



Mid Cap Fund (Class B)



WHOLESALE INVESTOR CERTIFICATION

(Clause 44 of Schedule 1 of the Financial Markets Conduct Act 2013 (FMCA))

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.

The Offer

Class B units in the Paradice Australian Mid Cap Fund ('the Fund') are offered and issued to investors by Equity Trustees Limited ('Equity Trustees'), with Paradice Investment Management Pty Ltd appointed as the Investment Manager in respect of the Fund.

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

In order to access Class B units in the Fund, please review the Paradice Australian Mid Cap Fund (Class B) New Zealand Wholesale Investors Fact Sheet and product disclosure statement ('PDS'), 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 Paradice Investment Management Pty Ltd at +61 2 8227 7400. Any queries in relation to your wholesale investor certification should be directed to Investor Relations team at Paradice Investment Management Pty Ltd at InvestorRelations@paradice.com.

The client identified below certifies that:

- the client is a wholesale investor within the meaning of Schedule 1 of the FMCA, clause 3(2) (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 Paradice Australian Mid Cap Fund (Class B) New Zealand Wholesale Investors Fact Sheet and PDS.

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.

Unless Equity Trustees 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 Equity Trustees if you are acting on behalf of any third party.

Please select all types of wholesale investor overleaf 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 authorised 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 adviser service within the meaning of section 9 of the Financial Advisers Act 2008) in relation to financial products.
- The client is an entity whose principal business consists of providing a broking service (within the meaning of section 77B of the Financial Advisers Act 2008) in relation to financial products.
- 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 Reserve Bank of New Zealand Act 1989).
- The client is a non-bank deposit taker (within the meaning of section 5 of the Non-bank Deposit Takers Act 2013).
- The client is a licensed insurer (within the meaning of section 6(1) of the Insurance (Prudential Supervision) Act 2010).
- 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 QFE or an authorised financial adviser.

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-year period before the date of this certificate has owned, a portfolio of financial products (excluding category 2 products, 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-year period before the date of this certificate, carried out one or more transactions to acquire financial products (excluding category 2 products, 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 10 years before the date of this certificate, been employed or engaged in an investment business and has, for at least two years during that 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 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 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 government department named in Schedule 1 of the State Sector Act 1988.
- The client is a Crown entity under section 7 of the Crown Entities Act 2004.
- The client is a local authority.
- The client is a State enterprise (within the meaning of section 2 of the State-Owned Enterprises Act 1986).
- 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 (or a company appointed under clause 3(1)(b) of Schedule 4 of that Act).

If the client is an entity, 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 this exclusion.

The client undertakes to provide Equity Trustees with any information it reasonably requests in order to support the certifications provided.

The client acknowledges that this certificate is provided to Equity Trustees and Paradise Investment Management Pty Ltd for the purposes of determining the client's eligibility to be treated as a wholesale investor for the purposes of the FMCA, and that they will be reliant upon the certifications provided in offering financial products or services to the client (whether as part of the Fund or otherwise).

The client understands that this certificate is valid and may be relied upon by Equity Trustees and Paradise Investment Management Pty Ltd for a period of two years following its date, unless earlier revoked.

Name of client:

Account number:

Signatures – all individuals/trustees/partners/officers and two directors must sign

Individual/Joint/Trustee/Director Signature

Date (DDMMYYYY)

Full Name

Capacity

Individual/Joint/Trustee/Director Signature

Date (DDMMYYYY)

Full Name

Capacity

Individual/Joint/Trustee/Director Signature

Date (DDMMYYYY)

Full Name

Capacity