

Decision

For an exemption under regulation 37 of the Overseas Investment Regulations 2005 on the basis set out below and subject to the conditions in paragraph 6:

1. Commencement

The Exemption comes into force on 10 March 2014.

2. Expiry

The 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;

Applicants means First NZ Capital Securities Limited, Credit Suisse (Australia) Limited and UBS New Zealand Limited or a 100% subsidiary of First NZ Capital Securities Limited, Credit Suisse (Australia) Limited and UBS New Zealand Limited;

Crown means Her Majesty the Queen in right of New Zealand;

Exemption means the exemption in paragraph 4;

Finance Act means the Public Finance Act 1989;

JLME Agreement means the Joint Lead Manager Engagement Agreement between the Crown and the Applicants dated 27 May 2013 relating to the Offer;

Genesis Energy means Genesis Energy Limited;

Offer means the Crown's sale of Genesis Energy's 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;

Offer Management Agreement means the offer management agreement to be made between the Crown, the Applicants and Genesis Energy relating to the Offer;

Regulations means the Overseas Investment Regulations 2005;

(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. Exemption from the definition of associate

The Applicants are exempted from the definition of associate in relation to the Crown in respect of the arrangements relating to the Offer entered into by the Applicants and the Crown pursuant to the JLME Agreement and Offer Management Agreement, but for no other reason.

5. Limitation on Exemption

Except in the circumstances described in paragraph 4, nothing in the Exemption exempts:

- (1) an overseas person or an associate of an overseas person from the requirement for consent provisions of the Act, if:
 - (a) an overseas person or the associate (either alone or together with its associates) has a 25% or more ownership or control interest in the ordinary shares of Genesis Energy (whether fully paid or not); or
 - (b) an 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 the ordinary shares of Genesis Energy (whether fully paid or not); or
 - (c) Genesis Energy becomes an overseas person;
- (2) Genesis Energy from the requirement for consent provisions of the Act, if it becomes an overseas person.

6. Conditions

The Exemption is granted subject to the following conditions:

- (1) The Applicants must provide a copy of the executed Offer Management Agreement to the Overseas Investment Office as soon as practicable and no later than 31 March 2014 (or such other date agreed with the Overseas Investment Office).
- (2) Each Applicant must remain subject to the 10% limit on holdings by persons other than the Crown as per section 45S(1) and (2) of the Finance Act in relation to Genesis Energy for the duration of this Exemption.
- (3) The Exemption may at any time be amended or revoked by the Overseas Investment Office.
- (4) If requested in writing by the Overseas Investment Office, the Applicants must provide a written report within 20 working days (or such other timeframe as specified) on any matter relating to its compliance with:
 - (i) the representations and plans made or submitted in support of the application; or
 - (ii) the conditions of the Exemption.

7. Sanctions

The Act provides for civil and criminal sanctions for breaching the Act, failing to comply with conditions of exemption 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.

8. General

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

Dated at Wellington this 10th day of March 2014