



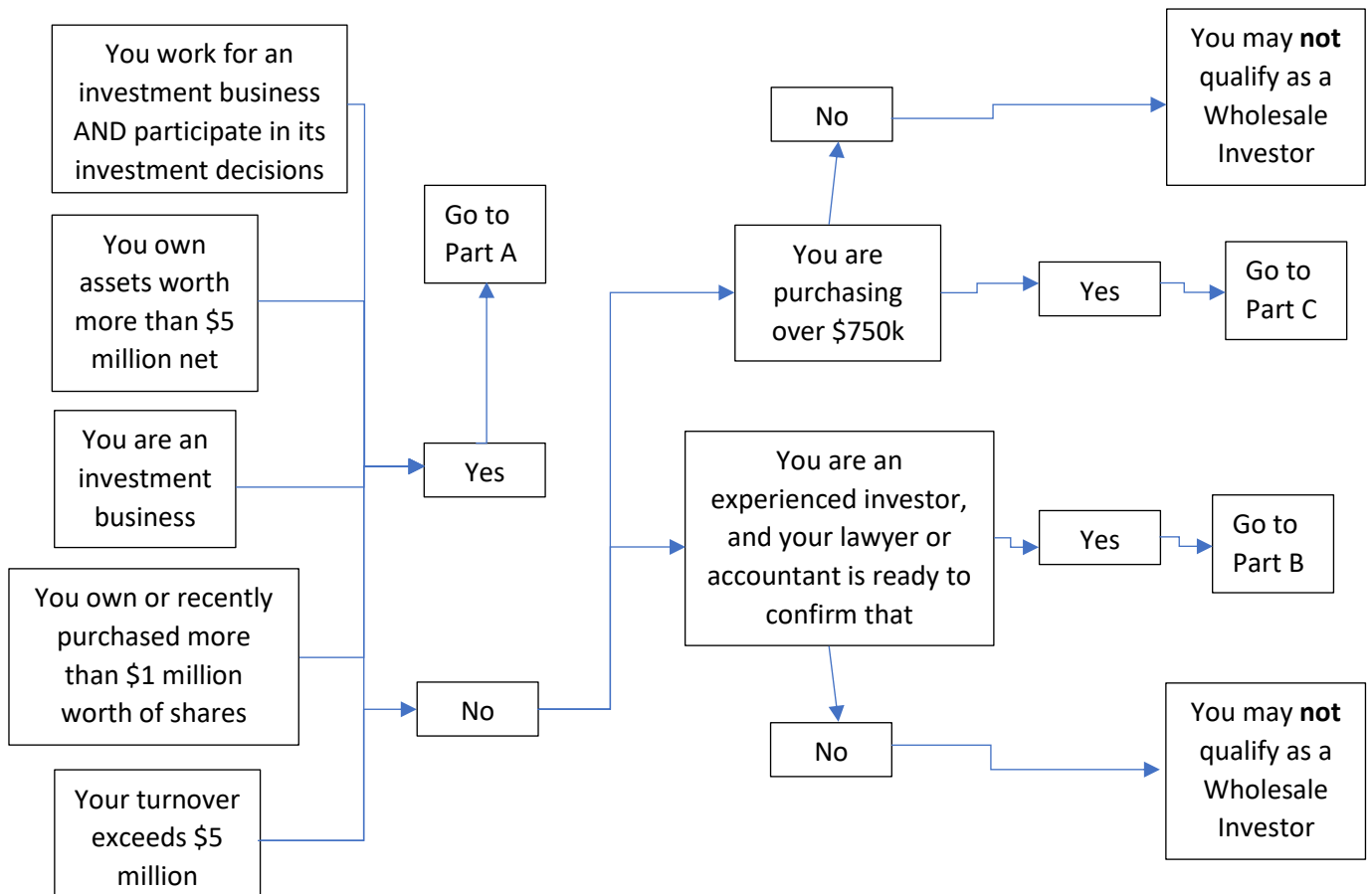
Wholesale Investor Declaration

Please complete the appropriate part of the Declaration if you wish to be considered a Wholesale Investor for the purposes of the Financial Markets Conduct Act 2013 (the “FMCA” or “Act”) when trading in financial products through your account with Tiger Brokers (NZ) Limited (“Tiger”).

Make sure before you submit the Declaration that you read the document attentively and carefully, that you understand implications, and that you have obtained appropriate professional advice from your accountant or lawyer that fully addressed any concerns you might have had. All values below are in New Zealand Dollars.

This Declaration contains three separate Parts. Please select **ONE** that applies to you based on your characteristics as an investor, complete it and sign it, and forward a copy to Tiger.

