

Product Disclosure Statement

This is a replacement Product Disclosure Statement, which replaces the Product Disclosure Statement dated 17 May 2017, relating to an offer of Term Deposits issued by FE Investments Limited.

This document gives you important information about this investment to help you decide whether you want to invest.

There is useful information about this offer on www.business.govt.nz/disclose.

FE Investments Limited has prepared this document in accordance with the Financial Markets Conduct Act 2013.

You can also seek advice from a financial adviser to help you to make an investment decision



FE INVESTMENTS
We Back Success

30 June 2017



Section 1- Key Information Summary

What is this?

This is an offer of first ranking term deposits ("**Term Deposits**"). Term Deposits are debt securities issued by FE Investments Limited ("**FEI**" or the "**Company**"). You give FEI money, and in return FEI promises to pay you interest and repay the money at the end of the term. If FEI runs into financial trouble, you might lose some or all of the money you invested.

Term Deposits offered by FEI can be denominated in New Zealand Dollars, US Dollars and Australian Dollars or such other currencies as advised by FEI from time to time.

About FEI

FEI was incorporated in July 2003 under company number 1353487. FEI's purpose is to lend money raised from depositors to small to medium enterprises ("**SME**") operating in the business sector as well as to the property sector. Generally, as with all non-bank deposit takers, FEI typically lends to borrowers who do not generally meet the lending criteria of registered trading banks.

In March 2015, we were licensed by the Reserve Bank of New Zealand as a non-bank deposit taker ("**NBDT**").

Description of Term Deposits	Term Deposits are secured debt securities.
Term	Term deposits are issued for terms of 6,12, 18, 24 and 36 months or such other terms specified by FEI.
Interest rates	Details on interest rates for Term Deposits are found on our website or by contacting us for the latest rate card. Interest rates are subject to change without notice. Once your application is accepted, the interest rate for your Term Deposit is fixed until maturity.
Interest payments	Quarterly interest is payable on the first business day of April, July, October and January for the preceding quarter (or part thereof) and where applicable, on the maturity date of Term Deposits. Interest accrues on Term Deposits (at the interest rate specified in your application form) from the actual date FEI is in receipt of payment, subject to clearance of any payment made by cheque. Interest due is payable in the manner specified on your application form subject only to deduction of withholding tax. Interest will be paid in the currency of the Term Deposit made with FEI. For example, NZD deposits will have its interest paid in NZD, AUD deposits will have its interest paid in AUD. Interest may be compounded or credited to the nominated bank account.
Offer opening and closing dates	This offer opened on 29 November 2016. This is a continuous offer. There is no closing date.
Early withdrawal	Term Deposits may be withdrawn prior to maturity in limited circumstances. If FEI agrees (at FEI's discretion) to any withdrawal of Term Deposits (or part thereof), FEI reserves the right to adjust the interest rate to reflect the revised shorter term your funds are actually held. FEI may charge you a reasonable administration fee for any such early withdrawal.

No Guarantee

FEI is solely responsible for repaying you. The offer of Term Deposits under this PDS and the returns payable thereon are not guaranteed by FEI, the Supervisor, or any other person.

How you can get your money out early

Term Deposits are invested with FEI for a fixed period of maturity. Any request for early withdrawal shall be at the entire discretion of FEI, upon your application in writing.

Notwithstanding this discretion, FEI will consider early repayment of your Term Deposit in limited circumstances. Examples of such circumstances include, but are not limited to:

- the death of an investor and an application by his or her estate; or
- material financial hardship, where reasonable proof of such hardship is provided to FEI.

If FEI agrees to any withdrawal of Term Deposits (or part thereof), FEI reserves the right to adjust the interest rate to reflect the revised shorter term your funds are actually held. In addition, FEI may stipulate such early repayment be made at the times and tranches acceptable to FEI. FEI may charge you a reasonable administration fee for any such early withdrawal.

FEI does not intend to quote these Term Deposits on a market licensed in New Zealand and there is no other established market for trading them. This means that you may not be able to sell your Term Deposits before the end of their term.

How Term Deposits rank for repayment

On a liquidation of FEI, your rights and claims under the Term Deposits would rank:

- **after** all creditors preferred by law (e.g. the Inland Revenue for unpaid PAYE and employees for holiday pay) and any permitted prior security interests (at the date of this PDS, there is a bank guarantee in place for \$27,870.37 pertaining to FEI's leased premises);
- **equally** with all other Term Deposit holders; and
- **ahead** of any lesser ranking secured creditors (at the date of this PDS there are none), all unsecured creditors and the distribution of surplus assets in accordance with the rules of FEI.

Further information regarding how the Term Deposits rank on the liquidation of FEI can be found in section 4 of this PDS (Key features of Term Deposits) on page 15.

What assets are these Term Deposits secured against?

We have granted a security interest to Trustees Executors Limited as supervisor (the "**Supervisor**") which secures FEI's payment obligations under the Term Deposits. The security interests are over all present and after-acquired personal property of FEI, primarily our loan portfolio and cash holdings.

Further information regarding the security interests can be found in section 4 of this PDS (Key features of Term Deposits) on page 15.

Where you can find FEI's financial information

The financial position and performance of FEI are essential to an assessment of FEI's ability to meet its obligations under the Term Deposits. You should also read section 5 of this PDS (FEI's financial information) on page 17.

Key risks affecting this investment

Investments in debt securities have risks. A key risk is that FEI does not meet its commitments to repay you or pay you interest (credit risk). Section 6 of the PDS (risks of investing) discusses the main factors that give rise to the risk. You should consider if the credit risk of these debt securities is suitable for you. The interest rates for these Term Deposits should also reflect the degree of credit risk. In general, higher returns are demanded by investors from businesses with higher risk of defaulting on their commitments. You need to decide whether the offer is fair. FEI considers that the most significant risks factors are:

Significant loan write off

Loan portfolio concentration risk for FEI is where a small number of its borrowers account for a significant proportion of its entire loan portfolio. As at 31 March 2016 the top six loans (by value) in FEI's loan portfolio (less any loan provisions) represented 35.09% of its total loan receivables. Furthermore, FEI has eight loans where the value of each of these other loans represents more than 10% of FEI's shareholders' funds as at 31st March 2016. If credit losses from any of these high concentration loans become material, FEI would end up with reduced cash reserves to repay Term Deposits when due.

