

# OI Assessment Report 202400103 – Inghams Enterprises (NZ) Pty Limited

Ki / To: Anneke Turton, Leader - Assessment

Rā / Date: 5 June 2024

Mai / From Heidi Hughes, Customer Regulatory Specialist

Rā Mutunga/ Deadline 26 August 2024

## Pūtake/Purpose

We seek your decision on an application for consent to acquire an interest in sensitive land under the Overseas Investment Act 2005 (**Act**).

## Summary

<b>Applicant</b>	<b>Inghams Enterprises (NZ) Pty Limited</b> Australia 48.5% United States of America 23.8% United Kingdom 5.8% Norway 1.8% New Zealand 0.6% Various 19.5%.
<b>Vendor</b>	<b>Bostock Brothers Limited</b> <sup>1</sup> , as vendor of the freehold land at b) and c) New Zealand 100% <b>John Bostock Properties Limited</b> as vendor of the freehold land at a) New Zealand 100%  <b>Benjamin Michael Bostock and Nicola Rose Bostock</b> <sup>2</sup> , as lessor of the leasehold land New Zealand 100%

<sup>1</sup> As owner of titles 962005 (116 Raukawa Road) and HBY1/151 (284 Ngatarawa Road).

<sup>2</sup> As lessor of title 1049742 (117 Parkhill Road).

<b>Land</b>	<p>A <b>freehold interest</b> in a total of approximately 51 hectares comprised of:</p> <ul style="list-style-type: none"> <li>a) approximately 12.5377 hectares of land located at 81 Raukawa Road, Raukawa, Hastings;</li> <li>b) approximately 32.13 hectares of land located at 116 Raukawa Road, Hastings; and</li> <li>c) approximately 6.388 hectares of land located at 284 Ngatarawa Road, Hastings.</li> </ul> <p>A <b>leasehold interest</b> in approximately 0.06 hectares of land located at 117 Parkhill Road, Haumoana, Hastings.</p>
<b>Consideration</b>	\$35,300,000
<b>Sensitivity</b>	<p>Is more than 5 hectares of non-urban land</p> <p>Includes residential land</p>
<b>Pathway</b>	Benefit to NZ - Farm land benefit test
<b>Relevant tests</b>	<p>Investor test<sup>3</sup></p> <p>Benefit to NZ test<sup>4</sup></p> <p>Farm land offer criterion<sup>5</sup></p> <p>National interest criterion<sup>6</sup></p>

Inghams Enterprises (NZ) Pty Limited is an Australian incorporated company that is ultimately owned by Inghams Group Limited. It is buying 100% of the shares in Bostock Brothers Limited, a business that holds land interests in Hastings. The current land use, for poultry farming and associated activities, is proposed to continue following the share purchase.

The investment will result in capital investment, increased supply of primary products and greater productivity of the land.

## Timing

A decision is required by **26 August 2024** to enable the decision to be communicated to the Applicant in compliance with the prescribed assessment timeframe of 100 working days.

<sup>3</sup> Sections 16(1)(a) and 18A of the Act.

<sup>4</sup> Section 16(1)(e), 16A(1) and 16A(1C) of the Act.

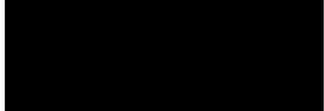
<sup>5</sup> Section 16(1)(f) of the Act.

<sup>6</sup> Section 16(1)(g) of the Act.

## Decision

1. I have determined that, for the reasons set out in this report:
  - the relevant overseas person(s) and individuals with control are as set out in this report;
  - the investor test has been met;
  - the benefit test is met;
  - the farm land offer test has been met;
2. I note that the transaction is not considered to be a transaction of national interest.
3. I therefore **grant consent** subject to the conditions in **Attachment 1**.

[ s 9(2)(g)(ii) ]

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Anneke Turton

Leader - Assessment

Overseas Investment - LINZ

Date: 5 / 06 / 2024

## A. Background and proposed transaction

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4. Inghams Enterprises (NZ) Pty Limited (**Applicant**) is a poultry operator that is ultimately owned by an Australian listed company. The Applicant is buying 100% of the shares<sup>7</sup> (**Shares**) of Bostock Brothers Limited (**Bostock**) which will give the Applicant freehold interests in the following sensitive land:
  - a) approximately 32.13 hectares of land located at 116 Raukawa Road, Hastings; and
  - b) approximately 6.388 hectares of land located at 284 Ngatarawa Road, Hastings(together the **Bostock Land**)
5. Bostock has signed a sale and purchase agreement with John Bostock Properties Limited to acquire a freehold interest in approximately 12.5377 hectares of land at 81 Raukawa Road, Hastings (**JBP Land**). Acquisition of an interest in the JBP Land (via the Applicant's acquisition of the Shares) may occur shortly after the Applicant purchases the Shares.
6. The Applicant is also acquiring a leasehold interest in approximately 0.06 hectares of land at 117 Parkhill Road, Hastings (**Leasehold Land**) from Ben and Nicole Bostock.
7. The Bostock Land, JBP Land and Leasehold Land are collectively referred to as the **Land** in this report. Acquisition of the Shares (and therefore the Bostock Land), the JBP Land and the Leasehold Land is referred to as the **Investment**.

