



## Appendix 1 - Market Participant Application

### Completing this application

This form must be completed for an application for designation as a Market Participant. Please read and follow all instructions. It is essential that you read this application form in conjunction with the NZX Participant Rules.

Please complete this application and any applicable Schedules and provide all requested supporting documentation as set out in the checklist below.

If you need assistance with your application, please contact NZX Participant Compliance on [compliance@nzx.com](mailto:compliance@nzx.com) or +64 4 498 2279.

All information provided to NZX in relation to this application will be kept confidential, except to the extent that disclosure of any or all of the information provided is necessary for the exercise of NZX's regulatory functions, or as required by law.

NZX reserves the right to decline an application even if it meets the prescribed minimum criteria set out in the Participant Rules.

Completed application forms (together with any supporting information) should be emailed to [compliance@nzx.com](mailto:compliance@nzx.com).

### Checklist

Please ensure that the following documentation and information has been provided:

- Application form, including relevant schedules as set out below, has been completed and the undertaking signed by two Authorised Signatories
- Supporting documentation and/or any documentation requested by NZX
- Schedules applicable to the Applicant and the class or classes of Market Participant for which the Applicant is seeking designation have been completed
- In the case of a company, a copy of the certificate of incorporation and names and details of directors and shareholders of the company and a copy of the Constitution which must comply with Rule 3.7



- In the case of a partnership, a list of the partners and a copy of the partnership deed which must comply with Rule 3.7 and where a partner is a company, details of the directors and shareholders of that company
- The Applicant's audited accounts for the preceding 5 years
- Details of any legal or arbitration proceedings active, threatened or pending against the Applicant or any member of its group which may have a significant effect on the reputation of the Applicant
- Details of any adverse or potentially adverse matters in respect of the Applicant which have been brought to the attention of any relevant regulatory authorities during the last 6 years (where possible please provide copies of any relevant correspondence in relation to such matters)
- A summary of the Applicant's business plan with respect to participation on NZX's markets
- Details of the Applicant's management controls, and a copy of its compliance manuals and procedures
- The Applicant's training plan for key personnel
- Details of the Applicant's technology relevant to its Broking Business, including the trading system and back office system
- Details of the Applicant's payment and accounting systems
- Undertakings as required by the NZX Participant Rules in support of the application (Directors / Partners, Managing Principal / Responsible Executive, Dealer, Compliance Manager, Surveillance Officer, NZX Adviser / NZDX Adviser)
- Evidence of any registration or licence held by the Applicant (if required by law)
- Any other information which the Applicant thinks may be relevant to NZX in considering this application

Type of Application	Sections / Schedules Required
All Applicants	Applicant Details
All Applicants	Undertaking by Applicant to NZX
Overseas Applicants	Schedule 1
NZX Trading and Advising Firm or NZX Advising Firm	Schedule 2
Market Participant (other than an NZX Trading and Advising Firm or NZX Advising Firm)	Schedule 3
Trading Participant (includes: NZX Trading and Advising Firm, Principal Book Only Dealer or Bank Only Participant)	Schedule 4
Client Advising Participant (includes: NZX Trading and Advising Firm, NZX Advising Firm or Bank Only Participant)	Schedule 5
NZX Sponsor and/or and Distribution and Underwriting Sponsor	Schedule 6
NXT Advisors	Schedule 7



## Applicant Details

### Name of Applicant

State the company, firm, organisation, corporation or partnership name of the Applicant

### Trading name (if different) to name above:

### Applicant's address and contact details

Details of the address and contact telephone numbers of the Applicant's principal place of Broking Business (Principal Broking Office) and registered office, if different

### Name, position and contact details of main contact person for the Applicant to discuss this application

### Application class

State the class or classes of Market Participant designation being applied for

### Management structures

Details of the Applicant's management structures and names of the personnel holding management positions, when they were appointed and details of the experience of those persons relevant to the class of Market Participant for which the Applicant is seeking designation (see Participant Rules 3.1.3(f) and 3.10)

### Director details

Where the Applicant is a company, list the names of each director and provide an undertaking from each director in the form provided in Appendix 4





**Partner details**

Where the Applicant is a partnership, list the names of each partner and provide an undertaking from each such partner in the form provided in Appendix 4

**Emergency contacts**

Details of the Applicant's emergency contacts

**Insurance**

Details of the Applicant's professional indemnity insurance and directors' and officers' liability insurance, including all information required by Participant Rule 3.26.3

**Broking Office**

Location of any other Broking Office of the Applicant (and the name of the person who meets the requirements of Participant Rule 3.8.4 and under whose full time control those Broking Offices are)

**Compliance Manager**

Name and business contact details of the Applicant's proposed Compliance Manager and details of any other position held by such person. Please complete the undertaking in Appendix 5, if applicable. This requirement is not applicable to Applicants for designation as a NZX Sponsor, Distribution and Underwriting Sponsor or NXT Advisor.

**Surveillance Officer**

Name and business contact details of the Applicant's proposed Surveillance Officer, if required under Participant Rule 3.11.6, and details of any other position held by such person. Please complete the undertaking in Appendix 6, if applicable. This requirement is not applicable to Applicants for designation as a NZX Sponsor, Distribution and Underwriting Sponsor or NXT Advisor





**Applicant's Group**

*Details of the Applicant's Group structure (see Participant Rule 3.12)*

**Information barriers**

*An outline of the Applicant's practices and procedures if applicable (see Participant Rule 3.24)*





## Undertaking by Applicant to NZX

\_\_\_\_\_ (the **Applicant**)

applies for approval as a Market Participant in the following classes:

and, if NZX grants approval, the Applicant undertakes:

- To comply with its obligations and responsibilities under the NZX Participant Rules and any applicable NZX Listing Rules for any of the markets provided by NZX
- To carry out its responsibilities as a Market Participant honestly and diligently
- To comply with the NZX Participant Rules as applicable to the class/classes of Market Participant the Applicant is designated as, any directions given from time to time by NZX and at all times observe Good Broking Practice
- To ensure that all of its Employees are competent and comply fully with all applicable NZX Participant Rules, any direction given from time to time by NZX and at all times observe Good Broking Practice
- To pay all fees, levies or other charges as set from time to time by NZX and
- To adhere to any other condition imposed from time to time by NZX as a requirement of designation as a class of Market Participant

The Applicant confirms that:

- All the information contained in this application form and otherwise supplied is complete, true, accurate and not misleading
- It has read the NZX Participant Rules and believes that this application conforms to the criteria (except as specifically notified to you with this application) for designation as a Market Participant as set out in those Rules
- Neither the Applicant nor any of the personnel named in this application have been subject to any disciplinary action by a regulator or law enforcement agency in the context of financial services or corporate finance and save as set out in this application, have not been disqualified by a court from acting as a director or partner of any body corporate or from acting in the management or conduct of its affairs

### Signature of two Authorised Signatories:

Name: \_\_\_\_\_  
Full name of Signatory

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_  
Full name of Signatory

Signature: \_\_\_\_\_ Date: \_\_\_\_\_



## Schedule 1 - Overseas Applicants

An Applicant who is resident or incorporated outside of New Zealand must provide the following information:

### **Overseas regulatory structure**

*Sufficient details on the regulatory structure and rules of the Recognised Securities Exchange or other regulatory authority which regulates the activities of that Applicant outside of New Zealand (Participant Rule 3.2.1). Please provide evidence that the Applicant is regulated by an overseas regulatory authority*

NZX may require an Overseas Applicant to give additional undertakings in relation to any matter that NZX, at its complete discretion, considers reasonable and in the best interests of ensuring fair and orderly markets.