Liquidity risk

A significant proportion of FEI's deposits (46.03% as at 31st March 2016) are received from nonresident investors. If financial markets both in New Zealand and overseas experience unexpected or acute shortages of funds (which may be caused by political, economic, social, financial melt-downs overseas), FEI may face difficulties in raising sufficient deposits to replenish maturing deposits. As a result, FEI may have insufficient funds to redeem Term Deposits or pay interest thereon when these amounts are due for payment.

This summary does not cover all of the risks of investing in the Term Deposits. You should also read section 6 of this PDS (Risks of Investing) on page 19.

What is FEI' credit rating?

Standard & Poor's Rating Services assigned "B" long-term issuer credit ratings to FEI with a stable outlook (B Stable).

A credit rating is an independent opinion of the capability and willingness of an entity to repay its debts (in other words, its creditworthiness). It is not a guarantee that the financial product being offered is a safe investment. A credit rating should be considered alongside all other relevant information when making an investment decision.

FEI has been rated by Standard and Poor's. Standard and Poor's gives ratings from AAA through to SD and D. Please see credit ratings below (FEI's credit rating is indicated by an arrow and bold text).

Standard & Poor's Rating Scale

Statistics on the Rate of Default for Entities with Rating of a Period of at least 5 years

			Default Probability
Investment Grade Ratings	AAA	Extremely Strong	0.36%
	AA+	Very Strong	0.35%
	AA		
	AA-		
	A+	Strong	0.57%
	A		
	A-		
	BBB+	Adequate	1.95%
	BBB		
	BBB-		
Speculative Grade Ratings	BB+	Less Vulnerable	7.71%
	BB		
	BB-		
	B+	More Vulnerable	18.7%
	B		
	B-		
	CCC+	Currently Vulnerable	46.28%
	CCC		
	CCC-		
	CC	Currently Highly Vulnerable	46.28%
C			
D	In Default		

Source: Standard & Poor's – Ratings Direct 30 April 2015

Table of Contents

Section 1 - Key Information Summary 3

Section 2 - Terms of the offer..... 7

Section 3 - FEI and what it does 8

Section 4 - Key features of term deposits..... 9

Section 5 - FEI’s financial information 10

Section 6 - Risks of investing 12

Section 7 - Tax..... 15

Section 8 - Who is involved?..... 16

Section 9 - How to complain 16

Section 10 - Where you can find more information 16

Section 11- How to apply 16

Section 12 - Contact information..... 16

APPLICATION FOR TERM DEPOSITS 17

Section 2 - Terms of the offer

Terms of the offer

Description of Term Deposits	Term Deposits are secured debt securities.
Term	Term deposits are issued for terms of 6, 12, 18, 24 and 36 months or such other terms specified by FEI.
Interest rates	Details on interest rates for Term Deposits are found on our website or by contacting us for the latest rate card. Interest rates are subject to change without notice. Once your application is accepted, the interest rate for your Term Deposit is fixed until maturity.
Interest payments	Quarterly interest is payable on the first business day of April, July, October and January for the preceding quarter (or part thereof) and where applicable, on the maturity date of Term Deposits. Interest accrues on Term Deposits (at the interest rate specified in your application form) from the actual date FEI is in receipt of payment, subject to clearance of any payment made by cheque. Interest due is payable in the manner specified on your application form subject only to deduction of withholding tax. Interest will be paid in the currency of the Term Deposit made with FEI. For example, NZD deposits will have its interest paid in NZD, AUD deposits will have its interest paid in AUD. Interest may be compounded or credited to the nominated bank account.
Offer opening and closing dates	The offer opened on 29 November 2016. This is a continuous offer. There is no closing date.
Ranking of term deposits on liquidation	On a liquidation of FEI, your rights and claims under the Term Deposits will rank: <ul style="list-style-type: none"> • after all creditors preferred by law and any permitted prior security interests (at the date of this PDS there is a bank guarantee in place for \$27,870.37 pertaining to FEI's leased premises); • equally with all Term Deposit holders; and • ahead of any lesser ranking secured creditors (at the date of this PDS there are none), all unsecured creditors and the distribution of surplus assets in accordance with the rules of FEI.
Minimum Investment	NZD\$5,000 or equivalent.
Early withdrawal	If FEI agrees (at FEI's discretion) to any withdrawal of Term Deposits (or part thereof), FEI reserves the right to adjust the interest rate to reflect the revised shorter term your funds are actually held and set conditions as how the early withdrawal is to be paid out. FEI may charge you a reasonable administration fee for any such early withdrawal.

Trust Deed

FEI entered into a trust deed dated 8 August 2003 as amended and restated on 18 November 2016 with Trustees Executors Limited as supervisor in relation to the Term Deposits (the "**Trust Deed**").

A copy of the Trust Deed may be obtained from the Disclose register at www.business.govt.nz/disclose

Interest rate and comparable pricing

In setting interest rates for its Term Deposits, FEI tracks and monitors deposit interest rates offered by the major banks in New Zealand as well as market conditions for term deposits generally.

Generally, interest rates for our Term Deposits have a risk premium in the range of 2% to 4% over and above comparable term deposits offered by the major banks in New Zealand. The risk premium reflects the higher credit risk posed by NBDT institutions like FEI which generally lend to borrowers which do not fit into a bank's usual credit criteria. In addition, as our credit rating is lower than credit ratings generally for the major banks in New Zealand, a higher risk premium is required for our Term Deposits.

We invite you to review comparable interest rates for competing term deposits at www.interest.co.nz or www.depositrates.co.nz.

Section 3 - FEI and what it does

Overview of FEI

About FEI

During the period since its incorporation, FEI has operated as a finance company by lending to SME and property sectors. It has received deposits from the public and provided financial accommodation to borrowers since 8 August 2003.

FEI's operations and activities

Under this PDS, FEI intends to accept deposits from the public and will continue to operate as a finance company. FEI focuses on lending opportunities in the SME sector both in New Zealand and Australia. FEI would consider opportunities in other geographical regions if this makes commercial sense and if such opportunities meet its lending policy. The funds for future lending opportunities will come from incoming deposits as well as loan repayments from its outstanding loans (when these are collected).

The facilities to the SME sector take the form of term loans, bridging finance, working capital facilities, trade finance, discounting of rental or subscription contracts, structured facilities for the acquisition of assets or businesses as well as underwriting debt securities.

