

CERTIFICATE A

Wholesale Investor Certificate

Financial Markets Conduct Act 2013 (FMCA)
Safe Harbour Certificate (cl 44, Sch 1)

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 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.

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.

Acknowledgement

By completing this certificate, you certify that you understand the consequences of certifying yourself to be a *wholesale investor*, including (without limitation) that:

- you will be treated as a *wholesale investor* for the purposes of the FMCA; and
- disclosure under the FMCA will not need to be made to you in relation to any *financial products* (as defined in the FMCA) you acquire and you may not have access to all of the legal protections which would apply if you did not certify yourself as a wholesale investor.

Certification

You certify that you are a *wholesale investor*, as defined in clause 3(2) of Schedule 1 of the FMCA on the basis that (please tick the relevant boxes):

Investment Business

You are a *wholesale investor* by reason of being an *investment business*, as defined in clause 37 of Schedule 1 of the FMCA on the grounds that (tick where applicable):

- Your principle business consists of 1 or more of the following:
 - 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.
- you are a registered bank (as defined in section 6(1) of the FMCA);
- you are a *NBDT* (as defined in section 5 of the Non-bank Deposit Takers Act 2013);
- you are a licensed insurer (as defined in section 6(1) of the Insurance (Prudential Supervision) Act 2010);
- you are a *manager* of a *registered scheme* (as defined in the Act), or a *discretionary investment management service* (as defined in the Act), that holds a market services licence issued under Part 6 of the FMCA;
- you are a derivatives issuer (as defined in the Act) that holds a market services licence issued under Part 6 of the FMCA; or
- you are a *QFE* or an *authorised financial adviser* (as defined in the Financial Advisers Act 2008).

Investment Activity Criteria

You are a *wholesale investor* by reasons of satisfying the *investment activity criteria* set out in clause 38 of Schedule 1 of the FMCA on the grounds that you (tick where applicable):

- own, or at any time during the two year period ending on the date of this certificate, have owned, a portfolio of *specified financial products*¹ of a value of at least \$1 million (in aggregate);
- have, during the two year period ending on the date of this certificate, carried out one 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
- are an individual who has, within the last 10 years before the date of this certificate, 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.

Large Investors

You are a *wholesale investor* because you are *large* (as defined in clause 39 of the Schedule 1 of the Act) on the grounds that (tick where applicable):

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

Government Agency

You are a *wholesale investor* by reasons of being a *government agency* (as defined in clause 40 of the Schedule 1 of the Act) on the grounds of being (tick where applicable):

- a government department named in Schedule 1 of the State Sector Act 1988;
- a Crown entity under section 7 of the Crown Entities Act 2004;
- a local authority;
- a State enterprise (within the meaning of section 2 of the State-Owned Enterprises Act 1986);
- the Reserve Bank; or
- the Board of Trustees of the National Provident Fund continued under the National Provident Fund Restructuring Act 1990 (and a company appointed under clause 3(1)(b) of Schedule 4 of that Act).

Signed:

Signature of Investor/authorised signatory (as applicable)

Name and title of authorised signatory (if applicable)

Signature of Investor/authorised signatory (as applicable)

Name and title of authorised signatory (if applicable)

Name of Investor

Date

This Wholesale Investor Certificate is effective for two years from the date of signing

¹ In this context, *specified financial products* is defined in clause 38(4) of Schedule 1 of the FMCA as being *financial products* other than category 2 products (e.g. bank term deposits or a call debt security – see section 5 of the Financial Advisers Act 2008), interest in a retirement scheme, or *financial products* issued by an *associated person*.