

# PRIMARY DISCLOSURE STATEMENT (AUTHORISED FINANCIAL ADVISER)

|                            |  |
|----------------------------|--|
| <b>Name</b>                | Michael William Ensor                                    |
| <b>Registration Number</b> | FSP110659  |
| <b>Address</b>             | Level 6 HSBC Tower, 62 Worcester Boulevard, Christchurch |
| <b>Trading Name</b>        | JBWere (NZ) Pty Ltd                                      |
| <b>Telephone Number</b>    | 0800 555 553   |
| <b>Fax Number</b>          | 03 364 5611  |
| <b>Email Address</b>       | michael.ensor@jbwere.co.nz                               |

This disclosure statement was prepared on: 13 July 2018

## It is important that you read this document

This information will help you to choose a financial adviser that best suits your needs. It will also provide some useful information about the financial adviser that you choose.

In addition to the information that I must disclose to you in this statement, I must also disclose other information to you in a separate disclosure statement (or statements), including information about the types of services that I provide, the fees that I charge, and any actual or potential conflicts of interest. If I have not provided that information to you at the same time as I give you this statement, I must provide it to you as soon as I can.

## What sort of adviser am I?

I am an Authorised Financial Adviser. This means I have been authorised by the Financial Markets Authority (the government agency that monitors financial advisers) to provide the financial adviser services described below.

## How can I help you?

I have been authorised to provide you with financial adviser services of the following categories:

Give financial advice  
Provide investment planning services

When I do this, I will be able to give you advice/provide a service about—

- financial products provided by only 1 organisation:
- financial products provided by a small number of organisations (2 to 5 organisations):
- financial products provided by a broad range of organisations (more than 5 organisations).

## How do I get paid for the services that I provide to you?

| Payment type   | Description  |
|--|--|
| <input type="checkbox"/> Fees only                                       | My services are only paid for by the fees that you pay. I do not receive payments from other people or organisations that might influence my advice.       |
| <input checked="" type="checkbox"/> Fees                                 | My services are paid for by the fees that you pay as well as in other ways.  |
| <input checked="" type="checkbox"/> Commissions                          | There are situations in which my employer and I will be paid by other organisations. How much that payment will be depends on the decisions that you make. |
| <input type="checkbox"/> Extra payments from my employer                 | I may receive extra payments from my employer depending upon the decisions that you make.  |
| <input type="checkbox"/> Non-financial benefits from other organisations | Other organisations may give my employer and me non-financial benefits depending on the decisions that you make.   |

I am required to tell you the specific fees, commissions, extra payments, and other benefits that I have received or will, or may, receive in relation to the services that I provide to you. I must tell you these things before I give you advice/provide a service or, if that is not practicable, as soon as practicable after I give you that advice/provide that service.

## What are my obligations?

As an Authorised Financial Adviser, I must comply with the Code of Professional Conduct for Authorised Financial Advisers. I also have other obligations under the Financial Advisers Act 2008 (including regulations made under that Act) and under the general law

## What should you do if something goes wrong?

If you have a problem, concern, or complaint about any part of my service, please tell my internal complaints scheme so that my internal complaints scheme can try to fix the problem.

You may contact the internal complaints scheme by putting the complaint in writing to:

Compliance Manager  
JBWere (NZ) Pty Ltd  
PO Box 2085  
Shortland Street  
Auckland 1140  
Fax: (09) 927 1300  
Email: [complaintsNZ@jbwere.co.nz](mailto:complaintsNZ@jbwere.co.nz)

If we cannot agree on how to fix the issue, or if you decide not to use the internal complaints scheme, you can contact Financial Service Complaints Ltd ("FSCL").

This service will cost you nothing, and will help us resolve any disagreements. You can contact FSCL at—

Financial Service Complaints Ltd  
PO Box 5967  
Lambton Quay  
Wellington, 6145  
Phone: 0800 347 257  
Email: [complaints@fscl.org.nz](mailto:complaints@fscl.org.nz)

## If you need to know more, where can you get more information?

If you have a question about anything in this disclosure statement or you would like to know anything more about me, please ask me.

If you have a question about financial advisers generally, you can contact the Financial Markets Authority.

## How am I regulated by the Government?

You can check that I am a registered financial services provider and an Authorised Financial Adviser at <http://www.fspr.govt.nz>

The Financial Markets Authority authorises and regulates financial advisers. Contact the Financial Markets Authority for more information, including financial tips and warnings.

