



# PUNAKAIKI FUND

---

INVESTING IN HIGH GROWTH COMPANIES

## Product Disclosure Statement

***Offering of Ordinary Shares with attached Rights in Punakaiki  
Fund Limited***

***22 October 2019***

*This document gives you important information about this investment to help you decide whether you want to invest. There is other useful information about this offer on [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose), offer number OFR12749*

*Punakaiki Fund Limited has prepared this document in accordance with the Financial Markets Conduct Act 2013. You can also seek advice from a financial adviser to help you to make an investment decision.*

# 1. Key Information Summary

## What Is This?

*This is an **offer of ordinary shares** ("Shares") and also a **non-renounceable Rights Issue** to all Punakaiki Fund shareholders. Shares give you a stake in the ownership of Punakaiki Fund Limited ("Punakaiki Fund").*

*You may receive a return if Punakaiki Fund increases in value and you are able to sell your Shares at a higher price than you paid for them, or if dividends are paid (although no dividends are expected to be paid in the short or medium term).*

*If Punakaiki Fund runs into financial difficulties and is wound up, you will be paid only after all creditors have been paid. You may lose some or all of your investment.*

***An investment in Shares is, by its nature, relatively high risk. It will not be suitable for all investors. We recommend you seek professional financial advice before making any decision to invest.***

## About Punakaiki Fund

Punakaiki Fund makes long-term investments into high-growth, revenue-generating New Zealand technology companies.

The company has a portfolio of investments in 14 core Portfolio Companies valued at \$48.3 million, and total assets, including cash, of \$49.3 million.

The 14 companies represent a diverse range of industries, products and services and business models. Their aggregate revenues over the twelve months to 30 June 2019 (not weighted by our shareholding) were \$124 million.<sup>1</sup>

Punakaiki Fund generates returns through changes in the fair value of investments (net of accrued Performance Fees), as well as dividends received from investments and cash or shares received from the sale of investment assets. In FY2019 the net profit after tax was \$5.0 million.

The company has negative operating cash flows, as cash spent on operational expenses currently exceeds cash received from dividends. In FY2019 the company used net cash of \$0.773 million for operating activities, although \$1.1 million was received from sale of investments. To ensure that the company can meet operational costs for 12 months without further fundraising or sale of investment assets Punakaiki Fund has a reserve policy that, after each major fund raising, sets aside cash sufficient for 12 months of estimated operating cashflows.

## Purpose of this Offer

Punakaiki Fund is raising new capital via an Offer to existing and new investors and then a Rights Issue to all shareholders after the offer to make investments into existing and new Portfolio Companies, and to pay our operating costs.

<sup>1</sup> This is non-GAAP information



## Key Terms of the Offer

Offer Terms		Non-renounceable Rights Issue	
<b>Description of the Securities</b>		<b>Description of Rights Issue</b>	
This is an offering of <b>ordinary shares</b> in Punakaiki Fund.		Every 7 Shares held on the Record Date will entitle, but not obligate, the holder of those Shares to subscribe for 1 additional Share at the Rights Issue Price. The right to subscribe for these Shares is not transferable	
<b>Price</b>	<b>\$23.00 per Share</b> , inclusive of 3% brokerage. Once you pay for your Shares, you have no obligation to pay any further amounts	<b>Shortfall Shares</b>	
<b>PDS Lodged</b>	22 October 2019	Holders of Shares at the Record Date will also have the ability to subscribe for Shortfall Shares at the Rights Issue Price. Shortfall Shares are any Shares that other shareholders were entitled to subscribe for under the Rights Issue, but did not take up	
<b>Offer Opens</b>	<b>31 October 2019</b>	<b>Rights Issue Price</b>	
<b>Offer Closes</b>	<b>20 November 2019</b>	<b>\$16.00 per Share</b> , inclusive of 3% brokerage. Once you pay for your Shares, you have no obligation to pay any further amounts	
Punakaiki Fund reserves the right to amend, extend or shorten the Offer at any time before the Closing Date, and to withdraw the Offer at any time before the allotment of Shares		<b>Rights Issue Opens</b>	<b>31 October 2019</b>
<b>Allotment Date</b>	<b>21 November 2019</b>	<b>Record Date</b>	21 November 2019
Punakaiki Fund can reject any Application, or accept any Application in part only, without providing any reason for doing so		<b>Rights Issue Closes</b>	<b>25 November 2019</b>
<b>Minimum Investment per Shareholder</b>	<b>100 Shares</b> (\$2,300), then in increments of 10 Shares (\$230)	<b>Shortfall Shares Allocated</b>	26 November 2019
<b>Maximum Investment per Shareholder</b>	There is <b>no maximum</b> number of Shares you can subscribe for	<b>Payment for Shortfall Shares Due</b>	<b>2 December 2019</b>
<b>Minimum Shares Available</b>	There is <b>no minimum</b> number of Shares being offered	<b>Allotment Date</b>	4 December 2019
<b>Maximum Shares Available</b>	There is <b>no maximum</b> number of Shares being offered		
<b>Entitlement to Rights Issue</b>	Applicants who are allotted Shares in the Offer are also entitled to participate in the Rights Issue		
<b>Current Shares on issue</b>	<b>2,026,409 Shares</b>		

## Management Agreement

<b>Manager</b>	LWCM Limited
<b>Manager Principals</b>	Lance Wiggs and Chris Humphreys
<b>Initial Agreement Term</b>	<b>10 Years</b> , beginning <b>25 March 2014</b> with rollover rights
<b>Removal of Management</b>	More than <b>50% of the Shares</b> on issue voted in favour
<b>Management Fee</b>	<b>2%</b> up to \$50 million then <b>1.5%</b> of Accounting Net Asset Value per annum plus GST, paid quarterly in advance
<b>Administration Fee</b>	For FY2020 this fee was determined by the Board to be \$175,000 plus GST, paid quarterly in advance
<b>Performance Fee</b>	<b>20%</b> of any net gains, subject to a 10% return threshold and a high-water mark
<b>Payment of Performance Fee</b>	Initially triggered by Punakaiki Fund's <b>listing on a stock exchange</b> and certain other events. Paid 72% as Shares and 28% as cash (based on the prevailing corporate tax rate)



Additional information regarding the management of Punakaiki Fund is contained within the *Management Agreement* between Punakaiki Fund and LWCM, found in the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund's offer number (OFR12749).

*Punakaiki Fund Limited is not a 'managed investment scheme' (MIS) for the purposes of the Financial Markets Conduct Act and does not have an FMA-licensed manager or an FMA-licensed independent supervisor to govern its investment activities. Investor rights are set out in the constitution of the company, which has been set up in accordance with the Companies Act 1993.*

Under its constitution, Punakaiki Fund is structured as a company and is governed by a shareholder-elected board of directors, with the Manager appointed under the Management Agreement. The investor rights include the ability for the Manager to be removed without penalty if a majority of Shares are voted in favour of doing so.

## How You Can Get Your Money Out

*Punakaiki Fund does not intend to quote these Shares on a market licensed in New Zealand in the short-term and there is no other established market for trading them. This means that you may not be able to sell your Shares. Punakaiki Fund does not offer the ability for Shares to be redeemed.*

Additional information regarding trading of Punakaiki Fund shares through the quarterly matching of buyers and sellers can be found in Section 6, **Key Features of the Shares**, on page 43.

## Key Drivers of Returns

An investment in Punakaiki Fund should be considered a long-term investment. Returns to investors over the long-term are driven by:

- changes in the value of Punakaiki Fund's Assets per Share; and
- any dividends paid to investors by Punakaiki Fund. No dividends have yet been paid, none are currently proposed and none are expected to be paid in the short or medium term.

The value of our Assets is primarily driven by the change in financial performance (and therefore valuation) of each of the Portfolio Companies in our portfolio, in particular their revenue growth, profitability and dividends, as well as our costs.

The performance of each Portfolio Company is impacted by:

- how good the Manager is at selecting and supporting investments;
- changes in the valuations of comparable companies listed on public markets; and
- the ability of some Portfolio Companies to raise additional capital, and the value of each company determined by investors for that capital raising.

## Key Risks Affecting This Investment

*Investments in shares are risky. You should consider if the degree of uncertainty about Punakaiki Fund's future performance and returns is suitable for you. The price of these Shares should reflect the potential returns and the particular risks of these Shares. Punakaiki Fund considers that the most significant risk factors that could affect the value of the Shares are set out below.*

**Loss of value due to the poor performance or failure of one or more of the Portfolio Companies**, which would cause the value of the investment assets of Punakaiki Fund to be revalued downwards. The Manager actively monitors performance of the Portfolio Companies and Punakaiki Fund marks down the



carrying value of any underperforming investments. To date, investments representing 75% of the value of the investment assets of Punakaiki Fund have, at some time, been marked down from a previous carrying valuation. The investments we currently regard as highest risk are valued at under 1% of the Investor Net Asset Value.

**Higher volatility in the valuation of Punakaiki Fund investments than in public market indices.**

This reflects the heightened valuation volatility that the Portfolio Companies have in response to public market valuation movements (e.g. downwards and upwards movements in the ASX, NZX and international share market indices) due to their smaller size and higher growth. For clarity, a sudden 30% fall or rise in global share markets would likely result in a greater fall or rise in the valuation of Punakaiki Fund's investments. We maintain a very long-term perspective on investments, which can make us less sensitive to some short-term volatility.

**Ongoing capital raisings (such as Share issues) do not meet Punakaiki Fund's needs or expectations.** Punakaiki Fund requires cash to meet its operating expenses and to make further investments. If Punakaiki Fund does not continue to raise sufficient capital or sell investment assets including any listed shares it holds then it may fail, in which case the Investor Net Asset Value per Share is likely to fall significantly. We set aside a reserve of cash immediately after any material Punakaiki Fund capital raising event to meet our forecast operating costs over the following 12 months and in addition have successfully raised \$29.3 million in cash since April 2014.

**High concentration of investments in technology businesses gives Punakaiki Fund greater exposure to technology sector volatility,** with the risk that a downwards valuation in the entire technology sector could have a more significant impact on the valuation of Punakaiki Fund's portfolio of investments than on a more diversified portfolio. We invest in companies which provide us with exposure to a diverse range of industries to help mitigate our technology and SaaS business model concentration.

**Uncertainty about the valuation of companies,** with the risk that the valuations could be too high or too low versus market values. Punakaiki Fund's auditor Ernst & Young draws attention in their Independent Auditor's Report on the FY2019 financial statements to "Note 3.1.1 to the financial statements describes the inherent uncertainty and difficulty in measuring the fair value of early stage unlisted investments". Punakaiki Fund uses revenue, EBITDA, revenue growth rates, investment metrics and public market valuations of comparable companies; along with performance, small company, control and liquidity adjustments, to guide periodic valuations of the portfolio.

**The loss or the poor performance of key people,** specifically Lance Wiggs and Chris Humphreys from LWCM, the Manager. The Management Agreement can be terminated by the Board for cause, and by Shareholders with a majority vote, each without penalty.

*This summary does not cover all of the risks of investing in Shares. You should also read Section 8 of this PDS, **Risks to Punakaiki Fund's Business and Plans**, on page 49.*

## **Where You Can Find Punakaiki Fund's Financial Information**

*The financial position and performance of Punakaiki Fund are essential to an assessment of this Offer. You should also read Section 7 of the PDS, **Punakaiki Fund's Financial Information**, on page 45.*

Punakaiki Fund has not included prospective financial information within this PDS. This is because of the uncertain future growth in the value of Portfolio Companies, the inability to forecast changes in public market valuations of comparable companies and the unknown amount of new capital that Punakaiki Fund will raise in the short to medium term. These factors (and others) will impact Punakaiki Fund's future Investor Net Asset Value.



# Table of Contents

<b>1.</b>	<b>KEY INFORMATION SUMMARY</b>	<b>2</b>
	<b>TABLE OF CONTENTS</b>	<b>6</b>
	<b>LETTER FROM THE CHAIR</b>	<b>7</b>
<b>2.</b>	<b>PUNAKAIKI FUND AND WHAT IT DOES</b>	<b>8</b>
<b>3.</b>	<b>PURPOSE OF THE OFFER</b>	<b>33</b>
<b>4.</b>	<b>KEY DATES AND OFFER PROCESS</b>	<b>35</b>
<b>5.</b>	<b>TERMS OF THE OFFER</b>	<b>36</b>
<b>6.</b>	<b>KEY FEATURES OF THE SHARES</b>	<b>43</b>
<b>7.</b>	<b>PUNAKAIKI FUND'S FINANCIAL INFORMATION</b>	<b>45</b>
<b>8.</b>	<b>RISKS TO PUNAKAIKI FUND'S BUSINESS AND PLANS</b>	<b>49</b>
<b>9.</b>	<b>TAX</b>	<b>53</b>
<b>10.</b>	<b>WHERE YOU CAN FIND MORE INFORMATION</b>	<b>54</b>
<b>11.</b>	<b>HOW TO APPLY</b>	<b>55</b>
<b>12.</b>	<b>CONTACT INFORMATION</b>	<b>57</b>
	<b>GLOSSARY OF TERMS</b>	<b>58</b>
	<b>PUNAKAIKI FUND APPLICATION FORM</b>	<b>61</b>
	<b>PUNAKAIKI FUND APPLICATION INSTRUCTIONS AND TERMS</b>	<b>65</b>



# Letter from the Chair

Dear Investor,

On behalf of the Board I am pleased to introduce this Offer of shares, along with a discounted rights issue for all Shareholders after the Offer is complete. The structure of these offers is in response to overwhelming investor feedback for a preference for a discounted offer of shares.

We continue to believe that New Zealand has an abundance of opportunity for investing in high-quality, high-growth companies, and that this is reflected by the continued revenue growth from a significant majority of the companies we have previously invested in. We have 14 core investments that represent 99% of our investment value, with the 6 other Portfolio Companies invested into to date either sold, held for sale or written down. The opportunity to invest in a venture capital portfolio where the poor performers are already known and written down in value is unusual, and we are confident about the aggregate future performance of the remaining 14 core investment assets.

The 14 companies have performed well as a group, with four increasing revenue, from a low base, by over ten times since we first invested. Overall, the companies show an equity weighted increase in revenue of 2.9 times since our original investment. Their aggregate revenue was \$124 million for the last twelve months, with seven companies achieving revenue of over \$5 million, and 13 over \$1 million.

After five years of strong performance we tightened the mandate for Punakaiki Fund this year to focus on the areas where we have delivered the best returns – early stage technology companies that have reasonable revenues.

Since Punakaiki Fund was established, our performance within this tightened mandate has delivered 25.8% in annualised gross returns, with 99% of the value of Punakaiki Fund's existing portfolio currently within that mandate.

For this offer we intend, if we raise more than \$6 million, to place approximately half of the new funds with companies new to Punakaiki Fund. Our manager, LWCM, will take more time to place the bulk of the funds, but are confident, as they have been for many years now, that the New Zealand high tech ecosystem is delivering a stream of excellent opportunities.

We still intend to list on a stock exchange like the NZX in the medium term, with over 95% shareholders surveyed in August relaying we should wait until the fund is big enough – at least \$100 million of assets, if not \$200 million. We will consider the costs and complexity of listing versus the benefits of liquidity and accessibility to investors when we move to list Punakaiki Fund.

For this offer we valued the portfolio using the same approach as we do for each offer, quarterly report and the audited year-end accounts. We use a systematic approach and your board of directors, excluding Lance Wiggs from LWCM, makes all valuation decisions.

We are very happy to make this offer to investors, rewarding everyone for their early commitment through a discounted offer but also giving new investors the opportunity to participate in that offer through buying shares.



Please review the Key Risk section above and below on page 49, and we recommend that you read this document carefully and, before making a decision, consult with your financial and other professional advisers. We cannot guarantee the outcomes, but we believe that our approach of supporting local high-quality, high-growth companies has potential to deliver attractive long-term returns.

Yours Sincerely, Mike Bennetts

## 2. Punakaiki Fund and What it Does

***An investment in Shares is by its nature relatively high risk. It will not be suitable for all investors. The Glossary on page 58 defines terms used in this Product Disclosure Statement, or “PDS”.***

### Punakaiki Fund Structure

Punakaiki Fund is a limited liability company, registered with the Companies Office in New Zealand. We are governed by our Board, our constitution (which can be found in the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund’s offer number OFR12749) and the Companies Act.

Punakaiki Fund holds all of its investments directly, rather than by way of a custodian. LWCM Limited (LWCM) is contracted under the Management Agreement to provide management of Punakaiki Fund’s assets. The terms of the Management Agreement are set out under the heading “Management Agreement” on page 26 of this Section.











### Our Portfolio Companies

Punakaiki Fund holds investments in 19 different entities. Eight of these investments form our core SaaS investments, and six more form our core non-SaaS investments. The remaining five investments (ThisData, Populate, New Zealand Artesian Water, Family Zone and Hayload) are considered non-core due to either their size, that their businesses have been divested, that they have been written down or due to falling outside of our Socially Responsible Investment Policy.











## SaaS Investments: \$75m ARR, 31% year-on-year growth, ~600 employees

 <p><b>1.9% (1.7%*)</b> Vend provides cloud-based point-of-sale software which includes ecommerce, inventory, customer loyalty and analytics.</p>	 <p><b>3.8%</b> Timely provides a software platform to beauty and wellbeing businesses to manage bookings, reminders, marketing, point of sale and reporting.</p>	 <p><b>19.5%</b> Conqra provides software allowing the construction industry to do their quality assurance planning and execution online.</p>	 <p><b>30.1%</b> Boardingware helps schools manage their students' movements and pastoral care using a SaaS product.</p>
 <p><b>6.3%</b> Raygun creates SaaS developer tools including crash and error reporting, real user monitoring and application performance monitoring.</p>	 <p><b>16.1%</b> Mobi2Go helps food service businesses sell more by adding an ordering function to their marketing website.</p>	 <p><b>29.4%</b> Weirdly helps companies that actively recruit people to find better applicants through the use of innovative software.</p>	 <p><b>32.8%</b> RedSeed helps large retailers increase their sales through proprietary and customised modules in a SaaS Learning Management System.</p>

\* Fully diluted shareholding after accounting for employee options

## Non-SaaS Investments: \$57m Revenue, 27% year-on-year growth, ~200 employees

 <p><b>25.6%</b> Onceit is an on-line daily deal site selling high-end New Zealand designer fashion.</p>	 <p><b>48.8%</b> Devoli is an Internet Service Provider that provides wholesale and corporate telecommunication services.</p>	 <p><b>19.6%</b> Mindfull is a global advanced analytics practice that builds data, information management, predictive tools and platforms.</p>
 <p><b>17.7%</b> Coherent Solutions develops and manufactures test equipment for the global fibre optical communications market.</p>	 <p><b>32.3%</b> Melon Health gives chronic disease patients on-line platforms with the tools, support and information to help manage their condition.</p>	 <p><b>28.2%</b> EverEdge helps companies drive growth and create wealth from intangible assets. They are the world's premier IP strategy firm.</p>

## Punakaiki Fund Overview

Punakaiki Fund holds and invests in fast-growing New Zealand-based businesses, with a portfolio of 19 investments valued at \$48.9 million and total assets of \$49.3 million. Punakaiki Fund's recently updated investment mandate targets high-growth Software as a Service (SaaS) companies with recurring revenue greater than \$300,000 and non-SaaS technology-focused companies with annual revenue greater than \$3 million. Punakaiki Fund invests with the intent to maintain a diverse portfolio within its high-growth mandate.

### History

Punakaiki Fund was first funded in April 2014 and has since raised a total of \$33.4 million via a series of offers and share issues. Punakaiki Fund has invested \$30.8 million into 20 businesses, via 102 separate investment rounds or tranches, including issuing \$4.1 million in Shares to settle four investments.

Our core investments market goods and services such as software, training, advisory services, telecommunications services, fashion and healthcare to serve industries including retailers, schools, construction, software engineers, restaurants, semiconductor manufacturers, telecommunications providers and consumers. The business models used by these businesses also vary across SaaS, consultancy, products, ecommerce and marketplaces.



Over time, Punakaiki Fund intends to generate value from a combination of dividends received from its Portfolio Companies and the capital gains generated by those companies. So far one company, Onceit Limited, has paid multiple dividends to Punakaiki Fund. We expect to continue to receive dividends from Onceit, as well as other Portfolio Companies as they mature. Another company, Linewize, was sold to ASX-listed Family Zone predominantly in exchange for tradable Family Zone shares, with the transaction completed in November 2017. Punakaiki Fund has since sold a portion of its interest in Family Zone. Additional details are contained under the sub-heading **Selling Investments (Exits)**, on page 13.

### **About the Structure**

The company structure is designed to provide investors protections, including limited liability, a predominantly non-executive Board of directors, an external auditor and the ability for Shareholders to terminate the Manager's appointment without punitive penalties. It is also designed to control the cash costs of Punakaiki Fund.

The structure is also intended to provide the flexibility to raise new capital in the future and to facilitate a future listing (or Initial Public Offering) of Punakaiki Fund Shares.

### **Drivers of Punakaiki Fund's Performance**

Punakaiki Fund's performance is primarily driven by the performance of our Portfolio Companies, including any dividends paid by them and any sale of our investment assets. The selection of Portfolio Companies is likely to have the most impact on our financial performance. In addition, the ability for us to provide both advice and further funding, if required, to our Portfolio Companies also has a significant impact on our performance.

