

## ELIGIBLE INVESTOR CERTIFICATE

### Clause 41, Schedule 1 of the Financial Markets Conduct Act 2013 ("Act")

#### 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 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.

### CERTIFICATION

This certificate relates to the offer of debt securities in property development lending offered through the service provided by Rocket Finance Limited ("**Transaction**").

**Name of Investor:** \_\_\_\_\_ ("**Investor**")

The Investor certifies that:

1. it has previous experience in acquiring or disposing of financial products that allow the Investor to assess:
  - (a) the merits of the Transaction (including assessing the value and the risks of the financial products involved); and
  - (b) the Investor's own information needs in relation to the Transaction; and
  - (c) the adequacy of the information provided by any person involved in the Transaction; and
2. it understands the consequences of certifying itself to be an "eligible investor" in terms of the Act.

The grounds for the above certifications are as follows:

*[Place a tick in all appropriate boxes and add any further grounds that apply to you.]*

- The Investor has experience in lending for property and property development and understands the risk with investing in these types of financial products.
- The Investor currently holds a diverse portfolio of investments. The Investor regularly reviews its own investment portfolio, with the benefit of advice from relevant professionals where appropriate, and makes its own investment decisions in relation to its portfolio.
- In the course of the Investor's investment activities, the Investor is exposed to a wide range of investment analysis and commentary and this has helped build up the Investor's

knowledge and skills in assessing the value and risks of investing in financial products, including those similar to the financial products involved in the transaction.

- other relevant experience of acquiring or disposing of financial products. ***Specify details below:***

**SIGNED** by the Investor:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name of signatory

\_\_\_\_\_  
Date

**CONFIRMATION OF ELIGIBLE INVESTOR CERTIFICATION**

**Clause 43, Schedule 1 of the Financial Markets Conduct Act 2013**

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

1. I confirm that:
  - (a) I am:
    - (i) an authorised financial adviser as defined in section 5 the Financial Advisers Act 2008; or
    - (ii) a qualified statutory accountant as defined in section 5(1) of the Financial Reporting Act 2013; or
    - (iii) a lawyer as defined in section 6 of the Lawyers and Conveyancers Act 2006.
  - (b) I am not an associated person (as defined in the Financial Markets Conduct Act 2013) of Rocket Finance Limited or the borrower, or any related body corporate of Rocket Finance Limited or the borrower ("**Relevant Persons**").
  - (c) If I am an authorised financial adviser or qualified statutory accountant, I have not, within the 2 years immediately before the date of this confirmation, provided professional services to any Relevant Person.
2. Having considered the Eligible Investor's grounds for certification in the attached certificate:
  - (a) I am satisfied that the Eligible Investor has been sufficiently advised of the consequences of the certification; and
  - (b) 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 an authorised financial adviser/qualified statutory accountant/lawyer:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date