

FMCA “Wholesale Investor” Certification

The term “Wholesale Investor” is defined in Schedule 1 of the Financial Markets Conduct Act 2013 “the Act”. We encourage you to review the Act [here](#) if you require further information. There are two main sets of criteria under which you can certify – either “Eligible” or “Wholesale”.

Most “Wholesale Investors” will qualify under the “Eligible” Investor criteria below, and will need to be certified as such by a New Zealand authorised financial adviser, a qualified statutory accountant, or a lawyer. To be an eligible person, you must have acquired and disposed of financial products in the past and have gained experience for such activities such that allows you to assess the merits of a transaction (including value and risk), your own information needs in respect of a transaction, and the adequacy of the information provided about a transaction. Our Eligible Investor Certificate is included in this document [here](#).

If you qualify under any other Wholesale Investor criteria, as listed on the next page, you are able to self-certify without the involvement of an authorised financial adviser, a qualified statutory accountant or a lawyer. Our Safe Harbour Certificate is included in the document [here](#).

Please note that 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.

“Eligible” Investors

If you are able to tick at least one of these criteria, you will qualify as an Eligible Investor and will need to supply an Eligible Investor Certificate from [here](#). Please tick all boxes that apply to you:

- I have experience in acquiring or disposing of financial products.
- I have served as a Director of an early stage business that was involved in capital raising.
- I have experience in investing in shares and other securities (listed and unlisted) and understand the risk with investing in different types of financial products. I recognise that investment in angel investment is generally of a significantly higher risk profile than most listed investment opportunities.
- I currently hold a diverse portfolio of investments which I regularly review, with the benefit of advice from relevant professionals where appropriate, and make my own investment decisions in relation to my portfolio.
- In the course of acquiring or disposing of financial products, I have been exposed to a wide range of investment analysis and commentary and this has helped me build knowledge and skills in assessing the value and risks of investing in financial products.
- other relevant experience of acquiring or disposing of financial products

“Wholesale” Investors

If you are able to tick at least one of these criteria, you will be able to self-certify as a Wholesale Investor and will need to supply a Safe Harbour Certificate from [here](#). Please tick all boxes that apply to you:

- I own net assets which combined with the assets of entities I control, exceeded NZ\$5 million for the 2 most recent financial years.
- The total turnover of my own and the entities I control exceeded NZ\$5 million for the 2 most recent financial years.
- I have owned at some time during the last 2 years, a portfolio of financial products of a value of at least NZ\$1 million.
- I have carried out 1 or more transactions to acquire financial products during the last 2 years, where the amount payable under those transactions (in aggregate) is at least NZ\$1 million and the other parties to the transactions were not associated with me.
- My principal business is investing in financial products or providing a financial advice in relation to financial products.
- My principal business is broking financial products or trading in financial products on behalf of other people.
- I have been employed in an investment business within the last 10 years and, for at least 2 years during that 10 year period, I participated in the investment decisions made by that business.
- I am a Qualifying Financial Entity (QFE).
- I am an authorised financial adviser in New Zealand

ELIGIBLE INVESTOR CERTIFICATE

Clause 41, Schedule 1 of the Financial Markets Conduct Act 2013

Warning - 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.

In relation to the **Financial Markets Conduct Act 2013 ("FMCA")** the definition of "financial products" include debt securities, equity securities, and derivatives.

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.

ELIGIBLE INVESTOR STATEMENT

This Certificate relates to early stage **investment opportunities** (the "Transaction")

Name of Investing Entity: _____ (the "Investor")

If your investing entity is a company, what is your position within the Company: _____

The Investor certifies that it has previous experience in acquiring or disposing of financial products that allows the Investor to assess:

- the merits of the Transaction (including assessing the value and the risks of the investment); and
- **the Investor's own information needs in relation to the Transaction; and**
- the adequacy of the information provided by any person involved in the Transaction.

