



Listing and Quotation of Debt Securities

Applies to Rules as at: 1 June 2018

Summary

This Practice Note explains the process and documents required for an application for listing of issuers of debt securities on the NZX Debt Market.

Relevant Listing Rules:

- NZX Debt Market Listing Rules (**Rules**) 5.1.1, 5.1.2 , 6.1.1 to 6.1.5, 7.1

Applicants for listing and quotation of debt securities on the NZX Debt Market, whether through an initial public offering (**IPO**) or through a compliance listing, are required to submit various documents with their application. This Practice Note sets out the process for seeking both listing and quotation. [PN 13/2017 Application for Quotation](#) sets out the process to be followed where an Issuer is already listed and is only seeking quotation of an additional financial product.

The application process follows a number of specific steps.

Step one: engage with NZX Regulation (NZXR)

Applicants are encouraged to engage with NZXR as early as possible, in order to advise NZXR of the proposed transaction. This enables NZXR to provide guidance and support through the process. Refer to [PN 01/2017 Issuer Engagement with NZX Regulation](#) for more information on how to work effectively with NZXR.

At this stage, applicants will need to provide NZX with a signed [Pre-Listing Agreement](#).

Step two: submit the most time sensitive documents

Some of the documents in the listing process take longer to review and approve than others. Accordingly, a number of documents need to be provided to NZXR at least four weeks prior to the offer opening or a compliance listing taking place.

Draft Listing Application

The listing application will ultimately need to include all information required by [Rule 5.1.2](#) and be accompanied by specific documents.

The documents and information for a listing application need to be received by the time the offer opens or the compliance listing occurs, which in practical terms allows the applicant additional time to provide these.

Draft Offering Document or Profile	An applicant will need to prepare an offering document or profile in compliance with Rule 7.1 as part of the listing process. This document requires formal approval from NZXR. During this initial period, NZXR will review the document and enter into several comment rounds with the applicant and its advisors.
Draft Constitution	Rule 5.1.2(b) requires an applicant for listing to provide NZXR with a copy of its Constitution. NZX is then required to approve this document under Rule 6.1.2(a). Rule 6.1.3 requires any Constitution that is submitted for approval to be accompanied by a solicitor’s opinion that, among other things, opines on the compliance of the Constitution with the

	Rules. However, NZXR considers that in the context of a listing of debt, a solicitor's opinion in respect of the trust deed only, is acceptable.
Draft Trust Deed	The applicant will be required to have a trust deed that is compliant with the Rules. Rule 6.1.3 requires any trust deed that is submitted for approval to be accompanied by a solicitor's opinion that, among other things, opines on the compliance of the trust deed with the Rules.
Register Documents (if required)	If an applicant is undertaking an IPO under the Financial Markets Conduct Act 2013 (FMCA), the offering document is supplemented by a register entry. NZXR will review the register entry for the proposed offer.
Financial Statements	The applicant must provide for NZXR's review all financial statements that are required to be provided under the FMCA or the Rules.
Waiver applications (if required) or other approvals	An applicant should consider whether it will require any waivers from the Rules prior to listing. NZXR is happy to engage with an applicant regarding this and receive a draft application(s). In some instances, applicants for a listing and quotation of debt will also seek an approval of transfer restrictions under the Rules.

Step three: provide additional information

Once the applicant has provided the documents set out above, and NZXR has commenced its review of the offering document or profile, further information must be provided in advance of:

- The date that the offer will open, if the applicant is making an IPO; or
- The date that the securities will be quoted, if the applicant is undertaking a compliance listing.

Final Application for Listing	Usually, the issuer's advisors will provide NZX with a letter that sets out the application for listing, and the status of the material required by Rule 5.1.2, at this stage of the process. NZX has produced a template . This letter usually also includes the information NZXR requires for quotation of securities. While NZXR has previously released PN13-2017 Application for Quotation , the template letter above replicates that for issuers seeking an initial listing.
Final Offering Document or Profile	Following the review of the offering document or profile, NZXR will request a final, clean copy in order to issue its formal approval letter.
Final Constitution	Following the review of the constitution, NZXR will request a final, clean copy in order to issue its formal approval letter.
Final Trust Deed and Solicitor's Opinion	Following the review of the trust deed, NZXR will request a final, clean copy in order to issue its formal approval letter.



MAP Agreement	An executed MAP Agreement entitles the applicant to use of NZX's market announcement platform.
Listing Agreement	The Listing Agreement will need to be executed and supplied to NZXR.
Information for nzx.com	NZX publishes an overview of issuer's business on nzx.com.

At the conclusion of this step, NZXR will issue its formal approval of the offer document or profile and any waivers required. For applicants that are undertaking an IPO, the Offering Document can now be provided to the Registrar, and subsequently, the offer can open.¹

Step four: listing and quotation

Upon completion of the steps above to NZX's satisfaction, the applicant will list and its securities will quote on the NZX Debt Market.²

NZX will execute the listing agreement on the date that the applicant lists on the NZX Debt Market.

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

¹ Note: this is subject to the applicant also satisfying the requirements of the Financial Markets Conduct Act 2013 to the Financial Market Authority's satisfaction.

² Applicants should note that NZX is not obliged to grant a listing application, regardless of whether the applicant concerned complies with all applicable provisions of the Debt Market Listing Rules. NZX may refuse listing and quotation at its absolute discretion and without giving any reasons for such refusal.



Appendix A

Timetable for the Listing Process

	Documents to be provided at least 4 weeks prior to the proposed offer opening	Provided (Date)
1.	Draft listing application	
2.	Draft listing document	
3.	Executed pre listing agreement	
4.	Draft trust deed and accompanying solicitor's opinion	
5.	Financial statements	
6.	Register documents (if applicable)	
7.	Draft waiver application(s) (if applicable)	
	Documents to be provided prior to the proposed offer open date or compliance listing date	Provided
1.	Application for quotation	
2.	Final listing document	
3.	Final trust deed and final solicitor's opinion	
4.	Final constitution	
5.	Final listing application	
6.	A bank bond or cash bond with specific security deed	
7.	Directors' acknowledgements as required by Rule 2.2.2	
8.	Applicant's certificate of incorporation	
9.	Applicant's latest annual report	
	Documents to be provided prior to the date of the proposed listing and quotation of the applicant's equity securities	Provided
1.	Listing agreement	
2.	MAP agreement	
3.	Overview of the applicant's business to be uploaded on its nzx.com page	