NZ RegCo
NZ'S LISTED MARKET REGULATOR

31 October 2025

NZ RegCo Decision

Annual Reports – Climate statements
Class waivers in relation to NZX Listing Rules 3.7.1(b)(ii), 3.7.1(g)(ii) and 3.12.1

Background

1. These waivers apply to the NZX Listing Rules dated 31 January 2025 (the **Rules**).
2. Rules 3.7.1 and 3.12.1 impose disclosure requirements in respect of the annual reports of Issuers of Equity Securities, Debt Securities and Fund Securities. NZ RegCo has determined to exercise its power under Rule 9.6 to issue class waivers in relation to those Rules.
3. Capitalised terms that are not defined in this decision have the meanings given to them in the Rules.

Waivers from Listing Rules 3.7.1(b)(ii), 3.7.1(g)(ii) and 3.12.1

Decisions

4. NZ RegCo grants Eligible Issuers with a balance date occurring after 30 June 2025 a waiver from Rule 3.7.1(b)(ii), to the extent that that Rule requires the annual report of that Eligible Issuer to contain a copy of climate statements prepared by the Issuer in accordance with the requirements of Part 7A of the FMC Act, or the address of (or a link to) the internet site where a copy of those statements can be accessed.
5. NZ RegCo grants Eligible Issuers with a balance date occurring after 30 June 2025 a waiver from Rule 3.7.1(g)(ii), to the extent that that Rule requires the annual report of that Eligible Issuer to include a summary of this waiver if relied upon by the Eligible Issuer.
6. NZ RegCo grants Eligible Funds with a scheme balance date occurring after 30 June 2025 a waiver from Rule 3.12.1, to the extent that that Rule requires the annual report of that Eligible Fund to contain a copy of climate statements prepared by the Issuer in accordance with the requirements of Part 7A of the FMC Act, or the address of (or a link to) the internet site where a copy of those statements can be accessed.

Reasons

7. In coming to the decision to issue the class waivers above, NZ RegCo has considered that:
    a. a significant number of Issuers are Eligible Issuers or Eligible Funds, and will be able to avail themselves of the amendments to the climate reporting regime in the FMC Act on the Climate Amendment Legislation coming into force;
    b. the FMA, as the primary regulator of Issuers' climate reporting obligations, has acknowledged the potential for entities to be uncertain about their climate reporting obligations under the FMC Act pending legislative changes, particularly those with reporting due dates which are likely to fall before the Climate Amendment Legislation is enacted and relief is in place. The FMA has decided to provide interim relief in the form of a 'no action' approach to begin on 1 November 2025, for affected entities which are expecting their climate reporting obligations to cease once the Climate Amendment Legislation is enacted;
    c. despite (i) the clear policy intent that underpins the Climate Amendment Legislation as it relates to Eligible Issuers and Eligible Funds, and (ii) the scope of the FMA's 'no action' approach, it is appropriate to clarify the Rule requirements for affected Issuers given Rules 3.7.1(b)(ii) and 3.12.1 impose climate related disclosure obligations under the FMC Act by incorporating relevant Issuers' statutory reporting obligations;

d. granting these class waivers is appropriate, to (i) reflect the policy position underpinning the Government's proposed Climate Amendment Legislation, and (ii) ensure that NZX Issuers which are Eligible Issuers or Eligible Funds can effectively utilise the FMA's 'no action' approach without unintentionally remaining subject to the obligation to present climate related disclosures under Rule 3.7.1(b)(ii) or Rule 3.12.1;

e. providing Eligible Issuers with a waiver from Rule 3.7.1(g)(ii), which would otherwise require them to disclose in any annual report a summary of this waiver if it has been relied upon, is consistent with the FMA relief; and

f. Eligible Issuers with Quoted Equity Securities will remain subject to Rules 3.8.1(a) and (b), requiring them to disclose on a 'comply or explain' basis against the recommendations of the NZX Corporate Governance Code. Recommendation 4.4 of the NZX Corporate Governance Code contains recommendations in relation to non-financial reporting.

Appendix One

Background

1. Under section 461O of the FMC Act, a person that is a "climate reporting entity" in respect of an accounting period includes a person that is:

    a. a "large listed issuer", namely a listed issuer that (i) has quoted equity securities at any time in the accounting period, and as at the balance date of each of the two preceding accounting periods, has equity securities (whether quoted or unquoted) that have a total value, as implied by the market price or fair value of those equity securities, that exceeds $60 million; and/or (ii) has quoted debt securities, and at any time in the two preceding accounting periods, has quoted debt securities with a total face value that exceeds $60 million (sections 461P(1)(a) and (b) of the FMC Act); and

    b. a "large manager", namely a manager of a registered scheme under the FMC Act if, as at the balance date of each of the manager's two preceding accounting periods, the total assets of (i) all schemes for which that manager is the manager, and (ii) all schemes for which the manager is an authorised body that provides the service of acting as a manager of a registered scheme under that manager's market services licence, exceed $1 billion (section 461S of the FMC Act).

2. Under section 461ZI of the FMC Act, climate reporting entities must lodge their climate statements (or group climate statements) within 4 months after their balance date.

3. Under section 461ZJ of the FMC Act, climate reporting entities must include in their annual report a copy of those statements or the address of (or a link to) the internet site where a copy of those statements can be accessed.