You can report information or complain about my conduct to the Financial Markets Authority, but in the event of a disagreement, you may choose to first use the dispute resolution procedures described above (under **What should you do if something goes wrong?**).

## Declaration

I, **Michael William Ensor** declare that, to the best of my knowledge and belief, the information contained in this disclosure statement is true and complete and complies with the disclosure requirements in the Financial Advisers Act 2008 and the Financial Advisers (Disclosure) Regulations 2010.

Signed:



# SECONDARY DISCLOSURE STATEMENT (AUTHORISED FINANCIAL ADVISER)

|   |  |
|---|--|
| My name is <b>Michael William Ensor</b> and I am an Authorised Financial Adviser with registration number: <b>FSP110659</b> |  |
| <b>Address</b>  | Level 6 HSBC Tower, 62 Worcester Boulevard, Christchurch |
| <b>Trading Name</b>   | JBWere (NZ) Pty Ltd                                      |
| <b>Telephone Number</b>   | 0800 555 553   |
| <b>Fax Number</b>   | 03 364 5611  |
| <b>Email Address</b>  | michael.ensor@jbwere.co.nz                               |

This disclosure statement was prepared on: 13 July 2018

For further details of the terms on which JBWere will provide services to you, please see the latest version of our terms and conditions available on our website [www.jbwere.co.nz](http://www.jbwere.co.nz).

## Type(s) of financial adviser service

I am an employee of JBWere (NZ) Pty Ltd (ABN 13 138 488 418), incorporated in Australia and registered in New Zealand as an overseas company (**JBWere**). In my role at JBWere during the ordinary course of business, I provide the following financial adviser services:

- (a) giving financial advice in relation to category 1 products, including category 1 products such as equity securities, fixed income securities, managed funds and certain category 2 products including margin loans; and
- (b) providing an investment planning service.

## Fees

I do not personally charge a fee for the financial advice that I give. However, my employer, JBWere, will charge you fees as described in Schedule 1 in connection with the financial adviser services provided to you. JBWere's fees are generally either charged on a transactional basis and/or on a funds under management basis.

## Remuneration

JBWere pays me a salary and a variable component. As a general rule, the variable component is determined by the nature and the level of the fees JBWere receives from my clients in total, and will be between 0% and 47% of this total. Therefore the amount of fees that JBWere receives from you will impact on the level of remuneration I receive.

Details of the fees that JBWere charges and remuneration that JBWere receives from third parties are set out in Schedule 1.

## Relevant relationships

A description of the financial or other interests, relationships, or associations JBWere has that might be seen as being relevant to the provision of financial adviser services for you is set out in Schedule 2. However, other than my relationship with my employer JBWere, I do not believe I personally have any financial

or other interest, relationship, or association with persons which a reasonable client would find reasonably likely to materially influence me in providing financial adviser services.

JBWere has a management of conflicts of interest policy under which a range of approaches are taken to manage conflicts, depending on the nature of the relevant conflict. I have received training on this policy and have an obligation to disclose any conflicts of interest to my employer and my clients. A breach of this policy may result in disciplinary action by my employer or NZX. A summary of this policy is set out in Schedule 2.

## Qualifications

I have satisfied the requirements of the Code of Professional Conduct for AFAs necessary to become an AFA.

In addition, I have the following qualifications:

- Bachelor of commerce and Management (1997)
- NZX Diploma (Mar 2007)
- NZX Adviser (Apr 2007)

I have worked in the finance industry since November 1998 and I have been an investment adviser since March 2004. In the six years prior to this I worked in the investment banking sector in London on various contracts covering investment banking and treasury products.

## Schedule 1- Fees

### Custody Fees

If you have a Premium, Standard or International custody account with JBWere, a custody fee may be charged, as described below. Additional fees will also apply - see the "OTHER FEES FOR ALL CLIENTS" section below for details.

#### Premium custodial account

The fees for our Premium account vary depending on the composition and size of your portfolio. Our Premium account has a variable scale of rates for different asset classes, as set out at (a) to (d) below. All Premium fees are charged by JBWere (NZ) Nominees Limited (**JBWere Nominees**) quarterly, direct debited from your account on or shortly after the last day of the quarter, and this is then reported and shown on your quarterly custody reports. A minimum of NZ\$5,000 per annum is charged for the Premium account.

