

**Kiwi
Wealth.**

**Kiwi Wealth
KiwiSaver Scheme.**

PRODUCT DISCLOSURE STATEMENT

OFFER OF MEMBERSHIP OF THE KIWI WEALTH KIWISAVER SCHEME

17 AUGUST 2017

This is a replacement Product Disclosure Statement which replaces the Product Disclosure Statement dated 29 July 2016.

This document gives you important information about this investment to help you decide whether you want to invest. There is other useful information about this offer on www.companiesoffice.govt.nz/disclose. Kiwi Wealth 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.

ISSUED BY KIWI WEALTH LIMITED

KEY INFORMATION SUMMARY

WHAT IS THIS?

This is a managed investment scheme. Your money will be pooled with other investors' money and invested in various investments. Kiwi Wealth Limited will invest your money and charge you a fee for its services. The returns you receive are dependent on the investment decisions of Kiwi Wealth Limited and of its investment manager and the performance of the investments. The value of those investments may go up or down. The types of investments and the fees you will be charged are described in this document.

WHAT WILL YOUR MONEY BE INVESTED IN?

The Kiwi Wealth KiwiSaver Scheme (**Scheme**) offers six investment funds for you to invest in. You can choose one investment fund or a combination of investment funds.

These investment options are summarised over the page. More information about the investment objectives and strategy for each of these investment options is provided at Section 3 of the PDS ('Description of your investment option(s)') on page 12.

OUR SIX INVESTMENT FUNDS

CASH

CASHPLUS

CONSERVATIVE

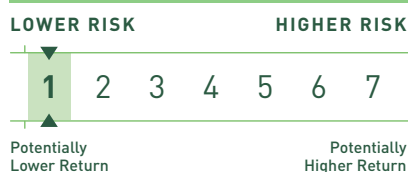
BRIEF DESCRIPTION AND INVESTMENT OBJECTIVES

Invested 100% in cash assets.
Its objective is to exceed the returns you would receive from investing 100% of your funds in New Zealand cash.

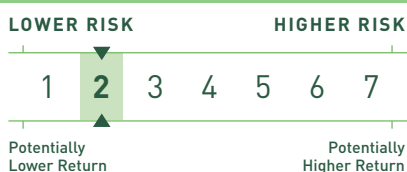
Invested up to 60% in fixed interest assets, and the remainder in cash assets.
Its objective is to exceed the returns you would receive from investing 75% of your funds in New Zealand cash and 25% in New Zealand fixed interest assets.

Invested up to 20% in shares and other growth assets, with the remainder invested in cash and fixed interest assets.
Its objective is to exceed the returns you would receive from investing 85% of your funds in New Zealand fixed interest assets and cash, and 15% in global shares.

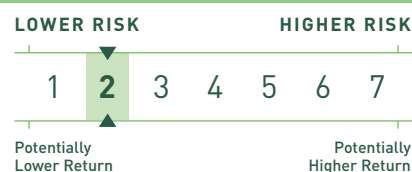
RISK INDICATOR*



ESTIMATED ANNUAL FUND CHARGES:
0.45% P.A.**



ESTIMATED ANNUAL FUND CHARGES:
0.70% P.A.**



ESTIMATED ANNUAL FUND CHARGES:
1.04% P.A.**

DEFAULT

BALANCED

GROWTH

BRIEF DESCRIPTION AND INVESTMENT OBJECTIVES

Intended for short-term investment until you choose the best investment fund(s) for your circumstances. It holds between 15% to 25% in shares and other growth assets at all times, with the remainder invested in a combination of cash and fixed interest assets.

Its objective is to deliver a benchmark return similar to being invested in a fund of 50% in New Zealand cash, 30% in New Zealand fixed interest assets and 20% in shares.

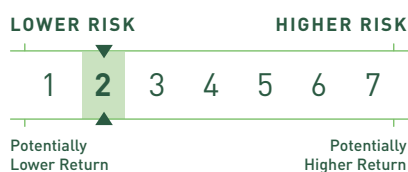
Invested up to 70% in shares and other growth assets, with the remainder in cash and fixed interest assets.

Its objective is to exceed the returns you would receive from investing 45% of your funds in New Zealand fixed interest assets and cash, and 55% in global shares.

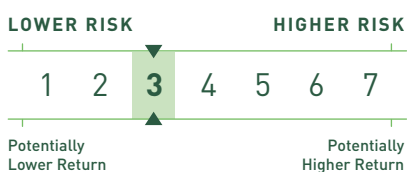
Invested up to 100% in shares and other growth assets, but will usually have some invested in cash and fixed interest assets.

Its objective is to exceed the returns you would receive from investing 85% of your funds in global shares and 15% of your funds in New Zealand fixed interest assets.

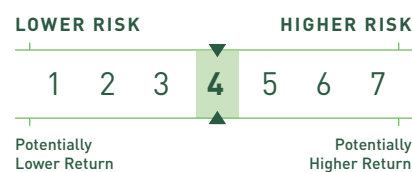
RISK INDICATOR*



ESTIMATED ANNUAL FUND CHARGES:
0.59% P.A.**



ESTIMATED ANNUAL FUND CHARGES:
1.11% P.A.**



ESTIMATED ANNUAL FUND CHARGES:
1.17% P.A.**

* Market index returns as well as the Funds' actual returns have been used to fill in the risk indicators for the Cash and Default Funds, as these Funds have not yet been in operation for five years. Market index returns have been used for the Cash Fund from 30 June 2012 until 31 July 2012 and actual returns after that. Market index returns have been used for the Default Fund from 30 June 2012 until 30 June 2014 and actual returns after that. As a result of those returns being used, the risk indicators for these Funds may provide a less reliable indicator of the potential future volatility of the Fund.

** A minimum fee of \$40 per year for the Default Fund and \$50 per year for all other investment funds applies to the management fee component of the annual fund charges. If you invest in more than one investment fund, this minimum applies pro-rata across those funds. The minimum fee means that if you have a small account balance your charges will be higher than shown above.

See Section 4 of the PDS ('What are the risks of investing?') on page 14 for an explanation of the risk indicator and for information about other risks that are not included in the risk indicator. To help you clarify your own attitude to risk, you can seek financial advice or work out your risk profile at www.kiwiwealth.co.nz/risk-profile.

WHO MANAGES THE KIWI WEALTH KIWISAVER SCHEME?

Kiwi Wealth Limited ('we', 'our', or 'us') is the manager of the Scheme. See Section 7 of the PDS ('Who is involved?') on page 18 for more information.

