



MIDLANDS INCOME WHOLESALE FUND

APPLICATION FORM

Companies, Trusts, Incorporated Societies,
Partnerships and Estates

WHOLESALE INVESTORS ONLY

The Midlands Income Wholesale Fund is only available to persons who are wholesale investors for the purposes of the offer in terms of clause 3(2) or 3(3)(a) of Schedule 1 of the Financial Markets Conduct Act 2013. No product disclosure statement for the purposes of that Act has been prepared and none is required for a wholesale offer. Ask questions, read all documents carefully, and seek independent financial and tax advice before committing yourself.

1. INVESTOR INFORMATION

Company, Trust, Incorporated Society, Partnership or Estate name:

If a Trust, please advise Trust type:

Discretionary Trust Charitable Trust Non-Discretionary Trust

Company or Incorporated Society registration number:

Registered address: _____

Postal address
(if different from registered address): _____

Contact phone/s:

Email:

2. TAX INFORMATION

IRD Number:

Is the investor a New Zealand resident for tax purposes? *If No, state the taxpayer's country of residence for tax purposes.*

Yes No

Is the entity a foreign tax resident? Yes No

If 'Yes' please list all countries other than New Zealand, in which the entity is a tax resident and provide the Tax Identification Number ('TIN') for each country.

Country of Tax Residence	TIN (or reason why TIN was unable to be obtained)

Taxpayer's prescribed investor rate (PIR): *If not provided, 28% will apply.*

0% 10.5% 17.5% 28%

To determine your PIR, go to www.ird.govt.nz/roles/portfolio-investment-entities/find-my-prescribed-investor-rate.

3. INVESTMENT DETAILS

Key investment details *This section must be completed in conjunction with Midlands*

Amount you are investing:	\$
Investment term (or withdrawal notice period)	
Agreed management fee	% per annum

Please refer to "Maturity of fixed term investments" in section 3 of the Information Memorandum for an explanation of what happens at the end of an agreed investment term.

Source of funds/wealth*

Please tell us the original source of the funds you are investing with us.

You will need to supply certified proof of the source of funds such as sale & purchase agreement, payslips, legal documentation.

- Inheritance/windfall Property sale Asset/Business sale Personal Income Accumulated Savings
 Superannuation

Please provide the further details about the source of funds. For example, sale of property at 55 Greys Road for \$800,000 on 21/06/2022.

Primary purpose for the investment*

Please tell us the primary reason you are investing these funds with us.

- Retirement Income Investment Other (please specify) _____

How do you intend to transact on this account?

Deposits (please select at least one)

- Regular
 Now and then
 Lump sum (one off)

Withdrawals (please select at least one)

- Regular
 Now and then
 Lump sum (one off)

*Please note this information is requested solely in relation to our anti-money laundering obligations and is not used to assess the suitability of your investment, or to provide financial advice.

4. CONFIRMING THE IDENTITY AND ADDRESS OF RELEVANT PERSONS

To comply with anti-money laundering rules we need to verify the identity of various people associated with the investor. In the case of companies, we must verify the identity of people owning more than 25% of the shares and people acting on behalf of the company (usually the directors). In the case of partnerships, we must verify the identity of the partners and anyone authorised to act on behalf of the partnership. In the case of trusts, we must identify persons acting on behalf of the trust (usually the trustees) and also any settled beneficiaries. In the case of incorporated societies we must verify the identity of directors or governing officers. **Each of these people described above is a "Relevant Person"**. If a trust has a range of beneficiaries it is necessary to describe that range (for example "relatives of the settlor").

Each Relevant Person must complete the information below and provide certified copies of documents to fulfil the requirements of either Identification Option 1 or Identification Option 2 or Identification Option 3 and in each case the Address Verification Requirement. **Please refer to page 11 for these requirements. Please note, certification of documents must be by a "trusted referee"**. See the description of who is a trusted referee also attached.

