

Wholesale Investor Certificate

This certificate is for use by investors seeking to invest in transactions that are restricted to 'wholesale' investors only. The definition of a wholesale investor is contained in [Schedule 1](#) of the Financial Markets Conduct Act 2013.

In summary, a wholesale investor is someone who:

- Is an investment business, or
- Meets the required investment activity criteria, or
- Is sufficiently large, or
- Is a government agency, or
- Has certified that they are an 'eligible person', i.e. someone with appropriate investment experience, and that certification has been confirmed in writing by an independent lawyer, qualified statutory accountant or authorised financial advisor.

This form allows you to tell us which category of wholesale investor you fall into.

Important Information

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 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 materially false or misleading. The offence has a penalty of a fine not exceeding \$50,000.

Wholesale investor certificate

To: Catalist Markets Limited (**Catalist**)

and

To: _____
[name of business you wish to invest in] (**Offeror**)

From: _____
[insert your full name] (**you or Proposed Investor**)

Transaction: An offer to acquire shares (being *equity securities* for the purposes of the Financial Markets Conduct Act 2013 (**Act**)) in the Offeror or any other offer to acquire financial products through a platform operated by Catalist to the extent the offer is clearly expressed as being only open to wholesale investors (**Transaction**).

Certification

You certify that you are a *wholesale investor*, as defined in [clause 3\(2\)](#) or clauses [3\(3\)\(a\)](#) and [41](#) of Schedule 1 to the Act. Please tick the relevant *wholesale investor* category that you fall into (if more than one category applies please tick each relevant category):

- I am/we are an *investment business* (you must also tick the relevant subcategory in part 1 of Schedule 1 of this form)
- I/we meet the *investment activity criteria* (you must also tick the relevant subcategory in part 2 of Schedule 1 of this form)
- I/we meet the criteria of being *large* (you must also tick the relevant subcategory in part 3 of Schedule 1 of this form),
- I am/we are a *government agency* (you must also tick the relevant subcategory in part 4 of Schedule 1 of this form), or
- I am/we are an *eligible investor* (you must also arrange for Schedule 2 of this form to be completed and signed by an independent lawyer, qualified statutory accountant, or authorised financial advisor. You must detail your experience with relevant *financial products* in the Schedule 2).

Acknowledgement

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 Act, and
- disclosure under the Act will not need to be made to you in relation to any *financial products* (as defined in the Act) 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*.

Signed:

Print name of Proposed Investor

Print name and title of authorised signatory (if applicable)

Signature of Proposed Investor/authorised signatory (as applicable)

Date

SCHEDULE 1

Grounds for Qualifying as a Wholesale Investor

This schedule sets out the grounds for qualifying as a wholesale investor under the following criteria:

- an investment business
- the investment activity criteria
- large
- government agency

If you have certified yourself as qualifying under one of these criteria, please tick the relevant box to specify which sub-category or categories you fall within below:

1. Investment business

You are a *wholesale investor* by reason of being an *investment business*, as defined in [clause 3\(2\)\(a\)](#) and [clause 37](#) of Schedule 1 to the Act on the grounds that:

- your principal business consists of one or more of the following:
 - investing in *financial products*
 - acting as an underwriter
 - providing a *financial adviser service* (as defined in section 9 of the Financial Advisers Act 2008) in relation to *financial products*
 - providing a *broking service* (as defined in 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 the Act)
- 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 Act
- you are a *derivatives issuer* (as defined in the Act) that holds a market services licence issued under Part 6 of the Act, or
- you are a *QFE* or an *authorised financial adviser* (as defined in the Financial Advisers Act 2008).

2. Investment activity criteria

You are a *wholesale investor* by reason of satisfying the *investment activity criteria* set out in [clause 3\(2\)\(b\)](#) and [clause 38](#) of Schedule 1 to the Act on the grounds that you:

- 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 (*specified financial products* owned by an entity *controlled*² by you may be treated as being owned by you)
- 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* (as defined in the Act) (transactions carried out by an entity *controlled* by you may be treated as being carried out by you), 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 have, for at least two years during that 10-year period, participated to a material extent in the investment decisions made by the investment business.

3. Large

You are a *wholesale investor* because you are *large* (as defined in [clause 3\(2\)\(c\)](#) and [clause 39](#) of Schedule 1 to the Act) on the grounds that:

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

4. Government agency

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

² You *control* an entity if you are that entity's *holding company* (as defined section 5 of the Companies Act 1993) or if you have the capacity to determine the outcome of decisions about that entity's financial and operating policies. You do not *control* an entity merely because you and another person jointly have the capacity to determine the outcome of decisions about that entity's financial and operating policies.

You are a *wholesale investor* because you are a *government agency* (as defined in [clause 3\(2\)\(d\)](#) and [clause 40](#) of Schedule 1 to the Act) on the grounds that you are:

- 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 1990 (and a company appointed under clause 3(1)(b) of Schedule 4 to that Act).

SCHEDULE 2

Confirmation of Eligible Investor

For Execution by a Lawyer, Qualified Statutory Accountant or Authorised Financial Advisor³

You may certify yourself to be a *wholesale investor* because you are an *eligible investor* (as defined in [clause 3\(3\)\(a\)](#) and [clause 41](#) of Schedule 1 to the Act) on the grounds that:

- you have previous experience in acquiring and/or disposing of financial products that allows you to assess:
 - the merits of the Transaction (including assessing the value and the risks of the *financial products* involved in the Transaction)
 - your own information needs in relation to the Transaction, including the amount of information, and the level of detail, you require about the Transaction, and
 - the adequacy of the information provided to you by any person involved in the Transaction
- you understand the consequences of certifying yourself to be an eligible investor for the purposes of the Act, and
- the grounds for your certification that you have previous experience in acquiring or disposing of financial products are as set out in this certificate.

Proposed Investor's grounds for certification as an eligible investor

If you are investing as an eligible investor, specify below the grounds⁴ on which you qualify as having experience in acquiring and/or disposing of financial products:

Your lawyer, qualified statutory accountant, or authorised financial advisor should sign this form on the next page.

³ An *authorised financial adviser* is an individual who is registered under the Financial Service Providers (Registration and Dispute Resolution) Act 2008 in respect of a financial adviser service and authorised by the Financial Markets Authority.

⁴ For example, your experience could be previous personal experience acquiring or disposing of financial products, experience as a director of a company that was involved in the acquisition or disposal of financial products, other investment activities relating to the acquisition or disposal of financial products

Certification by lawyer, qualified statutory accountant, or authorised financial advisor

From: _____
[insert name of certifier] (Certifier)

In respect of: _____
[Insert name of investor] (Proposed Investor)

Nature of Certifier: _____
[Lawyer/Qualified Statutory Accountant/Authorised Financial Advisor]

While making no certification regarding the merits of the Transaction, having considered the Proposed Investor's grounds for certifying that they are an *eligible investor* for the purposes of the Act (as set out in the Appendix to this certificate), I:

- am satisfied that the Proposed Investor has been sufficiently advised of the consequences of the certification, and
- 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 further confirm that:

- I am a [lawyer/qualified statutory accountant/authorised financial advisor] (as defined in the Act)
- I am not an associated person (as defined in section 12(1) of the Act) of the Offeror, provider or other relevant person, and
- I have not provided professional services to the Offeror, provider or other relevant person, or a related body corporate (as defined in section 12(2) of the Act) of the Offeror, provider, or other relevant person, in the 2-year period immediately prior to the date of this certificate, and will not provide professional services to the Offeror, provider or other relevant person prior to the completion of the Transaction.

Signed:

Print name

Print title

Print name of firm

Signature