

APPLICATION FORM FOR ACCREDITATION AS AN AUTHORISED IMPACT REPRESENTATIVE (AIR)

Please ensure that you have read the accompanying brochure prior to completing the application form. Note that answers must be typed (not hand written), and signatures must be original.

Date of Application:

Details of Applicant

The purpose of this section is to collect:

- general identifying details of the individual applicant or the applicant firm (and its applicant representatives) – depending which applies;
- information on specific impact-related experience, skills and track record per individual applicant or applicant firm (and its applicant representatives)

If you are applying in your individual capacity, please proceed to section 1.1 – Application from an Individual. If you are applying as a firm, please proceed to section 1.2 – Application from a Firm

For any question that requires narrative answers, the text box will resize to the text. Please add as much information as you feel necessary to answer these questions.

For any questions relating to describing or providing evidence of impact investment experience, the related fields that would also be considered:

- Social Responsibility/Investment (for example PRI)
- Environmental programmes
- Development or social finance
- Performance evaluation pertaining to social and/or environmental indicators
- Rating systems/tool pertaining to social and/or environmental indicators

For any questions relating to describing or providing evidence of corporate financial experience, the related fields that would also be considered

- a transaction requiring a Prospectus or equivalent
- a transaction involving the merger or acquisition of high impact businesses
- analysis of financial statements
- capital investment/capital structuring/capital budgeting projects
- investment banking and related fields
- project or company valuation projects
- working capital decisions and asset financing decisions
- credit/financial risk management
- any commercial and regulatory projects

1.1 Application from an Individual

i. Please provide the following information:

Full Name of Applicant:	
Passport Number:	
Country of Issue of Passport	
Email Address:	
Tel No. (incl. dialling code):	
Website:	
Street Address:	
Postal Code:	
Country:	
Geographic locations of operations & service provision:	
Sectors of service provision:	

1.2 Application from a Firm

i. Please provide the following information:

Full legal name of the applicant firm:

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Legal structure (for example, private company, public company, unlimited company, partnership, etc):

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Date of incorporation:	
Country of incorporation:	
Email Address:	
Tel no. (incl. dialling code):	
Website:	
Street Address:	
Postal Code:	
Geographic locations of operations & service provision:	
Sectors of service provision:	

ii. Provide an overview of your firm's principal activities:

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iii. Please provide the following details for the primary contact person at the firm:

Name of primary contact person at the firm:

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Position / Title:

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Passport number:

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Country of Issue of Passport:

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Email Address:

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Tel no. (incl. dialling code):

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Street Address (if different from above):

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Postal Code:

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iv. Number of individuals applying for accreditation as part of this business entity application:

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v. Please provide the following details for all individuals who will act as applicant firm representatives. Please also attach a detailed CV for each individual, including details of relevant impact-related experience and track record. Please note that approval to the register is not transferable to other staff members at the firm:

The following section is to be completed for each individual representative of applicant firms:

Applicant firm representative 1:

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Position / Title:

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Passport Number:

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Country of Issue of Passport

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Email Address:

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Tel No. (incl. dialling code):

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Indicate with an **X** which role this representative intends to fulfil and for which they are seeking accreditation and registration:

<input type="checkbox"/>	Impact Verification Agent (IVA)
<input type="checkbox"/>	Impact Advisor without corporate finance experience
<input type="checkbox"/>	Impact Advisor with corporate finance experience

Provide details of relevant expertise or domain experience within the field of impact investment¹:

If the representative is applying for an IA role with corporate finance experience:

Has the representative been operating in a corporate finance advisory role in the last two years?

Provide details of relevant expertise or domain experience within the field of corporate finance:

Please provide details of membership of any recognised professional bodies with independent regulation and compliance for applicant firm representative 1:

Please provide details of shares held by the applicant firm representative in any social business or investment entities represented or intending to be represented by the applicant/applicant firm:

¹ An impact investment is an investment in a company, organisation or business enterprise that has the primary intent of addressing a social or environmental financial need and achieves this by applying a sustainable business model using market based income generating strategies. Such enterprises can deploy capital investment and provide financial returns in addition to social and environmental performance and impact.

Applicant firm representative 2:

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Position / Title:

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Passport Number:

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Country of Issue of Passport:

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Email Address:

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Tel No. (incl. dialling code):

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Indicate with an **X** which role this representative intends to fulfil and for which they are seeking accreditation and registration:

<input type="checkbox"/>	Impact Verification Agent (IVA)
<input type="checkbox"/>	Impact Advisor without corporate finance experience
<input type="checkbox"/>	Impact Advisor with corporate finance experience

Provide details of relevant expertise or domain experience within the field of impact investment:

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If the representative is applying for an IA role with corporate finance experience:

Has the representative been operating in a corporate finance advisory role in the last two years?

