

## SAMPLE INVESTOR QUESTIONNAIRE INSTRUCTIONS

### Complete only the following applicable sections of the Questionnaire:

- Date, Name, Address, etc.—all Investors
- Section 1--Individual Accredited Investors
- Section 2--Entities which are Accredited Investors
- Section 3--Trusts which are Accredited Investors
- Sign the Questionnaire on page 5.

**Definition of “Accredited Investor.”** To be an “Accredited Investor” one of the following tests must be met:

#### Individual

An individual investor has an individual net worth, or joint net worth with his/her spouse greater than \$1,000,000. “Net worth” means the excess of total assets at fair market value over total liabilities. Or,

An individual investor has net income for each of the last two years in excess of \$200,000, and reasonably expects that his/her income for the current year will exceed \$200,000. Or,

An individual investor and his/her spouse together have joint income in each of the last two years in excess of \$300,000, and reasonably expect that the joint income for the current year will exceed \$300,000.

*If one of these tests is met for an individual investor, then complete only Section 1 of the Questionnaire.*

#### Entity

Total assets in excess of \$5,000,000. Or,

Certain other tests as set out in Section 2 of the Questionnaire.

*If this test is met for an entity investor, then complete only Section 2 of the Questionnaire.*

#### Trust

All of the following apply: (i) the Trust has total assets in excess of \$5,000,000, (ii) the Trust was not formed for the specific purpose of acquiring the Notes pursuant to the Offering, and (iii) the Trust is directed by a trustee who either alone or with the trustee’s advisors has such knowledge and experience in financial and business matters that the trustee is capable of evaluating the merits and risks of the proposed investment. Or,

All of the following apply: (i) the Trust is a revocable trust that may be amended or revoked at any time by the grantor, and (ii) the grantor is an accredited investor. Or,

All of the following apply: (i) the trustee of the Trust is a bank, savings and loan, or similar institution, and (ii) the investment is being made by the trustee in a fiduciary capacity.

*If one of these tests is met for a trust investor, then complete only Section 3 of the Questionnaire (and Section 1 for revocable trusts). If a Trust does not meet one of these tests, please contact the Company. The Company may request additional information regarding a trust investor.*

## INVESTOR QUESTIONNAIRE

This Investor Questionnaire (the "Questionnaire") is furnished to Sample, Inc., a Delaware corporation (the "Company"), by the prospective investor identified below (the "Investor") pursuant to the offering (the "Offering") of a Series Z Preferred Stock ("Stock") pursuant to its Offering pursuant to the Series Z Preferred Stock Purchase Agreement between the Company and the entity making an investment in the Company of which Investor is a member (the "Offering Investment Documents") dated o/a June 29, 2016.

**Date.** \_\_\_\_\_

**Investor.**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_

Email address: \_\_\_\_\_

May the Company contact you via email: \_\_\_\_ Yes \_\_\_\_ No

Social Security or EIN No.: \_\_\_\_\_

Social Security No. of Joint Owner: \_\_\_\_\_

State of organization  
(if corporation, partnership or other entity): \_\_\_\_\_

**Complete Section 1 if Investor is an accredited individual or Section 2 if Investor is an entity or Section 3 if Investor is a trust. If the Investor is a revocable trust which the grantor may amend or revoke at any time, Section 1 and not Section 3 should be completed.**

1. **Accredited Individual Investors.** To be completed only by individuals who are accredited investors. Not to be completed by entities which are accredited investors. ("Individual" includes a revocable trust which the grantor may amend or revoke at any time.)

A. Marital status: \_\_\_\_\_  
Name of spouse, if applicable: \_\_\_\_\_

B. State of legal residence: \_\_\_\_\_  
Spouse's state of legal residence: \_\_\_\_\_

C. Is your individual net worth, or joint net worth with your spouse greater than \$1,000,000?  
For purposes of this Questionnaire, "individual net worth" means the excess of total assets at fair market value over total liabilities.

Yes \_\_\_\_ No \_\_\_\_

D. Has your individual net income for each of the last two years been in excess of \$200,000, and do you reasonably expect that your income for the current year will exceed \$200,000?

