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) | | | |  | | | | | | | | | | | | | | |
| Company number(s) | | | |  | | | | | | | | | | | | | | |
| Deal Source | | | | Choose an item. | | | | | | | | | | | | | | |
| Date of Registration | | | | Click here to enter a date. | | | | | | | | Place of Registration | | | | | |  |
| Financial Year End (Month) | | | | Choose an item. | | | | | | | | Principle Place of Business | | | | | |  |
| Telephone | | | |  | | | | | | | | Website | |  | | | | |
| Addresses | | | | | | | | | | | | | | | | | | |
| 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: | | | | | | | | | | | | | | | | | | |
| Staff | | | | | | | | | | | | | | | | | | |
| First Name | | Last Name | | Title | | FTE | | | | | Location | | | | | | Description | |
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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. |

**Corporate Structure**

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| 1. Please offer a brief description of the legal structure of the business / subsidiaries etc (relevant if structure includes offshore entities which investors are to invest in). |
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**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 current shareholdings that any key person of the SCIF Partner (including the proposed SCIF Investor Representative) have in the company prior to SCIF investment. |
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**Nature of Business**

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| 1. Elevator Pitch: Please tailor the following statement for your application |
| For [target customers] who are dissatisfied with [the current offering in the market], the [company’s] [product or service] is [a new idea or product category] that provides [key problem/solution features]. Unlike [the competing product/s] [company’s] [product or service] is [describe key features].  [Company] is looking to raise $[xxx] on a pre-money valuation of $[yyy] to [protect/build/accelerate] our company |
| 1. Please provide a description of the business and the market opportunity. Specifically, the business value proposition, the product definition, the market opportunity, the path to market, key competitors and the business’s point of differentiation and proposed revenue model. One paragraph per point. |
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**Financial Details**

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| 1. What is the debt and equity structure of the company? Please table a simple balance sheet. |
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| 1. Total assets - including their location (NZ / Overseas) and including the location of key intellectual property |
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| 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. 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: |

**Investment Round Details**

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| 1. Description of what the proceeds of the proposed investment will be used for. 2-4 paragraphs |
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| --- | --- |
| 1. Investment Round Metrics | |
| Price per share |  |
| Percentage Increase / Decrease of Price Per Share |  |
| Pre-Money Valuation |  |
| Amount of investment being sought  (or a “range” where appropriate(i.e. $0.5m - $0.75m)) |  |
| 1. Subscription amounts being sought: Further details of the investment 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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**Current Status of the Investment (from the SCIF Partner’s perspective)**

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| In this section please provide a summary of the current status of the due diligence process including how long you have been in discussions with the company and your current state (e.g. moving to terms sheet). |

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| 1. Expected completion date(s) for the investment |
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| 1. The status of the Term Sheet for this investment round (i.e. not started/under negotiation/not anticipated that there will be one) *(Note: NZVIF needs to be a party to ALL Term Sheets)* |
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| 1. The level of due diligence that has been undertaken by the partner to date. 1-2 paragraphs outlining the duration, count and experience of those involved. |
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| 1. Please provide a summary of the investment case analysis (1-2 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 1-2 paragraph summary on the liquidity strategy and values (referencing valuation methodologies, financial multiples and comparable companies in relation to this company). |
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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 | |