We have prepared the flowchart below to assist you in selecting the appropriate Part. Please note that this is for information purposes only, and that you can find an accurate description of the applicable criteria in the respective Parts of this document, or in the Act. In order to be considered a Wholesale Investor, you need to fully meet the criteria specified in the Act.



Part A – Wholesale Investor Certificate – Safe Harbour

Please fill this Part of the Declaration if you meet any of the criteria specified on Options 1 to 3 below.

Important Information

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.

Select one applicable option ✓

I am applying to be recognised as a Wholesale Investor under the category of:

Option 1 – Investment Business

A person is an investment business within the meaning of clause 37 of Schedule 1 of the FMCA (the Investment Business FMCA Safe Harbour). Clause 37 provides that a person is an “investment business” if **the person** is:

- An entity whose principal business consists 1 or more of the following:
 - investing in financial products; or
 - acting as an underwriter; or
 - providing a financial adviser service (within the meaning of the Financial Advisers Act 2008) in relation to financial products; or
 - providing a broking service (within the meaning of Financial Advisers Act 2008) in relation to financial products; or
 - trading in financial products on behalf of other persons; or
- a registered bank; or
- a non-bank deposit taker (within the meaning of the Non-bank Deposit Takers Act 2013); or
- a licensed insurer (within the meaning of the Insurance (Prudential Supervision) Act 2010); or
- a manager of a registered scheme, or a discretionary investment management service, that holds a market services licence under the FMCA; or
- a derivatives issuer that holds market services licence under the FMCA; or
- a QFE or an authorised financial adviser under the Financial Adviser Act 2008.

Option 2 – Investment Activity Criteria

A person meets the investment activity criteria prescribed in clause 38 of Schedule 1 of the FMCA (the Investment Activity FMCA Safe Harbour) if at least 1 of the following applies:

- that person owns or in the preceding two years have owned, a portfolio of specified financial products of a value of at least NZ\$1 million or, during the preceding two years, carried out one or more transactions to acquire specified financial products for at least NZ\$1 million; or
- that person may also fall within the Investment Activity FMCA Safe Harbour if they have been employed or engaged by an investment business within the last 10 years and, for at least two years of that 10-year period, participated to a material extent in investment decisions made by the investment business.

Option 3 – Large Person

A person is “large” within the meaning of clause 39 of Schedule 1 of the FMCA (the Large Person FMCA Safe Harbour), when determined in accordance with any prescribed FMA methodologies, if at least 1 of the following applies:

- as at the last day of each of the two most recently completed financial years of the person before the relevant time, the net assets of the person and the entities controlled by the person exceeded NZ\$5 million; or
- in each of the two most recently completed financial years of the person before the relevant time, the total consolidated turnover of the person and the entities controlled by the person exceeded NZ\$5 million.

Details

Please provide below an explanation and grounds about how you qualify for a wholesale investor status.

Declaration

- I will immediately notify Tiger should I cease to meet the ‘Wholesale Investor’ criteria as confirmed by me in this wholesale investor declaration form.
- I acknowledge and accept the loss of retail protection provisions which includes but is not limited to receiving any product or risk disclosure documentation from Tiger Brokers (NZ) Limited. Loss of these rights also includes access to an External Dispute Resolution, such as Financial Dispute Resolution Scheme.
- I have satisfied myself that I understand the legal and financial implications of becoming a Wholesale Investor.
- I acknowledge that, if accepted, the present Wholesale Investor Certificate is only valid for a period of 2 years from the date of issue, and it is my responsibility to provide Tiger Brokers (NZ) Limited with a renewed certificate prior to its expiration if I wish to retain my Wholesale Investor status.
- I acknowledge that Tiger Brokers (NZ) Limited does not guarantee the availability of any service or financial products to me.
- Where I have not sought personal financial advice, I risk making a financial commitment to a financial product or service that may not be appropriate to my particular needs, financial situation and objectives.

- I acknowledge that Tiger Brokers (NZ) Limited is in no way responsible for any loss resulting from my trading activities, adverse performance of any financial product, any expenses and/or loss of benefits incurred through replacing existing financial product(s), or the financial product(s) proving to be not appropriate to my needs, objectives and financial situation.

Wholesale Investor Details

Name of Client: _____

Account Number: _____

Address: _____

Signature: _____

Date: _____

Any person(s) who sign(s) this application on behalf of a party, represent that they have all authority to make this application and give the declarations herein, and if acting under a power of attorney or delegated authority, declares that they are not aware of any fact or circumstance that might impair their authority to do so under that power of attorney or delegated authority.

Part B – Eligible Investor Certificate

Please fill this Part of the Declaration if you are an experienced investor (as defined below) and your Accountant, Lawyer, or Financial Adviser is able to confirm that by signing this Certificate.

Important Information

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.

