



To: Michael Appleyard, Applications Manager, Overseas Investment Office

Date	22 November 2021	Classification	IN CONFIDENCE: Commercially sensitive
OIO reference	202000696 - Variation	Suggested deadline	As soon as possible

Purpose

1. We seek your decision on the application by **Immortality Pte Ltd** and **Immortality ESC Ltd** (the **Consent Holders**) under section 27(1) of the Overseas Investment Act 2005 to vary the assets acquisition timeframe for prior significant business assets consent 202000696 (**Original Consent**).
2. This decision has been delegated to the OIO.¹

Key information

Consent Holders	Immortality Pte Ltd and Immortality ESC Ltd USA (65.07%) Cayman Islands (11.04%) Various (23.89%)
Application type	Variation (time extension) - s27(1)
Key details of original consent	
Type	Significant Business Assets consent

Background

3. The Original OIO Consent, for the acquisition of significant business assets by the Consent Holders, was granted under delegation by the OIO on 8 December 2020.
4. The Consent Holders are part of **Blackstone Group**. Blackstone Group is a global asset manager of private capital, and is one of the largest independent managers of private capital in the world.
5. The significant business assets comprise approximately 15,618,000 shares in target company Partners Group Holdings Limited (**PGH**). PGH run the life insurance business Partners Life.
6. The Consent Holders currently have a 49.95% legal and beneficial ownership interest in the PGH – whose assets exceed \$100 million in value. The proposed acquisition of the shares will result in an increase of the Consent Holder's existing legal and beneficial ownership in the Target from 49.95% to 54.71%.
7. Under the Original Consent, the Consent Holders currently have until 31 December 2021 (**Expiry Date**) to acquire the significant business assets.

Application of the Act

8. Section 27(1) provides that a consent granted under the Act may be varied with the agreement of the consent holder. An exception is that conditions which the Act

¹ All variation decisions are delegated to the OIO pursuant to Table A (G) of the Designation and Delegation letter dated 17 October 2018.

requires to be imposed (for example in relation to residential outcomes) may not be revoked - **no** such conditions are being varied in this case.

9. Limitations to the scope of consents are imposed in furtherance of the purpose of the Act and to acknowledge it is a privilege for overseas persons to own sensitive NZ assets. A decision to vary the scope needs to be reasonably considered with regard to that purpose.
10. The Act does not spell out what the decision-maker must take into account in considering whether to vary a consent. Applying general principles of administrative law, the discretionary power should be exercised reasonably, and consistently with the purpose of the Act.

Our assessment

Reason for the Variation – delayed RBNZ consent

11. In addition to requiring OIO consent, the proposed transaction requires consent from the Reserve Bank of NZ (**RBNZ Consent**). The Consent Holders submitted an application to the RBNZ on 19 October 2020 in accordance with this requirement.
12. The Consent Holders submit that, through no fault of the Consent Holders, the need for an extension has arisen due to a delay in obtaining the RBNZ Consent.
13. The Consent Holders no longer consider it likely that they will receive written approval from RBNZ before the Expiry Date. As a result, the proposed transaction is unlikely to be completed by the Expiry Date.
14. The Consent Holders now expect that RBNZ Consent will be forthcoming by 31 March 2022. Accordingly, the Consent Holders are seeking to vary the Expiry Date to 31 March 2022.

Our assessment

15. We consider that, although the Applicants have only sought a three month extension, the Expiry Date should be extended to a longer period in case there are any further unexpected delays. We therefore consider that it is reasonable to allow an additional year to acquire the significant business assets.
16. Overall, for the following reasons, we consider that **it is reasonable** to agree to a one year extension of the Expiry Date:
 - the proposed variation will **not** result in any changes to the underlying ownership and control of the Consent Holders and of the significant business assets themselves;
 - The requested extension is relatively short;
 - If the Consent Holders had requested this timeframe (and even one considerably longer) when submitting the original application, this would likely have been granted.
17. We therefore consider that the “Timeframe” date (being the Expiry Date) should be extended by one year (to **31 December 2022**) to cater for any further delays satisfying the RBNZ Condition.

Form of the Variation

18. The "Timeframe" (Expiry Date) was defined in the Original Consent (hashed in yellow) as follows:

Case	202000696
Consent	The Consent Holder/s may acquire the Assets subject to the Conditions set out below.
Consent Holder/s	Immortality Pte. Ltd. (201611186C); and Immortality ESC Ltd. (IT-311005) We will also refer to each Consent Holder and the Consent Holders together as you .
Assets	15,618,696 liquidation preference shares in Partners Group Holdings Limited (company number 3071885)
Timeframe	You have until 31 December 2021 to acquire the Assets.

