Wholesale Investor Certificate

Avanti Funds Management Limited

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Clause 44, Schedule 1 of the Financial Markets Conduct Act 2013 (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 $50,000.

Certification

Name of Investor: _____ (Investor)

The Investor certifies that:

1. It is a “wholesale investor” within the meaning of clause 3(2) of Schedule 1 of the Act; and
2. It understands the consequences of certifying itself to be a "wholesale investor" within the meaning of clause 3(2) of Schedule 1 of the Act.

The grounds on which the Investor claims to be a “wholesale investor” are as follows:

Place a tick in all appropriate boxes.

☐ **Investment Business (clause 3(2), paragraph (a) of Schedule 1 of the Act)**
The Investor is in an investment business in terms of clause 37 because:

- ☐ Its principal business consists of one or more of the following:
  - ☐ Investing in financial products;
  - ☐ Acting as an underwriter;
  - ☐ Providing a financial advice service (as defined in the Act);
  - ☐ Providing a client money or property service (as defined in the Act);
  - ☐ Trading in financial products on behalf of other persons;

☐ It is a registered bank (as defined in section 2(1) of the Banking (Prudential Supervision) Act 1989);

☐ It is an NBDT (as defined in section 5 of the Non-bank Deposit Takers Act 2013);

☐ It is a licensed insurer (within the meaning of section 6(1) of the Insurance (Prudential Supervision) Act 2010);

☐ It is a manager of a registered scheme (as defined in the Act), or a discretionary investment management service (as defined in the Act), that holds a market services licence under Part 6 of the Act;

☐ It is a derivatives issuer (as defined in the Act) that holds a market services licence under Part 6 of the Act;

☐ It is a financial adviser (as defined in the Act).

☐ **Investment Activity Criteria (clause 3(2), paragraph (b) of Schedule 1 of the Act)**

The Investor meets the investor criteria specified in clause 38 because at least 1 of the following applies to the Investor:

☐ The Investor owns, 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);

☐ The Investor has, 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 the Investor;

☐ The Investor 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 two years during that 10-year period, participated to a material extent in the investment decisions made by the investment business.

☐ **Large (clause 3(2), paragraph (c) of Schedule 1 of the Act)**

The Investor is large in terms of clause 39 because at least 1 of the following applies to the Investor:

☐ As at the last day of each of the two most recently completed financial years of the Investor before the time at which this certificate is given, the net assets of the Investor and the entities controlled by the Investor exceeded $5 million;

☐ In each of the two most recently completed financial years of the Investor before the time at which this certificate is given, the total consolidated turnover of the Investor and the entities controlled by the Investor exceeded $5 million.

Signed by the Investor:

_____

Name

_____

Signature

_____

Date