Guidance Note

Backdoor and Reverse Listing Transactions

30 June 2026~~10 December 2020~~

The purpose of this guidance note is to provide guidance to parties which are proposing to undertake a Backdoor or Reverse Listing transaction.

Under Rule 9.15.1 of the NZX Listing Rules (**Rules**), NZX Limited (**NZX**) may act by and through NZX Regulation Limited (**NZ RegCo**) in performing any function or discharging any power set out in the Rules. References in this Guidance Note to NZX therefore also include NZ RegCo in relation to any regulatory activity or discretion.

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This guidance note applies to the obligations contained in the NZX Listing Rules, relating to backdoor and reverse listings. Issuers should note that this guidance note is not intended to be a definitive statement of the application of the rules in every situation and is only a guide to NZX's policy and practice. This guidance note does not limit NZX's discretion under the rules. This guidance note reflects the listing rules and law as at 10 December 2020 which is subject to change. NZX takes no responsibility for any error contained in this guidance note. NZX may replace guidance notes at any time and Issuers should ensure that they have the most recent version of this guidance note by checking NZX's website at www.nzx.com.

1. Introduction

A backdoor or reverse listing is defined as a transaction, or series of related transactions, entered into by an Issuer which would result in a significant change: (a) in the ownership of a majority of the Equity Securities carrying Votes, and (b) either directly or indirectly, in the nature or scale of its activities, including through the acquisition of a new business.

In the simplest version of such a transaction, the Issuer will be a "shell" company, with no existing business activity (either because it has wound up its previous operations or because it was listed as a shell for the purpose of completing a reverse listing). The Issuer then purchases a private company or its business (**Target**), and in doing so the Target effectively lists on the NZX market. The shareholders of the Issuer are now shareholders of the combined entity (the **Post-Transaction Issuer**). The shareholders of the Target will usually be issued shares in, and become shareholders of, the post-transaction Issuer.

NZX does not permit companies to list on its markets as a shell. In most instances, a backdoor listing is effected via companies that listed on an NZX market with an existing business proposition that have subsequently become a shell.

To effect a backdoor or reverse listing, there are several key requirements:

- The Issuer and the Target will need to prepare a Profile on the Post Transaction Issuer, for review by NZX;
- The Issuer will need to prepare a Notice of Meeting and seek an Independent Appraiser Report, for review by NZX;
- The Target may need to seek NZX approval of the listing of the Post Transaction Issuer company via the backdoor or reverse listing, should NZX exercise this discretion under Rule 1.11.1. If this is provided, it will be conditional on shareholder approval; and
- The Issuer will likely need to seek shareholder approval of the transaction under Rule 5.1.1.

This guidance note provides more information about these requirements and the process to follow.

2. Overview of process

The following table provides an example of the process for a reverse or back door listing. The actual process will depend on the complexity of the proposed transaction, the quality of the documents and the degree of engagement from the Issuer and Target. The Takeovers Panel and FMA may also both have an interest in the transaction.

Description
Issuer/Target engage with NZX and provide timetable for transaction
Issuer releases information to the market as required under Rule 3.1.1
NZX confirms whether suspension of trading will be required (presumption is that the Issuer's securities will be suspended from trading, unless a listing Profile is published)
Issuer/Target provide information to NZX to inform its approval of the listing
Issuer provides Profile, Notice of Meeting, proxy forms, and Independent Appraisal Report to NZX for review
NZX provides confirmation of acceptance of listing by Post Transaction Issuer (subject to Issuer shareholder approval)
NZX issues non-objection notice in relation to Notice of Meeting
Issuer/Target confirms to NZX whether a name change, ticker change or other corporate action will be required
Notice of Meeting printed
Notice of Meeting released via MAP and sent to shareholders
Trading halted (if not already suspended)
Shareholder Meeting held
Outcome of voting released to market
Name change and corporate actions effected
Reverse or back door listing completed
Suspension of trading lifted on first trading day after completion of the transaction

3. Disclosure and Trading

If an issuer proposes to undertake a back door or reverse listing, NZX will seek to ensure that the market remains fair, orderly and transparent by requiring quality disclosure and monitoring of trading.