The costs of operating Punakaiki Fund, including the payment of any future Performance Fee to the Manager, are also material to the performance of Punakaiki Fund. These costs are generally tied to the overall performance and size of Punakaiki Fund. Punakaiki Fund has had negative operating cash flows to date, as the cash operating costs have been greater than the cash income. The *Statement of Investment Policies and Objectives* provides for a reserve, measured at the time that Punakaiki Fund complete a material capital raising, to ensure that the company can meet management fees and budgeted operational costs for the subsequent 12-month period without needing to raise further funding.

Our *Statement of Investment Policies and Objectives*, summarised below, outlines the philosophies, objectives and strategies we have in place to in order to make investments and deliver returns to our Shareholders. We believe these philosophies, objectives and strategies are an effective and appropriate way to maximise returns for our Shareholders.

The *Statement of Investment Policies and Objectives*, *Investment Guidance* and *Socially Responsible Investment Policy* documents can be found in the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund's offer number (OFR12749).



## Statement of Investment Policies and Objectives Summary

### Investment Philosophy

We believe that the following philosophies provide the greatest opportunity to generate significant returns for our Shareholders.

#### ***New Zealand Focus***

We believe that there are consistently large numbers of high-quality New Zealand-based companies seeking funding, but that there is a general shortage of well-directed growth capital particularly in the Series A and Series B funding stages. We also believe that there are exploitable market inefficiencies for the supply of growth capital in New Zealand.

#### ***High Growth Focus***

We believe that well-selected high-growth companies can generate risk-adjusted returns for our investors that are higher than those from public markets.

#### ***Investor of Choice for Founders***

We believe that a founder-centric approach to investment and management attracts the best high growth investment opportunities to Punakaiki Fund.

#### ***Attractive Portfolio***

We believe that holding a highly regarded portfolio of investments attracts other highly regarded companies to seek investment from Punakaiki Fund.

#### ***Long-term Investment***

We believe that holding investments for the long-term delivers higher returns to our investors.

#### ***Diverse Portfolio***

We believe that portfolio diversification reduces the level of risk for a given amount of return.

### Investment Objectives

Punakaiki Fund has a primary objective of delivering Shareholders significant returns over the medium-to long-term.

#### ***Deliver Significant Returns to Investors***

We aim to deliver significant five-year rolling annual returns to Shareholders, measured net of all costs, fees and Punakaiki Fund-level taxes. We believe that strong returns are achievable based on the underlying growth rates of the Portfolio Companies and new companies that we invest in. We also believe that this value will manifest providing that we continue to hold those companies over the long-term, and we will reinvest into companies with this perspective. Value may also be delivered through the sale of our investments.

#### ***Become Self-Sufficient***

We aim to be able to eventually meet our internal expense obligations (including the payment of the Management Fee) through dividend flows from Portfolio Companies, rather than by raising new capital.



## Investment Strategy

Punakaiki Fund aims to achieve its objectives by:

### ***Supporting High Growth Companies and their Founders***

We aim to find high-growth companies in New Zealand and support them with capital and advice (as required) and be easy to work with for founders. We do not insist on board seats, complex contracts or control when investing, but do look for appropriate governance and will take directorships when desired by both parties. We are able to act swiftly where required to agree and close investments, in particular follow-on investments.

### ***Having a Low Rate of Investment Failure***

We aim to invest in opportunities that have been significantly de-risked by displaying traits such as:

- a genuine end-user need and compelling products;
- existing, growing revenue (we have a strong bias towards companies of over \$300,000 in annual revenue);
- an effective and efficient company with strong people and culture; and
- a robust financial investment case that allows the company to grow or return to positive cash-flow with investment.

### ***Having a Long Life***

We are a permanent capital investor and have a patient, long-term investment mandate. We aim to hold our investments for considerable periods of time in order to allow our Portfolio Companies to grow to maturity. Occasionally we may sell investments, although generally only after a founder-led decision.

### ***Having a Strong and Diverse Portfolio***

We aim to lower Punakaiki Fund's market risk by having a well-diversified portfolio across company stages, industries, business models and markets.

### ***Holding for Dividends***

We aim to hold Portfolio Companies over the long-term to receive ever-increasing dividend payments.

## Socially Responsible Investment

We believe that investing in a socially responsible way will help to deliver the targeted returns for shareholders. Investing responsibly also benefits society at large. We invest responsibly by excluding investment in certain activities (such as gambling, alcohol and tobacco), by including environmental, social and governance factors ("ESG Factors") as part of our investment process for new Portfolio Companies, and by engaging with existing Portfolio Companies to encourage the integration of ESG Factors in their business operations. Our Socially Responsible Investing Policy can be found in the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund's offer number (OFR12749). As part of adhering to this Policy we announced in mid-2019 that investment into NZ Artesian Water is now out of mandate and are seeking to sell that investment in an orderly manner.

## Investment Performance

Many venture capital funds use gross internal rate of return ("Gross IRR") as a measure of their performance. Gross IRR is the annualised percentage return from each investment, based on the amount invested, the elapsed time between the investment date and today, and today's valuation of that investment. For example, if an investment of \$1 million was made in 18 July 2018 and the value today was assessed at \$1.5 million then the valuation would have increased by 50%, but the gross IRR, which is the



annualised percentage return, would be only 38% (i.e. the compounding annual return that you would need to receive to grow \$1 million to \$1.5 million over 15 months).

The table below reflects the overall gross IRR of our investments, grouped by the calendar year of each investment tranche into Portfolio Companies that we have made. This excludes all fees and other operating costs of Punakaiki Fund and also excludes brokerage paid by investors.

Punakaiki Fund's investments have delivered a Gross IRR of 20.2%<sup>1</sup> (a 66% increase in value) based on assessed changes in fair market valuation, as well as dividends received, since each investment tranche was undertaken.

Financial Year	Investment	Investment Tranches	Unrealised Returns, Dividends Received and Sale Proceeds <sup>1</sup>
2015	<b>\$3.5 million</b>	Devoli (x2), Timely, Influx, Raygun, Melon Health (x2), Onceit, Weirdly, Boardingware, RedSeed	\$15.5 million value Up 346% <b>35% IRR</b>
2016	<b>\$7.3 million</b>	ThisData, EverEdge, Influx, RedSeed, Boardingware, Vend (x2), Weirdly, Onceit, Mobi2Go (x2), Melon Health (x2), Mindfull, Raygun	\$12.6 million value Up 71% <b>14% IRR</b>
2017	<b>\$3.4 million</b>	Populate (x3), Linewize (x3), NZAW (x2), Hayload (x2), Weirdly (x2), Mobi2go, Conqa, Devoli	\$3.1 million value Down 8% <b>-3% IRR</b>
2018	<b>\$8.7 million</b>	Melon Health (x3), ThisData, Linewize, Populate, Devoli (x4), NZAW (x4), Hayload (x2), Mobi2go (x2), Conqa (x4), Coherent Solutions (x4), Weirdly, EverEdge	\$10.0 million value Up 15% <b>9% IRR</b>
2019	<b>\$6.0 million</b>	Mobi2Go (x2), Melon Health (x5), Redseed (x2), Devoli (x7), Coherent Solutions (x2), Weirdly (x2), NZAW (x2), Boardingware	\$8.0 million value Up 32% <b>30% IRR</b>
2020	<b>\$1.9 million</b>	Devoli (x3), Conqa (x3), NZAW, Vend, Melon Health, Weirdly	\$1.9 million value Up 3% <b>13% IRR</b>
<b>Total</b>	<b>\$30.8 million</b>	<b>102 investment tranches to date</b>	<b>\$51.0 million value</b> <b>Up 66%</b> <b>20.2% IRR</b>

<sup>1</sup> This is non-GAAP information

Nine investments are showing annualised returns of over 20% and three companies are showing annualised returns of over 35%. In general, we expect investments in Portfolio Companies that Punakaiki Fund has held and provided advice to the longest will show the greatest returns, while the newer investments take time to be materially revalued.

The strategy of Punakaiki Fund is to hold investments for the long-term and to reinvest where prudently possible. The approach to valuation is discussed in Section 5, **Terms of the Offer**, on page 36.





## Selling Investments (Exits)

Two of Punakaiki Fund's Portfolio Companies have sold their businesses and the shares in one business were sold back to the founder.

In April 2017 ThisData Limited (now renamed TD Limited) sold its assets to United States-based OneLogin, a privately held venture capital-backed company that helps other companies protect their data. ThisData received a confidential number of OneLogin shares for its assets and these OneLogin shares are being held by ThisData under escrow for a period of time.

The second transaction relates to the sale of 100% of the shares in Linewize to ASX-listed family and school cyber safety business Family Zone (ASX ticker code: FZO). Punakaiki Fund received \$40,000 and 3.814 million Family Zone shares, of which 1.9 million were performance shares, converting to tradable ordinary shares over five tranches subject to certain performance milestones. Four of the five tranches of performance shares have been converted to ordinary shares after performance thresholds were met, but we believe that the performance threshold associated with the final tranche is unlikely to be achieved before that tranche of performance shares expires. Punakaiki Fund has sold 3.214 million shares in Family Zone at an average price of A\$0.395 for total net proceeds of NZ\$1.36 million and as at 18 October 2019 no longer holds any Family Zone ordinary shares, although we do still hold 600,000 Family Zone performance shares. The Family Zone share price was A\$0.18 at 18 October 2019.

Further details on the transaction can be found in the Family Zone announcement detailing the transaction, a copy of which can be found in the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund's offer number (OFR12749).

Punakaiki Fund sold its shares in InfluxHQ back to the company founders for \$30,000 in May 2019.

## Management and Execution

Punakaiki Fund has contracted LWCM to source, execute and manage investments, through a Management Agreement dated 25 March 2014. The Manager is also responsible for reinvesting into the Portfolio Companies when merited and as capital allows. Board approval is required before any sale of investment assets. The Board is confident that LWCM has the skills, expertise, networks and alignment to Punakaiki Fund's philosophies and the access to high quality investment opportunities required to achieve the investment objectives.

The Manager does not hold any other interest in, nor receive compensation from, any of the companies.

LWCM has a wide mandate to find and execute investments, subject to certain limits imposed by the Management Agreement and the *Statement of Investment Policies and Objectives*, which is revised from time to time by the Board.

## Additional Information

Additional information regarding the management of Punakaiki Fund is contained within the *Management Agreement* between Punakaiki Fund and LWCM, which can be found in the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund's offer number (OFR12749).

## Industries and Sectors in which Punakaiki Fund Invests

Punakaiki Fund's focus is on investments that are either SaaS businesses or that are technology-based. The table below illustrates how Punakaiki Fund's existing investments are spread across a range of industries (using Global Industry Classification Standard (GICS) industries) and business models, with an overweight exposure to the Information Technology industry. While we expect target sector diversity to



increase as we make additional investments, we also expect to have continued concentration in both the SaaS and technology sectors.

## Portfolio Companies: Industries, Target Sectors and Business Models

Company	GICS Sector	Target Sector	Primary Business Model
Vend	Information Technology	Retailers	Software as a Service and Mobile Apps
Devoli	Communications Services	Telecommunications	Wholesale ISP Services
Onceit	Consumer Discretionary	Fashion Retailing	Online Retailing
Mindfull	Information Technology	ICT for enterprises	Software Sales and Consulting
Timely	Information Technology	Health & Beauty Providers	Software as a Service and Mobile Apps
Raygun	Information Technology	Software Developers	Software as a Service
Coherent Solutions	Information Technology	Telecommunications	Equipment Manufacturing
Mobi2go	Information Technology	Restaurants	Software as a Service
EverEdgeIP Global	Industrials	IP Advisory to All Businesses	Professional Services
Conqa	Information Technology	Construction Quality Assurance	Software as a Service
Redseed	Information Technology	Large Retailer Training	Software as a Service
Boardingware	Information Technology	Boarding Schools	Software as a Service
Melon Health	Health Care	Healthcare Providers	Software as a Service
Weirdly	Information Technology	Internal Recruitment	Software as a Service
NZ Artesian Water	Consumer Discretionary	Water Exporting	Exporting Water in Bottles and Boxes
Populate	Information Technology	Internal Recruitment	Software as a Service
Hayload	Information Technology	Agricultural Contractors	Software as a Service
Family Zone	Information Technology	Education ICT	Software as a Service and Hardware
ThisData	Information Technology	Software Companies	Software as a Service

## Our Investments

Punakaiki Fund has shareholdings in the following businesses. The 14 core investments had combined last twelve months' revenues of \$124 million as of 30 September 2019 (this is non-GAAP information).

Portfolio Company	Punakaiki Fund Shareholding	Punakaiki Fund Option to Further Invest	Revenue <sup>1</sup>	Head Office Location
<b>Vend Limited</b>	1.9% (1.7% <sup>2</sup> )		Large	Auckland
<b>Devoli Limited</b>	48.8%	5.2% <sup>3</sup>	Large	Auckland
<b>Onceit Limited</b>	25.6%		Large	Auckland
<b>Mindfull Group Limited</b>	19.6%		Medium	Auckland
<b>Timely Limited</b>	3.8%		Medium	Dunedin
<b>Raygun Limited</b>	6.3%		Medium	Wellington
<b>Coherent Solutions Limited</b>	17.7%		Medium	Auckland
<b>Mobi2Go Limited</b>	16.1%		Medium	Wellington
<b>EverEdgeIP Global Limited</b>	28.2%		Medium	Auckland
<b>QA Tech Limited (trading as Conqa)</b>	19.5%		Medium	Auckland
<b>RedSeed Limited</b>	32.8%		Medium	Christchurch
<b>Boardingware International Limited</b>	30.1%		Medium	Auckland
<b>Melon Health Limited</b>	32.3%		Small	Wellington
<b>Weirdly Limited</b>	29.4%		Small	Auckland
<b>New Zealand Artesian Water Limited</b>	23.6%		Medium	Nelson
<b>Populate Limited</b>	14.6%		Small	Auckland
<b>Hayload Limited</b>	23.3%		Small	New Plymouth

### Investments held for exit

<b>Family Zone Cyber Safety Limited<sup>4</sup></b>	0.6 million performance shares	Held for exit	n/a	Perth, Australia
<b>TD Limited (formerly ThisData)<sup>5</sup></b>	11.0%	Held for exit	n/a	Auckland

<sup>1</sup> "Small" is less than \$1 million of last twelve months (LTM) revenue, "Medium" is between \$1 million and \$10 million LTM revenue and "Large" is over \$10 million in LTM revenue.

<sup>2</sup> Fully diluted shareholding after accounting for employee options.

<sup>3</sup> Punakaiki Fund has conditionally contracted to purchase additional Devoli shares equal to 5.16% of the current shares on issue.

<sup>4</sup> Family Zone acquired Linewize Limited and Linewize Services Limited on 29 November 2017. Punakaiki Fund held 20% of Linewize.

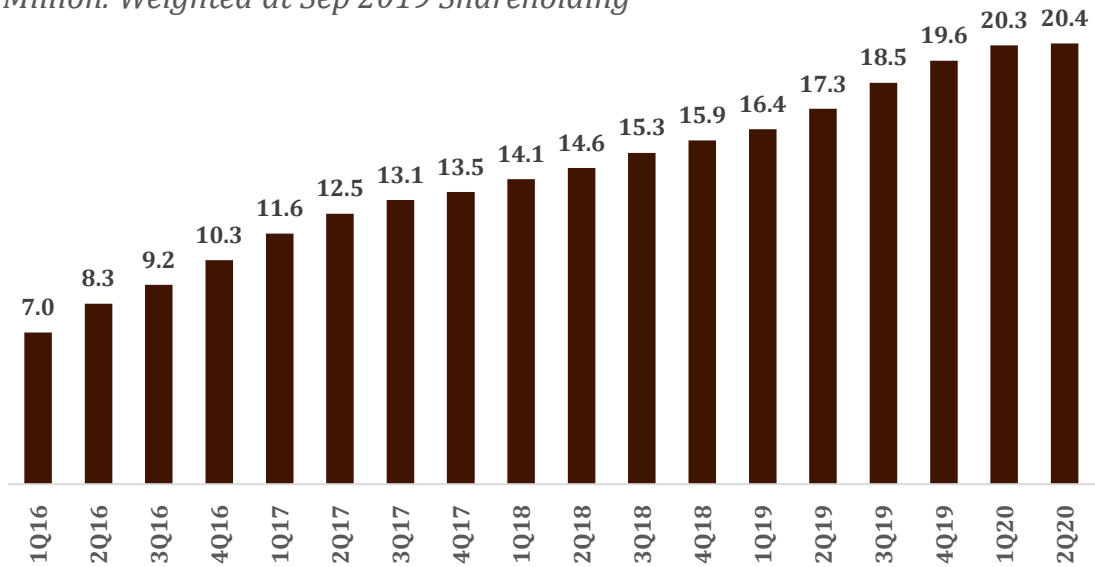
<sup>5</sup> ThisData's assets were acquired by OneLogin in April 2017. TD Limited is referred as ThisData in this PDS.



The chart below shows the sum of the last twelve months revenues from the 14 core Portfolio Companies by quarter, weighted by Punakaiki Fund’s **current** shareholding in each company. This illustrates Punakaiki Fund’s exposure to the revenue growth of the Portfolio Companies.

### Total Equity Weighted Annualised Quarterly Revenue

*\$ Million. Weighted at Sep 2019 Shareholding*



Information on each Portfolio Company is below, with further information available on their respective websites, which are linked to in each description. Alternatively, links to the Portfolio Company websites can be found on our website at [www.punakaikifund.co.nz](http://www.punakaikifund.co.nz).



## SaaS Investments



**Shareholding:** 1.9% (1.7%\*)

**First Investment:** August 2015

**Founder:** Vaughan Rowsell, **CEO:** Alex Fala

**Directors:** Barry Brott, Vaughan Rowsell, David Wilson, Sam Morgan, Mark Stuart, Gail Iris Hambly

[Vend](#) provides cloud-based point-of-sale software that includes ecommerce, inventory management, customer loyalty and analytics. It helps retailers large and small manage and grow their businesses. It targets retailers with multiple stores by providing powerful back office, analytics and inventory functions. Vend integrates with a large number of payment providers, has partnerships with Apple and Xero and has over 25,000 stores using its software. Vend has offices in Auckland, Melbourne, London and Toronto. Vend completed its most recent fund-raising round in FY2019 raising \$10 million from Movac and Qualgro.

*\*Fully diluted shareholding after accounting for vested employee options.*



**Shareholding:** 3.8%

**First Investment:** June 2014

**Founders:** Ryan Baker, Andrew Schofield, William Berger

**Directors:** Michael O'Donnell, Rowan Simpson, David Beard, Tabatha Coffey, Debora Farnworth-Wood

[Timely](#) provides a software platform to beauty and wellbeing businesses to manage front office bookings, reminders, marketing, point of sale as well as back office staff rostering, reporting and analytics. Timely is used by over 12,000 customers in 95 countries and announced that they had surpassed \$10m in annualised recurring revenue in August 2019. Timely has a remote working approach with staff based in several centres, including Dunedin, Auckland, Wellington and a recent expansion into the United Kingdom. Renowned stylist, television personality, author and business expert, Tabatha Coffey joined the Timely board of directors in August 2018.

The last major external investment was in November 2017, with a \$7 million investment by Movac. Punakaiki Fund did not invest in this round. LWCM receives regular updates from Timely, and the Timely founders and senior staff have been active in LWCM founder sessions.



**Shareholding:** 6.3%

**First Investment:** April 2014

**Founders:** John-Daniel Trask, Jeremy Boyd

**Directors:** John-Daniel Trask, Jeremy Boyd, Michael O'Donnell, Sergio Van Dam

[Raygun](#) provides a software intelligence platform that enables customers to ensure that their software is being experienced the way they intended. The platform consists of software crash and error reporting, real user monitoring, user and deployment tracking, and Application Performance Monitoring (APM), which launched in September 2018. Raygun is headquartered in Wellington, and also has offices in Seattle, Washington. Raygun has been growing sustainably, Raygun recently announced a \$15m self-funded investment into its New Zealand operations, including the hiring of 70 additional team members, starting now and over the next two years.

The last major investment event was in February 2016, where Punakaiki Fund was one of several investors. LWCM receives regular updates from Raygun and provides occasional feedback and advice.





**Shareholding:** 16.1%

**First Investment:** October 2015

**Founder:** Tarik Mallett

**Directors:** Tarik Mallett, Matthew Mallett, John-Daniel Trask, John Holt, Mark Vivian

[Mobi2Go](#) is a digital ordering and engagement platform for the hospitality sector, currently used across Australasia and North America. It allows food service businesses to save time and increase revenue by accepting orders straight into the business' point of sale system. Customers can order and pay for menu items and even select a time to pick it up fresh from the kitchen. Mobi2Go allows clients across the hospitality sector to deliver a branded experience that they can control. Mobi2Go has been successfully targeting customers with 100+ restaurant locations including Mad Mex (NZ and Australia), Edo Japan (Canada), Columbus Coffee (NZ) and Carls Junior (NZ). Mobi2Go has offices in Wellington and Melbourne.

