

Punakaiki Fund Application Form

Existing investors

This application form is to apply for fully paid ordinary shares in Punakaiki Fund Limited as offered in the Information Memorandum dated 18 March 2021. For instructions on how to complete and deliver this form, see the accompanying Application Instructions and Terms.

APPLICATION DETAILS AND INFORMATION – PLEASE PRINT IN BLOCK LETTERS

Investor Name

Shareholder Number (if known):

SUBSCRIPTION AMOUNT

Number of Shares applied for: $\times \$27.00$ per Share = \$

Applications must be for a minimum of 1,000 Shares and, thereafter, in multiples of 1,000 Shares.

FINANCIAL MARKETS CONDUCT ACT 2013 REQUIREMENTS

I/we am/are wholesale investors and I/we:

- ☐ have previously invested in a Punakaiki Fund Limited wholesale offer
- or ☐ have provided a completed wholesale investor Certificate A
- or ☐ have provided a completed eligible investor Certificate B
- or ☐ have provided a completed \$750,000 investor acknowledgement Certificate C
- or ☐ I am a Close Business Associate or a Relative of Punakaiki Fund and its directors

Members of the public may not subscribe for shares in Punakaiki Fund under this offer.

SIGNATURE(S) AND ACKNOWLEDGEMENT OF THE APPLICANT

I/We hereby acknowledge that I/we have read the Information Memorandum, the Product Disclosure Statement and this Application Form and offer to purchase 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 Information Memorandum and this Application Form. I/We are authorised to sign this Application Form on behalf of the applicant.

Signature(s)

Date /2021

*Please transfer funds to Punakaiki Fund Limited's trust account: 02-1257-0039394-002
Punakaiki Fund Limited may accept or reject all or part of this application without giving reason.*

Punakaiki Fund Limited - Certificate A

Certification of Wholesale Investor for the purposes of Clause 44 of Schedule 1 of the Financial Markets Conduct Act 2013 (the "Act").

WARNING

The law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors make an informed decision. If you are a wholesale investor, the usual rules do not apply to offers of financial products made to you. As a result, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for these investments. Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

OFFENCE

It is an offence to give a certificate knowing that it is false or misleading in a material particular. The offence has a penalty of a fine not exceeding \$50,000.

INVESTOR CERTIFICATION - To Punakaiki Fund Limited:

1. For the purposes of Clause 44 of Schedule 1 of the Act, I certify that I am a 'wholesale investor' within the meaning of (please tick one option only):

☐

CLAUSE 3 (2)(a): I am an investment business as described in the Act, e.g. I am an entity whose principal business is investing in financial products or providing a financial adviser service.

☐

CLAUSE 3 (2)(b): I meet the investment activity criteria specified in the Act, e.g. I owned a portfolio of specified financial products worth at least NZ\$1,000,000 within the previous two years.

☐

CLAUSE 3 (2)(c): For each of the last two financial years, I had annual turnover of more than NZ\$5,000,000, or at the end of each of the last two financial years, I had net assets of more than NZ\$5,000,000.

2. My certification in paragraph 1 is provided on the basis that (please give details of the grounds on which the relevant clause applies to you, e.g. your principal business is investing in financial products, you have a portfolio of shares and bonds worth more than NZ\$1,000,000):

3. I understand the consequences of certifying myself to be a wholesale investor for the purposes of Clause 44 of Schedule 1 of the Act.

SIGNED BY THE INVESTOR

Signature(s)

Date

/2021

Punakaiki Fund Limited - Certificate B

Certification of Eligible Investor for the purposes of Clause 41 of Schedule 1 of the Financial Markets Conduct Act 2013 (the “Act”).

WARNING

*The law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors make an informed decision. If you give this certificate, the usual rules do not apply to offers of financial products made to you. As a result, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for these investments. **Make sure you understand these consequences.** Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.*

OFFENCE

It is an offence to give a certificate knowing that it is false or misleading in a material particular. The offence has a penalty of a fine not exceeding \$50,000.

