

Module	<b>NEW ZEALAND LISTING RULES</b>
Jurisdictions	<b>NEW ZEALAND</b>
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## Module Scope

Does the organisation ensure it meets the eligibility criteria to become a listed issuer or have its financial products quoted on the New Zealand Exchange (NZX)?

Does the organisation comply with its obligations under the NZX Listing Rules as a listed issuer, including obligations relating to offering, issuing and transferring financial products?

Does the organisation have systems in place to monitor and respond to changes in the NZX Listing Rules and decisions of the New Zealand RegCo (the regulator)?

Does the organisation fulfil its duties in relation to each relevant stakeholder, including shareholders, the market, the public, and relevant regulatory bodies?

Does the organisation make market announcements as required, meet governance requirements, and observe rulings or requests made by the regulatory bodies?

## Module Application

The NEW ZEALAND LISTING RULES module informs issuers listing securities on the NZX markets of their legal obligations under the NZX Listing Rules and suggests policies and procedures to ensure compliance with these requirements.

The specific questions covered by the module are:

- › What legal obligations are held by issuers under the NZX Listing Rules?
- › What processes or procedures should be in place to ensure compliance?
- › What are the consequences if the legal obligations are breached?

The module is relevant to organisations that are issuers, or are seeking to become issuers, of the following on the NZX:

- › Equity securities
- › Debt securities
- › Fund securities
- › Wholesale debt securities
- › Other financial products

In particular, this module assists organisations to understand and comply with their obligations relating to issuer operations, including duties related to listing and quotation, disclosure and governance.

The module covers obligations set out in the NZX Listing Rules, as well as obligations set out in other instruments that are incorporated into the rules by reference in the NZX Listing Rules. This includes:

- › The NZ Market Disciplinary Tribunal Rules
- › The NZ Depository Operating Rules
- › The Financial Markets Conduct Act 2013 (NZ)
- › The Financial Markets Conduct Regulations 2014 (NZ)

The module covers the key obligations that apply to organisations under the NZX Listing Rules, including:

- › The eligibility criteria and application process to become a listed issuer on the NZX
- › The obligations that apply once an organisation becomes a listed issuer, including in relation to:
  - Disclosure and market announcements
  - Changes to capital
  - Major transactions
  - Related party transactions
  - Shareholder rights
  - Preparing and providing documents
  - Transfers
  - Responding to the regulator

It is also relevant to organisations seeking NZX Foreign Exempt Issuer status.

The module does not cover obligations under other legislation, except where explicitly referenced in the NZX Listing Rules.

### **Eligibility for listing**

The module identifies the eligibility criteria an organisation must meet to have securities quoted on the NZX markets. This includes:

- › The eligibility requirements for each type of listed issuer
- › Preparation and submission of an application to be a listed issuer
- › Preparation and submission of an application for the quotation of financial products
- › Creating and amending the issuer's governing document

Once approved as a listed issuer, the organisation can then apply to have its financial products quoted.

## Obligations as a listed issuer

The NEW ZEALAND LISTING RULES module also outlines the ongoing obligations an organisation has under the NZX Listing Rules, these include obligations relating to:

- › Ongoing disclosure through market announcements
- › Changes to capital and new issues of securities
- › Major transactions
- › Related party transactions
- › Shareholder rights
- › Preparing and providing documents to the regulator
- › Registering transfers
- › Responding to regulator requests and decisions

The module outlines the need for policies, procedures and systems an issuer should implement to ensure ongoing compliance.

The obligations covered by the module relating to governance include:

- › The composition and remuneration of the board of directors
- › The composition and duties of the audit committee
- › Compliance with the governing document
- › Holding and providing notice of shareholder meetings
- › Raising resolutions at shareholder meetings for approval
- › The governance of financial products

The obligations covered by the module relating to disclosure include:

- › Providing continuous and periodic disclosure
- › Making market announcements (such as administrative and offer announcements)
- › Making specific market announcements relating to mining or capital change and distribution
- › The form and content of disclosure

The specific obligations covered by the module relating to raising equity capital include:

- › Issuing equity securities
- › Making accelerated offers
- › Acquiring through share buybacks or redemptions
- › The provision of financial assistance

The specific obligations covered by the module relating to documentation and other administrative matters include:

- › Acquiring NZX approval for documents prior to circulation
- › The preparation and form of certain documents
- › The registration and approval of transfers of financial products
- › The provision of statements regarding transfers

The NEW ZEALAND LISTING RULES module also addresses the consequences of failure to meet the above obligations, including:

- › halting trading
- › suspending quotation
- › cancelling the listing or quotation of the issuer's financial products.
- › fines
- › criminal prosecution

Breaches may also be referred to the NZX Markets Disciplinary Tribunal.

The specific obligations covered by the module relating to enforcement of and compliance with the NZX Listing Rules include:

- › Amendments to the rules or procedures
- › Rulings and waivers relating to the rules
- › The imposition of trading halts, suspensions and cancellations
- › Information and interview requests from the NZX or Tribunal

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