NZVIF Investments Limited

PO Box 74211 Greenlane

Auckland 1546

FOR THE ATTENTION OF THE INVESTMENT DIRECTOR

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| PLEASE COMPLETE ALL SECTIONS AND **PLEASE DO NOT CHANGE THE FORMAT OF THIS ELIGIBILITY CERTIFICATE**  Please email all documents to NZVIF in Word format. Final submissions can also be sent as PDF. |

**Section One: Key Company Information**

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Application Details | | | | | | | | | | | | |
| Date Submitted | | | | Click here to enter a date. | | | | | | | | |
| Completed By | | | |  | | | | | | | | |
| SCIF Partner | | | |  | | | | | | | | |
| Investee Company Details | | | | | | | | | | | | |
| Company name(s) | | | |  | | | | | | | | |
| Telephone | | | |  | | | Website | | |  | | |
| Addresses (if changed since Initial Investment) | | | | | | | | | | | | |
| Company Registered Office | | | | | | | Mailing Address for Communications (If Different) | | | | | |
| Street |  | | | | | | Street | | |  | | |
| Suburb |  | | | | | | Suburb | | |  | | |
| City |  | | | | | | City | | |  | | |
| Directors | | | | | | | | | | | | |
| First Name | | Last Name | | Founder?  (if Yes Title) | | Exec? (Yes/No) | | | Mobile | | | Email |
|  | |  | |  | |  | | |  | | |  |
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|  | |  | |  | |  | | |  | | |  |
| Other Comments: | | | | | | | | | | | | |
| Contacts for Communications | | | | | | | | | | | | |
| Role | | | First Name | | Last Name | | | Mobile | | | Email | |
| Investor Representative | | |  | |  | | |  | | |  | |
| CEO | | |  | |  | | |  | | |  | |
| Other Parties | | | Name | | | | | Address | | | | |
| Solicitors acting for SCIF Partner & SCIF | | |  | | | | |  | | | | |

**Section Two: Detailed Analysis**

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| Note: All actual due diligence reports investment presentations and other investment case analysis papers or financial modeling work etc. done already should be specifically referenced as part of this section. |

**Current shareholders and holdings**

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| 1. Please reference below an attached XLS spreadsheet that details a full capitalisation table showing (a) current shareholdings and (b) shareholdings post this investment round. This should include a detailed breakdown of all investors in each previous investment round (including the price per share paid in each round) as relevant. Insert screen shot of cap table summary below. |
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| 1. Please provide details of any existing shareholders who are NOT participating in this investment round and, in each case, the reason(s) for that. |
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**Investment Round Details**

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| --- | --- |
| 1. Investment Round Metrics | |
| Price per share |  |
| Percentage Increase Decrease of Price Per Share from Last Round |  |
| Pre-Money valuation of last round |  |
| Pre-Money Valuation of this round |  |
| Amount of investment being sought  (or a “range” where appropriate(i.e. $0.5m - $0.75m)) |  |
| 1. Subscription amounts being sought: Please amend/extend the table below as appropriate for the type of investment instrument and the different parties involved): | |
| |  |  |  |  |  | | --- | --- | --- | --- | --- | | Party | Class of Shares / Financial Instrument | Amount (NZD) | No of Shares | % of Company | | SCIF |  |  |  |  | | SCIF Partner “Matching” Investment |  |  |  |  | | Other Investors - breakdown if there is offshore investors and amount |  |  |  |  | | |
| 1. Please provide details where any or all of the “matching” investment has already been advanced to the company. Please put N/A if not applicable | |
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| 1. Please provide a summary of the investment case analysis (2-3 paragraphs covering the current valuation of the business and its capital requirements going forward through the next round of funding or liquidity event). |
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| 1. Please provide a 3-4 paragraph summary on the liquidity strategy and value (referencing valuation methodologies, financial multiples and comparables in relation to this company). |
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**Financial Information**

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| 1. Financial Performance: Please fill in the following table |
| |  |  |  |  |  | | --- | --- | --- | --- | --- | | NZD ($000’s) | FY -1 | Current FY | FY +1 | FY +2 | | Revenue |  |  |  |  | | EBITDA |  |  |  |  | | NPAT |  |  |  |  |   Any Additional Comments: |
| 1. If there are convertible notes or shareholder loans in the business please specify any loans being capitalized or repaid as part of this funding round. |
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| 1. Description of what the proceeds of the proposed investment will be used for. 2-3 paragraphs |
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**Other Business Details**

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| 1. Any significant changes in investment terms or conditions since the previous capital raising (e.g. Rights of shares, changes in board structure etc.) |
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| 1. Status of the documentation for this investment round (i.e. not started/under negotiation) |
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**Follow-On Investment Eligibility**

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| To ensure that the terms of the investment are ‘market’ tested & that NZVIF is satisfied with these terms please detail the following: |

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| 1. The nature of the business has not changed since initial investment |
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| 1. The extent to which existing shareholders are intending to invest in the new round |
|  |
| 1. The extent to which new and credible investors are intending to invest in the new round |
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| 1. Comment on whether the company has been meeting its milestones and its general performance |
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**Section Three: DECLARATION**

[\_\_\_\_\_\_\_\_\_\_\_\_\_] have considered this investment opportunity in light of the Seed Co investment Fund eligibility guidelines and has concluded that [\_\_\_\_\_\_\_\_\_\_\_\_\_] is eligible for Co-investment funding.

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

Signed on Click here to enter a date.

**SCHEDULE 1**

Details of fees or other remuneration of any nature paid (or to be paid) before or after capital raising by the company to the SCIF Partner (or any related persons or party of the SCIF Partner). Please note that, as set out in the SCIF Management and Co-investment Agreements with partners, all service fee arrangements need to be approved by SCIF before SCIF can invest.

| **TYPE OF FEE** | *Click on “Choose an item” to make a selection* |
| --- | --- |
| 1. **Services (including accounting/administration)**   If yes, please provide details: *(please write below*) | Choose an item. |
| 1. **Transaction/investment**   If yes, please provide details: *(please write below*) | Choose an item. |
| 1. **Consulting (including Investment Readiness work)**   If yes, please provide details: *(please write below*) | Choose an item. |
| 1. **Director**   If yes, please provide details: *(please write below*) | Choose an item. |
| 1. **Options**   If yes, please provide details: *(please write below*) | Choose an item. |
| 1. **Warrants**   If yes, please provide details: (please write below) | Choose an item. |
| 1. **Other**   Please provide details below of any other fees charged by the partner in relation to this company | |