

Wholesale Investor Certificate

Southern Cross Finance Limited (SCFL)



*A new Wholesale Investor Certificate is required every 2 years

Offeror: The Southern Cross Group (including SCFL, Southern Cross Partners Ltd, Loan Investment Trustees Ltd and Southern Cross Property Holdings Ltd)

Investor: The undersigned person
Financial Products: An offer to invest in loans.

| | |
|------------------------------------|--|
| Wholesale Investor name(s): | |
|------------------------------------|--|

Please read the following options carefully:

- Tick **one** box
- Complete the **associated form(s)** in bold.

I/We confirm that I am/we are:

| |
|---|
| <input type="checkbox"/> a “wholesale investor” as that term is defined in clause 3 of schedule 1 of the Financial Markets Conduct Act 2013 (FMCA) because I/we: <ul style="list-style-type: none">• am/are an investment business;• meet the investment activity criteria;• am/are “large investor”; or• are a government agency. <p>Form 1: Wholesale Investor (Safe Harbour) Certificate</p> |
| <input type="checkbox"/> an “eligible investor” as that term is defined in clause 3 and clause 41 of schedule 1 of the FMCA. <p>Form 2: Eligible Investor Certification AND Form 3: Confirmation of Eligible Investor Certificate</p> |
| <input type="checkbox"/> another category of qualifying investor under schedule 1 of the FMCA. <p>Form 4: Please contact SCFL and complete the Investor Confirmation</p> |

If you are unsure what (if any) investor type category is applicable to you, or if none of them is applicable, please contact SCFL for further assistance and/or information.

Form 1: Wholesale Investor (Safe Harbour) Certificate

Certifying that the investor is an investment business / meets the investment activity criteria / is a large investor or a government agency.

Under clause 44 of Schedule 1 of the Financial Markets Conduct Act 2013 (FMCA)

| | |
|--|--|
| Investor name(s): | |
| Investor(s) residential address or (if a body corporate or agency) registered office: | |

| | |
|---|---|
| This certificate is given to you and may be relied on by | The Southern Cross Group (including Southern Cross Finance Ltd (SCFL), Southern Cross Partners Ltd, Loan Investment Trustees Ltd and Southern Cross Property Holdings Ltd) |
|---|---|

Warning statement under regulation 48 of Schedule 8 of the Financial Markets Conduct Regulations 2014

WARNING

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

If you are a wholesale investor, the usual rules do not apply to offers to provide these services 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.

CERTIFICATION

➤ **Certification by natural person(s)**

I/we hereby certify that I am/we are a wholesale investor within the meaning of clause 3(2) of Schedule 1 of the FMCA by virtue of being in the category or categories I/we have selected in the following table.

OR

➤ **Certification on behalf of a body corporate, partnership, or trust**

I, being the director, partner or trustee (or person of equivalent position) named below of the above named investor hereby certify on its behalf that it is a wholesale investor within the meaning of clause 3(2) of Schedule 1 of the FMCA by virtue of being in the category or categories I/we have selected in the following table.

| Investor Type* | Choose all/any that apply ✓ | Eligibility Test |
|--|--------------------------------|--|
| Investment business | | <p>An entity whose principal business consists of 1 or more of the following:</p> <ul style="list-style-type: none"> (i) Investing in financial products (ii) Acting as an underwriter (iii) Providing a financial advice service (iv) Providing a client money or property service; (v) Trading in financial products on behalf of other persons <p><i>Note: excludes an entity established or acquired for the purposes of receiving offers under this category</i></p> |
| | | Registered bank |
| | | Non-bank deposit taker |
| | | Licensed insurer |
| | | Licensed manager of a registered managed investment scheme or discretionary investment management service |
| | | Licensed derivatives issuer |
| Investor who meets the investment activity criteria | | Person who owns or at any time during the 2-year period before the date of this certificate has owned, specified financial products* with a value of at least NZ\$1,000,000 (in aggregate) |
| | | Person who has, during the 2-year period before the date of this certificate, carried out 1 or more transactions to acquire specified financial products* where the amount payable under those transactions (in aggregate) is at least NZ\$1,000,000 and the other parties to the transaction are not associated persons* |
| | | Person who is an individual who has been employed or engaged in an investment business (as defined above) within the last 10 years before the date of this certificate and has for at least 2 years during that 10-year period, participated to a material extent in investment decisions made by the investment business |
| Large investor | | Person with net assets (including net assets of controlled entities which exceeded NZ\$5,000,000 as at the last day of each of the two most recently completed financial years immediately before the date of this certificate |
| | | Person with total consolidated turnover (including turnover of controlled entities) which exceeded NZ\$5,000,000 in each of the two most recently completed financial years immediately before the date of this certificate |
| Government agency | | <p>Any of the following:</p> <ul style="list-style-type: none"> (i) Public service agency as defined in section 5 of the Public Service Act 2020; (ii) Crown entity under section 7 of the Crown Entities Act 2004; (iii) Local authority; (iv) State enterprise; (v) Reserve Bank; or (vi) Board of trustees of the National Provident Fund. |

