

Provincia Property Fund Limited

Application Form – Individual/Joint – New Zealand Residents

A. Required supporting documentation to accompany this Application Form	
1.	Certified copy of Applicant's Passport or other acceptable ID
2.	Certified copy of Applicant's Proof of Address (no older than 3 months)
3.	Completed and signed Application Form
4.	Completed and signed Wholesale or Eligible Investor Certificate (only complete the certificate most relevant to you)
5.	Completed Share Subscription Agreement
6.	Bank encoded deposit slip verifying your bank account name and number
A total of 6 Documents	
Additional supporting documents may be required. Applications may be rejected if the required supporting documents are not provided.	

B. Completed Application Form and Documents	
Please post this documentation to:	Or, courier this documentation to:
Rockburgh Fund Services Limited PO Box 91211 Victoria Street West Auckland 1142 New Zealand	Rockburgh Fund Services Limited Level 1, 96 St Georges Bay Road Parnell Auckland 1052 New Zealand
Bank Account – VCFO Group Limited Trust Account	Bank: BNZ Address: 80 Queen Street Account Name: VCFO Group Limited Trust Account Account Number: 02-0108-0283161-001 Reference: [Your Name] Provincia Offer

C. Initial Investment Amount	
Wholesale Investors (minimum investment of \$750,000 or, if other exemptions apply, \$50,000)	\$

D. Personal Information	
Title	
Last Name	
First Name(s)	
Address	
Country	
Contact Telephone Number	
Email	

E. Tax Information	
Are you an NZ tax resident?	
If no, please state the country and we will send you a tax residency self-certification form	
Are you a US citizen or US tax resident? If yes	

we will send you a separate FACTA questionnaire	
IRD Number	
PIR (0%, 10.5%, 17.5%, 28%)	

* If you are unsure what your PIR is, visit www.ird.govt.nz and search for 'Prescribed Investor Rate', contact Inland Revenue on 0800 227 774, or speak to your tax adviser. If your PIR is invalid or you do not choose one, the default rate of 28% will apply. If you are not a New Zealand tax resident, please contact your tax adviser.

F. Bank Account Information	
Account Name	
Account Number	
Swift Code	

* Required for identification of subscriptions to the fund, paying distributions and redemption payments. **Please provide a bank encoded deposit slip verifying your bank account name and number**

G. Financial Adviser/Distributor's Details	
Financial Adviser/Distributor name	
Relationship Manager's name	
Relationship Manager's email	

* Please write N/A in this field if a Financial Adviser / Distributor has NOT introduced this investment to you

Investment Objectives for this Application	Tick One
Speculation	
Capital Growth	
Capital Preservation	
Income Generation	

Investment Horizon for this Application	Tick One
3 years	
4 years	
5 years	
Over 5 years	

The above details regarding investment objectives and investment horizon are requested solely in relation to our anti-money laundering obligations and are not used to assess the suitability of your investment or to provide financial advice.

H. Anti-Money Laundering and Countering Financing of Terrorism Act 2009
<p>This Application Form is issued as part of the latest available Investment Statement for the Provincia Property Fund Limited (the "Fund") managed by Provincia Property Fund Management Limited (the "Manager").</p> <p>In order to comply with New Zealand's Anti-Money Laundering and Countering Financing of Terrorism Act 2009 and similar laws and regulations in other countries (together "AML Laws") we are required to obtain and verify information about our investors and anyone associated with them.</p> <p>We will not accept the transfer of your Subscription Amount until we are satisfied that all relevant requirements of AML Laws have been met. This may require us to seek further information or documents from you, which you agree to provide. You also agree to provide us with any additional information or documents we need in the future to comply with AML Laws.</p>

Applications may be rejected if information provided is incomplete or the wire confirmation does not match the information provided in this Application Form. In addition, we have the right to reject your application or terminate our relationship (and redeem your investment) should it subsequently be found that you have concealed the facts of beneficial ownership.

If you have any questions or concerns in respect of the requirements under AML Laws please feel free to contact us.

I. Privacy Act 2020

This statement relates to personal information that you are providing to us by way of this application and any subsequent personal information which you may provide in the future. The personal information you have supplied may be used by us (and our related entities and service providers) for the purposes of enabling us to arrange and manage your investment, to contact you in relation to your investment, and to market other products to you.

You authorise us to disclose your personal information to any third parties as needed to perform services on your behalf and to regulatory bodies, taxing authorities, or law enforcement agencies as required by law and to meet our legal or regulatory obligations.

You have the right to access all personal information held about you by us. If any of the information is incorrect, you have the right to have it corrected. You acknowledge that you are authorised to provide the personal information of other persons when you provide that personal information to us. You agree that your name and address may be used by us to provide you with newsletters and other information about us and our related entities and other products and services offered by us and our related entities.