## Schedule 2 - NZX Trading and Advising Firms and NZX Advising Firms

An Applicant who is applying for designation as an NZX Trading and Advising Firm or NZX Advising Firm must provide the following information:

### **Name and contact details of the Applicant's proposed Managing Principal**

*Please provide the name and business contact details for the Applicant's proposed Managing Principal and details of any other position they hold*

### **Details of the Applicant's proposed Managing Principal's qualifications and experience**

*Please provide details of the proposed Managing Principal's qualifications and experience*

- Please provide a completed undertaking in the form provided in Appendix 2





## Schedule 3 - Market Participants that are not NZX Trading and Advising Firms or NZX Advising Firms

An Applicant who is applying for designation as a Market Participant other than as an NZX Trading and Advising Firm or NZX Advising Firm must provide the following information:

### **Name and contact details of the Applicant's proposed Responsible Executive**

*Please provide the name and business contact details for the Applicant's proposed Responsible Executive and details of any other position they hold*

- Please provide a completed application and undertaking in the form provided in Appendix 3





## Schedule 4 - Trading Participants

An Applicant who is applying for designation as a Trading Participant, which includes an NZX Trading and Advising Firm, Principal Book Only Dealer or Bank Only Participant, must provide the following information:

### Dealers

*Please specify the names of the Applicant's proposed Dealers as required under Participant Rule 4.2*

- Please provide a completed application and undertaking in the form provided in Appendix 7 for each Dealer





## Schedule 5 - Client Advising Participants

An Applicant who is applying for designation as a Client Advising Participant, which includes an NZX Trading and Advising Firm, NZX Advising Firm or Bank Only Participant, must provide the following information:

### **NZX Advisers**

*Please provide the names of the Applicant's NZX Advisers as required under Participant Rule 5.2*

- Please provide a completed application and undertaking in the form provided in Appendix 9 for each NZX Adviser

### **NZDX Advisers**

*Please provide the names of the Applicant's NZDX Advisers as required under Participant Rule 5.3*

- Please provide a completed application and undertaking in the form provided in Appendix 10 for each NZDX Adviser





## Schedule 6 - NZX Sponsors / Distribution and Underwriting Sponsors

An Applicant seeking designation as an NZX Sponsor and/or Distribution and Underwriting Sponsor must provide the following additional information:

### **NZX listings and quotation history**

*Please advise whether the Applicant has undertaken a lead role in bringing an Issuer to any of the NZX markets in the last 3 years. If yes, please provide further details of these transactions, including the Applicant's role, the listing dates and the size of the transactions*

### **Independence**

*When exercising its authority to act, a NXT Advisor must be able to demonstrate to NZX that it and its executives are independent from the company it proposes to act for and that its independence is not compromised by an actual or potential conflict of interest. Please provide details of the Applicant's procedures for managing its independence*

### **Principal activities**

*Please provide details of the Applicant's principal activities, including a statement of the Applicant's market position in the relevant activities and the length of time the Applicant has been operating in those areas, particularly those relating to the following relevant transactional areas:*

- *public offerings under the Securities Act 1978 and / or regulated offers made under the Financial Markets Conduct Act 2013*
- *mergers and acquisitions*
- *joint ventures*
- *takeovers*
- *corporate finance advisory work or transactions or "relevant activities"*





**Lead role**

*In respect of the Applicant's principal activities, please provide details of activities, within the last three years, in which the Applicant has undertaken a lead role*

**References**

*Where applicable please provide any references or testimonials from clients in relation to the Applicant's performance in the relevant activities*

**Business reasons for application**

*Please provide details of the Applicant's business reasons for seeking approval as a NZX Sponsor and/or Distribution and Underwriting Sponsor*

**Relationships with existing Market Participants**

*Please advise the extent of the Applicant's business relationships with any existing Market Participants*

**Personnel profile:**

An Applicant seeking designation as an NZX Sponsor and/or Distribution and Underwriting Sponsor must complete the personnel profile below for each Principal, Partner, Director or Employee who will be working in a key role in the NZX Sponsor and/or Distribution and Underwriting Sponsor's Business.





**Principal, Partner, Director or Employee details**

*Please provide the full name and contact details for each relevant Principal, Partner, Director or Employee who will be working in a key role in the NZX Sponsor and/or Distribution and Underwriting Sponsor's Business*

**Qualifications and experience**

*In respect of each person noted above, please provide details of the professional or business qualifications and/or memberships of any professional bodies, employment history and relevant transaction experience. This information may be provided as a separate supplement for each relevant person*





## Schedule 7 - NXT Advisors

An Applicant seeking designation as a NXT Advisor must answer the following questions and provide the following additional information:

### **Suitability for NXT Market listing**

*Please provide details of the Applicant's relevant experience that will enable the Applicant to assess the suitability of applicants for listing on the NXT Market and assist them with listing on the NXT Market*

### **Ongoing support**

*A NXT Advisor is required to provide ongoing support to NXT companies in relation to compliance with the NXT Market Rules. This should allow the NXT Advisor to gain comfort that the NXT Company is able to manage its obligations without the assistance of a NXT Advisor by the end of the three year period. Please provide details of your coaching and mentoring framework, which includes plans for reviewing and tracking the NXT Company's compliance maturity*

### **Independence**

*When exercising its authority to act, a NXT Advisor must be able to demonstrate to NZX that it and its executives are independent from the company it proposes to act for and that its independence is not compromised by an actual or potential conflict of interest. Please provide details of the Applicant's procedures for managing its independence*

### **Principal activities**

*Please provide details of the Applicant's principal activities, including a statement of the Applicant's market position in the relevant activities and the length of time the Applicant has been operating in those areas, particularly those relating to the following relevant transactional areas:*

- *public offerings under the Securities Act 1978 and / or regulated offers made under the Financial Markets Conduct Act 2013*
- *mergers and acquisitions*
- *joint ventures*
- *takeovers*
- *corporate finance advisory work or transactions or "relevant activities"*







**Lead role**

*In respect of the Applicant's principal activities, please provide details of activities, within the last three years, in which the Applicant has undertaken a lead role*

**References**

*Where applicable please provide any references or testimonials from clients in relation to the Applicant's performance in the relevant activities*

**Business reasons for application**

*Please provide details of the Applicant's business reasons for seeking approval as a NXT Advisor*

**Relationships with existing Market Participants**

*Please advise the extent of the Applicant's business relationships with any existing Market Participants*

**Personnel profile:**

An Applicant seeking designation as a NXT Advisor must complete the personnel profile below for each relevant Principal, Partner, Director or Employee who will be working in a key role in the NXT Advisor's Business.





Key personnel will need to complete the NXT Advisor Rules Test, relating to the NXT Market Rules and the obligations of NXT Advisors under the Participant Rules.

**Principal, Partner, Director or Employee details**

*Please provide the full name and contact details for each relevant Principal, Partner, Director or Employee who will be working in a key role in the NXT Advisor's Business*

**Qualifications and experience**

*In respect of each person noted above, please provide details of the professional or business qualifications and/or memberships of any professional bodies, employment history and relevant transaction experience. This information may be provided as a separate supplement for each relevant person*





## 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** \_\_\_\_\_



## Appendix 3 - Responsible Executive Application

### Completing this application

This form must be completed for an application for approval as a Responsible Executive. Please read and follow all instructions.

If you need assistance with your application, please contact NZX Participant Compliance on [compliance@nzx.com](mailto:compliance@nzx.com) or +64 4 498 2279.

All information provided to NZX in relation to this application will be kept confidential, except to the extent that disclosure of any or all of the information provided is necessary for the exercise of NZX's regulatory functions, or as required by law.

NZX reserves the right to decline an application even if it meets the prescribed minimum criteria.

Completed application forms (together with any supporting information) should be emailed to [compliance@nzx.com](mailto:compliance@nzx.com) or uploaded to the NZX Participant reporting platform.

