complete Part XVI. <input type="checkbox"/> Territory financial institution. Complete Part XVII. <input type="checkbox"/> Excepted nonfinancial group entity. Complete Part XVIII. <input type="checkbox"/> Excepted nonfinancial start-up company. Complete Part XIX. <input type="checkbox"/> Excepted nonfinancial entity in liquidation or bankruptcy. Complete Part XX. <input type="checkbox"/> 501(c) organization. Complete Part XXI. <input type="checkbox"/> Nonprofit organization. Complete Part XXII. <input type="checkbox"/> Publicly traded NFFE or NFFE affiliate of a publicly traded corporation. Complete Part XXIII. <input type="checkbox"/> Excepted territory NFFE. Complete Part XXIV. <input type="checkbox"/> Active NFFE. Complete Part XXV. <input type="checkbox"/> Passive NFFE. Complete Part XXVI. <input type="checkbox"/> Excepted inter-affiliate FFI. Complete Part XXVII. <input type="checkbox"/> Direct reporting NFFE. <input type="checkbox"/> Sponsored direct reporting NFFE. Complete Part XXVIII. <input type="checkbox"/> Account that is not a financial account.
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6 Permanent residence address (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address** (other than a registered address).

City or town, state or province. Include postal code where appropriate.	Country
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7 Mailing address (if different from above)

City or town, state or province. Include postal code where appropriate.	Country
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8 U.S. taxpayer identification number (TIN), if required	9a GIIN	b Foreign TIN
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10 Reference number(s) (see instructions)

Note: Please complete remainder of the form including signing the form in Part XXX.

Part II Disregarded Entity or Branch Receiving Payment. (Complete only if a disregarded entity with a GIIN or a branch of an FFI in a country other than the FFI's country of residence. See instructions.)

- 11** Chapter 4 Status (FATCA status) of disregarded entity or branch receiving payment
- Branch treated as nonparticipating FFI. Reporting Model 1 FFI. U.S. Branch.
- Participating FFI. Reporting Model 2 FFI.
- 12** Address of disregarded entity or branch (street, apt. or suite no., or rural route). **Do not use a P.O. box or in-care-of address** (other than a registered address).

City or town, state or province. Include postal code where appropriate.

Country

13 GIIN (if any) _____

Part III Claim of Tax Treaty Benefits (if applicable). (For chapter 3 purposes only.)

- 14** I certify that (check all that apply):
- a** The beneficial owner is a resident of _____ within the meaning of the income tax treaty between the United States and that country.
- b** The beneficial owner derives the item (or items) of income for which the treaty benefits are claimed, and, if applicable, meets the requirements of the treaty provision dealing with limitation on benefits. The following are types of limitation on benefits provisions that may be included in an applicable tax treaty (check only one; see instructions):
- | | |
|--|---|
| <input type="checkbox"/> Government | <input type="checkbox"/> Company that meets the ownership and base erosion test |
| <input type="checkbox"/> Tax exempt pension trust or pension fund | <input type="checkbox"/> Company that meets the derivative benefits test |
| <input type="checkbox"/> Other tax exempt organization | <input type="checkbox"/> Company with an item of income that meets active trade or business test |
| <input type="checkbox"/> Publicly traded corporation | <input type="checkbox"/> Favorable discretionary determination by the U.S. competent authority received |
| <input type="checkbox"/> Subsidiary of a publicly traded corporation | <input type="checkbox"/> Other (specify Article and paragraph): _____ |
- c** The beneficial owner is claiming treaty benefits for U.S. source dividends received from a foreign corporation or interest from a U.S. trade or business of a foreign corporation and meets qualified resident status (see instructions).
- 15 Special rates and conditions** (if applicable—see instructions):
 The beneficial owner is claiming the provisions of Article and paragraph _____ of the treaty identified on line 14a above to claim a _____ % rate of withholding on (specify type of income): _____
 Explain the additional conditions in the Article the beneficial owner meets to be eligible for the rate of withholding: _____

Part IV Sponsored FFI

- 16** Name of sponsoring entity: _____
- 17 Check whichever box applies.**
- I certify that the entity identified in Part I:
- Is an investment entity;
 - Is not a QI, WP (except to the extent permitted in the withholding foreign partnership agreement), or WT; **and**
 - Has agreed with the entity identified above (that is not a nonparticipating FFI) to act as the sponsoring entity for this entity.
- I certify that the entity identified in Part I:
- Is a controlled foreign corporation as defined in section 957(a);
 - Is not a QI, WP, or WT;
 - Is wholly owned, directly or indirectly, by the U.S. financial institution identified above that agrees to act as the sponsoring entity for this entity; **and**
 - Shares a common electronic account system with the sponsoring entity (identified above) that enables the sponsoring entity to identify all account holders and payees of the entity and to access all account and customer information maintained by the entity including, but not limited to, customer identification information, customer documentation, account balance, and all payments made to account holders or payees.

Part V Certified Deemed-Compliant Nonregistering Local Bank18 I certify that the FFI identified in Part I:

- Operates and is licensed solely as a bank or credit union (or similar cooperative credit organization operated without profit) in its country of incorporation or organization;
- Engages primarily in the business of receiving deposits from and making loans to, with respect to a bank, retail customers unrelated to such bank and, with respect to a credit union or similar cooperative credit organization, members, provided that no member has a greater than 5% interest in such credit union or cooperative credit organization;
- Does not solicit account holders outside its country of organization;
- Has no fixed place of business outside such country (for this purpose, a fixed place of business does not include a location that is not advertised to the public and from which the FFI performs solely administrative support functions);
- Has no more than \$175 million in assets on its balance sheet and, if it is a member of an expanded affiliated group, the group has no more than \$500 million in total assets on its consolidated or combined balance sheets; **and**
- Does not have any member of its expanded affiliated group that is a foreign financial institution, other than a foreign financial institution that is incorporated or organized in the same country as the FFI identified in Part I and that meets the requirements set forth in this part.

Part VI Certified Deemed-Compliant FFI with Only Low-Value Accounts19 I certify that the FFI identified in Part I:

- Is not engaged primarily in the business of investing, reinvesting, or trading in securities, partnership interests, commodities, notional principal contracts, insurance or annuity contracts, or any interest (including a futures or forward contract or option) in such security, partnership interest, commodity, notional principal contract, insurance contract or annuity contract;
- No financial account maintained by the FFI or any member of its expanded affiliated group, if any, has a balance or value in excess of \$50,000 (as determined after applying applicable account aggregation rules); **and**
- Neither the FFI nor the entire expanded affiliated group, if any, of the FFI, have more than \$50 million in assets on its consolidated or combined balance sheet as of the end of its most recent accounting year.

