

Fullerton Markets Limited (**Issuer**)

WHOLESALE INVESTOR

(SAFE HARBOUR) CERTIFICATE

Financial Markets Conduct Act 2013

Name of Investor: _____ (**Investor**)

This certificate is given to the Issuer by the Investor named above for the purpose of confirming the Investor's status as a wholesale investor under clause 3(2) of Schedule 1 of the Financial Markets Conduct Act 2013 (**FMC Act**).

Warning

New Zealand 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.

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 NZ\$50,000.

By signing this form, the signatories are certifying that the Investor named above:

- is a wholesale investor within the meaning of clause 3(2) of Schedule 1 of the FMC Act (or is an entity under the control of a wholesale investor within the meaning of clause 9 of Schedule 1 of the FMC Act); and
- understands the consequences of certifying himself, herself or itself to be a wholesale investor.

Important Instructions

- Select the category of wholesale investor in column A that applies to the Investor, and the grounds on which the category applies in column B. Select **only one** category in column A and **one** ground from that category in column B.
- This is not the certificate for an "eligible investor" as defined in clauses 3(3)(a) and 41 of Schedule 1 of the FMC Act, nor for offers relying on a minimum investment of NZ\$750,000.
- Investors should take their own legal advice as to their status under the FMC Act (including the application of the provisions set out in the table below), and should consider obtaining their own tax, legal and financial advice about any proposed investment.

Terms not otherwise defined in this certificate have the same meaning as in the FMC Act. References to any terms that rely on a statutory provision (**Original Statute**) that is repealed or amended include the term that applies under any statutory provision which amends or replaces the Original Statute, and any by law, regulation, order, statutory instrument, determination or subordinate legislation made under it.

A	B
<p><input type="checkbox"/> Meets the investment business criteria</p> <p>(clause 3(2)(a), Schedule 1, FMC Act)</p> <p>Note:</p> <ul style="list-style-type: none"> • "Financial product" means a debt security, equity security, managed investment product or derivative. • "Client money or property service" means the receipt of client money or client property (within the meaning of section 431W of the FMC Act) by a person and the holding, payment, or transfer of that client money or client property, and includes a custodial service. • The first 5 boxes in Column B are not available to an investor that has been established, or acquired with a view to using it, for the purposes of this investment. 	<p><input type="checkbox"/> The Investor is an entity (not an individual) whose principal business consists of investing in financial products</p> <p><input type="checkbox"/> The Investor is an entity (not an individual) whose principal business consists of acting as an underwriter</p> <p><input type="checkbox"/> The Investor is an entity (not an individual) whose principal business consists of giving regulated financial advice (within the meaning of section 431C of the FMC Act)</p> <p><input type="checkbox"/> The Investor is an entity (not an individual) whose principal business consists of providing a client money or property service</p> <p><input type="checkbox"/> The Investor is an entity (not an individual) whose principal business consists of trading in financial products on behalf of other persons</p> <p><input type="checkbox"/> The Investor is a "registered bank" as defined in section 2(1) of the Reserve Bank of New Zealand Act 1989</p> <p><input type="checkbox"/> The Investor is an NBDT (as defined in section 5 of the Non-bank Deposit Takers Act 2013)</p> <p><input type="checkbox"/> The Investor is a licensed insurer (within the meaning of section 6(1) of the Insurance (Prudential Supervision) Act 2010)</p> <p><input type="checkbox"/> The Investor is a manager of a registered scheme, or a discretionary investment management service, that holds a market services licence</p> <p><input type="checkbox"/> The Investor is a derivatives issuer that holds a market services licence</p> <p><input type="checkbox"/> The Investor is a financial adviser (within the meaning of section 6(1) of the FMC Act)</p>

A Category of wholesale investor

B Ground for claiming that the Investor is within the identified category

Meets the investment activity criteria

(clause 3(2)(b), Schedule 1, FMC Act)

Note:

- "Financial product" means a debt security, equity security, managed investment product or derivative.
- "Specified financial products" means financial products other than:
 - bank notice products*, bonus bonds**, call building society or credit union shares**, call debt securities, credit union fixed term deposit products or credit union savings account products, fixed term deposit products issued by a registered bank, fixed term redeemable building society shares**, shares in a co-operative company, a unit in a portfolio investment entity call or term fund;
 - interests in a retirement scheme; and
 - financial products issued by an associated person of the Investor.