ACKNOWLEDGMENTS AND UNDERTAKINGS

I/we/the body corporate, partnership or trust (as applicable) understand(s) the consequences of certifying myself/ourselves or itself to be a wholesale investor. These consequences may include, but are not limited to:

- not receiving all of the information typically contained within financial product disclosure documents, where such documents are intended to facilitate informed decision making by, and ensure that material matters are disclosed to, investors;
- offers not being subject to the same legal criteria as regulated offers made to retail investors (such as disclosure of information, governance arrangements, marketing);
- financial products being potentially of higher risk, volatility and illiquidity;
- lack of ability to submit a claim to an external dispute resolution scheme in regard to offers made to wholesale investors;
- potentially less oversight by regulatory bodies such as the Financial Markets Authority; and
- potential fines as outlined above for false or misleading statements in the certificate.

I/we/the body corporate, partnership, or trust (as applicable) claim(s) that the wholesale investor criteria are met on the following grounds **(Note: Specify below the experience you have to meet the eligibility criteria you have indicated):**

I/we/the body corporate, partnership, or trust (as applicable) undertake(s) to notify SCFL if I/we/the body corporate, partnership, or trust (as applicable) no longer meet(s) the above specified wholesale investor criteria.

I/we/the body corporate, partnership, or trust (as applicable) undertake(s) to provide SCFL, if at any time required by SCFL, additional evidence as reasonably required to confirm the wholesale investor status.

If this certificate has been given on behalf of a body corporate, partnership or trust, I, as a director, partner or trustee (or person of equivalent position) of that body corporate, partnership or trust undertake that I have been duly authorised by that body corporate, partnership or trust to give this certificate on its behalf.

| | | | |
|---|------------|---|------------|
| Signatures | | | |
| <hr/> Signature | <hr/> Date | <hr/> Signature | <hr/> Date |
| <hr/> Print name of signatory | | <hr/> Print name of signatory | |
| <hr/> Name of body corporate, partnership, or trust (if applicable) | | <hr/> Name of body corporate, partnership, or trust (if applicable) | |

Form 2: Eligible Investor Certificate

Under clause 41 of Schedule 1 of the Financial Markets Conduct Act 2013 (FMCA)

| | |
|---|--|
| Investor name(s): | |
| Investor residential address or (if a body corporate) registered office: | |

| | |
|--|--|
| This certificate is given to and may be relied on by: | The Southern Cross Group (including Southern Cross Finance Ltd (SCFL), Southern Cross Partners Ltd, Loan Investment Trustees Ltd and Southern Cross Property Holdings Ltd) |
|--|--|

Warning statement under regulation 47 of Schedule 8 of the Financial Markets Conduct Regulations 2014

WARNING

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

If you give this certificate, the usual rules do not apply to offers to provide these services 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.

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.

CERTIFICATION

➤ **Certification by natural person(s)**

I/we, hereby certify that I am/we are an eligible investor within the meaning of clause 3(3)(a) of Schedule 1 of the FMCA by virtue of being a person with previous experience in acquiring or disposing of financial products, that allows me/us to assess in relation to the transaction:

- (i) the merits of the transaction including assessing the value and the risks of the products; and
- (ii) my/our own information needs in relation to the transaction; and
- (iii) the adequacy of the information provided by any person involved in the transaction.

OR

➤ **Certification on behalf of a body corporate, partnership, or trust**

I, being the director, partner or trustee (or person of equivalent position) named below of the above named investor hereby certify on its behalf that it is an eligible investor within the meaning of clause 3(3)(a) of Schedule 1 of the FMCA by virtue of being a person of the kind set out above.

