



## Conflicts Policy

### 1. Introduction

The NZ Markets Disciplinary Tribunal (*the Tribunal*) is an independent adjudicative body established under the NZ Markets Disciplinary Tribunal Rules (*NZMDT Rules*).

Rule 3.2 of the NZMDT Rules also establishes a Special Division of the Tribunal. The Role of the Special Division is to administer the NZX Market Rules as they apply to NZX as a listed issuer and its Related Entities.

This policy applies to all members of the Tribunal and the Special Division.

### 2. Duty to Declare Conflicts

#### ***NZMDT***

In the course of forming a division to consider a matter which has been referred to the Tribunal, members must declare any conflict or possible conflict of interest to the Executive Counsel. The decision on whether that conflict or possible conflict should disqualify a member from joining the division will be made by the Tribunal Chair, or by the Deputy Chair where the declaration has been made by the Chair or where the Chair is unavailable.

#### ***Special Division***

Members of the Special Division must be Independent Members (they must not (a) be a director or employee of NZX or any member of the NZX group; or (b) hold or control any Equity Securities of NZX or any member of the NZX group).

In addition, each Special Division member must declare any conflict or possible conflict to the Counsel for the Special Division should it arise during the course of considering any matter. The decision on whether that conflict or possible conflict should disqualify a member from considering the matter will be made by the Special Division Chair, or the Tribunal Chair where the declaration has been made by the Special Division Chair or where the Special Division Chair is unavailable.

In respect of the review of referrals from NZ RegCo Surveillance, where trading has been conducted by the firm of the Special Division member tasked with reviewing referrals, that member shall not review the referral, unless the trading conducted by the member's firm is incidental to the referral as determined by the Special Division Chair.

### 3. Types of Conflict

Members will be considered as conflicted where the member (a) holds or controls securities of the relevant listed issuer or holds or controls an account with the relevant participant; or (b) is a director, partner, consultant or employee of the relevant listed issuer or participant.

There are a number of other types of possible conflict which may arise. These may include (but are not limited to):

- i) relationships with key individuals in issuers or participants – for example, where there is a personal relationship or interest that could be perceived to influence an individual's view in respect of the matter under consideration;
- ii) where the member has personally acted for the relevant listed issuer or the relevant participant; or
- iii) where the relevant listed issuer or the relevant participant is a client of a firm or company of which the member is a director, partner, consultant or employee.

#### **4. Conflicts Register**

All Tribunal members should declare that they hold or control securities in a listed issuer, any accounts held with market participants and any positions held in a listed issuer or participant (e.g. if they are a director, partner, consultant or employee) and any other matter that may raise a conflict in the conflicts register maintained by the Executive Counsel.

Each member should update the register when a conflict ceases or a new conflict arises by informing the Executive Counsel. From time to time the Executive Counsel will circulate the conflicts register and ask members to advise of any amendments required.

Up-dated 2 August 2021