*Bank notice products are certain debt securities issued by a registered bank in New Zealand and certain units in a multi-rate PIE, as defined in regulation 44(3) of Schedule 8 to the Financial Markets Conduct Regulations 2014. Accordingly, please do not count any bank deposits or multi-rate PIE investments without confirming with us in writing that these can be counted.

**As defined in regulation 46A(2) of Schedule 8 to the Financial Markets Conduct Regulations 2014.

The Investor (including an entity that the Investor controls) owns, or at any time during the 2-year period before the date of this certificate has owned, a portfolio of specified financial products of a value of at least NZ\$1 million (in aggregate)

The Investor (including an entity that the Investor controls) has, during the 2-year period before the date of this certificate, carried out one or more transactions to acquire specified financial products 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 persons of the Investor

The Investor is an individual who has, within the last 10 years before the date of this certificate, 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

A	B
<p><input type="checkbox"/> Meets the large investor criteria</p> <p>(clause 3(2)(c), Schedule 1, FMC Act)</p> <p>Note:</p> <ul style="list-style-type: none"> • "Control" has the meaning given in the clause 48, Schedule 1, FMC Act. 	<p><input checked="" type="checkbox"/> As at the last day on each of the 2 most recently completed financial years before the date of this certificate, the net assets of the Investor and the entities controlled by the Investor exceeded NZ\$5 million</p> <p><input type="checkbox"/> In each of the 2 most recently completed financial years before the date of this certificate, the total consolidated turnover of the Investor and the entities controlled by the Investor exceeded NZ\$5 million</p>
<p><input type="checkbox"/> Government Agency</p> <p>(clause 3(2)(d), Schedule 1, FMC Act)</p>	<p><input type="checkbox"/> The Investor is a public service agency as defined in section 5 of the Public Service Act 2020</p> <p><input type="checkbox"/> The Investor is a Crown entity under section 7 of the Crown Entities Act 2004</p> <p><input type="checkbox"/> The Investor is a local authority</p> <p><input type="checkbox"/> The Investor is a State enterprise (within the meaning of section 2 of the State-Owned Enterprises Act 1986)</p> <p><input type="checkbox"/> The Investor is the Reserve Bank</p> <p><input type="checkbox"/> The Investor is the Board of Trustees of the National Provident Fund continued under the National Provident Fund Restructuring Act 1990 (and a company appointed under clause 3(1)(b) of Schedule 4 of that Act).</p>

CERTIFICATION AND ACKNOWLEDGMENT

By signing this form, the signatories are certifying the investor named above:

1- is a wholesale investor within the meaning of clause 3(2) of Schedule 1 of the FMC Act (or is an entity under the control of a wholesale investor within the meaning of clause 9 of Schedule 1 of the FMC Act);

2- has ticked the relevant category of wholesale investor and grounds which apply to the Investor, and confirm the selected category of wholesale investor, and selected grounds for relying on this category of wholesale investor applies to the Investor.

3- understands the consequences of certifying himself, herself, or itself to be a wholesale investor.

The Investor acknowledges that this certificate is provided to the Issuer for the purposes of determining the Investor's eligibility to be treated as a wholesale investor under the FMC Act. The Investor authorises the Issuer to give this certificate or a copy of this certificate, on behalf of the Investor, to any person who wishes to establish the Investor's status in connection with any transaction involving the Issuer. The Investor understands that such a person may rely on this certificate as if it was given to that person by the Investor.

The Investor understands that this certificate is valid and may be relied upon by the Issuer, or any person who wishes to establish the Investor's status, for a period of 2 years following the date it is signed.

SIGNED by the Investor(s):

Signature of Investor

Signature of Investor

Name of Investor

Name of Investor

Date (dd/mm/yyyy)

Date (dd/mm/yyyy)

If Investor is a body corporate:	
_____ Signature of authorised signatory	_____ Signature of authorised signatory
_____ Name and position of signatory	_____ Name and position of signatory
_____ Jurisdiction of residence of Investor	_____ Jurisdiction of residence of Investor

If Investor is a trust:		
_____ Signature of Trustee	_____ Signature of Trustee	_____ Signature of Trustee
_____ Print name	_____ Print name	_____ Print name

Notes for signing: All Investors must sign. If the Investor is a Trust, all Trustees must sign and the Investors must send back a copy of its Trust Deed with this Application. If a company signs and has two or more directors, at least two directors must sign. Signing by an attorney of an Investor is not permitted unless with prior approval of the Issuer.