Disclosure

The Issuer involved in a potential reverse or back door listing will have obligations to disclose particular information under the Listing Rules. This includes an obligation to release Material Information via the Market Announcements Platform promptly and without delay.

In the context of a back door or reverse listing, there will be a period of negotiation between the Issuer and the Target where information will become known to the Issuer that may amount to Material Information. The Issuer should carefully monitor whether this is the case, and if so, the use of any of the exceptions set out in Rule 3.1.2.

When the negotiation between the parties is no longer incomplete, disclosure should be made to the market in accordance with Rule 3.1.1. Further guidance about the disclosure of material transactions is set out in section 7.1 of NZX's Guidance Note *Continuous Disclosure*.

In addition, the Rules require the Issuer to provide a Notice of Meeting, Profile, and Appraisal Report prepared by an independent appraiser, to shareholders as part of the transaction. The quality of the disclosure in these documents is a particular focus for NZX.

Trading

NZX will suspend the quotation of an issuer from the time that details in relation to a proposed Backdoor or Reverse Listing are announced by the Issuer, until NZX is satisfied that sufficient information in relation to the proposed transaction and Post Transaction Issuer has been disclosed to the market to allow investors to trade on a properly informed basis. In practise this means NZX will usually continue the suspension until completion occurs.

Once details of a potential transaction are announced investors will seek to trade on the basis that the transaction may proceed. This is likely to include making certain assumptions on the outcome of the transaction, including the size and operations of the Post Transaction Issuer. In some instances, there will be insufficient information in the market on the proposed outcome of the transaction so as to allow trading to proceed on an informed basis, in particular where the information available in respect of the Target is incomplete or the transaction is conditional on shareholder approval or financing. As noted above, in most circumstances NZX will continue the suspension until completion of the transaction has occurred, to further manage the risk of uninformed trading occurring.

NZX encourages issuers who are contemplating backdoor or reverse listings to engage with NZX in relation to these matters.

4. Obligations of Issuer and Target

A back door or reverse listing will trigger obligations under the Rules. The transaction is likely to be a major transaction under Rule 5.1.1. This will be the case where it is a transaction which will significantly change the nature of the Issuer's business and/or involve the acquisition or disposal of assets with a gross value above 50% the Average Market Capitalisation of the issuer. This triggers an obligation to seek shareholder approval.

Under Rule 1.11.1 NZX will generally exercise its discretion to require the Iissuer to seek approval as a new listing. Accordingly, NZX will require certain documents and confirmations in order to inform its decision whether or not to approve the listing.

Seek shareholder approval

In order to get shareholder approval of the transaction, the Issuer will need to:

- Prepare a Notice of Meeting, Profile and proxy form for NZX review;
- Provide the final documents to shareholders at least 10 business days in advance of the meeting date (and preferably at least 20 business days);
- Hold a meeting on a date that permits any remaining operational changes to take effect in advance of the proposed back door or reverse listing date (at least 5 business days in advance).

Further guidance on the content of a Notice of Meeting and the accompanying Independent Appraiser Report is provided in section 5 of this guidance note.

Approval of listing

NZX must approve the listing and quotation in respect of the Post Transaction Issuer. This will usually reflect information prepared jointly by the Issuer and Target (and their respective advisers).

NZX has considered the requirements for an application for listing and quotation set out at Rules 1.12.2 and 1.13.2, in the context of the specific nature of a back door or reverse listing. A full application is not required, but certain information will be needed in order to inform NZX's decision as to whether or not to approve the listing.