The last investment in Mobi2Go was a \$5 million series A investment led by Movac in January 2019. This investment diluted Punakaiki Fund's shareholding to 16.1%. LWCM receives regular updates and has assisted with the appointment of JD Trask to the board, capital structuring options and product usability.



**Shareholding:** 19.5%

**First Investment:** February 2017

**Founders:** Barney Chunn, Dan O'Donoghue, Peter Simons

**Directors:** Barney Chunn, Dan O'Donoghue, Peter Simons, Simon Wilson, Lance Wiggs

[Conqa](#) provides software that allows multiple parties in the construction industry to do all of their quality assurance planning and execution online and on mobile. Conqa keeps all quality assurance documentation in one secure location, while letting their customers have all of their hold points, checklists, photos and notes at their fingertips. The software improves on-site productivity and, in some cases, accelerates the council building inspection sign-off process. Conqa's clients include Fletcher Building, Fulton Hogan and Hawkins Construction in New Zealand, and Multiplex and Gannell in Australia. Conqa's software is used across thousands of construction sites and is embedded in \$5-10 billion of construction projects. Conqa is based in Auckland with an office in Melbourne. Conqa is currently raising capital and Punakaiki Fund has already participated in the round and may participate further after the close of this Offer. LWCM provides active governance assistance and has provided advice on product, customers and pricing, capital raising, and sales growth.



**Shareholding:** 32.8%

**First Investment:** March 2015

**Founders:** Anya Anderson, Glen Duffield, Steve Williamson, Jonny Simpson

**Directors:** Anya Anderson, Glen Duffield, Shaun Ryan, Lance Wiggs

[RedSeed](#) offers an end-to-end solution through proprietary and customised modules in a SaaS Learning Management System for large retailers looking to increase sales through their sales team. With over 50,000 active trainees, RedSeed has a significant footprint in the New Zealand retail business market, with clients including Foodstuffs, Icebreaker, 2degrees, Max, Kathmandu and Revlon. RedSeed is based in Christchurch and has an office in Australia. Recently RedSeed increased its footprint in Australia with clients including Drummond Golf, Weber, True Alliance Group, General Pants, Beaumont Tiles and Red Bottle.

The most recent investment into Redseed was a small investment made by Punakaiki Fund in December 2018. LWCM is active in the governance of RedSeed including advice on local and international strategy and growth, pricing, balance sheet management and executive recruitment negotiations.







**Boardingware**

**Shareholding:** 30.1%

**First Investment:** February 2015

**Founders:** Paul Organ, Kurt Meyer

**Directors:** Paul Organ, Kurt Meyer, **Lance Wiggs**

[Boardingware](#) helps boarding schools manage their students' movements and pastoral care using a SaaS product. The product is used by over 230 elite schools across the globe, particularly in the United Kingdom, the United States, Australia and New Zealand. The company has started expanding its platform into the day-school market, and the day-school brand, 'Orah', will eventually replace the Boardingware name. Boardingware is headquartered in Auckland, with offices in the United Kingdom, the United States and Australia. Boardingware has also developed the Near Field Communication Checkpoint solution to offer easier tracking and access control solution to its clients. The last investment event was Punakaiki Fund's third investment into Boardingware, which occurred in FY2019 and increased Punakaiki Fund's shareholding to 30.1%. LWCM assistance has primarily focused on international and domestic sales, and financial management.



**Shareholding:** 29.4%\*

**First Investment:** February 2015

**Founders:** Dale Clareburt, Simon Martin, Keren Phillips, Hayden Raw

**Directors:** Dale Clareburt, **Lance Wiggs**

[Weirdly](#) is a Human Resources technology SaaS platform, helping companies filter the best job candidates from thousands of job applications. Weirdly works with enterprises to design and deliver scientifically sound online surveys that quantify values alignment between the job applicant and company. This results in better quality hires – improving retention, providing a better candidate experience, and speeding up a slow, labour intensive process. Weirdly has staff in Auckland, Sydney and San Francisco. Weirdly has been securing a number of notable customers and developing a material sale pipeline. Recently, Weirdly ran a campaign with Uber and received a very positive feedback.

Existing investors including Punakaiki Fund have made a number of small investments in 2019 ahead of a larger fundraising round planned for later in the year. LWCM has in the past provided advice on product, pricing, sales growth, founder roles and capital structuring.

*\*Punakaiki Fund also holds a small convertible note in Weirdly*

## Non-SaaS Investments

**O N C E · I T**

**Shareholding:** 25.6%

**First Investment:** February 2015

**Founders:** Jay Goodey, Keri Henare, Craig Boxall

**Directors:** Jay Goodey, Craig Boxall, Simon West, **Lance Wiggs**

[Onceit](#) is an online daily deal site selling mid to high-end designer fashion, beauty and homewares, predominantly in New Zealand. During FY2019, Onceit paid \$187,024 in dividends to Punakaiki Fund. Onceit has paid dividends to Punakaiki Fund on seven separate occasions in four years and since the first investment in February 2015, the net aggregate amount of dividends paid is worth over the half of Punakaiki Fund's total investment in Onceit. Onceit's board includes Simon West, the former Executive Director of Max Fashions and current CEO of Torpedo 7. Onceit is based in Auckland.

The last investment event was the purchase of shares by Simon West in late 2015. LWCM is active in the governance of Onceit, with Lance joining the board as an independent director before the first investment and assisting with the board appointment and the sale of shares to Simon West.





**Shareholding:** 48.8%

**First Investment:** June 2014

**Founders:** Barry Murphy, Davey Goode

**Directors:** Paul Trotter, Sean Hannan, Brooke Paterson, **Chris**

**Humphreys**, Martyn Levy, Rebekah Murphy

[Devoli](#) is an Internet Service Provider that provides wholesale and corporate telecommunication services, network automation capabilities, and hosting to businesses predominantly in New Zealand and Australia. Devoli is growing rapidly, is cash flow positive and the product is well received in the market. Devoli is based in Auckland with an office in Sydney and a network that extends to the United States.

LWCM is active in the governance of Devoli. Punakaiki Fund has agreements to purchase an additional 5.2% of the current Devoli shares on issue to bring the total shareholding to 54%, with the timing of this additional investment conditional upon the results of this and future offers. Lance Wiggs' brother, John Wiggs, beneficially owns 4.0% of Devoli.

**Shareholding:** 19.6%

**First Investment:** July 2015

**Founders:** Belinda Johnson, Richard Johnson

**Directors:** Belinda Johnson, Richard Johnson, **Lance Wiggs**

[Mindfull](#) is a global advanced analytics practice that builds data, information management and warehousing, predictive tools, and platforms. The company also provides consulting services and has a large number of top New Zealand firms as clients across both its business streams. Mindfull's Qubedocs product is an auto-documentation tool for IBM's Cognos TM1 software, which gives Chief Financial Officers comfort in being able to track integrity and changes in their financial models. Mindfull has offices in Auckland, Wellington and the United States.

Mindfull's last external round was with Punakaiki Fund in December 2015. LWCM is active in the governance of Mindfull, including strategic planning processes, international growth planning, organisation development, finance and senior recruitment.

**Shareholding:** 28.2%

**First Investment:** November 2017

**Founder:** Paul Adams

**Directors:** Paul Adams, Tyler Capson, **Lance Wiggs**, David Koris

[EverEdge](#) is an intangible asset valuation specialist which helps companies drive growth and create wealth from intangible assets. Intangible assets, including data, content, software, brands, confidential information and design, can be the most important assets companies today own; however, these assets are frequently left off company balance sheets, creating or hiding major risks and opportunities. EverEdge helps corporations identify and manage both intangible asset downside risks and upside value. EverEdge has offices in Auckland, Sydney, and Singapore.

In January and February 2018, Punakaiki Fund increased its shareholding in EverEdge by acquiring the shareholdings of seven of EverEdge's larger shareholders in exchange for Punakaiki Fund shares. LWCM is active in the governance of EverEdge, with Lance Wiggs acting as Chair of the board and providing assistance with developing and prioritising options for growth, executive recruitment, and international negotiations and structuring.



**Shareholding:** 17.7%

**First Investment:** November 2017

**Founding Executives:** Andrew Stevens, Iannick Monfils

**Directors:** Andrew Stevens, Iannick Monfils, Heather Grace, Roy Moody, **Lance Wiggs**

[Coherent Solutions](#) develops and manufactures advanced coherent and non-coherent light (laser) test equipment for the global fibre optic communications market. The company also has a number of new technologies in development which will expand the company's market from labs, advanced research and development facilities to hi-tech manufacturers. The company was incorporated in August 2012 as a spin out from Southern Photonics in order to grow the latter company's optical testing equipment business. Coherent Solutions is headquartered in Auckland. Their revenue grew by almost 100% in FY19 and Coherent Solutions has been exceeding previous sales records in almost every quarter.



The last major investment event was in November 2017, where Punakaiki Fund lead an investment round including other local funds. Punakaiki Fund purchased a small amount of shares during FY2019, increasing its total shareholding from 15.1% to 17.7%. LWCM continues to be active in the governance of Coherent Solutions.



**Shareholding:** 32.3%

**First Investment:** December 2014

**Founder:** Siobhan Bulfin

**Directors:** Siobhan Bulfin, Brian Russell, **Lance Wiggs**

[Melon Health's](#) digital self-management platform for chronic disease provides patients with the tools, support and information to help manage their condition and change behaviours. Melon's customers are health care payers, insurers, pharmaceutical companies and health care delivery organisations in New Zealand, Australian and the United States. They include Primary Health Organisations, District Health Boards and the Ministry of Health in New Zealand, nib Australia, and Oscar Health and Georgia Physicians for Accountable Care in the United States. A 2015 trial for Midlands Health Network saw over 80% of pre-diabetes patients using Melon Health's platform achieve measurable, positive outcomes, with similar results after rollout. Ministry of Health funded Melon Health to deliver a 2.5 year pilot supporting 18-25 year olds with mild to moderate mental health needs in partnership with Tu Ora Compass PHO. Melon Health is based in Wellington with offices in the United States.

In FY19, Punakaiki Fund lead Melon Health's \$3.3 million funding round with \$2.0 million commitment, with the option to invest another \$2.4 million by mid-2020. Co-investors included K1W1 and Impact Enterprise Fund. LWCM is active in the governance of Melon Health, with monthly board meetings, and a focus on strategic sales, financial management and accelerating growth.

## Other Investments and Divestments

HAYLOAD



ThisData

E'STEEL



POPULATE



Five portfolio investments are considered non-core to Punakaiki Fund as they have been sold or their current valuation is very low. These investments represent 1% of the value of the total investment portfolio.

[NZAW](#) is no longer considered to be in Punakaiki Fund's investment mandate due to the use of plastic bottles, which is contrary to our Socially Responsible Investment Policy, and has also been written down in value. Punakaiki Fund's current shareholding of 23.6% is expected to be significantly diluted relatively soon. Lance Wiggs resigned as a director of NZAW on 21 October 2019.

[ThisData's](#) assets were acquired by private, US-based company OneLogin in April 2017 in exchange for OneLogin shares. Punakaiki Fund holds 11.0% in ThisData.

[Hayload](#) is a SaaS company tracking agricultural contracting jobs. Punakaiki Fund holds 23.3% in the company.

[Populate's](#) SaaS software provides management capabilities especially around organisational headcount and job approvals. Punakaiki Fund holds 14.6% in Populate.

[Family Zone](#) acquired Punakaiki Fund's 20% shareholdings in [Linewise](#) in November 2017 in exchange of NZ\$40,000 in cash, 1,913,708 Family Zone ordinary shares and 1,900,000 Family Zone performance shares. Punakaiki Fund has sold almost all of these shares, and currently holds only 600,000 performance shares, which based on the performance thresholds tied to those shares we believe are likely to expire before converting into ordinary Family Zone shares.



## Board of Directors

### Mike Bennetts (Chair)

*Appointed September 2015, re-appointed September 2017 and September 2019*

Mike is the CEO of Z Energy, one of New Zealand's largest retail and wholesale fuel businesses and is a director of Loyalty New Zealand Limited. He previously worked for 25 years with BP in a variety of downstream roles in New Zealand, China, South Africa, the United Kingdom and Singapore.

Mike has a BBS and Postgraduate Diploma in Corporate Management; and is a member of the Institute of Directors in New Zealand.

Mike Bennetts has a less than 5% shareholding and is an independent director.



### John Berry

*Appointed September 2015, re-appointed September 2017*

John is the co-founder and CEO of Pathfinder Asset Management. John's previous roles were at law firms and investment banks, including as Head of Execution at Deutsche Bank Structured Capital Markets Europe.

John has a BCom/LLB (Hons) and is on the board of the Men's Health Trust NZ. He is also a member of the government appointed Code Working Group, which is designing a new code of conduct for financial advice in New Zealand.

John Berry has a less than 5% shareholding and is an independent director.



### Mandy Simpson

*Appointed September 2016, re-appointed September 2019*

Mandy is a director and consultant with more than 20 years' experience in financial services and technology. She is currently Chief Digital Officer of Z Energy and has previously held senior executive roles with security company Cyber Toa, NZX Limited, technology services provider Fronde and the State Services Commission. She is a director of NZX-listed payroll technology company, Paysauce.

Mandy holds an MA(Hons) in Law from Cambridge University, is a Chartered Accountant, and a member of the Institute of Directors in New Zealand.

Mandy Simpson has a less than 5% shareholding and is an independent director.



### Blake Richardson

*Appointed March 2019, re-appointed September 2019*

Blake is a director, investor and consultant, responsible for a range of investment activities for a Waikato based family office, including high growth and early stage investing. Blake has experience as a tax consultant with BDO, in-house lawyer for Imarda and founded Sabre Developments, a residential development company applying alternative housing models to drive affordable housing solutions. Blake has an LLB and BCom from Otago University, and MBA from Trinity College Dublin.

Entities associated with Blake Richardson have a less than 5% shareholding and Blake is an independent director.



### Lance Wiggs



*Appointed April 2013, re-appointed September 2016 and September 2018*

Lance is the co-founder of Punakaiki Fund and a principal with LWCM. His biography is set out below. Lance Wiggs is an executive director, as he is one of the principals of the Manager.

## **The Manager**

Punakaiki Fund's manager is LWCM Limited ("LWCM"), owned by Lance Wiggs and Chris Humphreys. Lance and Chris provide a combination of finance and business experience in the technology, internet and design-led sectors, and are joined by four staff in their Auckland office.

### **Lance Wiggs - Principal**

Lance is the primary contact for most of the existing and new investments and is a director of nine of Punakaiki Fund's Portfolio Companies. He was also a director of Linewize until his resignation following its acquisition by Family Zone in late 2017, of Devoli until early 2017, when he was replaced by Chris Humphreys, and NZAW until his resignation in October 2019.



Lance and Chris commenced working on what would become LWCM and Punakaiki Fund in late 2012, and together they have made 102 different investment placements in the five and a half years since the formal launch of Punakaiki Fund in April 2014.

Lance combines a wide variety of global experience with helping high-growth companies in New Zealand.

Lance completed three years of contracting to New Zealand Trade and Enterprise's (NZTE) Better by Capital programme in early 2017, where he helped over 100 companies of all stages become more investable through intensive workshops. He now occasionally assists clients of NZTE Investments, with Lance holding a contract with NZTE to be retained on an ad-hoc basis. Lance was also formerly a practitioner with the NZTE Better by Design programme.

Lance was previously a member of two Return on Science Investment Committees, ICT where he was the Chair for several years, and Physical Science. These committees, convened by Auckland University's UniServices, make investment recommendations and provide advice to pre-commercial stage researchers and companies.

Lance was the investment-banking advisor for Trade Me on its sale to Fairfax Media and has advised a large number of local early-stage companies over many years. He was an Engagement Manager with McKinsey & Company in Washington DC, contracted to the European Bank for Reconstruction and Development in London and consulted to BHP Billiton plants in South Africa, Australia and Mozambique. Lance was also an elected Councillor for InternetNZ, where he was a member of the Audit Committee.

Lance has an MBA from Yale University (Strategy, Finance) and a Bachelor of Technology (Hons, Product Development) from Massey University. He has been a regular judge for the Hi-Tech Awards and other events. Lance has a number of active and inactive private investments, made before Punakaiki Fund was founded.

### **Chris Humphreys - Principal**

Chris brings significant corporate finance experience and rigour to the team, leading the valuation, due diligence and formal processes such as contract review for a large share of the 102 investment placements made by Punakaiki Fund. Chris performs investment investigations independently from Lance, and investments





are only made when both agree to the investment and terms. Chris is a director of one of Punakaiki Fund's Portfolio Companies (Devoli).

Chris formerly performed financial modelling, due diligence, deal structuring and deal advisory work for clients while at PwC, where he was an Associate Director.

Chris holds a BSc and PGDipCom (Finance) from the University of Otago and a BCom (Accounting, Finance and Information Systems) from the University of Canterbury. Chris is a CFA charterholder.

Lance and Chris met at Pacific Fibre, a company that Lance co-founded with several notable New Zealanders to build a US\$300 million fibre optic cable between Australia, New Zealand and the United States. Following Pacific Fibre ceasing operations, Lance approached Chris about forming LWCM, with the intention of establishing a new growth orientated investment company.

Chris is based in Te Anau, travelling regularly to Auckland.

## **Operation of Punakaiki Fund**

### **Board Responsibilities**

The Board's core responsibility is approving and monitoring adherence to the investment objectives, risk management, strategies, policies and philosophies of Punakaiki Fund, and to ensure Punakaiki Fund meets its statutory obligations. These are reviewed on a regular basis, with policies being added and extended as Punakaiki Fund grows.

Parts of these core responsibilities include monitoring LWCM's and Punakaiki Fund's performance. This involves monitoring and valuing Punakaiki Fund's investment portfolio, assessing portfolio risk, and ensuring that expenditure by Punakaiki Fund is made on a prudent and appropriate basis.

The Board is responsible for communications with Shareholders and other stakeholders. This includes approving the quarterly and annual reports, and conducting the annual Shareholders' meeting.

The Board also has the responsibility to consider any recommendations made by LWCM that are outside of the normal scope of LWCM's management mandate. These include proposed investments with related parties, investments that would result in more than 20% of Punakaiki Fund's value placed into one company, investments outside of New Zealand, potential conflicts of interest and all divestments.

### **Valuation**

The Board is responsible for the valuation of the assets of Punakaiki Fund. This includes valuing the assets of Punakaiki Fund for the purposes of quarterly reporting, raising capital and setting the quarterly Management Fee.

LWCM currently prepares valuations of Punakaiki Fund's Portfolio Companies, including the formal year-end valuation report. The Board retains the right to seek independent valuation advice or to change the value of individual investments as it sees fit. The Board selected two independent valuers to provide independent valuations of Devoli and Boardingware respectively in 2018.

While the advice of LWCM or any independent valuer is important in assisting the Board to determine the valuation of Punakaiki Fund's investments, the final determination of these valuations is the sole responsibility of the Board, excluding Lance Wiggs who, as a principal of LWCM, is conflicted. The valuation at each financial year-end is audited.

LWCM endeavours to use the same valuation approach when assessing and negotiating the price of new investments as that adopted by Punakaiki Fund for reporting purposes.



It should be noted that LWCM's involvement in the valuation process presents an underlying conflict as LWCM's Management Fee is based on Punakaiki Fund's assessed Accounting Net Asset Value, which is directly impacted by the carrying values of Punakaiki Fund's investments. LWCM's Performance Fee is also based on the value of Punakaiki Fund's investments; however, it is likely that first payment of the Performance Fee will be triggered by Punakaiki Fund listing its Shares on a stock exchange. At that time the Performance Fee will be based on the market value of Punakaiki Fund based on the IPO price of the Shares, rather than the internal valuation of the Portfolio Companies. LWCM has agreed to defer part of this initial Performance Fee payment for a period after any IPO, providing for the Share price, which drives the Performance Fee, to move to a more typical post-IPO trading price.

These conflicts are currently addressed by the Board having the responsibility to approve all valuations, and by having the valuation and accounts audited at the end of Punakaiki Fund's financial year.

Punakaiki Fund's Investment Valuation Policy can be found in the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund's offer number (OFR12749). The Investment Valuation Policy is consistent with the International Private Equity and Venture Capital (IPEV) Valuation Guidelines which were recently updated in December 2018.

### **Board Meetings**

The Board meets a minimum of four times each financial year. The Board holds additional meetings as required to consider ad hoc matters, including capital raising activities.

### **Board Remuneration**

The director fee pool is \$80,000 plus GST (if required) per annum. The Board has fixed director fees at \$15,000 per year for each director and \$20,000 for the Chair, Mike Bennetts. Lance Wiggs does not receive director fees.

All directors are also entitled to be reimbursed for all reasonable travel, accommodation and other expenses that they incur when carrying out their Board duties.

### **Board Appointment**

Directors can be appointed or removed by a majority vote of Shareholders. The Board has authority to appoint a director to fill any vacancy or as an addition to the existing directors. Any such appointment will cease at the time of the next annual meeting of Shareholders, at which time the replacement director may also be put up for election.

The maximum number of directors is currently five.

### **Indemnity and Insurance**

Punakaiki Fund has granted an indemnity to each of its directors to the maximum extent permitted by the Companies Act and Punakaiki Fund's constitution. LWCM has put in place Directors & Officers and Statutory Liability insurance for LWCM and Punakaiki Fund as a managed entity of LWCM. The insurance costs are split between LWCM and Punakaiki Fund based on the coverage for each entity.



