

## Appendix B: Beneficial Holders Schedule Declaration Form

***Note: This certificate should be used in the context of an application, or bulk uploaded applications, by a custodian (i.e., where the custodian will be the registered holder). It can be signed by either the custodian or its affiliated broking firm.***

### CERTIFICATE IN RESPECT OF BENEFICIAL HOLDER SCHEDULE

**To:** The Treasury

**Attention:** Andrew Blazey, Dominic Milicich and Angela Graham

**To:** The Mighty River Power Joint Lead Managers (First NZ Capital / Credit Suisse, Goldman Sachs and Macquarie)

**Attention:** Martin Stearne, Justin Queale and Cameron Baudinet

I refer to the beneficial holder schedule(s) that accompanies (accompany) this certificate, as listed in the Schedule (each a **Beneficial Holder Schedule**).

I certify on behalf of **Patrick Jackson, Authorised Financial Advisor** that, in respect of each beneficial holder listed in a Beneficial Holder Schedule, either:

#### **A. Clients**

(a) the details listed, including the IRD number, bank account number and address, are correct to the best of our knowledge, having made due enquiry;

(b) they have provided us with written confirmation\* they are in New Zealand and not acting for the account or benefit of a person in the United States; and

(c) they have provided us with a written declaration\* as to one of the following:

i. **Individuals:** in the case of an individual, the beneficial holder is a New Zealand citizen or permanent resident; or

ii. **Company:** in the case of a company, the beneficial holder is incorporated in New Zealand and the majority of its ultimate beneficial owners consists of New Zealand citizens or permanent residents; or

iii. **Trust:** in the case of the trustees of a trust, the trust is established in New Zealand and the majority of its ultimate beneficiaries consists of New Zealand citizens or permanent residents; or

iv. **Other legal entity:** in the case of another legal entity, the beneficial holder is incorporated or established in New Zealand and the majority of its ultimate beneficial owners, beneficiaries or members consists of New Zealand citizens or permanent residents; or

## **B. Intermediaries**

[**broker**] has received a certificate from a reputable third party (an **Intermediary**), addressed to The Treasury, certifying the matters set out in (a) –(c) above in respect of that beneficial holder and a copy of that certificate is attached.

We agree to retain written records supporting the above certification for a period of at least two years from the allotment date of the Mighty River Power initial public offering. We will grant The Treasury (or someone acting on its behalf) access to such written records for audit purposes upon reasonable notice. We will procure that any Intermediary does the same in respect of any certificate that they provide.

We acknowledge that Reach, The Treasury and/or the Joint Lead Managers may review the attached schedule for data integrity purposes on the basis that they maintain confidentiality of all its details (in respect of the Joint Lead Managers this includes maintaining confidentiality from their retail divisions, with the information staying on the investment banking side of their respective chinese walls). We will ensure that any Intermediaries are made aware of this acknowledgement.

Date :

April 23,

2013

Signed by:



**Patrick Jackson**

On behalf of

Patrick Jackson,

Authorised Financial Advisor

*Note: The written confirmation and declaration referred to in (b) and (c) above can be obtained either through obtaining a positive response to an “Applicant information email” (as contemplated by the post- registration period Publicity Guidelines for NZ Retail Syndicate – MOM and Mighty River Power”) or otherwise in writing.*

**Schedule –Details of Beneficial Holder Schedule(s)**

1. [insert file name]

***[More than one beneficial holder schedule can be listed. Specific file names should be listed.]***