



**BUSINESS DEVELOPMENT SCHEME
REGISTERED BUSINESS INFORMATION PACK**

**1. EXPLANATION AND WARNING ABOUT INVESTMENT OPPORTUNITY
AND RISK**

Explanation about bizAngels and this investment opportunity

This form is a prescribed form completed by businesses seeking investment in accordance with the Code of Practice under which the bizAngels operates. The **bizAngels** is a branded service provided by **Manukau Enterprising & Employment Trust that trades as Enterprising Manukau** to link new or expanding businesses with potential investors. The Code of Practice and this uncompleted form have been approved by the Securities Commission under the Securities Act (Venture Capital Schemes) Exemption Notice 2008. This Notice provides some exemptions from the usual securities law requirements for raising funds if the funds are raised in accordance with a venture capital scheme operating under this Code of Practice.

A business seeking registration under **bizAngels** must provide this completed form to Enterprising Manukau for it to assess the business's eligibility for registration under the Scheme. If accepted by bizAngels as a Registered Business the business can seek investment from Registered Investors. To do so it must provide this completed form to the Registered Investor before that person can invest.

Risk warnings

Prospective investors are warned that the information provided about this offer may not be as comprehensive as that usually available for prospective investors to assess the nature and risk of an investment. There is no obligation to register a prospectus for this offer. bizAngels Enterprising Manukau has reviewed the information contained in this form and considers it is neither inaccurate nor misleading, but has not necessarily undertaken any independent investigation or verification of the information and does not give a guarantee about this.

Prospective investors are further warned that neither bizAngels Enterprising Manukau nor the Securities Commission advise on the merits or risks of investments. Investment in new or expanding businesses is very speculative and carries high risks.

Prospective investors are strongly advised to verify all material facts and should consider seeking independent professional advice before deciding to invest.

If the business offering equity securities, or the scheme in which participatory securities are offered, has not commenced business state as applicable: Prospective investors are also warned that the business entity offering this investment has not yet commenced business and so there are no financial statements or other historical performance information in respect of the business entity. *Or:* Prospective investors are also warned that the scheme offered has not yet commenced and so there are no financial statements or other historical performance information in respect of the scheme.

Further information

Prospective investors should note that in addition to this completed form the Registered Business must also provide an Investment Statement to investors before they invest.

Prospective investors can contact bizAngels Enterprising Manukau with questions about the Scheme or to ask for a copy of the Code of Practice at: www.bizangels.co.nz or from Enterprising Manukau 8th Floor 20 Amersham Way, Manukau City, PO Box 76 -565 Manukau. Main Phone 09 262 2244

2. DETAILS OF PERSON PROVIDING INFORMATION

Name and position in business: _____

Contact address: _____

Telephone: _____

Facsimile: _____

Email address: _____

3. DETAILS OF BUSINESS SEEKING CAPITAL

Trading name: _____

Legal name: _____

Street address: _____

Postal address: _____

Telephone: _____

Facsimile: _____

Email address: _____

Date started trading, or intend to start trading: _____

Legal status: Sole Trader / Partnership / Private company / Public company /
Co-operative company / Other – please specify _____

Please give the names, residential addresses, professional or technical qualifications and position in business of all persons with an equity interest in the business. Please note if any have been adjudicated bankrupt in the last five years.

If the business is a company please give the additional company information:

Date of incorporation: _____

Date of registration in New Zealand
(if different from incorporation date): _____

Registered company number: _____

Address of registered office:

Place where documents of registration or incorporation can be viewed:

Names of any subsidiaries and proportion of issued capital held by each:

Industry sector(s) the business is/will be involved in:

- | | | |
|---|--|--|
| <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Hospitality | <input type="checkbox"/> Agriculture |
| <input type="checkbox"/> Engineering | <input type="checkbox"/> Food/Beverages | <input type="checkbox"/> Horticulture |
| <input type="checkbox"/> Apparel/Textiles | <input type="checkbox"/> Tourism | <input type="checkbox"/> Viticulture |
| <input type="checkbox"/> Electronics/Technology | <input type="checkbox"/> Film/Television | <input type="checkbox"/> Aquaculture |
| <input type="checkbox"/> Software/Computers | <input type="checkbox"/> Publishing | <input type="checkbox"/> Forestry |
| <input type="checkbox"/> Telecommunications | <input type="checkbox"/> Education | <input type="checkbox"/> Building/Construction |
| <input type="checkbox"/> Retail | <input type="checkbox"/> Other (please specify): _____ | |