Signatory requirements

- Any relevant person to sign Other (please specify)*:
 All relevant persons' required to sign*

**If this option is selected Midlands will not action any requests without all required signatures.*

If necessary, please attach additional copies of this page to describe all Relevant Persons

RELEVANT PERSON 1	RELEVANT PERSON 2
Title: <input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Ms <input type="checkbox"/> Miss <input type="checkbox"/> _____ (other)	Title: <input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Ms <input type="checkbox"/> Miss <input type="checkbox"/> _____ (other)
First name(s):	First name(s):
Surname:	Surname:
Occupation:	Occupation:
Date of birth: / /	Date of birth: / /
Home address:	Home address:
Postcode:	Postcode:
Postal address (if different from your home address):	Postal address (if different from your home address):
Postcode:	Postcode:
Home phone:	Home phone:
Mobile phone:	Mobile phone:
Email:	Email:
Country of birth:	Country of birth:
Citizenship:	Citizenship:
IRD Number: □ □ □ □ □ □ □ □ □ □ □ □	IRD Number: □ □ □ □ □ □ □ □ □ □ □ □
Relationship to Investor:	Relationship to Investor:

RELEVANT PERSON 3	RELEVANT PERSON 4
Title: <input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Ms <input type="checkbox"/> Miss <input type="checkbox"/> _____ (other)	Title: <input type="checkbox"/> Mr <input type="checkbox"/> Mrs <input type="checkbox"/> Ms <input type="checkbox"/> Miss <input type="checkbox"/> _____ (other)
First name(s):	First name(s):
Surname:	Surname:
Occupation:	Occupation:
Date of birth: / /	Date of birth: / /
Home address:	Home address:
Postcode:	Postcode:
Postal address (if different from your home address):	Postal address (if different from your home address):
Postcode:	Postcode:
Home phone:	Home phone:
Mobile phone:	Mobile phone:
Email:	Email:
Country of birth:	Country of birth:
Citizenship:	Citizenship:
IRD Number: □ □ □ □ □ □ □ □ □ □ □ □	IRD Number: □ □ □ □ □ □ □ □ □ □ □ □
Relationship to Investor:	Relationship to Investor:

5. DISTRIBUTION AND WITHDRAWAL INSTRUCTIONS (PLEASE TICK AS APPROPRIATE)

Distribute returns

Reinvest returns in additional units

Please complete your bank account details for payments of returns or withdrawals.

(Payments of returns can only be made to the nominated bank account as detailed below or to your solicitor's trust account).

Bank account number: _____

Name of account: _____

(Please attach bank deposit slip, certified copy of bank statement or bank details stamped by bank teller).

6. TRUST ONLY

Please provide a certified copy of the trust deed including any amendments and trustee appointment documentation.

For a trust, please provide a description of the range of beneficiaries.

For a non-discretionary trust with 10 or fewer beneficiaries, please provide the full name and date of birth of all beneficiaries.

7. ESTATES ONLY

Please provide a certified copy of the last will and/or a copy of Probate.

8. PARTNERSHIPS ONLY

Please provide a certified copy of the partnership agreement.

9. COMPANIES ONLY

Please provide a certified copy of the certificate of incorporation and company extract from the Companies Office files.

Does the company have any nominee directors or shareholders? A nominee is someone who is required to carry out, or accustomed to carrying out, their role in accordance with the directions or instructions of another person. If so, please provide the following details:

Name of nominee	Director or shareholder?	Full name of the person the nominee represents

(Where the investor has nominee directors and/or shareholders, the Manager may request additional information to ensure compliance with the Anti-Money Laundering and Countering Financing of Terrorism Act 2009.)

10. INCORPORATED SOCIETIES ONLY

Please provide a certified copy of the certificate of incorporation.

