



NZX Regulation Decision

NZX Regulation (NZXR)

Class Waiver from NZX Listing Rules 3.5.1, 3.5.3, 3.6.1 and 3.12.1

3 April 2020



Waiver from Listing Rules 3.5.1, 3.5.3, 3.6.1 and 3.12.1

Background

1. This waiver applies to the NZX Listing Rules dated 1 January 2020 (the **Rules**). On 19 March 2020, NZX Regulation (**NZXR**) granted a class waiver from Rules 3.5.1, 3.5.3, 3.6.1 and 3.12.1. This waiver supersedes that initial waiver, by providing additional relief.
2. Capitalised terms that are not defined in this decision have the meanings given to them in the Rules.
3. Rule 3.5.1 requires each Issuer of Quoted Equity Securities or Quoted Debt Securities to release a Results Announcement through MAP no later than 60 Days after the end of each financial year and half year. Rule 3.5.1 is subject to Rule 3.5.3 which provides additional time to release a Results Announcement if an Issuer is required to consolidate the financial results of another Listed Issuer.
4. Rule 3.6.1 requires each Issuer of Quoted Equity Securities or Quoted Debt Securities to prepare and release an annual report through MAP within three months after the end of each financial year.
5. Rule 3.12.1 requires each Issuer of Fund Securities to prepare and release an annual report through MAP within three months of the balance date for the relevant scheme.
6. The Rules and additional definitions to which this decision relates are set out in Appendix One.

Waiver from Rules 3.5.1 and 3.5.3

7. Subject to the conditions set out in paragraph 8 below, NZXR grants waivers from Rules 3.5.1 and 3.5.3, to the extent those Rules would require a Reporting Issuer to release a Results Announcement through MAP no later than 60 days after the end of a Qualifying Financial Year or Qualifying Half Year or, where a Reporting Issuer is required to consolidate the financial results of another Listed Issuer, to release a Results Announcement through MAP up to 5 Business Days after the earlier of the release of the other Listed Issuer's Results Announcement and 60 days after the end of a Qualifying Financial Year or Qualifying Half Year.
8. The waiver set out in paragraph 7 above is provided on the conditions that the Reporting Issuer:
 - a. releases a Results Announcement through MAP no later than:
 - i. 90 days after the end of a Qualifying Financial Year or Qualifying Half Year; or
 - ii. where the Reporting Issuer is required to consolidate the financial results of another Listed Issuer, up to 5 Business Days after the earlier of the release of the other Listed Issuer's Results Announcement and 90 days after the end of a Qualifying Financial Year or Qualifying Half Year; and
 - b. releases a statement to NZX through MAP in advance of the current deadline under Rule 3.5.1 for release of a Results Announcement:

- i. stating that the Reporting Issuer is relying on this class waiver;
 - ii. stating when the Reporting Issuer expects to release a Results Announcement to NZX through MAP; and
 - iii. where the Reporting Issuer is relying upon this class waiver in respect of the Results Announcement for a Qualifying Financial Year, stating whether as at the date of the statement the Reporting Issuer also intends to rely upon the class waiver set out in paragraph 10 below in respect of the annual report for the Qualifying Financial Year and, if so, stating to the extent possible when the Reporting Issuer expects to release the annual report; and
- c. releases a further statement to NZX through MAP should there be any change to the expected date of release of a Results Announcement or annual report as previously stated by the Reporting Issuer to NZX through MAP (including where the Reporting Issuer is able to provide a greater degree of specificity as to when a Results Announcement or annual report will be released within a period previously indicated to the market).
9. An illustrative summary of the impact of this class waiver for Reporting Issuers with a balance date falling on a month end is set out in Appendix Two.

Waiver from Rule 3.6.1

10. Subject to the conditions set out in paragraph 11 below, NZXR grants a waiver from Rule 3.6.1, to the extent that Rule would require a Reporting Issuer within three months after the end of a Qualifying Financial Year to:
- a. prepare an annual report, which must contain all information required by all applicable laws and the Rules;
 - b. deliver, subject to Rule 3.6.2, the annual report to NZX by release through MAP (including by URL link to the annual report on the Reporting Issuer's website); and
 - c. make the annual report available to each Quoted Financial Product Holder in accordance with Rule 3.6.3.
11. The waiver set out in paragraph 10 above is provided on the conditions that:
- a. within five months after the end of a Qualifying Financial Year the Reporting Issuer:
 - i. prepares an annual report, which must contain all information required by all applicable laws and the Rules;
 - ii. delivers, subject to Rule 3.6.2, the annual report to NZX by release through MAP (including by URL link to the annual report on the Reporting Issuer's website); and
 - iii. makes the annual report available to each Quoted Financial Product Holder in accordance with Rule 3.6.3,
 - b. the Reporting Issuer releases a statement to NZX through MAP in advance of the date that is three months after the end of a Qualifying Financial Year:
 - i. stating that the Reporting Issuer is relying on this class waiver;

- ii. stating, to the extent possible, when the Reporting Issuer expects to release an annual report to NZX through MAP; and
- c. the Reporting Issuer releases a further statement to NZX through MAP should there be any change to the expected date of release of an annual report as previously stated by the Reporting Issuer to NZX through MAP (including where the Reporting Issuer is able to provide a greater degree of specificity as to when an annual report will be released within a period previously indicated to the market).

