

Eligible Investor Certificate

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.

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.

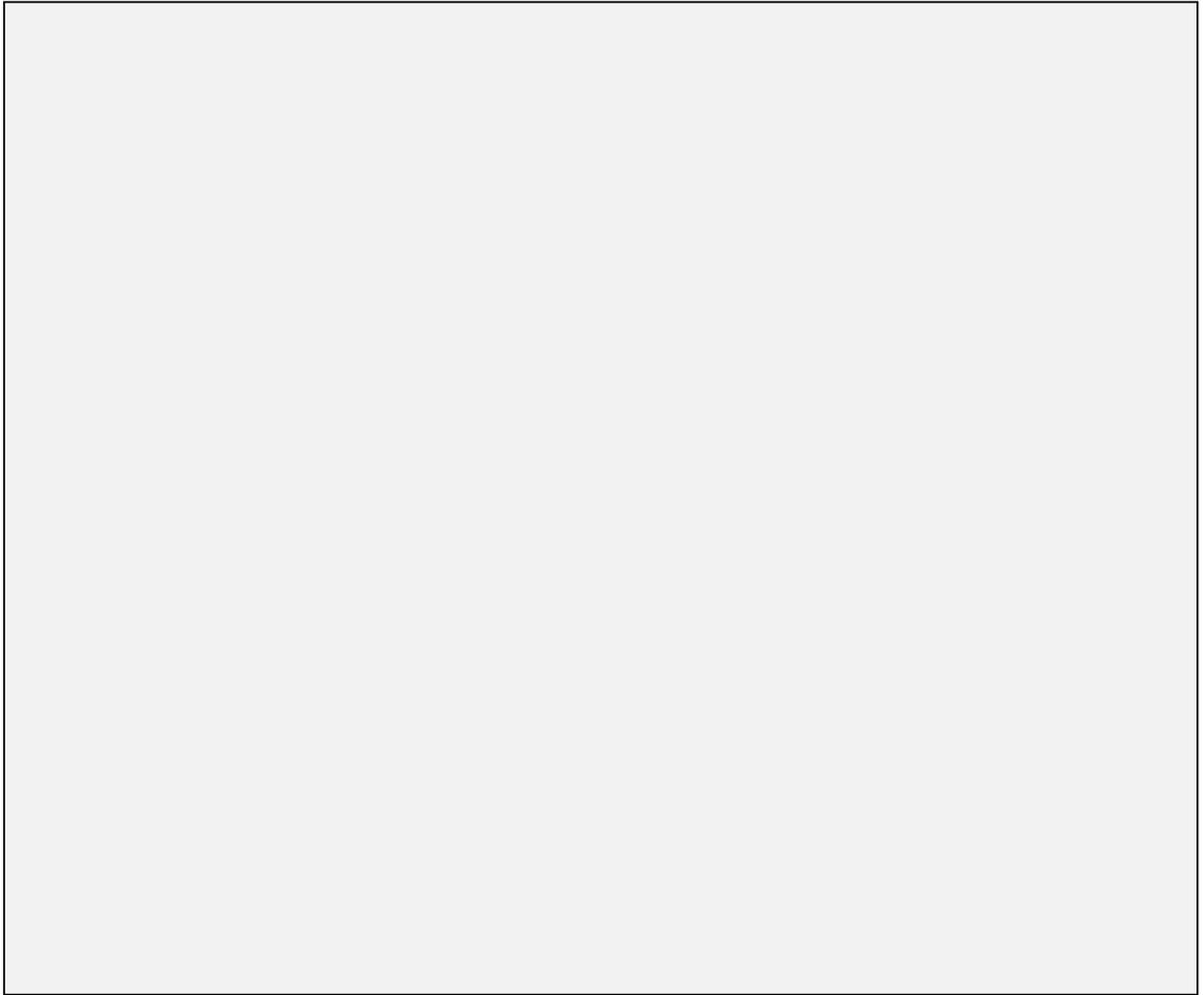
Financial Markets Conduct Act Declaration

In accordance with clause 41 of Schedule 1 of the Financial Markets Conduct Act 2013 (**Act**), I, _____ (**Investor**) make this certification in relation to an offer of financial products, or a class of such offers (each an **Offer**), available to "wholesale investors" (as that term is defined in Clause 3 of Schedule 1 of the Act) by Heartland Investments Limited (**Heartland**) or any nominee company set up by Heartland for the purpose of investment (together, the **Heartland Group**), and certify as follows:

1. I have previous experience in acquiring or disposing of financial products, which allows me to assess:
 - a. The merits of the Offer (including assessing the value and the risks of the financial products involved).
Yes / No
 - b. My information needs in relation to the Offer.
Yes / No
 - c. The adequacy of the information provided by any person involved in the Offer.
Yes / No

2. The grounds upon which I make this certificate are as follows:

Please describe your experience in acquiring or disposing of financial products which enables you to answer "Yes" in sections 1(a), (b), and (c).