Part VII Certified Deemed-Compliant Sponsored, Closely Held Investment Vehicle

20 Name of sponsoring entity: _____

21 I certify that the entity identified in Part I:

- Is an FFI solely because it is an investment entity described in Regulations section 1.1471-5(e)(4);
- Is not a QI, WP, or WT;
- Will have all of its due diligence, withholding, and reporting responsibilities (determined as if the FFI were a participating FFI) fulfilled by the sponsoring entity identified on line 20; **and**
- 20 or fewer individuals own all of the debt and equity interests in the entity (disregarding debt interests owned by U.S. financial institutions, participating FFIs, registered deemed-compliant FFIs, and certified deemed-compliant FFIs and equity interests owned by an entity if that entity owns 100% of the equity interests in the FFI and is itself a sponsored FFI).

Part VIII Certified Deemed-Compliant Limited Life Debt Investment Entity22 I certify that the entity identified in Part I:

- Was in existence as of January 17, 2013;
- Issued all classes of its debt or equity interests to investors on or before January 17, 2013, pursuant to a trust indenture or similar agreement; **and**
- Is certified deemed-compliant because it satisfies the requirements to be treated as a limited life debt investment entity (such as the restrictions with respect to its assets and other requirements under Regulations section 1.1471-5(f)(2)(iv)).

Part IX Certain Investment Entities that Do Not Maintain Financial Accounts23 I certify that the entity identified in Part I:

- Is a financial institution solely because it is an investment entity described in Regulations section 1.1471-5(e)(4)(i)(A), **and**
- Does not maintain financial accounts.

Part X Owner-Documented FFI

Note: This status only applies if the U.S. financial institution, participating FFI, or reporting Model 1 FFI to which this form is given has agreed that it will treat the FFI as an owner-documented FFI (see instructions for eligibility requirements). In addition, the FFI must make the certifications below.

24a (All owner-documented FFIs check here) I certify that the FFI identified in Part I:

- Does not act as an intermediary;
- Does not accept deposits in the ordinary course of a banking or similar business;
- Does not hold, as a substantial portion of its business, financial assets for the account of others;
- Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account;
- Is not owned by or in an expanded affiliated group with an entity that accepts deposits in the ordinary course of a banking or similar business, holds, as a substantial portion of its business, financial assets for the account of others, or is an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account;
- Does not maintain a financial account for any nonparticipating FFI; **and**
- Does not have any specified U.S. persons that own an equity interest or debt interest (other than a debt interest that is not a financial account or that has a balance or value not exceeding \$50,000) in the FFI other than those identified on the FFI owner reporting statement.

Part X Owner-Documented FFI (continued)**Check box 24b or 24c, whichever applies.**

- b** I certify that the FFI identified in Part I:
- Has provided, or will provide, an FFI owner reporting statement that contains:
 - (i) The name, address, TIN (if any), chapter 4 status, and type of documentation provided (if required) of every individual and specified U.S. person that owns a direct or indirect equity interest in the owner-documented FFI (looking through all entities other than specified U.S. persons);
 - (ii) The name, address, TIN (if any), and chapter 4 status of every individual and specified U.S. person that owns a debt interest in the owner-documented FFI (including any indirect debt interest, which includes debt interests in any entity that directly or indirectly owns the payee or any direct or indirect equity interest in a debt holder of the payee) that constitutes a financial account in excess of \$50,000 (disregarding all such debt interests owned by participating FFIs, registered deemed-compliant FFIs, certified deemed-compliant FFIs, excepted NFFEs, exempt beneficial owners, or U.S. persons other than specified U.S. persons); **and**
 - (iii) Any additional information the withholding agent requests in order to fulfill its obligations with respect to the entity.
 - Has provided, or will provide, valid documentation meeting the requirements of Regulations section 1.1471-3(d)(6)(iii) for each person identified in the FFI owner reporting statement.
- c** I certify that the FFI identified in Part I has provided, or will provide, an auditor's letter, signed within 4 years of the date of payment, from an independent accounting firm or legal representative with a location in the United States stating that the firm or representative has reviewed the FFI's documentation with respect to all of its owners and debt holders identified in Regulations section 1.1471-3(d)(6)(iv)(A)(2), and that the FFI meets all the requirements to be an owner-documented FFI. The FFI identified in Part I has also provided, or will provide, an FFI owner reporting statement of its owners that are specified U.S. persons and Form(s) W-9, with applicable waivers.

Check box 24d if applicable (optional, see instructions).

- d** I certify that the entity identified on line 1 is a trust that does not have any contingent beneficiaries or designated classes with unidentified beneficiaries.

Part XI Restricted Distributor

- 25a** (All restricted distributors check here) I certify that the entity identified in Part I:
- Operates as a distributor with respect to debt or equity interests of the restricted fund with respect to which this form is furnished;
 - Provides investment services to at least 30 customers unrelated to each other and less than half of its customers are related to each other;
 - Is required to perform AML due diligence procedures under the anti-money laundering laws of its country of organization (which is an FATF-compliant jurisdiction);
 - Operates solely in its country of incorporation or organization, has no fixed place of business outside of that country, and has the same country of incorporation or organization as all members of its affiliated group, if any;
 - Does not solicit customers outside its country of incorporation or organization;
 - Has no more than \$175 million in total assets under management and no more than \$7 million in gross revenue on its income statement for the most recent accounting year;
 - Is not a member of an expanded affiliated group that has more than \$500 million in total assets under management or more than \$20 million in gross revenue for its most recent accounting year on a combined or consolidated income statement; **and**
 - Does not distribute any debt or securities of the restricted fund to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs.

Check box 25b or 25c, whichever applies.