Requirement	Comments
A listing agreement	The listing agreement previously entered into by the Issuer will continue to have effect following the transaction.
A copy of the Governing Document	A copy will be required only if the Governing Document is amended as a result of the transaction, along with a solicitor's opinion in accordance with Rule 2.19.1.
Confirmation that any fees will be paid	The confirmation provided by the Issuer at the time of its listing will continue to have effect following the transaction.
Copy of certificate of incorporation	Not required.
Listing bond	Listing bond with the value being prescribed in the NZX Fee Schedule.

Requirement	Comments
Number and details of class of financial product on issue for which quotation is sought; number and details of any issue or allotment intended prior to listing	NZX already has details of the Issuer's existing quoted financial products. The application should clearly describe any changes to this that will arise as a result of the transaction (for example, the issue of additional financial products to shareholders in the Target company and any share consolidation).
Contact details of the applicant	Should be confirmed in respect of the Post Transaction Issuer
Copies of the applicant's annual reports for the past five years	To be provided for the Target (if available)
A draft Offer Document or Profile	A Profile is required. Further detail is provided in this guidance note.
Details of arrangements to ensure an opportunity to trade	Not required.
Confirmation of any name or ticker changes sought	This is additional. Back door or reverse listings commonly result in changes to the Issuer's name and ticker. These should be provided to NZX as soon as possible and in any case no later than 5 days prior to completion.

Availability of Quoted Financial Product regime

NZX considers that backdoor or reverse listings may present unique risks to investors, usually due to significant changes to the scale and nature of the Target's activities, about which there is limited historical activities. The backdoor or reverse transaction may involve bringing together different entities, which have different historical financial statements. While the listing Profile will introduce the Post Transaction Issuer to the market and summarise the historical financial information, generally there will be no consolidated financial statements covering the Post Transaction Issuer.

As such, NZX will usually impose as a condition of listing a restriction on the Post Transaction Issuer from utilising the Quoted Financial Product regime[1] (**QFP regime**), until it has published consolidated full or half year audited historical financial statements under Rule 3.5.[2] This ensures that, before undertaking additional capital raising, there is consolidated financial information available in relation to the Post Transaction Issuer that has been independently reviewed by an auditor.

NZX notes that the restriction on the use of the QFP regime will not necessarily be applied in the Direct Listing context, which generally involves the listing of an existing business with historical financial information in relation to the commercial entity that is being listed. Direct Listing candidates should engage with NZ RegCo in relation to the requirements for Profile documents.

~~As discussed below, the Issuer/Target will be able to elect whether to include Prospective Financial Information in the Profile document as NZX will not require such information to be~~

[1] The Qualifying Financial Product regime exists by operation of clause 19 of Schedule One of the Financial Markets Conduct Act 2013 and allows a listed issuer to make a same class offer without a product disclosure statement, on the basis that the issuer is in compliance with its continuous disclosure and financial reporting obligations.

[2] NZX notes that it will take the same approach in relation to the availability of the simplified disclosure regime provided for by regulation 49G of the Financial Markets Conduct Regulations 2014.

~~included.~~

~~If Prospective Financial Information is not included in the Profile, NZX will impose as a condition of listing a restriction on the Post Transaction Issuer from utilising the Quoted Financial Product regime[3] (**QFP regime**), until it has published consolidated full year or half year audited historical financial statements for the Post Transaction Issuer under Rule 3.5 following completion.~~

~~[3] The Qualifying Financial Product regime exists by operation of clause 19 of Schedule One of the Financial Markets Conduct Act 2013 and allows a listed issuer to make a same class offer without a product disclosure statement, on the basis that the issuer is in compliance with its continuous disclosure and financial reporting obligations.~~

5. Documents for NZX Review

The purpose of the disclosure requirements relating to back door and reverse listings is to ensure that sufficient information is provided to the market about the Target and the Post Transaction Issuer. NZX believes that the standard of information should be equivalent to that which would otherwise be available if the Target were offering securities in the Post Transaction Issuer by way of an IPO.