### Checklist

Please ensure that the following documentation and information has been provided:

- Application form has been completed and the undertaking signed by the Applicant
- Evidence of the Applicant's qualifications
- Applicant's CV outlining employment history and experience
- Details of any adverse or potentially adverse matters in relation to the Applicant which have been brought to the attention of any relevant regulatory authorities during the last 6 years
- Evidence of the Applicant's integrity and high standard of business conduct, which may be via testimonials, references, referees
- Any other relevant information in relation to this application





## Applicant Details

### Full name

*Include your first name, middle names and last name*

### Contact details

*State your telephone number and email address*

### Market Participant

*The name of the Market Participant that is appointing you as its Responsible Executive*

### Broking Office

*State the address of the broking office you work in*

### Qualifications

*Please provide details of your professional and educational qualifications and memberships of any professional bodies. Evidence of completion should be provided*

### Experience and expertise

*Please provide a summary of your employment history and relevant experience. Details of any of the matters set out in Rule 3.4.3 should also be provided. Please include details of the numbers of years employed, the position, employer details and a summary of the role*





## Responsible Executive Undertaking

I, \_\_\_\_\_ (the **Responsible Executive**) confirm that:

- All of the information contained in this application and otherwise supplied is complete, true, accurate and not misleading
- I have read the relevant NZX Participant Rules and believe that this application conforms to the criteria (except as specifically notified to NZX with this application) for designation as a Responsible Executive
- As the Responsible Executive 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 the Market Participant and will at all times observe Good Broking Practice
- I am sufficiently qualified and experienced to fulfil the function of a Responsible Executive
- 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 and
- 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

**Applicant Signature** \_\_\_\_\_ **Date** \_\_\_\_\_



## Appendix 4 - Directors/Partners Undertaking

I, \_\_\_\_\_ (the **Director/Partner**) confirm that:

- I became a Director/Partner of \_\_\_\_\_ (the **Market Participant**), a designated Market Participant of NZX, on \_\_\_\_\_ [date when Director/Partner was/will be appointed to that position] and still hold that office
- As a Director/Partner 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 a fit and proper person without any history of dishonest or fraudulent activities
- 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 not had any disciplinary action brought against me by any government and/or any regulatory authority

**Director/Partner Signature** \_\_\_\_\_ **Date** \_\_\_\_\_



## 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** \_\_\_\_\_







## Appendix 6 - Surveillance Officer Undertaking

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

- I was appointed as the Surveillance Officer of the Market Participant on \_\_\_\_\_ [*date when the Surveillance Officer 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 the Surveillance Officer of the Market Participant, as set out in 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 brought against me as a result of a breach of the NZX Participant Rules, and/or the NZX Rules, Regulations or Code of Practice in existence prior to the NZX Participant Rules coming into force
- 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

**Surveillance Officer Signature** \_\_\_\_\_

**Date** \_\_\_\_\_

**Managing Principal/Responsible Executive Signature** \_\_\_\_\_

**Date** \_\_\_\_\_



## Appendix 7 - Dealer Application

### Completing this application

This form must be completed for an application for designation as a Dealer. Please read and follow all instructions.

If you need assistance with your application, please contact NZX Participant Compliance on [compliance@nzx.com](mailto:compliance@nzx.com) or +64 4 498 2279.

All information provided to NZX in relation to this application will be kept confidential, except to the extent that disclosure of any or all of the information provided is necessary for the exercise of NZX's regulatory functions, or as required by law.

NZX reserves the right to decline an application even if it meets the prescribed minimum criteria.

Completed application forms (together with any supporting information) should be emailed to [compliance@nzx.com](mailto:compliance@nzx.com) or uploaded to the NZX Participant reporting platform.

### Checklist

Please ensure that the following documentation and information has been provided:

- Application form has been completed and the undertaking signed by the Applicant
- Undertaking has been signed by the Market Participant's Managing Principal or Responsible Executive
- Evidence of the Applicant's qualifications and professional memberships
- Applicant's CV outlining employment history and experience
- Details of any adverse or potentially adverse matters in relation to the Applicant which have been brought to the attention of any relevant regulatory authorities during the last 6 years
- Any other relevant information in relation to this application





## Applicant Details

### Full name

*Include your first name, middle names and last name*

### Market Participant

*State the name of the Market Participant that employs you*

### Broking Office

*State the address of the broking office you work in*

### Contact details

*State your telephone number and email address*

### Supervising Dealer

*State the name and contact details of the Dealer currently supervising you at the Market Participant*

### Qualifications, experience and expertise

*Please provide details of your qualifications and a summary of your employment history and relevant experience, including details of the numbers of years employed, the position, employer details and a summary of the role. Please include the information specified in NZX Participant Rule 4.4.2*





## Dealer Undertaking

I, \_\_\_\_\_ (the **Applicant**) confirm that:

- All of the information contained in this application and supplied to NZX is complete, true, accurate and not misleading
- I have read the relevant NZX Participant Rules and believe that this application conforms to the criteria (except as specifically notified to NZX with this application) for designation as a Dealer
- I am a fit and proper person without any history of dishonest or fraudulent activities
- I have not been declared a bankrupt by the High Court of New Zealand or any 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 Act 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 had any disciplinary action brought against me by any government and/or any regulatory authority
- 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
- 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 agree to abide by all the NZX Participant Rules, any direction given from time to time by NZX as applicable to my position as a NZX Dealer and will at all times observe Good Broking Practice
- I agree that upon being designated by NZX as a Dealer, the NZX Participant Rules in force from time to time shall form a binding contract between myself and NZX
- I agree to provide any additional information as requested by NZX for the purpose of reviewing my application for designation as a Dealer
- I have undertaken the accreditation and training as required by the NZX Participant Rules
- I agree to undertake any additional accreditation and/or training as required from time to time by NZX and
- I agree to pay to NZX any fees, levies or other charges (including, but not limited to, fines for breaches of the NZX Participant Rules) as set by NZX from time to time

**Applicant Signature** \_\_\_\_\_ **Date** \_\_\_\_\_



## Market Participant Undertaking

As Managing Principal/Responsible Executive of \_\_\_\_\_  
(the **Market Participant**), I confirm that the Market Participant supports this application and that:

- The Applicant has undertaken the required training specified in the NZX Participant Rules
- The Applicant has demonstrated a thorough working knowledge of the NZX Participant Rules, and directions given from time to time by NZX as applicable to Dealers
- The Applicant has a working knowledge of the Trading System and
- The Applicant will undertake regular training to ensure ongoing compliance with the NZX Participant Rules, directions given by NZX from time to time, and Good Broking Practice

The Market Participant requests that the Applicant be designated as a Dealer and provided access to the Trading System.

**Managing Principal/Responsible Executive Signature** \_\_\_\_\_

**Date** \_\_\_\_\_





## Appendix 8 – Resignation of Dealer/FSM Dealer

We \_\_\_\_\_ (the **Market Participant**) notify NZX of the resignation of our Dealer/FSM Dealer \_\_\_\_\_ [*Name of Dealer/FSM Dealer*].

**Category of Dealer [*tick all that apply*]:**

- Dealer
- FSM Dealer

**Reason for resignation as Dealer (tick one):**

- Ceased employment with Market Participant
- Change of position within Market Participant

The effective resignation date is \_\_\_\_\_

**Please (tick one):**

- Suspend access until live orders have matched/expired
- Fully deactivate access

**Compliance Manager Signature** \_\_\_\_\_

**Date** \_\_\_\_\_



## Appendix 9 - NZX Adviser Application

### Completing this application

This form must be completed for an application for designation as an NZX Adviser. Please read and follow all instructions.

If you need assistance with your application, please contact NZX Participant Compliance on [compliance@nzx.com](mailto:compliance@nzx.com) or +64 4 498 2279.

All information provided to NZX in relation to this application will be kept confidential, except to the extent that disclosure of any or all of the information provided is necessary for the exercise of NZX's regulatory functions, or as required by law.

NZX reserves the right to decline an application even if it meets the prescribed minimum criteria.