19. We propose that this is varied as follows:

Case	202000696
Consent	The Consent Holder/s may acquire the Assets subject to the Conditions set out below.
Consent Holder/s	Immortality Pte. Ltd. (201611186C); and Immortality ESC Ltd. (IT-311005) We will also refer to each Consent Holder and the Consent Holders together as you .
Assets	15,618,696 liquidation preference shares in Partners Group Holdings Limited (company number 3071885)
Timeframe	You have until 31 December 2022 to acquire the Assets.

20. No other terms of the Original Consent, or the original conditions of consent, will be varied.

Timing

21. The Applicants seek to have the OIO Consent Expiry Date varied as soon as possible.

Conclusion

22. We consider that it is reasonable to agree to a variation to the 'Timeframe' in the Original Consent, and recommend that the variation shown in **Attachment 1** be granted.



Phillip Anderson

Senior Advisor (Overseas Investment Office)

Date: 22/11/2021

Decision

23. I agree to vary the Consent as set out in **Attachment 1**.

Agree / Disagree



Michael Appleyard

Manager (Overseas Investment Office)

Date: 23 / 11 / 2021

ATTACHMENT 1 – PROPOSED VARIED DECISION

Consent for Overseas Person to Acquire Significant New Zealand Business Assets

Read this consent carefully - you must comply with all the conditions. If you do not, you may be subject to fines or other penalties.

Consent

Decision date: 8 December 2020 as varied on

The following people have been given the following **consent**:

Case	202000696
Consent	The Consent Holder/s may acquire the Assets subject to the Conditions set out below.
Consent Holder/s	Immortality Pte. Ltd. (201611186C); and Immortality ESC Ltd. (IT-311005) We will also refer to each Consent Holder and the Consent Holders together as you .
Assets	15,618,696 liquidation preference shares in Partners Group Holdings Limited (company number 3071885)
Timeframe	You have until 31 December 2022 to acquire the Assets.

Details	Required date
Standard condition 1: acquire the Assets	
<p>You must acquire the Assets:</p> <ol style="list-style-type: none"> by the date stated in the Consent. If you do not, your Consent will lapse and you must not acquire the Assets, and using the acquisition, ownership and control structure you described in your application. Note, only you – the named Consent Holder – may acquire the Assets, not your subsidiary, trust or other entity. 	As stated in the Consent
Standard condition 2: tell us when you acquire the Assets	
<p>You must tell us in writing when you have acquired the Assets. Include details of:</p> <ol style="list-style-type: none"> the date you acquired the Assets (settlement), consideration paid (plus GST if any), the structure by which the acquisition was made and who acquired the Assets, and copies of any transfer documents and settlement statements. 	As soon as you can, and no later than two months after settlement
Standard condition 3: remain of good character	
<p>You and the Individuals Who Control You:</p> <ol style="list-style-type: none"> must continue to be of good character, and must not become an individual of the kind referred to in section 15 or section 16 of the Immigration Act 2009. These sections describe convicted or deported people who are not eligible for visa or entry permission to enter or be in New Zealand and people who are considered likely to commit an offence or to be a threat or risk to security, public order or the public interest. <p>The Individuals Who Control You are individuals who:</p> <ol style="list-style-type: none"> are members of your governing body directly or indirectly, own or control 25% or more of you or of a person who itself owns or controls 25% or more of you, and are members of the governing body of the people referred to in paragraph (b) above. To avoid doubt, this includes the members of your governing body. 	At all times

Standard condition 4: tell us about changes that affect you, the people who control you, or people you control

You must tell us in writing if any of the following events happens to any of the Consent holders:

Within 20 working days after the change

1. You, any Individual Who Controls You, or any person in which you or any Individual Who Controls You hold (or at the time of the offence held) a 25% or more ownership or control interest commits an offence or contravenes the law anywhere in the world. This applies whether or not you or they were convicted of the offence. In particular, please tell us about offences or contraventions that you are charged with or sued over and any investigation by enforcement or regulatory agencies or professional standard bodies.
2. An Individual Who Controls You ceases to be of good character; commits an offence or contravenes the law (whether they were convicted or not); becomes aware of any other matter that reflects adversely on their fitness to have the Assets; or becomes an individual of the kind referred to in [section 15](#) or [16](#) of the Immigration Act 2009 (see standard condition 3).
3. You cease to be an overseas person or dispose of all or any part of the Assets.
4. You, any Individual Who Controls You, or any person in which you or any Individual Who Controls You, hold (or at the time of the event held) a 25% or more ownership or control interest:
 - (a) becomes bankrupt or insolvent
 - (b) has an administrator, receiver, liquidator, statutory manager, mortgagee's or chargee's agent appointed, or
 - (c) becomes subject to any form of external administration.