NZX will review these documents and, if satisfied, will issue a notice of non-objection.[4]

Notice of Meeting

Rule 7.8.2 requires a Notice of Meeting to contain or be accompanied by sufficient explanation, reports, valuations, and other information, as to enable a reasonable person entitled to vote to understand the effect of each resolution proposed.

NZX considers that in order to meet this standard, a Notice of Meeting in relation to a backdoor or reverse transaction must include an independent appraisal report prepared in accordance with Rule 7.10. That report, and the proxy form, should be sent to NZX at the same time as the Notice of Meeting is provided for review.

NZX has prepared a Practice Note that sets out checklists to assist Issuers in the preparation of Notices of Meeting.

Independent report

As noted above, a Notice of Meeting to approve a backdoor or reverse listing will need to be accompanied by an independent report in respect of the Target in accordance with Rule 7.8.2.

That report should comply with the requirements for an Appraisal Report under Rule 7.10. It should be addressed to the shareholders of the Issuer and include:

- A statement of whether there are any possible alternative courses for the Issuer other than the proposed transaction; and
- A statement whether or not, in the opinion of the authors of the report, the terms of the transaction are fair and reasonable to shareholders and in the best interests of the Issuer.

Profile

Under Rule 7.3.1 an issuer or applicant for listing must prepare and issue an Offer Document, where required by law, in respect of Financial Products Quoted or to be Quoted on the Main Board or the Debt Market, or a Profile (if no new Financial Products are being issued).

The content requirements for a Pprofile are outlined at Rule 7.4. In particular, Issuers should note that a Profile should include all the information that would be required in a Product Disclosure Statement (**PDS**) for an initial public offer under the Financial Markets Conduct Act 2013 (**FMCA**), subject to NZX's discretion.

NZX has determined that Prospective Financial Information (**PFI**) is not required in a Profile for Equity Securities. Clause 39A of Schedule 3 of the Financial Markets Conduct Regulations

[4] This review does not amount to an approval of the documents or a confirmation that the documents comply with relevant legal requirements. Issuers and Targets should ensure they seek legal advice and undertake quality due diligence on any documents they provide to investors.

2014 (**FMC Regulations**) allows an issuer to not include PFI in a PDS where that PDS states that the issuer intends to quote the equity securities on a financial product market, and the issuer does not currently have any equity securities quoted on that market. Accordingly, NZX does not require issuers to include PFI in a Profile. ~~The Issuer/Target should therefore consider whether it wishes to include Prospective Financial Information in the Profile. As noted above, where a Profile does not include Prospective Financial Information, NZX will restrict the ability to utilise the QFP regime, as a condition of listing.~~

If ~~When~~ an Issuer/Target elects to include PFI ~~Prospective Financial Information~~ in a Profile, ~~:~~

- ~~—~~ the PFI should be prepared in a manner consistent with relevant requirements of Schedule 3 of the ~~Financial Markets Conduct Regulations 2014 (~~FMC Regulations~~) and the accounting standards that apply (being FRS-42 for New Zealand applicants)~~, in particular clause 39A of schedule 3 of the FMC Regulations.~~; and~~

- ~~NZX will generally expect that the full set of information contemplated by table 1 of clause 35 and table 3 of clause 38 of the FMC Regulations.~~

Where an Issuer/Target wishes to include only selected ~~Prospective Financial Information~~PFI, or other prospective financial information ~~(that does not meet the requirements of the FMC Regulations)~~, the applicant will need to engage with NZX ~~why it is reasonable not to present additional prospective financial information~~. ~~The applicant will also need~~ to explain ~~to NZX~~ the basis on which the applicant considers that it has reasonable grounds to include the selected measure(s). The Issuer/Target must~~, and~~ ensure that such information is presented in a way that is not misleading, including by meeting the requirements of Clause 39A(2)(d) of Schedule 3 of the FMC Regulations by explaining the basis on which the information has been prepared and provide a summary of the principal assumptions on which the information is based.