FEI's loan portfolio also includes financial accommodation to the property sector, in particular, property development loans.

FEI also acts as a broker from time to time by seeking funds from third parties to on-lend to borrowers as co-lenders. In particular, FEI has acted as a broker (in conjunction with FE Securities Limited) to raise funds for the provision of finance to borrowers.

FEI undertakes regular securitization exercises by selling down part of its loan portfolio in order to free up funds and enhance the efficiency of its capital base.

Financial accommodation is subject to the constraints placed on FEI by the covenants contained in the Trust Deed. The principal assets held by FEI and charged as security for the Term Deposits are its loans receivables together with the securities granted for these loans.

Breakdown of business activities

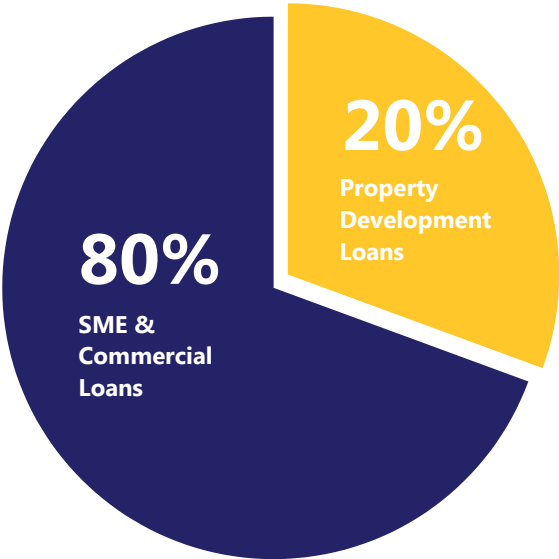
Providing financial accommodation to SME businesses and property enterprises form the core lending activities for FEI.

The range of SME borrowers include business service providers, importers and wholesalers, consultancy firms, business equipment hire, service subscription providers as well as merchants and retailers from its discounting activities of rental or subscription contracts.

Securities for the SME loans are in the form of security interests over borrowers' and or guarantors' assets and undertakings including in many cases, claims on future cashflow stream being the primary security and in some cases, land or real property situated in New Zealand and Australia.

FEI's property sector loans consist predominantly of property development loans for residential projects predominantly in the Auckland region. Securities for its property development loans are mortgages or security interests over development projects which generally rank after bank funding which traditionally takes priority over FEI's loans.

The pie chart below shows the percentage split between SME & commercial loans and property development loans as at 31 March 2017:



Key to generating income

FEI derives income from the interest differential between its Term Deposit rates and its lending rates as well as fee income charged for loans provided to its borrowers. In addition, FEI earns interest from the cash reserves deposited with its banks.

Surplus income (after paying interest on its Term Deposits) is used to defray its operating costs in running its operations as a NBDT entity.

FEI's level of total assets as at 31 March 2016 was sufficient to generate income to pay interest on its Terms Deposits, defrayed operating expenses and turned in a positive profit. Please refer to "Selected Financial Information" table in Section 5 of this PDS.

Board of directors and senior management

Directors

TK Shim (BA, LLB) is one of the founding directors of FEI and has been on the board since July 2003. TK has in-depth experience in corporate advisory services and corporate finance to the SME sector. TK specialises in innovative structured financing for companies in the general business sector including arranging bond and unit trust issues, putting in place trade finance, financing acquisitions, securitisation facilities and other debenture lending products.

He was a banking law specialist in some of the major law firms in New Zealand with banking experience gained from working in an international bank.

Mel Stewart (BAgrSc) is the other founding director of FEI and has been on the board since July 2003. Mel has extensive experience in financing in the rural, residential, commercial and industrial sectors throughout Australasia and Oceania. His involvement in the Rural Bank and Elders Finance Limited gives him a comprehensive understanding of issues relating to these areas of finance. Mel is also a qualified property valuer trained in New Zealand.

Andrew Schnauer (LLB) is the chair of FEI's board who has been on the board since January 2014 and is an independent director of FEI. Andrew is an enrolled Barrister and Solicitor of the High Court of New Zealand and is a director of Schnauer and Co Limited, a law firm situated in Auckland. Andrew acts for a varied range of businesses and also has extensive experience with commercial and residential property. He has also developed a specialty in trusts and asset planning and (via corporate trustee companies) acts as a professional trustee for numerous Trusts.

Marcus Ritchie (BMS) has been on the board since November 2014 and is an independent director of FEI. Marcus is currently a Global Director of Energy, Infrastructure & titles at ANZ Bank (Australia). Marcus is an experienced investment banker covering Mergers & Acquisitions with over 15 years' experience, having worked at Bank of America Merrill Lynch (Sydney), American Express (New York), Mizhuo Bank (UK), Dresdner Kleinwort Investment Bank (UK), and Westpac (NZ).

Jacob Ploeg (BCOM) has recently been appointed to the board as an independent director of FEI. Jacob has over 30 years' experience in the accounting industry, having worked as Senior Audit Manager for DFK Oswin Griffiths Carlton from 1986 to 2017 (previously known as DFK Carlton, Grant Thornton and Chambers Nicholls). Jacob has extensive experience in the auditing of finance companies, listed entities, SME's, and not-for-profit entities. Jacob is also a trustee of a private superannuation scheme, and has written a series of articles for a trade magazine on a range of business topics.

Change of Ownership of FE Investments Limited

The shareholders of FE Investments Limited on 30th November 2016 entered into a Share Purchase Agreement ("SPA") with Wolfstrike Rentals Group Limited ("WSG"), a company listed on the Australian Stock Exchange. WSG's core focus is the leasing of technology products and services with a strong focus on supplying the retail and hospitality sectors.

The Reserve Bank of New Zealand ("RBNZ") gave consent for the change in shareholding on 25 May 2017.

Under the SPA, FEI shareholders contracted to sell all their shares in FEI to WSG and receive shares in WSG in return, effectively making the existing FEI shareholders the majority shareholders in WSG. FEI will become a fully owned subsidiary of WSG as a result of the change in ownership ("Changeover"). This is expected to be completed in the month of June 2017.

Upon completion of the Changeover, FEI shall continue its business activities as a Non-Bank Deposit Taker pursuant to this Product Disclosure Statement (as updated from time to time) and its Deposit Trust Deed dated 18 November 2016.

FEI shall also retain its existing Board of Directors and management team.