4. Under Rule 3.7.1(b)(ii), the annual report of an Issuer of Quoted Equity Securities or Quoted Debt Securities must contain a copy of climate statements prepared by the Issuer in accordance with the requirements of Part 7A of the FMC Act, or the address of (or a link to) the internet site where a copy of those statements can be accessed, (unless the Issuer is not subject to or is exempt from the reporting obligations under Part 7A of that Act).

5. Under Rule 3.12.1, every Issuer of Fund Securities must prepare and release through MAP within three months of the balance date for the relevant scheme, an annual report prepared in accordance with the FMC Act and the Financial Markets Conduct Regulations 2014. This includes climate related disclosure under section 461ZJ of the FMC Act.

6. In effect, Rules 3.7.1(b)(ii) and 3.12.1 impose climate related disclosure obligations under the FMC Act, by incorporating relevant Issuers' statutory reporting obligations.
7. In the Rules, an Issuer includes any person which is Listed and includes, for the purposes of a Listed Manged Investment Scheme, the manager of the scheme.
8. On 22 October 2025, the New Zealand Government announced that it will amend the climate related disclosure regime in the FMC Act, affecting certain current climate reporting entities. The practical effect of the amendments will be to:
   a. increase the financial threshold at which a listed issuer of quoted Equity Securities or quoted Debt Securities will be a climate reporting entity by virtue of being a "large listed issuer" under section 461P of the FMC Act, from $60 million to $1 billion; and
   b. remove as climate reporting entities, managers of managed investment schemes that are climate reporting entities by virtue of being a "large manager" under section 461S of the FMC Act.[1]

   Legislation implementing these changes is expected to be enacted in 2026, as part of the Financial Markets Conduct Amendment Bill (**Climate Amendment Legislation**).
9. For the purposes of this waiver:
   a. a listed issuer of quoted Equity Securities or quoted Debt Securities that would not be a climate reporting entity by virtue of being a "large listed issuer" under the FMC Act if the Climate Amendment Legislation were enacted on 1 November 2025, is an **Eligible Issuer**; and
   b. a listed issuer of Fund Securities that would not be a climate reporting entity by virtue of being a "large manager" under the FMC Act if the Climate Amendment Legislation were enacted on 1 November 2025, is an **Eligible Fund**.
10. On 28 October 2025, the Financial Markets Authority (**FMA**) announced that it would be taking a 'no action' approach in relation to the publication of climate statements by climate reporting entities affected by the Government's announcement.[2] A 'no action' approach means that the FMA will not take action against a person for breach of a statutory or regulatory obligation. It is an expression of regulatory intention about how to exercise the FMA's functions. This 'no action' approach will begin on 1 November 2025 (**FMA relief**), and so apply to entities with balance dates falling after 30 June 2025. Entities with balance dates on or prior to 30 June 2025 are still required to lodge their climate statements by 31 October 2025. The FMA has stated that it does not expect affected entities to apply for the 'no action' relief or to otherwise inform the FMA of their reliance on it.

Application of the Listing Rules

11. Notwithstanding the Government and FMA announcements, the application of Rules 3.7.1(b)(ii) and 3.12.1 during the period before the Climate Amendment Legislation comes into effect would result in Eligible Issuers and Eligible Funds still being required to prepare and release climate reporting statements in accordance with the requirements of Part 7A of the FMC Act, unless those Eligible Issuers or Eligible Funds are otherwise not subject to, or exempt from, the reporting obligations under Part 7A of that Act.

[1] https://www.beehive.govt.nz/release/commonsense-changes-boost-capital-markets
[2] https://www.fma.govt.nz/business/services/climate-reporting-entities/no-action-relief-for-cre/

Appendix Two

Rule 3.7.1 Annual Reports for Equity and Debt Issuers

3.7.1 The annual report of an Issuer of Quoted Equity Securities or Quoted Debt Securities must contain:

a. ...

b. ...

i. audited financial statements and the associated audit report in accordance with the requirements of Part 7 of the FMC Act (unless the Issuer is exempt from Part 7 of that Act) or other applicable law

ii. a copy of climate statements prepared by the Issuer in accordance with the requirements of Part 7A of the FMC Act, or the address of (or a link to) the internet site where a copy of those statements can be accessed, (unless the Issuer is not subject to or is exempt from the reporting obligations under Part 7A of that Act)

c. …

d. …

e. ...

f. ...

g. a summary of all waivers:

i. granted and published by NZX following an application by the Issuer, or

ii. relied upon by the Issuer (regardless of when such waiver was granted or published),

in the 12 month period preceding the Issuer's balance date (or a reference to where this information can be found on the Issuer's website, where it must remain available until publication of the next annual report)…

Rule 3.12.1 Annual Reports for Fund Issuers

3.12.1 Every Issuer of Fund Securities must prepare and release through MAP within three months of the balance date for the relevant scheme, an annual report prepared in accordance with the FMC Act and the FMC Regulations.

Rule 9.7 Waivers

9.7.1 NZX may waive the application of any one or more of the provisions of the Rules for such period (including retrospectively) and on such terms and conditions as NZX sees fit. It may do this upon application by an Issuer or at its own instigation. A waiver may apply to a specific Issuer, or be a class waiver applying to the Rules generally.