3. I understand the consequences of certifying myself to be an eligible investor as defined in the Act.

Yes / No

4. I understand that as an eligible investor I will not necessarily have the same protections and remedies afforded under New Zealand law to retail investors.

Yes / No

This certificate is given to each entity that is a member of the Heartland Group.

Name: _____

Signed: _____

Date: _____

For Heartland Investments office use only:

Approved by

Director of Heartland Investments Limited

Confirmation of Eligible Investor Certification

Name of Investor: _____

Date of Investor's Eligible Investor Certification: _____

Name of Authorised Financial Advisor / Chartered Accountant / Lawyer: _____

Firm: _____

Address: _____

I confirm that:

1. I am:
 - a. An authorised financial advisor under the Financial Advisors Act 2008; or
 - b. A chartered accountant under section 19 of the New Zealand Institute of Chartered Accountants Act 1996; or
 - c. A lawyer under section 5 of the Lawyers and Conveyancers Act 2006.
2. I am not an associated person (as defined in the Financial Markets Conduct Act 2013) of The Heartland Investments Limited or any related body corporate of the forgoing, at the date of this certificate (**Relevant Persons**).
3. If I am an authorised financial advisor or chartered accountant, I have not, within the two years immediately prior to the date of this confirmation, provided professional services to any Relevant Persons.
4. Having considered the grounds for certification given by the Investor in the attached certificate:
 - a. I am satisfied that the Investor has been sufficiently advised on the consequences of providing that certification; and
 - b. 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.

Signed by Authorised Financial Advisor/Chartered Accountant/ Lawyer:

Name: _____

Signed: _____

Date: _____

Certificate – Relative

Financial Markets Conduct Act Declaration for an Investment

I, _____ (**Investor**) make this certification in relation to an offer of financial products (**Offer**) by _____ (**Offeror**), and certify that I am a "relative" of the Offeror (as that term is defined in clause 4(2) of Schedule 1 of the Financial Markets Conduct Act 2013 (**Act**)) because I am (*tick all that apply*):

- a. the spouse, civil union partner, or de facto partner (**Spouse**) of a director of the Offeror (**Director**);
- b. the grandparent, parent, child, grandchild, brother, sister, nephew, niece, uncle, aunt, or first cousin of a Director or their Spouse, whether or not by a step relationship;
- c. a spouse, civil union partner, or de facto partner of a person who is a relative under paragraph (b) above;
- d. a trustee of a trust under which a Director, or a relative of a Director (under paragraphs (a) to (c) above), is a beneficiary who:
 - i. is presently entitled to a share of the trust estate or of the income of the trust estate; or
 - ii. is, individually or together with other beneficiaries, in a position to control the trustee:
- e. a trustee of a trust where:
 - i. the trust is a family trust within the meaning of section 173M(5) of the Tax Administration Act 1994; and
 - ii. a majority of the individuals who are beneficiaries under the trust are relatives of a Director (under paragraphs (a) to (c) above).

I understand the consequences of certifying myself to be a Relative as defined in the Act.

Yes / No

Name: _____

Signed: _____

Date: _____

For Heartland Investments office use only:

Approved by:

Director of Heartland Investments Limited

Certificate – Close Business Associate

Financial Markets Conduct Act Declaration for an Investment

I, _____ (**Investor**) make this certification in relation to an offer of financial products (**Offer**) by _____ (**Offeror**), and certify that I am a "close business associate" of the Offeror (as that term is defined in clause 4(2) of Schedule 1 of the Financial Markets Conduct Act 2013 (**Act**)) because I (*tick all that apply*):