## **Limitations on the Power of Directors**

Punakaiki Fund's constitution imposes the following modifications, exceptions and limitations on the powers of the directors:

- the directors cannot allow Punakaiki Fund to acquire any of its own equity securities except in accordance with the provisions of the Companies Act and the constitution;
- the directors may not vote on any matter in which he or she is interested unless the matter is one in respect of which directors are required to sign a certificate under the Companies Act, or which relates to the grant of an indemnity for a director or employee or where a majority vote of Shareholders has been obtained; and
- the directors cannot allow Punakaiki Fund to enter into any major transaction (as that term is defined in the Companies Act) without the prior approval of a special resolution of Shareholders.

## **Governance Policies**

The Board has adopted a number of policies and procedures governing Punakaiki Fund. Various policy documents are contained on the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund's offer number (OFR12749).

## **Management Agreement**

Under the Management Agreement, LWCM is appointed by Punakaiki Fund to be the exclusive provider of investment management and certain administrative services to Punakaiki Fund for an initial period of ten years commencing on 24 March 2014. LWCM has been given broad powers to deal with and manage the assets of Punakaiki Fund, including exercising voting rights and undertaking all other things considered necessary in respect of the investee companies. LWCM is responsible for adhering to the various policies, objectives and directives set by the Punakaiki Fund Board from time to time, including ensuring that the Board is kept fully informed about material matters relating to investments and Punakaiki Fund itself.

The Management Agreement is expected to be extended for subsequent terms beyond the initial period, provided that the Board is reasonably satisfied with the performance of LWCM. The Board formally reviews the performance of the Manager each year.

At any time either LWCM or the Board may terminate the Management Agreement for cause by giving notice when certain events occur, such as non-performance of management duties or certain default events. Normal conflict of interest rules apply in these circumstances (i.e. Lance Wiggs would not be allowed to vote as a Punakaiki Fund director). The Management Agreement may also be terminated by resolution of Shareholders if 50% or more of Shares on issue are voted in favour of replacing the Manager. In the event that the Management Agreement is terminated, LWCM will be entitled to be paid all fees (including any accrued Performance Fee) and amounts due up until the date of termination, and if the termination is by way of Shareholder vote, one additional quarter of Management Fees. There is no termination penalty fee in any termination scenario.

The Management Agreement can be found in the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund's offer number (OFR12749).

## **Limitation of LWCM's Liability**

LWCM provides no warranty as to the performance, profitability or capital appreciation of any of the companies in which Punakaiki Fund invests. Furthermore, LWCM's liability for any loss or damage sustained by Punakaiki Fund or a Shareholder as a result of its performance is limited to loss or damage due to the gross negligence, intentional fraud, dishonesty, wilful default or any action not taken in good faith, of LWCM or that of its officers, employees, advisors or agents.



## **Managing Conflicts**

LWCM is not permitted to invest Punakaiki Fund's assets into any company in which Lance Wiggs, Chris Humphreys or any other director or employee of LWCM has an interest, without the express consent of the Board. Lance Wiggs' brother, John Wiggs, has beneficial and indirect interests totalling 4% of Devoli Limited.

Lance Wiggs, Chris Humphreys and LWCM are not able to make any personal investments into businesses that can be invested in by Punakaiki Fund without first receiving from the Board an exemption to do so, on a case-by-case basis. Any interested directors are not permitted to vote on such resolutions.

For clarity, Punakaiki Fund has priority over all new private, New Zealand-based investment opportunities presented to Lance Wiggs, Chris Humphreys and LWCM. In practice, this means that Lance Wiggs, Chris Humphreys and LWCM do not invest separately to Punakaiki Fund (including crowd funded investment opportunities), with the only exceptions being investments into publicly listed companies and when Lance Wiggs has pre-emptive investment rights from his existing personal (i.e. pre-Punakaiki Fund) holdings.

All Directors and LWCM are prohibited from making any co-investments with Punakaiki Fund unless approved by Shareholders. One director, Mandy Simpson, had an existing investment in one Portfolio Company that predated her becoming a director of Punakaiki Fund, and this conflict was accepted and is managed by the Board.

Punakaiki Fund Director Mandy Simpson reports directly to Punakaiki Fund Chair Mike Bennetts at Z Energy, where both directors are employed. The potential for conflict was addressed and discussed at the September 2019 ASM and shareholders voted to re-appoint both directors. This potential conflict continues to be monitored by all Directors.

## **Portfolio Company Board Appointments**

The directors of Punakaiki Fund, excluding Lance Wiggs, have agreed that they may not become directors of any Portfolio Company. Directors or staff of LWCM are not restricted from becoming directors on the boards of companies in which Punakaiki Fund has invested. Where these companies pay fees to these board appointees, the appointee shall, with Punakaiki Fund Board approval, be entitled to retain these fees. No director fees are currently being paid by Portfolio Companies to LWCM directors or staff.

## **Costs of Operating Punakaiki Fund**

Punakaiki Fund has been designed to minimise operating costs as a percentage of assets. The main operating costs relate to the payment of Management Fees and Performance Fees to LWCM.

### **Management Fee**

Punakaiki Fund pays LWCM a Management Fee equivalent to 2% of Punakaiki Fund's Accounting Net Asset Value per annum, plus GST. If the Accounting Net Asset Value exceeds \$50 million then fees applicable to the portion of the Accounting Net Asset Value over \$50 million are charged at the lower rate of 1.5%. The Management Fee is payable quarterly in advance to LWCM.

### **Performance Fee**

A Performance Fee is payable to LWCM conditional upon a predetermined level of performance and payment is triggered only when certain events occur. The most likely event that will trigger payment is the listing of Punakaiki Fund Shares. Once Punakaiki Fund is listed, a Performance Fee will also be payable at the end of each subsequent financial year. The Performance Fee is also payable if the Management Agreement is terminated or where the Board determines non-payment would be inequitable to LWCM.



The Performance Fee is calculated as 20% of the increase in the Market Value of Punakaiki Fund (excluding new capital raised) since the last Performance Fee (if any) was paid, subject to both a minimum 10% per annum increase in the Market Value (for each tranche of capital raised by Punakaiki Fund) and the Market Value being higher than when the previous Performance Fee was paid (the 'High Water Mark'). The full details of the Performance Fee calculation, including how the fee is calculated at IPO using the IPO price of each tranche of Shares issued versus the original issue price, are contained within the Management Agreement, which can be found in the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund's offer number (OFR12749).

At the time of any IPO of Shares, the Market Value of Punakaiki Fund will be based on the offered price of the Shares in the IPO. LWCM has agreed to defer part of any initial Performance Fee due to be paid at the time of IPO so that a subsequent volume weighted market price of the Shares (which may differ from the IPO price) is used to calculate the full amount of the initial Performance Fee.

The Performance Fee will be paid by the issue of new Shares and cash. The cash component is intended to allow LWCM to pay for any tax expense that LWCM incurs in connection with the Performance Fee. Based on the current corporate tax rate in New Zealand, we expect that the Performance Fee will initially be paid 72% in new Shares and 28% in cash. The Shares relating to the Performance Fee may not be sold for 180 days unless Board approval is obtained.





A simplified example of how the Performance Fee is calculated is set out below:

**PERFORMANCE FEE EXAMPLE, BASED ON AN INITIAL VALUE OF \$50 MILLION**

<b>Punakaiki Fund Value</b>	<b>Calculation of Performance Fee</b>	<b>Gains/ Losses after Performance Fee</b>	<b>Total Performance Fee</b>
<b>\$45 million after 2 years</b>	The Year 2 Market Value is beneath the initial value of \$50 million.	\$5 million loss (10% loss)	\$0
<b>\$55 million after 2 years</b>	The Year 2 Market Value is beneath the two-year 10% benchmark (\$60.5 million).	\$5 million (10% gain)	\$0
<b>\$65 million after 2 years</b>	The Year 2 Market Value is above the two-year 10% benchmark (\$60.5 million). The 20% Performance Fee applies to the \$15 million increase in value.	\$15 million (30% gain)	\$3 million of which \$2.16 million is Shares*
<b>\$65 million after 2 years then \$75 million after 2 more years</b>	<p><b>End of Year 2 Performance Fee Payment</b> The Year 2 value is above the two-year 10% benchmark (\$60.5 million). The 20% Performance Fee applies to the \$15 million increase in value.</p> <p><b>End of Year 4 Performance Fee Payment</b> The Year 4 Market Value is above the four-year 10% benchmark (\$73.2 million) and the High Water Mark (\$65 million). The 20% Performance Fee applies to the \$10 million increase in value since the last Performance Fee was paid.</p>	<p>\$15 million (30% gain)</p> <p>Total 4-year gain: \$25.0 million (50% gain)</p>	<p>\$3 million of which \$2.16 million is Shares*</p> <p>\$2.0 million of which \$1.44 million is Shares*</p> <p>4-year total: \$5.0 million</p>

\*New Shares issued in Punakaiki Fund

The accrued performance fee is currently calculated as \$2.73 million. This is 17.2% of the difference between the capital raised to date by Punakaiki Fund (\$33.4 million) and the value of Punakaiki Fund's net assets (\$49.2 million – including accounts payable, but excluding any accrued performance fee), noting that currently not all tranches of shares issued are currently incurring a performance fee liability. Of this \$2.73 million, \$0.76 million (under the current New Zealand corporate taxation rate of 28%) would be paid as cash when the payment of the Performance Fee is triggered. The remaining \$1.97 million would be paid in the form of new Shares.

When paid, the cash component of the Performance Fee is likely to be paid out of Punakaiki Fund's cash holdings. If we do not hold sufficient cash to do so, Punakaiki Fund may have to raise new capital, which, in respect of the first performance fee payment, would likely be done as part of the process of listing its Shares.

### Brokerage Fee

Under the Management Agreement, Punakaiki Fund will pay LWCM a brokerage fee of 3% of the value of Shares issued by Punakaiki Fund. The brokerage fee is to be paid on all Shares issued for cash (including this Offer) but not when Shares are issued to settle the purchase of an investment, or to settle any Performance Fee payment to the Manager.



LWCM has agreed that in exchange for the brokerage fee it will assume the costs of each Share issue, including on-paying brokerage fees to pay for brokers, fund raising platforms, promotion and marketing, advisors and other capital raising costs.

### **Administration Fee**

To compensate LWCM for all administrative work that it undertakes on behalf of Punakaiki Fund which is outside of the scope of LWCM's tasks under the Management Agreement, including internal valuation work, shareholder reporting, accounting, legal and compliance work, the board decided that a fixed administration fee would be paid to the manager each financial year based on an agreed scope of works. For FY2020 this fee was determined by the Board to be \$175,000 plus GST. This Administration Fee is paid quarterly in advance to LWCM and the annual amount to be paid will be reassessed as part of the Board's FY2021 budgeting process.

### **Other Operating Costs**

The other main operating costs of Punakaiki Fund are directors fees (up to \$80,000 per annum), insurance (currently approximately \$50,000 per annum), audit services (estimated between \$40,000 and \$50,000 per annum, including anti-money laundering audits every second year), accounting services (the preparation of annual financial statements and day to day accounting requirements – estimated at under \$25,000 per annum), independent valuations of the Portfolio and any external due diligence services used (the professional external vetting of investment opportunities – under \$5,000 per annum to date, although this is expected to increase going forward). LWCM is reimbursed by Punakaiki Fund for all costs and expenses reasonably incurred by LWCM on behalf of Punakaiki Fund which are not LWCM's costs under the Management Agreement.

If Punakaiki Fund's Shares are listed on a stock exchange in the future, there will be associated up-front and on-going fees and compliance costs.

### **GST**

All fees and expenses are exclusive of GST. Under current law, some fees are wholly or partially exempt from GST. If GST is payable on any of the fees or expenses, then the GST component would be payable in addition to the fee or expense stated.

In FY2017, Punakaiki Fund re-registered for GST and elected into the GST Business-to-Business rules, which allows us to claim a refund on a portion (but not all) of our GST inputs.

### **Cash Management**

Punakaiki Fund's structure and the Management Agreement were designed to conserve cash. The 2% Management Fee is the only regular obligation to the Manager, with the Performance Fee payable only periodically to the Manager and then mostly (72% currently) in Shares.

The Board aims to maintain a prudent approach to cash management to ensure that Punakaiki Fund retains enough cash to pay for short-term operating costs, including Management Fees. Beyond this, Punakaiki Fund expects to meet its operating costs from the periodic raising of new capital.



## Equity Capital and Shareholder Information

### Equity Securities of Punakaiki Fund

Punakaiki Fund currently has on issue 2,026,409 ordinary fully paid Shares. The number of Shares that will be on issue following the completion of the Offer and Rights Issue is uncertain, however if all Rights Issue Shares are subscribed for and allotted, then Punakaiki Fund will have a minimum of 2,315,531 Shares on issue.

### Substantial Shareholders in Punakaiki Fund

As at the date of this PDS, no Shareholders have a relevant interest in 5% or more of the Shares in Punakaiki Fund.

The identity of the persons or entities which may be substantial equity holders following the completion of the Offer is uncertain. New substantial equity holders may emerge following their investment in the Offer.

### Relevant Interests held by Directors and Senior Managers

The table below sets out the equity securities in Punakaiki Fund that the Directors and the principals of the Manager have an interest in prior to and (indicatively) following the Offer. This excludes any shares that might be issued due to payment, most likely at or after a listing, of a performance fee to LWCM.

Punakaiki Fund Limited – Equity Holdings held by Directors and the Manager						
Name	Holding Type	Equity Type	Relevant Interest Held at the date of this PDS		Relevant Interest Held after Completion of Offer <sup>1</sup>	
			Shares	Percent of class	Shares	Percent of class
<b>Graeme Lance Turner Wiggs</b>	Registered holder and beneficial owner	Ordinary Shares	63,500	3.13%	68,000	2.94%
	Shareholder and Director of LWCM Limited	Ordinary Shares	114	0.01%	130	0.01%
<b>Michael John Bennetts</b>	Joint registered holder as trustee of the Kammjam Trust	Ordinary Shares	49,500	2.44%	56,571	2.44%
<b>John Charles Berry</b>	Joint registered holder and beneficial owner	Ordinary Shares	9,658	0.48%	11,037	0.48%
<b>Amanda Rhean Simpson</b>	Director of Proveho Trustee Limited, the trustee of The Proveho Trust	Ordinary Shares	6,600	0.33%	7,542	0.33%
<b>Blake Thomson Richardson</b>	Joint registered holder as trustee of NAR Investment Trust	Ordinary Shares	49,000	2.42%	56,000	2.42%
	Shareholder and Director of Tangaroa Ventures Limited	Ordinary Shares	6,924	0.34%	7,913	0.34%
<b>Christopher Murray Humphreys</b>	Registered holder and beneficial owner	Ordinary Shares	286	0.01%	326	0.01%
	Shareholder and Director of LWCM Limited	Ordinary Shares	114	0.01%	130	0.01%

<sup>1</sup> As there is no minimum amount of Shares being offered under the Offer, the relevant percentage interest held after completion of the Offer are based on no Shares being issued under the Offer. The percentages may change depending on whether or not the shareholders above are issued further Shares, and on the total amount of Shares issued in the Offer.



## Interests of Directors and Managers

The table below sets out the total of the remuneration and the value of the other benefits of each director of Punakaiki Fund received in FY2019.

<b>Punakaiki Fund Limited – Director Remuneration and Benefits</b>			
<b>Name</b>	<b>Directors Fees FY2019</b>	<b>Out of Pocket Costs FY2019</b>	<b>LWCM Fees FY2019</b>
<b>Graeme Lance Turner Wiggs</b>	-	-	\$1,028,785 */**
<b>Michael John Bennetts</b>	\$12,500	-	-
<b>Bryan Simpson Hutchins***</b>	\$2,500	-	-
<b>John Charles Berry</b>	\$11,500**	-	-
<b>Amanda Rhean Simpson</b>	\$11,500**	\$2,837**	-
<b>Blake Thomson Richardson</b>	-	-	-

\* This amount includes both Management Fees and Brokerage Fees.

\*\* This amount includes GST.

\*\*\* Bryan Hutchins retired as at the 27 September 2018 Annual Shareholder Meeting.

The amount paid in FY2019 represents Michael Bennetts, Mandy Simpson and John Berry being directors of Punakaiki Fund for all of this period and Bryan Hutchins retiring at the 2018 Annual Shareholders' Meeting on 27 September 2018 (180 days). While Blake Richardson became a Director of the company in March 2019, he was not paid any Director Fees pertaining to FY19. Those directors received director fees and reimbursement for expenses incurred by the directors in the performance of their duties as a Punakaiki Fund director only, and did not receive any other remuneration from Punakaiki Fund. Lance Wiggs does not receive directors' fees from Punakaiki Fund. Directors' fees for FY2020 are capped at a total of \$80,000.

No director of Punakaiki Fund, with the exception of Lance Wiggs, is a director of a Portfolio Company. In their roles as principals of the Manager, Lance Wiggs is a director of nine Portfolio Companies and Chris Humphreys is a director of one Portfolio Company. No director fees are currently paid by any Portfolio Company to either Lance Wiggs or Chris Humphreys, although both are reimbursed for their reasonably incurred related expenses.

Lance Wiggs' LWCM fees reflect the payment of all Management Fees and brokerage fees to the Manager (LWCM), where Lance Wiggs is both a director and a shareholder. It does not include any unpaid Performance Fees. While LWCM's costs are not reported to Punakaiki Fund Limited, the intent of the brokerage fees is to cover the costs of fund raising, including payment to external brokers and the intent of the Management Fee is to cover the costs of LWCM's work in managing Punakaiki Fund. In FY2020, Administration Fees paid to the Manager (LWCM) will be included in the fees received by Lance Wiggs.

The amount of these payments in FY2020 will vary with the amount of capital that Punakaiki Fund raises in FY2020, any changes in the value of the Portfolio Companies, any dividends received by Punakaiki Fund and the costs incurred to operate Punakaiki Fund. The table below gives example of the fees that would be paid to LWCM as Manager given different scenarios.

<b>Scenario</b>	<b>Funds Raised</b>	<b>Fees</b>
<b>Base</b>	<b>\$5 million Raised</b>	\$150,000 Brokerage
	\$50 million Accounting Net Asset Value	\$250,000 Management Fee per quarter plus GST
<b>High</b>	<b>\$15 million raised</b>	\$450,000 Brokerage
	\$60 million Accounting Net Asset Value	\$287,500 Management Fee per quarter plus GST

Punakaiki Fund does not have any employees.

There are no other material governance disclosures.



### 3. Purpose of the Offer

#### Planned Use of Funds

The purpose of this Offer is to raise money to enable us to:

- Invest further in companies in which Punakaiki Fund has already invested, including meeting our existing investment obligations and potentially exercising the options we are likely to hold over certain Portfolio Companies (see “Investment Obligations and Investment Options” sub-section below);
- Invest in high-growth companies in which Punakaiki Fund has not previously invested; and
- Meet the operating costs of Punakaiki Fund, including Management Fees, brokerage fees, Performance Fees (if any), Administration Fees and accounting, audit, insurance and director costs and other costs as incurred from time to time.

By deploying the funds raised from this Offer in this manner, we believe we will be able to:

- Improve the long-term value of our holdings in existing companies with follow-on investments, which are aimed at increasing the value of our investments by improving the prospects of each company;
- Continue to increase the diversity of our portfolio by making investments into new companies; and
- Continue to position ourselves as the ‘Investor of Choice’ in New Zealand by continuing to invest in the manner in which we have to date.

The scenarios relating to the application of funds raised from this Offer are shown below, reflecting the estimated use for several different amounts of capital raised by this Offer. This may change in future depending on the opportunities available and the performance of companies.

Punakaiki Fund Limited – Estimated Use of Funds Raised				
Amount Raised (NZ\$)	Investments into Portfolio Companies	Investments into New Companies	Brokerage	PFL Operating Costs *
<b>\$4 million</b>	\$1.5 million	\$1.2 million	\$0.1 million	\$1.2 million
<b>\$6 million</b>	\$2.0 million	\$2.6 million	\$0.2 million	\$1.2 million
<b>\$10 million</b>	\$4.0 million	\$4.4 million	\$0.3 million	\$1.3 million

\* Includes management, director, accounting, audit and valuation fees and other day to day operating costs of Punakaiki Fund.



## **Investments into Portfolio Companies**

Punakaiki Fund currently has an **agreement to acquire an additional 5.2% of the currently issued shares in Devoli**. The acquisition of the Devoli shares is conditional upon sufficient funds being raised by Punakaiki Fund, with Punakaiki Fund being bound to invest at least 12% of the capital raised from any fund-raising event (including this offer) until the Devoli Limited shares scheduled to be purchased prior to 30 June 2020 are acquired. Following the completion of the acquisition of these shares, Punakaiki Fund's shareholding in Devoli Limited will increase from 48.8% to 53.9%. Punakaiki Fund has no obligation to invest in this arrangement if it is unable to raise sufficient funds to do so.

In addition, Punakaiki Fund usually holds pro-rata pre-emptive rights to invest in its portfolio companies should those companies seek to raise capital, and LWCM is having early discussions with Conqa and Weirdly.