Completed application forms (together with any supporting information) should be emailed to [compliance@nzx.com](mailto:compliance@nzx.com) or uploaded to the NZX Participant reporting platform.

### Checklist

Please ensure that the following documentation and information has been provided:

- Application form has been completed and the undertaking signed by the Applicant
- Undertaking has been signed by the Market Participant's Managing Principal or Responsible Executive
- Evidence of the Applicant's qualifications and professional memberships
- Applicant's CV outlining employment history and experience
- Evidence of the Applicant's registrations or licences
- Details of any adverse or potentially adverse matters in relation to the Applicant which have been brought to the attention of any relevant regulatory authorities during the last 6 years
- Any other relevant information in relation to this application





## Applicant Details

### Full name

*Include your first name, middle names and last name*

### Market Participant

*State the name of the Market Participant that employs you*

### Broking Office

*State the address of the broking office you work in*

### Qualifications

*Please provide details of your professional and educational qualifications, as specified in the applicable Guidance Note. Evidence of completion should be provided*

### Professional memberships

*Please provide details of your relevant professional memberships*

### Experience and expertise

*Please provide a summary of your employment history and relevant experience, as specified in the applicable Guidance Note. Please include details of the numbers of years employed, the position, employer details and a summary of the role*

### Registrations or licences

*Please provide details of any registrations or licences you hold, including any required by law*







## NZX Adviser Undertaking

I, \_\_\_\_\_ (the **Applicant**) confirm that:

- All of the information contained in this application and supplied to NZX is complete, true, accurate and is not misleading
- I have read the relevant NZX Participant Rules and Guidance Note and believe that this application conforms to the criteria (except as specifically notified to NZX with this application) for designation as an NZX Adviser
- I am a fit and proper person without any history of dishonest or fraudulent activities
- 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 Act 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 had any disciplinary action brought against me by any government and/or any regulatory authority
- 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
- 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 agree to abide by all the NZX Participant Rules, any direction given from time to time by NZX as applicable to my position as an NZX Adviser and will at all times observe Good Broking Practice
- I agree that upon being designated by NZX as an NZX Adviser, the NZX Participant Rules in force from time to time shall form a binding contract between myself and NZX
- I agree to provide any additional information as requested by NZX for the purpose of reviewing my application for designation as an NZX Adviser
- I have undertaken the accreditation and training as required by the NZX Participant Rules
- I agree to undertake any additional accreditation and/or training as required from time to time by NZX and
- I agree to pay to NZX such fees, levies or other charges (including, but not limited to, fines for breaches of the NZX Participant Rules) as are set from time to time by NZX

**Applicant Signature** \_\_\_\_\_ **Date** \_\_\_\_\_



## Market Participant Undertaking

As Managing Principal of \_\_\_\_\_ (the **Market Participant**), I confirm that the Market Participant supports this application and that:

- The Applicant has met the education requirements for an NZX Adviser specified in the applicable Guidance Note
- The Applicant has met the employment and/or experience requirements for an NZX Adviser specified in the applicable Guidance Note and
- The Applicant will undertake regular training to ensure ongoing compliance with the NZX Participant Rules, directions given by NZX from time to time, and Good Broking Practice

**Managing Principal/Responsible Executive Signature** \_\_\_\_\_

**Date** \_\_\_\_\_





## Appendix 10 - NZDX Adviser Application

### Completing this application

This form must be completed for an application for designation as an NZDX Adviser. Please read and follow all instructions.

If you need assistance with your application, please contact NZX Participant Compliance on [compliance@nzx.com](mailto:compliance@nzx.com) or +64 4 498 2279.

All information provided to NZX in relation to this application will be kept confidential, except to the extent that disclosure of any or all of the information provided is necessary for the exercise of NZX's regulatory functions, or as required by law.

NZX reserves the right to decline an application even if it meets the prescribed minimum criteria.

Completed application forms (together with any supporting information) should be emailed to [compliance@nzx.com](mailto:compliance@nzx.com) or uploaded to the NZX Participant reporting platform.

### Checklist

Please ensure that the following documentation and information has been provided:

- Application form has been completed and the undertaking signed by the Applicant
- Undertaking has been signed by the Market Participant's Managing Principal or Responsible Executive
- Evidence of the Applicant's qualifications and professional memberships
- Applicant's CV outlining employment history and experience
- Evidence of the Applicant's registrations or licences
- Details of any adverse or potentially adverse matters in relation to the Applicant which have been brought to the attention of any relevant regulatory authorities during the last 6 years
- Any other relevant information in relation to this application





## Applicant Details

### Full name

*Include your first name, middle names and last name*

### Market Participant

*State the name of the Market Participant that employs you*

### Broking Office

*State the address of the broking office you work in*

### Qualifications

*Please provide details of your professional and educational qualifications, as specified in the applicable Guidance Note. Evidence of completion should be provided*

### Professional memberships

*Please provide details of your relevant professional memberships*

### Experience and expertise

*Please provide a summary of your employment history and relevant experience, as specified in the applicable Guidance Note. Please include details of the numbers of years employed, the position, employer details and a summary of the role*

### Registrations or licences

*Please provide details of any registrations or licences you hold, including any required by law*





## NZDX Adviser Undertaking

I, \_\_\_\_\_ (the **Applicant**) confirm that:

- All of the information contained in this application and supplied to NZX is complete, true, accurate and is not misleading
- I have read the relevant NZX Participant Rules and Guidance Note and believe that this application conforms to the criteria (except as specifically notified to NZX with this application) for designation as an NZDX Adviser
- I am a fit and proper person without any history of dishonest or fraudulent activities
- 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 Act 1993 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 had any disciplinary action brought against me by any government and/or any regulatory authority
- 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 the Code of Practice
- 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 agree to abide by all the NZX Participant Rules, any direction given from time to time by NZX as applicable to my position as an NZDX Adviser and will at all times observe Good Broking Practice
- I agree that upon being designated by NZX as an NZDX Adviser, the NZX Participant Rules in force from time to time shall form a binding contract between myself and NZX
- I agree to provide any additional information as requested by NZX for the purpose of reviewing my application for designation as an NZDX Adviser
- I have undertaken the accreditation and training as required by the NZX Participant Rules
- I agree to undertake any additional accreditation and/or training as required from time to time by NZX and
- I agree to pay to NZX such fees, levies or other charges (including, but not limited to, fines for breaches of the NZX Participant Rules) as set by NZX from time to time

**Applicant Signature** \_\_\_\_\_ **Date** \_\_\_\_\_



## Market Participant Undertaking

As Managing Principal/Responsible Executive of \_\_\_\_\_  
(the **Market Participant**), I confirm that the Market Participant supports this application and that:

- The Applicant has met the education requirements for an NZDX Adviser specified in the applicable Guidance Note
- The Applicant has met the employment and/or experience requirements for an NZDX Adviser specified in the applicable Guidance Note and
- The Applicant will undertake regular training to ensure ongoing compliance with the NZX Participant Rules, directions given by NZX from time to time, and Good Broking Practice

**Managing Principal/Responsible Executive Signature** \_\_\_\_\_  
**Date** \_\_\_\_\_





## Appendix 11 - NXT Advisor Declaration

### Applicant Details

#### Name of NXT Advisor

*State the name of the NXT Advisor*

#### Name of Applicant

*Details of the Applicant seeking listing or quotation of its Securities on the NXT Market*

#### Type of Security

*Details of the type of Securities the Applicant wishes to be quoted on the NXT Market*

### NXT Advisor Declaration

As NXT Advisor for the Applicant, we declare that:

- The Applicant meets the requirements for listing and/or quotation as specified in the NXT Market Rules
- The directors of the Applicant are fit and proper persons to govern the company
- The Applicant is appropriate for listing and/or quotation, by reference to guidelines published by NZX from time to time
- All subscribers in the initial public offer (if a public offer is to be made immediately prior to listing) are eligible to trade on the NXT Market
- Directors and senior management of the Applicant are capable of managing a listed company
- The NXT Advisor and its executives are independent from the Applicant and
- The Applicant's key operating milestones meet the NXT standard

**Responsible Executive Signature** \_\_\_\_\_ **Date** \_\_\_\_\_





## Appendix 12 - Direct Market Access Application

### Completing this application

This form must be completed for an application by a Trading Participant seeking either to become a Direct Market Access (DMA) Participant or for the approval of a new DMA system. A separate application is required for each new DMA system through which a Trading Participant proposes to offer DMA. Please read and follow all instructions.