ACKNOWLEDGMENTS AND UNDERTAKINGS

I/we/the body corporate, partnership, or trust (as applicable) understand(s) the consequences of certifying myself/ourselves/itself to be an eligible investor. These consequences may include, but are not limited to:

- not receiving all of the information typically contained within financial product offer documents, where such documents are intended to facilitate informed decision making by, and ensure that material matters are disclosed to, investors;
- offers not being subject to the same legal criteria as regulated offers made to retail investors (such as disclosure of information, governance arrangements, marketing).
- financial products being potentially of higher risk, volatility and illiquidity;
- lack of ability to submit a claim to an external dispute resolution scheme in regard to offers made to wholesale investors;
- potentially less oversight by regulatory bodies such as the Financial Markets Authority; and
- potential fines as outlined above for false or misleading statements in the certificate.

I/we/the body corporate, partnership or trust (as applicable) claim(s) that the eligible investor criteria are met on the following grounds (*note: specify why you consider you meet the criteria above by demonstrating a connection between your prior relevant experience in acquiring or disposing of financial products, and this investment. Please be as specific as possible*):

I/we/the body corporate, partnership, or trust (as applicable) undertake(s) to notify SCFL if I/we/the body corporate, partnership, or trust (as applicable) no longer meet the above specified eligible investor criteria.

I/we/the body corporate, partnership, or trust (as applicable) undertake(s) to provide SCFL, if at any time required by SCFL, additional evidence as reasonably required to confirm the eligible investor status.

If this certificate has been given on behalf of a body corporate, partnership or trust, I, as a director (or person of equivalent position) of that body corporate, partnership or trust undertake that I have been duly authorised by that body corporate, partnership or trust to give this certificate on its behalf.

Signatures

| | | | |
|---|------|---|------|
| Signature | Date | Signature | Date |
| Print name of signatory | | Print name of signatory | |
| Name of body corporate, partnership, or trust (if applicable) | | Name of body corporate, partnership, or trust (if applicable) | |

Please also complete and obtain the confirmation set out on the next page (Form 3)

Form 3: Confirmation from Financial Adviser, Qualified Statutory Accountant or Lawyer of Eligible Investor Certification

Under clause 43 of Schedule 1 of the Financial Markets Conduct Act 2013 (FMCA)

DATED:

| | |
|-----------------------------|---|
| To: | The Southern Cross Group (including Southern Cross Finance Ltd (SCFL), Southern Cross Partners Ltd, Loan Investment Trustees Ltd and Southern Cross Property Holdings Ltd) |
| Class of transaction | An offer to invest in loans (debt securities for the purposes of the FMCA) (Offer). |

I confirm that I am:

| Enter applicable categories | ✓ | for | Occupation |
|-----------------------------|--------------------------|-----|----------------------------------|
| | <input type="checkbox"/> | | a financial adviser |
| | <input type="checkbox"/> | | a qualified statutory accountant |
| | <input type="checkbox"/> | | a lawyer |

I hereby confirm the certification of (Investor) that the Investor is an eligible investor pursuant to clause 41 of Schedule 1 of the FMCA (Certification).

I have reviewed the Investor's eligible investor certification (Certification), a copy of which is attached to this confirmation.

I have considered the grounds set out in the Certification on which the Investor believes that as a result of having previous experience in acquiring or disposing of financial products, the Investor is able to assess:

- The merits of an Offer (including assessing the value and the risks of the financial products involved); and
- The Investor's information needs in relation to an Offer; and
- The adequacy of the information provided by any person involved in the Offer.

I confirm that I have considered the Investor's grounds for the Certification and:

- (i) I am satisfied that the Investor has been sufficiently advised of the consequences of the Certification; and
- (ii) 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.

I confirm that I am able to give this certificate and am not conflicted in accordance with clause 42 of Schedule 1 of the FMCA (and as set out in the notes)

| |
|-------------------|
| _____ |
| Signature |
| _____ |
| Print name |
| _____ |
| Organisation name |

Notes

This confirmation **cannot be** given by:

- (i) a financial adviser, qualified statutory accountant, or lawyer who is an associated person of the Company, offeror, or other relevant person (each as defined in the FMCA to the extent applicable); or
- (ii) a financial adviser or qualified statutory accountant who had, within the 2 years immediately before the issue of the products (as described in the Certification), provided professional services to SCFL, offeror, or other relevant person, or a related body corporate of SCFL, offeror, or relevant person (each as defined in the FMCA to the extent applicable).

This confirmation can be given by a financial adviser, qualified statutory accountant or lawyer of the Investor.