## **Investments into New Companies**

As well as opportunities to further invest with the existing Portfolio Companies, Punakaiki Fund may invest in other high-growth companies. We have access via LWCM to a number of new investment opportunities outside of the existing portfolio.

Further information regarding Punakaiki Fund's existing investments can be found in Section 2 of this PDS.

## **Minimum Amount to be Raised**

There is no minimum amount which is required to be raised under this Offer.

## **Offer Not Underwritten**

This Offer is not underwritten by any party.





## 4. Key Dates and Offer Process

### Key Dates

The intended key dates for the Offer are:

<b>PDS lodged</b>	22 October 2019
<b>Offer Opens</b>	31 October 2019
<b><i>Rights Issue Opens</i></b>	31 October 2019
<b>Offer Closes</b>	20 November 2019
<b>Allotment of Shares from Offer</b>	21 November 2019
<b><i>Record Date for Rights Issue</i></b>	21 November 2019
<b><i>Rights Issue Closes</i></b>	25 November 2019
<b><i>Shortfall Shares Allocated</i></b>	26 November 2019
<b><i>Payment Shortfall Shares Due</i></b>	2 December 2019
<b><i>Allotment of Shares from Rights Issue</i></b>	4 December 2019

This timetable is indicative only and the dates may change. Punakaiki Fund reserves the right to vary, extend or shorten these dates at any time before the Offer Closes, and to withdraw the Offer or the Rights Issue at any time before the allotment of Shares.



## 5. Terms of the Offer and Rights Issue

This is an Offer of shares to all investors, followed by a rights issue to all shareholders, including those who subscribed to the Offer.

The two tables below show the terms for the Offer and Rights Issue.

### Key Terms of the Offer

The table below sets out the terms of the Offer.

<b>What is the Offer?</b>	The Offer is an offer of new ordinary Shares in Punakaiki Fund. Further information in respect of the Shares can be found in Section 6, <b>Key Features of the Shares</b> , on page 43 and in Punakaiki Fund's constitution, which can be found in the Disclose Register at <a href="http://www.business.govt.nz/disclose">www.business.govt.nz/disclose</a> under Punakaiki Fund's offer number (OFR12749).
<b>Key Dates</b>	This Offer opens on 31 October 2019 and closes on 20 November 2019. See Section 4, <b>Key Dates and Offer Process</b> , on page 35 for information about the key dates of the Offer.
<b>Price</b>	The Offer price is \$23.00 per Share. Brokerage of 3.0% is included in the \$23.00 Share price. No other brokerage or commission is payable by you under the Offer, and once you pay for your Shares you have no obligation to pay any further amounts to Punakaiki Fund. The price of \$23.00 per Share has been set by Punakaiki Fund based on the Investor Net Asset Value of Punakaiki Fund as at 17 October 2019. The assumptions used by Punakaiki Fund to price this Offer are set out below under the title <b>Offer Price Basis</b> .
<b>Applications</b>	An Application is an offer by you to subscribe for Shares on the terms and conditions set out in this PDS (including any replacement of it), the Disclose Register (at <a href="http://www.business.govt.nz/disclose">www.business.govt.nz/disclose</a> under Punakaiki Fund's offer number OFR12749) and the Application Form. By submitting an Application Form, you irrevocably agree to purchase the Shares on those terms, including the Price. The minimum number of Shares you can apply for is 100 Shares (\$2,300). After this, you may apply for multiples of 10 Shares (\$230).
<b>Allotment of Shares</b>	Holding statements are expected to be sent to all successful Applicants prior to or on 21 November 2019. The share registry for Punakaiki Fund is maintained by LWCM. Punakaiki Fund may choose to use a share registrar in the future.
<b>Punakaiki Fund's Discretion Relating to the Offer</b>	The Offer may be withdrawn by Punakaiki Fund at any time before the allotment of Shares, at Punakaiki Fund's sole discretion. Punakaiki Fund reserves the right to close the Offer early, extend the Offer, reject any Application or accept any Application in part only, without providing any reason for doing so.



<b>Refunds</b>	If the Offer does not proceed for any other reason, all Application Monies will be refunded in full without interest no later than five Business Days after announcement of the decision not to proceed. Money received in respect of Applications which are declined in whole or in part will be refunded in whole or in part (as the case may be). Refunds will be paid to unsuccessful Applicants within five Business Days after the allocation of Shares or after an Application has been declined (as applicable). Interest will not be paid on any Application Monies refunded to Applicants.
<b>Transfer and Sale of Shares</b>	You may cash in your investment by selling your Shares. Any sale of Shares must comply with Punakaiki Fund's constitution and all applicable laws. At this time, there is no developed market for selling your Shares and you may not be able to sell your Shares when you want to or for a fair price. Further information on trading your Shares is set out in Section 6, <b>Key Features of the Shares</b> , under the title <b>Trading your Shares</b> on page 43.
<b>New Zealand Offer</b>	The Offer under this PDS is not available to persons outside of New Zealand.

## Key Terms of the Rights Issue

The table below sets out the terms of the Rights Issue.

<b>Eligibility</b>	The Rights Issue is available to all Punakaiki Fund Shareholders, including all new and existing Shareholders that have been allotted Shares in the Offer set out in this PDS.
<b>What is the Rights Issue?</b>	<p>The Rights Issue is an offer of new ordinary Shares in Punakaiki Fund to existing Punakaiki Fund Shareholders.</p> <p>For every 7 Shares that a Punakaiki Fund shareholder holds on the Record Date, they will be entitled to subscribe for 1 new Rights Issue Share under the Rights Issue.</p> <p>Punakaiki Fund shareholders are under no obligation to subscribe for any or all of the Rights Issue Shares which they are entitled to subscribe for. Punakaiki Fund shareholders may not transfer their entitlement to subscribe for Rights Issue Shares.</p> <p>Shares allotted as part of the Offer will be able to participate in the Rights Issue.</p> <p>The Rights Issue is not dependent on any minimum amount being raised in the Offer.</p> <p>Rights Issue Shares are identical in all respects to Shares, including the voting rights that they confer.</p> <p>Further information in respect of the Shares can be found in Section 6, <b>Key Features of the Shares</b>, on page 43 and in Punakaiki Fund's constitution, which can be found in the Disclose Register at <a href="http://www.business.govt.nz/disclose">www.business.govt.nz/disclose</a> under Punakaiki Fund's offer number (OFR12749).</p>
<b>Key Dates</b>	<p>The record date (the date on which it is determined how many Shares each Punakaiki Fund shareholder owns and how many new Rights Issue Shares they are able to subscribe for) is 21 November 2019.</p> <p>The Rights Issue opens on 31 October 2019 and closes on 25 November 2019.</p> <p>You may commit to invest before the Record Date, and this commitment will be accepted by Punakaiki Fund providing you do not dispose of your Shares prior to the Record Date. If you dispose of some or all of your Shares prior to the Record Date, your entitlement to Rights Issue Shares will be reduced to reflect the number of Shares you hold on the Record Date. Any commitment you have made to invest based on your previous shareholding will also be reduced on a pro-rata basis to reflect the reduced number of Shares you hold on the Record Date.</p> <p>If you have not subscribed for your Rights Issue Shares entitlement before 5 p.m. on 25 November 2019, your entitlement will lapse.</p> <p>See Section 4, <b>Key Dates and Offer Process</b>, on page 35 for information about the key dates of the Offer.</p>



<b>Price</b>	<p>The Rights Issue price is \$16.00 per Rights Issue Share.</p> <p>Brokerage of 3.0% is included in the \$16.00 Rights Issue Share price. No other brokerage or commission is payable by you under the Offer, and once you pay for your Shares you have no obligation to pay any further amounts to Punakaiki Fund.</p> <p>The price of \$16.00 per Share for the Rights Issue has been set by Punakaiki Fund based on a discount to the Investor Net Asset Value of Punakaiki Fund as at 17 October 2019. The assumptions used by Punakaiki Fund to price this Offer are set out below under the title <b>Rights Issue Price Basis</b>.</p>
<b>Shortfall Shares</b>	<p>Any Rights Issue Shares that an individual Punakaiki Fund shareholder is entitled to subscribe for, but does not do so by 5pm on 26 November 2019, become Shortfall Shares. All Punakaiki Fund shareholders will be entitled to individually subscribe for these Shortfall Shares.</p> <p>Punakaiki Fund shareholders will be asked to nominate the number of Shortfall Shares that they wish to apply for when they apply for Rights Issue Shares. There is no cap of the number of Shortfall Shares that you can apply for, however Shortfall Shares will be allocated on a pro-rata basis depending on the number of Shares you own at the Record Date. This means that if not many of the Rights Issue Shares are subscribed for by other Shareholders, you may be allotted many or all of the Shortfall Shares that you have applied for. However, if most of the Rights Issue Shares are subscribed for by other Shareholders, you may be allotted only a small fraction of the Shortfall Shares that you have applied for.</p> <p>Rights Issue Applicants will be informed as to how many (if any) Shortfall Shares they have been successful in applying for on 26 November 2019.</p> <p>Payment for Shortfall Shares is due by 2 December 2019.</p>
<b>Applications</b>	<p>A Rights Issue Application is an offer by you to subscribe for Rights Issue Shares on the terms and conditions set out in this PDS (including any replacement of it), the Disclose Register (at <a href="http://www.business.govt.nz/disclose">www.business.govt.nz/disclose</a> under Punakaiki Fund's offer number OFR12749) and the Rights Issue Application Form. By submitting a Rights Issue Application Form, you irrevocably agree to purchase the Rights Issue Shares and any Shortfall Shares on those terms.</p>
<b>Allotment of Shares</b>	<p>Holding statements are expected to be sent to all successful Rights Issue Applicants prior to or on the 4 December 2019.</p> <p>The share registry for Punakaiki Fund is maintained by LWCM. Punakaiki Fund may choose to use a share registrar in the future.</p>
<b>Discretion Relating to the Rights Issue</b>	<p>The Rights Issue may be withdrawn by Punakaiki Fund at any time before the allotment of Rights Issue Shares, at Punakaiki Fund's sole discretion.</p>
<b>Refunds</b>	<p>If the Rights Issue does not proceed for any reason, all Rights Issue Application Monies will be refunded in full without interest no later than five Business Days after announcement of the decision not to proceed.</p>

## Offer Price Basis

The Price of the Shares under the Offer is based on:

- the value of Punakaiki Fund's investments as at 17 October 2019;
- the value of Punakaiki Fund's net working capital (cash plus accounts receivable less accounts payable);
- a provision for the accrued Performance Fee liability to LWCM (but not yet payable), including both the cash component recorded as a liability and the Share component recorded as share-based payment reserve; and
- a 3% brokerage fee payable on this Offer to LWCM.



The calculation of the share price basis for this Offer is set out in the table below.

### Punakaiki Fund Limited – Basis of Share Price

Value of Investments at 17 October 2019	\$49,281,853
plus – Net Working Capital	\$(48,617)
less – accrued Performance Fee to LWCM	\$(2,729,721)
<b>Investor Net Asset Value as at 17 October 2019</b>	<b>\$46,503,515</b>
Number of ordinary Shares on issue	2,026,409
Fully Diluted Investor Net Asset Value per Share	\$22.95
Offer Cost (3% Brokerage payable to LWCM)	\$0.71
<b>Share Price Basis for Offer</b>	<b>\$23.66</b>

Based on these calculations the Punakaiki Fund Board has determined the Price per Share for this Offer to be \$23.00.

**The price of the Offer represents a discount to the “Share Price Basis for Offer” set out in the table above of 2.8% and a premium to the “Fully Diluted Investor Net Asset Value per Share” set out in the table above of 0.2%.**

The approach taken to value Punakaiki Fund’s Portfolio Companies is set out in the following section.

The Share price has not been set through a book build with institutional investors or through the use of an independent valuation.

## Rights Issue Price Basis

The Rights Issue Price has been based on:

- The price of the Offer;
- Rewarding existing Punakaiki Fund shareholders for their continued support of the Punakaiki Fund;
- The limited dilution arising from the Rights Issue for those Punakaiki Fund shareholders who do not participate in the Rights Issue;
- The benefit of being able to invest additional funds into Portfolio Companies and
- Pricing the Rights Issue at a level that encourages Punakaiki Fund shareholders to subscribe for their Rights Issue entitlements.

Based on these aspects, the Punakaiki Fund Board has determined the price per Share for the Rights Issue to be \$16.00. The Punakaiki Fund Board note that the price of the Rights Issue represents a discount to the share price basis set out in the table above of 32.4% and a discount to the Offer price of 30.4%.

The Rights Issue Price has not been set through a book build with institutional investors or through the use of an independent valuation.

## Rights Issue Dilution

The Rights Issue will dilute the value of your Shares. The amount of dilution will depend on whether you are an existing holder of Punakaiki Fund Shares or whether you are applying for Shares in the Offer (or both).

### For Existing Shareholders

The Rights Issue Price (\$16.00 per Share) is materially lower than Punakaiki Fund’s Investor Net Asset Value per Share, so the Rights Issue will decrease the Investor Net Asset Value per Share following the completion of the Rights Issue. The dilution effect of the Rights Issue for non-participating Shareholders is



a maximum of 4% fall in Investor Net Asset Value per Share. This may lead to a decrease in the price per Share that is able to be realised if those shares are sold.

Shareholders that fully participate in the Rights Issue will be compensated for this loss in value by purchasing Rights Issue Shares at a price that is below the Investor Net Asset Value per Share.

***For Applicants Participating in the Offer***

If you apply for and are issued Shares from this Offer then you will have the rights to participate in the Rights Issue.

If you subscribe for shares in this offer then should you also subscribe for shares in the Rights Issue, it will lower your effective average Share purchase price.

***For All Rights Issue Participants***

If applications for purchasing Shortfall Shares exceed the amount of Shares available, then the allocation of Shortfall Shares will be pro-rated based on the number Shares held by an individual Shareholder after the close of the Offer. Smaller Shareholders that request proportionally larger amounts of Shortfall Shares will be at the greatest risk of not being allocated all of the Shortfall Shares that they seek.

You are not guaranteed to receive any of the Shortfall Shares you apply for.

## **Fund Valuation Approach**

The unaudited book value of Punakaiki Fund's investments as at 17 October 2019 as set out in the table above is a Director's valuation based on the fair value approach set out in the International Private Equity and Venture Capital ("IPEV") Valuation Guidelines. The following factors have been used to form this view on fair value:

- **Quoted Investments:** Where shares in an investment are listed on an exchange (such as the ASX or the NZX) then the price of those shares on the last trade on the date of valuation is used to determine their value. Punakaiki Fund's holding of Family Zone performance shares was valued using a combination of this approach and an assessment of the probability of those shares' performance thresholds being met.
- **Impairment:** Where, in the directors' opinion, the value of a company is substantially less than its value implied by other methods then the investment value is written down. Hayload and NZAW were valued in this manner.
- **Fair Value on Acquisition and Observable Transactions:** Where there has been a transaction in a company's shares which may or may not involve Punakaiki Fund, the transaction value may be used as an input in the determination of Fair Value. Under the December 2018 version of IPEV, a transaction can no longer be used as the sole basis for determining fair value. When the price of a recent transaction is available, Punakaiki Fund uses a calibration approach in which valuation information observed from the transaction is combined with the comparable companies approach as set out below in order to derive fair value. The investments that have been valued in this manner are Conqa and Melon Health.
- **Based on Comparable Companies:** Where, in the directors' opinion, there has been a material change in the value of an investment as a result of changes to that investment's financial operating metrics or movements in valuations of comparable companies listed on public markets then the company may be valued using the comparable companies approach. The valuations arising from these observed metrics may be adjusted as the directors see fit to reflect impairment of performance, a pending transaction or any other cause. The investments that have been primarily valued in this manner are Vend, Onceit, Mindfull, Timely, Mobi2Go, Everedge, Raygun, Boardingware, Redseed, Weirdly, Coherent Solution, Devoli and Populate.





For valuations based on or informed by comparable companies the Board used the following steps:

- **Observing the valuation metrics from comparable companies:** Identifying listed companies that are comparable to each of the Portfolio Companies (by industry, sector and business model) and then observing key valuation metrics such as enterprise value, revenues, EBITDA and growth rates for those comparable companies;
- **Deriving appropriate multiples on a case by case basis:** Valuation metrics for comparable companies more closely related to the Portfolio Company being valued receiving a greater weighting in respect of deriving appropriate multiples to value each Portfolio Company. When valuing Punakaiki Fund's SaaS Portfolio Companies, metrics from a large population (>50) of listed SaaS companies are statistically analysed in order to derive a base-line relationship between revenue multiples and growth rates which can be applied to all of Punakaiki Fund's SaaS investments;
- **Multiples are adjusted:**
  - **Adjustment factor:** Multiples applied to individual Portfolio Companies may be adjusted with a performance adjustment factor, to reflect the particular circumstances of the Portfolio Company (e.g. higher than average growth or a smaller addressable market);
  - **Illiquidity Discount:** Punakaiki Fund's investments are considered illiquid (compared to the listed comparable companies that multiples were observed from) which means they take a longer time to sell and there is greater uncertainty as to the price received as there may not be many purchasers for those investments; and
  - **Small Company Discount:** Smaller companies are considered riskier than larger comparable companies as they may have limited financial resource to survive shocks and may rely on or be exposed to a small number of key staff, suppliers, customers or products that it offers to the market.
- **Enterprise and Equity Values are derived:** Enterprise Values are derived by applying the adjusted multiple to the revenues or EBITDA (as the case may be) of the subject Portfolio Company. An unadjusted equity value is then derived by adding the Portfolio Company's cash, net working capital and the value of its non-operating (surplus) assets, and then deducting its debt from the Enterprise Value.
- **The unadjusted Equity Value to Punakaiki Fund is determined:** For each Portfolio Company, their unadjusted Equity Value is then multiplied by Punakaiki Fund's respective shareholding to calculate the prospective carrying value within Punakaiki Fund's portfolio.
- **Punakaiki Fund's Equity Value is adjusted for control:** Observed share prices (and multiples) for comparable companies reflect the trading of minority interests in those companies. Where Punakaiki Fund holds a larger shareholding in a Portfolio Company, a premium is added to reflect the additional control Punakaiki Fund has to influence decisions which may impact the value of a Portfolio Company.
- **Board Review and Sign-Off:** The valuation details are reviewed by Punakaiki Fund's Board in an iterative process, along with other information presented to the Board for each Portfolio Company. The final determination of the valuation for each Portfolio Company is the responsibility of the Punakaiki Fund Board.

When using comparable company multiples, the resulting valuations will be influenced by prevailing market conditions, including the performance and valuation of the comparable companies, and by the growth, revenue, and EBITDA performance of each Portfolio Company. This means that over the short-term, valuations based on comparable company multiples may be more volatile than when using other valuation approaches.

It should be noted that Punakaiki Fund does not attempt to separately value the intangible assets of its Portfolio Companies when determining their valuations.



## Fund Valuation

The Punakaiki Fund Board assessed the valuation of all of Punakaiki Fund's non-cash investments as at 17 October 2019 for the purposes of raising capital to be \$48.9 million and the total assets to be \$49.3 million. The Accounting Net Asset Value of Punakaiki Fund (the value of investments and cash holdings less liabilities, including the cash component of the Performance Fee) is \$48.5 million and the Investor Net Asset Value (the value of investments and cash holdings less liabilities including all of the Performance Fee) is \$46.5 million. Based on 2,026,409 ordinary Shares on issue at 17 October 2019, the Investor Net Asset Value per ordinary Share is \$22.95.

Individual valuations of investments are not disclosed due to the commercially sensitive nature of these valuations. Punakaiki Fund is also contracted to non-disclosure agreements with each company it has invested into and is limited in the ability to distribute investment-specific information to Shareholders. The Punakaiki Fund Board receives at least quarterly overviews on the performance of each company in the portfolio. This includes overviews for quarterly Board meetings, the year-end valuation process and this Offer.

The assessed valuation of Punakaiki Fund's non-cash investments as at 17 October 2019 represents a \$2.69 million increase from that assessed on 31 March 2019 (Punakaiki Fund's financial year-end). This change comprises new investments of \$1.93 million, net revaluations of \$1.01 million and proceeds from the disposal of Family Zone and Influx shares of \$0.28 million. The table below sets out the approaches used to value the Portfolio Companies for this Offer and as at 31 March 2019 (Punakaiki Fund's financial year end).