If you need assistance with your application, please contact NZX Participant Compliance on [compliance@nzx.com](mailto:compliance@nzx.com) or +64 4 498 2279.

All information provided to NZX in relation to this application will be kept confidential, except to the extent that disclosure of any or all of the information provided is necessary for the exercise of NZX's regulatory functions, or as required by law.

NZX reserves the right to decline an application even if it meets the prescribed minimum criteria.

Completed application forms (together with any supporting information) should be emailed to [compliance@nzx.com](mailto:compliance@nzx.com) or uploaded to the NZX Participant reporting platform.

### Checklist

Please ensure that the following documentation and information has been provided:

- Application form has been completed and the undertaking signed by two Authorised Signatories
- Details of the Applicant's DMA management controls and compliance procedures specific to DMA
- Details of the Applicant's DMA system controls, filters, screens and security measures specific to DMA
- The Applicant's training plan for key personnel and DMA Authorised Persons
- Details of the DMA Applicant's technology relevant to its business, including trading system and back office system and ISV system (where relevant)
- Any other relevant information in relation to this application







## Applicant Details

### **Name of Applicant**

*State the Market Participant's name*

### **Name, position and contact details of main contact person for the Applicant to discuss this application**

### **Direct Market Access (DMA) manager or technical contact**

*State the name, phone number and email address of the Applicant's DMA manager or technical contact*

### **DMA software and version number**

*Please provide details of the DMA software to be used, including version number*

### **Location of DMA server and FIX gateway**

*State the address of the DMA server and FIX gateway*

### **DMA technology, including trading system, back office system and ISV system (where relevant)**

*Please provide details of the DMA technology relevant to your DMA business, including trading system, back office system and ISV system (where relevant)*

### **DMA management controls and compliance procedures**

*Please provide details of the DMA management controls and copies of compliance procedures*





**DMA system controls, filters, screens and security measures**

*Please provide details of the DMA system controls, filters, screens and security measures*





## Undertaking by Applicant to NZX

\_\_\_\_\_ (the **Applicant**)  
applies for approval as a DMA Participant / approval of a new system for DMA and, if NZX grants approval, the Applicant, undertakes:

- To comply with its obligations and responsibilities under NZX Participant Rules in relation to DMA
- To carry out its responsibilities in offering DMA honestly and diligently
- To comply with the NZX Participant Rules as applicable to DMA, any directions given from time to time by NZX and at all times observe Good Broking Practice
- To ensure that all of its Employees are competent and will comply fully with all applicable NZX Participant Rules, any direction given from time to time by NZX and at all times observe Good Broking Practice
- To pay all fees, levies or other charges set from time to time by NZX and
- To adhere to any other condition imposed from time to time by NZX as a requirement of approval to provide DMA

The Applicant confirms that:

- All the information contained in this application form and otherwise supplied to NZX is complete, true, accurate and not misleading
- It has read the NZX Participant Rules, pertaining to DMA and believes that this application conforms to the criteria (except as specifically notified to you with this application) for approval to provide DMA as set out in the NZX Participant Rules
- Neither the Applicant nor any of the personnel named in this application have been subject to any disciplinary action by a regulator or law enforcement agency in the context of financial services or corporate finance and save as set out in this application, have not been disqualified by a court from acting as a director of any body corporate or from acting in the management or conduct of its affairs

### Signature of two Authorised Signatories:

Name: \_\_\_\_\_  
Full name of Signatory

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_  
Full name of Signatory

Signature: \_\_\_\_\_ Date: \_\_\_\_\_





## Appendix 13 - Market Maker Application

### Completing this application

This form must be completed for an application by either an NZX Trading and Advising Firm or a Principal Book Only Dealer that is seeking designation as a Market Maker in specific Securities quoted on a market provided by NZX. Please read and follow all instructions.

If you need assistance with your application, please contact NZX Participant Compliance on [compliance@nzx.com](mailto:compliance@nzx.com) or +64 4 498 2279.

All information provided to NZX in relation to this application will be kept confidential, except to the extent that disclosure of any or all of the information provided is necessary for the exercise of NZX's regulatory functions, or as required by law.

NZX reserves the right to decline an application even if it meets the prescribed minimum criteria.

Completed application forms (together with any supporting information) should be emailed to [compliance@nzx.com](mailto:compliance@nzx.com) or uploaded to the NZX Participant reporting platform.

NZX reserves the right to decline an application notwithstanding that an applicant meets the prescribed minimum criteria.

### Checklist

Please ensure that the following documentation and information has been provided:

- Application form has been completed and the undertaking signed by two Authorised Signatories
- Any other relevant information in relation to this application





## Applicant Details

### **Name of Applicant**

*State the name of the NZX Trading and Advising Firm or Principal Book Only Dealer that is applying to become a Market Maker*

### **Name, position and contact details of main contact person for the Applicant to discuss this application**

### **NZX Listed Security or Securities**

*Please provide details of the NZX listed Securities that the Applicant is seeking to make markets in*





## Undertaking by Applicant to NZX

\_\_\_\_\_ (the **Applicant**)  
hereby applies for designation as a Market Maker in the Security(ies) set out in this application and if NZX grants approval to the Applicant, undertakes:

- To carry out its responsibilities as a Market Maker honestly and diligently
- To comply with the NZX Participant Rules, any directions given from time to time by NZX that are applicable to Market Makers, and at all times observe Good Broking Practice
- To ensure that all of its Employees are competent and comply fully with all applicable NZX Participant Rules, any direction given from time to time by NZX, and at all times observe Good Broking Practice
- To pay all fees, levies or other charges as set from time to time by NZX
- To buy and sell the Security(ies) for which the Applicant is designated a Market Maker on its own account and on a continuous basis
- Enter and maintain Bids and Offers in the Security(ies) for which the Applicant is designated a Market Maker during the Normal Trading Hours on each Trading Day
- To satisfy Orders delivered to the Applicant's posted quotes
- To enter quotations into the Trading System for the Security(ies) the Applicant is designated a Market Maker within the guidelines on the maximum allowable Spread as set and advised by NZX from time to time
- To adjust and reinstate the two sided quotations for the Security(ies) for which the Applicant is designated a Market Maker within 60 seconds of an executed Trade
- To separate the Applicant's activities as a Market Maker from its other business activities
- To use the NZX approved facilities to undertake its activities as a Market Maker in the Security(ies) for which the Applicant is designated a Market Maker and
- To adhere to any other condition imposed from time to time by NZX as a requirement of designation a Market Maker

The Applicant confirms that:

- All the information contained in this application and otherwise supplied is complete, true, accurate and not misleading
- It has read the NZX Participant Rules and believes that this application conforms to the criteria (except as specifically notified with this application) for designation as a Market Marker as set out in those Rules
- Neither the Applicant nor any of the personnel named in this application have been subject to any disciplinary action by a regulator or law enforcement agency in the context of financial services or corporate finance and save as set out in this application, have not



been disqualified by a court from acting as a director of any body corporate or from acting in the management or conduct of its affairs

**Signature of two Authorised Signatories:**

Name: \_\_\_\_\_  
Full name of Signatory

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_  
Full name of Signatory

Signature: \_\_\_\_\_ Date: \_\_\_\_\_



## Appendix 14 - NZX Trainer Application

### Completing this application

This form must be completed for an application to become an NZX Trainer. Please read and follow all instructions.

