

## 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: 7 September 2023**

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

<b>Case</b>	202300399
<b>Consent</b>	The Consent Holder may acquire the Assets subject to the Conditions set out below.
<b>Consent holder</b>	AlphaTheta Corporation (Japan Company Number 0104-01-151827) We will also refer to each Consent holder and the Consent holders together as <b>you</b> .
<b>Assets</b>	Up to 100% of the shares in Serato Audio Research Limited (New Zealand Company Number 894999)
<b>Timeframe</b>	You have until 31 August 2025 to acquire the Assets.

### Conditions

Your Consent is subject to the Special Conditions, Standard conditions and Reporting conditions (Conditions) set out below. You must comply with them all. Be aware that if you do not comply with the conditions you may be subject to fines or other penalties. In the Consent and the Conditions, we refer to Toitū Te Whenua Land Information New Zealand as **LINZ, us or we**.

**Act** means the Overseas Investment Act 2005.

### Special conditions

You must comply with the following **special conditions**. These apply specifically to this Consent and include conditions that we must impose under the Act:

Details	Required date
<b>Special condition 1: Do not acquire the Assets without New Zealand Commerce Commission clearance or confirmation</b>	
You must not acquire the Assets until you receive either:	At all times

Details	Required date
<ol style="list-style-type: none"> <li>1. written clearance or authorisation for the acquisition of the Assets from the New Zealand Commerce Commission under section 66 or section 67 of the Commerce Act 1986, or</li> <li>2. written confirmation from the New Zealand Commerce Commission that it does not intend to consider the acquisition of the Assets further.</li> </ol>	

### Standard conditions

You must comply with the **standard conditions** set out below. These apply to all overseas people who are given consent to acquire sensitive New Zealand Assets, including you:

Details	Required date
<b>Standard condition 1: Acquire the Assets</b>	
<p>You must acquire the Assets:</p> <ol style="list-style-type: none"> <li>1. by the date stated in the Consent. If you do not, your Consent will lapse and you must not acquire the Assets, and</li> <li>2. 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.</li> </ol>	As stated in the Consent
<b>Standard condition 2: Tell us when you acquire the Assets</b>	
<p>You must tell us in writing when you have acquired the Assets. Include details of:</p> <ol style="list-style-type: none"> <li>1. the date you acquired the Assets (<b>settlement</b>),</li> <li>2. consideration paid (plus GST if any),</li> <li>3. the structure by which the acquisition was made and who acquired the Assets, and</li> <li>4. copies of any transfer documents and settlement statements.</li> </ol>	As soon as you can, and no later than two months after settlement
<b>Standard condition 3: Remain not unsuitable to Invest in New Zealand</b>	
<p>You, and to the extent that you are not an individual, the Individuals Who Control You must remain not unsuitable to own or control the Assets in accordance with section 18A(1) of the Act. The <b>Individuals Who Control You</b> are individuals who:</p> <ol style="list-style-type: none"> <li>a. are members of your governing body</li> <li>b. directly or indirectly, own or control more than 25% of you or of a person who itself owns or controls more than 25% of you, and</li> </ol>	At all times

Details	Required date
<p>c. are members of the governing body of the people referred to in paragraph (b) above.</p> <p>To avoid doubt, this includes the members of your governing body.</p>	
<p><b>Standard condition 4: Tell us about changes that affect you, the people who control you, or people you control</b></p>	
<p>You must tell us in writing if any of the following events happens to any of the Consent holders:</p> <ol style="list-style-type: none"> <li>1. You become aware that you and/or any Individual Who Controls you establishes any of the investor test factors listed in section 18A(4) of the Act.</li> <li>2. You cease to be an overseas person or dispose of all or any part of the Asset.</li> <li>3. Your New Zealand Service Address changes. This is the address you provided us in your application as the address which we will send any legal documents we need to serve on you.</li> </ol>	<p>Within 20 working days after the change</p>

### Reporting conditions

If requested in writing by the OIO, the Consent Holder(s) must provide a written report within 20 working days (or such other timeframe as specified) on any matter relating to its compliance with:

- a. the representations and plans made or submitted in support of the application and notified by the regulator as having been taken into account when the Consent was granted, or
- b. the conditions of this Consent.

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