



Provincia

INVEST INDUSTRIOUSLY

Provincia Application Form - Companies (Existing Shareholders)

We are committed to protecting the privacy of your information and we will continue to ensure all identity and other personal information you provide will be used and managed in accordance with the Privacy Act 1993.

Existing shareholders only need to complete the highlighted sections on pages 1, 2 and 7.

Checklist

1. Complete and sign the highlighted sections of the Application Form (pages 1, 2 and 7)

A total of 1 Document

Please courier your completed documentation to:

Rockburgh Fund Services Ltd
Level 1, 96 St Georges Bay Road
Parnell 1052
New Zealand

OR mail to:

Rockburgh Fund Services Ltd
PO Box 91211
Victoria Street West
Auckland 1142
New Zealand

Initial Investment Amount

Wholesale Investors (minimum investment of NZ\$50,000). Subscription Amount in Words:

Subscription Amount in Numbers:

\$

Subscription Amount to be paid by:

- Electronic transfer (bank account details at right)
- Cheque (made payable to "VCFO Group Ltd Trust Account - Provincia Offer")

Bank: BNZ

Address: 80 Queen Street

Account Name: VCFO Group Ltd Trust Account

Account Number: 02-0108-0283161-001

Reference: [Your Name] Provincia Offer

Corporate Information

Company Name	
Contact Name	
Country of Incorporation	
Business Registration Number	
Nature of Business	
Registered Address	
Country	
Principal Office Address	
Country	
Contact Phone No.	
Email	
Ultimate Beneficial Owners of the Company	
Names of Company Directors	

New Zealand Tax Information

Is the company a NZ tax resident?	
If no, please state country of residence	
IRD Number	
PIR (0%, 10.5%, 17.5%, 28%)	
Are the Controlling Persons NZ tax resident?	
If no, we will send you a Controlling Person Guide and a tax residency self-certification form	

** 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.*

Bank Account Information

Bank Name	
Branch Address	
Country	
Account Name	
Account Number	
Swift Code	

** Required for identification of source of subscriptions to the fund, paying distributions and redemption payments (No third-party payments will be accepted or permitted).*

Financial Advisor/Distributor's Details

Financial Advisor's/Distributor's Name	
Relationship Manager's Name	
Relationship Manager's Email	

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

Declaration (FATCA) We hereby faithfully declare to the best of our ability:	YES/NO
I am currently a U.S. Citizen or resident(s) in the U.S.	
My place of birth was in the U.S.	
I have a mailing or residential address (including a U.S. post office box) in the U.S.	
I currently have an "in-care-of" or "hold-mail" address in the U.S.	
I have a contact telephone number in the U.S.	
I have a standing instruction to transfer funds to an account maintained in the U.S.	
I currently have an effective power of attorney or signatory authority granted to a person with a U.S. address	

**If you answer Yes to any of the above questions we will send you a separate FATCA questionnaire.*

Source of Funds	Percentage (complete all)
Shareholders Capital	
Corporate Debt	
Corporate Profits and Capital Gains	
Retained Earnings	
Reserves	
Other	

Please provide copies of the following documents: Copy of latest Financial Statements. Copies of documents verifying source of funds - for example, if proceeds from asset sale(s), please provide copy of sale & purchase agreement(s).

Investment Objectives for this Subscription	Tick One
Speculation	
Capital Growth	
Capital Preservation	

Investment Horizon for this Subscription	Tick One
4 years	
5 years	
6 years	
Over 6 years	

Investment Experience in:	Years (complete all)
Residential Real Estate	
Commercial Real Estate	
Equities or Exchange Traded Funds	
Mutual Funds or Share Trusts	
Currencies	
Bonds	
Derivatives	

Anti-Money Laundering and Countering Financing of Terrorism Act 2009

This Application Form is issued as part of the latest available Investment Statement relating to the Provincia Property Fund Ltd (the "Fund") managed by Provincial Property Fund Management Ltd (the "Manager").

The Manager is required to comply with New Zealand's Anti-Money Laundering and Countering Financing of Terrorism Act 2009 (AML/CFT Act) and similar AML laws of other countries.

