

NZ RegCo

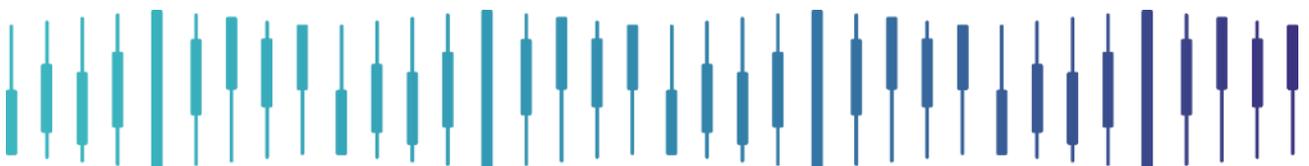
NZ'S LISTED
MARKET REGULATOR

28 September 2022

NZ RegCo Decision

Z Energy Limited (ZEL)

Application for waiver from NZX Listing Rule 3.5.1



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 Rules (**Rules**) to which this decision relates are set out in Appendix Two to this decision.
3. Capitalised terms that are not defined in this decision have the meanings given to them in the Rules.

Waiver from Listing Rule 3.5.1

Decision

4. Subject to the conditions set out in paragraph 5 below, and on the basis that the information provided by Z Energy Limited (**ZEL**) is complete and accurate in all material aspects, NZX Regulation Limited (**NZ RegCo**) grants ZEL a waiver from Rule 3.5.1 in respect of the requirement to release a Results Announcement for the current financial half year ending 30 September 2022.
5. The waiver in paragraph 4 above is provided on the conditions that:
 - a. ZEL publish an update to the market before the time ZEL would otherwise publish its half year results (i.e., by the end of November 2022) summarizing its change in balance date;
 - b. NZ RegCo review ZEL's announcement to the market prior to release; and
 - c. ZEL release to market ALD's Q3 2022 results on or before 30 November 2022, with these financial results including information on ZEL financial performance.
6. The conditions set out in paragraph 5 above in no way prejudice ZEL's continuous disclosure obligations under Rule 3.1 which, subject to the requirements of that Rule, requires ZEL to immediately disclose any Material Information to NZX for release to the market.

Reasons

7. In coming to the decision to provide the waiver set out in paragraph 4 above, NZ RegCo has considered that:
 - a. The purpose of a half year Results Announcement is to update the market on the financial position of an Issuer, and to assist investors and potential investors with their investment decisions.
 - b. ZEL's position as a wholly owned subsidiary of another NZX-listed Issuer Ampol Limited (NZX: ALD) (**Ampol**) means that interim information about ZEL's financial position was made available

to the market as part of Ampol's half year financial reporting to 30 June 2022. ZEL considers that this means that ZEL has already made the disclosure anticipated by the market on 30 June 2022, as part of Ampol's half year financial reporting.

- c. ZEL has submitted that, if it is required to release its own half year Results Announcement, there will be a risk of confusion for investors. ZEL considers this risk will result from the following:
 - i. as ZEL has already reported effective half year results as at 30 June 2022 as part of the Ampol half year financial reporting, investors would have two sets of results for ZEL which present an interim set of financial information (one in respect of a three month period, and the other in respect of a six month period);
 - ii. when Ampol's (and ZEL's) full year financial statements are released in early 2023, the Ampol financial reporting will cover a period on which ZEL has already reported (in respect of the three months from 30 June 2022 to 30 September 2022).
- d. In this context, ZEL considers that releasing full audited financial statements provided at the end of the current financial year are likely to give investors the best view of ZEL's financial performance and position, particularly as this will be aligned with Ampol's full year reporting (of which ZEL is one segment).
- e. Ampol publishes quarterly financial results, with its Q3 2022 information expected to be published before 30 November 2022. Ampol will include segmental reporting on ZEL as part of its financial results, and ZEL will release this information to the market over its ticker along with an explanation of the balance date change. This ZEL segmental reporting will ensure ZEL bondholders receive an update of ZEL's financial performance and position.
- f. The supervisor for the Quoted Debt Securities, being ZEL050 and ZEL060, has indicated to ZEL that it would be comfortable waiving the equivalent reporting requirement under the governing documents for the Quoted Debt Securities if NZ RegCo grants the proposed waiver.
- g. ZEL is subject to continuous disclosure obligations under Rule 3.1, which requires ZEL to immediately disclose any Material Information to NZX for release to the market.

Confidentiality

- 8. ZEL has requested this application and any decision be kept confidential until such time as an announcement in relation to the change in ZEL's balance date (as described in Appendix One) is released to the market.
- 9. In accordance with Rule 9.7.2, NZ RegCo grants ZEL's request.

Appendix One

1. ZEL is an Issuer of Quoted Debt Securities on the NZX Debt Market, being ZEL050 and ZEL060 (**Bonds**).
2. ZEL is seeking a waiver from Rule 3.5.1 so that ZEL is not required to release its half year Results Announcement to 30 September 2022. ZEL is seeking the waiver as it proposes to align its balance date with the balance date of its ultimate sole shareholder and holding company, Ampol being (31 December). Ampol is a ASX primary, and NZX foreign exempt, listed issuer. Aligning the balance date of ZEL is required to allow Ampol to report on a consolidated basis to its shareholders, in compliance with section 323D(3) of the Corporations Act 2001.
3. ZEL's current balance date is 31 March, which it proposes to change to 31 December. As a consequence, ZEL will have a 9-month stub reporting period from 1 April 2022 to 31 December 2022. Thereafter, ZEL's reporting will revert to a 12-month cycle.
4. The change in ZEL's balance date has been approved by the Inland Revenue Department, as required by section 41 of the Financial Reporting Act 2013.

Appendix Two

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.

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.