

CLIENT AGREEMENT – for Trusts

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 Trust
2. A copy of the Trust Deed and any amendments detailing changes to Trustees and any other persons authorised to act on behalf of the Trust, (“Authorising Documents”), proof of bank account and proof of wealth.
3. A Wholesale Certificate executed by the Trust
4. An EA Nominee Deed executed by the Trust if the Trust 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: NAME OF TRUST

SECTION 2: TRUST DOCUMENT



Attach or email the Trust Deed and any amendments to Trustees or Controlling Persons

SECTION 3: 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 Trust 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 4: MAIN CONTACT

Enterprise Angels will communicate with the Main Contact listed below. If Multiple Authority is required per Section 5. 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 5: 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 Trust:

- 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 5 below.

OR

- Multiple Authority to Transact with Enterprise Angels – all persons named in this document agree that all persons indicated in Section 9. Certificate 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.

SECTION 6: ALTERNATIVE CONTACTS

¹ Refer to Appendix 1 – Glossary of Terms for definitions

Please include contacts details for all persons with authority to transact with Enterprise Angels, and least two alternative contacts if Single Authority has been selected in Section 5.

Full Name	Email Address	Phone Number	Relationship
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Full Name	Email Address	Phone Number	Relationship
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Full Name	Email Address	Phone Number	Relationship
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SECTION 7: BANK ACCOUNT

As part of the AML “knowing our customer” legislative requirements, we need to identify a valid New Zealand bank account. In addition, settlement of funds will only be made into a bank account in the name of the Investor (except as otherwise agreed by Enterprise Angels if the entity does not have its own account). Please enter the Trust bank account details below:

Name of Account	Account Number
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PROOF OF BANK ACCOUNT

Please email an image of a printed bank deposit slip, or portion of a bank statement showing the Client name and account number.

SECTION 8: TAX DETAILS

Please list all countries this entity is Tax Resident and Tax ID Numbers:

First Country of Tax Residence	Tax ID Number	RWT Tax Rate (if NZ)
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Second Country of Tax Residence	Tax ID Number	
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Third Country of Tax Residence	Tax ID Number	
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PROOF OF RESIDENT WITHHOLDING TAX EXEMPTION

Please email an image of your exemption certification.

SECTION 9: SOURCE OF FUNDS OR WEALTH

Please provide as much detail as possible below – refer to Appendix 2 if necessary.



PROOF OF SOURCE OF FUNDS OR WEALTH

Please email appropriate evidence as detailed in Appendix 2.

SECTION 10: DETAILS OF BENEFICIARIES

If the Trust is a Discretionary Trust, Charitable Trust or a Trust with more than 10 Beneficiaries please provide a description of each class or type of beneficiary.



OBJECTIVES OF THE TRUST

If the Trust is a Charitable Trust, please provide a copy of the objectives of the Trust.

For all other Trusts please provide name and date of birth for each Beneficiary.

Full Legal Name

Date of Birth

SECTION 11: CERTIFICATE

This section must be completed and signed by ALL Trustees and other persons with the authority to act on behalf of the Trust, regardless of who the Trust delegates Authority to Transact with Enterprise Angels in Section 5 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 Trustees and other persons with the authority to act on behalf of the Trust "Authorised Persons"

and:

("Company as Authorised person") (If applicable)

of

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

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

Confirm that:

1. Current trustees: Each of the above named is a current and validly appointed trustee of the Trust and there are no other persons able to act on behalf of the Trust.

2. Power to Transact: The Trust 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 Trust 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/trustees in approving any transaction have acted in compliance with the duties imposed on them at law and pursuant to the Trust Deed.
5. **Alteration of Authorising Documents: Where there is any alteration to the authorised persons or trustees 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 an updated Client Agreement with the requisite identification documentation.**
6. Validity of Transaction: The transactions entered into by the Trust are binding on the Trust, and the Terms and Conditions of the Client Agreement and any related documentation are enforceable against the Trust.
7. Execution of Documents: The Client Agreement and any related documentation have been properly completed and signed by the authorised persons of the Trust.
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 Trust per the statement indicated in Section 5 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 Trust acknowledge that the Client Agreement and the Wholesale Investor Deed are to be read together and are both binding on the Trust and the authorised persons, 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/trustees confirm they are authorised to provide personal details required for CDD 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. Independent trustees: Enterprise Angels agrees that any independent trustee who enters in the Client Agreement will have no personal liability to Enterprise Angels, and Enterprise Angels will have no recourse to assets that are not Trust assets other than where any independent trustee has acted in breach of trust, fraudulently, in gross negligence, dishonestly or in wilful breach of this agreement or the Wholesale Investor Deed.
14. I authorise Enterprise Angels or their appointed agent to make any necessary enquiries for confirmation of the above.

SECTION 12: 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

Trusts

require

Copy of the Trust Deed* (or relevant pages showing Settlor(s), Trustees and Beneficiaries) plus any resolutions evidencing any amendments to the Deed

If a Charitable Trust, verified copy of the Objectives of the Trust

AND

Documents evidencing the names of all persons authorised to act on behalf of the Trust

AND

Proof of ID and address for all Authorised Persons, including:

1. all trustees, and
2. all other persons authorised to act on behalf of the Trust

Note: If Trustee is a company, proof of ID and address for the persons representing the entity