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Provide details of relevant expertise or domain experience within the field of corporate finance:

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Please provide details of membership of any recognised professional bodies with independent regulation and compliance for applicant firm representative 2:

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Please provide details of shares held by the applicant firm representative in any social business or investment entities represented or intending to be represented by the applicant/applicant firm:

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Applicant firm representative 3:

Position / Title:	
Passport Number:	
Country of Issue of Passport	
Email Address:	
Tel No. (incl. dialling code)	

Indicate with an **X** which role this representative intends to fulfil and for which they are seeking accreditation and registration:

<input type="checkbox"/>	Impact Verification Agent (IVA)
<input type="checkbox"/>	Impact Advisor without corporate finance experience
<input type="checkbox"/>	Impact Advisor with corporate finance experience

Provide details of relevant expertise or domain experience within the field of impact investment

If the representative is applying for an IA role with corporate finance experience:

Has the representative been operating in a corporate finance advisory role in the last two years?

Provide details of relevant expertise or domain experience within the field of corporate finance:

Please provide details of membership of any recognised professional bodies with independent regulation and compliance for applicant firm representative 3:

Please provide details of shares held by the applicant firm representative in any social business or investment entities represented or intending to be represented by the applicant/applicant firm:

Applicant firm representative 4:

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Position / Title:

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Passport Number:

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Country of Issue of Passport:

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Email Address:

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Tel No. (incl. dialling code):

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Indicate with an **X** which role this representative intends to fulfil and for which they are seeking accreditation and registration:

<input type="checkbox"/>	Impact Verification Agent (IVA)
<input type="checkbox"/>	Impact Advisor without corporate finance experience
<input type="checkbox"/>	Impact Advisor with corporate finance experience

Provide details of relevant expertise or domain experience within the field of impact investment:

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If the representative is applying for an IA role with corporate finance experience:

Has the representative been operating in a corporate finance advisory role in the last two years?

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Provide details of relevant expertise or domain experience within the field of corporate finance:

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Please provide details of membership of any recognised professional bodies with independent regulation and compliance for applicant firm representative 4:

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Please provide details of shares held by the applicant firm representative in any social business or investment entities represented or intending to be represented by the applicant/applicant firm:

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vi. With respect to your nominated applicant representatives, have any of them ever been:

- (a) Convicted of an offence resulting from dishonesty, fraud or embezzlement? If yes, provide details.

- (b) Censured or fined by a self-regulatory organisation, or recognised professional body? If yes, provide details.

- (c) Barred from entry into any profession or occupation?

- (d) Convicted in any jurisdiction of any criminal offence or was a director or alternate director or officer of a company at the time such company was convicted of any similar offence? All such convictions must be disclosed even though they may now be “spent convictions”.

vii. Please provide details of procedures and controls that are in place to ensure that personnel (specifically nominated applicant representatives) do not act outside of their authority:

The following section is to be completed for the applicant firm as a whole (as opposed to individual representatives as above). For any essay questions, the text box will resize to the text. Please add as much information as you feel necessary to answer these questions.

Professional memberships, compliance and regulatory management

The purpose of this section is to understand the professional memberships, compliance and regulatory management of the applicant firm.

- i. Please explain how potential key person dependence in the professional management team in your company is dealt with and how the associated risk is managed (succession planning, board policies etc)?

- ii. Please provide details of membership of any recognised professional bodies with independent regulation and compliance for your firm:

Relevant impact investment-related experience

i. Please provide a detailed explanation as to the reason for seeking accreditation and registration as a Nexii and/or SEM Authorised Impact Representative:

ii. Number of years the applicant/applicant firm has been providing services relating to impact investment².

iii. Please provide specific details on the applicant's /applicant firm's experience in impact investment as it relates to impact analysis, rating and assessment and other related areas. Please include any specific details on experience in the design and/or use of impact metrics, frameworks, standards, taxonomies, key performance indicators, etc.

iv. Please provide a list, including contact information, of the three most recent clients to whom the services described above have been provided. Note that Nexii may contact these clients and/or request further information on these clients as part of the assessment process.

v. What are your core criteria for recommending or not recommending a client for impact investment?

vi. On average, how long does your firm take to conduct an assessment of a social business?

vii. Do you apply the Theory of Change framework to the high impact businesses or investment entities you work with? Please explain.

viii. Please provide details below of any accreditation by independent or external bodies to undertake analysis of impact performance.

² Related fields include examples such as Corporate Social Responsibility (CSR), Corporate Social Investment (CSI), Socially Responsible Investment (SRI), Third Sector.