If you need assistance with your application, please contact NZX Participant Compliance on [compliance@nzx.com](mailto:compliance@nzx.com) or +64 4 498 2279.

All information provided to NZX in relation to this application will be kept confidential, except to the extent that disclosure of any or all of the information provided is necessary for the exercise of NZX's regulatory functions, or as required by law.

NZX reserves the right to decline an application even if it meets the prescribed minimum criteria.

Completed application forms (together with any supporting information) should be emailed to [compliance@nzx.com](mailto:compliance@nzx.com) or uploaded to the NZX Participant reporting platform.

### Checklist

Please ensure that the following documentation and information has been provided:

- Application form has been completed and the undertaking signed by the Applicant
- Undertaking has been signed by the Market Participant's Managing Principal or Responsible Executive
- Evidence of the Applicant's qualifications and professional memberships
- Applicant's CV outlining employment history and experience
- Details of any adverse or potentially adverse matters in relation to the Applicant which have been brought to the attention of any relevant regulatory authorities during the last 6 years
- Evidence of the Applicants integrity and high standard of business conduct, which may be via testimonials, references, referees
- Any other relevant information in relation to this application







## Applicant Details

### Full name

*Include your first name, middle names and last name*

### Market Participant

*State the name of the Market Participant that employs you*

### Current position

*Please provide details of your current position with the Market Participant that employs you*

### Broking Office

*State the address of the Broking Office you work in*

### Qualifications, experience and expertise

*Please provide details of your qualifications and a summary of your employment history and relevant experience, including details of the numbers of years employed, the position, employer details and a summary of the role. Please include information specifically relevant to the role of an NZX Trainer. Evidence of completion of training should be provided*





## NZX Trainer Undertaking

I, \_\_\_\_\_ (the **Applicant**) confirm that:

- All of the information contained in this application and supplied to NZX is complete, true, accurate and not misleading
- I have read the relevant NZX Participant Rules and believe that this application conforms to the criteria (except as specifically notified to NZX with this application) for designation as an NZX Trainer
- I am a fit and proper person without any history of dishonest or fraudulent activities
- I agree to provide any additional information as requested by NZX for the purpose of reviewing my application for designation as a NZX Trainer
- I have undertaken the accreditation and training as required by the NZX Participant Rules
- I agree to undertake any additional accreditation and/or training as required from time to time by NZX and
- I agree to abide by all the NZX Participant Rules, any direction given from time to time by NZX as applicable to my position as a NZX Trainer and at all times observe Good Broking Practice

**Applicant Signature** \_\_\_\_\_ **Date** \_\_\_\_\_





## Market Participant Undertaking

As Managing Principal/Responsible Executive of \_\_\_\_\_  
(the **Market Participant**), I confirm that the Market Participant supports this application and that:

- The Applicant has the relevant experience and has undertaken the required training to be an NZX Trainer
- The Applicant has demonstrated a thorough working knowledge of the NZX Participant Rules, Guidance Notes and directions given from time to time by NZX
- The Applicant has a working knowledge of the Trading System and NZX's DMA requirements and
- The Applicant will undertake regular training to ensure ongoing compliance with the NZX Participant Rules, directions given by NZX from time to time, and Good Broking Practice

The Market Participant requests that the Applicant be designated as an NZX Trainer.

**Managing Principal/Responsible Executive Signature** \_\_\_\_\_

**Date** \_\_\_\_\_





## Appendix 15 - Resignation of NZX Trainer

We \_\_\_\_\_ (the **Market Participant**) notify NZX of the resignation of our NZX Trainer \_\_\_\_\_ [*Name of NZX Trainer*].

**Reason for resignation as NZX Trainer (tick one):**

- Ceased employment with Market Participant
- Change of position within Market Participant

The effective resignation date is \_\_\_\_\_

**Compliance Manager Signature** \_\_\_\_\_

**Date** \_\_\_\_\_



## Appendix 16 - FSM Participant and/or RMA Provider Application

### Completing this application

This form must be completed for an application by NZX Trading and Advising Firms seeking designation as an FSM Participant and/or an RMA Provider. Please read and follow all instructions.

If you need assistance with your application, please contact NZX Participant Compliance on [compliance@nzx.com](mailto:compliance@nzx.com) or +64 4 498 2279.

All information provided to NZX in relation to this application will be kept confidential, except to the extent that disclosure of any or all of the information provided is necessary for the exercise of NZX's regulatory functions, or as required by law.

NZX reserves the right to decline an application even if it meets the prescribed minimum criteria.

Completed application forms (together with any supporting information) should be emailed to [compliance@nzx.com](mailto:compliance@nzx.com) or uploaded to the NZX Participant reporting platform.

### Checklist

Please ensure that the following documentation and information has been provided:

- Application form has been completed and the undertaking signed by two Authorised Signatories
- Details of the applicant's management controls and processes relating to its business as an FSM Participant and/or RMA Provider, including its compliance manual and relevant procedures documents
- Applicant's training plan for key personnel as applicable to the FSM Participant and/or RMA Provider obligations under the NZX Participant Rules
- Details of the Applicant's technology relevant to its business as an FSM Participant and/or RMA Provider
- For RMA Provider applications, please provide a copy of the Applicant's agreement with Fonterra Co-operative Group Limited relating to the provision of RMA Services
- Any other relevant information in relation to this application





## Applicant Details

### **Name of Applicant**

*State the name of the NZX Trading and Advising Firm that is applying to become an FSM Participant and/or RMA Provider*

### **Designation sought**

*Please specify whether designation is being sought as an FSM Participant and/or an RMA Provider*

### **Name, position and contact details of main contact person for the Applicant to discuss this application**





## Undertaking by Applicant to NZX – FSM Participant

\_\_\_\_\_ (the **Applicant**)  
applies for designation as an FSM Participant and if NZX grants approval to the Applicant, undertakes:

- To carry out its responsibilities as a FSM Participant honestly and diligently
- To comply with the NZX Participant Rules, any directions given from time to time by NZX that are applicable to FSM Participants, and at all times observe Good Broking Practice
- To ensure that all of its Employees are competent and comply fully with all applicable NZX Participant Rules, any directions given from time to time by NZX and at all times observe Good Broking Practice
- To pay all fees, levies or other charges as set from time to time by NZX and
- To adhere to any other condition imposed from time to time by NZX as a requirement of approval as an FSM Participant

The Applicant confirms that:

- All the information contained in this application and supplied to NZX is complete, true, accurate and not misleading
- It has read the NZX Participant Rules and believes that this application conforms to the criteria (except as specifically notified to you with this application) to become an FSM Participant as set out in those Rules
- Neither the Applicant nor any of the personnel named in this application have been subject to any disciplinary action by a regulator or law enforcement agency in the context of financial services or corporate finance and save as set out in this application, have not been disqualified by a court from acting as a director of any body corporate or from acting in the management or conduct of its affairs

### Signature of two Authorised Signatories:

Name: \_\_\_\_\_  
Full name of Signatory

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_  
Full name of Signatory

Signature: \_\_\_\_\_ Date: \_\_\_\_\_





## Undertaking by Applicant to NZX – RMA Provider

\_\_\_\_\_ (the **Applicant**)  
applies for designation as an RMA Provider and if NZX grants approval to the Applicant, undertakes:

- To carry out its responsibilities as an RMA Provider honestly and diligently
- To ensure that its conduct promotes and helps maintain an orderly market
- To comply with the NZX Participant Rules, any directions given from time to time by NZX that are applicable to the provision of RMA Services, and at all times observe Good Broking Practice
- To ensure that all of its Employees are competent and comply fully with all applicable NZX Participant Rules, any directions given from time to time by NZX and at all times observe Good Broking Practice
- To pay all fees, levies or other charges as set from time to time by NZX and
- To adhere to any other condition imposed from time to time by NZX as a requirement of approval as an RMA Provider

The Applicant confirms that:

- All the information contained in this application and supplied to NZX is complete, true, accurate and not misleading
- It has read the NZX Participant Rules and believes that this application conforms to the criteria (except as specifically notified to you with this application) to become an RMA Provider as set out in those Rules
- Neither the Applicant nor any of the personnel named in this application have been subject to any disciplinary action by a regulator or law enforcement agency in the context of financial services or corporate finance and save as set out in this application, have not been disqualified by a court from acting as a director of any body corporate or from acting in the management or conduct of its affairs

### Signature of two Authorised Signatories:

Name: \_\_\_\_\_  
Full name of Signatory

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_  
Full name of Signatory

Signature: \_\_\_\_\_ Date: \_\_\_\_\_







## Appendix 17 - FSM Dealer Application

### Completing this application

This form must be completed for an application for designation as an FSM Dealer. Please read and follow all instructions.