Portfolio Company	31 March 2019 Approach <sup>1</sup>	Offer Approach <sup>1</sup>
<b>Vend</b> Limited	Fair Value on Acquisition	Comparable Revenue Multiples (calibrated)
<b>Devoli</b> Limited	Comparable Revenue Multiples	Comparable Revenue Multiples
<b>Onceit</b> Limited	Comparable EBITDA Multiples	Comparable EBITDA Multiples
<b>Mindfull</b> Group Limited	Comparable Revenue Multiples	Comparable Revenue Multiples
<b>Timely</b> Limited	Comparable Revenue Multiples	Comparable Revenue Multiples
<b>Raygun</b> Limited	Comparable Revenue Multiples	Comparable Revenue Multiples
<b>Coherent Solutions</b> Limited	Comparable Revenue Multiples	Comparable Revenue Multiples (calibrated)
<b>Mobi2Go</b> Limited	Fair Value on Acquisition	Comparable Revenue Multiples (calibrated)
<b>EverEdgeIP</b> Global Limited	Comparable Revenue Multiples	Comparable Revenue Multiples
<b>QA Tech</b> Limited ( <b>Conqa</b> )	Fair Value on Acquisition	Fair Value on Acquisition (calibrated)
<b>RedSeed</b> Limited	Comparable Revenue Multiples	Comparable Revenue Multiples
<b>New Zealand Artesian Water</b> Limited	Fair Value on Acquisition	Impaired
<b>Boardingware</b> International Limited	Fair Value on Acquisition	Comparable Revenue Multiples
<b>Melon Health</b> Limited	Fair Value on Acquisition	Fair Value on Acquisition (calibrated)
<b>Weirdly</b> Limited	Fair Value on Acquisition	Comparable Revenue Multiples
<b>Populate</b> Limited	Comparable Revenue Multiples	Comparable Revenue Multiples
<b>Hayload</b> Limited	Impaired	Impaired
<b>Family Zone</b> Limited (acquired) <sup>2</sup>	Quoted Investment	Quoted Investment
<b>TD</b> Limited ( <b>ThisData</b> )	Combined	Combined

<sup>1</sup> Certain companies have been further discounted as a result of their operating metrics/performance

LWCM assisted the Board undertake these valuations. Further information regarding valuations can be found in Section 2, **Operation of Punakaiki Fund**, in the subsection titled **Valuation** on page 25.



## 6. Key Features of the Shares

### Key Features of the Shares

Punakaiki Fund has only one class of Shares, ordinary Shares. Shareholders have the right to remove the Manager without penalty, by resolution providing more than 50% of all Shares on issue are voted to do so.

### Potential returns from Shares

Any gains you receive from the sale of Shares are dependent on the price you receive for the Shares, rather than the Investor Net Asset Value per Share of Punakaiki Fund. These two values may not be the same for prolonged periods of time (e.g. the Shares may trade at a discount to the Investor Net Asset Value per Share) and this may affect your returns. In addition, there is no established market for trading your Shares and you may not be able to find a buyer when you want to sell (see “Trading your Shares” below).

The value of Portfolio Companies can also quickly change through major financial transactions, such as fund raising, an IPO or a trade sale. Portfolio Companies may also run out of funds, conduct fund raising at lower than expected valuations or cease business, resulting in lower or nil valuations to Punakaiki Fund.

You are not promised any returns. The amount of returns payable to you cannot be quantified as at the date of this PDS. Neither LWCM, Punakaiki Fund, nor any other person guarantees the Shares or any returns.

### Dividend Policy

The Board of Punakaiki Fund has adopted a policy that there will not be any dividend payments or other distributions made for the foreseeable future. Any surplus funds will be retained and applied to future investment opportunities available to Punakaiki Fund and/or to operational costs. Accordingly, until that policy changes, returns on Shares will be limited to any gains you make if you sell or dispose of your Shares.

It should be noted that any future dividends are not guaranteed, will be declared at the discretion of the directors, and will be declared only after Punakaiki Fund meets appropriate solvency requirements. Punakaiki Fund has not declared any dividends since it commenced operations.

Punakaiki Fund is the entity legally liable to pay you any dividends or other distributions declared on your Shares.

### Trading Your Shares

As of the date of this PDS, Punakaiki Fund has not applied for quotation of the Shares on a stock exchange and does not intend to quote these Shares on a market licenced in New Zealand in the short-term.

Punakaiki Fund has established an informal internal order matching facility for matching buyers with sellers of Shares that is scheduled to occur once per quarter following the release of Punakaiki Fund’s quarterly report. This facility is not a licensed financial product market, is not an authorised securities exchange and is not regulated under the Financial Markets Conduct Act 2013. Investors will trade at their own risk, as the facility is not accompanied by the investor protections that accompany a stock exchange such as the NZX or ASX. Such protections relate to insider trading, continuous disclosure, directors’ and



officers' relevant interest disclosure, and substantial security holder disclosure. Punakaiki Fund cannot guarantee that this facility will always be available to Shareholders.

To date we have facilitated a number of trades between Shareholders. Factors that may affect the price at which Shares are traded include the demand for Shares versus supply, the buyers' opinion that the Investor Net Asset Value per share is fair (or otherwise) and the investment horizon of the buyer.

If you sell any of your Shares, the purchaser of those Shares will be legally liable to pay you the sale price of those Shares.

In our opinion our Shares, if listed, are likely to be more volatile than the overall market (as measured by indices such as the S&P 500/ASX 200/NZX 50 indices) due to the types of investments we hold. This means that for any given movement in the market, the price of the Shares is likely to move by a greater amount. However, in our opinion, the Shares are not likely to be as volatile as the shares of our individual Portfolio Companies (or similar companies) if the shares of those individual Portfolio Companies were listed. This relationship is likely to arise due to Punakaiki Fund holding a portfolio diversified across 19 different businesses as opposed to being exposed to a single business.

Prior to any listing of the Shares, the volatility relationship between the price of the Shares and the overall market is likely to be reflected periodically each time we revalue our Portfolio Companies (formally once each year and informally each quarter or when we raise capital). As the Shares are not revalued more frequently and generally trade infrequently, the volatility of the price of the unlisted Shares may appear lower than listed markets prior to any listing of the Shares.

Under the Companies Act, your Shares could be cancelled by Punakaiki Fund through a reduction of capital, share buy-back or other form of capital reconstruction. Under certain circumstances, if your rights are affected by an action approved by a special resolution of Shareholders, you may require Punakaiki Fund to purchase your Shares.



## 7. Punakaiki Fund's Financial Information

### Selected Financial Information

The following financial information is presented in this section and the table below:

- Selected statutory financial information as reported in our audited financial statements for FY2016, FY2017, FY2018 and FY2019; and
- Selected statutory financial information as reported in our unaudited financial statements for FY2015 as contained in Punakaiki Fund's FY2015 annual report.

This information is disclosed in New Zealand dollars and rounded to the nearest thousand.

### Selected Financial Information

NZ\$ '000	FY2015	FY2016	FY2017	FY2018	FY2019
<b>Financial Performance – Selected Information</b>					
Interest Income	11	19	4	3	1
Change in Fair Value of Investments	2,122	3,668	5,563	(18)	7,115
Dividend Income	-	86	69	344	193
Other Operating Income	-	-	23	-	-
<b>Revenues</b>	<b>2,133</b>	<b>3,773</b>	<b>5,659</b>	<b>329</b>	<b>7,309</b>
Accrued Performance Fees	(391)	(644)	(978)	214	(1,294)
Management Fees	(50)	(251)	(420)	(635)	(810)
Insurance	-	(24)	(13)	(35)	(42)
Consulting and Accounting Expenses	-	(19)	(73)	(44)	(70)
Audit Fees	-	(28)	(36)	(42)	(48)
Legal Expenses	(2)	(12)	(10)	(10)	-
Other	-	(10)	(23)	(26)	(40)
<b>EBITDA<sup>1</sup></b>	<b>1,690</b>	<b>2,785</b>	<b>4,106</b>	<b>(249)</b>	<b>5,005</b>
Income Tax Expense	-	-	-	-	-
<b>Net Profit After Tax</b>	<b>1,690</b>	<b>2,785</b>	<b>4,106</b>	<b>(249)</b>	<b>5,005</b>
<i>Dividends Paid by Punakaiki Fund – Ordinary Shares</i>	-	-	-	-	-
<b>Financial Position – Selected Information</b>					
<i>Current Assets</i>					
Cash and Cash Equivalents	544	1,437	2,843	735	1,032
Prepayments	-	-	16	26	23
Receivables	-	10	25	32	47
<i>Non-current Assets</i>					
Investments	5,592	16,570	25,540	34,160	46,170
<b>Total Assets</b>	<b>6,136</b>	<b>18,017</b>	<b>28,424</b>	<b>34,953</b>	<b>47,272</b>
<i>Current Liabilities</i>					
Accounts Payable	-	40	57	52	106
<i>Non-current Liabilities</i>					
Performance Fee Payable	110	290	564	504	866
Debt	-	-	-	-	-
<b>Total Liabilities</b>	<b>110</b>	<b>330</b>	<b>621</b>	<b>556</b>	<b>972</b>
<b>Cash Flow – Selected Information</b>					
Cash Flows from Operating Activities	(41)	(209)	(493)	(468)	(773)
Cash Flows from Investing Activities	(3,469)	(6,586)	(3,407)	(6,743)	(3,385)
Cash Flows from Financing Activities	4,054	7,688	5,306	5,103	4,455

<sup>1</sup> Earnings Before Interest Expense, Taxation, Depreciation and Amortisation



The table above provides key financial information about Punakaiki Fund. Full financial statements are available on the offer register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose), offer number OFR12749. If you do not understand this financial information, you can seek advice from a financial adviser or an accountant.

### **Financial Performance**

Punakaiki Fund derives the majority of its revenues from the change in the recorded fair value of its investments in Portfolio Companies. Punakaiki Fund's policy and approach in respect of the valuation of its shareholdings in Portfolio Companies is set out in Section 5, **Terms of the Offer**, on page 40.

The majority of Punakaiki Fund's expenses relate to payments (both paid and accrued) to LWCM for management services. Management Fees are paid quarterly in advance and Performance Fees are accrued and will be paid when one of a number of triggering events occurs. Additional Management Fee and Performance Fee information can be found in Section 2, **Costs of Operating Punakaiki Fund**, on pages 28.

### **Financial Position**

Punakaiki Fund's main assets are its investments in Portfolio Companies and its cash holdings. The increase in the value of Punakaiki Fund's investment in Portfolio Companies is caused by Punakaiki Fund's additional investment in Portfolio Companies and in new businesses, and also from the revaluation of existing Portfolio Companies.

Punakaiki Fund's main liability is the accrued Performance Fee payable to LWCM. The Performance Fee is expected to be paid 28% as cash (which is recorded as a Performance Fee Payable) and 72% in new Punakaiki Fund Shares (which is recorded as a Share Based Payment Reserve). Based on the valuation as at 17 October 2019, the accrued cash component of the Performance Fee is \$0.764 million and the accrued share component is \$1.965 million. Additional Performance Fee and brokerage fee information can be found in Section 2, **Costs of Operating Punakaiki Fund**, on pages 28.

### **Cash Flow**

Punakaiki Fund has had negative operating cash flows to date, relying primarily on the upward revaluation of its Portfolio Companies as well as dividends from its investments to generate GAAP profits.

Cash received from dividends is expected, in the next year, to remain insufficient to cover operating costs.

### **No Prospective Financial Information**

There is no prospective financial information in this PDS. The Board has, following careful consideration and after due enquiry, concluded that the provision of prospective financial statements for the accounting period to 31 March 2020, and the subsequent accounting period to 31 March 2021, would be likely to mislead or deceive potential investors with regard to particulars that are material to the Offer. The Board believes that it is not practicable to formulate reasonable assumptions on which to base prospective financial statements.

The principal issue facing the Board in respect of forecast prospective financial information relates to not being able to accurately forecast the value of the investments in Portfolio Companies over a one or two-year time frame. The values of several of the Portfolio Companies were reassessed (both up and down) for the purposes of pricing this Offer. However, as the Portfolio Companies are generally growing relatively quickly, and as public market valuations of comparable companies can change rapidly, we cannot reasonably forecast the value of our Portfolio Companies over the short and medium-term.





Several of the Portfolio Companies have received and are likely to continue to receive offers for investment or acquisition. These events can happen relatively quickly and can change the value of a Portfolio Company significantly.

In addition, Punakaiki Fund does not know the identity of new investments that Punakaiki Fund may make in the future, the amount and timing of Punakaiki Fund capital raising events is uncertain, and the ability of Punakaiki Fund to make additional investments into its Portfolio Companies is uncertain. All of these may result in altered performance of the Portfolio Companies, impacting valuation.

Given the inability to reliably determine reasonable assumptions for the periods covered by prospective financial information, the Board is of the view that any prospective financial statements would be likely to mislead or deceive potential investors in a material manner because actual revenues (including revaluation gains) or expenditure for that period could be materially different from that forecast.

## **Financial Information of Portfolio Companies**

Punakaiki Fund is bound by confidentiality agreements and may not disclose valuations or key financial metrics for individual Portfolio Companies, except for selected metrics reported in aggregate. It should be noted that if some Portfolio Companies did allow us to disclose metrics this could indirectly reveal the metrics for other Portfolio Companies, and Punakaiki Fund would be in breach of confidentiality.

## **Previous Investment Rounds**

Prior to this offer, Punakaiki Fund has received investment from eighteen different capital raising events:

- In April 2014, Punakaiki Fund raised \$1.525m by issuing 152,500 ordinary Shares at \$10.00 each. Attached to each Share issued was one option with a strike price of \$10.00 and an expiry date of 28 November 2014 and one option with a strike price of \$12.00 and an expiry date of 30 June 2015;
- In November 2014, Punakaiki Fund received \$1.500m from the exercise of 150,000 November 2014 options, representing a 98.4% exercise rate;
- In December 2014, Punakaiki Fund raised \$1.155m by issuing 92,400 ordinary Shares at \$12.50 each. Attached to each Share issued was one option with a strike price of \$14.00 and an expiry date of 30 September 2015;
- In June 2015, Punakaiki Fund received \$1.830m from the exercise of 152,500 June 2015 options, representing a 100% exercise rate;
- In June 2015, Punakaiki Fund raised \$2.912m by issuing 200,831 ordinary Shares at \$14.50 each. 62,900 of these Shares were issued to investors in a private offer to wholesale investors and 137,931 of these Shares were issued to investors in a crowd funding offer;
- In September 2015, Punakaiki Fund received \$0.942m from the exercise of 67,315 September 2015 options, representing a 72.9% exercise rate;
- In December 2015 and January 2016, Punakaiki Fund raised \$2.242m by issuing 135,850 ordinary Shares at \$16.50 each. Attached to each Share issued was one option with a strike price of \$19.00 and an expiry date of 16 September 2016;
- In October 2016, Punakaiki Fund received \$0.529m from the exercise of 27,820 September 2016 options, representing a 20.5% exercise rate;
- In November 2016 and December 2016, Punakaiki Fund raised \$2.382m by issuing 125,350 ordinary Shares at \$19.00 each;
- In March 2017, Punakaiki Fund raised \$0.774m by issuing 37,740 ordinary Shares at \$20.50 each;
- In March 2017, Punakaiki Fund raised \$1.786m by issuing 119,065 ordinary Shares at \$15.00 each as part of a 1:10 discounted non-renounceable rights issue;
- In July 2017 and August 2017, Punakaiki Fund raised \$1.800m by issuing 90,000 ordinary Shares at \$20.00 each;



- In December 2017, Punakaiki Fund raised \$3.439m by issuing 163,750 ordinary Shares at \$21.00 each;
- In May 2018, Punakaiki Fund raised \$1.712m by issuing 81,530 ordinary Shares at \$21.00 each;
- In November 2018, Punakaiki Fund raised \$2.537m by issuing 117,977 ordinary Shares at \$21.50 each;
- Between December 2018 and April 2019, Punakaiki Fund raised \$0.443m by issuing of 20,651 shares at \$21.50 each;
- Between April 2019 and June 2019, Punakaiki Fund raised \$0.325m by issuing of 14,773 shares at \$22.00 each; and
- In July 2019, Punakaiki Fund raised \$1.425m by issuing of 63,334 shares at \$22.50 each.

In addition to the capital raising events detailed above, Punakaiki Fund also issued:

- 100 ordinary Shares at no cost to LWCM when Punakaiki Fund was incorporated in 2013;
- 49,970 ordinary Shares to Lance Wiggs to settle the acquisition of Lance Wiggs' Vend shares in August 2015;
- 10,762 Shares to a New Zealand Artesian Water Limited shareholder to settle the acquisition of New Zealand Artesian Water Limited shares in February 2018;
- 80,283 Shares to seven EverEdgeIP Global Limited shareholders to settle the acquisition of EverEdgeIP Global Limited shares in February 2018 (this issue of shares also included raising \$0.017 million in cash subscriptions from those shareholders); and
- 71,908 Shares to two Devoli Limited shareholders to settle the acquisition of Devoli Limited shares in September 2018.

## **Future Capital Raising Intentions**

Punakaiki Fund intends to raise additional capital from time to time to allow for the continued investment in both new companies and existing companies in Punakaiki Fund's investment portfolio. New capital will also be used to meet the on-going costs of Punakaiki Fund. The frequency and size of these capital raising events will depend on the following factors:

- The size of Punakaiki Fund;
- The size and number of investment opportunities available to Punakaiki Fund;
- The amount which Punakaiki Fund is able to raise in any single capital raising event;
- The price at which Punakaiki Fund is able to raise capital;
- The composition of Punakaiki Fund's shareholder base;
- The sentiment of the market, both in general and towards venture capital/private equity-type investment; and
- The sentiment of the market towards Punakaiki Fund.

Based on Punakaiki Fund's on-going expenses such as Management Fees, and the number of new investment opportunities currently available, Punakaiki Fund is likely to continue to seek additional capital between one and three times per annum.



## 8. Risks to Punakaiki Fund's Business and Plans

### Risk Overview

You should regard your investment in Punakaiki Fund as a long-term commitment with no guarantee of any return or liquidity. This means you may not be able to sell your Shares when you want to, or you may be able to sell but not at a price you regard as fair. It also means you may not receive any dividends.

The directors expect that an investment in Punakaiki Fund is likely to exhibit higher volatility (a measure of risk) compared to an investment in a diversified portfolio of listed securities. The individual early-stage and growth investments we make carry higher risks than most other investment types. These risks drive the potential for rapid losses in the value of individual Portfolio Companies and in Punakaiki Fund itself. However, in addition to substantial losses, individual Portfolio Companies also have the potential to provide rapid gains to Punakaiki Fund from outperformance or a business sale event.

Investment in Punakaiki Fund is by its nature not suitable for all investors. We recommend you seek professional financial advice before making any investment decision.

Punakaiki Fund will endeavour to manage investment risk for each of its investments, but we do expect cases of partial and absolute loss affecting the overall value of Punakaiki Fund.

### Material Risks

Risk	Loss of value due to the poor performance or failure of one or more Portfolio Companies
Nature of risk	Punakaiki Fund invests in early-stage and growth investments which carry higher risks than most other investment types. If one or more Portfolio Company performs poorly or fails, then the value of the respective investment may be partially or completely lost. This will lower the value of our Assets and will negatively impact the Share value.
Magnitude and Likelihood	Punakaiki Fund believes that all of the 14 core Portfolio Companies are able to reach a positive cashflow position (including through restructuring) without raising additional capital. However certain investments that are part of the remaining 1% of the investment portfolio are at risk, with a potential impact of up to \$0.11 per Share.
Mitigation	<p>When selecting investments for Punakaiki Fund, LWCM generally focuses on companies that LWCM believes should have enough funds to reach positive cash-flow before requiring new funds; however, each Portfolio Company's situation can change over time. LWCM monitors Portfolio Company progress towards sustainability and may choose to make investments to ensure progress continues. LWCM has also advised and assisted companies on taking early measures to become sustainable.</p> <p>Punakaiki Fund's Board reviews, at least each quarter, the sustainability and performance of all of the Portfolio Companies. The Board regularly writes down the value of the Portfolio Companies which have performed below expectation or where there is a short to medium-term risk of failure, especially when this failure is tied to a Portfolio Company not being able to raise additional capital. Writing down, or impairing, the value of the investments lowers (but cannot eliminate) the risk of a sudden loss of value.</p>



<b>Risk</b>	<b>Higher volatility in the valuation of Punakaiki Fund investments than in public market indexes</b>
<b>Nature of Risk</b>	Punakaiki Fund invests in relatively small and high growth companies, and such companies typically have valuations that are more volatile than a portfolio of companies traded on public markets. If public equity markets drop by a certain percentage, then the value of many of the investments held by Punakaiki Fund may drop by a larger percentage. Volatility of this nature would mean a share market fall could lower the value of our Assets by a greater proportion than that by which the share market fell. This could also work in the reverse case, with potentially greater increases in the value of our Assets in reaction to share market valuations rising.
<b>Magnitude and Likelihood</b>	As an example, in the two-month period from 1 September 2016 to 30 October 2016 the S&P 500 Index fell 2.1%, but the S&P SmallCap 600 Growth Index fell 4.1%. This demonstrates how smaller and earlier stage companies can be more volatile than larger and more mature companies.
<b>Mitigation</b>	By investing in companies that grow quickly, the effect of share market falls that lower revenue multiples have on the value of our Assets is lessened.  In addition, we note that volatility operates in both directions – and the value of the underlying assets will generally rise (as well as fall) at a higher rate than the market. Punakaiki Fund maintains a very long-term perspective on investments, and while valuations of non-listed investments are periodically marked to market, over the long-run the short-term market gyrations are less material.
<b>Risk</b>	<b>Ongoing capital raisings (such as Share issues) do not meet Punakaiki Fund's needs or expectations.</b>
<b>Nature of Risk</b>	Punakaiki Fund requires cash to meet its operating expenses and to make further investments. While Punakaiki Fund has relied almost solely on periodic issues of shares to raise this cash, the sale of Linewize resulted in the ownership of ASX-listed Family Zone shares, which (apart from 600,000 remaining performance shares) have since been sold for cash. Aside from this, there are virtually no other sources of funds because (a) to date only one of the 19 Portfolio Companies has paid dividends and (b) the remaining Portfolio Companies are unlisted long-term investments and cannot be relied on to be sold quickly at a price reflecting their fair value.
<b>Magnitude and Likelihood</b>	If Punakaiki Fund does not have sufficient cash it cannot meet its operating expenses such as Management Fees. This may mean Punakaiki Fund fails and the Investor Net Asset Value per Share falls significantly.
<b>Mitigation</b>	Punakaiki Fund has a record of successfully raising new capital periodically and has raised \$29.3 million in cash to date and intends to continue to raise new funds as conditions allow. Punakaiki Fund has also implemented a policy to reserve sufficient funds immediately following a material capital raising event (including this Offer) by Punakaiki Fund to meet operating costs for a 12-month period. This is to provide Punakaiki Fund operating funding for period of time (approximately one year) if market conditions do not allow new capital to be raised. Over time, Punakaiki Fund expects that as some of the Portfolio Companies grow and mature, they should pay dividends to Punakaiki Fund, which will assist in meeting its ongoing costs.