HOW CAN YOU GET YOUR MONEY OUT?

KiwiSaver is designed to encourage New Zealanders to save for retirement. You can get your money out of KiwiSaver when you're 65, as long as you've been a member of a KiwiSaver scheme or a complying superannuation fund (if you transferred from that fund) for at least five years.

You might be able to withdraw some or all of your money earlier in limited circumstances, including:

- the purchase of a first or (in limited circumstances) second home
- serious illness
- significant financial hardship
- permanent emigration
- savings transferred from an Australian complying superannuation fund, when you reach age 60 and satisfy the 'retirement' definition in Australian legislation.

Your money is also payable to your estate if you die.

Minimum amounts apply to partial withdrawals.

See page 10 for more information about how you can withdraw your investment.

HOW WILL YOUR INVESTMENT BE TAXED?

The Scheme is a portfolio investment entity (PIE).

The amount of tax you pay in respect of a PIE is based on your prescribed investor rate (PIR). This can be 10.5%, 17.5% or 28%. See Section 6 of the PDS ('What taxes will you pay?') on page 17 for more information.

WHERE CAN YOU FIND MORE KEY INFORMATION?

We are required to publish quarterly updates for each fund. The updates show the returns, and the total fees actually charged to investors, during the previous year. The latest fund updates are available at www.kiwiwealth.co.nz/scheme-documents. We will also give you copies of those documents on request.

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Kiwi Wealth Limited is the issuer and manager of the Scheme and a related company of Kiwibank Limited (**Kiwibank**). Kiwibank is a distributor but not an issuer of the Scheme. Investments made in the Scheme do not represent bank deposits or other liabilities of Kiwibank or any of its related parties. Investments made in the Scheme are subject to investment and other risks, including possible delays in payment of withdrawal amounts in some circumstances, and loss of investment value. No person guarantees the repayment of members' interests in the Scheme or the payment of any earnings or returns on the investments of the Scheme.

HOW DOES THIS INVESTMENT WORK?

This Product Disclosure Statement (**PDS**) is for membership of the Scheme. The Scheme is registered under the Financial Markets Conduct Act 2013 and is a default KiwiSaver scheme.

KiwiSaver is a voluntary savings initiative designed to encourage New Zealanders to save for retirement. Most Kiwis can join and benefit from KiwiSaver. If you're working, contributions are deducted from your pay and invested into KiwiSaver. If you're self-employed or not working you can contribute directly.

STRUCTURE OF THE SCHEME

The Scheme is governed by a trust deed between us and Public Trust, the Scheme's supervisor. The Scheme is a managed fund. This means that your money is pooled with other members' money and invested by our investment manager. A managed fund can give you access to investments that you may not be able to access as an individual.

An active investment management style is used for all investment funds.

Members are not assigned units in the Scheme. Instead, your contributions are invested into the investment fund(s) that you have chosen and you have an interest in your share of the assets held in those investment fund(s). Each investment fund's assets are held on trust by Public Trust's appointed custodian.

Each investment fund is treated as a separate and distinct portfolio. This means that all liabilities incurred in relation to an investment fund will only be met from that fund's assets, except where we transfer value between investment funds to accommodate the Scheme being a single entity or taxpayer.

The Scheme is a 'defined contribution' scheme. This means that the benefits you receive depend on the contributions paid to your account, investment gains or losses, and the money deducted from your account (for example, for fees and taxes). The value of your member account will change during the lifetime of your membership.

The Scheme is a Government-appointed default KiwiSaver scheme. This means you may be automatically enrolled in the Scheme by Inland Revenue if you do not select a KiwiSaver scheme within the first three months of starting a new job. You may also be automatically enrolled in the Scheme if it is your new employer's preferred KiwiSaver scheme. If you have been automatically enrolled, you can choose to opt out between 14 and 56 days from the day you started your new job.

We were appointed as a default KiwiSaver provider by the Government under an Instrument of Appointment (**IOA**). The IOA overrides the trust deed. This means that there are restrictions on how the trust deed can be amended.

JOINING THE SCHEME

Most Kiwis can join and benefit from KiwiSaver. You can join the Scheme if you're:

- younger than the qualifying age for New Zealand Superannuation (currently age 65); and
- living or normally living in New Zealand; and
- a New Zealand citizen, or entitled to live in New Zealand permanently.

You can also join the Scheme if you're a state services employee who is serving outside New Zealand, on New Zealand terms and conditions, in a jurisdiction where offering KiwiSaver membership is lawful.

If you're already a KiwiSaver member, you can transfer your savings between KiwiSaver schemes at any time, even if you do not meet the above criteria. If you're already in KiwiSaver you should consider any benefits you currently receive before switching schemes. We recommend that you seek financial advice.

To join the Scheme, please complete the application form at the back of this PDS or apply online at www.kiwiwealth.co.nz or through Kiwibank internet banking (if you're a Kiwibank customer with access to Kiwibank internet banking) at www.kiwibank.co.nz.

You can choose one or a combination of the investment funds to suit your own investment timeframe, goals, and attitude to risk. If you choose more than one option your choice must be in multiples of 5% and must add up to 100%. You may seek financial advice to assist with your decision. Please visit www.kiwiwealth.co.nz to find out more.

If you do not choose an investment fund or if your choice of investment funds adds up to less than 100%, we will choose a fund or the remaining percentage for you as follows:

IF YOU JOINED...	INVESTMENT FUND
Through allocation by Inland Revenue	Default Fund
Because the Scheme is your employer's preferred KiwiSaver scheme	Balanced Fund
Through any other method (for example, you apply to us to join the Scheme)	Balanced Fund

MAKING INVESTMENTS

If you're employed, KiwiSaver contributions are normally taken out of your pre-tax (gross) salary or wages at a rate of 3%, 4%, or 8%. If you do not select a contribution rate, the default rate is 3%. You can also make voluntary contributions at any time. If you're contributing to KiwiSaver, you may also be entitled to an employer contribution of 3% of your pre-tax salary or wages. Tax is deducted from employer contributions.

If you're self-employed or not working you can make voluntary contributions by regular or lump sum payments. You're not required to make any voluntary contributions.

If you're between 18 and 65 you may also be eligible to receive a member tax credit from the Government, currently at the rate of 50 cents for each dollar you contribute up to a maximum member tax credit of \$521.43 per year.