All of FEI's key relationships shall remain in place. For example, Trustees Executors limited will remain as its supervisor, and KPMG shall continue as auditor.

With the Changeover, and based on its own estimates, but subject to future market conditions, FEI's lending activities over the next three years will pivot into more discounting/leasing activities where such specialized lending activities may constitute over 50% of FEI's loan book as opposed to 28% as at 31 March 2017.

As part of the Changeover process, WSG shall repay its loan (other than the discounted contracts) to FEI.

Prior to the Changeover, FEI had discounted contracts generated by Wolfstrike Rental Services Limited ("WRS"), a subsidiary of WSG. However, upon completion of the Changeover, FEI shall only discount contracts from other unrelated parties, with WRS only acting as an agent to collect the payments due under the discounted contracts.

Section 4 - Key features of term deposits

Ranking and security


The Term Deposits are secured by a security interest granted to Trustees Executors Limited (“Supervisor”) under the terms of FEI’s Trust Deed over all of FEI’s assets. The security interest secures all amounts payable by FEI on the Term Deposits and all other moneys payable by it under the terms of the trust deed. As at 31 March 2016, the amount of the liability secured by the security interest was \$29,467,303 and the total value of the assets subject to the security interest was \$37,210,160. In the event of our liquidation, the Term Deposits would rank equally with all other Term Deposits and behind all preferred claimants and any permitted prior security interests.

FEI may incur further liabilities which rank equally with, or in priority to, the Term Deposits on its liquidation, including by issuing further Term Deposits. This could also include fees payable to the Supervisor under the Trust Deed, any fees payable to a receiver appointed in respect of FEI’s assets, statutory based claims such as employee entitlements, outstanding interest payments and amounts owing to trade creditors. FEI will not, without the consent of the Supervisor, create or permit the creation or existence of any security interest over FEI’s assets other than the security interest created under its Trust Deed. However, FEI is permitted under the Trust Deed to create prior security Interests securing an amount of no more than 2% of FEI’s total tangible assets.

Except as set out above, our Trust Deed prevents us from creating any security interest over our property which ranks in priority to, or equally with, the security interest granted to our Supervisor to secure our Term Deposits

As at the date of this PDS, there is a bank guarantee for the sum of \$27,870.37 ranking ahead of the Term Deposits. The bank guarantee was set up as a condition under the lease arrangement for FEI’s premises. This is the only security interest which ranks in priority over the Supervisor’s security interest.

The diagram below illustrates the ranking of the Term Deposits on our liquidation and is based on \$29,467,303 of Term Deposits outstanding as at 31 March 2016, being the number of term deposits issued by FEI as at 31 March 2016.

	Ranking on liquidation	Commentaries	Amount		
			31-Mar-16	31-Mar-15	31 Mar-14
Highest ranking / Earlier priority	Liabilities that rank in priority to Term Deposits	Creditors preferred by law including IRD and employee payments	111,012	56,162	37,036
	Liabilities that rank equally with Term Deposits	including existing Term Deposits as well as those Term Deposits to be issued under this PDS	29,467,303	18,877,361	11,526,673
	Liabilities that rank below the Term Deposits	Unsecured creditors and accruals	213,578	101,348	150,714
Lower ranking / Later priority	Equity	Surplus assets available to shareholders	7,418,267	4,245,168	3,144,828
			37,210,160	23,280,039	14,859,251
Bank guarantee			29,053	27,870	77,000

Notes:

There is contingent liability in the form of a bank guarantee backed by an allocated cash at bank.

This bank guarantee is put in place as a requirement under the lease arrangement for FEI’s office premises.

The number of securities shown in the table above is the value of the debt securities including accrued interest (being term deposits) accepted by FEI.

Guarantees

FEI is solely responsible for repaying you. The offer of Term Deposits under this PDS and the returns payable thereon are not guaranteed by FEI, the Supervisor, or any other person.

Transfer

FEI does not intend to quote these Term Deposits on a market licensed in New Zealand and there is no other established market for trading them. This means that you may not be able to sell the Term Deposits before the end of their term.

FEI may, in its discretion, delay a transfer of the Term Deposits to undertake customer due diligence in accordance with the requirements of the Anti-Money Laundering and Countering Financing of Terrorism Act 2009 and may charge a fee to you for conducting the customer due diligence.

Section 5 - FEI's financial information

FEI is required by law and its Trust Deed to meet certain financial requirements. This table shows how FEI is currently meeting those requirements. These are minimum requirements. Meeting them does not mean that FEI is safe. The section on specific risks relating to FEI's creditworthiness sets out risk factors that could cause its financial position to deteriorate. The offer register provides a breakdown of how the figures in this table are calculated, as well as full financial statements.

Key Ratios

Key Ratio	31/3/2016	31/3/2015	31/3/2014
Capital ratio	9.01%	10.47%	11.13%
Minimum capital ratio (under the trust deed)	8%	8%	8%
Minimum capital ratio (under the 2010 regulations)*	8%	8%	8%

The capital ratio is a measure of the extent to which FEI is able to absorb losses without becoming insolvent. The lower the capital ratio, the fewer financial assets FEI has to absorb unexpected losses arising out of its business activities.

Aggregate exposures to related parties	9.82%	9.79%	10.49%
Maximum limit to aggregate exposures to related parties (under the trust deed)	15%	15%	15%
Maximum limit to aggregate exposures to related parties (under the 2010 regulations)*	15%	15%	15%

Related party exposures are financial exposures that FEI has to related parties. A related party is an entity that is related to FEI through common control or some other connection that may give the party influence over FEI (or FEI over the related party). These related parties include, for example, FE Securities Limited and FE Capital Limited as well as FEI's directors or their families.

Liquidity calculated in accordance with the trust deed	4.7	3.3	2.7
Minimum liquidity requirements required under the trust deed	0.45	0.45	0.45

Liquidity requirements help to ensure FEI has sufficient realisable assets on hand to pay its debts as they become due in the ordinary course of business. Failure to comply with liquidity requirements may mean that FEI is unable to repay investors on time, and may indicate other financial problems in its business.

