

## Eligible Investor Certificate

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### 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:** \_\_\_\_\_

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**For Heartland Investments office use only:**

Approved by

\_\_\_\_\_  
Director of Heartland Investments Limited

## Confirmation of Eligible Investor Certification

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**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:** \_\_\_\_\_