If you need assistance with your application, please contact NZX Participant Compliance on [compliance@nzx.com](mailto:compliance@nzx.com) or +64 4 498 2279.

All information provided to NZX in relation to this application will be kept confidential, except to the extent that disclosure of any or all of the information provided is necessary for the exercise of NZX's regulatory functions, or as required by law.

NZX reserves the right to decline an application even if it meets the prescribed minimum criteria.

Completed application forms (together with any supporting information) should be emailed to [compliance@nzx.com](mailto:compliance@nzx.com) or uploaded to the NZX Participant reporting platform.

### Checklist

Please ensure that the following documentation and information has been provided:

- Application form has been completed and the undertaking signed by the Applicant
- Undertaking has been signed by the Market Participant's Managing Principal
- Evidence of the Applicant's qualifications and professional memberships
- Applicant's CV outlining employment history and experience
- Details of any adverse or potentially adverse matters in relation to the Applicant which have been brought to the attention of any relevant regulatory authorities during the last 6 years
- Any other relevant information in relation to this application





## Applicant Details

### Full name

*Include your first name, middle names and last name*

### Market Participant

*State the name of the Market Participant that employs you*

### Broking Office

*State the address of the Broking Office you work in*

### Contact details

*State your telephone number and email address*

### Supervising Dealer

*State the name and contact details of the Dealer currently supervising you at the Market Participant*

### Qualifications, experience and expertise

*Please provide details of your qualifications and a summary of your employment history and relevant experience, including details of the numbers of years employed, the position, employer details and a summary of the role. Please include the information specified in NZX Participant Rule 22.3.8 including the training undertaken (as required by NZX). Evidence of completion should be provided.*





## FSM Dealer Undertaking

I, \_\_\_\_\_ (the **Applicant**) confirm that:

- All of the information contained in this application and supplied to NZX is complete, true, accurate and not misleading
- I have read the relevant NZX Participant Rules and believe that this application conforms to the criteria (except as specifically notified to NZX within this application) for designation as an FSM Dealer
- I am a fit and proper person without any history of dishonest or fraudulent activities
- I have not been declared a bankrupt by the High Court of New Zealand or any 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 Act 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 had any disciplinary action brought against me by any government and/or any regulatory authority
- 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
- 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 agree to abide by all the NZX Participant Rules, any direction given from time to time by NZX as applicable to my position as an FSM Dealer and will at all times observe Good Broking Practice
- I agree that upon being designated by NZX as an FSM Dealer, the NZX Participant Rules in force from time to time shall form a binding contract between myself and NZX
- I agree to provide any additional information as requested by NZX for the purpose of reviewing my application for designation as an FSM Dealer
- I have undertaken the accreditation and training as required by the NZX Participant Rules
- I agree to undertake any additional accreditation and/or training as required from time to time by NZX
- I agree to pay to NZX such fees, levies or other charges (including, but not limited to, fines for breaches of the NZX Participant Rules) as are set from time to time by NZX and
- I have provided, as attached to this application, written confirmation from the Market Participant that the Market Participant supports my application for designation as an approved and accredited Dealer

**Applicant Signature** \_\_\_\_\_ **Date** \_\_\_\_\_



## Market Participant Undertaking

As Managing Principal of \_\_\_\_\_ (the **Market Participant**), I confirm that the Market Participant supports this application and that:

- The Applicant has undertaken the required training specified in the NZX Participant Rules
- The Applicant has demonstrated a thorough working knowledge of the NZX Participant Rules and directions given from time to time by NZX as applicable to FSM Dealers
- The Applicant has a working knowledge of the Trading System and
- The Applicant will undertake regular training to ensure ongoing compliance with the NZX Participant Rules, directions given by NZX from time to time, and Good Broking Practice

The Market Participant requests that the Applicant be designated as an FSM Dealer and provided access to the Trading System.

**Managing Principal Signature** \_\_\_\_\_ **Date** \_\_\_\_\_





## Appendix A – Monthly Internal Control Checklist

### Completing this checklist

If you need assistance with your checklist, please contact NZX Participant Compliance on [compliance@nzx.com](mailto:compliance@nzx.com) or +64 4 498 2279.

All information provided to NZX in relation to this checklist will be kept confidential, except to the extent that disclosure of any or all of the information provided is necessary for the exercise of NZX's regulatory functions, or as required by law.

Completed checklists (together with any supporting information) should be emailed to [compliance@nzx.com](mailto:compliance@nzx.com) or uploaded to the NZX Participant reporting platform within 10 Business days of the end of each calendar month.

This checklist is required to be completed by all Market Participants Requiring Capital under NZX Participant Rules 19.3.2 and 20.14. Please respond Yes, No or Not Applicable and include details where relevant. For questions relating to notifications to NZX, please respond "N/A" if notifications were unnecessary.



Name of Market Participant: \_\_\_\_\_

Month ended: \_\_\_\_\_

## Part A

The Market Participant confirms that:

Rule	Internal Control Questions	Y, N, N/A	Comment
<b>Section 3</b>	<b>Market Participants (all Market Participants)</b>		
3.3.4	During this month, the Market Participant notified NZX in writing of any change to the Market Participant's Managing Principal and provided NZX with an executed undertaking for the Managing Principal.		
3.5.1 and 3.6.1	During this month, the Market Participant notified NZX in writing of the appointment of any Director or Partner within 5 Business Days of that appointment and provided NZX with an executed undertaking for the Director or Partner.		
3.5.2	NZX was provided with a copy of any filings that the Market Participant made to the Registrar of Companies during the month, such as an annual return, financial statements, change in share capital, or changes to the Market Participant's constitution.		
3.5.3 and 3.6.2	During this month, the Market Participant notified NZX in writing of the resignation of any Director or Partner within 5 Business Days of that resignation.		



3.8.4	During this month, the Market Participant's Principal Broking Office was under the direct full time control of a Managing Principal or a Responsible Executive, as applicable.		
3.8.4(a)	During this month, each Broking Office of the Market Participant was at all times overseen by the appropriately qualified and experienced Employee previously notified to NZX as having oversight of that Broking Office.		
3.8.4(b)	During this month, the Market Participant notified NZX of any Employee appointed under Rule 3.8.4(a) in relation to each Broking Office within one Business Day of that appointment.		
3.10.3	During this month, the Market Participant notified NZX in writing of any changes to its Management arrangements/structure within 5 Business Days of that change being made.		
3.11.2	During this month, the Market Participant notified NZX in writing of the resignation, appointment or change of the Market Participant's Compliance Manager within 1 Business Day of that change being made.		
3.12.2	During this month, the Market Participant notified NZX in writing of any changes to any of the entities to which Rule 3.12(a) and (b) applies, within 5 Business Days of the changes being made.		
3.21	<p>During this month, the Market Participant notified NZX of any intention to:</p> <ul style="list-style-type: none"> <li>(a) Open a further Broking Office in addition to its Principal Broking Office and/or its current Broking Offices within 15 Business Days of such intention to do so;</li> <li>(b) Join in partnership or to become formally associated with another Market Participant within 15 Business Days of such intention to do so.</li> </ul>		
3.26.2	<p>The Market Participant continues to have the following insurances:</p> <ul style="list-style-type: none"> <li>(a) Professional indemnity insurance; and</li> <li>(b) Directors' and officers' liability insurance (when applicable to the legal structure of the Market Participant).</li> </ul>		
3.26.3(f)	During this month, the Market Participant notified NZX in writing of any material change to the amount of the Market Participant's insurance.		
3.26.4	During this month, the Market Participant notified NZX of any material claim on any insurance policy that is relevant to the Broking Business of that Market Participant.		