- a. am a director or senior manager of the offeror or of a related body corporate of the Offeror;
- b. hold or control 5% or more of the voting products of the Offeror;
- c. am a related body corporate of the Offeror;
- d. hold or control 20% or more of the voting products of a related body corporate of the Offeror;
- e. am a partner of the offeror or of a director of the Offeror (under the Partnership Act 1908);
- f. am a spouse, civil union partner, or de facto partner of a person who is a close business associate of the Offeror under any of paragraphs (a) to (e) above, or (h) below;
- g. am a child, parent, brother, or sister of a person who is a close business associate of the Offeror under any of paragraphs (a) to (f) above, or (h) below (whether or not by a step relationship); or
- h. have a close professional or business relationship with the Offeror, or a director or senior manager of the Offeror, which allows me to:
 - i. assess the merits of the Offer; or
 - ii. obtain information from the Offeror or any other person involved in the Offer that will enable me to assess the merits of the Offer.

I understand the consequences of certifying myself to be a Close Business Associate as defined in the Act.

Yes / No

Name: _____

Signed: _____

Date: _____

For Heartland Investments office use only:

Approved by:

Director of Heartland Investments Limited

Wholesale Investor Certificate – Investment Activity Criteria

Warning

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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.

Financial Markets Conduct Act Declaration for an investment in Heartland Investments Limited

In accordance with clause 44 of Schedule 1 of the Financial Markets Conduct Act 2013 (**Act**), I,

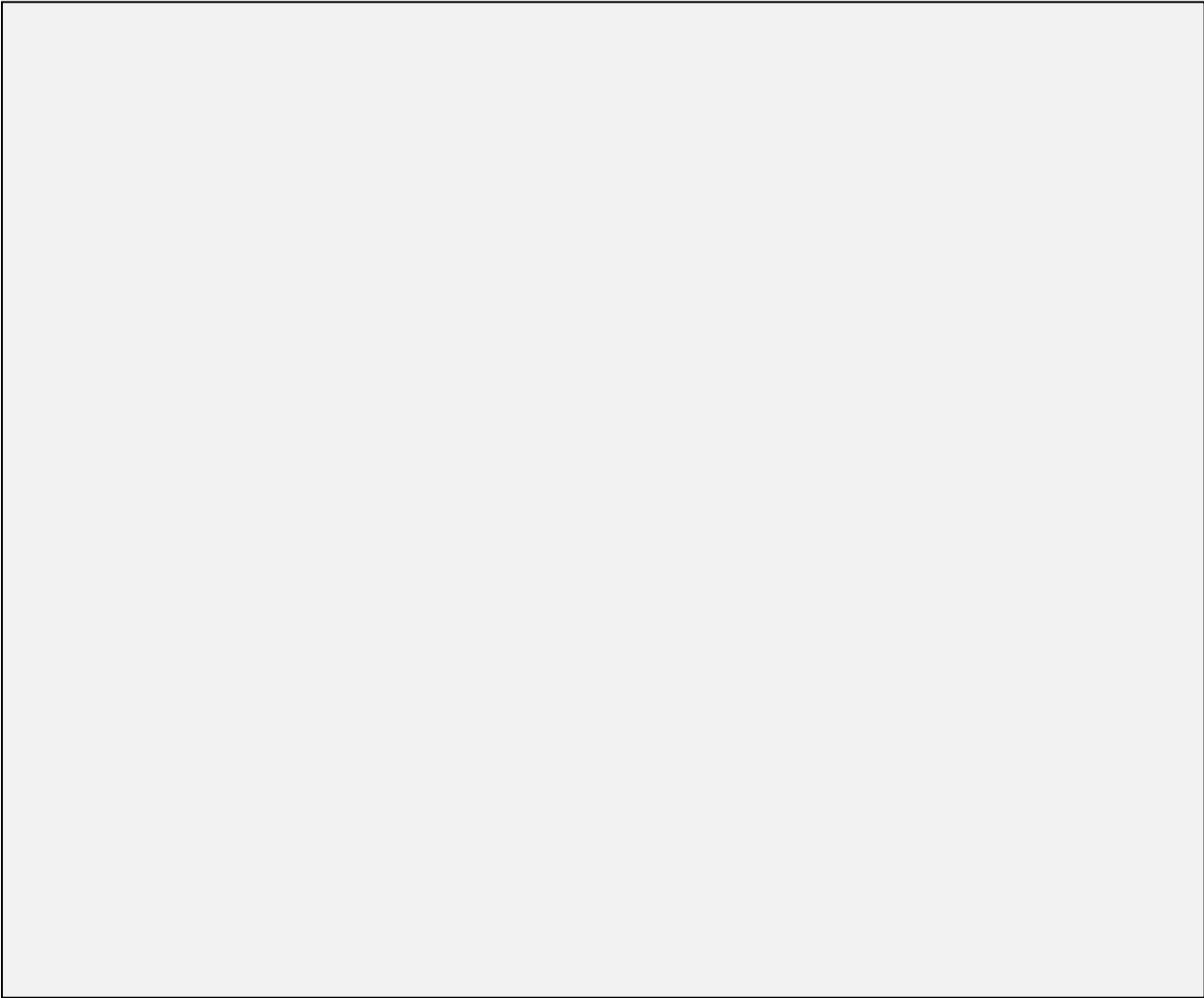
_____ (**Investor**) make this certification in relation to an offer of financial products by Heartland Investments Limited (**Heartland**) or any nominee company set up by Heartland for the purpose of investment (together, the **Heartland Group**), and certify that I am a wholesale investor (as that term is defined in clause 3(2) of Schedule 1 of the Act) because I meet the investment criteria specified in clause 38 of Schedule 1 of the Act.

