**LARGE WHOLESALE INVESTOR CERTIFICATE**

**Financial Markets Conduct Act 2013**

This certificate is given by the Investor named below for the purpose of confirming the Investor’s status as a wholesale investor under clause 3(2) of the Financial Markets Conduct Act 2013 (**Act**).

This certificate is given 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 registered FTR market participants (**Participants**).

**Warning**

New Zealand law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors make an informed decision.

If you are a wholesale investor, the usual rules do not apply to offers of financial products made to you. As a result, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for these investments.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

**Offence**

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

**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 Act, and should consider obtaining their own tax, legal and financial advice about FTR Transactions.

**CERTIFICATION BY LARGE 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:

# is a wholesale investor within the meaning of clause 3(2) of Schedule 1 of the Act (or is an entity under the control of a wholesale investor within the meaning of clause 9 of Schedule 1 of the Act) and, in particular, is "large" (as defined in clause 39 of Schedule 1 of the Act and as referred to in clause 3(2)(c) of Schedule 1 of the Act); and

# 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):

|  |  |
| --- | --- |
|  | as at the last day of each of the 2 most recently completed financial years of the Investor before the date of this certificate, the net assets of the Investor and the entities **controlled** by the Investor exceeded $5 million; or |
|  | in each of the 2 most recently completed financial years of the Investor before the date of this certificate, the total consolidated turnover of the Investor and the entities **controlled** by the Investor exceeded $5 million. |

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 |