By signing and returning this Application Form I / we hereby confirm that:

1. I/we apply for Shares in the Fund on the terms and conditions of the Investment Statement, Constitution, and this Application Form (collectively referred to as the "Establishment Documents") and agree to be bound by the Establishment Documents.
2. I/we have received and read a copy of the Investment Statement and have evaluated the risks and merits of the investment. I am/we are making this application on the basis of the Investment Statement (and my/our own investigations and separately sought advice (including, without limitation, legal, financial and taxation advice)) and not in reliance on any representations of any kind or nature except as specifically set out in the Investment Statement.
3. I/we acknowledge that the Manager can accept or reject this application in its sole discretion.
4. The information contained in this Application Form (or which I/we have otherwise provided) is true and accurate, and I/we authorise the Manager or its related entities to contact persons or companies for the purpose of verifying this information. I/we will keep you informed in writing of any changes to the information I/we have provided and will provide any other additional information and documents that you request.
5. I/we understand that no particular level of distribution is guaranteed, that the actual distribution rate may vary, and that differences could be significant.
6. I/we understand that the Shares cannot be redeemed but that they may be sold to a third party which may be facilitated by the Manager, and I/we agree to pay the brokerage fee, should it apply.
7. This subscription for Shares in the Fund is not in breach of any regulatory or legal requirements of the jurisdiction in which I am/we are resident, or which are applicable to me/us.
8. I am/we are in good standing under the laws of the jurisdiction in which I am/we are currently resident and have the power and authority and legal capacity to enter and perform my/our obligations under this

Application Form. I/we have fully observed the legal requirements of all jurisdictions to which I am/we are subject, including the obtaining of any government or other consents that may be required or the compliance with other necessary formalities.

9. I am/we are not involved in money laundering or other criminal activities and declare that any monies and/or securities that have been or will be deposited in any bank account do not originate, either directly or indirectly, from illegal and/or criminal activities.
10. I/we agree to the information above under "Anti-Money Laundering and Countering Financing of Terrorism Act 2009" and "Privacy Act 2020".

Applicant's Name(s)
Applicant's Signature(s)
Date

J. Wholesale Investor Certificate

Clause 44, Schedule 1 Financial Markets Conduct Act 2013 ("Act")

NOTE: Self-certification to be filled out by the investor

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.

Certificate

I/We, _____ hereby certify that I/we are a wholesale investor of the following kind (**tick all of the following which apply**):

Please refer to the following definitions in respect of the terms in bold.

- Person is an **investment business**
- Person has in the last 2 years before the date of this certificate owned (or controlled) a portfolio of **specified financial products** with a value (in aggregate) of at least \$1,000,000.
- Person has during the 2 years before the date of this certificate carried out one or more transactions to acquire **specified financial products** where the amount payable under those transactions (in aggregate) was at least \$1,000,000 and the other parties to the transactions are not associated persons.

Person is an individual who within the last 10 years has been employed or engaged in an **investment business** and has, for at least 2 years during that 10-year period, participated to a material extent in investment decisions made by the **investment business**.

Person is a large investor because the person and its controlled entities have as at the last day of each of the 2 most recently completed financial years net assets of or total consolidated turnover exceeding \$5,000,000.

The grounds on which we claim we are a wholesale investor under the relevant category identified above as are as follows:

[include grounds]

I/we understand the consequences of certifying myself/ourselves to be a wholesale investor within the meaning of clause 3(2) of Schedule 1 of the Act.

Applicant's Name

Applicant's Signature

Date

K. Eligible Investor Certificate

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

NOTE: Self-certification to be filled out by the investor

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 investments in shares issued by Provincia Property Fund Limited which is managed by Provincia Property Fund Management Limited (the "**Transaction**")

Name of Investor: _____ (the "Investor")

Provincia Property Fund Limited owns a portfolio of New Zealand industrial and commercial properties.

The Investor certifies that it has previous experience in acquiring or disposing of financial products that allows the Investor to assess:

- (a) the merits of the Transaction (including assessing the value and the risks of the investment); 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.

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. This section will need to be tailored to the personal experience of the certifying investor.]

- The Investor has previously invested in early stage or established New Zealand industrial and/or commercial property businesses.
- During its investment activities, the Investor has been involved in investor presentations and/or due diligence meetings and through this have gained an appreciation for the risks and opportunities associated with investing in New Zealand industrial and/or commercial properties.
- The Investor has served as a director of an early-stage business that was involved in capital raising.
- The Investor has experience in investing in shares or units and other securities (listed and unlisted) and understands the risk with investing in different types of financial products.
- The Investor has experience in investing in New Zealand property, directly or indirectly, and understands the risk with investing in New Zealand industrial and/or commercial property.
- The Investor currently hold 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.
- During its investment activities, the Investor is exposed to a wide range of investment analysis and commentary and this has helped the Investor build up its knowledge and skills in assessing the value and risks of investing in financial products.

Other relevant experience of acquiring or disposing of financial products

Specify details below:

Through the above activities, the Investor considers that it understands the risk of investing in the Transaction. The Investor is aware of the information that it needs to form a decision on the Transaction, and it is satisfied that it has received all the information that it needs. Further, the Investor's experience has given it the ability to assess the adequacy of the information provided to it in connection with the Transaction.