THE TABLE BELOW SHOWS THE WAYS YOU CAN CONTRIBUTE TO THE SCHEME:

CONTRIBUTION METHOD	IF YOU'RE AN EMPLOYEE	IF YOU'RE SELF EMPLOYED*	IF YOU'RE NOT WORKING	IF YOU'RE UNDER 18
Payment through PAYE via your employer	✓	✓	-	✓
Regular payments via direct debit to us	✓	✓	✓	✓
Lump sum payments directly to us or via Kiwibank or Inland Revenue	✓	✓	✓	✓

* If you're self-employed and pay yourself through the PAYE system you will be treated as an employee and will be required to make employer contributions. See www.kiwisaver.govt.nz for more information.

A \$20 minimum applies to voluntary contributions made directly to us or via Kiwibank, other than for payments made by internet banking. We can change this minimum and other requirements relating to voluntary contributions from time to time. We will notify you if we make a change that affects you.

We operate on a weekly investment cycle. Contributions received during the week are put into the Scheme's transaction account and linked to your member account where they earn interest. The money held on your behalf in the transaction account at the end of each week is transferred to your chosen investment fund(s). Some cash is kept in your member account to pay your fees and taxes. Your contributions are normally invested within one week.

You can change your contribution rate or take a 'contributions holiday', subject to some restrictions. You can also stop contributing to the Scheme when you reach your end payment date (see across).

You may also be able to transfer your savings from another superannuation scheme (New Zealand or overseas) to the Scheme.

See 'Other Material Information - Contributions and Transfers' on the offer register at www.companiesoffice.govt.nz/disclose for more information about contributions.

WITHDRAWING YOUR INVESTMENTS

KiwiSaver is designed to encourage New Zealanders to save for retirement. This means you can't usually withdraw your money until you reach your end payment date, which is the later of:

- when you qualify for New Zealand Superannuation (currently age 65);
- five years after you joined a KiwiSaver scheme, or, if you transferred from a complying superannuation fund, five years after you joined that scheme.

Early withdrawals are permitted in limited circumstances.

If you have to pay New Zealand tax or make student loan repayments because you have transferred money from a foreign superannuation scheme to the Scheme, you can make a partial withdrawal to fund those payments in some circumstances.

We may also have to release some or all of your money under a Court order.

THE TABLE BELOW SHOWS THE MAIN TYPES OF WITHDRAWAL AVAILABLE AND WHAT YOU CAN WITHDRAW:

WITHDRAWAL TYPE

WHAT CAN I WITHDRAW?

	MEMBER CONTRIBUTION	EMPLOYER CONTRIBUTION	MEMBER TAX CREDIT	\$1,000 KICK-START (IF ANY) ³	SAVINGS TRANSFERRED FROM AN AUSTRALIAN COMPLYING SUPERANNUATION SCHEME
End payment date	✓	✓	✓	✓	✓
Purchase of first home ¹	✓	✓	✓	-	-
Significant financial hardship	✓	✓	-	-	✓
Serious illness	✓	✓	✓	✓	✓
Permanent emigration (other than to Australia)	✓	✓	-	✓	-
Permanent emigration to Australia ²	✓	✓	✓	✓	✓
Death	✓	✓	✓	✓	✓
Retirement withdrawal of Australian savings from age 60	-	-	-	-	✓

1. You must leave at least \$1,000 in your member account after the withdrawal, even if you have not received a \$1,000 kick-start contribution. Even if you have owned a home before, you may still be able to make a withdrawal in certain circumstances if Housing New Zealand accepts that you're in the same financial position as would be expected if you have never owned a property.
2. Your savings will be transferred to an Australian complying superannuation fund.
3. You will only have received a \$1,000 kick-start contribution from the Government if you first joined KiwiSaver before 2.00pm on 21 May 2015.

Once you reach your end payment date you can withdraw all your money or you can keep your account open and set up regular withdrawals or make occasional withdrawals. A \$100 minimum applies to each regular withdrawal and a \$500 minimum applies to a one-off partial withdrawal. In addition, all withdrawals must be in \$10 multiples. We can change these amounts in the future.

We operate on a weekly investment cycle. All withdrawal requests received during the week are processed as part of the next weekly investment cycle. This means that you would normally receive a payment within 15 working days of the receipt of your completed request.

If you make a withdrawal to purchase a first or subsequent home you may also be able to receive up to \$10,000 from the Government as a KiwiSaver HomeStart grant. See www.hnzc.co.nz for more information, including terms, conditions, and eligibility.

You can transfer to another KiwiSaver scheme at any time. You can only be a member of one KiwiSaver scheme at a time. This means that if you join another KiwiSaver scheme you will cease to be a member of the Scheme.

See the Scheme's register entry or www.kiwiwealth.co.nz for more information about withdrawals. Contact us for the required forms. You will need to satisfy legal requirements and our processes before you can make a withdrawal.

HOW TO SWITCH BETWEEN FUNDS

You can switch between investment funds at any time. If you choose more than one investment fund your choice must be in multiples of 5% and must add up to 100%.

To make a change contact us or log on at www.kiwiwealth.co.nz. There are no restrictions on the number of switches you can request, and we don't charge you any fees for switching.

DESCRIPTION OF YOUR INVESTMENT OPTIONS

This table shows details of each investment fund:

CASH	CASHPLUS	CONSERVATIVE
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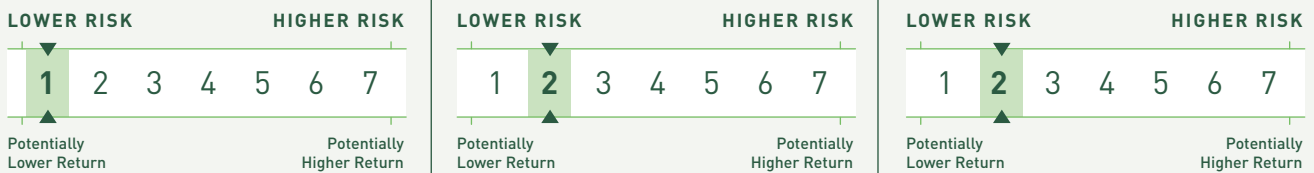
SUMMARY OF INVESTMENT OBJECTIVES AND STRATEGY

Invested 100% in cash assets.
Its objective is to exceed the returns you would receive from investing 100% of your funds in New Zealand cash through the active selection of cash assets.

Invested up to 60% in fixed interest assets, and the remainder in cash assets.
Its objective is to exceed the returns you would receive from investing 75% of your funds in New Zealand cash and 25% in New Zealand fixed interest assets through active asset allocation and active selection of cash and fixed interest assets.