Form 4: Qualifying Investor Confirmation

Use this Form 4 when you do not fall within one of the other Wholesale Investor or Eligible Investor categories.

| | |
|--------------------------|--|
| Investor name(s): | |
| | |
| | |

This confirmation is given to and may be relied on by The Southern Cross Group (including Southern Cross Finance Ltd (**SCFL**), Southern Cross Partners Ltd, Loan Investment Trustees Ltd and Southern Cross Property Holdings Ltd).

(For those paying \$750,000 or more)

Warning statement under regulation 4 of Schedule 8 of the Financial Markets Conduct Regulations 2014

WARNING

New Zealand law normally requires people who offer financial products to give information to investors before they invest. This requires those offering financial products to have disclosed information that is important for investors to make an informed decision.

The usual rules do not apply to this offer because there is an exclusion for offers where the amount invested upfront by the investor (plus any other investments the investor has already made in the financial products) is \$750,000 or more. As a result of this exclusion, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for this investment.

Investments of this kind are not suitable for retail investors.

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

CERTIFICATION

➤ **Certification by natural person(s)**

I/We hereby certify that I/we fall within an exclusion in Schedule 1, or do not otherwise need to receive disclosure under Part 3, of the Financial Markets Conduct Act 2013 (**FMCA**) by virtue of being in the category or categories I have selected in the following table.

OR

➤ **Certification on behalf of a body corporate, partnership, or trust**

I, being the director, partner or trustee (or person of equivalent position) named below of the above named investor hereby certify on its behalf that it falls within an exclusion in Schedule 1, or do not otherwise need to receive disclosure under Part 3 of the FMCA by virtue of being in the category or categories I have selected in the following table.

Tick one box

| ✓ | Investor type |
|---|---|
| | <p>I am/we are <i>close business associates</i> of SCFL.</p> <p>An investor is a <i>close business associate</i> of SCFL if the Investor:</p> <ul style="list-style-type: none"> • is a director or senior manager of the offeror or of a related body corporate of SCFL; or • holds or controls 5% or more of the voting products of SCFL; or • is a related body corporate of SCFL; or • holds or controls 20% or more of the voting products of a related body corporate of SCFL; or • is a partner of the offeror or of a director of SCFL (under the Partnership Law Act 2019); or • is a spouse, civil union partner, or de facto partner of a person who is a close business associate of SCFL; or • is a child, parent, brother, or sister of a person who is a close business associate of SCFL (whether or not by a step relationship); or • has a close professional or business relationship with SCFL, or a director or senior manager of SCFL, that allows A to— <ul style="list-style-type: none"> o assess the merits of the offer; or o obtain information from the offeror or any other person involved in the offer that will enable A to assess the merits of the offer. |
| | I am/we are <i>relatives</i> of a director of SCFL |
| | I am/we are <i>paying at least \$750,000</i> |
| | I/we received this offer through a licensed provider of a <i>Discretionary Investment Management Service</i> (as defined in the FMCA) who is authorised to make investment decisions on my behalf |
| | other (please contact us) |

I/We/The body corporate, partnership, or trust (as applicable) undertake(s) to notify SCFL if I/we/the body corporate, partnership, or trust (as applicable) no longer meet the above specified criteria.

I/We/The body corporate, partnership, or trust (as applicable) undertake(s) to provide SCFL, if at any time required by SCFL, additional evidence as reasonably required to confirm our status.

If this confirmation has been given on behalf of a body corporate, partnership or trust, I, as a director, partner or trustee (or person of equivalent position) of that body corporate, partnership or trust undertake that I have been duly authorised by that body corporate, partnership or trust to give this confirmation on its behalf.

(For those paying \$750,000 or more) I confirm that I understand that –

- The usual legal rules that require information to be given to investors for offers of financial products do not apply if the amount invested upfront by me (plus any other investments I have already made in those financial products) is \$750,000 or more; and
- I may not receive a complete and balanced set of information about this investment; and
- I have fewer legal protections for this investment; and
- This investment is not suitable for retail investors; and
- I have been advised to ask questions, read all documents carefully, and seek independent financial advice.

Signatures

| | | | |
|---|---------------|---|---------------|
| _____ Signature | _____ Date | _____ Signature | _____ Date |
| _____ Print name of signatory | | _____ Print name of signatory | |
| _____ Name of body corporate, partnership, or trust (if applicable) | | _____ Name of body corporate, partnership, or trust (if applicable) | |