

NZ RegCo

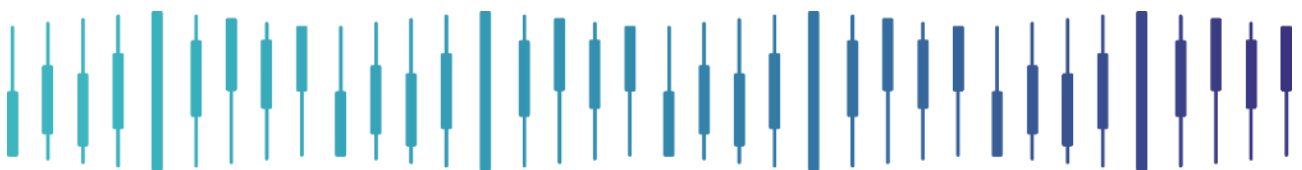
NZ'S LISTED
MARKET REGULATOR

26 May 2022

NZ RegCo Decision

Genesis Energy Limited (GNE)

Application for waiver from NZX Listing Rule 3.14.1(c)



Background

1. The information on which this decision is based is set out in Appendix One to this decision. This waiver will not apply if that information is not, or ceases to be, full and accurate in all material respects.
2. The NZX Listing Rule (**Rule**) to which this decision relates is set out in Appendix Two.
3. Capitalised terms that are not defined in this decision have the meanings given to them in the Rules.

Waiver from Listing Rule 3.14.1(c)

Decision

4. Subject to the condition set out in paragraph 5 below, and on the basis that the information provided by Genesis Energy Limited (**GNE**) is complete and accurate in all material respects, NZ RegCo grants GNE a waiver from Rule 3.14.1(c) such that GNE shall not be required to issue a release through MAP in the form of Corporate Action Notice prescribed by NZX in relation to GNE's potential redemption of its capital bonds which are quoted on the NZX Debt Market under the ticker GNE040 (**GNE040 Bonds**) five business days before the record date.
5. The waiver in paragraph 4 above is provided on the conditions that:
 - a. If GNE elects to redeem its GNE040 Bonds on 9 June 2022 (being the first reset date for the GNE040 Bonds), GNE will release both the notice of redemption and the Corporation Action Notice to the market through MAP on the date on which the notice of redemption is issued (being 1 June 2022 if GNE exercises its option to redeem); and
 - b. Trading of the GNE040 Bonds will be suspended from close of business 26 May 2022.

Reasons

6. In coming to the decision to provide the waiver set out in paragraph 4 above, NZ RegCo has considered that:
 - a. The policy objective behind Listing Rule 3.14.1(c) is to ensure investors have sufficient notice regarding an Issuer's intended call on Quoted Financial Products, and also that NZX and other market participants have accurate timely information about certain corporate actions.
 - b. On 20 May 2022, GNE made a pre-offer market announcement in relation to its proposed offer of new capital bonds. In that pre-offer announcement, GNE indicated that, if the offer is successful, GNE will exercise its option to redeem the GNE040 Bonds on 9 June 2022 (being the first reset date for the GNE040 Bonds). GNE has advised NZ RegCo that, on 20 May 2022, it (via the registrar of the GNE040 Bonds) also sent a separate letter (by email or post) to investors in the GNE040 Bonds to advise them of the potential redemption of the GNE040 Bonds.
 - c. On the basis of the above, there will be no material disadvantage to investors in the GNE040 Bonds as a result of granting the waiver, due to the earlier communication.
 - d. At the request of GNE, NZ RegCo will suspend the trading of the GNE040 Bonds from market close on 26 May 2022 (being the launch date for the offer of new capital bonds) to, if required, facilitate an orderly redemption and settlement process for the GNE040 Bonds.

- e. Should GNE exercise its option to redeem the GNE040 Bonds, GNE will release a Corporate Action Notice to the market via MAP on 1 June 2022.

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Appendix One

1. Genesis Energy Limited (**GNE**) is a Listed Issuer with securities Quoted on the NZX Debt Market, including unsecured, subordinated capital bonds with ticker GNE040 (**GNE040 Bonds**).
2. GNE launched a new capital bond offer on 26 May 2022 (**Offer**), which is intended to refinance the GNE040 Bonds. GNE has a right to redeem the GNE040 Bonds on the first reset date, being 9 June 2022.
3. The Offer is scheduled to close on 1 June 2022. GNE has advised that, if the Offer is successful, it will issue a Corporate Action Notice in respect of the redemption of GNE040 Bonds on the date the Offer closes (1 June 2022).
4. The next Record Date for the GNE040 Bonds is 30 May 2022.
5. On the basis of the above dates, GNE is unable to release details of its call on the GNE040 Bonds in the form of Corporate Action Notice prescribed by NZX and in the timing required by Listing Rule 3.14.1(c) as this would require the MAP release to be made prior to the notice of redemption being published by GNE.

Appendix Two

Rule 3.14.1 (c)

Rule 3.14 Distributions, conversion and calls

3.14.1 An Issuer must release through MAP, at least 5 Business Days before the Record Date, the details of a proposal to:

- (a) pay or distribute a benefit on Quoted Financial Products,
- (b) proceed with a Conversion of Quoted Financial Products, or a Conversion of any Financial Products into Quoted Financial Products, or
- (c) make a call on a Quoted Financial Product,

in the form prescribed by NZX from time to time.

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