Invested up to 20% in shares and other growth assets with the remainder invested in cash and fixed interest assets.
Its objective is to exceed the returns you would receive from investing 85% of your funds in New Zealand fixed interest assets and cash, and 15% in global shares, through active asset allocation and active selection of shares and other growth assets, fixed interest and cash assets.

RISK INDICATOR*



MINIMUM SUGGESTED INVESTMENT TIMEFRAME

Short (less than 12 months)

Short (less than 3 years)

Short (1 to 5 years)

* Market index returns as well as the Funds' actual returns have been used to fill in the risk indicators for the Cash and Default Funds, as these Funds have not yet been in operation for five years. Market index returns have been used for the Cash Fund from 30 June 2012 until 31 July 2012 and actual returns after that. Market index returns have been used for the Default Fund from 30 June 2012 until 30 June 2014 and actual returns after that. As a result of those returns being used, the risk indicators for these Funds may provide a less reliable indicator of the potential future volatility of the Fund.

DEFAULT

BALANCED

GROWTH

SUMMARY OF INVESTMENT OBJECTIVES AND STRATEGY

Intended for short-term investment until you choose the best fund(s) for your circumstances. It holds between 15% to 25% in shares and other growth assets at all times, with the remainder invested in a combination of cash and fixed interest assets.

Its objective is to deliver a benchmark return similar to being invested in a fund of 50% in New Zealand cash, 30% in New Zealand fixed interest assets and 20% in shares and other growth assets.

Invested up to 70% in shares and other growth assets, with the remainder in cash and fixed interest assets.

Its objective is to exceed the returns you would receive from investing 45% of your funds in New Zealand fixed interest assets and cash, and 55% in global shares through active asset allocation and active selection of shares and other growth assets, fixed interest and cash assets.

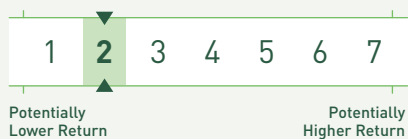
Invested up to 100% in shares and other growth assets, but will usually have some invested in fixed interest and cash assets.

Its objective is to exceed the returns you would receive from investing 85% of your funds in global shares and 15% of your funds in New Zealand fixed interest assets and cash through active asset allocation and active selection of shares and other growth assets, fixed interest and cash assets.

RISK INDICATOR*

LOWER RISK

HIGHER RISK



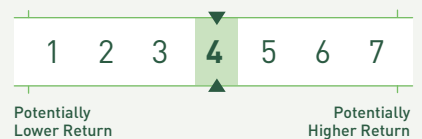
LOWER RISK

HIGHER RISK



LOWER RISK

HIGHER RISK



MINIMUM SUGGESTED INVESTMENT TIMEFRAME

Short (1 to 5 years)

Medium (5 to 10 years)

Long (more than 10 years)

* Market index returns as well as the Funds' actual returns have been used to fill in the risk indicators for the Cash and Default Funds, as these Funds have not yet been in operation for five years. Market index returns have been used for the Cash Fund from 30 June 2012 until 31 July 2012 and actual returns after that. Market index returns have been used for the Default Fund from 30 June 2012 until 30 June 2014 and actual returns after that. As a result of those returns being used, the risk indicators for these Funds may provide a less reliable indicator of the potential future volatility of the Fund.

Responsible investment, including environmental, social, and governance considerations, is taken into account in the investment policies and procedures of the Scheme as at the date of this product disclosure statement. You can obtain an explanation of the extent to which responsible investment is taken into account in those policies and procedures at our internet site at www.kiwiwealth.co.nz.

We may change the statement of investment policy and objectives (SIPO) for each investment fund without notifying you. Public Trust must approve any changes. Changes affecting the Default Fund would need the relevant Government Minister's consent if they are outside the limits in the IOA. See the Scheme's register entry or contact us for a copy of the current SIPO.

Further information about the assets in the funds can be found in the fund updates at www.kiwiwealth.co.nz.

WHAT ARE THE RISKS OF INVESTING?

UNDERSTANDING THE RISK INDICATOR

Managed funds in New Zealand must have a standard risk indicator. The risk indicator is designed to help investors understand the uncertainties both for loss and growth that may affect their investment. You can compare funds using the risk indicator.

See the table on pages 12 and 13 for the filled-in risk indicator for each investment fund.

The risk indicator is rated from 1 (low) to 7 (high). The rating reflects how much the value of the fund's assets goes up and down (volatility). A higher risk generally means higher potential returns over time, but more ups and downs along the way.

To help you clarify your own attitude to risk, you can seek financial advice or work out your risk profile at www.kiwiwealth.co.nz/risk-profile.

Note that even the lowest category does not mean a risk-free investment, and there are other risks (described under the heading '**Other specific risks**' on page 15) that are not captured by this rating.

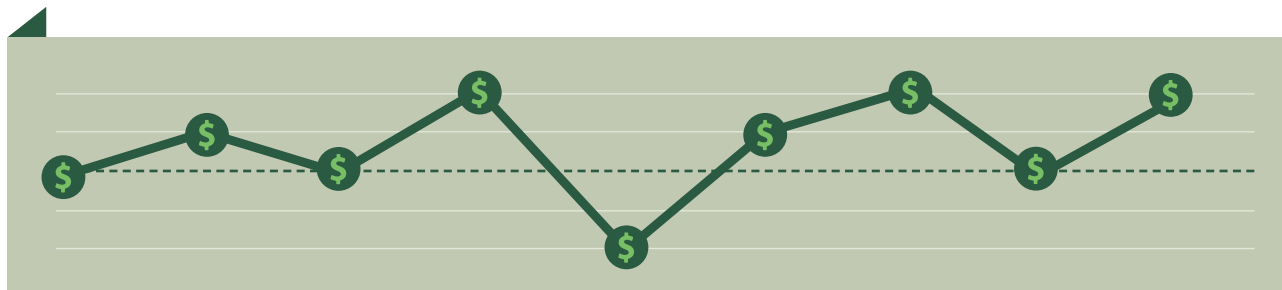
This risk indicator is not a guarantee of a fund's future performance. The risk indicator is based on the returns data for the five years to 30 June 2017. While risk indicators are usually relatively stable, they do shift from time to time. You can see the most recent risk indicator in the latest fund update for each fund.

The period of returns used to calculate the risk category in this PDS represents a five year period for the funds and the output might be different if calculated using a using a longer timeframe. If the period of returns data that a risk indicator is based on was one of unusually low or high volatility the risk category presented in a PDS (or any fund update) may not reflect the Fund's future volatility.