<b>Risk</b>	<b>High concentration of investments in technology businesses gives greater exposure to technology sector volatility.</b>
<b>Nature of Risk</b>	Punakaiki Fund holds a high proportion of its portfolio in technology-based businesses and especially companies with a SaaS business model. This means that Punakaiki Fund is more heavily exposed to the volatility of these types of businesses.
<b>Magnitude and Likelihood</b>	One indicator we track is the BVP Nasdaq Emerging Cloud Index. As an example, at 31 October 2018 the index was 24% down on the 31 August 2018 close, during a period where the S&P 500 index, which reflects a much greater diversity of companies, fell only 6.5%. Punakaiki Fund uses a large basket of comparable SaaS companies to inform and perform valuations, and so the portfolio valuations for investments in SaaS companies were marked down accordingly (although that Punakaiki Fund enforces caps on the SaaS valuation multiples that it uses, which in this case muted much of the downward valuation impact). The impact on the overall fund value was also mitigated by the very high revenue growth of many of the SaaS companies in the portfolio.
<b>Mitigation</b>	Punakaiki Fund has a deliberate strategy to invest in a range of companies which provide indirect exposure to a diverse range of industries and business models. This portfolio approach helps mitigate the technology and SaaS business model concentration and reduce the overall volatility of Punakaiki Fund's valuation.

<b>Risk</b>	<b>Uncertainty about the valuation of private companies</b>
<b>Nature of Risk</b>	<p>Punakaiki Fund invests in privately held, illiquid companies which are not traded on public markets. There is risk that the investments in those companies are valued incorrectly or with high levels of uncertainty.</p> <p>The importance of this risk is illustrated by Ernst &amp; Young drawing attention to "Note 3.1.1 to the financial statements which describes the inherent uncertainty and difficulty in measuring the fair value of early stage unlisted investments" in their independent Auditor's Report on Punakaiki Fund's FY2019 financial statements.</p> <p>This uncertainty causes three different types of risk:</p> <ul style="list-style-type: none"> <li>• The first is that Punakaiki Fund overpays for investments by valuing them too highly at the time of investment, leading to a later write-down in the value of the investment and thus the value of the portfolio;</li> <li>• The second is that the Board materially over-values an investment, due either to inadequate or incorrect information provided to or from LWCM or an independent valuer, or from incorrectly assessing the value versus comparable companies; and</li> <li>• The third is that of systematic overvaluing of some or all of the portfolio, due to incorrect application of the comparable company valuations or under-estimation of the adjustments or discounts applied for performance, liquidity, company size or control.</li> </ul>
<b>Magnitude and Likelihood</b>	<p>Overvaluation of the investment with the highest value by 20% would cause the total investment assets to be overvalued by around 4.5%.</p> <p>A systematic overvaluation approach would result in a much higher overvaluation of the portfolio, however this should be difficult to achieve given the checks required by the Board.</p>
<b>Mitigation</b>	Punakaiki Fund generally values its investments by calibrating valuations to the last funding round undertaken by that Portfolio Company, and/or by using revenue, revenue growth or EBITDA metrics versus publicly traded companies. We apply a performance adjustment factor to adjust these publicly traded metrics, almost always downwards, for relative growth rates, addressable market and overall performance, and we also apply a range of discounts and premiums to



valuations to reflect (if applicable) a degree of control (premium), illiquidity (discount) or the small size of the business being valued (discount).

The valuations are prepared and proposed by LWCM, reviewed by the Board (in which the directors have an active role in the process), and, for annual accounts, subjected to the audit process. The audit process would typically include a rigorous review of the valuation methodologies applied as well as of selected individual valuations. The auditors work with LWCM through this process, but also meet independently with Punakaiki Fund's independent directors and any external valuers.

The level of risk is related to the size of the investment, and when investing, LWCM applies a level of due diligence which reflects the relative investment size.

The Board commissioned independent valuations for two companies for the FY2018 year-end and is likely to arrange independent valuations of other Portfolio Companies in the future.

<b>Risk</b>	<b>The loss or the poor performance of key people</b>
<b>Explanation</b>	LWCM is a boutique manager meaning it has a small team (comprising Lance Wiggs, Chris Humphreys, Bridget Winstone-Kight (currently on maternity leave), Olo Brown, Yawen Gao and WonSuk Chung). Punakaiki Fund relies on LWCM, and specifically the abilities of Lance and Chris, to both make good investments on its behalf and to help many of the companies to increase their value. The loss or poor performance of these people may have a long-term negative impact on the value of Punakaiki Fund's Assets.
<b>Magnitude and Likelihood</b>	<p>The key effects on Punakaiki Fund of either Lance or Chris being incapacitated are a significantly reduced ability to find and make new investments, lower rigour in the investment process, lower ability to provide assistance to companies and higher administration burden on the remaining staff.</p> <p>The value of our Assets, which is based on investments in companies, should be largely unaffected, although the price a willing buyer is prepared to pay for Punakaiki Fund Shares may fall.</p>
<b>Mitigation</b>	In the event of poor performance of LWCM's principals, including due to the inability to perform duties through poor performance or for cause, the Board has the ability to remove LWCM (either via the Management Agreement (for cause) or by way of shareholder vote, in both cases without penalty) and could appoint a new manager to manage the on-going holding of Punakaiki Fund's existing investments.

## Materiality

The risks set out in this section are not exhaustive and only reflect the risks which the Board considers to be material, and those that are likely to significantly increase the risk to Punakaiki Fund's financial position, financial performance and plans.

## Personal Circumstances

These risks and this PDS in general do not take into account your own personal circumstances, financial position or investment requirements. Before making a decision to apply for Shares, you should consult your financial adviser.





## 9. Tax

### **Tax**

Tax can have significant consequences for investments and can affect your return from the Shares.

If you have any queries relating to the tax consequences of the investment, you should obtain professional advice on those consequences.



## 10. Where You Can Find More Information

### Disclose Register

Further information relating to Punakaiki Fund and the Shares (for example, Punakaiki Fund's constitution and financial statements) is available on the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund's offer number (OFR12749). A copy of the information on the Disclose Register is available on request to the Registrar of Financial Service Providers.

### Companies Office

Further information relating to Punakaiki Fund is also available on the public register of the Companies Office. This information can be accessed on the Companies Office website at [www.business.govt.nz/companies](http://www.business.govt.nz/companies) under Punakaiki Fund's company number (4395942).

### Website

Various policy documents and other information on Punakaiki Fund can be found on Punakaiki Fund's website at [www.punakaikifund.co.nz](http://www.punakaikifund.co.nz).

### Shareholder Communications

Each year an annual report is produced to disclose the investments made during the year, the status of all of the companies we have invested in and assessments of the value of our Assets, the Investor Net Asset Value and the Accounting Net Asset Value of Punakaiki Fund. The annual report will be delivered to Shareholders electronically at least four weeks before each annual shareholders' meeting, which is held before the end of September each year. Along with the more formal activities at each annual meeting, we review of our current investments and may invite selected investee companies to present to Shareholders attending the meeting (either in person or by video link). Representatives from these companies may also be available to discuss any queries you might have.

Each quarter we report to Shareholders on the investment portfolio and provide a general update on progress. Specifically we report, where possible, on new investments that have been made during the period and on any major changes in the status of investee companies that have impacted the overall value of Punakaiki Fund. Ad hoc updates are also issued when we make significant investments, or when investments achieve significant milestones.

While we will endeavour to keep costs down and efficiency high by using electronic means to communicate, we also provide written copies of material to any investors who request this service.

### Information Charges

The information that Punakaiki Fund provides as noted above will be supplied electronically at no charge.





# 11. How to Apply

## Before You Apply

If you are considering purchasing Shares in Punakaiki Fund under the Offer or the Rights Issue outlined in this PDS, we believe it will be prudent for you to undertake the following steps prior to submitting your Application.

- Read this PDS;
- Read the additional information available on the Disclose Register at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) under Punakaiki Fund's offer number (OFR12749); and
- Take financial, taxation and other advice from an expert.

**Investment in Punakaiki Fund is by its nature not suitable for all investors. We recommend you seek professional financial advice before making any decision to invest in the Shares.**

## How to Apply for Shares in the Offer

You can apply for Shares in the Offer as follows:

- You may apply on-line at [punakaikifund.co.nz/Invest2019](http://punakaikifund.co.nz/Invest2019); or
- You may fill in the Application Form at the end of this PDS and return it to Punakaiki Fund.

For both of the application methods outlined previously, you must also make full payment for the Shares and provide any necessary documents required by us under the Anti-Money Laundering and Countering Financing of Terrorism Act 2009 and the Common Reporting Standards/FATCA (if required) prior to the Closing Date.

Your Application must be accompanied by full payment for the total number of Shares applied for. This can be paid by one-time direct credit, bank draft or by a cheque drawn on a New Zealand branch of a New Zealand registered bank (made out in favour of "Punakaiki Fund Limited" and crossed "Not Transferable").

Completed Application Forms must be received by Punakaiki Fund no later than 5 p.m. on the Closing Date. More information on the application process can be found accompanying the Application Form on page 61 of this PDS.

If you require any further information or assistance with the application process, please contact LWCM: Chris Humphreys ([chris@lwcm.co.nz](mailto:chris@lwcm.co.nz)) or Lance Wiggs ([lance@lwcm.co.nz](mailto:lance@lwcm.co.nz)).

## How to Apply for Shares in the Rights Issue

On or before the completion of the Offer, all Punakaiki Fund shareholders will be sent an email outlining their entitlement to subscribe for Rights Issue Shares as at the Record Date, along with a unique link to Punakaiki Fund's on-line Rights Issue Application Form, which is pre-populated with individual shareholders' details. In order to complete a Rights Issue Application to subscribe for Rights Issue Shares, the Rights Issue Application Form will require Punakaiki Fund shareholders to:

- Download and read this PDS;
- Confirm that the individual Punakaiki Fund shareholder's details contained on the Rights Issue Application Form are correct;



- Specify the number of Rights Issue Shares they wish to apply for, up to their maximum entitlement;
- Specify the number (if any) of Shortfall Shares they wish to apply for.

Punakaiki Fund Shareholders that do not wish to take up any of their entitlement to Rights Issue shares need not take any action and may ignore the Rights Issue Application Form.

## **Application Charges**

You are not required to pay any charges or fees to LWCM or Punakaiki Fund in relation to the Offer other than brokerage, which is included in the Price for each Share you subscribe for.

The costs of the Offer will be assumed by LWCM, who will be paid, as brokerage, 3% of all capital raised under the Offer. This brokerage fee arrangement between Punakaiki Fund and LWCM is an on-going arrangement and applies to most capital raising events undertaken by Punakaiki Fund. Further information regarding the brokerage fee can be found in Section 2, **Costs of Operating Punakaiki Fund**, on page 28.

## **Anti-Money Laundering Requirements**

Punakaiki Fund is required to comply with the Anti-Money Laundering and Countering Financing of Terrorism Act 2009. Punakaiki Fund will use electronic verification as our primary means of vetting new investors in the Offer and will seek the permission of new investors to undertake verification of certain personal information as part of the application process. LWCM will contact you if we cannot verify your identity by electronic means in order to obtain certified identification documents that meet our compliance requirements.

If we are unable to satisfactorily complete our electronic verification process, we will not be able to allot you the Shares which you have applied for.

## **Common Reporting Standard/FATCA**

Punakaiki Fund is required to comply with the due diligence requirements of the Common Reporting Standard by Inland Revenue and FATCA. As a Reporting New Zealand Financial Institution, Punakaiki Fund will collect information regarding an Applicant's tax residency and Tax Identification Number(s) (in New Zealand this is an Applicant's IRD number). This information may be shared with Inland Revenue as required.



## 12. Contact Information

### **Punakaiki Fund**

Punakaiki Fund Limited  
Level 6  
2 Kitchener Street  
Auckland  
New Zealand 1010

Lance Wiggs  
[lance@lwcm.co.nz](mailto:lance@lwcm.co.nz)  
+64 (0)21 526 239

### **LWCM**

LWCM Limited  
Level 6  
2 Kitchener Street  
Auckland  
New Zealand 1010

Lance Wiggs  
[lance@lwcm.co.nz](mailto:lance@lwcm.co.nz)  
+64 (0)21 526 239

Chris Humphreys  
[chris@lwcm.co.nz](mailto:chris@lwcm.co.nz)  
+64 (0)27 622 7803

### **Share Registrar**

Punakaiki Fund's Share Register is administered by LWCM.

LWCM Limited  
Level 6  
2 Kitchener Street  
Auckland  
New Zealand 1010

Chris Humphreys  
[chris@lwcm.co.nz](mailto:chris@lwcm.co.nz)  
+64 (0)27 622 7803



# Glossary of Terms

Term	Definition
\$	New Zealand dollar
A\$	Australian dollar
<b>Accounting Net Asset Value</b>	The fair market value of the assets less the liabilities of Punakaiki Fund as determined by the Board after consultation with LWCM and in some instances, other external parties. The Accounting Net Asset Value incorporates only the cash component of the contingent Performance Fee and not the full Performance Fee. The Accounting Net Asset Value is used to calculate the quarterly Management Fee. It is not a GAAP measure
<b>Administration Fee</b>	A quarterly payment to LWCM to compensate it for additional administrative work that it undertakes on behalf of Punakaiki Fund outside of the scope of the Management Agreement
<b>Applicant(s)</b>	A person(s) who submits an Application Form(s) under the Offer
<b>Application Form</b>	The form required to apply for Shares in Punakaiki Fund as set out in this Product Disclosure Statement. A copy of the Application Form can be obtained by emailing <a href="mailto:chris@lwcm.co.nz">chris@lwcm.co.nz</a> or <a href="mailto:lance@lwcm.co.nz">lance@lwcm.co.nz</a> or online at <a href="http://punakaikifund.co.nz/Invest2019">punakaikifund.co.nz/Invest2019</a>
<b>Application Monies</b>	The funds required to accompany an Application in order for Shares to be purchased
<b>Application(s)</b>	Completed Application Forms returned to Punakaiki Fund along with full payment
<b>ARR</b>	Annualised Recurring Revenue
<b>Assets</b>	All of Punakaiki Fund's assets, before the deduction of any liabilities
<b>ASX</b>	Australian Stock Exchange
<b>Board</b>	The board of directors of Punakaiki Fund
<b>Closing Date</b>	20 November 2019 or such other date as determined by Punakaiki Fund
<b>Companies Act</b>	Companies Act 1993
<b>Conqa</b>	The trading name of one of Punakaiki Fund's Portfolio Companies. Conqa's registered name is QA Tech Limited
<b>Disclose Register</b>	The register that contains information about the Offer. This information can be found at <a href="http://www.business.govt.nz/disclose">www.business.govt.nz/disclose</a> under Punakaiki Fund's offer number OFR12749
<b>Discounted Cash Flow</b>	A method of valuation that uses estimated future free cash flows from a business, and discounts those cash flows to arrive at an estimated value for the business
<b>EBITDA</b>	Earnings before Interest, Tax, Depreciation and Amortisation
<b>FATCA</b>	Foreign Account Tax Compliance Act – a United States law requiring the reporting of taxation information for United States account holders to the Internal Revenue Service
<b>Family Zone</b>	The ASX-listed company that acquired Linewize. Further information on Family Zone can be found at Family Zone's <a href="http://www.familyzone.co.nz">website</a>
<b>FY2015, FY2016, FY2017, FY2018, FY2019, FY2020</b>	Financial Years ending 31 March 2015, 31 March 2016, 31 March 2017, 31 March 2018, 31 March 2019 and 31 March 2020 respectively
<b>FZO</b>	The ASX ticker code for Family Zone
<b>GAAP</b>	Generally Accepted Accounting Principles
<b>GICS Industries</b>	The Global Industry Classification Standard (GICS) is a standardised classification system for equities. The GICS hierarchy begins with 11 sectors and is followed by 24 industry groups, 69 industries and 158 sub-industries





<b>Term</b>	<b>Definition</b>
<b>Gross IRR</b>	The internal rate of return generated by investments in Portfolio Companies. It excludes Punakaiki Fund's operating costs such as Management Fees
<b>GST</b>	Goods and Services Tax
<b>High Water Mark</b>	The highest Investor Net Asset Value per Share for which a Performance Fee has been previously paid. No subsequent Performance Fee is payable until the Investor Net Asset Value per Share exceeds the High Water Mark and the Performance Fee will only be paid in relation to increases above the previous High Water Mark. This ensures that LWCM is not paid a Performance Fee for gains that make up for previous periods of poor performance
<b>ICT</b>	Information and Communication Technologies
<b>Investor Net Asset Value</b>	The fair market value of the assets less both the liabilities of Punakaiki Fund and the share-based component of the accrued Performance Fee, as determined by the Board after consultation with LWCM and in some instances, other external parties. The Investor Net Asset Value is used to determine the pricing of this Offer. It is not a GAAP measure.
<b>IPEV</b>	International Private Equity and Venture Capital Valuation Guidelines (December 2018 edition)
<b>IPO</b>	Initial Public Offering
<b>Linewize</b>	The group of Portfolio Companies comprising Linewize Limited and Linewize Services Limited, which have been sold to Family Zone
<b>LWCM or Manager</b>	LWCM Limited, the investment manager of Punakaiki Fund
<b>Management Agreement</b>	The agreement dated 25 March 2014 between Punakaiki Fund and LWCM relating to sourcing and managing investments for Punakaiki Fund
<b>Management Fee</b>	The management fee paid to LWCM under the Management Agreement
<b>Market Value</b>	The fair market value of the equity of Punakaiki Fund. If Punakaiki Fund is not listed on a stock exchange (which is currently the case), then the Market Value is the Investor Net Asset Value. Should (in the future) Punakaiki Fund become listed on a stock exchange, the Market Value will then be based on the Share offer price when initially quoted on that exchange, and after that on the volume weighted average Share price for the 30 days prior to the end of the financial year; or immediately following a return of capital to Shareholders, the value of the capital return together with the Investor Net Asset Value. On termination of the Management Agreement, the Market Value is the higher of the market capitalisation based on the volume weighted average Share price for the 30 days prior to the end of the financial year and the Investor Net Asset Value
<b>Non-renounceable</b>	Not transferable - cannot be bought or sold. The entitlement to Rights Issue Shares cannot be transferred to a third party.
<b>NZAW</b>	New Zealand Artesian Water Limited – one of Punakaiki Fund's Portfolio Companies
<b>NZX</b>	NZX Limited, the operator of the New Zealand Stock Exchange
<b>Offer</b>	The offer of Shares under this Product Disclosure Statement
<b>PDS</b>	This Product Disclosure Statement
<b>Performance Fee</b>	Amounts payable to LWCM tied to the positive performance of Punakaiki Fund as set out in the Management Agreement and on pages 28 of this Product Disclosure Statement
<b>Portfolio Company(s)</b>	A business in which Punakaiki Fund has invested. There are 19 Portfolio Companies as at the date of this Product Disclosure Statement. These are all investments in a single company, which may or may not have subsidiaries
<b>Price</b>	\$23.00 — the price at which Shares may be bought under the Offer
<b>Punakaiki Fund</b>	Punakaiki Fund Limited
<b>Record Date</b>	21 November 2019 – the date on which the number of Rights Issue Shares that individual Punakaiki Fund's shareholders may subscribe for is determined



<b>Term</b>	<b>Definition</b>
<b>Rights Issue</b>	The offer of Rights Issue Shares to all Punakaiki Fund shareholders. Punakaiki Fund shareholders are entitled to subscribe for 1 Rights Issue Share for every 7 Shares they hold on the Record Date
<b>Rights Issue Applicant</b>	A person submitting a Rights Issue Application Form. All Rights Issue Applicants must be Punakaiki Fund shareholders on the Record Date
<b>Rights Issue Application Form</b>	The on-line form used to submit an application for Rights Issue Shares. A unique link leading to the Rights Issue Application Form will be emailed to each Punakaiki Fund shareholder on the Record Date
<b>Rights Issue Application Monies</b>	The funds required to accompany a Rights Issue Application in order for Rights Issue Shares to be purchased
<b>Rights Issue Applications</b>	Completed Rights Issue Application Forms along with full payment
<b>Rights Issue Closing Date</b>	25 November 2019 or such other date as determined by Punakaiki Fund
<b>Rights Issue Opening Date</b>	31 October 2019 or such other date as determined by Punakaiki Fund
<b>Rights Issue Price</b>	\$16.00 - the price at which Rights Issue Shares may be bought under the Rights Issue
<b>Rights Issue Shares</b>	Shares allotted under the Rights Issues. Rights Issue Shares rank equally and carry the same rights as all other Shares issued by Punakaiki Fund
<b>Shortfall Shares</b>	The entitlement to Rights Issue Shares which are not taken up by Punakaiki Fund Shareholders. Shortfall Shares are offered for subscription to all Punakaiki Fund shareholders on a first come first served basis.
<b>SaaS</b>	Software as a service, a software delivery model in which software and data are hosted by a vendor or service provider and made available over a network (typically the Internet)
<b>Series A</b>	Series A financing refers to an investment in a privately-held, start-up company after it has shown progress in building its business model and demonstrates the potential to grow and generate revenue. Initially, start-up companies rely on small investors for seed capital to begin operations.
<b>Series B</b>	Series B financing is the second round of funding for a business through investment including private equity investors and venture capitalists.
<b>Share</b>	A fully paid ordinary share in Punakaiki Fund. Shares issued under this Offer rank equally with each other and also equally with all existing shares in Punakaiki Fund
<b>Shareholder</b>	Holder of one or more Shares in Punakaiki Fund
<b>Tax Identification Number</b>	An identifying number used for tax purposes. In New Zealand, an individual's Tax Identification Number is their IRD number



# Punakaiki Fund Application Form

This Application Form is to apply for fully paid ordinary Shares in Punakaiki Fund Limited. Before completing this Application Form, you should read the Punakaiki Fund Product Disclosure Statement ("PDS") dated **22 October 2019** and the Application Instructions and Terms which follow this Application Form. This Application Form constitutes an Offer to purchase the Shares described in the PDS. The full amount of the purchase price for the Shares is due upon application. The Closing Date for the Offer is 20 November 2019 (or such earlier or later date as Punakaiki Fund may determine). For instructions on how to complete and deliver this form, see the accompanying Application Instructions and Terms.