INVESTOR CERTIFICATION - To Punakaiki Fund Limited:

1. This certificate relates to the offer made in the Punakaiki Fund Limited Information Memorandum dated on or about 18 March 2021 for Shares in Punakaiki Fund Limited, and the investment I may make in Punakaiki Fund Limited.
2. For the purposes of Clause 41 of Schedule 1 of the Act, I certify that I have previous experience in acquiring or disposing of financial products that allows me to assess:
 - a. The merits of this offer (including assessing the value and the risks of the financial products involved);
 - b. My own information needs in relation to this offer; and
 - c. The adequacy of the information provided by persons involved in this offer.
3. My certification in paragraph 2 is provided on the basis that (please give details of the grounds on which you are giving the certification in paragraph 2, e.g. you have invested in New Zealand listed shares or other managed funds in the past, giving examples):

4. By giving this certificate, I am certifying that I am an ‘eligible investor’ under Clause 41 of Schedule 1 of the Act. I understand the consequences of certifying myself as such.
5. I have attached a written confirmation from an authorised financial adviser, a chartered accountant or a lawyer in accordance with Clause 43 of Schedule 1 of the Act.

6. SIGNED BY THE INVESTOR

Signature(s)

Date

/2021

This Certificate B continues on the next page.

Punakaiki Fund Limited - Certificate B

Confirmation Certification

CONFIRMATION BY FINANCIAL ADVISER, ACCOUNTANT OR LAWYER

Confirmation of certification of Eligible Investor for the purposes of Clause 43 of Schedule 1 of the Financial Markets Conduct Act 2013

Confirmed by:

☐

Authorised Financial Adviser

☐

Chartered Accountant

☐

Lawyer

Name of Investor

Name of Financial Advisor, Accountant, or Lawyer

Name of Firm

Address of Firm

Having considered the grounds for the above investor's certification, I confirm that:

- d. I am satisfied that the investor has been sufficiently advised of the consequences of the certification; and
- e. I have no reason to believe that the certification is incorrect or that further information or investigation is required as to whether or not the certification is correct.

SIGNED BY THE FINANCIAL ADVISER, ACCOUNTANT OR LAWYER

Signature(s)

Date

/2021

Punakaiki Fund Limited - Certificate C

Investor Acknowledgement for the purposes of Clause 5 of Part 1 of Schedule 8 of the Financial Markets Conduct Regulations 2014.

INVESTOR ACKNOWLEDGEMENT - To Punakaiki Fund Limited:

I confirm that I understand that—

- a. the usual legal rules that require information to be given to investors for offers of financial products do not apply if the amount invested upfront by me (plus any other investments I have already made in those financial products) is \$750,000 or more; and
- b. I may not receive a complete and balanced set of information about this investment; and
- c. I have fewer legal protections for this investment; and
- d. this investment is not suitable for retail investors; and
- e. I have been advised to ask questions, read all documents carefully, and seek independent financial advice.

SIGNED BY THE INVESTOR

Signature(s)



Date

/2021

Application Instructions and Terms

You should read the Information Memorandum, read the most recent PDS and take financial advice before applying for Shares in Punakaiki Fund.

Applications

You can apply for Shares by using this Application Form or via the online system at punakaikifund.co.nz/invest.

If an Application Form has been received by Punakaiki Fund after this Information Memorandum has been closed or replaced, then that Application Form will be rejected.

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

Scanned via Email: yvonne@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 Yvonne Gao at:
Level 6, 2 Kitchener Street, Auckland, 1010

Application Payment

Payment must be in New Zealand currency and use the price per share for the current Investment Memorandum.

Please pay by direct credit to Punakaiki Fund Limited's BNZ bank account:

02-1257-0039394-002

Reference: Your name

Particulars: Your shareholder number

For international transfers, please use Bank of New Zealand, Wellington, New Zealand:

- SWIFT BIC Code: BKNZNZ22
- Clearing code (if required): NZ2021257

For more information on international transfers, please visit:

<https://www.bnz.co.nz/support/international/payments/made-to-new-zealand>

Punakaiki Fund may accept or reject all or part of any application without giving reason.

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.