The Investor understands the consequences of certifying itself to be an eligible investor within the meaning of clause 41, Schedule 1 of the Financial Markets Conduct Act 2013.

Applicant's Name
Applicant's Signature
Date

L. Confirmation of Eligible Investor Certification
Clause 43, Schedule 1 of the Financial Markets Conduct Act 2013 ("Act")
NOTE: To b fille dout by financial advisor, accountant or lawyer.

<p>Name of Eligible Investor: _____</p> <p>1. I confirm that:</p> <p>(a) I am:</p> <p>(i) a financial adviser under the Act; or</p> <p>(ii) a qualified statutory accountant under section 5(1) of the Financial Reporting Act 2013; or</p> <p>(iii) a lawyer under section 6 of the Lawyers and Conveyancers Act 2006.</p> <p>(b) I am not an associated person (as defined in the Financial Markets Conduct Act 2013) of Provincia Property Fund Limited, Provincia Property Fund Management Limited or other relevant person, or any related body corporate of Provincia Property Fund Limited, Provincia Property Fund Management Limited or other relevant person (the "Relevant Persons").</p> <p>(c) If I am a 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.</p> <p>2. Having considered the Eligible Investor's grounds for the certification in the attached certificate:</p> <p>(a) I am satisfied that the Eligible Investor has been sufficiently advised of the consequences of providing that certification; and</p> <p>(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.</p>
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Name of financial adviser/qualified statutory accountant/lawyer:
Signature
Date

Who can certify documents?

<p><i>Identity verification</i></p>	<p>We need certified photocopies of acceptable forms of identification to verify your identity that will include:</p> <ul style="list-style-type: none"> • current international travel passport; or • national identity card (for example Hong Kong Identity card).
<p><i>Address verification</i></p>	<p>To verify your address, certified photocopies of acceptable original (not printed) documents that set out your name and current address and are dated within the previous three months include:</p> <ul style="list-style-type: none"> • power or home phone bill; • rates bill; • bank account statements; • IRD statements; or • car registration documents.
<p><i>Certification of documents</i></p>	<p>Please send certified photocopies of documents, not the originals. Your photocopies must be certified to verify your identity and your address by law. We will accept photocopied documents certified by someone who is over 16 years of age and is one of the following:</p> <ul style="list-style-type: none"> • Commonwealth representative; • A Police constable; • Justice of the peace; • Registered medical doctor; • Registered teacher; • Minister of religion; • Lawyer; • Notary public; • New Zealand Honorary consul; • Member of Parliament; or • Chartered Accountant. <p>The person certifying your document must not be: related to you; for example, your parent, child, brother, sister, aunt, uncle or cousin; or your spouse or partner; or a person who lives at the same address as you.</p> <p>If sufficient identification and address verification is not provided your Application Form will be rejected and your payment returned. Payments returned to investors will not be eligible to accrue any interest.</p>
<p><i>Certification of documents Overseas</i></p>	<p>When certification occurs overseas, copies of international identification provided by you must be certified by a person authorised by law in that country to take statutory declarations or equivalent in the customers country. Documents that are not in English must be supported by an independent and certified English translation.</p>

Defined Terms

A person is an **investment business** if the person is—

- (a) an entity whose principal business consists of 1 or more of the following:
 - (i) investing in financial products; or
 - (ii) acting as an underwriter; or
 - (iii) providing a financial advice service (as defined in the Act); or
 - (iv) providing a client money or property service (as defined in the Act); or
 - (v) trading in financial products on behalf of other persons; or
- (b) a registered bank (as defined in section 2(1) of the Reserve Bank of New Zealand Act 1989); or
- (c) a NBDT (as defined in section 5 of the Non-bank Deposit Takers Act 2013); or
- (d) a licensed insurer (within the meaning of section 6(1) of the Insurance (Prudential Supervision) Act 2010); or
- (e) a manager of a registered scheme (as defined in the Act), or a discretionary investment management service (as defined in the Act), that holds a market services licence under Part 6 of the Act; or
- (f) a derivatives issuer (as defined in the Act) that holds a market services licence under Part 6 of the Act; or
- (g) a financial adviser (as defined in the Act).

Specified financial products means financial products other than—

- (a) bank notice products
- (b) call building society shares:
- (c) call credit union shares:
- (d) call debt securities:
- (e) credit union fixed term deposit products:
- (f) credit union savings account products:
- (g) fixed term deposit products issued by a registered bank:
- (h) fixed term redeemable building society shares:
- (i) co-operative shares:
- (j) PIE call fund units or PIE term fund units;
- (k) interests in a retirement scheme:
- (l) financial products issued by an associated person.

Financial product means—

- (a) a debt security; or
- (b) an equity security; or
- (c) a managed investment product; or
- (d) a derivative.

Eligible Investor means a habitual investor in financial products like the Shares in the Fund who is able to assess the merits and risk of such financial products and knows the consequences of electing to be an eligible investor and a financial adviser, a qualified statutory accountant, or a lawyer signs a written confirmation of the investor's certification.