I understand the consequences of certifying myself to be a wholesale investor as defined in the Act.

Yes / No

The grounds upon which I make this certification are as follows:

Please describe the circumstances which enable you to give this certificate.



This certificate is given to each entity that is a member of the Heartland Group.

Name: _____

Signed: _____

Date: _____

For Heartland Investments office use only:

Approved by:

Director of Heartland Investments Limited

Wholesale Investor Certificate – Government Agency

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Offence

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Financial Markets Conduct Act Declaration for an investment in Heartland Investments Limited

In accordance with clause 44 of Schedule 1 of the Financial Markets Conduct Act 2013 (**Act**), I,

_____ (**Investor**) make this certification in relation to an offer of financial products by Heartland Investments Limited (**Heartland**) or any nominee company set up by Heartland for the purpose of investment (together, the **Heartland Group**), and certify that I am a wholesale investor (as that term is defined in clause 3(2) of Schedule 1 of the Act) because I am a "government agency" (as that term is defined in clause 40 of Schedule 1 of the Act).

I understand the consequences of certifying myself to be a wholesale investor as defined in the Act.

Yes / No

The grounds upon which I make this certification are as follows:

Please describe the circumstances which enable you to give this certificate.



This certificate is given to each entity that is a member of the Heartland Group.

Name: _____

Signed: _____

Date: _____

For Heartland Investments office use only:

Approved by:

Director of Heartland Investments Limited

Wholesale Investor Certificate – Large Person

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Offence

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Financial Markets Conduct Act Declaration for an investment in Heartland Investments Limited

In accordance with clause 44 of Schedule 1 of the Financial Markets Conduct Act 2013 (**Act**), I,

_____ (**Investor**) make this certification in relation to an offer of financial products by Heartland Investments Limited (**Heartland**) or any nominee company set up by Heartland for the purpose of investment (together, the **Heartland Group**), and certify that I am a wholesale investor (as that term is defined in clause 3(2) of Schedule 1 of the Act) because I am "large" (as that term is defined in clause 39 of Schedule 1 of the Act).

I understand the consequences of certifying myself to be a wholesale investor as defined in the Act.

Yes / No

The grounds upon which I make this certification are as follows:

Please describe the circumstances which enable you to give this certificate.



This certificate is given to each entity that is a member of the Heartland Group.

Name: _____

Signed: _____

Date: _____

For Heartland Investments office use only:

Approved by:

Director of Heartland Investments Limited

Wholesale Investor Certificate – Investment Business

Warning

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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.

Financial Markets Conduct Act Declaration for an investment in Heartland Investments Limited

In accordance with clause 44 of Schedule 1 of the Financial Markets Conduct Act 2013 (**Act**), I,

_____ (**Investor**) make this certification in relation to an offer of financial products by Heartland Investments Limited (**Heartland**) or any nominee company set up by Heartland for the purpose of investment (together, the **Heartland Group**), and certify that I am a wholesale investor (as that term is defined in clause 3(2) of Schedule 1 of the Act) because I am an "investment business" (as defined in clause 37, of Schedule 1 of the Act).