GENERAL INVESTMENT RISKS

Some of the things that may cause a fund's value to move up and down, which affect the risk indicator, are investment return risk, market risk, company risk, credit risk and currency risk.



INVESTMENT RISK DESCRIPTION

Investment return risk	The possibility of your investment either losing value or not gaining value and therefore not meeting your return expectations. That is, the uncertainty that an investment will deliver its expected return.
Market risk	Financial markets can fluctuate significantly, affecting returns in most asset classes. You should be prepared for declines in your member account balance, especially in the short term, and particularly if you're invested in an investment fund with exposure to shares and other growth assets.
Company risk	The financial uncertainty faced by an investor who holds securities of a specific company and is therefore exposed to fluctuations in that company's performance.
Credit risk	The risk of investment loss due to a company becoming insolvent and being placed into receivership, liquidation or statutory management or being otherwise unable to meet its financial obligations.
Currency risk	International shares and some fixed interest and cash investments are denominated in foreign currencies. Returns can be affected by movements in the value of the New Zealand dollar and the relevant foreign currencies.

OTHER SPECIFIC RISKS

There are other factors that may affect members' returns that are not reflected in the risk indicator.

The risks associated with active investment management

An active investment management style is used for all investment funds, although a passive investment style may be used at times. Where a passive investment approach invests in a very broad range of companies in proportion to their size, an active management approach attempts to get better returns than a passive approach by investing in specific securities that are judged likely to perform better than the wider market. Day-to-day active management decisions made about what assets to buy and sell, and the asset allocation to hold, may not work in your favour. We take steps to control this risk.

See the 'Other Material Information – Risks' document on the offer register at www.companiesoffice.govt.nz/disclose for more information about risk.

WHAT ARE THE FEES?

You will be charged fees for investing in the Scheme. Fees are deducted from your investment and will reduce your returns. If we invest in other funds, those funds may also charge fees. The fees you pay will be charged in two ways:

- regular charges (for example, annual fund charges). Small differences in these fees can have a big impact on your investment over the long term
- one-off fees (for example, if we were to charge withdrawal fees in the future).

The Scheme's fees are as follows:

INVESTMENT FUND	ANNUAL MANAGEMENT FEE (ESTIMATE)*	OTHER FEES (ESTIMATE)	TOTAL ESTIMATED ANNUAL FUND CHARGES* (AS A % OF YOUR FUND(S) BALANCE)
Cash	0.45%	0.00%	0.45%
CashPlus	0.70%	0.00%	0.70%
Conservative	1.00%	0.04%	1.04%
Default	0.55%	0.04%	0.59%
Balanced	1.00%	0.11%	1.11%
Growth	1.00%	0.17%	1.17%

*Subject to the minimums described below.

We don't charge performance-based fees.

The fees outlined above cover the following:

FEE	WHAT IT COVERS
Total estimated annual fund charges	<p>This charge includes an Annual Management Fee covering ongoing costs of managing and administering the Scheme including Public Trust's services, administration services, investment management services, registry and custody costs, marketing, auditing, legal, printing, posting and transaction fees paid to New Zealand Post Limited for processing applications.</p> <p>The Other Fees (Estimate) is an estimate of fees charged by underlying funds which the Scheme invests in.</p> <p>The minimum charge for the Annual Management Fee component of the annual fund charge (described above) is \$40 for the Default Fund and \$50 for all other investment funds. If you invest in more than one investment fund, this minimum applies pro-rata across those investment funds.</p> <p>The estimated annual fund charges do not include trading expenses (these are the actual costs incurred in the buying and selling of assets in an investment fund, such as brokerage). These are a separate cost for each investment fund in addition to the annual fund charges.</p> <p>The annual management fee is calculated and deducted from your member account weekly in arrears. Other fees are deducted from each relevant investment fund as and when they are incurred. If they relate to a particular member or group of members they will be deducted instead from their member account(s).</p>

All fees are disclosed on a before-tax basis. GST may be added to fees and may be included in some expenses, where applicable.

Individual action fees

We do not currently charge contribution, withdrawal, establishment, switching, or transfer fees, but we could charge these or other fees in the future. See the 'Other Material Information - Fees' document on the offer register at www.companiesoffice.govt.nz/disclose for more information about fees.

EXAMPLE OF HOW FEES APPLY TO AN INVESTOR

Joe invests \$10,000 in the Balanced Fund. The starting value of his investment is \$10,000. He is charged management and administration fees, which work out to about \$111 (1.11% of \$10,000). These fees might be more or less if his account balance has increased or decreased over the year.

Estimated total fees for the first year

Individual action fees: \$0

Fund charges: \$111

Other charges: \$0

See the latest fund update for an example of the actual returns and fees investors were charged over the past year.

This example applies only to the Balanced Fund. If you're considering investing in other funds in the Scheme, this example may not be representative of the actual fees you may be charged.

THE FEES CAN BE CHANGED

We can change the annual management fee with Public Trust's agreement, subject to the limitations in the trust deed. Fees for the Default Fund can only be increased with the approval of the relevant Government Minister.

Other components of the annual fund charge (for example, third-party charges relating to any other funds that an investment fund invests in) are variable and may change from time to time.

We can charge any member or group of members' fees at a lower rate with Public Trust's consent. We can also waive or rebate fees for any member or group of members with Public Trust's consent.

We must publish a fund update for each fund showing the fees actually charged during the most recent year. Fund updates, including past updates, are available at www.kiwiwealth.co.nz.

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WHAT TAXES WILL YOU PAY?

The Scheme is a portfolio investment entity. The amount of tax you pay is based on your prescribed investor rate (PIR). To determine your PIR, go to www.ird.govt.nz/toii/pir. If you're unsure of your PIR, we recommend you seek professional advice or contact the Inland Revenue Department. It is your responsibility to tell us your PIR when you invest or if your PIR changes. If you do not tell us, a default rate may be applied. If the advised PIR is lower than the correct PIR, you will need to complete a personal tax return and pay any tax shortfall, interest and penalties. If the default rate or the advised PIR is higher than the correct PIR, you will not get a refund of any overpaid tax.

See the document entitled 'Other Material Information – Tax' on the offer register at www.companiesoffice.govt.nz/disclose for more information about the tax consequences of an investment in the Scheme.

WHO IS INVOLVED?

ABOUT KIWI WEALTH LIMITED

The manager of the Scheme is Kiwi Wealth Limited. We are responsible for managing and administering the Scheme.