Description of past activities of the business:

How much has it cost to set up the business (if applicable):

- | | |
|--|--|
| <input type="checkbox"/> Up to \$50,000 | <input type="checkbox"/> \$200,001 - \$500,000 |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> over \$500,001 |
| <input type="checkbox"/> \$100,001 - \$200,000 | |

Turnover for preceding year's trading was (if applicable):

- | | |
|--|--|
| <input type="checkbox"/> Under \$100,000 | <input type="checkbox"/> \$200,001 - \$500,000 |
| <input type="checkbox"/> \$100,001 - \$200,000 | <input type="checkbox"/> over \$500,001 |

Turnover for current year's trading is estimated to be:

- | | |
|--|--|
| <input type="checkbox"/> Under \$100,000 | <input type="checkbox"/> \$500,001 - \$1 million |
| <input type="checkbox"/> \$100,001 - \$200,000 | <input type="checkbox"/> over \$1million - \$5 million |

- \$200,001 - \$500,000 over \$5 million

How many people (excluding those with an equity interest) will be employed full-time? _____

Capitalisation in NZ dollars. (For public companies use number of shares times current price, for private companies use total shareholders funds.)

- Less than \$250,000 over \$1 million to \$5 million
 \$250,001 to \$500,000 over \$5 million to \$10 million
 \$500,001 to \$1 million

4. DETAILS OF INVESTMENT OPPORTUNITY

Amount of capital being sought in NZ dollars. (A maximum of \$5 million in total is allowed to be raised under the Exemption Notice whether through one or more offers.)

Level of involvement being offered:

- Minority (less than 30%)
 Substantial minority (greater than 30%)
 Majority ownership (more than 50%)

Brief description and intended purposes of capital being sought and its expected financial benefits to the business:

Whether the funds being sought can be used for purposes other than those stated above:

- Yes No

Benefits being offered to the investor:

- Management expertise
- Access to materials
- Access to technology
- Research and development
- Production economies
- Access to NZ domestic market
- Access to trans-Tasman market
- Access to Asian markets
- Base for exports to other countries (specify countries)

Benefits/inputs sought from the investor:

- None (other than capital)
- Management expertise
- Sales/marketing expertise
- Access to materials
- Access to technology
- Research and development
- Access to markets (Please specify): _____
- Other (Please specify): _____

Investment term offered and level of return on capital the business is expecting the investor will receive? (Tick one box only and indicate the expected return on investment as a percentage.)

- | | | |
|--------------------------|-----------------------------|--------------|
| <input type="checkbox"/> | Short term (within 5 years) | R.O.I.% |
| <input type="checkbox"/> | Medium term (5-10 years) | R.O.I.% |
| <input type="checkbox"/> | Long term (10-20 years) | R.O.I.% |

State the principal assumptions and the method of calculation in accordance with which the expected return on investment is calculated:

5. PROSPECTS AND FORECASTS

Description of the prospects and forecasts for the project or venture. This should include a description of:

- the objectives for the project or venture both short and long term;
- whether a feasibility study has been undertaken and, if so, a summary of that study;
- description of any risks faced by the business;
- any business plan in place and at what stage the business is in carrying out the plan;
- what further external assistance is currently being obtained or is still required to achieve the objectives and where it is envisaged this assistance will be acquired (including if from investors).

(continued)

The businesses' budget for the coming year must be attached. It must contain a statement of the principal assumptions and the method of calculation in accordance with which the information is calculated, and where possible quantification as to the impact of the assumptions.

It should also be marked with the warning:

WARNING: This budget contains forward looking information. It is therefore uncertain, its accuracy depends on a number of assumptions, actual results are likely to vary and these variations may be significant.

Further, the budget should contain one or other of the following additional warnings:

WARNING: This budget has not been reviewed by an independent third party.