Issuers should also consider the Financial Market Authority's Guidance on Disclosing non-GAAP financial information.

The content of Schedule 3 of the FMC Regulations is drafted in contemplation of an offer of securities by way of a regulated offer, rather than the type of transaction that is effected via a reverse listing or back door listing. Accordingly, NZX has provided some interpretive rules for the purpose of general guidance only. The exact content of the documentation for each proposed transaction will need to be discussed with NZX during the approval process. NZX will generally apply the following approach to the content of a Profile:

- The "Issuer" will be the Post Transaction Issuer and will be treated as offering securities to the shareholders who receive the notice of meeting to approve the Transaction. In relation to historical financial statements and past financial returns the "Issuer" should be treated as being the Target Company or business of the Target Company to be acquired.

- The proposed Directors of the Post Transaction Issuer will be treated as "Directors of the Issuer".

- The securities being offered will be the securities in the Post Transaction Issuer, as if it was a new company distinct from the Issuer into whose shell it will be listing. References to the "issue of financial products" or "offer of financial products" should be read as the entry into the proposed transaction.

- Information required in relation to the activities of the Issuer, holders of securities in the Issuer, issues of securities or options by the Issuer, subsidiaries of the Issuer, the directors of the Issuer and their rights and powers, should be read as information in relation to the proposed position immediately following completion of the Transaction.

- The Post Transaction Issuer should be treated as having acquired the Target Company immediately prior to the date of the Notice of Meeting.

- A requirement to refer to historical financial statements of the Issuer should be read as a requirement to disclose or refer to the financial statements of the Target Company.

- A requirement to refer to or provide information in respect of plans, prospects or future trading prospects of an Issuer should be read as a requirement to refer to or provide information in respect of plans, prospects or future trading prospects of the Post Transaction Issuer.

- All material matters or other terms relating to the proposed Transaction, the process of creation of the Post Transaction Issuer and the proposed business of the Post Transaction Issuer should be disclosed.

- References to subscription, payment or how an investor can get their money out should be disregarded, except to the extent that the Profile explains what securities will be traded on the NZX Board immediately following the Transaction.

References to the offer register should be disregarded, however issuers should ensure historical financial accounts for the Target are available for review.

The Issuer/Target must also include in its Profile a statement confirming whether or not the information contained in the Profile is purporting to "cleanse" the market, and whether the Issuer/Target is relying on safe harbour provisions contained in the NZX Listing Rules in relation to Material Information.

Financial information

As a general rule, the Profile will need to include the following financial information:

- In respect of the Target: audited consolidated financial statements for the most recently completed financial period and the two prior comparable periods; and

- In respect of the Post Transaction Issuer: pro forma financial statements (to the extent applicable) for the most recently completed financial period and the two prior comparable periods for the Target group (rather than the Issuer). This provides a basis for any forecasts. The Issuer and Target must ensure that the Profile properly explains these financial statements. For example, if one subsidiary earns 95% of the revenue of the group this should be made clear.

The nature of back door and reverse transactions is such that there is significant variation in the approach and effect of the transactions. Accordingly, there is likely to be some degree of variation in the financial information that would best assist investors. NZX will review and provide guidance to each Issuer on a case by case basis on the approach to adopt.

Director's certification

NZX will require a certification from any proposed directors of the Post Transaction Issuer that are not directors of the Issuer that:

- All Material Information[2] relating to the Post Transaction Issuer, the proposed transaction outlined in the Profile and the Notice of Meeting, the process of creation of the Post Transaction Issuer and the proposed business of the Post Transaction Issuer is set out in the Profile and the Notice of Meeting;

- All the information contained in the Profile and Notice of Meeting is complete and accurate in all material respects, and neither the Profile nor the Notice of Meeting contain any material that is false, or untrue, or is likely to deceive or mislead, with regard to any particular that is material to the proposed transaction;

- In the period between the date of the latest statement of financial position contained in this Profile and the date of this certification, there have not, in their opinion, arisen any circumstances that materially affect –

    - The trading or profitability of the Issuer; or ii.
    - The value of its assets; or iii.
    - The ability of the Issuer to pay its liabilities due within the next 12 months.