Yes \_\_\_\_\_ No \_\_\_\_\_

E. If you have a spouse, has the joint income of you and your spouse in each of the last two years been in excess of \$300,000, and do you reasonably expect that the joint income of you and your spouse for the current year will exceed \$300,000?

Yes \_\_\_\_\_ No \_\_\_\_\_

F. Date of Birth: \_\_\_\_\_  
Spouse's Date of Birth (if applicable): \_\_\_\_\_

G. Occupation:  
Firm name: \_\_\_\_\_  
Address: \_\_\_\_\_

Position/title: \_\_\_\_\_  
Length of time in position: \_\_\_\_\_  
Prior positions if current position held for less than five years: \_\_\_\_\_  
\_\_\_\_\_

Spouse's Occupation (if applicable):  
Firm name: \_\_\_\_\_  
Address: \_\_\_\_\_

Position/title: \_\_\_\_\_  
Length of time in position: \_\_\_\_\_  
Prior positions if current position held for less than five years: \_\_\_\_\_  
\_\_\_\_\_

H. Business or profession education, including degrees received, if any: \_\_\_\_\_  
\_\_\_\_\_

Spouse's business or profession education, including degrees received, if any: \_\_\_\_\_  
\_\_\_\_\_

I. Type of ownership:  
\_\_\_ Individual  
\_\_\_ Joint Tenants With Right of Survivorship (Both parties must sign)  
\_\_\_ Tenants in Common (All parties must sign)  
\_\_\_ Community Property (One signature required if interest held in one name, i.e., managing spouse, two signatures required if interest held in both names)

2. **Accredited Entity Investors.** To be completed only by entity investors other than trusts. Not to be completed by individual investors.

A. Is the Investor a private organization described in § 501(c)(3) of the Internal Revenue Code (the "Code"), a corporation, a Massachusetts or similar business trust, or a

partnership, not formed for the specific purpose of acquiring the Notes pursuant to the Offering, with total assets in excess of \$5,000,000?

Yes \_\_\_\_\_ No \_\_\_\_\_

- B. Is the Investor a national bank subject to supervision by the Comptroller of the Currency, Administrator of National Banks?

Yes \_\_\_\_\_ No \_\_\_\_\_

- C. Is the Investor a bank organized under the laws of any state, territory or the District of Columbia and subject to supervision by any state or territorial banking commission or similar official?

Yes \_\_\_\_\_ No \_\_\_\_\_

- D. Is the Investor a savings and loan association, building and loan association, a cooperative bank or homestead association supervised and examined by state and federal authority having supervision over such institutions?

Yes \_\_\_\_\_ No \_\_\_\_\_

- E. Is the Investor a broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended?

Yes \_\_\_\_\_ No \_\_\_\_\_

- F. Is the Investor an insurance company whose primary and predominant business activity is the writing of insurance or the reinsuring of risks underwritten by insurance companies, and subject to supervision by the insurance commissioner or a similar official or agency, of a state or territory or the District of Columbia; or any receiver or similar official or any liquidating agent for your company in his capacity as such?

Yes \_\_\_\_\_ No \_\_\_\_\_

- G. Is the Investor an investment company registered under the Investment Company Act of 1940 (the "1940 Act")?

Yes \_\_\_\_\_ No \_\_\_\_\_

- H. Is the Investor a business development company (a "BDC") which is a closed-end company organized under the laws of and having its principal place of business in any state or states operated for the purpose of making investments in securities described in § 55(a)(1) through (3) of the 1940 Act, making available significant managerial assistance with respect to the issuers of such securities, provided that the BDC makes available such significant managerial assistance only with respect to issuers which are treated by the BDC as satisfying the 70% of the value of its total assets condition of § 55 of the 1940 Act and has elected pursuant to § 54(a) of the 1940 Act to be subject to the provisions of §§ 55 through 65 of the 1940 Act?

