# Appendix 5 - Compliance Manager Undertaking

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(the **Compliance Manager**) of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(the **Market Participant**), a designated Market Participant of NZX, confirm to NZX that:

* I was appointed as the Compliance Manager of the Market Participant on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_[*date when the Compliance Manager* *was appointed to that position*] and still hold that office
* I will not undertake any operational activities, including submitting, entering, recording, receiving or processing Orders and/or accounting entries relating to Security transactions, on behalf of the Market Participant or on my own behalf
* I confirm that I have the appropriate skills and experience to undertake the obligations of a Compliance Manager of a Market Participant as set out in the NZX Participant Rules
* I will report any suspected or actual breaches of the NZX Participant Rules, or directions issued from time to time by NZX and any failure by the Market Participant to observe Good Broking Practice as applicable to the class/classes of Market Participant for which the Market Participant is designated to the Market Participant’s Managing Principal/Responsible Executive
* I am a fit and proper person without any history of dishonest or fraudulent activities
* I have not had any charges or disciplinary actions brought against me as a result of a breach of the NZX Participant Rules, and/or any NZX Rules, Regulations or Code of Practice
* I have not had any disciplinary action brought against me by any government and/or any regulatory authority and
* I have not been declared a bankrupt by the High Court of New Zealand or any overseas regulatory body

**Compliance Manager Signature**

**Date**

**Managing Principal/Responsible Executive Signature**

**Date**