Call: 0800 427 384 during normal business hours

Email: questions@kiwiwealth.co.nz

Write to:

FreePost 210729

Kiwi Wealth Limited

PO Box 50617

Porirua 5240

Attention: Kiwi Wealth KiwiSaver Scheme
Customer Services

WHO ELSE IS INVOLVED?

	NAME	ROLE
Supervisor	Public Trust	Responsible for supervising the performance of our functions, acting on behalf of investors, and ensuring the investment funds' assets are appropriately held.
Custodian	JBWere (NZ) Nominees Limited	Appointed by Public Trust to hold each investment fund's assets on behalf of investors.
Investment Manager	Gareth Morgan Investments Limited Partnership	Appointed by us to invest each investment fund's assets. Gareth Morgan Investments Limited Partnership is related to us.
Administration Manager	Gareth Morgan Investments Limited Partnership	Appointed by us to provide administration functions for the Scheme.

HOW TO COMPLAIN

You can lodge a complaint with us:

Online: www.kiwiwealth.co.nz/complaints

Call: 0800 427 384 during normal business hours

Email: questions@kiwiwealth.co.nz

Write to:

FreePost 210729
Kiwi Wealth Limited
PO Box 50617
Porirua 5240

Attention: Kiwi Wealth KiwiSaver Scheme
Member Complaints

We are a member of the Insurance & Financial Services Ombudsman Scheme (IFSO), an approved dispute resolution scheme. If you have complained to us and you have reached the end of our internal complaints process without your complaint being resolved to your satisfaction, the IFSO may be able to consider your complaint. Other criteria must also be met.

Call: 0800 888 202

Fax: (04) 499 7614

Email: info@ifso.nz

Write to:

Insurance & Financial Services Ombudsman
Scheme
PO Box 10-845
Wellington 6143

The IFSO will not charge a fee to any complainant to investigate or resolve a complaint.

You can also make a complaint to Public Trust:

Call: 0800 371 471 during normal business hours

Write to:

General Manager
Corporate Trustee Services
Public Trust
PO Box 5067
Wellington 6145

Public Trust is a member of an approved dispute resolution scheme operated by Financial Services Complaints Limited (FSCL). If your complaint to Public Trust has not been resolved you can refer it to FSCL.

Call: 0800 347 257

Write to:

Financial Services Complaints Limited
4th Floor, 101 Lambton Quay
PO Box 5967
Wellington 6145

FSCL will not charge a fee to any complainant to investigate or resolve a complaint.

WHERE YOU CAN FIND MORE INFORMATION

Further information relating to the Scheme, including financial statements, annual reports, quarterly fund updates, the Scheme's trust deed, and SIPO, is available on the offer register and the scheme register at www.companiesoffice.govt.nz/disclose. A copy of the information on the offer register or scheme register is available on request from the Registrar of Financial Service Providers.

The IOA for the Scheme is available free of charge on the FMA website at www.fma.govt.nz/compliance/kiwisaver.

The above information (other than the IOA) is also available free of charge at www.kiwiwealth.co.nz or by contacting us through one of the ways listed on page 18.

Once the processing of your application has been completed, you can view monthly online reports and other information about your investment by logging on through www.kiwiwealth.co.nz or through Kiwibank internet banking (if you're a Kiwibank customer with access to Kiwibank internet banking).

You will also be sent an Annual PIE Tax Statement which will include the amount of PIE income attributed to you and the amount of PIE tax paid at your PIR. You will also be asked to confirm your IRD number and PIR.

You can obtain general information about us and the Scheme at www.kiwiwealth.co.nz.

HOW TO APPLY

To become a member of the Scheme, please complete the following application form or apply online at www.kiwiwealth.co.nz or through Kiwibank internet banking (if you're a Kiwibank customer with access to Kiwibank internet banking).

You will need to provide at the minimum:

- Your IRD number
- A certified photocopy of your personal identification and residential address or, if applying online, personal identification details.
- Your prescribed investor rate (PIR)
- Your Investment Direction



APPLICATION FORM

QUESTIONS? CALL 0800 427 384

PERSONAL DETAILS

Title Given name(s) Surname

Preferred name Date of birth Male Female

Residential address Suburb

City Postcode

Postal address (if different from above) Suburb

City Postcode

Mobile phone number Home phone number Work phone number

Email Secondary email (if any)

I consent to receiving the Annual Report, Annual Member Statement and Annual PIE Tax Statement by email.

I would like to receive my monthly balance by text I would like to receive my monthly reports by email

IRD number *This must be your personal IRD number.* Occupation

Your prescribed investor rate (the rate at which your investment income is taxed)

10.5% 17.5% 28%

You need to tell us your prescribed investor rate otherwise we will apply the top rate. You also need to tell us if your rate changes. For more information see www.ird.govt.nz.

EMPLOYER DETAILS

You are an employee if you receive any income where PAYE is deducted, regardless of your age or how many hours you work. If you don't receive PAYE income please leave this section blank.

Name of your employer

Street address/PO Box Suburb

City Postcode

Elected contribution rate (as a percentage of your gross wages or salary). Please advise your payroll of your selection.

3% 4% 8%

If you have more than one employer that you wish to make KiwiSaver deductions from, please provide their details on a separate piece of paper.

CURRENT MEMBERSHIP

Are you a member of another KiwiSaver scheme or complying superannuation fund?

(you may need to complete further documentation to transfer your complying superannuation fund)

Yes No If yes, what is your current scheme or fund?

INVESTMENT DIRECTION

There are six funds for you to choose from (Cash, CashPlus, Conservative, Default, Balanced or Growth). You can choose one fund or spread your investment across them.

Cash	<input type="checkbox"/>
CashPlus	<input type="checkbox"/>
Conservative	<input type="checkbox"/>
Default	<input type="checkbox"/>
Balanced	<input type="checkbox"/>
Growth	<input type="checkbox"/>
	100%



Please enter how you would like your investment allocated. Your allocation **must** total 100% and be in 5% increments if you are spreading your investment.

It is in your best interests to give us an Investment Direction.

If you do not give us an Investment Direction you will be invested in the Balanced Fund. If the Investment Direction you give us does not add up to 100%, any unallocated portion will be invested in the Balanced Fund.

If you need help making a choice you should speak to an authorised financial adviser.

IDENTITY VERIFICATION

Proof of identity

To verify your identity, we need a **certified copy** of a document from option 1 in the table below. Please attach copies of the requested document (please tick which document you are providing). If you cannot provide a document from option 1, then provide documents from option 2 or 3.