Yes \_\_\_\_\_ No \_\_\_\_\_

I. Is the Investor a Small Business Investment Company (an “SBIC”) licensed by the Small Business Administration of the United States (the “SBA”) under either § 301(c) or § 301(d) of the Small Business Act of 1958?

Yes \_\_\_\_\_ No \_\_\_\_\_

J. Is the Investor a 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 which has total assets in excess of \$5,000,000?

Yes \_\_\_\_\_ No \_\_\_\_\_

K. Is the Investor an employee benefit plan (an “EBP”) within the meaning of Title I of the Employee Retirement Income Security Act 1974 (“ERISA”)?

Yes \_\_\_\_\_ No \_\_\_\_\_

If “yes”:

Is the decision to make this investment made by a plan fiduciary as defined in § 3(21) of ERISA which is a bank, insurance company or registered investment advisor?

Yes \_\_\_\_\_ No \_\_\_\_\_

Or, does the EBP have total assets in excess of \$5,000,000?

Yes \_\_\_\_\_ No \_\_\_\_\_

Or, is the EBP a self directed plan with investment decisions made solely by persons that are Accredited Investors?

Yes \_\_\_\_\_ No \_\_\_\_\_

L. Is the Investor a private business development company (a “PBDC”) as defined in § 202(a)(22) of the Investment Advisors Act of 1940?

Yes \_\_\_\_\_ No \_\_\_\_\_

M. Is the Investor a trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Notes pursuant to the Offering and is the purchase of the Notes by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D?

Yes \_\_\_\_\_ No \_\_\_\_\_

N. Is the Investor an entity in which all of the entity owners are Accredited Investors?

Yes \_\_\_\_\_ No \_\_\_\_\_

3. **Trusts.** To be completed only by trusts. Not to be completed by individual investors or entity investors.

A. Do all of the following apply: (i) the Trust has “total assets” in excess of \$5,000,000, (ii) the Trust was not formed for the specific purpose of acquiring the Notes pursuant to the Offering, and (iii) the Trust is directed by a trustee who either alone or with the trustee’s advisors has such knowledge and experience in financial and business matters that the trustee is capable of evaluating the merits and risks of the proposed investment?

Yes \_\_\_\_\_ No \_\_\_\_\_

B. Do all of the following apply: (i) the Trust is a revocable trust that may be amended or revoked at any time by the grantor, and (ii) the grantor is an accredited investor? If “yes” is checked, Section 1 above should also be completed with respect to the grantor.

Yes \_\_\_\_\_ No \_\_\_\_\_

C. Do all of the following apply: (i) the trustee of the Trust is a bank, savings and loan, or similar institution, and (ii) the investment is being made by the trustee in a fiduciary capacity?

Yes \_\_\_\_\_ No \_\_\_\_\_

**General.**

I represent to you that (a) the information contained herein is complete and accurate and may be relied upon by you and (b) I will notify you immediately of any material adverse change in any of such information occurring prior to the acceptance of my subscription.

Investor agrees to provide such documentation confirming Investor’s answers to this Questionnaire as reasonably requested by Company and its counsel.

The information provided by Investor in this Questionnaire and any documents accompanying it is confidential and will not be reviewed by anyone other than the Company and its counsel; provided, however, that this Questionnaire may be shown to agents or officials of the Securities and Exchange Commission or any state securities regulatory agency upon their request. In addition, Investor agrees that this information may also be produced in courts of law if considered evidentiary by the Company or otherwise required.

Investor acknowledges and agrees that the information provided by Investor in this Questionnaire and any documents accompanying it will be relied upon by the Company in determining, among other things, whether there are reasonable grounds to believe that Investor qualifies as an “Accredited Investor” as that term is defined in Rule 501(a) of Regulation D (17 CFR § 230.501(a)) or is otherwise qualified to invest. Investor hereby certifies that the information contained herein and the documents that Investor has submitted to the Company to verify such information are true, accurate and complete to the best of Investor’s knowledge. Investor further agrees to notify the Company forthwith of any changes in the information contained herein.

**INVESTOR**

**JOINT INVESTOR**

(If applicable)

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_