I further certify that with respect to all sales of debt or equity interests in the restricted fund with respect to which this form is furnished that are made after December 31, 2011, the entity identified in Part I:

- b** Has been bound by a distribution agreement that contained a general prohibition on the sale of debt or securities to U.S. entities and U.S. resident individuals and is currently bound by a distribution agreement that contains a prohibition of the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI.
- c** Is currently bound by a distribution agreement that contains a prohibition on the sale of debt or securities to any specified U.S. person, passive NFFE with one or more substantial U.S. owners, or nonparticipating FFI and, for all sales made prior to the time that such a restriction was included in its distribution agreement, has reviewed all accounts related to such sales in accordance with the procedures identified in Regulations section 1.1471-4(c) applicable to preexisting accounts and has redeemed or retired any, or caused the restricted fund to transfer the securities to a distributor that is a participating FFI or reporting Model 1 FFI securities which were sold to specified U.S. persons, passive NFFEs with one or more substantial U.S. owners, or nonparticipating FFIs.

Part XII Nonreporting IGA FFI

- 26** I certify that the entity identified in Part I:
- Meets the requirements to be considered a nonreporting financial institution pursuant to an applicable IGA between the United States and _____ . The applicable IGA is a Model 1 IGA or a Model 2 IGA; and is treated as a _____ under the provisions of the applicable IGA or Treasury regulations (if applicable, see instructions);
 - If you are a trustee documented trust or a sponsored entity, provide the name of the trustee or sponsor _____ .
The trustee is: U.S. Foreign

Part XIII Foreign Government, Government of a U.S. Possession, or Foreign Central Bank of Issue

- 27** I certify that the entity identified in Part I is the beneficial owner of the payment, and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in Regulations section 1.1471-6(h)(2)).

Part XIV International Organization

Check box 28a or 28b, whichever applies.

- 28a** I certify that the entity identified in Part I is an international organization described in section 7701(a)(18).
- b** I certify that the entity identified in Part I:
- Is comprised primarily of foreign governments;
 - Is recognized as an intergovernmental or supranational organization under a foreign law similar to the International Organizations Immunities Act or that has in effect a headquarters agreement with a foreign government;
 - The benefit of the entity's income does not inure to any private person; **and**
 - Is the beneficial owner of the payment and is not engaged in commercial financial activities of a type engaged in by an insurance company, custodial institution, or depository institution with respect to the payments, accounts, or obligations for which this form is submitted (except as permitted in Regulations section 1.1471-6(h)(2)).

Part XV Exempt Retirement Plans

Check box 29a, b, c, d, e, or f, whichever applies.

- 29a** I certify that the entity identified in Part I:
- Is established in a country with which the United States has an income tax treaty in force (see Part III if claiming treaty benefits);
 - Is operated principally to administer or provide pension or retirement benefits; **and**
 - Is entitled to treaty benefits on income that the fund derives from U.S. sources (or would be entitled to benefits if it derived any such income) as a resident of the other country which satisfies any applicable limitation on benefits requirement.
- b** I certify that the entity identified in Part I:
- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
 - No single beneficiary has a right to more than 5% of the FFI's assets;
 - Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operated; **and**
 - (i) Is generally exempt from tax on investment income under the laws of the country in which it is established or operates due to its status as a retirement or pension plan;
 - (ii) Receives at least 50% of its total contributions from sponsoring employers (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, other retirement funds described in an applicable Model 1 or Model 2 IGA, or accounts described in Regulations section 1.1471-5(b)(2)(i)(A));
 - (iii) Either does not permit or penalizes distributions or withdrawals made before the occurrence of specified events related to retirement, disability, or death (except rollover distributions to accounts described in Regulations section 1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), to retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or to other retirement funds described in this part or in an applicable Model 1 or Model 2 IGA); **or**
 - (iv) Limits contributions by employees to the fund by reference to earned income of the employee or may not exceed \$50,000 annually.
- c** I certify that the entity identified in Part I:
- Is organized for the provision of retirement, disability, or death benefits (or any combination thereof) to beneficiaries that are former employees of one or more employers in consideration for services rendered;
 - Has fewer than 50 participants;
 - Is sponsored by one or more employers each of which is not an investment entity or passive NFFE;
 - Employee and employer contributions to the fund (disregarding transfers of assets from other plans described in this part, retirement and pension accounts described in an applicable Model 1 or Model 2 IGA, or accounts described in Regulations section 1.1471-5(b)(2)(i)(A)) are limited by reference to earned income and compensation of the employee, respectively;
 - Participants that are not residents of the country in which the fund is established or operated are not entitled to more than 20% of the fund's assets; **and**
 - Is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which the fund is established or operates.

Part XV Exempt Retirement Plans (continued)

- d I certify that the entity identified in Part I is formed pursuant to a pension plan that would meet the requirements of section 401(a), other than the requirement that the plan be funded by a trust created or organized in the United States.
- e I certify that the entity identified in Part I is established exclusively to earn income for the benefit of one or more retirement funds described in this part or in an applicable Model 1 or Model 2 IGA, or accounts described in Regulations section 1.1471-5(b)(2)(i)(A) (referring to retirement and pension accounts), or retirement and pension accounts described in an applicable Model 1 or Model 2 IGA.
- f I certify that the entity identified in Part I:
- Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in Regulations section 1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are current or former employees of the sponsor (or persons designated by such employees); **or**
 - Is established and sponsored by a foreign government, international organization, central bank of issue, or government of a U.S. possession (each as defined in Regulations section 1.1471-6) or an exempt beneficial owner described in an applicable Model 1 or Model 2 IGA to provide retirement, disability, or death benefits to beneficiaries or participants that are not current or former employees of such sponsor, but are in consideration of personal services performed for the sponsor.

Part XVI Entity Wholly Owned by Exempt Beneficial Owners

- 30 I certify that the entity identified in Part I:
- Is an FFI solely because it is an investment entity;
 - Each direct holder of an equity interest in the investment entity is an exempt beneficial owner described in Regulations section 1.1471-6 or in an applicable Model 1 or Model 2 IGA;
 - Each direct holder of a debt interest in the investment entity is either a depository institution (with respect to a loan made to such entity) or an exempt beneficial owner described in Regulations section 1.1471-6 or an applicable Model 1 or Model 2 IGA.
 - Has provided an owner reporting statement that contains the name, address, TIN (if any), chapter 4 status, and a description of the type of documentation provided to the withholding agent for every person that owns a debt interest constituting a financial account or direct equity interest in the entity; **and**
 - Has provided documentation establishing that every owner of the entity is an entity described in Regulations section 1.1471-6(b), (c), (d), (e), (f) and/or (g) without regard to whether such owners are beneficial owners.

Part XVII Territory Financial Institution

- 31 I certify that the entity identified in Part I is a financial institution (other than an investment entity) that is incorporated or organized under the laws of a possession of the United States.