OPTION 1: EITHER

Your current passport (showing NZ residency if applicable) **OR** Your current Firearms Licence

OPTION 2: Your birth certificate **AND** one of the following

Both sides of your 18+ card; **OR** Both sides of your current New Zealand Driver Licence

OPTION 3: Both sides of your current New Zealand Driver Licence **AND** one of the following:

Both sides of a bank credit, debit or Eftpos card containing your name; **OR** A recent bank statement; **OR**
 A recent statement from a government agency (i.e. dated within the past 12 months)

For applicants under 18 please also provide a certified copy of a birth certificate (if it has not already been provided).

All parents/guardians who sign this form on behalf of an applicant under 18 must also provide their certified identification and certified proof of residential address.

PLEASE DO NOT POST ORIGINAL IDENTITY DOCUMENTS.

Proof of residential address

To verify your address, we need a certified copy of a:

Recent bank statement (i.e. dated within the past 12 months) **OR**
 Recent utility bill showing your name and residential address.

For applicants under 18 please provide a certified copy of your parents/guardians residential address.



If you are unable to provide a certified copy of your identification or residential address as outlined above, contact us on 0800 427 384 to discuss other options.

If you are posting us a copy of your identification, the copy must be recently certified (in the previous three months) as a true copy of the original which represents your identity by a Solicitor, a Justice of the Peace or a Notary Public.

For more information on who can certify your identification go to www.kiwiwealth.co.nz/id

MEMBER DECLARATION AND AUTHORISATION

By signing this application form (or, if you're under 18 by your parent(s)/guardian(s) doing so on your behalf) you confirm that:

1. You are eligible to enrol in a KiwiSaver scheme.
2. All information in this form is true and correct.
3. You have been given, read and understand the Kiwi Wealth KiwiSaver Scheme Product Disclosure Statement dated 17 August 2017 and understand that additional information about the Kiwi Wealth KiwiSaver Scheme is available on the Kiwi Wealth KiwiSaver Scheme's online register entry.
4. You are bound by the Kiwi Wealth KiwiSaver Scheme trust deed and, if joining through Kiwibank or if you use Kiwibank internet banking, Kiwibank's General Terms and Conditions (available at www.kiwibank.co.nz under **Terms and Conditions**).
5. You acknowledge that no person guarantees any investment returns from the Kiwi Wealth KiwiSaver Scheme or the repayment of your investment.
6. You understand that the capital value of your investment in the Kiwi Wealth KiwiSaver Scheme can rise or fall depending on market conditions and the investment decisions of the investment manager, and that it is therefore possible that you may receive less back than you have invested.
7. You acknowledge that making an Investment Direction is your responsibility, and that neither Kiwi Wealth Limited nor Public Trust is to be regarded as representing or implying that your choice is appropriate for your circumstances. Your choice is a binding direction to Kiwi Wealth Limited.
8. You acknowledge that, subject to the KiwiSaver Act 2006, you will be unable to make any withdrawal from the Kiwi Wealth KiwiSaver Scheme until Kiwi Wealth Limited has received your signed withdrawal request and any supporting or identification information required.
9. You acknowledge that the Privacy Act 1993 gives you the right to access and request correction of personal information held by Kiwibank, Kiwi Wealth Limited, Public Trust and their associated entities and agents. You acknowledge that the information in this application form, and any information provided by you at later dates will be used and may be shared as outlined in our privacy statement on our website at www.kiwiwealth.co.nz/privacy.
10. You authorise Kiwi Wealth Limited to disclose member information to the Financial Markets Authority as may be required from time to time under the Financial Markets Conduct Act 2013 or any other law.
11. If you are a member of another KiwiSaver scheme and/or complying superannuation fund (and have chosen to transfer your benefit from that complying superannuation fund to the Kiwi Wealth KiwiSaver Scheme), you agree to the transfer of your interest in the other scheme to the Kiwi Wealth KiwiSaver Scheme and authorise the manager and/or the supervisor of your current scheme to provide Kiwi Wealth Limited and Public Trust with any personal information needed to complete the transfer. You understand that you will cease to be a member of the other scheme.
12. If you have provided your email address, or if you provide it at any later date, you consent to receiving electronic communications (including email or via the secure log-in at www.kiwiwealth.co.nz, or via Kiwibank internet banking) from Kiwi Wealth Limited, Kiwibank Limited and all other members of the New Zealand Post Group about the Kiwi Wealth KiwiSaver Scheme and additional services that may be of interest to you. You may elect to not receive electronic communications at any time.
13. If signed under a power of attorney, the attorney certifies that he/she has not received notice of a revocation of that power.
14. You agree that Kiwi Wealth Limited may:
 - Collect, use and store the information you've provided in this application, any information you provide at a later date, and information collected from selected external agencies and entities to verify your identity and address in accordance with the requirements of the Anti-Money Laundering and Countering Financing of Terrorism Act 2009 (the "purpose"), and
 - Disclose to, and receive from, such selected external and independent agencies and entities, such information about me as it considers appropriate for the purpose.

SIGNATURE OF APPLICANT**Applicant 18 and over**

Signature

Date

Applicant aged 16 or 17

If the applicant is 16 or 17, one of the applicant's parents or legal guardians must also sign this form.

Signature of applicant

Date

AND

I declare that I have read and accept the Member Declaration and Authorisation on behalf of the person named in this application.

Signature of parent or guardian

Date

Full name of parent or guardian

Applicant under 16

If the applicant is under 16, all of the applicant's parents or legal guardians must sign this form on their behalf. I/We declare that I/we have read and accept the Member Declaration and Authorisation above, on behalf of the person named in this application.

1. Signature of parent or guardian

Date

Full name of parent or guardian

AND

2. Signature of parent or guardian

Date

Full name of parent or guardian

VOLUNTARY CONTRIBUTIONS

If you want to make lump sum contributions or top-up payments to your Kiwi Wealth KiwiSaver Scheme account, you can do so in the following ways

1. Direct Debit

- The minimum payment is \$20. There is no maximum.
- Payments can be made weekly, fortnightly, monthly, bi-monthly, quarterly, 6-monthly or annually.
- Fill out the direct debit form, print it, sign it and mail it to us. We need an original signature for the bank so you must sign this form. Please don't fax us direct debit forms; we won't be able to process them.
- Address the envelope to Kiwi Wealth KiwiSaver Scheme, FreePost 210729, PO Box 10068, Wellington 6143.
- It can take up to two weeks for banks to process direct debit authorities.