Selected financial information

Period	Year to 31/3/2016	Year to 31/3/2015	Year to 31/3/2014
Total assets as determined in accordance with GAAP	\$37,210,160	\$23,280,000	\$14,859,000
Total liabilities as determined in accordance with GAAP	\$30,190,553	\$19,269,000	\$12,031,000
Net Profit after Tax as determined in accordance with GAAP	\$2,143,476	\$620,000	\$335,000
Net Cash Flows from Operating Activities as determined in accordance with GAAP	(\$6,252,566)	\$1,462,000	(\$1,913,000)
Cash and cash equivalents as determined in accordance with GAAP	\$7,265,256	\$3,039,000	\$1,034,000
Capital as calculated in accordance with the 2010 regulations*	\$7,019,607	\$4,011,000	\$2,829,000

*"the 2010 regulations" means the Deposit Takers (Credit Ratings, Capital Ratios, and Related Party Exposures) Regulations 2010.

Other limitations, restrictions and prohibitions

Financial covenants

Our trust deed requires:

- The maximum amount owing by any one borrower or a related group of borrowers cannot exceed the greater of 10% of our total tangible assets, or \$1 million, whichever is the greater ("Limit"). However, our Supervisor has the power to

waive this requirement in an appropriate case. For a period between February and April 2016 the loans to a related group of debtors exceeded the Limit (which was then in breach of the relevant clause in the Trust Deed). The debtors each on its own were within the Limit but on an aggregated basis, the combined loans exceeded the Limit by 2% as at 30th April 2016. The excess amount was brought under the Limit in May 2016.

- FEI must ensure that at all times the aggregate exposures of FEI and its subsidiaries to all related parties of the company do not exceed a maximum limit ratio of 15% of the capital of FEI and all of its subsidiaries; and
- FEI may not, without the consent of the Supervisor sell or transfer as a going concern, whether through a single transaction or series of unrelated transactions, the whole of its undertaking, or any parts thereof comprising more than 25% of total tangible assets and provided that FEI is entitled to sell its receivables to a securitisation programme (term as defined by the Trust Deed) for cash on a non-recourse basis.

Section 6 - Risks of investing

General risks

Your investment is subject to the general risk that FEI becomes insolvent and is not able to meet its obligations to you to pay interest and to repay the principal when due under the Term Deposits.

Additional risk is that if you wish to sell your Term Deposits prior to maturity you are unable to find a buyer or realise the amount you paid for the Term Deposit. There is no established market available to trade such investments.

Specific risks relating to FEI's creditworthiness

Significant loan write off

Description of circumstance

Loan portfolio concentration risk for FEI is where a small number of its borrowers account for a significant proportion of its entire loan portfolio which means that FEI would suffer a material credit loss in the event that FEI has to write off any loans from any of these particular borrowers.

Significance of circumstance

FEI has eight loans where the value of each of these other loans represents more than 10% of FEI's shareholders' funds as at 31st March 2016.

Please refer to page 10 on the split of our loan portfolio (into property and SME/commercial loans) as at 31st March 2016.

Likelihood of impact

The likelihood of a property loan going into default and having an adverse impact on FEI's ability to repay its Term Deposits is medium (See below).

The likelihood of an SME/commercial borrower defaulting and having an adverse impact on FEI's ability to repay its Term Deposits is low to medium as most of its SME/commercial loans have first ranking securities granted to secure the loans.

FEI's loan portfolio includes rental/subscription contracts assigned by originators of such contracts as part of FEI's discounting facilities. Even though FEI's credit risk is spread across all these contracts, it relies on the originators to collect receipts (as its trustee and agent on its behalf).

The likelihood of an originator failing to pass receipts to FEI is low to medium as FEI has first ranking securities over the originators.

As at 31st March 2016, 67.8% of FEI's loans have first ranking securities. Under 1% of FEI's loan portfolio is unsecured as at 31st March 2016

Nature of impact

A significant credit loss from one or more of these loans would affect FEI's ability to meet its commitments to its Depositors.

Potential magnitude of impact

If credit losses from any of these high concentration loans become material, FEI would end up with reduced cash reserves to repay Term Deposits when due. Its capital ratio would also deteriorate to the level where it would not be able to meet the minimum level of capital ratio required under its Trust Deed. On the other hand, if the credit loss is greater than its entire share capital, then amounts available to meet FEI's commitments to depositors could be reduced by such level of losses in excess of its share capital.

However FEI's policy is to maintain a capital ratio of at least 1% to 2% above the statutory mandated capital of 8% ("Minimum Capital Ratio"). This gives FEI some buffer to cushion any credit losses from its loan portfolio. FEI had an average capital ratio of 9.67% for the financial year to 31st March 2016. Furthermore, FEI has an on-going capital raising programme to raise additional capital to bolster its shareholders' funds. For example, FEI has raised \$1,308,695 from May 2016 to 31 October 2016 with more planned capital injections for the period to 31st March 2017. Such additional capital injections aim to mitigate this risk by maintaining FEI's capital ratio and cash reserves required to meet its obligations to depositors.

Material property sector exposure

Description of circumstance

FEI provides property development loans on the basis of assessed completion value of projects. FEI's property development loans are secured securities ranking behind a bank or other lender. Delays in completion or cost overruns would increase the credit risk of a property development loan to FEI.

Significance of circumstance

As at 31 March 2016 approximately 30% of FEI's loan portfolio is in New Zealand property sector.

Interest and fees earned on property development loans is capitalised for payment at the end of the term of the loans. Its repayment is dependent solely on timely completion within budget in order for end-buyers to settle in accordance with the terms of sale and purchase agreements for the completed units.

Failure of end-buyers to settle for whatever reason may result in a shortfall of all or part of the expected loan repayment to FEI. Shortfall to FEI may also stem from unexpected cost overruns or delays in project completion.

Likelihood of impact

Property sector is cyclical in nature and has a boom and bust tendency. As such the likelihood of a property loan going into default with a consequent adverse impact on FEI's ability to repay its Term Deposits is medium due to the fact that FEI's securities rank behind a bank or other lenders in the event of a property sector slow-down. However, FEI seeks to mitigate this risk by syndicating all or most of these loans to wholesale investors before the loans are due for repayment.

Nature of impact

A significant credit loss from a property development loan or several of such loans would have an adverse effect on FEI's ability to meet its commitments to its depositors.

Potential magnitude of impact

If credit losses from any of the property development loans become material, FEI would end up with reduced cash reserves to repay Term Deposits when due. Its capital ratio would also deteriorate to the level where it would not be able to meet the minimum level of capital ratio required under its Trust Deed. On the other hand, if the credit loss is greater than its entire share capital, then amounts available to meet FEI's commitments to depositors could be reduced by such level of losses in excess of its share capital. In such eventuality, FEI would be required to bolster its shareholders' fund to meet the Minimum Capital Ratio and to augment its cash reserves to meet its commitments to depositors.