Waiver from Rule 3.12.1

12. Subject to the conditions set out in paragraph 11 below, NZXR grants a waiver from Rule 3.12.1 to the extent that Rule would require a Reporting Issuer to prepare and release through MAP within three months of the end of a Qualifying Financial Year for the relevant scheme, an annual report prepared in accordance with the FMC Act and FMC Regulations.
13. The waiver set out in paragraph 12 above is provided on the conditions that the relevant Reporting Issuer:
 - a. prepares and releases through MAP within five months after the end of a Qualifying Financial Year for the relevant scheme, an annual report prepared in accordance with the FMC Act and FMC Regulations;
 - b. releases a statement to NZX through MAP, in advance of the date that is three months after the end of a Qualifying Financial Year for the relevant scheme:
 - i. stating that the Reporting Issuer is relying on this class waiver; and
 - ii. stating, to the extent possible, when the Reporting Issuer expects to release an annual report through MAP; and
 - c. releases a further statement to NZX through MAP should there be any change to the expected date of release of an annual report as previously stated by the Reporting Issuer to NZX through MAP (including where the Reporting Issuer is able to provide a greater degree of specificity as to when an annual report will be released within a period previously indicated to the market).
14. An illustrative summary of the impact of this class waiver for Reporting Issuers with a balance date falling on a month end is set out in Appendix Two.

Reasons

15. In coming to the decision to provide the waivers set out above, NZXR has considered that:
 - a. a significant number of Issuers and other market participants are being adversely affected by the 2019/2020 coronavirus pandemic (**COVID-19**), with impacts likely to continue for the intermediate future;
 - b. NZXR acknowledges that the focus of Issuers and their accounting and audit service providers in respect of the COVID-19 pandemic necessarily includes ensuring the wellbeing and safety of their staff;

- c. NZXR is aware that the COVID-19 pandemic, and the measures implemented by the New Zealand Government and overseas governments in response, are creating significant challenges for personnel, systems and infrastructure, and that those factors may impact on the ability of Issuers and their accounting and audit service providers to meet the timing and process requirements of Rules 3.5.1, 3.5.3, 3.6.1 and 3.12.1;
- d. NZXR has consulted with external stakeholders representing issuer, investor, and audit groups. There was consistent feedback that relief of the nature provided for under this class waiver, would be appropriate in the context of the COVID-19 pandemic;
- e. without this class waiver, Issuers and their accounting and audit service providers may have insufficient time to prepare and release Results Announcements and annual reports by the timeframes required under the Rules, given the procedural and technical requirements for those filings;
- f. NZXR considers this class waiver is appropriate, as:
 - i. the waiver will mitigate some of the impacts of the COVID-19 pandemic in relation to Reporting Issuers' periodic reporting obligations under the Rules, which is considered reasonable given the current situation in respect of COVID-19;
 - ii. other than the extension of time provided by the waiver, Reporting Issuers will be required to fully comply with the Rules in all other respects, including in relation to Reporting Issuers' continuous disclosure obligations; and
 - iii. the waiver will provide Reporting Issuers and their accounting and audit service providers additional time, if needed, to prepare the relevant financial statements and to undertake the audit and assurance processes to report on those financial statements;
- g. NZXR will not suspend trading in the securities of any Reporting Issuer as a result of reliance upon this class waiver. However, if a Reporting Issuer has not released its Results Announcement or annual report within 5 business days of the adjusted due date permitted by this class waiver, trading in that Issuer's securities will, unless a separate waiver applies, be suspended pursuant to Rule 9.9.3 until the Reporting Issuer has released the relevant Results Announcement or annual report.

Appendix One

For the purposes of this waiver:

“Qualifying Half Year” means a half year reporting period of a Reporting Issuer with a full year balance date falling on a date between 1 August 2019 and 31 December 2019;

“Qualifying Financial Year” means a full year reporting period of a Reporting Issuer with a full year balance date falling on a date between 1 January 2020 and 31 July 2020; and

“Reporting Issuer” means an Issuer of Equity, Debt or Fund Securities quoted on the NZX Main Board and/or Debt Market, subject to the periodic reporting requirements under Rules 3.5.1, 3.6.1 and/or 3.12.1 (as applicable).

NZX Listing Rules

Part A - Definitions

Results Announcement means an announcement with the applicable information specified in Appendix 2 and such additional content as may be prescribed by NZX from time to time.

Section 9 NZX Powers

Status of the Rules and changes to the Rules

9.7 Waiver

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.

