

Takeovers Code (Z Energy Limited) Exemption Notice 2013

Pursuant to section 45 of the Takeovers Act 1993, the Takeovers Panel gives the following notice (to which is appended the statement of reasons of the Takeovers Panel).

Contents

	Page
1 Title	1
2 Application	1
3 Revocation	1
4 Interpretation	1
5 Exemption from rule 6(1) of Code	2
6 Conditions of exemption in clause 5	2

Notice

1 Title

This notice is the Takeovers Code (Z Energy Limited) Exemption Notice 2013.

2 Application

This notice applies to acts or omissions occurring on or after 16 August 2013.

3 Revocation

This notice is revoked on the close of 16 August 2018.

4 Interpretation

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

Act means the Takeovers Act 1993

AEHL means Aotea Energy Holdings Limited

AEHL shares means, at any time, shares in Z Energy held or controlled by AEHL

Code means the Takeovers Code under the Act

holding split means a transaction which results in -

(a) half of the AEHL shares being held or controlled by Infratil Gas; and

(b) half of the AEHL shares being held or controlled by NZSFA

Infratil Gas means Infratil Gas Limited

IPO means the initial public offer of shares in Z Energy

NZSFA means NZSF Aotea Limited

Z Energy means Z Energy Limited.

- (2) In this notice, a reference to a person increasing their holding is a reference to the person becoming the holder of an increased percentage of the voting rights in Z Energy.
- (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 Exemption from rule 6(1) of Code

Infratil Gas and NZSFA are exempted from rule 6(1) of the Code in respect of any increase in their holding as a result of the holding split.

6 Conditions of exemption in clause 5

The exemption in clause 5 is subject to the conditions that –

- (a) the holding split is in respect of no more than the percentage of voting rights in Z Energy held or controlled by AEHL immediately following the allotment of shares in Z Energy under the IPO or the lowest percentage held or controlled by AEHL at any later date; and
- (b) a summary of the terms and conditions of the exemption contained in this notice must be included in the combined investment statement and prospectus issued as part of the IPO in a form and in a prominent position approved in writing by the Panel; and
- (c) a summary of the terms and conditions of the exemption contained in this notice must be included in a prominent position in each annual report of Z Energy between the date of this notice and the holding split; and
- (d) a summary of the terms and conditions of the exemption contained in this notice must be included in a prominent position in the investor section of Z Energy's internet site between the date of this notice and the holding split; and

- (e) the combined investment statement and prospectus issued as part of the IPO must contain, immediately after the summary of the terms and conditions of the exemption contained in this notice, the following disclaimer:

By exempting Infratil Gas Limited and NZSF Aotea Limited from rule 6(1) of the Takeovers Code, the Takeovers Panel will –

- be neither endorsing nor supporting the accuracy or reliability of the contents of this investment statement and prospectus; and*
- not be implying that it has a view on the merits of either Z Energy Limited or any possible split of Aotea Energy Holding Limited's interest in Z Energy.*

Dated at Auckland this 15th day of August 2013.

The Common Seal of the Takeovers Panel was affixed in the presence of:

[Signed under seal]

D O Jones,
Chairperson

Statement of Reasons

This notice applies to acts or omissions occurring on or after 16 August 2013 and is revoked on the close of 16 August 2018.

Aotea Energy Holdings Limited (“AEHL”) holds or controls shares in Z Energy Limited (“Z Energy”). NZSF Aotea Limited (“NZSFA”) and Infratil Gas Limited (“Infratil Gas”) each own half of the issued share capital in AEHL. Z Energy will, as a result of a proposed initial public offering of shares (the “IPO”), become a Code company.

Infratil Gas and NZSFA wish to be able to split the Z Energy shares held or controlled by AEHL following the IPO so that they each independently hold or control one half of those shares (the “holding split”).

The holding split may result in Infratil Gas and NZSFA directly or indirectly holding, either individually or together, more than 20% of the voting rights in Z Energy.

The Takeovers Panel (the **Panel**) has granted an exemption to –

- NZSFA from rule 6(1) of the Code in respect of an increase in the percentage of Z Energy voting rights held by NZSFA as a result of the holding split; and
- Infratil Gas from rule 6(1) of the Code in respect of an increase in the percentage of Z Energy voting rights held by Infratil Gas as a result of the holding split.

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

- potential investors in Z Energy will ultimately decide for themselves the merits of the exemptions when deciding whether to invest in Z Energy, because under the conditions of the exemptions, details of the exemptions must be disclosed in the IPO investment statement and prospectus, in Z Energy's annual reports, and in the investor section of the Z Energy's website; and
 - the shareholders of the Z Energy shares are not disadvantaged in not having the opportunity to vote on the holding split as there would be no real effect on those shareholders; and
 - the holding split will not result in any person (including any associated person) increasing their control of voting rights in Z Energy Limited; and
 - the exemptions avoid unnecessary compliance costs that would be incurred if they were not granted.
-