In order to comply with the anti-money laundering laws and regulations applicable to the Manager, and the Manager on behalf of the Fund, the Custodian, the Administrator, the Investment Manager, the Representative (if applicable), the Distributor (if applicable), the Compliance Agent (if applicable), and the Paying Agent (if applicable), together the "Parties" acting together or individually, you acknowledge that the Manager will not accept the transfer of your Subscription Amount until such time that the Parties involved are satisfied that evidence regarding the source of the Subscription Amount, your identity, and the payment instructions for redemptions, is satisfactory and at any given time the Parties may request new and/or additional evidence, information or other documentation deemed necessary by the Parties and you warrant to provide such information within reasonable time as defined by the Parties. Subscriptions may be rejected if this information is incomplete or the wire confirmation does not match the information provided in this Application Form.

Provision of full verification evidence may, at the discretion of the Parties, be waived where the Subscription Amount will be transferred from an account held in your name from a financial institution based in a country that is recognised as having an adequate anti-money laundering regime.

We agree that no investment will be made unless and until the relevant Subscription Amount, net of fiscal and bank charges, have been received in cleared funds by or on behalf of the Manager.

We are committed to protecting the privacy of your information and we will continue to ensure all identity and other personal information you provide will be used and managed in accordance with the Privacy Act 1993.

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

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

Corporate Investment Understanding Declaration

1. We have read and understood the Terms and Conditions as set out in the Investment Statement and agree that these Terms and Conditions are binding and irrevocable.
2. We have read and understood the Fees and Charges in the Investment Statement.
3. We have read and understood that the Shares cannot be redeemed but that they may be sold to a third party which may be facilitated by the Manager.

Corporate Consent and Declaration

1. The information contained in this Application Form is true and accurate and deem such information and representations made here to be correct and accurate as of this date.
2. Rockburgh Fund Services Ltd is authorised to contact persons or companies for the purpose of verifying the information provided in this Application Form.
3. We will inform Rockburgh Fund Services Ltd promptly in the event that any information provided in this application ceases to be true and accurate.
4. We consent to a Relationship Manager from Rockburgh Fund Services Ltd periodically contacting us, via email or telephone, to perform their normal duties as an appointed administrator.

Corporate Representations and Warranties

We hereby apply to subscribe for Shares in the Fund upon the terms and conditions of the Investment Statement, Provincia's Constitution, and this Application Form (collectively referred to as the "Establishment Documents").

We hereby make the following representations, warranties and agreements to and for the benefit of the Parties and the directors of the Manager on behalf of the Fund:

1. By signing this Application Form, we agree to be bound by the terms and conditions of the Establishment Documents.
2. We have received and reviewed a copy of the Investment Statement and have evaluated the risks and merits of the investment. We are making this application solely on the terms and provisions set forth in the Investment Statement and not in reliance on any representations of any kind or nature except as specifically set forth in the Investment Statement. We acknowledge that the Parties have full and sole discretion to accept or reject this Application Form without being required to explain any decision or action taken or not taken.
3. We have knowledge, skill, or experience in financial and business matters and we are capable of evaluating the merits of, and are able to bear the economic risks of, my investments in the Fund. In regard to the economic, tax and legal considerations related to this investment, we have consulted with our own professional advisers.
4. The subscription for Shares in the Fund is not in breach of any regulatory or legal requirements of the jurisdiction in which we are resident or which are applicable to us.
5. We am in good standing under the laws of the jurisdiction in which we are currently resident and have the power and authority and legal capacity to enter into, and perform our obligations under this Application Form. The person(s) signing this Application Form have all requisite power and authority to sign and deliver such documents on our behalf. We have fully observed the legal requirements of all jurisdictions to which we are subject, including the obtaining of any government or other consents that may be required or the compliance with other necessary formalities.
6. We hereby declare that we are the ultimate beneficial owner of the Subscription Amount that will be invested in the Fund. In such case, we acknowledge that the Manager has the right to reject this Application Form or terminate our relationship should it subsequently be found that we have concealed the facts of beneficial ownership. We also undertake to keep you informed in writing of any changes to the above information in future and also undertake to provide any other additional information as may be required by the Manager.
7. We furthermore declare that we are not involved in money laundering and/or drug trafficking and 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.