WARNING: This budget has been reviewed by an independent accountant. The accountant has checked that the budget is properly compiled on the footing of the assumptions noted by the business but cannot confirm the likelihood of the budget projections occurring.

6. PRESENT AND CONTINGENT COMMITMENTS OF BUSINESS

Description of any significant liabilities of the business.

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Description of any contracts entered into by the business over the past two years.

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Description of any proceedings or arbitrations pending.

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Description of any other restrictions on the business (lending/borrowing, distribution of profits, etc).

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7. FINANCIAL INFORMATION OF BUSINESS

Indicate if the business has commenced trading and provide the relevant financial information.

- The business has not commenced trading. **Prospective investors are warned that there are no financial statements or other historical performance information in respect of the business available to be assessed.**
- The business has commenced trading. The most recent financial statements of the business must be attached to this Registered Business Information Pack. These statements are:
- Audited financial statements for the period: _____
- Financial statements which have not been audited but have been reviewed by a chartered accountant for the period: _____
- Financial statements which the business warrants have been prepared in accordance with New Zealand Generally Accepted Accounting Practice described by the Financial Reporting Act 1993 but which have not been audited or reviewed by a chartered accountant for the period:

- Additionally, if the most recent annual statements may be more than 9 months old when allotment of the securities is made interim financial statements for the period: _____
These have not been audited or reviewed by a chartered accountant.

If the financial statements have not been audited, the business should mark the appropriate warning at the **TOP OF EACH PAGE** of the financial statements, namely either of:

- **WARNING These financial statements have not been audited.**
- **WARNING These financial statements have not been audited or reviewed by an independent third party.**

Since the date of the financial statements above, have there been any circumstances that materially or adversely effect:

- the trading or profitability of the business
- the value of its assets
- the ability of the business to pay its liabilities as they fall due.

Yes

No

If yes, please explain.

Are there any items included in the attached financial information that are abnormal or extraordinary to normal operations of the business?

- Yes
- No

If yes, please describe and, if possible, give extent to which they affect the results.

8. OTHER INFORMATION MATERIAL TO THE OFFER

A description of any other information not mentioned elsewhere in this document that is likely to materially affect a prospective investor's assessment of the investment opportunity:

9. ADVERTISING

The information provided by the business below may be used for the content of advertisements seeking expressions of interest from prospective investors about the investment opportunity. Before publication the content of the advertisement must be approved by the Scheme Administrator. The Scheme Administrator has discretion to require amendments to the content of the advertisement but must ensure it contains the information noted as compulsory below.

The advertisement must contain statements to the follow effect:

- A business or person is considering making offers of securities to the public through bizAngels and is seeking preliminary indications of interest from the public in subscribing for the securities.
- No money is currently being sought and no applications for securities will be accepted or money received unless the subscriber has received a formal offer document completed and issued in accordance with a Code of Practice in respect of a venture capital scheme.
- Indications of interest can be forwarded in writing to the Manukau Enterprising & Employment Trust Trading as Enterprising Manukau and provide the contact details of the Scheme Administrator.
- No indication of interest will involve an obligation or commitment of any kind.

To preserve the confidentiality of the business, and to ensure that prospective investors contact bizAngels Enterprising Manukau and are registered as Registered Investors before having direct contact with the Registered Business, the name and contact details of the business will not be used in the advertisements.

The Registered Business will certify that the advertisement does not contain any matter that is inaccurate or likely to deceive or mislead or confuse with regard to any particulars of the offer. The advertisement will be dated as at the date of this certification, and will not be distributed after 6 months of that date.

The advertisement can only be for one Registered Business.

Additionally, the advertisement may contain the following information:

A heading that describes the business opportunity.

Information describing the opportunity including the following information only:

- A description of the securities intended to be offered including a brief description of their terms and any rights or privileges attached to them.
- Amount of investment and reason it is being sought, and whether you prefer one investor or would consider several.
- A brief description of the project or venture to which the securities relate, including industry sector and size of the business, projected turnover and potential return on investment, region in which the business is located, and potential role for an investor and the types of skills, expertise and contacts sought.

If projected turnover or the potential return on investment (or both) are included, a statement of the principal assumptions and method of calculation in accordance with which the information is calculated must be included in the advertisement.

