

NZX Sponsor – Declaration/Certificate

To be accompanied with an application for listing on the NZAX, NZSX or NZDX

I, _____, of _____
(Director/Partner/Duly Authorised Officer of the NZX Sponsor) (place of abode and occupation)
_____, solemnly and sincerely declare on behalf of
_____(“NZX Sponsor”), that the NZX Sponsor
acts for _____ (“the Applicant”) and that the
NZX Sponsor:

- (a) accepts responsibility to NZX and acknowledges that neither it nor any Director, Partner or Duly Authorised Officer of the NZX Sponsor has any conflicting duties of interest in relation to the Applicant and where applicable its offer of securities;
- (b) confirms that the Directors of the Applicant have received satisfactory advice and guidance (from it or the following professional advisers _____) as to the nature of their responsibilities and obligations to ensure compliance by an Applicant with the Listing Rules for the market the Applicant intends to list on as amended from time to time;
- (c) confirms that to the best of its knowledge and belief, having made due and careful enquiry, all relevant requirements of the Listing Rules relevant to the market the Applicant intends to list on and the Securities Act 1978 have been complied with;

- (d) will be available prior to the Listing of the Applicant to advise and guide the Directors of the Applicant as to their responsibilities and continuing obligations to ensure compliance by the Applicant with the Listing Rules relevant to the market the Applicant intends to list on;
- (e) will comply with the Rules (both Listing Rules and the NZX Participant Rules) applicable to it in its role as NZX Sponsor;
- (f) is satisfied that the Applicant and the securities which are the subject of the Application are appropriate to be admitted to a market provided by NZX;
- (g) confirms that the personnel and expertise of the NZX Sponsor as specified by the NZX Sponsor in its application for designation as an NZX Sponsor (or as subsequently notified to NZX) are, in the case of personnel, still employed by the NZX Sponsor and, in the case of expertise, still current and accurate; and
- (h) will confirm to the NZX in writing if it ceases to be the Applicant's NZX Sponsor, prior to the listing of the Applicant.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declarations Act 1957.

Signature

Declared at **this** **day of** **200**

(Before a person authorised to take a statutory declaration)