



# NZ Wholesale Form

For all New Zealand Investors Only

MLC Private Equity Co-Investment Fund III

## Form 1

### Investor Confirmation

#### CONFIRMATION OF INVESTOR TYPE

Please confirm that you are able to receive an offer of financial products without having to receive disclosure under Part 3 of the *Financial Markets Conduct Act 2013* because you:

Enter ✓ for applicable categories	Investor type	Action required
<input type="checkbox"/>	are an <i>investment business</i>	Please complete the wholesale investor (safe harbour) certificate (Form 2)
<input type="checkbox"/>	meet the <i>investment activity criteria</i>	Please complete the wholesale investor (safe harbour) certificate (Form 2)
<input type="checkbox"/>	are <i>large</i>	Please complete the wholesale investor (safe harbour) certificate (Form 2)
<input type="checkbox"/>	are a <i>government agency</i>	Please complete the wholesale investor (safe harbour) certificate (Form 2)
<input type="checkbox"/>	are an <i>eligible investor</i>	Please complete the eligible investor certificate (Form 3) and obtain the acknowledgement (Form 4)
<input type="checkbox"/>	are another category of qualifying investor	Please contact us

#### NEED FURTHER ASSISTANCE OR INFORMATION

Please contact MLC Private Equity at 1300 738 355 (+612 9936 4577) or email us on [client.services@mlcam.com.au](mailto:client.services@mlcam.com.au) for further assistance and / or information.

## Form 2

### 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)

Client name(s)

  
  

Client(s) residential address or (if a body corporate or agency) registered office

Unit/Level

Street number

Street name (or PO Box)

Suburb/Town

State

Postcode

Country

This certificate is given to and may be relied on by Equity Trustees Limited (**Issuer**).

#### 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 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 NZ\$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.

##### Certification on behalf of a body corporate or agency

I, being the director (or person of equivalent position) named below of the above named client 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.

## Form 2: Eligibility test

Investor Type*	Enter ✓ for applicable categories	Eligibility Test
Investment business	<input type="checkbox"/>	An entity whose principal business consists of 1 or more of the following: <ul style="list-style-type: none"> <li>(i) Investing in financial products</li> <li>(ii) Underwriting</li> <li>(iii) Financial adviser</li> <li>(iv) Broker</li> <li>(v) Trading in financial products on behalf of other persons</li> </ul> <i>Note: excludes an entity established or acquired for the purposes of receiving offers under this category</i>
	<input type="checkbox"/>	Registered bank
	<input type="checkbox"/>	Non-bank deposit taker
	<input type="checkbox"/>	Licensed insurer
	<input type="checkbox"/>	Licensed manager of a registered managed investment scheme or discretionary investment management service
	<input type="checkbox"/>	Licensed derivatives issuer
Investor who meets the investment activity criteria	<input type="checkbox"/>	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)
	<input type="checkbox"/>	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*
	<input type="checkbox"/>	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	<input type="checkbox"/>	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
	<input type="checkbox"/>	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
Government agency	<input type="checkbox"/>	Any of the following: <ul style="list-style-type: none"> <li>(i) Government department</li> <li>(ii) Crown entity</li> <li>(iii) Local authority</li> <li>(iv) State enterprise</li> <li>(v) Reserve Bank</li> <li>(vi) Board of trustees of the National Provident Fund</li> </ul>

\*For further details of these or any terms used in the above table, please refer to the FMCA.

## Form 2: Acknowledgements and undertakings

I/we/the body corporate (as applicable) understand 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 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 (as applicable) claim that the wholesale investor criteria are met on the following grounds (note: specify why you consider you meet the criteria):


I/we/the body corporate (as applicable) undertake to notify the Issuer if I/we/the body corporate or agency (as applicable) no longer meet the above specified wholesale investor criteria.

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

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

### Signatures

Signature

X
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Date signed (DD/MM/YYYY)

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Print name

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Corporate or agency title (if applicable)

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Signature

X
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Date signed (DD/MM/YYYY)

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Print name

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Corporate or agency title (if applicable)

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## Form 3

### Eligible Investor Certificate

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

Client name(s)

  
  

### Client(s) residential address or (if a body corporate or agency) registered office

Unit/Level

Street number

Street name (or PO Box)

Suburb/Town

State

Postcode

Country

This certificate is given to and may be relied on by Equity Trustees Limited (**Issuer**).

