# Appendix 2 - Managing Principal Undertaking

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(the **Managing Principal**) confirm that:

* I became the Managing Principal of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (the**Market Participant**), a designated Market Participant of NZX, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_[*date when Managing Principal* *was appointed to that position*] and still hold that office
* As the Managing Principal of the Market Participant I will take all necessary and reasonable steps to ensure that the Market Participant complies with the NZX Participant Rules, any directions issued from time to time by NZX that are applicable to this Market Participant and will at all times observe Good Broking Practice
* I am sufficiently qualified and experienced to fulfil the function of a Managing Principal
* I am a fit and proper person without any history of dishonest or fraudulent activities
* I have not had any disciplinary action brought against me by any government and/or any regulatory authority
* I have not been declared a bankrupt by the High Court of New Zealand or any other overseas regulatory body
* I am of sound mind
* I have not been prohibited from being a director or partner of any body corporate or from acting in the management or conduct of its affairs
* I have not been found guilty of any breach of the provisions of the Securities Act 1978, Securities Markets Act 1988, the Financial Markets Conduct Act 2013, the Financial Advisers Act 2008, an offence under the Companies Acts 1993 or other companies or securities legislation in New Zealand or any other jurisdiction, or a crime involving dishonesty (as defined in Section 2(a) of the Crimes Act 1961)
* I have not been an officer, director or partner of a body corporate that has been ordered by the Court to be wound up or put in liquidation, in each case, while I was an officer, director or partner of the body corporate
* I have not had any charges or disciplinary actions brought against me as a result of a breach of the NZX Participant Rules, or any NZX Rules, Regulations or Code of Practice and
* I have provided NZX with evidence of my qualifications and experience to fulfil the function of a Managing Principal

**Applicant Signature Date**