9.7.2 Waivers in respect of an application by an Issuer will be made public, together with the Issuer's identity, the facts of the application and the grounds for NZX's decision, unless:

- (a) the affected Issuer establishes satisfactory grounds for maintaining confidentiality, or
- (b) NZX elects at its sole discretion not to publish its decision.

9.7.3 Any waiver granted under Rule 9.7.1 may be revoked at any time by NZX by written notice to the Issuer, or to the market generally if revoking a class waiver. Such a revocation has effect from the date stated in the notice (and may apply retrospectively if NZX considers that the waiver granted on the basis of incorrect information).

9.7.4 Subject to Rule 9.7.2, NZX may publish such information relating to a waiver granted or refused under Rule 9.7.1, or revocation of a waiver under Rule 9.7.3, as NZX sees fit.

3.5 Results Announcement

- 3.5.1 Subject to Rule 3.5.3, each Issuer of Quoted Equity Securities or Quoted Debt Securities must release a Results Announcement through MAP no later than 60 days after the end of each financial year or half year.
- 3.5.2 A Results Announcement for a full financial year may be made before, or together with, the release of an annual report.
- 3.5.3 If an Issuer is required to consolidate the financial results of another Listed Issuer, it may make its Results Announcement up to 5 Business Days after the earlier of the release of the other Listed Issuer's Results Announcement and the timeframe required by Rule 3.5.1.

3.6 Preparation and delivery of Annual Reports

- 3.6.1 Each Issuer of Quoted Equity Securities or Quoted Debt Securities must within three months after the end of each financial year:
- (a) prepare an annual report, which must contain all information required by all applicable laws and these Rules, and
 - (b) deliver, subject to Rule 3.6.2, the annual report to:
 - (i) NZX by release through MAP (including by URL link to the annual report on an Issuer's website) before or at the same time as it is made available to Quoted Financial Product holders, and
 - (ii) each Quoted Financial Product holder in accordance with Rule 3.6.3.

3.12 Annual Report

- 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.

9.9 Trading Halts, Suspension, Cancellations and other Powers

- 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.

Appendix Two

An illustrative summary of the impact of this class waiver for Reporting Issuers with a balance date falling on a month end is set out below.

The below table reflects that if a due date falls on a weekend or another non NZX trading day, the relevant results or report should be provided to NZX by close of business on the immediately following Business Day.

Balance date	Periodic reporting obligation (as applicable)	Current timing requirement	Revised due date under Class Waiver
31 August 2019	Release half year Results Announcement (LR 3.5.1)	29 April 2020	29 May 2020
30 September 2019	Release half year Results Announcement (LR 3.5.1)	1 June 2020	29 June 2020
31 October 2019	Release half year Results Announcement (LR 3.5.1)	29 June 2020	29 July 2020
30 November 2019	Release half year Results Announcement (LR 3.5.1)	30 July 2020	31 August 2020
31 December 2019	Release half year Results Announcement (LR 3.5.1)	31 August 2020	28 September 2020
31 January 2020	Release full year Results Announcement (LR 3.5.1)	31 March 2020	30 April 2020
	Release annual report (LR 3.6.1)	30 April 2020	30 June 2020

Balance date	Periodic reporting obligation (as applicable)	Current timing requirement	Revised due date under Class Waiver
	Release annual report (LR 3.12.1)	30 April 2020	30 June 2020
29 February 2020	Release full year Results Announcement (LR 3.5.1)	29 April 2020	29 May 2020
	Release annual report (LR 3.6.1)	1 June 2020	31 July 2020
	Release annual report (LR 3.12.1)	1 June 2020	31 July 2020
31 March 2020	Release full year Results Announcement (LR 3.5.1)	1 June 2020	29 June 2020
	Release annual report (LR 3.6.1)	30 June 2020	31 August 2020
	Release annual report (LR 3.12.1)	30 June 2020	31 August 2020
30 April 2020	Release full year Results Announcement (LR 3.5.1)	29 June 2020	29 July 2020
	Release annual report (LR 3.6.1)	31 July 2020	30 September 2020
	Release annual report (LR 3.12.1)	31 July 2020	30 September 2020

Balance date	Periodic reporting obligation (as applicable)	Current timing requirement	Revised due date under Class Waiver
31 May 2020	Release full year Results Announcement (LR 3.5.1)	30 July 2020	31 August 2020
	Release annual report (LR 3.6.1)	31 August 2020	31 October 2020
	Release annual report (LR 3.12.1)	31 August 2020	31 October 2020
30 June 2020	Release full year Results Announcement (LR 3.5.1)	31 August 2020	28 September 2020
	Release annual report (LR 3.6.1)	30 September 2020	30 November 2020
	Release annual report (LR 3.12.1)	30 September 2020	30 November 2020
31 July 2020	Release full year Results Announcement (LR 3.5.1)	29 September 2020	29 October 2020
	Release annual report (LR 3.6.1)	31 October 2020	31 December 2020
	Release annual report (LR 3.12.1)	31 October 2020	31 December 2020