## A: APPLICATION DETAILS AND INFORMATION – PLEASE PRINT IN BLOCK LETTERS

Individuals should fill out this section if applying as an individual(s). Company directors, trustees, any person who has effective control if the applicant is a company or a trust, and any person who owns more than 25% if the applicant is a company or trust should fill out this section and sign this Application Form.

### Applicant Details (Authorised Person)

First Name(s): \_\_\_\_\_ Family Name: \_\_\_\_\_ Date of Birth: \_\_\_\_/\_\_\_\_/\_\_\_\_  
Email Address: \_\_\_\_\_ Telephone: \_\_\_\_\_  
Residential Address: \_\_\_\_\_  
(Must not be a P.O. Box and Private Bag address)

#### New Zealand Drivers Licence

Number (5a)

Card Version (5b)

OR

#### New Zealand Passport

Number

Expiry Date

**Tax Status** (If you are a tax resident in NZ and another country please complete both boxes. If you have foreign tax residency in more than one country, let us know)

<input type="checkbox"/> New Zealand Tax Resident <b>(complete this box)</b> IRD Number: _____	<input type="checkbox"/> Offshore Tax Resident <b>(complete this box)</b> Country of Foreign Tax Residency: _____ Tax Identification Number: _____ If you cannot provide a Tax Identification Number, please indicate why: <input type="checkbox"/> My country of tax residence does not issue TINs <input type="checkbox"/> My country of tax residence does not require TIN to be disclosed
---	--

### Applicant 2 Details

First Name(s): \_\_\_\_\_ Family Name: \_\_\_\_\_ Date of Birth: \_\_\_\_/\_\_\_\_/\_\_\_\_  
Email Address: \_\_\_\_\_ I want to receive email updates ☐ Telephone: \_\_\_\_\_  
Residential Address: \_\_\_\_\_  
(Must not be a P.O. Box and Private Bag address)

#### New Zealand Drivers Licence

Number (5a)

Card Version (5b)

OR

#### New Zealand Passport

Number

Expiry Date

**Tax Status** (If you are a tax resident in NZ and another country please complete both boxes. If you have foreign tax residency in more than one country, let us know)

<input type="checkbox"/> New Zealand Tax Resident <b>(complete this box)</b> IRD Number: _____	<input type="checkbox"/> Offshore Tax Resident <b>(complete this box)</b> Country of Foreign Tax Residency: _____ Tax Identification Number: _____ If you cannot provide a Tax Identification Number, please indicate why: <input type="checkbox"/> My country of tax residence does not issue TINs <input type="checkbox"/> My country of tax residence does not require TIN to be disclosed
---	--



### Applicant 3 Details

First Name(s): \_\_\_\_\_ Family Name: \_\_\_\_\_ Date of Birth: \_\_\_\_/\_\_\_\_/\_\_\_\_  
 Email Address: \_\_\_\_\_ I want to receive email updates ☐ Telephone: \_\_\_\_\_  
 Residential Address: \_\_\_\_\_  
 (Must not be a P.O. Box and Private Bag address)

**New Zealand Drivers Licence** **OR** **New Zealand Passport**  
 Number (5a) Card Version (5b) Number Expiry Date

**Tax Status** (If you are a tax resident in NZ and another country please complete both boxes. If you have foreign tax residency in more than one country, let us know)

<input type="checkbox"/> <b>New Zealand Tax Resident (complete this box)</b> IRD Number: _____	<input type="checkbox"/> <b>Offshore Tax Resident (complete this box)</b> Country of Foreign Tax Residency: _____ Tax Identification Number: _____ If you cannot provide a Tax Identification Number, please indicate why: <input type="checkbox"/> My country of tax residence does not issue TINs <input type="checkbox"/> My country of tax residence does not require TIN to be disclosed
---	--

### Applicant 4 Details

First Name(s): \_\_\_\_\_ Family Name: \_\_\_\_\_ Date of Birth: \_\_\_\_/\_\_\_\_/\_\_\_\_  
 Email Address: \_\_\_\_\_ I want to receive email updates ☐ Telephone: \_\_\_\_\_  
 Residential Address: \_\_\_\_\_  
 (Must not be a P.O. Box and Private Bag address)

**New Zealand Drivers Licence** **OR** **New Zealand Passport**  
 Number (5a) Card Version (5b) Number Expiry Date

**Tax Status** (If you are a tax resident in NZ and another country please complete both boxes. If you have foreign tax residency in more than one country, let us know)

<input type="checkbox"/> <b>New Zealand Tax Resident (complete this box)</b> IRD Number: _____	<input type="checkbox"/> <b>Offshore Tax Resident (complete this box)</b> Country of Foreign Tax Residency: _____ Tax Identification Number: _____ If you cannot provide a Tax Identification Number, please indicate why: <input type="checkbox"/> My country of tax residence does not issue TINs <input type="checkbox"/> My country of tax residence does not require TIN to be disclosed
---	--

### For Companies

**Complete this section if you are applying on behalf of a Company. All company directors, any person who has effective control of the company and any company shareholder who owns more than 25% if the applicant is a company (either directly or indirectly) will need to complete the applicant details on the previous page and sign this Application Form.**

Company Name: \_\_\_\_\_ Trading Name (if different): \_\_\_\_\_ Company Number: \_\_\_\_\_

Registered Office Address: \_\_\_\_\_  
 (Must not be a P.O. Box and Private Bag address)

Jurisdiction of Incorporation: \_\_\_\_\_ Business or Industry: \_\_\_\_\_

Source of wealth: ☐ Income/savings ☐ Proceeds from sale of property/properties ☐ Proceeds from sale of business ☐ Inheritance/gift  
☐ Other (please specify) \_\_\_\_\_

**Tax Status** (If you are a tax resident in NZ and another country please complete both boxes. If you have foreign tax residency in more than one country, let us know)

<input type="checkbox"/> <b>New Zealand Tax Resident (complete this box)</b> IRD Number: _____	<input type="checkbox"/> <b>Offshore Tax Resident (complete this box)</b> Country of Foreign Tax Residency: _____ Tax Identification Number: _____ If you cannot provide a Tax Identification Number, please indicate why: <input type="checkbox"/> My country of tax residence does not issue TINs <input type="checkbox"/> My country of tax residence does not require TIN to be disclosed
---	--



## For Trusts

Complete this section if you are applying on behalf of a Trust. All trustees, any person who has effective control of the trust (such as settlors and appointors) and any beneficiary or other person who has more than a 25% interest in the trust (either directly or indirectly) will need to complete the applicant details on the previous page and sign this Application Form.

Trust Name: \_\_\_\_\_ Country of Establishment: \_\_\_\_\_ Date of Establishment: \_\_\_\_/\_\_\_\_/\_\_\_\_

Trust Address: \_\_\_\_\_ (Must not be a P.O. Box and Private Bag address) Type of Trust: \_\_\_\_\_ (e.g. family, charitable)

Source of wealth: ☐ Income/savings ☐ Proceeds from sale of property/properties ☐ Proceeds from sale of business ☐ Inheritance/gift  
☐ Other (please specify) \_\_\_\_\_

Trust Deed: ☐ A copy of the Trust's deed has been attached to this Application Form. **(this must be provided)**

**Tax Status** (If you are a tax resident in NZ and another country please complete both boxes. If you have foreign tax residency in more than one country, let us know)

<input type="checkbox"/> New Zealand Tax Resident <b>(complete this box)</b> IRD Number: _____	<input type="checkbox"/> Offshore Tax Resident <b>(complete this box)</b> Country of Foreign Tax Residency: _____ Tax Identification Number: _____ If you cannot provide a Tax Identification Number, please indicate why: <input type="checkbox"/> My country of tax residence does not issue TINs <input type="checkbox"/> My country of tax residence does not require TIN to be disclosed
---	--

## B: SUBSCRIPTION AMOUNT

The price is NZ\$23.00 per Share. Applications must be for a minimum of 100 Shares (NZ\$2,300) and, thereafter, in multiples of 10 Shares (NZ\$230). Punakaiki Fund Limited may accept or reject all or part of this application without giving reason.

Number of Shares applied for: \_\_\_\_\_ × \$23.00 Price per Share = NZ\$ \_\_\_\_\_

Please choose ONE of the PAYMENT options below. Please tick the box next to your selected option.

- ☐ **OPTION 1:** I will make a bank transfer of funds to Punakaiki Fund Limited's bank account: **02-1257-0039394-002**
- ☐ **OPTION 2:** Please find attached my payment by cheque or bank draft made out to Punakaiki Fund Limited

## C: RIGHTS ISSUE

The price is NZ\$16.00 per Rights Issue Share. If your application is accepted, you will have an entitlement to subscribe for Rights Issue Shares at the rate of one Rights Issue Share for every 7 Shares you hold, including any that you successfully apply for using this Application.

Entitlement to Rights Issue Shares: \_\_\_\_\_ (1/7<sup>th</sup> of the number of Shares you hold (rounded down) and/or have applied for)

Number of Rights Issue Shares applied for: \_\_\_\_\_ (not more than your Entitlement to Rights Issue Shares)

× \$16.00 Price per Rights Issue Share = NZ\$ \_\_\_\_\_ (please make this payment as set out in Section D)

You also have the ability to apply for Shortfall Shares at a price of NZ\$16.00 per Share.

Number of Shortfall Shares applied for: \_\_\_\_\_ **(please do not make payment for any Shortfall Shares until notified)**

## D: PAYMENT

At the time of submitting this application, you must make payment of the Subscription Amount and for your Rights Issue Shares (but only if you are taking up your Rights Issue Shares. **DO NOT** make payment for any Shortfall Shares at this time. Punakaiki will contact you after the Rights Issue closes with information regarding how many Shortfall Shares you have been successful in applying for and the payment for those Shortfall Shares.

Please choose ONE of the PAYMENT options below. Please tick the box next to your selected option.

- ☐ **OPTION 1:** I will make a bank transfer of funds to Punakaiki Fund Limited's bank account: 02-1257-0039394-002
- ☐ **OPTION 2:** Please find attached my payment by cheque or bank draft made out to Punakaiki Fund Limited



**E: COMMON SHAREHOLDER NUMBER (CSN)**

If you currently have a Common Shareholder Number (CSN), please enter it here: \_\_\_\_\_

**F: ANTI-MONEY LAUNDERING AND COUNTERING FINANCING OF TERRORISM**

Punakaiki Fund will undertake electronic verification of applicants' names, addresses and dates of birth in order to meet the customer due diligence requirements of the Anti-Money Laundering and Countering Financing of Terrorism Act 2009. For the purpose of verifying your identity, by signing this application form you consent to the personal information that you have provided being used with and, where necessary, being disclosed to Centrix Group Limited (and you authorise Centrix to use any information that they hold in their credit reporting bureau about you to compare the information that you have provided), the Companies Office, Land Information New Zealand, the NZTA (for the purpose of checking the Driver Licence record and/or MOTO database), the Department of Internal Affairs (for the purpose of checking the Passport Office and/or Births, Deaths and Marriages and/or the Citizenship Office ) and the White Pages.

**G: SIGNATURE(S) OF APPLICANT(S)**

I/We hereby acknowledge that I/we have received and read the PDS, the Application Instructions and Terms and this Application Form and apply for the number of fully paid ordinary Shares as set out above and agree to accept such Shares (or such lesser number as may be allotted to me/us) on, and subject to, the terms and conditions set out in the PDS, the Application Instructions and Terms and this Application Form.

Signature 1 \_\_\_\_\_ Signature 2 \_\_\_\_\_ Signature 3 \_\_\_\_\_ Signature 4 \_\_\_\_\_





# Punakaiki Fund Application Instructions and Terms

***You should read the Punakaiki Fund Limited Product Disclosure Statement and take financial advice before applying for Shares in Punakaiki Fund.***

## General

Applications for Shares may be lodged until 5 p.m. on the Closing Date, being 20 November 2019 or such other date as Punakaiki Fund may determine at its sole discretion. Applications must be for a minimum amount of 100 Shares (\$2,300) and in multiples of 10 Shares (\$230) thereafter. Applications for Rights Issue Shares must be limited to 1/7<sup>th</sup> of the number of Shares that you currently own (rounded down), and/or which you are applying for in the Application Form. Applications for Shortfall Shares may be for any amount, but may be scaled to your shareholding in Punakaiki Fund after the date of Allotment.

The return of this Application Form will constitute your offer to purchase or subscribe for Shares and/or Rights Issue Shares and/or Shortfall Shares.

Applications must be completed in full and presented with all necessary documents. An Application may be rejected if any details are not entered, is otherwise incorrectly completed or is not accompanied by all necessary documents. Punakaiki Fund reserves the right to treat any Application as valid or to decline any Application, in whole or in part, at its sole discretion and without giving any reasons. Our decision as to whether to reject the Application, or to treat it as valid (and then how to construe, amend or complete the Application Form) will be final. The decision on the number of Shares or Shortfall Shares to be allocated to you shall also be final. You will not, however, be treated as having agreed to purchase a greater number of Shares than which you have applied for.

By submitting an Application Form, you agree:

- to purchase and subscribe for the number of Shares or Rights Issue Shares you specify (providing that you are entitled to those Rights Issue Shares), and up to the number of Shortfall Shares that you specify; and
- to become a Shareholder of Punakaiki Fund and to be bound by Punakaiki Fund's constitution (as applicable from time to time).

No person accepts any liability or responsibility if you attempt to sell or otherwise deal with the Shares, Rights Issue Shares or Shortfall Shares before you receive confirmation of the number of total Shares you have been allotted.

Personal information provided by you will be held by Punakaiki Fund or at such other place as is notified upon request. This information will be used for the purpose of managing your investment. You have the right to access and correct any personal information about you under the Privacy Act 1993.

## No Guarantee

No person guarantees the Shares offered under this Product Disclosure Document.



## Authorised Person

The applicant whose details are completed in the Application Form under the sub-heading “Applicant Details (Authorised Person)” (the first part of the application form), is deemed to hold the authority to manage any Shares allotted under this Offer. This means that the contact details provided by this applicant will be used to contact the shareholder for matters such as shareholder votes and to exercise any other rights bestowed by the ownership of those Shares. This applicant will also receive all periodic shareholder communications, reports and updates from Punakaiki Fund. Other co-applicants may receive these reports and updates by checking the “I want to receive email updates” check-box when completing their details in the Application Form.

## Anti-money Laundering and Counter Financing of Terrorism

Punakaiki Fund is required to comply with the Anti-Money Laundering and Countering Financing of Terrorism Act 2009 and is required to verify the identities of investors.

Punakaiki Fund will use electronic identity verification to verify the identity of individuals applying for Shares in order to meet its customer due diligence requirements under the Anti-Money Laundering and Countering Financing of Terrorism Act 2009. In order to undertake this electronic identity verification process, Punakaiki Fund requires details from either your New Zealand Drivers Licence or your New Zealand Passport, and will query databases held by some or all of the following entities to confirm these details:

- Centrix Group Limited;
- Land Information New Zealand;
- The NZTA;
- The Department of Internal Affairs; and/or
- The White Pages.

Applicants must provide Punakaiki Fund permission to query these databases. By signing the Application Form, Applicants will be deemed to have provided these permissions.

If electronic identity verification is unable to verify the identity of an individual, then Punakaiki Fund will require copies of the following documents (certified by an appropriate person):

- A. Evidence of your identity and date of birth, by providing a certified copy of one of the following:
  - i. Your Passport; or
  - ii. Your driver licence (or 18+ card) and a certified copy of a birth certificate or citizenship certificate.
- B. Evidence of your residential address, by providing an original or certified copy of one of the following (which is less than 3 months old):
  - i. bank statement;
  - ii. power bill;
  - iii. home phone bill; or
  - iv. Inland Revenue statement.

## Companies

If the Applicant is a **Company**, then all directors, anyone who has effective control of the company and anyone who directly or indirectly owns 25% or more of the shares of the company will need to complete and sign the Application Form (as if applying as an individual).

Depending on the nature and jurisdiction of the Company, we may also require additional information including evidence of the Company’s source of wealth beyond what is required in the Application Form.



### **Trusts**

If the Applicant is a **Trust**, then all trustees, anyone who has effective control of the trust (such as settlers or any person with the power to appoint trustees) and anyone who directly or indirectly owns or benefits from 25% or more of the trust will need to complete and sign the Application Form (as if applying as an individual). You will also need to provide Punakaiki Fund with the following documents:

- A. A copy of the trust deed; and
- B. Copies of any deeds of amendment.

We may also require additional information including evidence of the Trust's source of wealth beyond what is required in the Application Form.

**If Punakaiki Fund is unable to adequately complete its customer due diligence processes for your Application, we will not be able to allot the Shares, Rights Issue Shares or Shortfall Shares for which you have applied.**

### **Common Reporting Standard/FATCA**

Punakaiki Fund is required to comply with the due diligence requirements of the Common Reporting Standard as supervised by Inland Revenue and FATCA. As a Reporting New Zealand Financial Institution, Punakaiki Fund will collect information regarding an Applicant's tax residency and Tax Identification Number(s) (in New Zealand this is an Applicant's IRD number) as part of the Application process. This information may be shared with Inland Revenue as required.

### **Applications**

You can apply for Shares by using the Application Form attached within this PDS. The Application Form must be received by Punakaiki Fund no later than 5 p.m. on 20 November 2019.

You can also apply for Rights Issue Shares or Shortfall Shares by using the Application Form attached within this PDS. For applications for Rights Issue Shares or Shortfall Shares only (i.e. not for Shares), the Application Form must be received by Punakaiki Fund no later than 5 p.m. on 25 November 2019.

The completed Application Form should be delivered to Punakaiki Fund using one of the following methods:

**Scanned via Email:**      chris@lwcm.co.nz

or

**Printed by Post:**      Punakaiki Fund Limited  
P.O. Box 106655  
Auckland City 1143

or

**Printed in Person:**      Delivered in person to Lance Wiggs or Chris Humphreys at:  
Level 6  
2 Kitchener Street  
Auckland



## **Application Payment**

Please make payment by direct credit to Punakaiki Fund's BNZ bank account: **02-1257-0039394-002**

OR

Space is provided on the form for Applicants to elect to make payment by cheque or bank draft payable to "Punakaiki Fund Limited" and crossed "Not Transferable".

Payment must be in New Zealand currency based on NZ\$23.00 per Share, or NZ\$16.00 per Rights Issue Share, as applicable. No payment for Shortfall Shares should be made until Punakaiki Fund has informed you how many Shortfall Shares you have been successful in applying for.

Applications for Shares must be for a minimum of 100 Shares (NZ\$2,300) and, thereafter, in multiples of 10 Shares (NZ\$230). Punakaiki Fund may accept or reject all or part of any Application without giving reason. Applications for Rights Issue Shares must not be for more than 1/7<sup>th</sup> of the number of Shares that you already own (rounded down) and/or for which you have applied for in this Offer.

All application monies received by Punakaiki Fund will be held in a separate account and on trust by Punakaiki Fund until such time as either Shares are allotted or the application monies are returned to the Applicant.

