

### Summary

- This Practice Note explains what information a foreign exempt equity issuer must provide to NZX.

### Relevant Listing Rule: 1.7.2

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 Practice Note to NZX therefore also include NZ RegCo in relation to any regulatory activity or discretion.

Foreign exempt issuers are deemed to satisfy and comply with the Rules so long as:

- They remain listed on their home exchange; and
- All of the financial products they have quoted on NZX remain quoted on their home exchange.

The issuer's home exchange must be a recognised exchange. NZX has published a list of recognised exchanges on its website, [here](#).

Foreign exempt issuers must release through the Market Announcement Platform (**MAP**) any information or notice they have provided to their home exchange at the same time as, or promptly and without delay after, they provide it to their home exchange. This is intended to ensure that investors on the NZX have access to all the information that investors on other exchanges have access to. It also ensures that NZX receives the operational information it needs to give effect to key corporate actions, like issues of new securities and name changes.

Foreign exempt issuers must also promptly and without delay release through MAP any notice or other information provided to its home exchange by third parties for market release in relation to the issuer that is made public and released under the listing rules of its home exchange. This includes for example information released by the home exchange itself, substantial product holder notices, directors and officers disclosure, and takeover notifications.

However, different home exchanges have different requirements. To ensure that NZX gets all the information it needs to operate the market efficiently, Rule 1.7.2(a) provides that foreign exempt issuers must provide any additional information that NZX requests from time to time, in the manner and form that NZX prescribes from time to time.

The information that NZX requests is provided by foreign exempt issuers is set out in the table at Appendix A, along with the prescribed manner and form of disclosure. This information is only requested in instances where the foreign exempt issuer has not already released this as information or a notice they have provided to their home exchange (that is, where there is a difference in the information requirements of the two exchanges).

Templates for disclosure can be found on the [forms page](#) on MAP.

Queries regarding disclosure should be addressed to NZ RegCo in the first instance, at [issuer@nzregco.com](mailto:issuer@nzregco.com).

### **MAP Data Entry**

Foreign exempt issuers are expected to provide the following data sets when releasing relevant announcements:

- Net Tangible Assets (per share)
- Allotment
- Key Dates
- Director Data; and
- Earnings Data

Foreign exempt issuers on the NZX are required to follow their Home Exchange's listing rules for the content of their annual report. If an Issuer's Home Exchange requires them to disclose gender diversity information in the annual report, please enter this into MAP when releasing over NZX. In any other case, foreign exempt issuers are not required to input Gender Diversity data into MAP.

## Appendix A

Additional information requested (if not released via MAP as information or a notice provided to the home exchange)	Prescribed manner and form
Any decision to change: <ul style="list-style-type: none"> <li>the Issuer's name</li> <li>a Director or Senior manager of the Issuer</li> <li>the Issuer's auditor</li> <li>the Issuer's registered address</li> <li>the Issuer's registry</li> <li>the Issuer's ISIN</li> </ul>	Issuer must release an announcement promptly and without delay after making the decision, which outlines the change and the date on which the change will take effect
Any decision to change the Issuer's balance date	Issuer must release an announcement promptly and without delay after making the decision, which outlines the new name and the date on which the change will take effect. Refer to Practice Note <a href="#">Change of Balance Date</a> for information on timing
Any allotment, buyback or redemption of quoted financial products	An announcement in the form of the Template <i>Capital Change Notice</i> must be released via MAP within one business day of the allotment, buyback or redemption
Any decision to pay or distribute a benefit on quoted financial products	An announcement in the form of the Template <i>Distribution Notice</i> must be released via MAP at least five business days prior to the record date
Any decision to: <ul style="list-style-type: none"> <li>proceed with a conversion of quoted financial products</li> <li>convert any financial products into quoted financial products</li> <li>make a call on quoted financial products</li> </ul>	An announcement in the form of the Template <i>Corporate Action Notice</i> must be released via MAP at least five business days prior to the record date
Information in relation to offers of securities, including accelerated offers, rights offers and shares issued under a share purchase plan	An announcement in the form of the Template <i>Corporate Action Notice</i> must be released via MAP in accordance with the timing in Rules 4.17.6, 4.17.7 or 4.17.8 as if those Rules applied to the foreign exempt issuer

*Practice Notes are not intended to be a definitive statement of the application of the Listing Rules in every situation and are only a guide to NZX's policy and practice. This Practice Note does not limit NZX's discretion under the Rules. NZX takes no responsibility for any error contained in the Practice Note. NZX may replace Practice Notes at any time.*