



**TAKEOVERS PANEL**  
TE PAE WHITIMANA

## Takeovers Code (Vector Limited) Exemption Notice 2019

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Pursuant to section 45 of the Takeovers Act 1993, the Takeovers Panel, being satisfied of the matters set out in section 45(6) of that Act, gives the following notice.

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### Notice

#### 1 Title

This notice is the Takeovers Code (Vector Limited) Exemption Notice 2019.

#### 2 Application

This notice applies to acts or omissions occurring on or after 5 November 2019.

#### 3 Expiry

This notice expires on the close of 4 November 2031.

#### 4 Interpretation

(1) In this notice, unless the context otherwise requires,—

**Act** means the Takeovers Act 1993

**Code** means the Takeovers Code under the Act

**Entrust** means the trust established by deed of trust dated 27 August 1993 and previously named Auckland Energy Consumer Trust

**trust deed** means the Entrust deed of trust in force on 11 October 2019 (as altered or amended from time to time)

**trustee** means a person appointed as a trustee of Entrust in accordance with the trust deed

- (2) In this notice, a reference to a person increasing voting control is a reference to the person becoming the holder or controller of an increased percentage of voting rights in Vector Limited.
- (3) Any term or expression that is defined in the Act or the Code and used, but not defined, in this notice has the same meaning as in the Act or the Code.

## 5 Exemptions from rule 6(1) of Code

- (1) Every person who becomes a trustee is exempted from rule 6(1) of the Code in respect of any increase in that person's voting control as a result of being appointed as a trustee.
- (2) Every person who is a trustee is exempted from rule 6(1) of the Code in respect of any increase in that person's voting control as a result of a reduction in the number of trustees.

## 6 Conditions of exemptions

The exemptions in clause 5 are subject to the conditions that—

- (a) the appointment of a trustee or a reduction in the number of trustees—
  - (i) is pursuant to the appointment process for trustees in the trust deed or is the result of an event beyond the control of the trustees; and
  - (ii) does not have the increase in voting control as a collateral purpose; and
- (b) within 5 working days of any application being made to the High Court for authorisation to amend the trust deed, the trustees notify the Panel of the proposed amendments.

Dated at Auckland this 5th day of November 2019

[signed]

R A Coupe  
Chair

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## Statement of Reasons

This notice applies to acts or omissions occurring on or after 5 November 2019 and expires on 4 November 2031.

The Takeovers Panel (the **Panel**) has granted exemptions from rule 6(1) of the Takeovers Code (the **Code**) to any person who increases their holding or control of voting rights in Vector Limited (**Vector**) as a result of—

- becoming a trustee of Entrust; or
- a reduction in the number of trustees of Entrust.

This notice replaces the Takeovers Code (Auckland Energy Consumer Trust) Exemption Notice 2014, which expired on 26 October 2019.

The Panel considers that it is appropriate and consistent with the objectives of the Code to grant the exemptions because,—

- every trustee of Entrust who exercises control over the voting rights in Vector does so in their capacity as a trustee and is subject to the duties and obligations arising under the Entrust trust deed and at law;
- the exemption only applies if the appointment of a new trustee or a reduction in the number of trustees is in accordance with the Entrust trust deed, or is the result of an event outside the control of the trustees, and the Code is not intended to inhibit the governance arrangements for changes of trustees of consumer energy trusts;
- the shareholders of Vector would not be disadvantaged by not having the opportunity to vote on a trustee's appointment, or a reduction in the number of trustees, as it would have no real effect on those shareholders; and
- the exemption avoids unnecessary compliance costs that would otherwise be incurred by Entrust if it were not granted.

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Date of Notification in the *Gazette*: 8 November 2019

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