Director's Name	Director's Name
Director's Signature*	Director's Signature*
Date	Date

** This should be signed by two directors. If the company has only one director, the director must sign in front of a witness.*

Print Witness Name
Signature of Witness
Date

Investment Criteria Certificate

The following warning is required to be provided under the Financial Markets Conduct Regulations 2014:

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 to 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. Investments of this kind are not suitable for retail investors.

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.

Certificate

We, _____ hereby certify that we are a wholesale investor of the following kind (**tick one of the following**):

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 owned (or controlled) a portfolio of **specified financial products** of a value (in aggregate) of at least NZ\$1,000,000.
- Person has during the 2 years before this subscription carried out one or more transactions to acquire **specified financial products** where the amount payable under those transactions (in aggregate) is at least NZ\$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 if the person and its controlled entities have as at the last day of each of the 2 most recently completed financial year's net assets of or total consolidated turnover exceeding NZ\$5,000,000.
- Person will invest a minimum of NZ\$750,000 in Shares in the Fund.
- Person is an **eligible investor**.

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

We understand the consequences of certifying ourselves to be a wholesale investor.

This certificate is valid for 2 years from its date.

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 adviser service in relation to financial products; or
 - (iv) providing a broking service in relation to financial products; or
 - (v) trading in financial products on behalf of other persons; or
- (b) a registered bank; or
- (c) a Non-Bank Deposit Taker; or
- (d) a licensed insurer; or
- (e) a manager of a registered scheme, or a discretionary investment management service, that holds a market services licence; or
- (f) a derivatives issuer that holds a market services licence; or
- (g) a Qualifying Financial Entity or an Authorised Financial Adviser.

Specified financial products means financial products other than:

- (a) category 2 products;
- (b) interests in a retirement scheme;
- (c) 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.

Category 2 product means any of the following products:

- (a) a bank term deposit; or
- (b) a bonus bond; or
- (c) a call building society share; or
- (d) a call credit union share; or
- (e) a call debt security; or
- (f) a share in a co-operative company; or
- (g) a Share in a cash or term portfolio investment entity (as defined in the regulations); or
- (h) a consumer credit contract; or
- (i) a contract of insurance (other than an investment-linked contract of insurance); or
- (j) a life insurance policy issued before 1 January 2009; or
- (ja) a Discretionary Investment Management Service facility, if the investment authority covers only category 2 products; or
- (k) any other product specified by the regulations; or
- (l) a renewal or variation of the terms or conditions of any existing category 2 product

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 an authorised financial adviser, a chartered accountant, or a lawyer signs a written confirmation of the investor's certification.

Director's Name	Director's Name
Director's Signature*	Director's Signature
Date	Date
Print Witness Name	
Signature of Witness	
Date	

** This should be signed by two directors. If the company has only one director, the director must sign in front of a witness.*

Investor Identification	Directors and Ultimate Beneficial Owners
Identity verification	<p>If you are over 18 years, we will 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).
Address verification	<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.
Certification of documents	<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>
Certification of documents Overseas	<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>

Provincia Eligible Investor Certificate

(To be completed by you, the applicant, to certify that you qualify as an Eligible Investor.)

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.

Certification

This Certificate relates to investments in shares issued by Provincia Property Fund Ltd which is managed by Provincial Property Fund Management Ltd (the "**Transaction**").

Name of Investor: _____ (the "**Investor**")

Provincia Property Fund Ltd aims to construct and manage a portfolio of New Zealand commercial properties that provide an attractive rental yield and growth in value over the long term.

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 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 commercial property businesses.
- In the course of 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 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 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 commercial property.
- The Investor recognises that investment in New Zealand commercial property has a higher risk profile than other types of property investments.

- 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.
- In the course of 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.

SIGNED by the Investor

Signature	Name	Date
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Confirmation of Eligible Investor Certification

(To be completed by an authorised financial adviser, chartered accountant or lawyer.)

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 under the Financial Advisers Act 2008; or
- (ii) a chartered accountant under section 19 of the New Zealand Institute of Chartered Accountants Act 1996; or
- (iii) a lawyer under 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 Provincial Property Fund Limited or Provincial Property Fund Management Limited or other relevant person, or any related body corporate of Provincial Property Fund Limited or Provincial Property Fund Management Limited or other relevant person (the "Relevant Persons").

(c) If I am an authorised financial adviser or chartered 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 the 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/chartered accountant/lawyer:

Signature

Name

Date