Part XVIII Excepted Nonfinancial Group Entity

- 32 I certify that the entity identified in Part I:
- Is a holding company, treasury center, or captive finance company and substantially all of the entity's activities are functions described in Regulations section 1.1471-5(e)(5)(i)(C) through (E);
 - Is a member of a nonfinancial group described in Regulations section 1.1471-5(e)(5)(i)(B);
 - Is not a depository or custodial institution (other than for members of the entity's expanded affiliated group); **and**
 - Does not function (or hold itself out) as an investment fund, such as a private equity fund, venture capital fund, leveraged buyout fund, or any investment vehicle with an investment strategy to acquire or fund companies and then hold interests in those companies as capital assets for investment purposes.

Part XIX Excepted Nonfinancial Start-Up Company

- 33 I certify that the entity identified in Part I:
- Was formed on (or, in the case of a new line of business, the date of board resolution approving the new line of business) _____ (date must be less than 24 months prior to date of payment);
 - Is not yet operating a business and has no prior operating history or is investing capital in assets with the intent to operate a new line of business other than that of a financial institution or passive NFFE;
 - Is investing capital into assets with the intent to operate a business other than that of a financial institution; **and**
 - Does not function (or hold itself out) as an investment fund, such as a private equity fund, venture capital fund, leveraged buyout fund, or any investment vehicle whose purpose is to acquire or fund companies and then hold interests in those companies as capital assets for investment purposes.

Part XX Excepted Nonfinancial Entity in Liquidation or Bankruptcy

- 34 I certify that the entity identified in Part I:
- Filed a plan of liquidation, filed a plan of reorganization, or filed for bankruptcy on _____;
 - During the past 5 years has not been engaged in business as a financial institution or acted as a passive NFFE;
 - Is either liquidating or emerging from a reorganization or bankruptcy with the intent to continue or recommence operations as a nonfinancial entity; **and**
 - Has, or will provide, documentary evidence such as a bankruptcy filing or other public documentation that supports its claim if it remains in bankruptcy or liquidation for more than 3 years.

Part XXI 501(c) Organization

35 I certify that the entity identified in Part I is a 501(c) organization that:

- Has been issued a determination letter from the IRS that is currently in effect concluding that the payee is a section 501(c) organization that is dated _____; **or**
- Has provided a copy of an opinion from U.S. counsel certifying that the payee is a section 501(c) organization (without regard to whether the payee is a foreign private foundation).

Part XXII Nonprofit Organization

36 I certify that the entity identified in Part I is a nonprofit organization that meets the following requirements.

- The entity is established and maintained in its country of residence exclusively for religious, charitable, scientific, artistic, cultural or educational purposes;
- The entity is exempt from income tax in its country of residence;
- The entity has no shareholders or members who have a proprietary or beneficial interest in its income or assets;
- Neither the applicable laws of the entity's country of residence nor the entity's formation documents permit any income or assets of the entity to be distributed to, or applied for the benefit of, a private person or noncharitable entity other than pursuant to the conduct of the entity's charitable activities or as payment of reasonable compensation for services rendered or payment representing the fair market value of property which the entity has purchased; **and**
- The applicable laws of the entity's country of residence or the entity's formation documents require that, upon the entity's liquidation or dissolution, all of its assets be distributed to an entity that is a foreign government, an integral part of a foreign government, a controlled entity of a foreign government, or another organization that is described in this part or escheats to the government of the entity's country of residence or any political subdivision thereof.

Part XXIII Publicly Traded NFFE or NFFE Affiliate of a Publicly Traded Corporation

Check box 37a or 37b, whichever applies.

37a I certify that:

- The entity identified in Part I is a foreign corporation that is not a financial institution; **and**
- The stock of such corporation is regularly traded on one or more established securities markets, including _____ (name one securities exchange upon which the stock is regularly traded).

b I certify that:

- The entity identified in Part I is a foreign corporation that is not a financial institution;
- The entity identified in Part I is a member of the same expanded affiliated group as an entity the stock of which is regularly traded on an established securities market;
- The name of the entity, the stock of which is regularly traded on an established securities market, is _____; **and**
- The name of the securities market on which the stock is regularly traded is _____.

Part XXIV Excepted Territory NFFE

38 I certify that:

- The entity identified in Part I is an entity that is organized in a possession of the United States;
- The entity identified in Part I:
 - (i) Does not accept deposits in the ordinary course of a banking or similar business;
 - (ii) Does not hold, as a substantial portion of its business, financial assets for the account of others; **or**
 - (iii) Is not an insurance company (or the holding company of an insurance company) that issues or is obligated to make payments with respect to a financial account; **and**
- All of the owners of the entity identified in Part I are bona fide residents of the possession in which the NFFE is organized or incorporated.

Part XXV Active NFFE

39 I certify that:

- The entity identified in Part I is a foreign entity that is not a financial institution;
- Less than 50% of such entity's gross income for the preceding calendar year is passive income; **and**
- Less than 50% of the assets held by such entity are assets that produce or are held for the production of passive income (calculated as a weighted average of the percentage of passive assets measured quarterly) (see instructions for the definition of passive income).

Part XXVI Passive NFFE

40a I certify that the entity identified in Part I is a foreign entity that is not a financial institution (other than an investment entity organized in a possession of the United States) and is not certifying its status as a publicly traded NFFE (or affiliate), excepted territory NFFE, active NFFE, direct reporting NFFE, or sponsored direct reporting NFFE.

Check box 40b or 40c, whichever applies.

- b** I further certify that the entity identified in Part I has no substantial U.S. owners (or, if applicable, no controlling U.S. persons); **or**
- c** I further certify that the entity identified in Part I has provided the name, address, and TIN of each substantial U.S. owner (or, if applicable, controlling U.S. person) of the NFFE in Part XXIX.

Part XXVII Excepted Inter-Affiliate FFI

- 41 I certify that the entity identified in Part I:
- Is a member of an expanded affiliated group;
 - Does not maintain financial accounts (other than accounts maintained for members of its expanded affiliated group);
 - Does not make withholdable payments to any person other than to members of its expanded affiliated group;
 - Does not hold an account (other than depository accounts in the country in which the entity is operating to pay for expenses) with or receive payments from any withholding agent other than a member of its expanded affiliated group; **and**
 - Has not agreed to report under Regulations section 1.1471-4(d)(2)(ii)(C) or otherwise act as an agent for chapter 4 purposes on behalf of any financial institution, including a member of its expanded affiliated group.