The grounds for the above certifications are as follows - please tick all boxes that apply to you:

- I have previously invested in early stage, start up or established businesses.
- I have experience in investing in shares and other securities (listed and unlisted) and understand the risk with investing in different types of financial products. I recognise that investment in angel investment is generally of a significantly higher risk profile than most listed investment opportunities.
- I currently hold a diverse portfolio of investments which I regularly review, with the benefit of advice from relevant professionals where appropriate, and make my own investment decisions in relation to my portfolio.
- In the course of acquiring or disposing financial products, I have been exposed to a wide range of investment analysis and commentary and this has helped me build knowledge and skills in assessing the value and risks of investing in financial products.
- other relevant experience of acquiring or disposing of financial products – please specify below:

Through the above activities, the Investor considers that they understand the risk of investing in the Transaction. The Investor is aware of the information that it needs to form a decision on the Transaction and it is satisfied that it has received all the **information that it needs. Further, the Investor's experience has given it the ability to assess the adequacy of the information** provided to it in connection with the Transaction.

SAFE HARBOUR CERTIFICATE

Clause 44, Schedule 1 of the Financial Markets Conduct Act 2013 ("FMCA")

Warning - 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 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.

In relation to the Financial Markets Conduct Act 2013 ("FMCA") the definition of "financial products" include debt securities, equity securities, and derivatives.

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.

WHOLESALE INVESTOR STATEMENT

Name of Investing Entity: _____ (the "Investor")

If your investing entity is a company, what is your position within the Company: _____

The Investor certifies that they are a wholesale investor within the meaning of clause 3(2) and clause 36(b) of Schedule 1 of the FMCA and understands the consequences of certifying itself to be a "wholesale investor".

I/We hereby certify that I/We am/are wholesale investors by reason of being one of the following categories (tick the category which applies):

- Investment Business - clause 3(2)(a) of Schedule 1 of the FMCA, applies on the grounds that we are an entity whose principal business consists of investing in financial products, and the entity was not established or acquired with a view to using it as an entity to which offers of financial products may be made in reliance upon the exclusion.
- Investment Activity Criteria – clause 3(2)(b) of Schedule 1 of the FMCA, applies on the grounds that I/We (tick the category which applies):
 - own, or at any time during the 2-year period before the relevant time has owned, a portfolio of specified financial products of a value of at least \$1 million (in aggregate):
 - have, during the 2-year period before the relevant time, carried out 1 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 of A:
 - is an individual who has, within the last 10 years before the relevant time, been employed or engaged in an investment business and has, for at least 2 years during that 10-year period, participated to a material extent in the investment decisions made by the investment business. owns or has owned, has a portfolio of financial products of a value of at last \$1M (in aggregate),
- Large - clause 3(2)(c) of Schedule 1 of the FMCA, applies on the grounds that I/We (tick the category which applies):
 - as at the last day of each of the 2 most recently completed financial years of the person before the relevant time, the net assets of the person and the entities controlled by the person exceeded \$5 million:
 - in each of the 2 most recently completed financial years of the person before the relevant time, the total consolidated turnover of the person and the entities controlled by the person exceeded \$5 million.

I/We hereby certify that I/We understand the consequences of certifying myself/ourselves to be a ‘wholesale investor’, including (without limitation) that:

- I/We will be treated as a “wholesale investor” for the purposes of the FMCA;
- Disclosure under the FMCA will not need to be made to me/us in relation to any financial products I/we acquire and I/We may not have access to all of the legal protection which would apply if I/We were a retail investor.
- I am/we are providing this certificate to Enterprise Angels (EA) with the intention that EA can rely on it in its own capacity, but also that any offeror of financial products may also rely on it, so that EA and any offeror may treat me/us as a “wholesale investor” under clause 44 of Schedule 1 to the FMCA. I/We authorise EA to provide a copy of this certificate to the offeror of any such product.

I/we hereby certify that all the information supplied is true and complete.

I/we hereby certify I/we are legally entitled to enter into the certificate on behalf of the Investing Entity.

If the Investing Entity is a Trust, Company or Partnership, I/we declare that the entity collectively qualifies as Wholesale in the broader sense.

Full Legal Name	Signature	Capacity	Date
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