11. YOUR ACKNOWLEDGEMENTS AND AGREEMENTS

Anti-Money Laundering and Countering Financing of Terrorism Act 2009 (AML/CFT)

You must not knowingly do anything to put Midlands Funds Management Limited (the “Manager” or “us”) in breach of the AML/CFT. You agree to provide all additional information and assistance requested by us and comply with all reasonable requests from us to facilitate our compliance with the AML/CFT.

You represent and warrant that you are not aware and have no reason to suspect that:

- the money used to fund any investment by you is derived from or related to any criminal or other illegal activities, money laundering, terrorism financing or similar activities (Illegal Activities); or
- the proceeds of any investment will fund any Illegal Activities.

You agree that the Manager is not liable for any losses incurred as a result of any action we take or omit to take and which either delays your investment or results in an application being declined, when these actions or omissions are necessary for us to comply with our obligations under the AML/CFT.

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) 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 and services to you.

You authorise us to disclose your personal information to any third parties as needed to perform services on your behalf; to regulatory bodies or law enforcement agencies as required by law and to meet our legal or regulatory obligations. Except where precluded by law, we will provide you (on request) with the name and address of any entity to which information has been disclosed.

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 this personal information. You agree that your name and address may be used by us to provide you with newsletters and other information about the Manager and other products and services offered by the Manager.

Email Use

You consent to receiving financial statements, and other documents which we are required to send to you, electronically at the email address on this form, or another email address advised to us.

Authority

Unless we hold written authority from all parties authorising a specific person(s) to act on behalf of the investor, we shall require all parties to sign this application and any subsequent withdrawal/variation requests.

Disclosures

Are you or are you immediately related to: a senior member of NZ or foreign government, the judiciary, the military or an ambassador?

Yes No

12. DECLARATION

I have read and retained a copy of the Information Memorandum dated 1 April 2024 for the Midlands Income Wholesale Fund. I agree to the terms outlined above in relation to the Privacy Act, the supply of personal information, email use and the AML/CFT. I understand that the value of my investment is liable to fluctuations and may rise and fall from time to time.

In addition, by signing this Application Form, companies, trusts and partnerships certify that:

- the trust/partnership/company has been duly established and is validly existing under the laws of New Zealand;
- the trust/partnership/company has not been terminated or liquidated and no event requiring the vesting of the trust's/partnership's/company's assets has occurred;
- the Relevant Persons are as shown on this application form; and
- this proposed investment will not cause any limitation on the powers of the trustees/partners/directors to be exceeded.

I agree to be bound by the trust deed for the Midlands Income Wholesale Fund.

I understand that neither the Manager, Trustees Executors Limited nor any other person guarantees the performance of the Midlands Income Wholesale Fund or the repayment of capital or any particular rate of return from the Midlands Income Wholesale Fund.

Signed for Investor (attach additional pages if more signatures are required):

_____ Signature	_____ Signature
_____ Full Name	_____ Full Name
_____ Date	_____ Date

_____ Signature	_____ Signature
_____ Full Name	_____ Full Name
_____ Date	_____ Date

13. SUBMITTING THIS APPLICATION FORM AND MAKING PAYMENTS

The completed application form together with certified proof of identity and a completed wholesale or eligible investor certificate may be scanned and emailed to: investments@mmt.net.nz.

The original application form, identity documents and wholesale or eligible investor certificate must be sent to:

Midlands Funds Management Limited
1/111 Karamu Road
Hastings 4122
PO Box 609
Hastings 4156

On receipt of documents we will contact you and advise you of our bank account details, for payment of your investment sum.

CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY
(Complete only if this application is being signed by attorney)

I, _____
of *(address and occupation of attorney)* _____

HEREBY CERTIFY THAT:

1. By power of attorney dated the _____ day of _____

(Name and occupation of person for whom attorney is signing)

("donor") appointed me his/her/its attorney on the terms and conditions set out in that power of attorney.

2. I have executed the application for units printed on the face of this form as attorney under that power of attorney and pursuant to the power thereby conferred upon me.