Relevant corporate finance experience

This section is to be completed **ONLY** by applicants applying for accreditation and registration as an Impact Advisor **WITH** corporate finance experience.

Please provide specific details on the corporate finance services offered by the applicant firm and how the representatives above (if any) support these services. Please include specific details as to how the corporate finance services are executed.

i. Number of years the applicant/applicant firm has been providing corporate finance services:

ii. Please provide a list, including contact information, of the three most recent corporate finance clients to whom the services described above have been provided. Note that Nexii may contact these clients and/or request further information on these clients as part of the assessment process.

iii. What are your core criteria for working on a corporate finance project with a client, especially in any mergers or acquisitions?

Networks and relationships

Please provide details of any strategic partnerships, joint ventures or service level agreements in place with other key service providers that contribute to your expertise in this role.

Fee basis:

Please provide details of the basis upon which you charge your clients fees for services relating to impact investment due diligence, assessment, evaluation and/or corporate finance. Please indicate whether these are commission-based, success-based or time-based and what kind and quantum of fees would be charged to clients for the requirements of service delivery as an AIR.

Shareholding by applicants:

Please provide details in the table below of any and all shares held by the **applicant firm** in any social business or investment entities represented or intending to be represented by the applicant/applicant firm:

Name of social business or investment entity	Platform or exchange where it is listed (if currently listed)	Number and Value of Shares	Date that you began representing the social business or investment entity

***Please note that Nexii must be notified of any additional or future shareholdings. This notice must be signed off by the applicant to a Nexii platform or issuer on a Nexii platform.*

Legal proceedings

Please provide details of any active, threatened or pending legal proceedings against you (applicant/applicant firm) which may have a significant effect on your business as a going concern or your reputation?

Corporate Governance

i. What systems are in place to maintain accurate records and safeguard those records?

ii. Please indicate (mark with an 'x') which of the following policies and/or strategies are in place:

Policy detailing procedures for appointment to the board of directors	
Policy evidencing a clear balance of power and authority at board level	
Conflict of Interest Policy	
Environmental Management Policy	
Remuneration Policy (Board level)	
Risk control/Compliance/Audit Policy	
Equal Opportunities/Diversity Policy	
Corporate Social Responsibility Policy	
Occupational Health and Safety Policy	
HIV/AIDS Policy	
Disciplinary or Grievances Policy	
Sustainability strategy	
Other (specify)	

iii. If any of these policies are not in place, please explain why.

Additional information in support of the application

Please attach to this application the following documents relating to both the Applicant Firm and its Applicant representatives. If you are unable or unwilling to provide these documents, please explain why.

- all constitutional and formation documents of the firm (for example, memorandum and articles of association/constitution or equivalent document, the Certificate of Incorporation, or in the case of a partnership, the list of partners and the Partnership deed)
- a detailed profile of the firm, including its purpose, service offering, directors, key management team,
- annual report for the last two years
- letter from independent professional (accountant/auditor) stating that the applicant/applicant firm is an ongoing concern with trading potential for at least the next financial year
- a list of all operating locations (if applicable)
- the ownership and percentage of existing shareholders in the firm
- a detailed CV for each individual applicant firm representative, including details of relevant impact-related experience and track record
- three client testimonials
- processes, tools, report templates and sample reports on:
 - social enterprise due diligence;
 - impact analysis, rating and assessment (including reference to any impact metrics and indicators used)
 - impact verification
- evidence of any memberships of any recognised professional bodies with independent regulation and compliance
- evidence of/certificates of accreditation by independent or external bodies to undertake analysis of impact performance (e.g. SROI, IFRS)
- any additional information in support of your impact investment profile that you think may be relevant to your application

Please complete and return the application form and signed Code of Conduct with all necessary supporting documents, including the proof of payment via registered mail to Nexii.

PROFESSIONAL CODE OF CONDUCT STATEMENT

To reinforce the mission of the NeXii and its platforms, all Authorised Impact Representatives are expected to support the Code of Conduct governing their behaviour as representatives of NeXii and/or the SEM. Each individual applicant AIR, including each individual executive within a firm seeking approval as an AIR, must complete and sign this statement and submit it together with the application form to be accredited as an AIR.

This Professional Code of Conduct Statement sets out the requirements and guidelines in respect of the conduct of Authorised Impact Representatives when fulfilling their responsibilities as well as the professional conduct expected from them when dealing with their clients. An AIR's client can include social businesses and/or investment entities.