3.28.2	During this month, the Market Participant updated NZX in writing of any change to its emergency contact details within 1 Business Day of the change being made.		
3.29(a)	During this month, the Market Participant notified NZX of any change to its accounting software vendor (if applicable) within 10 or 20 Business Days' (as determined by the impact on the Trading System, the Clearing House System, or the Depository System) of the change being made.		
3.29(b)	During this month, the Market Participant notified NZX of any change to the Market Participant's name within 10 Business Days of the change being made.		
3.29(c)	During this month, the Market Participant notified NZX of any change to the location of the Market Participant's Broking Offices within 10 Business Days of the change being made.		
<b>Section 4</b>	<b>Trading Participants (all Trading Participants)</b>		
4.6(c)	During this month, the Trading Participant notified NZX in writing of any changes to the Trading Participant's Dealer(s) within 5 Business Days of the change being made.		
<b>Section 5</b>	<b>Client Advising Participants (all Client Advising Participants)</b>		
5.2	During this month, the Client Advising Participant ensured that all persons who provided advice to clients on transactions relating to NZX Listed Products (except those quoted on the NZX Derivatives Market for which a separate designation is required) were designated NZX Advisers.		
5.7.1	During this month, the Client Advising Participant immediately notified NZX whenever an Adviser had:  (a) Commenced employment or contractual relations with; or (b) Ceased to be employed by or contracted to, that Client Advising Participant.		
<b>Section 6</b>	<b>Clearing Arrangements</b>		
6.3.1	During this month, the Trading Participant (not being a Clearing Participant) was party to and maintained a separate written agreement with each of its Clearing Participant(s) and had given NZX a copy of each of its C&S Agreements.		
6.3.2	During this month, the Trading Participant notified NZX of any amendments to any of its C&S Agreements at least 10 Business Days before the amendments became effective.		





<b>Section 8</b>	<b>General Obligations (all Market Participants)</b>		
8.7.3	<p>During this month, the Market Participant notified NZX of any change in the:</p> <p>(a) Legal or Beneficial Ownership of any shares in the Market Participant that is a company; or (b) Partners of a Market Participant that is a partnership,</p> <p>within 5 days of the change being made.</p>		
8.12.3	<p>During this month, there was no emergency which resulted in the Market Participant being unable to comply with its obligations under the NZX Participant Rules.</p>		
<b>Section 10</b>	<b>Trading – General Obligations when Trading on the Markets Provided by NZX</b>		
10.5.11	<p>During this month, the Trading Participant took reasonable steps to ensure that:</p> <p>(a) It did not operate an account for a Prescribed Person of another Trading Participant or NZX Advising Firm; and (b) It's Prescribed Persons did not have accounts with any other Trading Participant or NZX Advising Firm.</p> <p>Except as provided under Rule 10.5.11.</p>		
<b>Section 15</b>	<b>Trading on behalf of a Client (all Client Advising Participants)</b>		
15.16.1	<p>During this month, all contract notes were made available to Clients as per Rule 15.16 and within the required timeframe.</p>		
<b>Section 18</b>	<b>Client Assets (all Market Participants Accepting Client Assets)</b>		
18.4.1	<p>The Market Participant has at all times during this month ensured that the Total Client Assets held (including any Buffer) equalled or exceeded the total Outstanding Obligations.</p>		
18.4.2	<p>The Market Participant has at the end of each Business Day during this month ensured that the Total Client Assets held (excluding any Buffer) equalled the total Outstanding Obligations.</p>		
18.6.1 (a)	<p>In respect of all Client Funds Accounts (not being Depository Accounts), the Market Participant holds a written acknowledgement from the Bank in relation to the trust status of the account</p>		



	and confirming that the words “Client Funds Account” appear in the Client Funds Account name.		
18.6.1(b)	During this month, the Market Participant did not deposit Client Funds into an account which was not a designated Client Funds Account.		
18.6.1(c)	During this month, the Market Participant notified NZX immediately of any changes to any of its Client Funds Accounts.		
18.6.1 (e)	During this month, each Client Funds Account held by the Market Participant was not overdrawn at any time in either the general ledger bank book or the physical Bank account.		
18.6.1 (g)	During this month, the Market Participant reconciled the records for each Client Funds Account held by the Market Participant with the records of CDO or the Bank holding the Client Funds Account in all currencies on a <b>daily</b> basis.		
18.6.1 (i)	During this month, the Market Participant immediately notified NZX if, for any reason, the Market Participant was unable to perform a <b>daily</b> reconciliation.		
18.6.2	During this month, the Market Participant immediately notified NZX if: (a) its bank ledger balance, Depository Account balance, or physical Bank account balance, in relation to any Client Funds Account became overdrawn for any reason; (b) any reconciliation performed under Rule 18.6.1(h) reveals any non-compliance with Rule 18.4.2; (c) there has been a breach of Rule 18.6.1(b); or (d) there has been a breach of Rule 18.4.1		<i>Please list all overdraw instances.</i>
18.7.1	During this month, all payments of funds to the Market Participant for Securities bought on behalf of all clients were made directly into the Market Participant’s designated Client Funds Account.		<i>Please provide details if this was not performed.</i>
<b>Section 21</b>	<b>NZX Powers (all Market Participants)</b>		
21.7.1	During this month, the Market Participant promptly notified NZX in writing, where it became aware that it or another Market Participant breached or was likely to breach any of its obligations under the Rules and that breach or likely breach was significant.		



## CONFIRMATION

The Market Participant's Managing Principal confirms that the responses provided in Part A of the Internal Control Checklist are true and correct.

**Managing Principal/Responsible Executive Signature** \_\_\_\_\_ **Date** \_\_\_\_\_



## Part B

The Market Participant confirms that:

Rule	Internal Control Questions	Y, N, N/A	Comment
<b>Sections 19 and 20</b>	<b>Capital Adequacy and Monthly Reporting (all Market Participants Requiring Capital)</b>		
19.1.3	Where an exemption is held from the NZX capital adequacy requirements, the Market Participant: (a) provided NZX with copies of any reports from the Alternative Regulator relating to the compliance or non-compliance with the requirements of the Alternative Regulator's prudential supervision regime; and (b) notified NZX as soon as reasonable practicable after becoming aware that the Market Participant ceased to be subject to the regulation of an Alternative Regulator.		
19	During this month, the Market Participant Requiring Capital has met the requirements of Rule 19 at all times (including at all times during each day).		
19.3.4	The Market Participant notified NZX immediately (and as soon as reasonably practicable after becoming aware) that its Net Tangible Current Assets were less than 120% of its Prescribed Minimum Capital Adequacy.		
19	The figures in the trial balance were in agreement with the general ledger.		
19	The Capital Adequacy Calculations for each Business Day of the previous month were calculated according to the requirements of the Rules.		



## CONFIRMATION

The Market Participant's Managing Principal and Chief Financial Officer (or equivalent) confirm that the responses provided in Part B of the Internal Control Checklist are true and correct.

**Managing Principal/Responsible Executive Signature** \_\_\_\_\_ **Date** \_\_\_\_\_

**Chief Financial Officer Signature** \_\_\_\_\_ **Date** \_\_\_\_\_