6. Contact us

If you have any questions on the matters in this guidance note, please contact NZ RegCo at issuer@nzregco.com or (04) 495 2825. However, it is the issuer's obligation to comply with the continuous disclosure rules and any assistance from NZ RegCo should not be taken to constitute legal advice on the issuer's obligations

Appendix 1: Relevant Listing Rules

Listing Rule 5.1.1 provides:

> *"An Issuer must not enter into any transaction, or a related series of transactions, to acquire, sell, lease (whether as lessor or lessee), exchange, or otherwise (except by way of charge) dispose of assets where the transaction or related series of transactions:*
>
> *(a) would significantly change, either directly or indirectly, the nature of the Issuer's business, or*
>
> *(b) involves a Gross Value above 50% of the Average Market Capitalisation of the Issuer,*
>
> *unless the transaction, or related series of transactions, is:*
>
> *(c) approved by an Ordinary Resolution, or a special resolution if approval by way of special resolution is required under section 129 of the Companies Act 1993, or*
>
> *(d) ~~the agreement~~ is conditional upon such approval required by paragraph (c) above."*

Listing Rule 7.1.1 provides:

> *"The documents listed in Rule 7.1.2 must not be circulated to holders of Financial Products, executed or otherwise given effect to in any way, until NZX provides written confirmation that it does not object to the document."*

Listing Rule 7.4.1 provides:

> *Every Profile must:*
>
> *(a) unless NZX determines otherwise:*
>
> *(i) contain the information required in a PDS as if the Financial Products for which Quotation is sought are being offered in a regulated offer under the FMC Act, whether or not those Financial Products have previously been allotted, and ,*
>
> (ii) *contain all information required by the Rules, and*
>
> *(b) contain, or incorporate by reference, all other information NZX, in its sole discretion, might require.*

~~Listing Rule 7.4.1A provides:~~

> ~~*NZX has determined that for the purposes of Rule 7.4.1(a) that:*~~
>
> ~~*(a) Prospective Financial Information is not required in a Profile for Equity Securities;*~~
>
> ~~*(b) In respect of application where the applicant is seeking NZX Foreign Exempt Issuer Status, the Profile shall contain the information and be in the form prescribed by NZX from time to time.*~~

~~The definition of Prospective Financial Information is:~~

~~*Prospective Financial Information means the information set out in clauses 35 and 38 of Schedule 3 of the FMC Regulations for P+1 and P+2 (as those terms are defined in Schedule 3 of the FMC Regulations).*~~

Listing Rule 7.8.2 provides:

> *7.8.2 Each notice of meeting must contain or be accompanied by sufficient explanation, reports, valuations, and other information, as to enable a reasonable person entitled to Vote to understand the effect of each resolution proposed, including:*
>
> *(a) the consequences if the resolution in question is not passed (unless such resolution concerns a matter listed in Rule 7.1.2(a)(i) to (vii)), and*
>
> *(b) a statement outlining who is subject to voting restrictions in relation to such resolution.*

Listing Rule 9.9.3 provides:

> *9.9.3 NZX may at its absolute discretion at any time, without giving any reasons and without prior notice to the Issuer:*
>
> *(a) cancel the Listing of any Issuer,*
>
> *(b) cancel, halt or suspend for such period as NZX thinks fit, the Quotation of any or all of an Issuer's Quoted Financial Products, or*
>
> *(c) refer the conduct of any Issuer, or Director or Associated Person of any Issuer, to the Tribunal or any statutory or governmental authority.*