Please refer to narration on FEI's capital ratio policy under the heading "Significant Loan Write-off Risk" above.

Capitalizing of interest and fees

Description of circumstance

FEI recognizes income (both Interest and fee income) which is capitalizing in nature. Capitalized income means that FEI does not receive the cash component of the income until the end of the loan term. FEI's property development loans are normally capitalizing loans.

Significance of circumstance

As at 31 March 2016, around 41.28% of FEI's loan portfolio is capitalizing in nature. This risk is where completion delays or cost overruns results in more capitalized income being charged to the property development loan to the point that there is insufficient development margin to cover all capitalized income and loan principal.

Likelihood of impact

The likelihood of a capitalizing loan going into default with a consequent adverse impact on FEI's ability to repay its Term Deposits is medium. However, this risk is mitigated by the fact that such loans are normally shorter in duration (compared to rental/subscription contracts) with certain minimum level of presales of units plus receipt of a minimum percentage of deposit for each unit sold required by lenders before provision of finance for the projects. .

Nature of impact

FEI will have to rely on alternative sources of cash to meet its commitments to depositors prior to repayment of its capitalizing loans. If any of the capitalizing loans default in repayments, there would be liquidity pressure on FEI which could affect its ability to redeem the Term Deposits.

In addition, FEI would be required to back out all affected capitalized income from its financial statements with any loan write off offset against its retained earnings.

Potential magnitude of impact

FEI has five capitalizing loans where the loan value of each of these loans represents 10% or more than of FEI's shareholders' funds as at 31st March 2016.

If credit losses from any of these capitalizing loans become material, FEI would end up with reduced funds to repay Term Deposits when due and its capital ratio would also deteriorate to the level where it would not be able to meet the minimum level of capital ratio required under its Trust Deed.

Alternatively, if the credit loss is greater than its entire share capital, then amounts due to depositors could be reduced by such level of losses in excess of its share capital. In such eventuality, FEI would be required to bolster its shareholders' fund to meet the Minimum Capital Ratio and to augment its cash reserves to meet its commitments to depositors.

Please refer to narration on FEI's capital ratio policy under the heading "[Significant Loan Write-off Risk](#)" above on how FEI manages this particular risk.

Liquidity risk

Description of circumstance

Liquidity risk is the risk where FEI, for whatever reason, does not have enough cash reserves or is not able to raise funds in time to redeem Term Deposits or pay interest thereon when these amounts are due ("liquidity crunch").

Significance of circumstance

A significant proportion of FEI's deposits (46.03% as at 31st March 2016) are received from nonresident investors. Liquidity crunch may occur if financial markets both in New Zealand and overseas experience unexpected or acute shortages of funds (which may be caused by political, economic, social, financial melt-downs overseas). FEI may face difficulties in raising sufficient deposits to replenish those maturing deposits resulting in FEI failing to meet its financial commitments as they fall due.

Deterioration in investors' confidence generally and in the banking and finance industry may also increase the liquidity risk for FEI should there be a mass exodus of investors' funds from the banking and finance industry.

Likelihood of impact

The likelihood of a liquidity crunch having an adverse impact on FEI's ability to repay its Term Deposits is low due to FEI's policy of holding or targeting a minimum of 4% to 5% of its total assets in cash reserves on its balance sheet at all times, its loyal depositor base with satisfactory renewal rates, its securitization and syndication programmes with its wholesale investors and its loan portfolio of rental/subsorption contracts.

Nature of impact

A liquidity crunch would result in FEI having insufficient funds to redeem Term Deposits or pay interest on thereon when these amounts are due for payment.

Potential magnitude of impact

To assess the potential impact of a potential liquidity risk, FEI monitors liquidity using certain formulas to measure liquidity cover and potential mismatches in the ability to meet repayments from available assets. Under the Trust Deed, FEI has to maintain a mismatch ratio (as defined in the Trust Deed) of 0.45 times over a rolling 12-month period. FEI also maintains a Liquidity Coverage Ratio of 1X times, using the same formula as the mismatch ratio (as set out in the Trust Deed), but measured on a threemonth rolling basis.

FEI reviewed the amount of loans scheduled for repayment for the 12 months from 31 March 2016, expected level of new deposits and the amounts of deposits scheduled for redemption for the same period. Based on the sensitivity analysis conducted by FEI as to the likely levels of deposits redeemed, expected new deposits received and loan repayments taking place over the 12 months from 31 March 2016, FEI is projected to have sufficient funds from loan repayments, renewal of deposits and new deposits to redeem deposits requiring redemption in that period.

Given the nature of forward looking projections and estimates, there is always a risk and high degree of uncertainty attached to making projections 12 months ahead in that actual results achieved may differ materially from the projections made. In making these forward-looking projections and estimates FEI relied on assumptions based on what FEI perceives to be the expected market conditions over the 12 months from 31 March 2016.

Those assumptions are set out below.

The sensitivity analysis may be affected adversely if actual loan repayments, renewals of deposits or new deposits in the 12 months from March 2016 fall materially short of the levels expected by FEI. In the case of loan repayments, FEI only considers the likelihood for such loan repayments to occur in the 12 months from March 2016 regardless of their contracted repayment dates.

Based on these assumptions, FEI is projected to generate sufficient funds to redeem the deposits due within the 12 months from April 2016. As at 31 March 2016, FEI had cash reserves of \$7.26 million on its balance sheet representing 19.5% of its total assets.

Capital adequacy

Description of circumstance

Under its Trust Deed, FEI is required to maintain a capital ratio of 8% (“Minimum Capital Ratio”) of its total assets at all times. Capital adequacy risk is the risk that FEI’s capital ratio would fall below the Minimum Capital Ratio resulting in a breach of its Trust Deed and the Deposit Takers (Credit Ratings, Capital Ratios, and Related Party Exposures) Regulations 2010.

Significance of circumstance

A material credit loss emanating from any of the risks enumerated above (being significant loan write off, material property sector exposure and capitalizing loans risks) could reduce FEI’s capital ratio to below the Minimum Capital Ratio causing FEI to be in breach of its trust deed and the Deposit Takers (Credit Ratings, Capital Ratios, and Related Party Exposures) Regulations 2010.