3. At the date of this certificate I have not received any notice or information of the revocation of that power of attorney by the death (or winding up) of the donor or otherwise.

Signed at _____ Date ____ / ____ / ____

Signature of attorney _____

IDENTIFICATION SCHEDULE TO VERIFY YOUR IDENTITY AND ADDRESS

To comply with anti-money laundering laws, we need to verify your identity and your address. **Please refer to the schedule below for your identification and address verification requirements. Document copies must be certified by a “trusted referee”.** The description of who is a trusted referee is also below:

Please tick to identify the certified documents you will provide to fulfil the requirements of either Identification Option 1 or Identification Option 2 or Identification Option 3 and in each case the Address Verification Requirement.

☐ Identification Option 1	☐ Identification Option 2	☐ Identification Option 3
One of: <ul style="list-style-type: none"> • NZ passport • NZ certificate of identity • NZ firearms licence • emergency travel document • overseas passport • foreign-issued national identity document • NZ refugee travel document 	<ul style="list-style-type: none"> • NZ driver licence and one of: <ul style="list-style-type: none"> • a credit card, debit or EFTPOS card issued by a registered NZ bank (name and signature must be on the card) • a bank account statement issued by a registered NZ bank addressed to the Relevant Person from the last 12 months. • a document issued by a NZ government agency containing the Relevant Person’s name and signature (e.g. a SuperGold card) • an IRD statement or other NZ government agency statement addressed to the Relevant Person from the last 12 months 	One of the following forms of photo ID: <ul style="list-style-type: none"> • NZ driver licence • Kiwi Access Card (Hospitality Association) • a valid international driving permit and one of: <ul style="list-style-type: none"> • NZ full birth certificate • certificate of NZ citizenship • citizenship certificate issued by a foreign government • birth certificate issued by a foreign government

Address Verification Requirement

In **addition** to the above, each Relevant Person must supply a copy of **one** form of address verification documentation from the following list which cannot be more than 3 months old:

- utility bill
- IRD Tax assessment notice (New Zealand)
- credit card/bank statements from an active account
- government valuation of Properties (evidencing ownership)
- letter from a New Zealand employer on employer’s letterhead (subject to separate verification process)
- Tenancy Agreement for a New Zealand address

Please note; certification of documents must be by a “trusted referee”. See the description of who is a trusted referee below:

WHO IS A TRUSTED REFEREE?

When supplying certified identification documents, the trusted referee must be at least 16 years of age and one of the following:

- Commonwealth Representative (as defined in the Oaths and Declarations Act 1957)
- a member of the Police
- a justice of the peace
- a registered medical doctor
- Kaumātua
- a registered teacher
- a minister of religion
- a lawyer
- a notary public
- New Zealand Honorary Consul
- a Member of Parliament
- a Chartered Accountant

In addition, the trusted referee must not be:

- related to the investor; for example, a trusted referee cannot be a parent, child, brother, sister, aunt, uncle or cousin of the investor
- the spouse or partner of the investor
- a person who lives at the same address as the investor

The trusted referee must sight the original identification documentation, and make a statement on the copy to the effect that the documents provided are a true copy and correctly represent the identity of the investor.

The certification by the trusted referee must include the name, occupation and signature of the trusted referee and the date of certification. Certification must have been carried out in the three months preceding the presentation of the copied document.



MIDLANDS

WHOLESALE FUND

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Wholesale Investor Certificate

Clause 44, 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 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.

Certification

Name of Investor:

The Investor certifies that:

1. it is a "wholesale investor" within the meaning of clause 3(2) of Schedule 1 of the Act; and
2. it understands the consequences of certifying itself to be a "wholesale investor" within the meaning of clause 3(2) of Schedule 1 of the Act.

The grounds on which the Investor claims to be a "wholesale investor" are as follows:

[Place a tick in all appropriate boxes.]