##### (a) Equities

| Value of equity securities in portfolio (NZ\$) | Annual custodial fee charged* |
|--|-------------------------------|
| \$0 - \$500,000                                | 1.5%                          |
| \$500,000 - \$1,000,000                        | 1.25%                         |
| More than \$1,000,000                          | 1.0%                          |

\*this is calculated on a sliding scale based on the total value of equity securities in your portfolio

##### (b) Fixed income securities

JBWere Nominees charges a fee of up to 0.3% per annum of the value of fixed income securities in the portfolio.

##### (c) Managed products

JBWere Nominees charges a fee of up to 0.45% per annum of the value of securities comprising managed products in the portfolio. The manager of the product may also charge you a fee and those fees will be set out in the relevant offering documents and/or before the investment advice is given.

### Brokerage on trades for Premium custody account clients

As a Premium client, your first 30 equities and/or fixed income securities trades per annum do not attract a brokerage charge. If you exceed 30 trades, the additional trades will attract brokerage at a rate to be agreed at the time, subject to a maximum of the Standard Brokerage Rates.

#### Standard custodial account

Our Standard custody fee is 0.15% per annum of the value of your portfolio subject to a minimum of NZ\$1,250 per annum and a maximum of NZ\$4,000 per annum. All custody fees are charged quarterly, direct debited from your account on or shortly after the last day of the quarter, and this is then reported and shown on your quarterly custody reports.

### Brokerage on trades for Standard custody account clients

Standard Brokerage Rates stated below are charged in addition to the Standard custody fee.

#### International custodial account

If you are not a Standard or Premium custodial account client and acquire assets issued in countries other than New Zealand or Australia that are held in our name through the name of our sub-custodian rather than your own name, JBWere Nominees will charge an International custody fee of \$1,000 per annum, which is direct debited from your account on or shortly after the last day of the quarter. Standard Brokerage Rates stated below are charged in addition to the International custody fee

#### Custody of assets under administration

When a custodial account holds assets under administration (securities that have been issued by a company that has subsequently gone into liquidation, insolvency, or a similar financial state) and no other assets, JBWere Nominees will charge an annual administration fee of \$500. For the avoidance of doubt, the international, standard or premium custody fee will not apply in these circumstances.

### Discretionary Investment Management Services Fee

The fees for your Discretionary Investment Management Service ("DIMS") Account vary depending on the size of your Discretionary Portfolio and will be detailed in the agreed Investment Mandate. All DIMS Account fees are charged by JBWere quarterly, direct debited from your account on or shortly after the last day of the quarter, and this is then reported and shown on your quarterly custody reports. As a DIMS Account client, your Discretionary Portfolio does not attract any brokerage charges. A minimum of NZ\$5,000 per annum is charged for the DIMS Account.

### Other Fees for All Clients

The following general fees apply to all clients, (except that, as described above, a certain number of trades for Premium clients do not attract a brokerage charge). Unless otherwise stated below, payment of these general fees must be made in time to reach JBWere in cleared funds by the second business day following the purchase date.

#### Standard Brokerage Rates

(a) Brokerage fees for trades in listed securities (excluding fixed income securities and including exchange traded options) For trades in Australian and New Zealand listed equity trades, JBWere charges a Standard Brokerage Rate of up to 2% of the consideration for the trades, generally subject to a minimum charge of NZ\$100 per trade, plus a fee of NZ\$4.00 per trade on the New Zealand Stock Exchange (NZX). For Australian trades by non-custody clients,

JBWere will charge A\$30 on top of the Standard Brokerage Rate.

For each order to purchase or sell exchange traded options JBWere's Standard Brokerage Rate is the greater of A\$130 or 1% of the option premium. In addition, the Australian Stock Exchange ("ASX") charges a transaction fee and, if the contract is exercised, an exercise fee per contract.

**(b) Fixed income securities**

For on-market transactions in fixed incomes securities, JBWere charges a Standard Brokerage Rate of up to 1.5% of the value of the trade, generally subject to a minimum of NZ\$100 per trade.

