

Australian Ethical Growth Opportunities Fund

NZ Safe Harbour Certificate

(Clause 44 of Schedule 1 to the *Financial Markets Conduct Act 2013* (NZ))

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 NZ\$50,000.

The Offer

Units in the Australian Ethical Growth Opportunities Fund (the **Fund**) are offered and issued to investors by Australian Ethical Investment Ltd (**AEI**) as trustee of the Fund.

Offers of units in the Fund (**Units**) in New Zealand are limited to wholesale investors within the meaning of clause 3(2) of Schedule 1 to the *Financial Markets Conduct Act 2013* (NZ) (**FMCA**).

In order to access Units, please review the current Information Memorandum for the Fund (**IM**) available at www.australianethical.com.au/investments/managed-funds/, read this form, select the type(s) of wholesale investor criteria that apply to you, and complete the certification below.

If you have any queries in relation to the Fund, please contact AEI:

Mail:	Within Australia	International
	Australian Ethical Investment Ltd Reply Paid 3993 Sydney NSW 2001	Australian Ethical Investment Ltd GPO Box 3993 Sydney NSW 2001 Australia
Phone:	1800 021 227	+61 2 7229 0499
	8.30am to 5.30pm AEST/AEDT Mon-Fri	8.30am to 5.30pm AEST/AEDT Mon-Fri
Email:	investors@australianethical.com.au	

The client identified below certifies that:

- the client is a 'wholesale investor' within the meaning of clause 3(2) of Schedule 1 of the FMCA (in relation to offers of financial products); and
- the client understands the consequences of being certified as a 'wholesale investor' in terms of the FMCA and has received the IM.

Unless AEI agrees otherwise, by completing this form the client is certifying that every transaction on the account referred to below is carried out on its own behalf and not on behalf of any third party. Please contact AEI if you are acting on behalf of any third party.

The type of wholesale investor outlined in Schedule 1 that applies to the client is identified below, along with the grounds on which the client claims that they fall within the identified type.

[Please select all types of wholesale investor below that are applicable by marking a ✓ or a ✗ in the relevant box(es). For each type that applies, please also select the relevant grounds on which the client is within the identified type].

☐ **The client is an investment business (clause 3(2)(a))**

Note: other than financial advisers, this applies to entities, not individuals.

Grounds for claiming the client is within this type:

- ☐ The client is an entity whose principal business consists of investing in financial products.
- ☐ The client is an entity whose principal business consists of acting as an underwriter.
- ☐ The client is an entity whose principal business consists of providing a financial advice service within the meaning of section 6(1) of the FMCA.
- ☐ The client is an entity whose principal business consists of providing a client money or property service within the meaning of section 6(1) of the FMCA.
- ☐ The client is an entity whose principal business consists of trading in financial products on behalf of other persons.
- ☐ The client is a registered bank (within the meaning of section 2(1) of the *Banking (Prudential Supervision) Act 2010* (NZ)).
- ☐ The client is a non-bank deposit taker (within the meaning of section 5 of the *Non-bank Deposit Takers Act 2013* (NZ)).
- ☐ The client is a licensed insurer (within the meaning of section 6(1) of the *Insurance (Prudential Supervision) Act 2010* (NZ)).
- ☐ The client is a manager of a registered scheme, or a discretionary investment management service, that holds a market services licence.
- ☐ The client is a derivatives issuer that holds a market services licence.
- ☐ The client is a financial adviser within the meaning of section 6(1) of the FMCA.

☐ **The client meets the investment activity criteria (clause 3(2)(b))**

Grounds for claiming the client is within this type:

- ☐ The client (*including* any entity that the client controls or controlled at the relevant time) owns, or at any time during the two (2) year period before the date of this certificate has owned, a portfolio of financial products (*excluding* the financial products prescribed for the purposes of clause 38(4)(a) of Schedule 1 to the FMCA, interests in 'KiwiSaver' or any other form of retirement scheme, or financial products issued by an associated person of the client) of a value of at least NZ\$1 million (in aggregate).
- ☐ The client (*including* any entity that the client controls or controlled at the relevant time) has, during the two (2) year period before the date of this certificate, carried out one (1) or more transactions to acquire financial products (*excluding* the financial products prescribed for the purposes of clause 38(4)(a) of Schedule 1 to the FMCA, interests in 'KiwiSaver' or any other form of retirement scheme, or financial products issued by an associated person of the client) where the amount payable under those transactions (in aggregate) is at least NZ\$1 million, and the other parties to the transactions were not associated persons of the client.
- ☐ The client is an individual who has, within the last ten (10) years before the date of this certificate, been employed or engaged in an investment business and has, for at least two (2) years during that ten (10) year period, participated to a material extent in the investment decisions made by the investment business.

☐ **The client is large (clause 3(2)(c))**

Grounds for claiming the client is within this type:

- ☐ As at the last day of each of the two (2) most recently completed financial years before the date of this certificate, the net assets of the client and any entities controlled by the client exceeded NZ\$5 million.
- ☐ In each of the two (2) most recently completed financial years before the date of this certificate, the total consolidated turnover of the client and any entities controlled by the client exceeded NZ\$5 million.

☐ The client is a government agency (clause 3(2)(d))

Grounds for claiming the client is within this type:

☐ The client is a public service agency as defined in section 5 of the *Public Service Act 2020* (NZ).

☐ The client is a Crown entity under section 7 of the *Crown Entities Act 2004* (NZ).

☐ The client is a local authority.

☐ The client is a State enterprise (within the meaning of section 2 of the *State-Owned Enterprise Act 1986* (NZ)).

☐ The client is the Reserve Bank.

☐ The client is the Board of Trustees of the National Provident Fund continued under the *National Provident Fund Restructuring Act 1990* (NZ) (or a company appointed under clause 3(1)(b) of Schedule 4 to that Act).

The client identified below acknowledges that:

1. If the client is an entity relying on any of the investment business grounds under clause 3(2)(a), the client certifies that it was not established or acquired with a view to being used as an entity to which offers of financial products may be made in reliance upon that exclusion.
2. The client undertakes to provide AEI with any information which AEI reasonably requests in order to support the certifications provided.
3. The client acknowledges that this certificate is provided to AEI for the purposes of determining the client's eligibility to be treated as a wholesale investor for the purposes of the FMCA, and that AEI will be reliant upon the certifications provided in offering financial products or services to the client (whether as part of the Fund or otherwise).
4. The client understands that this certificate is valid and may be relied upon by AEI for a period of two (2) years following its date, unless earlier revoked.

Name of client

Account number

Signatures – all individuals/trustees/partners/officers, or two (2) directors where the client is a company, must sign.

Investor 1

Name of individual

Capacity (if joint, confirm)

Signature

Date

Investor 2

Name of individual

Capacity (if joint, confirm)

Signature

Date