

## INVESTOR CERTIFICATE

### Financial Markets Conduct Act 2013

This form relates to an offer by [●] Limited to issue shares (**Financial Products**), (**Offer**). It must be completed by an investor wishing to subscribe for the Financial Products under an exemption contained in Schedule 1 to the Financial Markets Conduct Act 2013 (**FMCA**).

#### Wholesale Investor Warning Statement

The law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors make an informed decision.

If you are a wholesale investor, the usual rules do not apply to offers of financial products made to you. As a result, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for these investments.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

It is an offence to give a certificate knowing that it is false or misleading in a material particular. The offence has a penalty of a fine not exceeding \$50,000.

#### ACKNOWLEDGEMENT

You acknowledge that by electing one or more options below and signing this certificate, you understand the consequences of certifying yourself to be a wholesale investor, including that:

- you will be treated as a wholesale investor under the FMCA;
- certain disclosures under the FMCA will not need to be made to you in relation to the Financial Products; and
- you will have access to fewer legal protections than if you had not certified yourself as a wholesale investor.

**PLEASE SELECT THE OPTION WHICH APPLIES TO YOU BELOW** (if you fall into more than one category, please **select all that apply**):

#### OPTION 1 - Investment Activity

In electing this option, the Investor hereby certifies that the Investor is a wholesale investor within the meaning of clause 3(2)(b) or 36(b) (as the case may be) of Schedule 1 to the FMCA due to meeting the investment activity criteria specified in clause 38 of Schedule 1 to the FMCA, on the grounds that one of the following paragraphs applies to the Investor:

- the Investor owns, or at any time during the 2-year period before the relevant time has owned, a portfolio of specified financial products of a value of at least \$1 million (in aggregate); or
- the Investor has, during the 2-year period before the relevant time, carried out 1 or more transactions to acquire specified financial products where the amount payable under those transactions (in aggregate) is at least \$1 million and the other parties to the transactions are not associated persons of the Investor; or
- the Investor is an individual who has, within the last 10 years before the relevant time, been employed or engaged in an investment business and has, for at least 2 years during that 10-year period, participated to a material extent in the investment decisions made by the investment business.

**OPTION 2 - Investment Business**

In electing this option, the Investor hereby certifies that the Investor is a wholesale investor within the meaning of clause 3(2)(b) or 36(b) (as the case may be) of Schedule 1 to the FMCA due to being an investment business as specified in clause 37 of Schedule 1 to the FMCA, on the grounds that one or more of the principal activities of the Investor is set out below:

- investing in financial products;
- acting as an underwriter;
- providing a financial adviser service (within the meaning of section 9 of the Financial Advisers Act 2008) in relation to financial products;
- providing a broking service (within the meaning of section 77B of the Financial Advisers Act 2008) in relation to financial products; or
- trading in financial products on behalf of other persons.

**OPTION 3 - Large Investor**

In electing this option, the Investor hereby certifies that the Investor is a wholesale investor within the meaning of clause 3(2)(c) or 36(b)(iii) (as the case may be) of Schedule 1 to the FMCA due to being a “large” investor as specified in clause 39 of Schedule 1 to the FMCA, on the grounds that one or more of the following paragraphs applies to the Investor:

- as at the last day of each of the 2 most recently completed financial years of the person before the date of this certificate, the net assets of the Investor and the entities controlled by the Investor exceeded \$5 million; or
- in each of the 2 most recently completed financial years of the person before the date of this certificate, the total consolidated turnover of the Investor and the entities controlled by the Investor exceeded \$5 million.

**OPTION 4 - Eligible Investor \***

In electing this option and in respect of the offer of the Financial Products described in this agreement (**Transaction**) the Investor hereby certifies that the Investor is an eligible investor within the meaning of clauses 3(3)(a) and 41 of Schedule 1 to the FMCA on the grounds that the Investor has previous experience in acquiring or disposing of financial products that allows the Investor to assess:

- the merits of the Transaction or class of Transactions (including assessing the value and the risks of the financial products involved);
- the Investor’s own information needs in relation to the Transaction or those Transactions; and
- the adequacy of the information provided by any person involved in the Transaction or those Transactions.