**(c) International share brokerage**

For trades in international securities, JBWere charges our applicable Standard Brokerage Rates for Australian and New Zealand listed securities (see above), plus additional charges depending on which international agent of JBWere is used, which include the following (refer to your JBWere representative for the fees applicable to other markets):

| International Exchange | Maximum agency fee (% of value of trade) | Minimum agency fee   | Other (% of value of trade)   |
|------------------------|--|--|---|
| UK                     | 0.20%                                    | GBP 30   | 0.5% UK Govt Stamp Duty for buy transactions on London Stock Exchange<br>PMT Levy GBP 1 all trades > GBP 10K  |
| Europe/ Canada         | 0.25%                                    | EUR 30<br>CHF 30<br>DKK 250<br>NOK 250<br>SEK 300<br>CAD 30<br>USD 50* | Financial Transaction Tax of 0.3% on all French purchases for companies with market capitalisation of >EUR 1bn<br><br>Financial Transaction Tax of 0.10% on all Italian listed shares |
| US                     | 0.15%                                    | USD 45   |   |
| Hong Kong              | 0.30%                                    | HKD 100  | Up to 0.1077% HK market fee   |
| Japan                  | 0.40%                                    | JPY 3,000  |   |
| Singapore              | 0.40%                                    | SGD 50 or USD 50*  | Up to 0.0325% SGX market fee  |
| Korea                  | 0.75%                                    | USD 75   | Up to 0.3% Korean taxes   |

\* if USD denominated

(d) New issues of equities, fixed income and managed products JBWere may charge a Standard Brokerage Rate of up to 2% of the consideration for the products allocated to you.

**Other fees**

**(a) Foreign exchange margin**

For foreign currency trades (both spot and forward contracts), JBWere will retain up to 0.22% of the total currency traded as a fee for performing the currency conversion.

**(b) Cash products**

When you place funds on call, JBWere Nominees will pass on to you the interest rate offered by the relevant trading bank at which JBWere deposits the client funds less a margin of up to 0.9% as a fee for providing cash management services. Client deposits to a JBWere Nominees bank account will be credited to your custody account as soon as practicable and generally on the following business day. JBWere will retain any interest accrued on the day of deposit.

Term deposits held in custody will be charged a fee of up to 0.1% per annum of the value of the term deposit in the portfolio.

**(c) Off market transfers of securities**

Our standard fee for each off-market transfer is NZ\$60.

**(d) Certification of foreign holdings**

To certificate a non- NZ / non- AU issued security JBWere will charge a fee of NZ\$500.

**(e) Margin lending**

In addition to the interest charged on any margin lending balance which is charged monthly against the loan balance, the JBWere group margin lending company, Margin Lending (NZ) Limited, may charge a registration fee of up to NZ\$150 upon registration, and an administration fee of up to NZ\$350 for the initial six months of the loan, if the total monthly interest accrued is less than NZ\$350. Interest is charged on the last day of the month and a report is sent to you as soon practicable after that date disclosing the interest charged.

**(f) Currency hedging**

In addition to the applicable foreign exchange margins on each foreign currency trade, a facility fee will be payable at a rate of up to 0.50% per annum calculated on the daily NZD value of the net position of all outstanding forward contracts entered into under the hedging facility. This facility fee will be charged quarterly by JBWere Nominees and direct debited from your account on or shortly after the last day of the quarter, and this is then reported and shown on your quarterly custody reports.

**(g) Fee for dematerialisation / certification of international securities.**

A fee of NZ\$250 will be charged for the dematerialisation of a certificate that is registered in your own name that is to be sold. This fee is in addition to the standard brokerage rates described above. A fee of NZ\$250 will be charged to issue a certificate of an international

security in your own name (not all international assets can be issued in a certificated form).

(h) An annual fee for trading a Depository Receipt on a US securities exchange applies (amount varies depending on the issuer)

(i) Sundry other fees

JBWere may charge administration fees, e.g. for additional report printing or information retrieval requests from clients. These will be payable prior to the request being completed.

JBWere may charge default interest determined by reference to the current overdraft rate plus 3%, and the relevant international agent may also charge late settlement fees, where securities purchases are not paid by the due date.

JBWere may charge default interest determined by reference to the current overdraft rate plus 3% if your cash account becomes overdrawn.

Unless otherwise specified, the calculation of fees will be based on holdings converted to NZD.

## Other Remuneration Earned By The JBWere Group From Third Parties

JBWere may receive commissions from other parties, including related entities and affiliates, where you choose to invest in one of their products, as described further in Schedule 2. Commissions and fees will vary for each product and will be set out in the relevant offer documents (if any) and/or at the time or as soon as practicable after the financial advice is given.