2. Bill Payment/Internet Banking

You are able to make payments through the bill payment section in your internet banking. Just select the Kiwi Wealth KiwiSaver Scheme as a 'registered payee'. You will need your name, Kiwi Wealth KiwiSaver Scheme number and IRD number. You can set this up to be an automatic payment.

The minimum payment is \$20. There is no maximum.

3. Kiwibank

If you are a Kiwi Wealth KiwiSaver Scheme member and a Kiwibank customer, you can make payments through Kiwibank.

If you haven't done so already, you will need to complete a form to authorise us to share your member account information with Kiwibank. If you joined the Kiwi Wealth KiwiSaver Scheme through Kiwibank you don't need to fill in this form.

Voluntary contributions (\$20 minimum) can be made by:

- over-the-counter payments at your local Kiwibank.
- Kiwibank internet banking.

There is no maximum contribution for any method of voluntary payment.



CHECKLIST

Please ensure:

- you have attached certified ID required
- you have attached a certified birth certificate for applicants under 18
- you have attached certified address documentation
- you have signed and dated this form
- if this application is for a person under 16, all parents or legal guardians* have signed this form and provided certified ID.
- you have returned all pages of the application form (numbered 1-3).



MAIL TO:

FreePost 210729
Kiwi Wealth Limited
PO Box 50617
Porirua 5240

* If you are not the parent listed on the applicant's birth certificate and are signing this form as the applicant's guardian, we need proof of your guardianship - call us on 0800 427 384 for details.

DIRECT DEBIT FORM

QUESTIONS? CALL 0800 427 384

PERSONAL DETAILS

Title Given name(s)

Surname

IRD number

Daytime phone number
()

Email

I consent to electronic mail being used by the Kiwi Wealth KiwiSaver Scheme to provide me with written notices related to direct debits.

I want to (please tick)

Set up a new direct debit Change my existing direct debit

Payment frequency (please tick)

Weekly Fortnightly Monthly

Quarterly Annually

Amount (minimum \$20) \$ First Payment date

YOUR ACCOUNT DETAILS

Name of account to be debited

Bank account number

AUTHORITY TO ACCEPT DIRECT DEBITS

(Not to operate as an assignment or agreement)

Authorisation Code

1 2 0 8 6 8 5

TO: THE BANK MANAGER

Bank Branch

Street address/PO Box

Suburb

City Postcode

I/We authorise you until further notice in writing to debit my/our account with you all amounts which

KIWI WEALTH KIWISAVER SCHEME TRUST

(hereafter referred to as the Initiator)

the registered Initiator of the above Authorisation Code may initiate by direct debit. I/We acknowledge and accept that the bank accepts this authority only upon the conditions listed on the reverse of this form.

INFORMATION TO APPEAR IN MY/OUR BANK STATEMENT

Payer code

Payer reference

Authorised signature/s

Date

Authorised signature/s

Date



Please complete all fields. This will take up to 10 working days to load and will replace any existing direct debit you may have in place. Only one direct debit can be in place at one time.



MAIL TO:

FreePost 210729
 Kiwi Wealth Limited
 PO Box 10068
 Wellington 6143

For Bank use only

Approved 0868 07 07	Date Received _____	Recorded By _____
Checked By	Bank Stamp	

Conditions of this Authority

1. The Initiator:

- 1.1 Will provide notice either:
 - 1.1.1. in writing; or
 - 1.1.2. by electronic mail where the Customer has provided prior written consent to the Initiator.
- 1.2 Has agreed to give advance notice of the net amount of each direct debit and the due date of the debiting at least 10 calendar days (but not more than two calendar months) before the date when the direct debit will be initiated.
 - 1.2.1. The advance notice will include the following message:

“Unless advice to the contrary is received from you by (date*), the amount of \$..... will be directly debited from your Bank account on (initiating date*).”

*This date will be at least two days prior to the initiating date to allow for amendment of direct debits.
- 1.3 May, upon the relationship which gave rise to this Instruction being terminated, give notice to the Bank that no further direct debits are to be initiated under the Instruction. Upon receipt of such notice the Bank may terminate this Instruction as to future payments by notice in writing to me/us.
- 1.4 May rely on this authority to debit a different bank account upon receipt of instructions from the Customer via a bank to which their account has been transferred.

2. The Customer may:

- 2.1 At any time, terminate this Instruction as to future payments by giving written (or by the means previously agreed in writing) notice of termination to the Bank and to the Initiator.
- 2.2 Stop payment of any direct debit to be initiated under this Instruction by the Initiator by giving written notice to the Bank prior to the direct debit being paid by the Bank.

3. The Customer acknowledges that:

- 3.1 This Instruction will remain in full force and effect in respect of all direct debits passed to my/our account in good faith notwithstanding my/our death, bankruptcy or other revocation of this Instruction until actual notice of such event is received by the Bank.
- 3.2 In any event this Instruction is subject to any arrangement now or hereafter existing between me/us and the Bank in relation to my/our account.
- 3.3 Any dispute as to the correctness or validity of an amount debited to my/our account shall not be the concern of the Bank except in so far as the direct debit has not been paid in accordance with this Instruction. Any other disputes lie between me/us and the Initiator.
- 3.4 Where the Bank has used reasonable care and skill in acting in accordance with this Instruction, the Bank accepts no responsibility or liability in respect of:
 - 3.4.1. the accuracy of information about direct debits on Bank statements; and
 - 3.4.2. any variations between notices given by the Initiator and the amounts of direct debits.
- 3.5 The Bank is not responsible for, or under any liability in respect, of the Initiator’s failure to give notice in accordance with clause 1.1, nor for the non-receipt or late receipt of notice by me/us for any reason whatsoever. In any such situation the dispute lies between me/us and the Initiator.

4. The Bank may:

- 4.1 In its absolute discretion conclusively determine the order of priority of payment by it of any monies pursuant to this or any other Instruction, cheque or draft properly signed by me/us and given to or drawn on the Bank.
- 4.2 At any time terminate this Instruction as to future payments by notice in writing to me/us.
- 4.3 Charge its current fees for this service in force from time to time.
- 4.4 Upon receipt of an ‘authority to transfer form’ signed by me/us from a bank to which my/our account has been transferred, transfer to that bank this Authority to Accept direct debits.

Kiwi Wealth KiwiSaver Scheme

FreePost 210729 | PO Box 50617 | Porirua 5240 | New Zealand
Tel: 0800 427 384 | Fax: 64 4 473 0643 | questions@kiwiwealth.co.nz