Likelihood of impact

Likelihood of FEI’s capital ratio falling below the Minimum Capital Ratio is low due to FEI’s policy of maintaining its capital ratio at least 1% or 2% above the Minimum Capital Ratio, accretion of part of its income as retained earnings and planned capital injections to support total asset growth and provide buffer against credit losses.

Nature of impact

FEI’s failure to maintain a Minimum Capital Ratio would be detrimental to its depositors as it reduces the level of capital buffer to cushion any credit losses resulting from loan write-offs.

Potential magnitude of impact

FEI’s policy is to maintain a capital ratio of at least 1% to 2% above the Minimum Capital Ratio. This gives FEI some buffer to cushion any credit losses from its loan portfolio. Please refer to narration on FEI’s capital ratio policy under the heading “Significant Loan Write-off Risk” above.

Section 7 - Tax

New Zealand residents will have resident withholding tax (“RWT”) deducted from their interest payments, and there may be other tax consequences from acquiring or disposing of the Term Deposits.

The RWT rates at the date of this PDS are 28% for companies (other than corporate trustees) and 10.5%, 17.5%, 30% and 33% for all other investors. If you do not provide us with your RWT tax rate, you will automatically have RWT tax deducted at the maximum rate (33% at the date of this PDS), unless you are a company, in which case it will be deducted at 28%.

If you have queries relating to the tax consequences of your investment, then you should seek independent financial and tax advice which is specific to your circumstances before deciding to invest.

RWT will not be deducted where you hold a current certificate of exemption, and a copy of the certificate is provided at the time your application form is lodged with FEI, or at any time thereafter but in any event not later than 1 month prior to the next interest payment date. The holder of any certificate of exemption must ensure the relevant certificate is current, and immediately inform FEI should the certificate lapse for whatever reason.

FEI is registered as an approved issuer with the Inland Revenue Department and therefore is able to use the approved issuer levy scheme in certain circumstances. If you inform FEI that you are a nonresident, then a zero rate of non-resident withholding tax will apply and an approved issuer levy of 2% will be deducted from the gross interest payable to you. It is your responsibility to inform FEI if, for any reason, you no longer meet the conditions that allow the approved issuer levy to apply.

The above statements on taxation are based on the applicable tax legislation current at the date of this PDS. FEI does not take any responsibility for tax advice to any holders of Term Deposits. FEI recommends that you seek your own independent tax advice in relation to your investment in Term Deposits.

Section 8 - Who is involved?

Who is involved?

	Name	Role
Issuer	FE Investments Limited	Issuer of the Term Deposits.
Supervisor	Trustees Executors Limited	Provides independent oversight of us in relation to the Term Deposits.
Auditor to the Issuer	KPMG	Provides external audit services to FEI every 6 months.
Legal advisor of the Issuer	Stace Hammond Lawyers	Provides advice in relation to this PDS and the Term Deposits.

Section 9 - How to complain

We endeavour to maintain a good relationship with all of our investors. If you have any enquires about your investment, please call the Investments Manager at FEI on (09) 359 9716 or contact us at Level 8, 92 Albert Street, Auckland.

If after talking to the General Manager you are not satisfied, you have the right to refer the matter to TK Shim, one of the Executive Directors, who can be contacted at the address and phone number set out above.

Complaints may also be made to the Supervisor at:

- PO Box 4197, Auckland or email gjo@trustees.co.nz

FEI is a member of a dispute resolution scheme, Financial Services Complaints Limited (FSCL). If you and FEI cannot agree on how to resolve your issue within 40 working days, you can refer the matter to FSCL:

- Financial Services Complaints Limited, Level 12, 45 Johnston Street, Wellington
- Telephone: 0800 347 257
- Email: info@fscl.org.nz

Financial Services Complaints Limited will not charge you a fee for investigating or resolving a complaint. Complaints can also be made to the Financial Markets Authority through its website www.fma.govt.nz.

Section 10 - Where you can find more information

Further information regarding FEI and the Term Deposits is available on the offer register at www.business.govt.nz/disclose and can be obtained by request from the Registrar of Financial Service Providers.

Section 11- How to apply

To apply for the term deposits, you need to complete an application form and submit it to us. An application form is attached to this PDS and an online version can be found at www.fei.co.nz

Section 12 - Contact information

FE Investments Limited
Level 8, 92 Albert Street, Auckland
PO Box 106 264, Auckland.
Telephone: 09) 359 9445 or 0800 334 683
Email: enquiries@fei.co.nz
Website: www.fei.co.nz

APPLICATION FOR TERM DEPOSITS

FE INVESTMENTS LIMITED



Client Number

(Office Use Only) _____

1 Please enter your personal details

Joint/Company/Trust/Estate					Deposit number (Office Use Only)	
Mr <input type="checkbox"/>	Mrs <input type="checkbox"/>	Miss <input type="checkbox"/>	Other <input type="checkbox"/>	Surname	First names	
Mr <input type="checkbox"/>	Mrs <input type="checkbox"/>	Miss <input type="checkbox"/>	Other <input type="checkbox"/>	Surname	First names	
Telephone				Mobile		
Email						
Physical address						
Suburb	City	Country		Post code		
Postal address (if different from above)						

2 Resident withholding tax

If you are a New Zealand resident we will deduct Resident Withholding Tax ("RWT") at the rate of 33% unless you either request us to deduct at a lesser rate or if you hold a valid Certificate of Exemption for RWT. Please attach a copy of this Exemption Certificate to this Application Form.

IRD Number (01):		IRD Number (02):					
Please deduct RWT at the rate of	10.5% <input type="checkbox"/>	17.5% <input type="checkbox"/>	28% <input type="checkbox"/>	30% <input type="checkbox"/>	33% <input type="checkbox"/>	2% (AIL) <input type="checkbox"/>	Others <input type="checkbox"/>

3 Investment options (all rates listed are per -annum)

Term	Tick or complete	% Rate	Amount investing (minimum \$5,000)
12 months	<input type="checkbox"/>		
18 months	<input type="checkbox"/>		
24 months	<input type="checkbox"/>		
36 months	<input type="checkbox"/>		
Other	<input type="checkbox"/>		
<input type="checkbox"/> Currency of Investment			

4 Quarterly interest payment instruction (please mark appropriate box)

<input type="checkbox"/>	Compounded quarterly. Earn interest on my interest, and add the quarterly interest due to my SECURED TERM DEPOSIT account.																		
<input type="checkbox"/>	Direct credit. Please pay quarterly interest direct to my bank account.																		
Bank:	<input type="text"/>	Account number:	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Account name:	<input type="text"/>																		
<input type="checkbox"/>	Cheque. Please send quarterly interest by cheque to the above address.																		