Eligible investor is a person that has sufficient knowledge, skills, and previous experience in acquiring or disposing of financial products, or in financial matters; is capable of assessing the value and risks of financial products; their own information needs in relation to the transaction or those transactions; the adequacy of the information provided by any person involved in the transaction or those transactions; and the merits of the services to be provided by Tiger. Please consult your lawyer, accountant, or financial adviser if you have any concerns regarding your personal circumstances and possible definition of an Eligible Investor.

Specify the offer of financial products, market service, or other relevant transaction or class of relevant transactions to which this Certificate applies.

Please provide the reasons and grounds that justify you being considered an Eligible Investor.

Eligible Investor Confirmation and Declaration

I hereby certify that, in relation to an offer of financial products (or a class of those transactions)-

- I have sufficient knowledge, skills, and previous experience in acquiring or disposing of financial products, or in financial matters;
- I am capable of assessing:
 - the value and risks of financial products;

- the merits of the services to be provided by Tiger;
- my own information needs in relation to the transaction or those transactions; and
- the adequacy of the information provided by any person involved in the transaction or those transactions.
- I understand the consequences of certifying myself to be an eligible investor (including that the competency standards and requirements of the code will not be applicable (if relevant) and that the financial adviser or broker may not be a member of an approved dispute resolution scheme).
- I will immediately notify Tiger should I cease to meet the 'Eligible Investor' criteria as confirmed by me in this Eligible Investor Certificate.
- I acknowledge that, if accepted, the present Eligible Investor Certificate is only valid for a period of 2 years from the date of issue, and that it is my responsibility to provide Tiger Brokers (NZ) Limited with a new Certificate prior to that expiration if I wish to retain my Wholesale Investor status.
- I acknowledge that Tiger Brokers (NZ) Limited does not guarantee the availability of any service or financial products to me.
- I acknowledge that Tiger Brokers (NZ) Limited is in no way responsible for any loss resulting from my trading activities, adverse performance of any financial product, any expenses and/or loss of benefits incurred through replacing existing financial product(s), or the financial product(s) proving to be not appropriate to my needs, objectives and financial situation.

Name of Client: _____

Signature: _____

Address: _____

Date: _____

Confirmation of Certification (to be signed by a Lawyer, Qualified Statutory Accountant or Authorised Financial Adviser)¹

While making no certification regarding the merits of the Transaction, having considered the Investor's grounds for certifying that they are an eligible investor for the purposes of the Financial Markets Conduct Act 2013, I:

- am satisfied that the Client above has been sufficiently advised of the consequences of the certification; and
- 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.

I further confirm that:

- I am a [lawyer/qualified statutory accountant/authorised financial adviser] (as defined in the Act);

¹ an Authorised Financial Adviser is an individual who is registered under the New Zealand 'Financial Service Providers (Registration and Dispute Resolution) Act 2008.

- I am not an associated person (as defined in section 12(1) of the Financial Markets Conduct Act) of Tiger Brokers (NZ) Limited; and
- I have not provided professional services to Tiger Brokers (NZ) Limited, provider or other relevant person, or a related body corporate (as defined in section 12(2) of the Act) of Tiger Brokers (NZ) Limited, provider, or other relevant person, in the 2 year period immediately prior to the date of this certificate, and will not provide professional services to Tiger Brokers (NZ) Limited, provider or other relevant person prior to the completion of the Transaction.

Certifier Signature: _____

Print name of Certifier: _____

Title of Certifier: _____

Name of Certifier's firm: _____

Date: _____

Part C – Wholesale Investor Statement and Acknowledgment

Important Information

Warning

New Zealand law normally requires people who offer financial products to give information to investors before they invest. This requires those offering financial products to have disclosed information that is important for investors to make an informed decision.

The usual rules do not apply to this offer because there is an exclusion for offers where the amount invested upfront by the investor (plus any other investments the investor has already made in the financial products) is \$750,000 or more. As a result of this exclusion, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for this investment.

Investments of this kind are not suitable for retail investors.

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

Please fill this Part of the Declaration if:

- (i) the minimum amount payable by you on acceptance of the offer is at least \$750,000; or
- (ii) the amount payable by the you on acceptance of the offer plus the amounts previously paid by you for financial products of the issuer of the same class that are held by you add up to at least \$750,000.

In calculating the amount payable, or paid, for financial products as per above, any amount payable, or paid, must be disregarded to the extent to which it is to be paid, or was paid, out of money lent by Tiger or any of its associated persons.

I confirm that I understand that:

- 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
- I may not receive a complete and balanced set of information about this investment; and
- I have fewer legal protections for this investment; and
- this investment is not suitable for retail investors; and
- I have been advised to ask questions, read all documents carefully, and seek independent financial advice.

Name of Client: _____

Signature: _____

Address: _____

Date: _____