Part XXVIII Sponsored Direct Reporting NFFE (see instructions for when this is permitted)

- 42 Name of sponsoring entity: _____
- 43 I certify that the entity identified in Part I is a direct reporting NFFE that is sponsored by the entity identified on line 42.

Part XXIX Substantial U.S. Owners of Passive NFFE

As required by Part XXVI, provide the name, address, and TIN of each substantial U.S. owner of the NFFE. Please see the instructions for a definition of substantial U.S. owner. If providing the form to an FFI treated as a reporting Model 1 FFI or reporting Model 2 FFI, an NFFE may also use this part for reporting its controlling U.S. persons under an applicable IGA.

Name	Address	TIN

Part XXX Certification

Under penalties of perjury, I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. I further certify under penalties of perjury that:

- The entity identified on line 1 of this form is the beneficial owner of all the income to which this form relates, is using this form to certify its status for chapter 4 purposes, or is a merchant submitting this form for purposes of section 6050W;
- The entity identified on line 1 of this form is not a U.S. person;
- The income to which this form relates is: (a) not effectively connected with the conduct of a trade or business in the United States, (b) effectively connected but is not subject to tax under an income tax treaty, or (c) the partner's share of a partnership's effectively connected income; **and**
- For broker transactions or barter exchanges, the beneficial owner is an exempt foreign person as defined in the instructions.

Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the income of which the entity on line 1 is the beneficial owner or any withholding agent that can disburse or make payments of the income of which the entity on line 1 is the beneficial owner.

I agree that I will submit a new form within 30 days if any certification on this form becomes incorrect.

Sign Here



Signature of individual authorized to sign for beneficial owner

Print Name

Date (MM-DD-YYYY)

- I certify that I have the capacity to sign for the entity identified on line 1 of this form.

Representations & Warranties Deed Poll

(Rev. June 2020)

Representations & Warranties Deed Poll

- ▶ **Must be completed by all investors.**
- ▶ **Email completed form to *spire@oneregistryservices.com.au***

Representations & Warranties Deed Poll

Date of Deed Poll

DEED POLL MADE BY

Name of Investor

Address of Investor

Suburb

State

Postcode

Country

RECITALS

- A. The Investor has submitted an application form to Spire in order for the Investor to be issued Units.
- B. Where Spire receives an application from investors for Units it requires the investor to provide the Representations and Warranties to be provided by the investor before Spire can issue the Units to accord with various obligations under applicable US federal and state securities laws, including the Investment Company Act, Advisers Act and the Securities Act.
- C. The Investor agrees to provide the Representations and Warranties on the terms and conditions set out in this document.
- D. The Investor agrees that (i) the Representations and Warranties shall be deemed repeated and reaffirmed by the Investor as of each date the Investor is required to make a capital contribution to purchase the Units, make an additional capital commitment to purchase the Units or as of the date a distribution or return of capital related to the Units is made and (ii) if requested by Spire, the Investor shall duly execute and deliver to Spire a letter confirming the matters set forth in the Representations and Warranties below at the time such capital contribution, additional capital commitment or distribution or return of capital related to the Units is made. If the Investor is unable to make any of the Representations and Warranties set forth below, the Investor shall have so indicated to Spire in writing and shall have provided Spire at least five business days prior to the applicable commitment or distribution date with evidence (including opinions of outside counsel, if requested by Spire) satisfactory in form and substance to Spire relating to compliance with the Securities Act, the Investment Company Act, the Advisers Act, and such other matters as the Spire shall request.

1 DEFINITIONS

In this document undefined capitalised terms have the following meanings:

Accredited Investor has the meaning given to under rule 501 of Regulation D promulgated under the Securities Act, as set out in Attachment 2.

Advisers Act means the US Investment Advisers Act of 1940 (US), as amended.

Covered Person means the Investor and any person who, through the Investor's ownership of Units, holds a beneficial interest in Units.

Fund means the Spire Capital Master Fund.

Investment Company Act means the US Investment Company Act of 1940 (US) as amended.

Liability means all liabilities (whether actual, prospective or contingent), obligations, taxes, duties, losses, damages, costs and expenses of any description.

Qualified Purchaser has the meaning given to that term in section 3(c)(7) of the Investment Company Act and section 2(a)(51) of the Investment Company Act.

Questionnaire means the questionnaire set out at **Attachment 1**.

Representations and Warranties means the representations and warranties set out in **clause 2** of this document.

Rule 506(d) Event means any of the events or conditions described in rule 506(d) under Regulation D promulgated under the Securities Act.

Securities Act means the US Securities Act of 1933 (US) as amended.

Spire means Spire Capital Pty Ltd ACN 141 096 120.

Units means the class of units in the Fund known as "Spire Oaktree Opportunities Fund XI (USD) First Close Series Class Units".

US Person has the meaning given to it in Rule 902(k) of Regulation S of the Securities Act.

2 REPRESENTATIONS AND WARRANTIES

On and from the date of this document the Investor represents, warrants and covenants for the benefit of Spire in its own capacity and as trustee of the Fund and the Fund as follows:

- (a) **(exemption from securities laws and bad acts)** no Covered Person has been subject to any Rule 506(d) Event. The Investor shall promptly provide written notice to Spire if, after the date hereof, a Rule 506(d) Event does occur or becomes true or the Investor becomes aware of a Rule 506(d) Event that has occurred or has become true with respect to any Covered Person. Upon notification by Spire, the Investor shall promptly complete and return to Spire such additional information or forms as Spire reasonably requests, if any;
- (b) **(Accredited Investor)** the Investor is an Accredited Investor;
- (c) **(purchase for investment)** the Investor is not acquiring Units with a view to distribute, or offer for sale in connection with any distribution of all or any part of such Units. The Investor will not, directly or indirectly, transfer all or any part of such Units (or solicit any offers to buy, purchase or otherwise acquire or take a pledge or charge of all or any part of such Units) without Spire's consent (which may be withheld in its sole discretion);
- (d) **(questionnaire)** all answers given by the Investor in the Questionnaire are truthful and accurate in all respects;
- (e) **(beneficial ownership):**
 - (i) If the Investor is not a natural person, (i) it has not been formed, organized, reorganized, capitalized or recapitalized for the purpose of acquiring Units *provided* that if it cannot make the representations in this clause 2(e)(i)(i), it has in lieu of making such representations fully and truthfully completed and made the special representations in the Special Representations and Warranties on page 7 of the Questionnaire, (ii) the funds that the Investor is using the purchase the Units is less than or equal to 40% of its total assets or, if it is a private investment fund with binding, unconditional capital commitments from its partners or members, less than or equal to 40% of its committed capital, *provided* that if the investor cannot make the representations in this clause 2(e)(i)(ii), the Investor has in lieu of making such representations fully and truthfully completed and made the special representations in the Special Representations and Warranties on page 7 of the Questionnaire, (iii) the Investor's stockholders, partners, members or other beneficial owners do not have and will not have individual discretion as to their participation or non-participation through the Investor in (A) its purchase of Units or (B) particular investments made by Oaktree Opportunities Fund XI Feeder (Luxembourg), SCSp and (iv) the Investor is not a participant-directed defined contribution plan. If the Investor is a natural person investing through a grantor trust or an irrevocable trust established to facilitate distribution of its estate, it shall have so indicated to Spire as part of its application for the Units; and
 - (ii) (i) the Investor (together, in the case of a natural person, with assets held jointly with the Investor's spouse) has a net worth that exceeds \$2,100,000, excluding the Investor's primary residence and any indebtedness that is secured by the Investor's primary residence, except for the amount of indebtedness that is secured by the Investor's primary residence that exceeds, at the time of the purchase of the Units, (A) the estimated fair market value of the primary residence or (B) the amount of indebtedness outstanding 60 days before the purchase of the Units, other than as a result of the acquisition of the primary residence, (ii) if the Investor is an entity that would be classified as an "investment company" under section 3(a) of the Investment Company Act but for the Investor's reliance on the exclusion from the definition of "investment company" contained in section 3(c)(1) of the Investment Company Act (a "Private Investment Company"), each of the Investor's equity owners is either an entity (other than a Private Investment Company or an entity described in clause 2(e)(iii) or (iv) below) or a natural person with, in each case, a net worth in excess of \$2,100,000 (calculated in accordance with clause 2(e)(ii)(i) above), (iii) the Investor is not an investment company registered or required to be registered under the Investment Company Act and (iv) the Investor is not a "business development company" as defined in section 202(a)(22) of the Advisers Act;
 - (iii) the Investor is a Qualified Purchaser and has fully and truthfully completed the Questionnaire and the Investor agrees to promptly notify Spire in writing should any answer given or representation made in such Questionnaire change and to adhere to and be bound by the covenants set out in the Special Representations and Warranties on page 7 of the Questionnaire; and
 - (iv) Investor (i) is not required to register as an "investment company" under the Investment Company Act pursuant to section 3(c)(1) or 3(c)(7) thereof and (ii) had any investors on or before April 30, 1996, the Investor has received the consent required under section 2(a)(51)(C) of the Investment Company Act from all of the Investor's beneficial owners to be a "qualified purchaser" under the Investment Company Act; and
- (f) **(status as a non-US person for Regulation S Purposes)** the Investor is not a US Person and (i) is not acquiring in whole or in part, for the account or benefit of a US Person directly or indirectly (by way of contract or otherwise) nor with a view to the offer, sale or delivery, directly or indirectly, of the Units within the United States or to or for the account or benefit of a US Person; (ii) is not investing on behalf of or funding the purchase of Units with funds, in whole or in part, obtained directly or indirectly from any US Person or otherwise from sources within the United States; (iii) all offers to sell and offers to purchase the Units were made to the Investor or by the Investor while the Investor was not in the United States; (iv) was not in the United States at the time the offer was accepted; and (v) at the time The Investor's order to buy the Units was originated, it was outside the United States, except for offers and sales to discretionary or similar accounts held for the benefit or account of a non US Person by a dealer or other professional fiduciary organized, incorporated or resident in the United States.

3 INDEMNITY

The Investor hereby agrees to indemnify and hold harmless Spire, in its own capacity with and as trustee for the Fund as well as the Fund with respect to any and all Liability suffered with respect to any breach of the Representations and Warranties.

4 GOVERNING LAW AND JURISDICTION

- (a) This Deed Poll is governed by the laws in force in the State of New South Wales.
- (b) The Investor irrevocably submits to the non-exclusive jurisdiction of the courts of the State of New South Wales and courts competent to hear appeals from those courts.

EXECUTED AS A DEED POLL

[If Executed by an Australian company]

EXECUTED by the **Investor** in accordance with section 127 of the *Corporations Act 2001* (Cth):

Signature of director

Name of director

Date

Signature of director/secretary*

Name of director/secretary

Date

[If Executed by an individual]

Signed, sealed and delivered by the **Investor** in the presence of:

Signature of witness

Full name of witness

Date

Signature

ATTACHMENT 1

QUALIFIED PURCHASER QUESTIONNAIRE

(TO BE COMPLETED BY ALL INVESTORS)

Instructions: Please indicate below the basis upon which you are qualified as a “qualified purchaser” within the meaning of section 3(c)(7) of the U.S. Investment Company Act of 1940, as amended (the “Investment Company Act”) and as such term is defined in section 2(a)(51) of the Investment Company Act.

For purposes of this Questionnaire, the term “Investments” includes the following: (a) securities of public companies;¹ (b) U.S. government securities, municipal securities or securities issued by a foreign government;² (c) securities of registered investment companies such as mutual funds (including money market funds) and publicly-traded closed-end funds; (d) securities of private investment companies that are exempt from the Investment Company Act under section 3(c)(1) or 3(c)(7) thereof;³ (e) cash and cash-equivalents⁴ held for investment purposes; (f) real estate held for investment purposes;⁵ (g) securities of non-public companies that have shareholders’ equity⁶ of at least \$50 million; (h) securities [Note all dollar amounts are in U.S. Dollars].