General

Applications for Shares may be lodged at any time until the Investment Memorandum is closed, replaced or cancelled. Unless pre-approved by LWCM, applications must be for a minimum amount of 1,000 Shares and in multiples of 1,000 Shares thereafter.

The return of this application form will constitute your offer to purchase or subscribe for Shares.

Applications must be completed in full and presented with all necessary documents and certificates. An application may be rejected if any details are not entered, is otherwise incorrectly completed or is not accompanied by all necessary documents and certificates. 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 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 you specify.

No person accepts any liability or responsibility if you attempt to sell or otherwise deal with the 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 2020.

No Guarantee

No person guarantees the Shares offered under the Information Memorandum.

Eligibility

This offer is not an offer to the public. Punakaiki Fund's Information Memorandum is not a product disclosure statement.

If you are an existing investor with Punakaiki Fund ("PFL") and have participated in a wholesale offer previously, please tick "have previously invested in a Punakaiki Fund Limited wholesale offer" on the first page of the application form. You do not need to complete any of the Certificates at the end of this Application Form.

If you are an existing investor with PFL but you have not participated in a wholesale offer previously (this means you have only invested in offers made under a Product Disclosure Statement or during PFL's 2015 crowd funding offer undertaken through Snowball Effect), you will only be able to invest in this wholesale offer if you meet one of the following criteria under clause 3 of Schedule 1 of the Financial Markets Conduct Act 2013 (the "Act"):

- You are a wholesale investor;
- You are an eligible investor;
- You are investing at least \$750,000;
- You are close business associates under clause 4 of Schedule 1 of the Act, or are relatives under clause 5 of Schedule 1 of the Act.

Wholesale Investors

Under the Act, you are considered to be a wholesale investor under the Act:

- By being a person who is an investing business. Clause 37 of Schedule 1 of the Act sets out that this criteria includes (but is not limited to) persons who are an entity whose principal business is to invest in financial products, act as an underwriter, provide financial adviser services in relation to financial products, provide broking services or trade in financial products on behalf of other persons;
- By being a person who meets certain investment activity criteria. Clause 38 of Schedule 1 of the Act sets out that these criteria includes (but is not limited to) persons who owns, or at any time during the last two years has owned, a portfolio of specified financial products of a value of at least \$1 million; and
- By being a person who is "large". Clause 39 of Schedule 1 of the Act sets out that to be considered to be a "large" person, a person must have (including entities controlled by the person) net assets of over NZ\$5 million or total consolidated turnover of over NZ\$5 million the last day of each of the two most recent financial years.

If you qualify as a **wholesale investor** under the Act, you may apply for Shares in Punakaiki Fund if you certify that you are a wholesale investor by completing and returning **Certificate A**. Please note that you should take professional advice prior to determining whether you are wholesale investor as defined by the Act.

Eligible Investors

Persons considered to be an **eligible investor** under the Act must have sufficient previous experience acquiring or disposing of financial products which allows that person to assess:

- The merits of an investment in Punakaiki Fund (including assessing the value and the risks of an investment in Punakaiki Fund); and
- Their own information needs in relation to an investment in Punakaiki Fund; and
- The adequacy of the information provided by Punakaiki Fund in relation to this offer.

If you qualify as an eligible investor under the Act, you may apply for Shares in Punakaiki Fund if you certify that you are an eligible investor by completing and returning **Certificate B**. Please note that you will need an Authorised Financial Adviser, a chartered accountant or a lawyer to confirm on Certificate B that you are an eligible investor as defined by the Act.

\$750,000+ Investors

If you are investing \$750,000 in Punakaiki Fund, please complete **Certificate C**, which contains investor acknowledgement wording required by the Financial Markets Conduct Regulations 2014.

Close Business Associates and Relatives

If you are a close business associate of Punakaiki Fund (as defined in the Act) or be a relative of a director of Punakaiki Fund (as defined by the Act), you do not need to complete any of the Certificates contained within this Application Form. PFL will assess your application under these criteria on a case-by-case basis. Please contact PFL if you require further information in respect of the eligibility criteria set out in this paragraph.