5 Maturity instructions

Choose from the following option. (We will contact you in advance of maturity so that you can confirm or vary this instruction) Funds to be paid by:

<input type="checkbox"/>	Repayment of principal and all interest outstanding (if any) to bank account detailed above.
<input type="checkbox"/>	Reinvestment of principal and repayment of all interest outstanding (if any).
<input type="checkbox"/>	Reinvestment of \$ <input type="text"/> and the repayment of all remaining principal and interest outstanding (if any).
<input type="checkbox"/>	All funds automatically reinvested for the same term as the initial amount.

My signature is confirmation that I have read the latest version of FE Investments Limited Product Disclosure Statement and agree to the terms and conditions expressed in that document together with any additional terms and conditions contained in the Application Form.

Signature: _____ Signature: _____ Date: _____ / _____ /20

If this is a joint application both must sign. If you are signing as an attorney, please attach the Power of Attorney or Authority Letter.

Terms and Conditions

Secure term deposits

FE Investments Limited (“FEI”) reserves the right, without notice, to vary the interest rates and terms offered for secured term deposits (“Term Deposits”). FEI will advise you if your application is received after any rate or terms change to the Term Deposits. Unless you confirm to FEI within five business days that you accept the revised rate or terms, your investments will be refunded in full.

Investors will receive (subject only to funds on call) a fixed rate of return for the term of their investment. Interest will be earned on investments and paid at the rates and time or times specified on the Application Form relating to the investment and the payment options selected.

How to invest

After you have made your decision as to which investment product you wish to invest in, and the term and payment options that best suit your needs, the Application Form should be completed as follows (state N/A where a section is not applicable):

Panel 01.

Complete the appropriate panels as to your personal details. Please note that pursuant to the Anti-Money Laundering and Countering Financing of Terrorism Act 2009, FEI requires the identity of all new investors to be verified. In particular:

Investors Identification

All investors must provide an acceptable certified copy of the signed identification as follows:

1. (a) a New Zealand Passport OR a photographic national ID issued by a foreign government for identification purpose;
OR (b) 1 form of non-photographic identification such as the NZ full birth certificate plus 1 supporting form of photographic identification such as a NZ driver licence, current international driving permit; OR
(c) New Zealand Driver Licence plus 1 non-photographic document issued within 12 months by a registered bank or a government agency.
2. All investors must provide certified verification of their residential address by providing a copy of one of the following documents (which cannot be more than three months old):
 - (a) Bank statement;
 - (b) Power bill;
 - (c) Home phone bill;
 - (d) Inland Revenue statement; or
 - (e) Local authority rates bill.

PLEASE NOTE:

If you are meeting us face to face, then you can bring the above documents to our office for verification by us. If you are not meeting us then you will need to have the documents certified by a Trusteed Referee. A Trusted Referee can be one of the following:

A Commonwealth representative (e.g Ambassador, Minister, High Commissioner); Police constable; Justice of the Peace; Registered medical doctor; Kaumatua; Registered teacher; Minister of religion; Lawyer; Notary public; NZ Honorary Consul; Member of parliament; or a chartered accountant.

- Minor: If any applicant is under 18 years of age, the Application Form must be signed by the parent or guardian of the applicant.

Companies: Please provide a copy of the company’s Certificate of Incorporation. Applications must be signed on behalf of the company by two directors, or one director whose signature must be witnessed.

- Trusts & Estates: Identification is required for each trustee, as specified under “All Investors”. Where there are three or more trustees, one trustee must be noted on the Application Form as the investor. A certified copy of the Trust Deed may be required on request.

Power of Attorney: If this application is made under a Power of Attorney, the Power of Attorney (or a certified copy) must be provided to FEI. The donee of such Power of Attorney must certify that they have received no notice of revocation thereof, by the death of the donor or otherwise.

Panel 02.

All investments will have withholding tax deducted unless a copy of the ‘Certificate of Exemption’ is provided to FEI, or ‘Approved Issuer Levy’ (AIL) is applicable (see below). Where interest is paid to overseas residents, FEI may deduct Non-Resident Withholding Tax (NRWT) or the cost of the AIL. To enable us to deduct NRWT or AIL, please provide us with both your mailing and residential addresses. If selected, NRWT will be deducted at the rate that applies to your country of residence, per the address provided.

Alternatively, the cost of AIL (currently 2% of the interest rate) will be deducted in lieu of NRWT (special conditions apply and acknowledgements may be required; please contact FEI for details). NRWT will be rated zero when selecting the AIL option.

Panels 03 and 04.

Complete the appropriate panels for the type of investment, term and payment options that best suit your needs. If you wish to invest in a combination of the investment funds you may do so on the one Application Form by completing more than one panel. To confirm the interest rate and payment options current at the time of application, please call FEI on Free Phone 0800 334 683.

New Zealand Tax Residents, please note: If we do not have your IRD number on file, we are required to deduct Resident Withholding Tax at the non-declaration rate of 33%.

Panel 05.

Complete the appropriate panel for your preferred management of your investment on maturity.

Panel 06.

Once completed, please sign the declaration and forward the Application Form together with a cheque for the full amount of your investment crossed “NOT TRANSFERABLE” and made payable to the order of ‘F E Investments Limited’, to us using the enclosed Free-Post envelope.

Alternatively, complete a direct debit to the bank account number below and attach proof of the deposit to this Application Form.

Bank Account Name: **F E Investments Limited**

Bank Account Number: **12 3216-0057691-61**

General information

All rates are subject to change without prior notice. All rates listed are per annum.

If you have any queries about your investment or completing this form, please telephone us during business hours on free phone 0800 334 683, or e-mail us at: enquiries@fei.co.nz. Alternatively, you can write to us at P O Box 106264 Auckland, 1001.

Confidentiality

FE Investments Limited will take all reasonable steps to protect the confidentiality of all information received from and about you, and will not disclose any information not publicly available to a third party, without your prior consent, except for the purposes of carrying out its business functions or as required by law.

You can request access to and correction of any of your personal information held by F E Investments Limited at any time in writing.