Minimum Standards of Ethical Behaviour

- An Authorised Impact Representative must place the interests of the client first, and must act with integrity.
- An Authorised Impact Representative must behave professionally in all dealings with a client, and communicate clearly, concisely, and effectively.
- An Authorised Impact Representative must not state or imply that it is independent, or that any services provided are independent, if a reasonable person in the position of a client would consider that the Authorised Impact Representative or the services provided are not independent.
- An Authorised Impact Representative must not borrow from or lend to an applicant or other impact entity although it can hold securities (debt or equity) in any such investment entity or social business. Any securities held by the Authorised Impact Representative in a business or fund listed on the iX or registered on a NeXii platform which as AIR represents or to which it provides services must be declared as directed in the AIR application form.

Minimum Standards of Care

- An Authorised Impact Representative must ensure that each client has sufficient information to enable that client to make an informed decision about whether it can retain its services and/or follow any advice provided by it.
- When providing a personalized service to a client, an Authorised Impact Representative must take reasonable steps to ensure that the personalized service is suitable for the client.
- An Authorised Impact Representative must not do anything or make an omission that would or would be likely to bring the impact investment capital market into disrepute.
- An Authorised Impact Representative must enter into a written contract with its client and take reasonable steps to ensure that the client is aware of the principal benefits and risks involved in raising capital on NeXii Platforms.
- An Authorised Impact Representative must record in writing adequate information about any personalized services provided as well as any communication (such as annual meetings) with the client.
- An Authorised Impact Representative must ensure that records of all information and documents required under this Code are kept for a minimum of 7 years or such other period as may be prescribed by law.
- Before providing an impact investment-related service, an Authorised Impact Representative must have the required competence, knowledge and skills to provide that service.

Minimum Standards of Competence, Knowledge and Skills

An Authorised Impact Representative must have knowledge of the appropriate rules governing admission and/or listing on the relevant NeXii Platform or the iX as the case may be, and other legal obligations relevant to the operation of the Authorised Impact Representative's practice that is adequate for the proper operation of that practice.

An Authorised Impact Representative must undertake sufficient continuing professional training to maintain its competence at a level appropriate for the services it provides or intends to provide, and keep up to date with developments relevant to the Authorised Impact Representative's practice.

Professional Conduct Declaration

By agreeing to this Professional Code of Conduct, the Authorised Impact Representative acknowledges the Professional Code of Conduct Statement requirements listed above.

Signed: _____

Print name: _____

Title: _____

Date: _____

Application Confirmation and Signature

Name of Applicant AIR: _____

The above Applicant hereby applies for accreditation and registration as an Authorised Impact Representative with Nexii and the SEM³.

If this application is granted, the above Applicant undertakes to comply with and discharge its responsibilities and obligations as an Authorised Impact Representative as defined in this document and in the relevant admission and/or listing Rules with due skill and care.

The above Applicant acknowledges that NeXii and/or the SEM, as the case may be, may take disciplinary or other action against it as an Authorised Impact Representative or terminate the firm's registration with NeXii and/or the SEM, in the event that the AIR fails to observe and carry out its responsibilities as detailed above, or violates any principle in the Authorised Impact Representative Code of Conduct.

The above Applicant declares that it will participate in an orientation programme on the role and responsibilities of an Authorised Impact Representative and on the listing rules of the iX or admission requirements for a NeXii Platform to be scheduled with NeXii so that it has a full understanding of the requirements of its role as well as of the NeXii platforms or iX Rules for social businesses and/or investment entities it may support.

The above Applicant declares that all the information contained in this Application Form and otherwise supplied is complete, true, accurate and not misleading.

Furthermore, the applicant understands, agrees and confirms that it is:

1. acting on our own and have made an independent decision to make this application based upon my/our own judgement;
2. not relying on any communication from Nexii or the SEM, whether written, oral or implied as a recommendation to make the application;
3. attesting to the accuracy and completeness of all answers, statements or other information provided in this application and in all documents that have been or will be provided.

The applicant also understands and agrees that Nexii and the SEM will keep all information confidential and protected subject to the following:

1. they may process my information as defined in legislation including photographs and identity verification to prevent fraud and money laundering;
2. they may make enquiries of whatever nature for the purposes of verifying the information disclosed in this form and obtain any other information concerning me from any source to enable the processing of this application;
3. may search my records at credit reference agencies in order to comply with "Know your Client" obligations;
4. may request reputable research organisations and/or prospective clients to contact me;
5. may share my information where they are required to do so by law or contractual agreement.

The above Applicant declares that all the information contained in this Application Form and otherwise supplied is complete, true, accurate and not misleading.

If the Applicant is a Firm, this undertaking must be signed by two duly authorised Directors of the firm and evidence of such authorisation must be attached to this application. Signed:

Signed: _____

Print name: _____

Title: _____

Date: _____

Signed: _____

Print name: _____

Title: _____

Date: _____