



Decision Date

19 September 2013

Decision

For exemptions under Regulation 37 of the Overseas Investment Regulations 2005 from the requirement for consent and the definition of associate on the basis as set out below, and subject to the conditions in paragraph 7:

1. Commencement

This Exemption comes into force on 19 September 2013.

2. Expiry

This Exemption expires on the close of 31 December 2015.

3. Interpretation

(1) In this exemption, unless the context otherwise requires:

Act means the Overseas Investment Act 2005

Australian Beneficiary means a beneficiary of the Australian Trust

Australian Trust means, in aggregate, the separate trusts established by the Australian Trust Deed in respect of which The Trust Company is acting as trustee under the Australian Trust Deed

Australian Trust Deed means the trust deed made or to be made between the Crown, and The Trust Company relating to Instalment Receipts that provides, among other things, for The Trust Company to hold the Specified Equity Securities on separate trusts for subscribers for Specified Equity Securities under the Offer

Beneficiary means a beneficiary of the Trust

Crown means Her Majesty the Queen in right of New Zealand

Exemption means the exemptions in paragraphs 4 and 5

Guardian Trust means the New Zealand Guardian Trust Company Limited and includes any of its wholly owned subsidiaries, including nominee companies

Instalment Receipt means an equity security in the form of an instrument evidencing the arrangements, and having the characteristics, described in the Trust Deed and the Australian Trust Deed

Meridian Energy means Meridian Energy Limited

Offer means the Crown's sale of Shares by way of an offer to the public (including institutional investors) in New Zealand and to selected institutional investors in jurisdictions outside New Zealand

Ordinary Shares means ordinary shares in Meridian Energy whether fully paid or not.

Regulations means the Overseas Investment Regulations 2005

Respective Trust Deed means either the Trust Deed or the Australian Trust Deed

Shares means fully paid ordinary shares in Meridian Energy registered in the name of the Crown on the date on which this Exemption comes into force

Specified Equity Securities means Shares which are transferred pursuant to the Offer to Guardian Trust or The Trust Company to be held on the terms set out in the Respective Trust Deed

The Trust Company means the The Trust Company(Australia) Limited (ACN 000 000.993) and includes any wholly owned subsidiaries, including nominee companies

Trust means, in aggregate, the separate trusts established by the Trust Deed in respect of which Guardian Trust is acting as trustee under the Trust Deed

Trust Deed means the trust deed made or to be made between the Crown, and Guardian Trust relating to Instalment Receipts that provides, among other things, for the Guardian Trust to hold Specified Equity Securities on separate trusts for subscribers for Specified Equity Securities under the Offer

Trustee Corporation means:

- (a) a trustee company within the meaning of section 2 of the Trustee Companies Act 1967; or
 - (b) the Public Trustee or the Public Trust Office constituted by the Public Trust Office Act 1957.
- (2) Any term or expression that is defined in the Act or the Regulations and used, but not defined, in this Exemption has the same meaning as in the Act or the Regulations (as the case may be).

4. Exemptions from the requirement for consent provisions of the Act

- (1) Each of
 - (a) Guardian Trust;

- (b) the Trust; and
- (c) the Beneficiaries

is exempted from the requirement for consent provisions of the Act for the transfer by the Crown of Specified Equity Securities to Guardian Trust, but for no other reason.

- (2) Meridian Energy is exempted from the requirement for consent provisions of the Act solely by virtue of the Guardian Trust or The Trust Company holding the Specified Equity Securities under the Respective Trust Deed, but for no other reason.
- (3) Sub-paragraphs (1) and (2) are subject to paragraph 6.

5. Exemptions from the definition of Associate

- (1) Each of:
 - (a) Guardian Trust;
 - (b) The Trust Company;
 - (c) the Trust;
 - (d) the Australian Trust;
 - (e) the Beneficiaries; and
 - (f) the Australian Beneficiaries

is exempted from the definition of associate in relation to the Crown in respect of the transfer of Specified Equity Securities:

- i. by the Crown to Guardian Trust or The Trust Company under the Respective Trust Deed; and
- ii. between Guardian Trust and The Trust Company as a result of the acquisition or sale of Instalment Receipts by the Beneficiaries or the Australian Beneficiaries,

but for no other reason.

- (2) The Trust Company is exempted from the definition of associate in relation to Guardian Trust in respect of the transfer of Specified Equity Securities:
 - (a) by the Crown to Guardian Trust or The Trust Company under the Respective Trust Deed; and
 - (b) between Guardian Trust and The Trust Company as a result of the acquisition or sale of Instalment Receipts by the Beneficiaries or the Australian Beneficiaries,

but for no other reason.

- (3) Sub-paragraphs (1) and (2) are subject to paragraph 6.

6. Limitations on Exemption

Except in the circumstances described in paragraphs (4) and (5) nothing in this Exemption exempts:

- (1) an overseas person or an associate of an overseas person from the requirement for consent provisions of the Act, if as a result of the acquisition of rights or interests in Instalment Receipts or Ordinary Shares:
 - (a) the overseas person or the associate (either alone or together with its associates) has a 25% or more ownership or control interest in Meridian Energy; or
 - (b) the overseas person or the associate (either alone or together with its associates) has an increase in an existing 25% or more ownership or control interest in Meridian Energy; or
 - (c) Meridian Energy becomes an overseas person.
- (2) Meridian Energy from the requirement for consent provisions of the Act, if it becomes an overseas person.

7. Conditions of Exemption

The Exemption is subject to the following conditions:

- (1) Guardian Trust must:
 - (a) be a trustee company authorised under the Trustee Companies Act 1967.
 - (b) be either statutorily approved or licenced as a Trustee Corporation under the Securities Trustees and Statutory Supervisors Act 2011 or any replacement legislation.
 - (c) provide, a copy of the executed Trust Deed to the Overseas Investment Office as soon as practicable and no later than 31 October 2013 (or such other date agreed with the Overseas Investment Office).
 - (d) provide to the Overseas Investment Office by no later than 30 April 2014, 31 October 2014, 30 April 2015 and 31 October 2015 (or such other dates agreed with the Overseas Investment Office) a certificate signed by a director of Guardian Trust which lists each new separate trust appointment under the Trust Deed that would result in a 5% or more ownership or control interest in Meridian Energy.
- (2) The Trust Company must:
 - (a) provide a copy of the executed Australian Trust Deed to the Overseas Investment Office as soon as practicable and no later than 31 October 2013 (or such other date agreed with the Overseas Investment Office).

(b) provide to the Overseas Investment Office by no later than 30 April 2014, 31 October 2014, 30 April 2015 and 31 October 2015 (or such other dates agreed with the Overseas Investment Office) a certificate signed by a director of The Trust Company which lists each new separate trust appointment under the Australian Trust Deed that would result in a 5% or more ownership or control interest in Meridian Energy.

(3) The Guardian Trust and The Trust Company must, if asked in writing by the Overseas Investment Office, provide a written report within 20 working days (or such other timeframe as specified) on any matter relating to its compliance with the:

(a) representations and plans made or submitted in support of the application for Exemption; or

(b) conditions of the Exemption.

(4) The Exemption may at any time be amended or revoked by the Overseas Investment Office.

8. Sanctions

The Act provides for civil and criminal sanctions for breaching the Act, failing to comply with conditions of exemptions and failing to provide information required by the Overseas Investment Office. The Overseas Investment Office has an obligation to investigate and act upon alleged and suspected breaches of the Act.

9. General

A reference to the "Overseas Investment Office" in this Notice includes a reference to the regulator (as defined by the Act).

A reference to the plural in this Notice includes a reference to the singular.