10. ACCEPTANCE OF REGISTRATION CONDITIONS BY APPLICANT

1. I have been authorised to make this application, and complete this form, on behalf of the business.

2. I understand that:
 - (a) to be entitled to rely on the exemptions from the Securities Act and Regulations provided by the Securities Act (Venture Capital Schemes) Exemption Notice 2008, a business which is registered, or which has applied for registration as a Registered Business must comply with all requirements of the Code of Practice for the bizAngels in offering any securities to the public;

 - (b) if all of the requirements of the Code of Practice are not met, the exemptions are not able to be relied on, and any securities offered by the business may be void. Investors may be entitled to have their funds returned. The business, its directors and any promoters of the offer may be subject to civil and criminal liabilities.

3. I certify:
 - (a) that this Registered Business Information Pack does not contain any matter that is inaccurate or likely to deceive, mislead or confuse with regard to any material particulars of any offer contained therein, and that it does include all information that is likely to materially affect a prospective investor's assessment of the offer;

 - (b) the business has not raised more than \$5,000,000, and I do not to seek to raise more than \$5,000,000, under the Securities Act (Venture Capital Schemes) Exemption Notice 2008 and/or any predecessor exemption notice granted by the Securities Commission including from this offer;

 - (c) in instances where an offer of equity securities is proposed, the aggregate amount of capital and reserves of, and loans made by shareholders of the business does not exceed \$10,000,000 at the commencement of the offer;

 - (d) in instances where an offer of participatory securities is proposed, the aggregate amount of the business's assets and the capital and reserves of, and loans made by holders of participatory securities to participatory schemes managed by the business does not exceed \$10,000,000 at the commencement of the offer.

4. I undertake:
 - (a) not to supply inaccurate or misleading information to any Scheme Administrator or Registered Investor, and to notify bizAngels Enterprising Manukau and any Registered Investor I am aware is pursuing an offer of

securities by the business if I become aware of any information that is likely to materially affect a prospective investor's assessment of the offer;

- (b) if any financial statements provided with this Registered Business Application Pack become more than 9 months old prior to the allotment of any securities I will ensure the business provides Manukau Enterprising & Employment Trust Trading as Enterprising Manukau and any Registered Investor I am aware is pursuing an offer of securities copies of more recent financial statements as required by the Registered Business Information Pack;
 - (c) to notify bizAngels Enterprising Manukau immediately if the business no longer wishes to be a Registered Business or if an offer is accepted by a Registered Investor.
5. I undertake not to allow the business to allot securities to an investor unless prior to allotment:
- (a) the investor is a Registered Investor with a Scheme, and has received the Registered Business Information Pack and the Investment Statement in relation to the securities to be allotted and has entered into a legally binding contract with the business in respect of the allotment;
 - (b) the Registered Business Information Pack and the Investment Statement together provide all of the information that is likely to materially affect a Registered Investor's assessment of the offer;
 - (c) the business has agreed to provide the Registered Investor with financial statements of the business on an ongoing basis and for no less than one year and this is stated in the Investment Statement.
6. I undertake to ensure the business banks any subscriptions in a trust account until the terms of the offer are met in accordance with the Investment Statement and any other offer documents. If the terms are not met I undertake to ensure the business returns the funds to the investor.

Name and signature of person providing information: _____

Date of signing: _____

11. CERTIFICATE BY SCHEME ADMINISTRATOR
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1. I certify that:

- (a) I have authority to act on behalf of Manukau Enterprising & Employment Trust Trading as Enterprising Manukau bizAngels to assess this application;
- (b) I have read the above Registered Business Information Pack; and
- (c) The information contained therein complies with the provisions of the Code of Practice of the bizAngels, in respect of the information to be disclosed in Registered Business Information Packs.

Name and signature of person acting on
behalf of bizAngels Bessie Nicholls

Date of signing: _____

This exemption will expire on or before Date;

Personal Contact Details for bizAngels Scheme administrator

Enterprising Manukau (www.em.org.nz.)

Box 76 565

Manukau City

Ph 09 262 2244 or DDI 09 262 7339

bizangels@em.org.nz

www.bizangels.co.nz