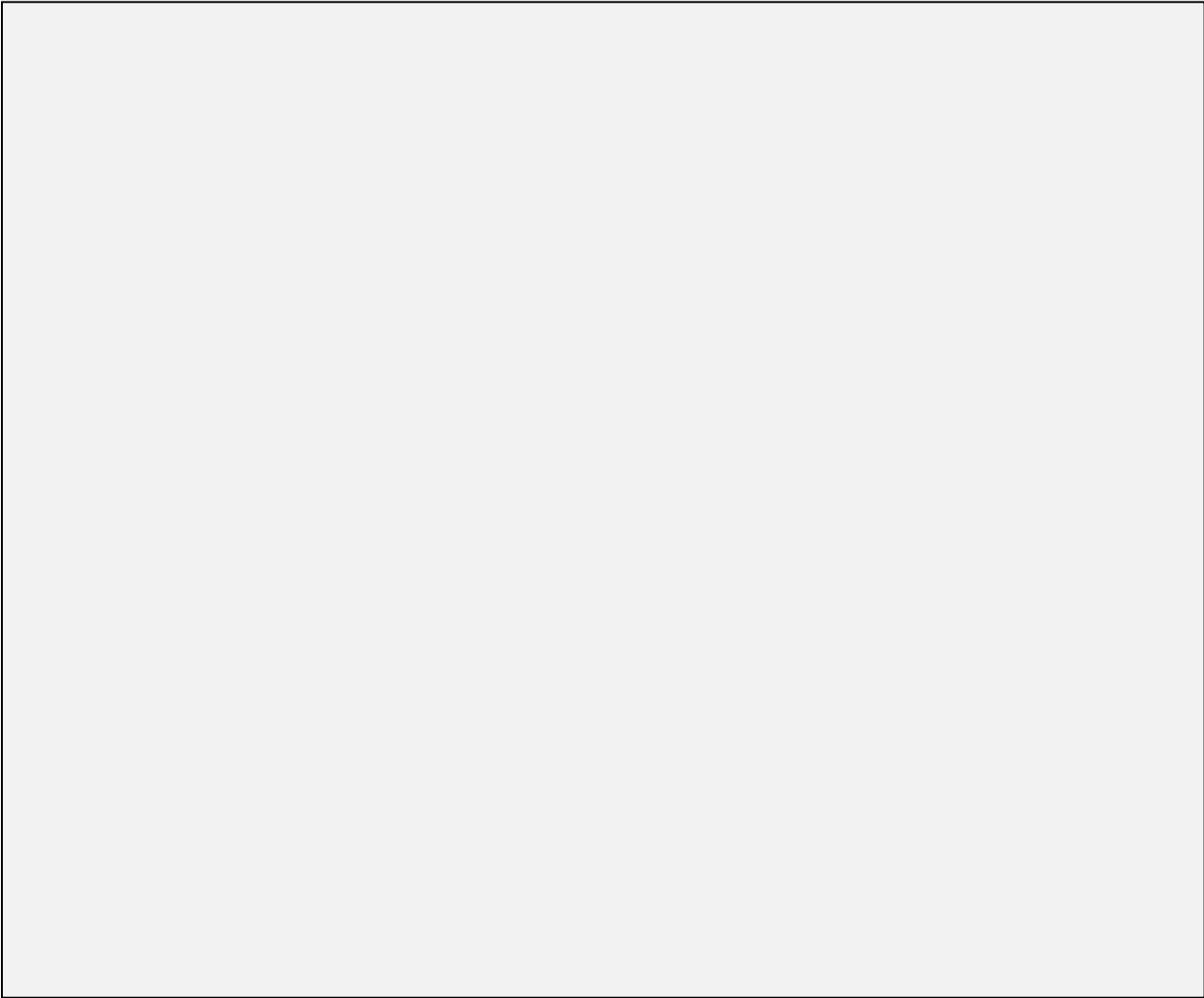
(At least one of the above must be applicable)

I understand the consequences of certifying myself to be a wholesale investor as defined in the Act.

Yes / No

The grounds upon which I make this certification are as follows:

Please describe the circumstances which enable you to give this certificate.



This certificate is given to each entity that is a member of the Heartland Group.

Name: _____

Signed: _____

Date: _____

For Heartland Investments office use only:

Approved by:

Director of Heartland Investments Limited