### Land

8. The Investment involves the indirect acquisition of eight<sup>8</sup> land parcels. The Land is sensitive for the purposes of the Act.
9. The Land has the following features:
  - JBP Land is plains production land<sup>9</sup> and categorised as land use capability (**LUC**)<sup>10</sup> class 3.
  - 116 Raukawa Road borders the Raukawa Range and is categorised as LUC class 5.
  - 284 Ngatarawa Road is plains production land and categorised as LUC class 3.
  - the Leasehold Land is located on plains land, approximately 1 kilometre inland, and categorised as LUC class 2.

<sup>7</sup> Significant business asset consent is not required for the share purchase because the value of the transaction is less than the significant business asset threshold for Australian non-government investors of \$618 million for the 2024 year.

<sup>8</sup> Consent is not required to acquire interests in [ s 9(2)(b)(ii) ] because the land is not sensitive for the purposes of the Act.

<sup>9</sup> As categorised in the Hastings District Plan.

<sup>10</sup> The LUC classification system categorises land into eight classes, based on a broad assessment of the land's capability and versatility for different types of agricultural production. Lower numbered classes (classes 1-5) are more productive and lend themselves to a broader range of activities (e.g. quality and versatile soils for farming), whereas classes 6-8 have greater limitations on what they can support.

10. An overview map of the Land is provided below. The maps for each title are contained in **Attachment 2**.



Figure 1: overview map of the Land, with the Raukawa Road properties highlighted as 'Map 1', Ngatarawa Road highlighted as 'Map 2' and Parkhill Road highlighted as 'Map 3'.

## B. Application of the Act

11. The Land is sensitive because the Leasehold Land is residential land and the Bostock Land and the JBP Land are non-urban land over 5 hectares in size,<sup>11</sup> so consent is required.<sup>12</sup> The following criteria for an investment in sensitive land apply to this application:<sup>13</sup>
- The investor test must be met.<sup>14</sup>

<sup>11</sup> Table 1, Part 1, Schedule 1 of the Act.

<sup>12</sup> Sections 10(1)(a) and 12(1)(a) of the Act.

<sup>13</sup> Set out in section 16(1) of the Act.

<sup>14</sup> Sections 18A and 16(1)(a) of the Act.

- The benefit to New Zealand test must be met.<sup>15</sup>
- The farm land must have been offered for sale on the open market,<sup>16</sup> unless exempt.<sup>17</sup>
- You must also note whether the Investment is a transaction of national interest and, if so, whether the Minister of Finance has decided that the Investment is contrary to New Zealand's national interest.<sup>18</sup>

12. In order to satisfy the benefit to New Zealand test, the decision-maker must:

- Determine that the overseas investment will, or is likely to, benefit NZ (or any part of it or group of New Zealanders);<sup>19</sup> and
- Determine that benefit will be, or is likely to be, substantial in relation to one of more of the factors of high relative importance for farm land<sup>20</sup> (unless the farm land benefit test is disapplied<sup>21</sup>); and
- because the Leasehold Land is residential:
  - determine a residential land outcome;<sup>22</sup>
  - apply conditions of consent for the residential land outcome; and
  - be satisfied that those conditions are likely to be met.<sup>23</sup>

13. We assess the investor test in **Part C**, the benefit to New Zealand test in **Part D**, the farm land offer test in **Part E**, and discuss national interest matters in **Part F**.

### C. Applicant and investor test

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14. This section describes the Applicant and assesses whether the investor test is met.

#### Business Activities

15. The Applicant is part of Inghams group, an integrated poultry producer, that employs 8,200 staff across Australasia. The group operates breeder farms, hatcheries, feed mills, broiler farms and chicken processing facilities. It then markets and distributes poultry products to major retailers, quick-service retail operators, food service distributors and wholesalers.
16. The Applicant operates its New Zealand business, primarily in the Waikato region.

<sup>15</sup> Section 16(1) of the Act.

<sup>16</sup> Section 16(1)(f) of the Act.

<sup>17</sup> Section 20(1)(a) or (b) of the Act.

<sup>18</sup> Section 16(1)(g) of the Act.

<sup>19</sup> Section 16A(1)(a) of the Act.