Investment Business (clause 3(2), paragraph (a) of Schedule 1 of the Act)

The Investor is in an investment business in terms of clause 37 because:

- its principal business consists of 1 or more of the following:
 - investing in financial products;
 - acting as an underwriter;
 - providing a financial advice service (as defined in the Act);
 - providing a client money or property service (as defined in the Act);
 - trading in financial products on behalf of other persons;
- it is a registered bank (as defined in section 2(1) of the Reserve Bank of New Zealand Act 1989);
- it is an NBDT (as defined in section 5 of the Non-bank Deposit Takers Act 2013);
- it is a licensed insurer (within the meaning of section 6(1) of the Insurance (Prudential Supervision) Act 2010);
- it is 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;
- it is a derivatives issuer (as defined in the Act) that holds a market services licence under Part 6 of the Act;
- it is a financial adviser (as defined in the Act).

- Investment Activity Criteria (clause 3(2), paragraph (b) of Schedule 1 of the Act)**
 The Investor meets the investor criteria specified in clause 38 because at least 1 of the following applies to the Investor:
 - the Investor owns, or at any time during the 2-year period before the relevant time has owned, a portfolio of specified financial products of a value of at least \$1 million (in aggregate);
 - the Investor has, during the 2-year period before the relevant time, carried out 1 or more transactions to acquire specified financial products where the amount payable under those transactions (in aggregate) is at least \$1 million and the other parties to the transactions are not associated persons of the Investor;
 - the Investor is an individual who has, within the last 10 years before the relevant time, 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 the investment decisions made by the investment business.

- Large (clause 3(2), paragraph (c) of Schedule 1 of the Act)**
 The Investor is large in terms of clause 39 because at least 1 of the following applies to the Investor:
 - as at the last day of each of the 2 most recently completed financial years of the Investor before the time at which this certificate is given, the net assets of the Investor and the entities controlled by the Investor exceeded \$5 million;
 - in each of the 2 most recently completed financial years of the Investor before the time at which this certificate is given, the total consolidated turnover of the Investor and the entities controlled by the Investor exceeded \$5 million.

- Government agency (clause 3(2), paragraph (d) of Schedule 1 of the Act)**
 The Investor is a government agency because they are:
 - a public service agency (as defined in section 5 of the Public Service Act 2020);
 - a Crown entity (as defined in section 7 of the Crown Entities Act 2004);
 - a local authority (as defined in section 5(1) of the Local Government Act 2002);
 - a State enterprise (as defined in section 2 of the State-Owned Enterprise Act 1986);
 - the Reserve Bank of New Zealand;
 - the Board of Trustees of the National Provident Fund (continued under the National Provident Fund Restructuring Act 1990) and a company appointed under clause 3(1)(b) of schedule 4 of that Act.

SIGNED by the Investor

Signature of Investor Name of Signatory

Date



MIDLANDS
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MIDLANDS INCOME WHOLESALE FUND

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

Name of Investor:

This certificate relates to an offer of units in the Midlands Income Wholesale Fund.

The Investor certifies that:

1. it has previous experience in acquiring or disposing of financial products that allows the Investor to assess:
 - (a) the merits of the offer (including assessing the value and the risks of the financial products involved); and
 - (b) the Investor's own information needs in relation to the offer; and
 - (c) the adequacy of the information provided by any person involved in the offer; 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 investing in managed investment schemes and other financial products and understands the risk with investing in different 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.
- Other relevant experience of acquiring or disposing of financial products. **Specify details below:**

SIGNED by the Investor

Signature of Investor

Name of Signatory

Date

Confirmation of Eligible Investor Certificate

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

Confirmation

Name of Eligible Investor:

1. I confirm that:
 - (a) I am:
 - (i) a financial adviser as defined in section 6 the Act; 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 Midlands Funds Management Limited or any of its related bodies corporate (**Relevant Persons**).
 - (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.
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 a financial adviser/qualified statutory accountant/lawyer

Signature

Name

Date