## All fees and charges

All fees and charges described above are subject to change and are expressed as exclusive of GST (if any). Any changes to fees and charges will be disclosed to you at the time or as soon as practicable after the investment advice relating to those products is given.

## Schedule 2 - Relevant Relationships and Conflict Policy

### Relationships with persons connected with your investments

JBWere is owned by National Australia Bank ("**NAB**"). Members of the NAB group of companies ("**NAB Group**") provide services to JBWere and JBWere advisers may recommend products issued by product providers within the NAB Group.

JBWere also has arrangements with Goldman Sachs New Zealand Ltd ("**Goldman Sachs**") for the distribution of certain financial products that are offered through or by members of the Goldman Sachs group of companies ("**Goldman Sachs Group**"). JBWere advisers may recommend products issued by product providers within the Goldman Sachs Group and they may pay JBWere a commission. Prior to March 2016, a member of the Goldman Sachs Group owned 19.9% of JBWere however it no longer has a shareholding and Goldman Sachs is a separate legal entity to JBWere. Neither JBWere or NAB is responsible for the financial services provided by Goldman Sachs and other members of the Goldman Sachs Group.

### Relationships with members of the JBWere group

JBWere is an associated person of JBWere Nominees, which provides custody, administration and reporting services to clients of JBWere's Premium, Standard and International custodial account holders and holds client funds on call. Fees for these services are charged by JBWere Nominees. JBWere receives a management fee from JBWere Nominees.

JBWere is an associated person of Margin Lending (NZ) Limited which provides margin lending services to clients of JBWere. The fees for those services are described in Schedule 1.

### Relationships with members of the NAB Group

A number of companies within the NAB Group – including the Bank of New Zealand and National Australia Bank Ltd – are financial product providers whose products JBWere may recommend and they may pay JBWere commission. In addition, from time to time, members of the NAB Group may have an interest in or receive monetary or other benefits from other financial products which we may recommend or deal in on your behalf.

NAB is authorised to issue financial products and to underwrite interests in managed investment schemes

and issues of securities. NAB is authorised to make a market in foreign exchange contracts, derivatives, debentures, government bonds or stocks and other financial products. It may also operate custodial or depository services.

Because helping you realise your goals and objectives is of paramount importance to us, JBWere advisers will also recommend appropriate products from a broad range of financial product providers outside of the NAB Group.

### Relationships with corporate issuers of securities

From time to time, JBWere may have relationships with corporate issuers of securities, for example as an underwriter for an offering of securities or as corporate adviser. Those corporate issuers may pay JBWere fees for acting in this capacity, in which case JBWere will disclose this to you as required by law.

### Relationships with issuers of managed funds

JBWere may receive commissions or fees from issuers of managed funds, including the related entities mentioned above, where you choose to invest in one of their products. Commissions and fees will vary for each product and will be set out in the relevant offer documents, in which case JBWere will disclose this to you as required by law.

### Relationships with issuers of securities

JBWere may receive commissions or brokerage from the sale of these products to you. Commissions and fees vary for each product and will be set out in the relevant offer document (if applicable), and separately disclosed to you as required by law. JBWere may also transact in these products in the secondary market 'as principal' with you.

### Relationships with other professionals

If another professional refers you to JBWere, JBWere may pay a commission to that professional for referring you to us. JBWere may refer you to a range of other providers of products and services, such as estate planners, superannuation experts, insurance brokers, fund managers and other intermediaries and those service providers may pay us commission for referring investors to them.

### Other relationships with persons that might reasonably be expected to influence my advice

JBWere and members of the NAB Group participate in global financial markets in various capacities, including as product manufacturers, investment managers, investors, investment bankers, advisers, market makers and principals. Where any relationships formed as part of that global participation might reasonably be regarded as being likely to influence the

advice we give in relation to a particular investment, we will advise you of that relationship.

Our advisers may attend conferences subsidised in whole or part by product providers. Eligibility to attend may be based on business factors as well as achieving our internal quality standards and accreditations.

### **Other direct or indirect pecuniary or other interests in giving advice**

JBWere does not have any other direct or indirect pecuniary interests that it considers may reasonably be expected to influence its investment advice.

JBWere may at times act as principal when buying and selling securities for you.