### 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 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 false or misleading in a material particular. The offence has a penalty of a fine not exceeding NZ\$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 (e.g. a company)

I, being the director (or person of equivalent position) named below of the above named client 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.

## Form 3: Acknowledgements and undertakings

I/we/the body corporate (as applicable) understand 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 (as applicable) claim that the eligible investor criteria are met on the following grounds (note: specify why you consider you meet the criteria):


I/we/the body corporate (as applicable) undertake to notify the Issuer if I/we/the body corporate (as applicable) no longer meet the above specified eligible investor criteria.

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

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

### Signatures

Signature

X
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Signature

X
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Date signed (DD/MM/YYYY)

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Date signed (DD/MM/YYYY)

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Print name

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Print name

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Corporate title (if applicable)

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Corporate title (if applicable)

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Organisation name

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Organisation name

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**Please also complete and obtain the confirmation set out on the next page (Form 4).**

# Form 4

## Confirmation from Authorised Financial Advisor, Chartered Accountant or Lawyer of Eligible Investor Certification

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

DATED:

TO: Equity Trustees Limited (Issuer)

I confirm that I am:

Enter ✓ for applicable categories

Occupation

an authorised financial advisor

a chartered accountant

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 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.

Signature

Date signed (DD/MM/YYYY)

 /  / 

Print name

Position

Organisation name

## Notes

*This confirmation cannot be given by:*

- (i) *an authorised financial adviser, chartered accountant, or lawyer who is an associated person of the Issuer, provider, or other relevant person (each as defined in the FMCA to the extent applicable);<sup>1</sup> or*
- (ii) *an authorised financial adviser or chartered accountant who had, within the 2 years immediately before the issue of the products (as described in the Certification), provided professional services to the Issuer, provider, or other relevant person, or a related body corporate of the offeror, provider, or relevant person (each as defined in the FMCA to the extent applicable).*

*This confirmation can be given by an authorised financial adviser, chartered accountant or lawyer of the Investor.*

*By way of example, an authorised financial adviser, chartered accountant, or lawyer (A) will be an associated person of the Issuer, provider or other relevant person (B)<sup>2</sup> when any of the following circumstances apply:*

- (i) *A is a body corporate and B has the power, directly or indirectly, to exercise, or control the exercise of, the rights to vote attaching to 25% or more of the voting products of the body corporate (or vice versa);*
- (ii) *A and B are relatives or related bodies corporate;*
- (iii) *A and B are partners to whom the Partnership Act 1908 applies;*
- (iv) *A is a director or senior manager of B (or vice versa);*
- (v) *A and B are acting jointly or in concert;*
- (vi) *A acts, or is accustomed to act, in accordance with the wishes of B (or vice versa);*
- (vii) *A is able, directly or indirectly, to exert a substantial degree of influence over the activities of B (or vice versa);*
- (viii) *A and B are bodies corporate that consist substantially of the same members or shareholders or that are under the control of the same persons; or*
- (ix) *there is another person with which A and B are both associated.*

**1** An “authorised financial adviser” refers to a financial adviser who is New Zealand registered and authorised. “Authorised” means authorised by the Financial Markets Authority in New Zealand under section 55 of the Financial Advisers Act 2008, while “registered” means registered under the Financial Service Providers (Registration and Dispute Resolution) Act 2008 in respect of a financial adviser service; “lawyer” refers to a lawyer who holds a current practising certificate as a barrister or barrister and solicitor (and is therefore not restricted to those persons practicing as such in New Zealand); and “chartered accountant” refers to a qualified statutory accountant as defined in section 5(1) of the Financial Reporting Act 2013.

**2** “Issuer, provider or other relevant person” includes, in this case, MLC Private Equity, the manager of the MLC Private Equity Co-Investment Fund III (**Fund**) and Equity Trustees Limited, the trustee of the Fund.