

CLIENT AGREEMENT – for Companies/Partnerships/ Incorporated Societies

Enterprise Angels is subject to current FMCA, AML/CFT, CRS and FATCA legislation¹. You are welcome to invest via more than one entity, however in order for Enterprise Angels to comply, before we accept investments, you will need to provide the following for each entity:

1. This Agreement executed between Enterprise Angels Designated Business Group (currently including Enterprise Angels Inc, EA Nominee Ltd, EA GP Ltd and Purpose Capital GP Ltd) (“Enterprise Angels”) and the Client
2. Proof of bank account and possibly proof of wealth.
3. A Wholesale Certificate executed by the Client
4. An EA Nominee Deed executed by the Client if the client is required to invest via EA Nominee Ltd

Please return to compliance_team@enterpriseangels.co.nz, 53 Spring Street, PO Box 13477, Tauranga.

After we have received and processed, we will pass your details to our third party compliance agent who will undertake the Customer Due Diligence. We would appreciate if you could please provide any requested information promptly.

SECTION 1: LEGAL NAME OF CLIENT and TRADING NAME (if different)

SECTION 2: NATURE AND PURPOSE OF THE BUSINESS RELATIONSHIP

As part of the AML “knowing our customer” legislative requirements, we need to understand the nature and purpose of the relationship between the Client and Enterprise Angels. Please select from the list below, all those that describe the nature and purpose of your relationship with Enterprise Angels:

- To invest in early stage companies and funds
- To use nominee services

\$

Estimated total dollar value to be invested per annum

Estimated number of investments per annum

SECTION 3: MAIN CONTACT

Enterprise Angels will communicate with the Main Contact listed below. If Multiple Authority is required per Section 4. below, then the Main Contact is responsible for providing confirmation emails from all authorised persons listed in this document. If the Main Contact changes, the Trust will advise Enterprise Angels in writing.

Please use full legal names (ie the names should exactly match the names shown in your Passport or Driver’s Licence).

Full Legal Name

Email Address

Phone Number

SECTION 4: DELEGATION OF AUTHORITY TO TRANSACT WITH ENTERPRISE ANGELS

If this agreement is being completed by more than one person, please TICK the appropriate level of authority required for Enterprise Angels to accept instructions on behalf of the Client:

- Single Authority to Transact with Enterprise Angels – all persons named in this document delegate the authority to transact with Enterprise Angels on behalf of the Trust to the Main Contact detailed in Section 3 below.

OR

- Multiple Authority to Transact with Enterprise Angels – all persons named in this document agree that all persons indicated below must jointly authorise any transaction with Enterprise Angels and its subsidiaries and that the Main Contact must provide confirmation from all when instructing Enterprise Angels.

¹ Refer to Appendix 2 – Glossary of Terms for definitions

SECTION 9: CERTIFICATE

This section must be completed and signed by ALL Authorised persons defined in Appendix 3, regardless of who the Client delegates Authority to Transact with Enterprise Angels in Section 4 above.

To: Enterprise Angels, Inc

	Full Legal Name	Designation	Authority Required for all transactions
I/We:	1.		
	2.		
	3.		
	4.		
	5.		

Insert Full Legal Names of ALL persons with the authority to act on behalf of the Client "Authorised Persons"

of

("The Client") (Specify the name of the Client)

Properly constituted by Authorising Document dated the _____ day of _____ 20 _____

Confirm that:

1. Current authorised persons: Each of the above named is a current and validly appointed authorised person of the Client and there are no other persons able to act on behalf of the Client.
2. Power to Transact: The Client has the power to transact with Enterprise Angels and to enter into any related documentation.
3. Resolutions: All resolutions and approvals required by law and necessary pursuant to the Authorising Documents have been passed or given to enable the Client to enter into this Client Agreement and any related documentation (including but not limited to the Wholesale Investor Deed with EA Nominee Limited) ("transactions").
4. Compliance: The authorised persons in approving any transaction have acted in compliance with the duties imposed on them at law.
5. **Alteration of Authorising Documents: Where there is any alteration to the authorised persons named above, or any change to the Authorising Documents which may adversely affect Enterprise Angels, the Main Contact will notify Enterprise Angels in writing immediately and forward amended Authorising Documents.**
6. Validity of Transaction: The transactions entered into by the Client are binding on the Client, and the Terms and Conditions of the Client Agreement and any related documentation are enforceable against the Client.
7. Execution of Documents: The Client Agreement and any related documentation have been properly completed and signed by the authorised persons of the Client.
8. No Invalidity: There are no circumstances which would invalidate any of the transactions or the Client Agreement and any related documentation.
9. Delegation of Authority: The authorised person(s)/trustees confirm that the Main Contact is authorised to instruct Enterprise Angels on behalf of Client per the statement indicated in Section 4 above.
10. Additional Documents: The authorised persons undertake to provide an executed Wholesale Investor Deed with EA Nominee Limited and current Wholesale Investor Certificate prior to investment in any offers. Note: Wholesale Investor Certificates must be renewed every two years in order to make new investments.
11. Priority of Documents: The authorised persons and the Client acknowledge that the Client Agreement and the Wholesale Investor Deed are to be read together and are both binding on the Client, and enforceable by EA Nominee Limited pursuant to the Contract and Commercial Law Act 2017. In the event of any conflict between the two documents, the terms of the Wholesale Investor Deed shall take priority
12. Authority over personal information: The authorised persons confirm they are authorised to provide personal details required for CDD² and consent to the information being passed to and checked with the document issuer, official record holder, a credit bureau and authorised third parties for the purpose of verifying their identity and address.
13. I authorise Enterprise Angels or their appointed agent to make any necessary enquiries for confirmation of the above.

² Refer to Appendix 1 – Glossary of Terms for definitions

SECTION 10: SIGNED AND AGREED BY ALL AUTHORISED PERSONS:

All Authorised Persons must sign the Certificate and indicate their capacity.

Full Legal Name	Signature	Capacity	Date
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Appendix 1 - Glossary of terms

AML/CFT means the Anti Money Laundering and Countering Financing of Terrorism Act

CDD means Customer Due Diligence and is a requirement of AML/CFT

CRS means Common Reporting Standards

FATCA means the Foreign Account Taxation Compliance Act

FMCA means the Financial Markets Conduct Act

NFFE means a Non-Financial Foreign Entity

Appendix 2 – Evidence of Source of Funds or Wealth

We are required to take reasonable steps to verify the source of funds or wealth of the trust. The following is a list of documents that would satisfy the evidence required.

Possible source of Funds	Examples of evidence
Business income	<ul style="list-style-type: none"> Copies of latest audited company accounts Bank statements showing sources of business revenue Personal tax summaries (PTS)
Employment (e.g. salary, wages, bonuses, business activity etc)	<ul style="list-style-type: none"> Copies of payslips Bank statements displaying source of income and/or showing regular payments from an employer Personal tax summaries (PTS)
Gifts	<ul style="list-style-type: none"> Letter from a solicitor Statutory declaration from the giftor
Rental income	<ul style="list-style-type: none"> Tenancy agreement Bank statements showing regular rent payment from tenant
Sale of property	<ul style="list-style-type: none"> Sale and purchase agreement Letter from solicitor/accountant
Sale of shares	<ul style="list-style-type: none"> Contract note
Loan drawdown	<ul style="list-style-type: none"> Loan agreement Loan statement
Inheritances	<ul style="list-style-type: none"> Letter from solicitor Will and probate

Appendix 3 – Authorising Documents and Authorised Persons by Entity Type

Partnerships	Companies	Societies
require		require
Copy of the Partnership Agreement and Certificate of Registration	Enterprise Angels will obtain this information from the Companies Office online	Copy of the Society Rules
AND	require	AND
Documents evidencing the names of all persons authorised to act on behalf of the Trust.		
AND	AND	AND
A list of all partners and proportionate interests	Individual CDD for all Authorised Persons including: <ol style="list-style-type: none"> all directors, and all persons who have authority to act on behalf of the company (i.e. signing authority), and all persons who exercise effective control over the company, and all persons who transact on behalf of others (requirement to identify and verify the other person) all beneficial owners who hold more than 25% of the share in the company 	Membership Register
AND		AND
Individual CDD for all Authorised Persons, including: <ol style="list-style-type: none"> all partners, and all persons who have authority to act on behalf of the partnership (i.e. signing authority) 		Individual CDD for all Authorised Persons, including: <ol style="list-style-type: none"> all directors, and all members authorised to act on behalf of the Society