

INVESTOR SUITABILITY QUESTIONNAIRE¹
SAMPLE INC., A DELAWARE CORPORATION

To: Prospective purchasers of Shares of Common Stock (the “**Shares**”) offered by SAMPLE INC. (the “**Company**”).

The Purpose of this Questionnaire is to solicit certain information regarding your financial status to determine whether you are an “Accredited Investor,”² as defined under applicable federal and state securities laws³, and otherwise meet the suitability criteria established by the Company for purchasing Shares. ***This questionnaire is not an offer to sell securities.***

Your answers will be kept as confidential as possible. You agree, however, that this Questionnaire may be shown to such persons as the Company deems appropriate to determine your eligibility as an Accredited Investor or to ascertain your general suitability for investing in the Shares.

Please answer all questions completely and execute the signature page.

1. Name, Home Address, and Telephone Number:

Name

Address

Telephone (____) _____

2. Residence:

- a. If an individual, what is your primary place of residence?

- b. If not an individual:

- i. Where is your principal place of business?

- ii. Where are your executive headquarters?

- iii. If a partnership, in which state(s) does (do) each of your partners reside?

iv. If a corporation, what is your state of incorporation?

v. If a trust, in which state(s) does (do) each of the beneficiaries reside?

3. Business or Occupation (including title):

4. Educational Background (level, degrees completed):

5. Net Worth, Partners' Capital, or Total Assets (check one):⁴

- _____ Less than \$1,000,000
_____ \$1,000,000 - \$5,000,000
_____ \$5,000,000 or greater

6. *For individual or married persons only* – Gross income for each of the last two years (check one):⁵

- _____ Less than \$200,000
_____ \$200,000 - \$300,000
_____ \$300,000 or greater

Is this income combined with the income of your spouse?

Yes _____ No _____

Do you expect to reach the same level of income in the current year?

Yes _____ No _____

7. In connection to my investment activities, I use the services of the following attorney, accountant, or other advisor to assist me in analyzing investment opportunities:

- a. Name of advisor: _____
b. Position or Occupation: _____
c. Business Address: _____

8. Personal Information:

Age: _____
Marital Status: _____
Number of Dependents: _____

9. I am an “accredited investor” as defined in Rule 501(a) of Securities and Exchange Commission Regulation D. _____ (*Initials Here*)
10. I have adequate means to provide for my current needs, and possible contingencies, and have no need for liquidity in an investment with the Company. _____ (*Initials Here*)
11. I, together with my advisors, have specific knowledge and experience in related business and financial matters so as to be able to evaluate the relative economic and operational benefits and risks of an investment in the Company’s stock. _____ (*Initials Here*)
12. I hereby certify that I have answered the prior questions to the best of my knowledge and ability and that my answers are complete and accurate. _____ (*Initials Here*)

PROSPECTIVE INVESTOR:

/s/ _____
Signature

Date: _____, 2019

/s/ _____
Signature (of joint purchase if purchase is to be
made as joint tenants or as tenants in common)

NOTES

1. The purpose of an Investor Suitability Questionnaire is to prove that a prospective investor can be considered an “Accredited Investor” defined by Rule 501 of U.S. Securities and Exchange Commission Regulation D (Securities and Exchange Act of 1933). This classification allows the investor to participate in investments restricted to individuals or groups considered to be “financially sophisticated” and capable of absorbing potential losses that would typically be mitigated by a registered offering.

The purpose for offering stock to accredited investors is to raise capital for a company without the need to register the offerings with the SEC. Registered offerings require the disclosure of certain detailed information regarding the financial health and assets of a company, in order to provide prospective investors with adequate information to make investment decisions. By offering stock to accredited investors, a company may avoid having to disclose this information.

Under California law, companies or sellers offering stock without attempting to verify that purchasers are accredited investors can be held liable for criminal and civil penalties.

2. In the context of a natural person, an accredited investor is anyone who: 1) has earned income of more than Two Hundred Thousand Dollars (\$200,000.00) alone or Three Hundred Thousand Dollars (\$300,000.00) if combining income with a spouse for the past two years, and; 2) has a net worth of over One Million Dollars (\$1,000,000.00). In addition, other categories of accredited investors exist, relating to trusts or other financial entities.

See Rule 501(a) of the U.S. Securities and Exchange Commission Regulation D for the full definition of an accredited investor and the entities that can be considered under the classification.

3. California law does not apply any additional qualifications to the classification of an accredited investor, and uses the definition found in Section 2(a)(15) of the Securities Exchange Act of 1933 and the interpretation of the act by the SEC.

4. See Rule 501(a) of the U.S. Securities and Exchange Commission Regulation D for the capital and income requirements for being an accredited investor.

5. See Rule 501(a) of the U.S. Securities and Exchange Commission Regulation D for the capital and income requirements for being an accredited investor.