**\* Further documentation is required if you elect this option. Please complete the form in Schedule 1 and have the certification in the Appendix completed by an authorised financial adviser, chartered accountant or lawyer.**

**OPTION 5 - Government Agency**

In electing this option, the Investor hereby certifies that the Investor is a government agency within the meaning of clauses 3(2)(d) or 40 of Schedule 1 to the FMCA on the grounds that one or more of the following paragraphs applies to the Investor:

- a government department named in Schedule 1 of the State Sector Act 1988;
- a crown entity as defined in section 7 of the Crown Entities Act 2004;
- a local authority as defined in section 5(1) of the Local Government Act 2002;
- a state enterprise as defined in section 2 of the State-Owned Enterprises Act 1986;
- the Reserve Bank of New Zealand; or

the Board of Trustees of the National Provident Fund continued under the National Provident Fund Restructuring Act (and a company appointed under clause 3(1)(b) of Schedule 4 of that Act).

<b>Signature:</b>	
<b>Name of Investor:</b>	
<b>Position (if applicable):</b>	
<b>Date:</b>	

## SCHEDULE 1 - ELIGIBLE INVESTOR CERTIFICATION

This form relates to offers of financial products (**Financial Products and Offers**). It must be completed by an investor wishing to subscribe for the Financial Products as an eligible investor under clause 3(3)(a) of Schedule 1 to the Financial Markets Conduct Act 2013 (**FMCA**) and the certification must be confirmed by an authorised financial adviser, a chartered accountant or a lawyer.

For your application under an Offer to be accepted you must provide the completed certificate below together with the confirmation **attached** in the appendix (signed by an authorised financial adviser, chartered accountant or lawyer) prior to acceptance.

### ELIGIBLE INVESTOR CERTIFICATE

(Clause 41 of Schedule 1 of the Financial Markets Conduct Act 2013)

#### WARNING

The law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors make an informed decision.

If you give this certificate, the usual rules do not apply to offers of financial products made to you. As a result, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for those investments.

Make sure you understand these consequences.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

#### Offence

It is an offence to give a certificate knowing that it is false or misleading in a material particular. The offence has a penalty of a fine not exceeding \$50,000.

I, [redacted] (name of investor), hereby certify that:

- 1 As a result of having previous experience in acquiring or disposing of financial products, I am able to assess:
  - 1.1 the merits of Offers of Financial Products (including assessing the value and the risks of the Financial Products involved); and
  - 1.2 my own information needs in relation to an Offer; and
  - 1.3 the adequacy of the information provided by any person involved in an Offer.
- 2 I understand the consequences of certifying the matters set out in paragraph 1 above.

The grounds on which I make the certification in paragraph 1 above are:

- "[set out grounds]"

I also confirm that I understand that:

- 3 the usual legal rules that require information to be given to investors for offers of financial products do not apply to an Offer made to me;
- 4 I may not receive a complete and balanced set of information about this investment;
- 5 I have fewer legal protections for this investment;
- 6 this investment is not suitable for retail investors; and

7 I have been advised to ask questions, read all documents carefully and seek independent financial advice.

**Signed** \_\_\_\_\_

**Name** \_\_\_\_\_

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

**APPENDIX - THIRD PARTY CONFIRMATION**

(Clause 43 of Schedule 1 to the Financial Markets Conduct Act 2013)

The following form must be completed by **an authorised financial adviser, a chartered accountant or a lawyer**.

I, \_\_\_\_\_ (name of authorised financial adviser, chartered accountant or lawyer), hereby confirm that:

- 1 I am a "[chartered accountant OR lawyer OR authorised financial adviser]"; and
- 2 I have reviewed "[name of Investor]" 's eligible investor certification (**certification**), a copy of which is **attached** to this confirmation; and
- 3 I have considered the grounds set out in the certification on which "[name of Investor]" believes that as a result of having previous experience in acquiring or disposing of financial products, "[name of Investor]" is able to assess:
  - 3.1 the merits of an Offer (including assessing the value and the risks of the financial products involved);
  - 3.2 "[name of Investor]" 's information needs in relation to an Offer; and
  - 3.3 the adequacy of the information provided by any person involved in an Offer.

Having considered those matters, I certify that:

- 1 I am satisfied that "[name of Investor]" has been sufficiently advised of the consequences of the certification made; and
- 2 I have no reason to believe that the certification is incorrect or that further information or investigation is required as to whether or not the certification is correct.

**Signed** \_\_\_\_\_

**Name** \_\_\_\_\_

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