

## INVESTMENT BUSINESS INVESTOR CERTIFICATE

This certificate is given by the Investor named below in respect of financial transmission rights (**FTRs**) for issue or sale under the FTR Allocation Plan from time to time approved under clause 13.240 of the Electricity Industry Participation Code 2010 (**FTR Transactions**).

This certificate must be provided to Energy Market Services, a division of Transpower New Zealand Limited (**FTR Manager**), and is for the benefit of the FTR Manager and all FTR Participants.

### 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.

### General Information

This certificate will be valid for FTR Transactions by the Investor for two years from the date of signing.

Investors should take their own legal advice as to their status under the Financial Markets Conduct Act 2013 (**Act**), and should consider obtaining their own tax, legal and financial advice about FTR Transactions.

### CERTIFICATION BY INVESTMENT BUSINESS WHOLESALE INVESTOR

Name of **Investor**: \_\_\_\_\_

The Investor acknowledges that this certificate is given in respect of FTR Transactions.

The Investor certifies that the Investor is a person or body corporate that:

1. is a wholesale investor within the meaning of clause 3(2) of Schedule 1 of the Act and, in particular, is an "investment business" (as defined in the Act and as referred to in paragraph 3(2)(a) of Schedule 1 of the Act); and
2. understands the consequences of certifying himself, herself or itself to be a wholesale investor for the purposes of the Act,

on the following grounds (calculations must be in accordance with any relevant frameworks and methodologies prescribed by the Financial Markets Authority and bold words are defined in the Act):

The Investor is an entity whose principal business consists of one or more of the following (*strike out those that are **not** applicable*):

- investing in **financial products**; or
- acting as an underwriter; or
- providing a financial adviser service (within the meaning of section 9 of the Financial Advisers Act 2008) in relation to **financial products**; or
- providing a broking service (within the meaning of section 77B of the Financial Advisers Act 2008) in relation to **financial products**; or
- trading in **financial products** on behalf of other persons

**Note: None of the above are available if the Investor was established or acquired with a view to using it as an entity to which offers of financial products may be made in reliance upon the exclusion in clause 3 of Schedule 1 of the FMCA (the "wholesale investor" exclusion).**

OR

The Investor is a **registered bank**

**OR**

The Investor is an **NBDT**

**OR**

The Investor is a licensed insurer (within the meaning of section 6(1) of the Insurance (Prudential Supervision) Act 2010)

**OR**

The Investor is a **manager** of a **registered scheme**, or a **discretionary investment management service**, that holds a **market services licence**

**OR**

The Investor is a **derivatives issuer** that holds a **market services licence**

**OR**

The Investor is a **QFE** or an **authorised financial adviser**

Signed by the Investor:

**If Investor is a body corporate:**

**If Investor is an individual:**

\_\_\_\_\_  
Signature of authorised signatory

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name and position of signatory

\_\_\_\_\_  
Print name

\_\_\_\_\_  
Jurisdiction of residence of Investor

\_\_\_\_\_  
Jurisdiction of residence of Investor

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date