FOOTNOTES:

1. A “public company” is any company that (a) files reports under section 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended or (b) has a class of securities that are listed on a “designated offshore securities market” as such term is defined by Regulation S under the Securities Act of 1933, as amended. For example, a company whose equity securities are listed on a national securities exchange or traded on the Nasdaq Stock Market would be a “public company.”
2. A “U.S. government security” is any security issued or guaranteed as to principal or interest by the United States, or by a person controlled or supervised by and acting as an instrumentality of the Government of the United States pursuant to authority granted by the Congress of the United States; or any certificate of deposit for any of the foregoing. A “municipal security” is any security which is a direct obligation of, or obligation guaranteed as to principal or interest by, a U.S. state or any political subdivision thereof, or any agency or instrumentality of a U.S. state or any political subdivision thereof, or any municipal corporate instrumentality of one or more U.S. states. A “foreign government” is a foreign government, a department, agency, or instrumentality of a foreign government, or a company owned by a foreign government.
3. You may also include interests in companies that are (a) exempt from the Investment Company Act by section 3(c)(2), (3), (4), (5), (6), (8), or (9) of the Investment Company Act, (b) exempt from the Investment Company Act by rule 3a-6 or 3a-7 of the Investment Company Act, or (c) commodity pools.
4. Cash-equivalents include bank deposits, certificates of deposit, bankers acceptances, similar bank instruments held for investment purposes and the net cash surrender value of an insurance policy.
5. Real estate held for investment purposes excludes real estate used by you or your “related persons” (a spouse or former spouse, sibling, direct lineal descendant or ancestor by birth or adoption or a spouse of such descendant or ancestor): (a) for personal purposes, (b) as a place of business, or (c) in connection with the conduct of a trade or business (unless you are engaged primarily in the business of investing, trading or developing real estate and the real estate in question is part of such business). Residential real estate may be considered “held for investment” if deductions on the property are not disallowed by section 280A of the Code.
6. “Shareholders’ equity” should be the amount reflected as such on the relevant company’s most recent financial statements prepared in accordance with generally accepted accounting principles (which cannot be more than 16 months old) of other non-public companies that are not controlled by, under common control with, or controlling you;⁷ commodity futures contracts, options on such contracts and options on physical commodities traded on or subject to the rules of (i) a contract market designated under the Commodity Exchange Act and the rules thereunder or (ii) a non-U.S. board of trade or exchange as contemplated in the rules thereunder (collectively, “Commodity Interests”);⁸ (j) physical commodities as to which a Commodity Interest is traded on a market described in clause (i) above, including certain precious metals; (k) swaps and other financial contracts;⁹ and (l) if you are a private investment company described in clause (d) above or a commodity pool, amounts payable to you pursuant to a binding capital commitment. For purposes of this Questionnaire, investments should be valued based upon either their cost or their fair market value as of the most recent practicable date. The principal amount of any outstanding debt, including margin loans, incurred to acquire, or for the purpose of acquiring, an investment should be excluded.
7. For purposes of this Questionnaire, you are deemed to “control” a company if either (a) you are an officer or director of the company and you own directly or indirectly any voting securities of the company or (b) you own directly or indirectly more than 25% of the voting securities of the company.
8. Commodity Interests should be valued at their initial margin or option premium.
9. A “financial contract” is defined in section 3(c)(2) of the Investment Company Act as any arrangement that (a) takes the form of an individually negotiated contract, agreement or option to buy, sell, lend, swap or repurchase, or other similar individually negotiated transaction commonly entered into by participants in the financial markets, (b) is in respect of securities, commodities, currencies, interest or other rates, other measures of value, or any other financial or economic interest similar in purpose or function to any of the foregoing, and (c) is entered into in response to a request from a counterparty for a quotation, or is otherwise entered into and structured to accommodate the objectives of the counterparty to such arrangement.

FOR NATURAL PERSONS (INVESTING INDIVIDUALLY OR VIA A SELF MANAGED SUPERANNUATION FUND) ONLY:

you certify that you own¹⁰ Investments¹¹ worth in the aggregate \$5 million or more and that if such Investments are held in a superannuation fund, the Investments are directed by and held for your benefit.

FOR FAMILY COMPANIES¹² ONLY (*check only one box*):

you certify that you (a) are a Family Company that owns Investments worth in the aggregate \$5 million or more and (b) were not formed for the specific purpose of acquiring the Interest.

OR

if you are a Family Company that was formed for the specific purpose of acquiring an Interest, then you certify that each of your beneficial owners (a) was not formed for the specific purpose of investing in the Family Company and (b) either (i) owns Investments worth in the aggregate \$25 million or more or (ii) is a Family Company or natural person that owns Investments worth in the aggregate \$5 million or more. **If you checked this box, you must also make the Special Representations and Warranties on page 7 of this Attachment 1.**

FOR TRUSTS ONLY (*check only one box*):

you certify that (a) you either act for your own account or the accounts of others who are “qualified purchasers,” (b) you own and invest, on a discretionary basis, Investments worth in the aggregate \$25 million or more and (c) you were not formed for the specific purpose of acquiring an Interest.

OR

you certify that you (a) are a Family Company that owns Investments worth in the aggregate \$5 million or more and (b) were not formed for the specific purpose of acquiring an Interest.

OR

you certify that (a) you were not formed for the specific purpose of acquiring an Interest and (b) each of your trustees and each settlor or other person who has contributed assets to the trust either (i) owns Investments worth in the aggregate \$25 million or more or (ii) is a Family Company or natural person that owns Investments worth in the aggregate \$5 million or more.

OR

if you were formed for the specific purpose of acquiring an Interest, then you certify that each of your beneficial owners¹³ (a) was not formed for the specific purpose of investing in you and (b) either (i) owns Investments worth in the aggregate \$25 million or more or (ii) is a Family Company or natural person that owns Investments worth in the aggregate \$5 million or more. **If you checked this box, you must also make the Special Representations and Warranties on page 7 of this Attachment 1 in lieu of making the representations contained in clauses (a)(i) and (a)(ii) of Section 5.9.**

FOOTNOTES:

10. A natural person (*i.e.*, an individual) may include in the amount of such person’s investments any investment held jointly with such person’s spouse, or investments in which such person shares with such person’s spouse a community property or similar shared ownership interest. In determining whether spouses who are making a joint investment in the Fund are qualified purchasers, one may include in the amount of each spouse’s investments any investments owned by the other spouse (whether or not such investments are held jointly). One must deduct from the amount of any such investments any amounts of outstanding indebtedness incurred by either spouse to acquire such investments.
11. A natural person may also include in the amount of such person’s investments any investments held in an account the investments of which are directed by and held for the benefit of such person.
12. A “Family Company” is an entity that owns at least \$5 million in investments and that is owned directly or indirectly by or for two or more natural persons who are related as siblings or spouses (including former spouses), or direct lineal descendants by birth or adoption, spouses of such persons, the estates of such persons, or foundations, charitable organizations or trusts established by or for the benefit of such persons. One must deduct from the value of such Family Company’s investments the amount of any outstanding indebtedness incurred by an owner of such Family Company to acquire such investments.
13. In the case of a trust, both (a) the grantor and (b) all beneficiaries, including contingent beneficiaries, are considered to be “beneficial owners.”

FOR INSTITUTIONAL INVESTORS¹⁴ ONLY (check only one box):

you certify that (a) you either act for your own account or the accounts of others who are “qualified purchasers,” (b) you own and invest on a discretionary basis, Investments worth in the aggregate \$25 million or more and (c) you were not formed for the specific purpose of acquiring an Interest.

OR

if you were formed for the specific purpose of acquiring an Interest, then you certify that each of your beneficial owners (a) was not formed for the specific purpose of investing in you and (b) either (i) owns Investments worth in the aggregate \$25 million or more or (ii) is a Family Company or natural person that owns Investments worth in the aggregate \$5 million or more. **If you checked this box, you must also make the Special Representations and Warranties on page 7 of this Attachment 1 in lieu of making the representations contained in clauses (a)(i) and (a)(ii) of Section 5.9.**

OR

if you did not check either of the above boxes, then you certify that each of your beneficial owners (a) was not formed for the specific purpose of investing in you and (b) either (i) owns and invests on a discretionary basis Investments worth in the aggregate \$25 million or more or (ii) is a Family Company or natural person that owns Investments worth in the aggregate \$5 million or more. **If you checked this box, you must also make the Special Representations and Warranties on page 7 of this Attachment 1.**

FOR CHARITABLE CORPORATIONS¹⁵ ONLY (check only one box):

you certify that (a) you either act for your own account or the accounts of others who are “qualified purchasers,” (b) you own and invest on a discretionary basis, Investments worth in the aggregate \$25 million or more and (c) you were not formed for the specific purpose of acquiring an Interest.

OR

(a) you were not formed for the specific purpose of acquiring an interest in the Fund, (b) each person who has contributed assets to you are persons who are related as siblings or spouses (including former spouses), or direct lineal descendants by birth or adoption, spouses of such persons, the estates of such persons, or foundations, charitable organizations or trusts established by or for the benefit of such persons, and (c) you own Investments worth in the aggregate \$5 million or more. **If you checked this box, you must also make the Special Representations and Warranties on page 7 of this Attachment 1.**

OR

if you did not check either of the above boxes, then you certify that (a) you were not formed for the specific purpose of acquiring an interest in the Fund and (b) each person (i) authorized to make investment decisions on your behalf and (ii) who has contributed assets to you either (x) owns and invests on a discretionary basis Investments worth in the aggregate \$25 million or more or (y) is a Family Company or natural person that owns Investments worth in the aggregate \$5 million or more. **If you checked this box, you must also make the Special Representations and Warranties on page 7 of this Attachment 1.**

FOOTNOTES:

14. Institutional Investors include a corporation, a partnership, an association, a joint-stock company, a fund or any organized group of persons whether incorporated or not. In the case of an institutional investor that is a company (i.e., a corporation, limited partnership or limited liability company), for purposes of determining the amount of Investments owned, you may include Investments owned by majority-owned subsidiaries of the company, Investments owned by a company (“Parent Company”) of which the company is a majority-owned subsidiary, or by a majority-owned subsidiary of the company and other majority-owned subsidiaries of the Parent Company.
15. A “Charitable Corporation” is a non-stock corporation that is exempt from U.S. federal income taxes under section 501(c)(3) of the Code.

SPECIAL REPRESENTATIONS AND WARRANTIES

Instructions: Please do not make the following representations and warranties unless you have been directed to do so in this Questionnaire.

By your signature on this page you represent, warrant and covenant to the Fund and Spire that the Investor is sufficiently familiar with each such beneficial owner's regulatory status and/or asset ownership to make representations on each such beneficial owner's behalf, (2) that each of your beneficial owners (the total number of which is listed below your signature below) is (a) a "qualified purchaser," as such term is defined in section 2(a)(51) of the Investment Company Act, and (b) an "accredited investor," as such term is defined in rule 501 of Regulation D promulgated under the Securities Act, and (3) that the Fund may rely on the Investor's representations on behalf of each beneficial owner hereunder to the same extent as if each such person had completed the Subscription Agreement, the "Deed Poll" (to which this Questionnaire is attached) and the Attachments related thereto, including this Questionnaire. Furthermore, you represent, warrant and covenant to the Fund and Spire that without the consent of Spire, you will not (i) admit or consent to the admission of any new beneficial owner of you who is not a "qualified purchaser transferee" as defined in rule 3c-6(b) under the Investment Company Act or at the date of such admission a "qualified purchaser" as defined in section 2(a)(51) of the Investment Company Act nor (ii) consent to the transfer, directly or indirectly, by any beneficial owner of you of any portion of such beneficial owner's interest to any person who is not a "qualified purchaser transferee" as defined in rule 3c-6 under the Investment Company Act or at the date of such transfer a "qualified purchaser" as defined in section 2(a)(51) of the Investment Company Act.

ATTACHMENT 2

ACCREDITED INVESTOR

“Accredited investor” shall mean any person who comes within any of the following categories, or who the issuer reasonably believes comes within any of the following categories, at the time of the sale of the securities to that person:

- (1) Any bank as defined in section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to section 15 of the Exchange Act; any insurance company as defined in section 2(a)(13) of the Securities Act; any investment company registered under the Investment Company Act or a business development company as defined in section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the U.S. Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the U.S. Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;
- (2) Any private business development company as defined in section 202(a)(22) of the Advisers Act;
- (3) Any organization described in section 501(c)(3) of the Code, corporation, Massachusetts or similar business trust, partnership or limited liability company, in each case not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
- (4) Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;
- (5) Any natural person whose individual net worth, or joint net worth with that person’s spouse, exceeds \$1,000,000, excluding the value of the primary residence of such natural person and any indebtedness that is secured by the person’s primary residence, except for the amount of indebtedness that is secured by the person’s primary residence that exceeds, at the time of the sale of securities, (a) the estimated fair market value of the primary residence or (b) the amount of indebtedness outstanding 60 days before the sale of securities, other than as a result of the acquisition of the primary residence;
- (6) Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person’s spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- (7) Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in 17 C.F.R. §230.506(b)(2)(ii); and
- (8) Any entity in which all of the equity owners are accredited investors.