<sup>20</sup> Section 16A(1C)(a)&(b) of the Act. This criterion applies because the Bostock Land and JBP Land are farm land over 5 hectares in size.

<sup>21</sup> Section 16A(1D) of the Act.

<sup>22</sup> Section 16B(3)(a). The Act specifies a range of outcomes to choose from in clause 19, Schedule 2 of the Act.

<sup>23</sup> Section 16A(1)(b) of the Act.



## Ownership and control

17. The Applicant is ultimately owned by Inghams Group Limited (**IGL**), via wholly owned subsidiaries. The shareholding of IGL is widely held, with only Australian Super<sup>24</sup> and Fidelity Management and Research Company LLC<sup>25</sup> holding greater than a 5% share.
18. The Investment will be controlled by the directors of the Applicant and of IGL. The Applicant will manage most day-to-day operations, within its delegated authority. IGL approved the acquisition of the Shares. It is responsible for decisions relating to divestment from the Investment or significant capital and operating expenditure.
19. The intermediary entities are holding companies only and will not have any relevant control of the Investment or the associated land interests.
20. A diagram of the intended ownership structure is in **Attachment 3**.

## Relevant overseas person and individuals with control

21. We recommend that the '**relevant overseas person**' is (collectively):

Relevant overseas person	Reason
Inghams Enterprises (NZ) Pty Limited	Applicant and acquiring entity
Inghams Group Limited	Ultimate parent company of the Applicant

22. We recommend that the '**individuals with control of the relevant overseas person**'<sup>26</sup> are:

Individuals with control <sup>*27</sup>	Reason
Gary Mallett	Director of the Applicant
Andrew Reeves	Director of the Applicant and Inghams Group Limited
Timothy Longstaff	Directors of Inghams Group Limited
Michael Ihlein	
Linda Bardo Nicholls	
Helen Nash	
Margaret Haseltine*	

<sup>24</sup> An Australian superannuation fund that holds 9.9% of shares.

<sup>25</sup> A global financial services business that holds 6.4% of shares.

<sup>26</sup> Section 15 of the Act.

<sup>27</sup> Individuals marked with an asterisk are not overseas persons, either because they are New Zealand citizens or are ordinarily resident in New Zealand, therefore they do not need to meet the investor test.

Gary Mallett	
Robert Gordon	

### Summary of investor test

23. The relevant overseas persons and individuals with control established none of the factors contained in section 18A(4) of the Act, therefore we consider the **investor test has been met**.

### D. Investment plan and benefit to NZ test

24. This section describes the Investment and our assessment of whether it is likely to meet the benefit to NZ test in the Act.

#### Current state (counterfactual)

25. The Bostock Land and JBP Land is used for the farming and production of organic, free-range chicken. Bostock is the only supplier of certified, organic chicken in New Zealand. The Leasehold Land is used as worker accommodation in support of the Bostock business.

26. Key information about the current use of the Land is summarised below:

- **Poultry infrastructure on the Land:** [ s 9(2)(b)(ii) ] chicken [ s 9(2)(b)(ii) ] sheds.
- **Maximum capacity of chickens housed:** [ s 9(2)(b)(ii) ]
- **Product volume produced** (per week): [ s 9(2)(b)(ii) ] organic chickens<sup>28</sup>.
- **Capital expenditure** (average, per annum)<sup>29</sup>: \$ [ s 9(2)(b)(ii) ] million [ s 9(2)(b)(ii) ]
- **Employment:** 66 full-time equivalent (FTE) staff and two contractors.

27. [ s 9(2)(b)(ii) ]

#### Investment plan

28. [ s 9(2)(b)(ii) ]

29. The Applicant plans to continue operating a poultry business on the Land [ s 9(2)(b)(ii) ]

30. Key information about the Applicant's proposed use of the Land is summarised below:

- **Poultry infrastructure on the Land:** [ s 9(2)(b)(ii) ] chicken [ s 9(2)(b)(ii) ] sheds.

<sup>28</sup> Organic chicken production is purportedly difficult to scale due to its certification requirements.

<sup>29</sup> Based on average capital expenditure in the 2022 and 2023 financial years.



- **Maximum capacity of chickens housed:** [ s 9(2)(b)(ii) ].
- **Product volume produced**<sup>30</sup> (per week): up to [ s 9(2)(b)(ii) ] chickens.
- **Capital expenditure:** \$ [ s 9(2)(b)(ii) ] million.
- **Employment:** 67 FTE staff and [ s 9(2)(b)(ii) ] contractors.

31. The Applicant will invest \$ [ s 9(2)(b)(ii) ] million into construction of a further [ s 9(2)(b)(ii) ] of the consented chicken growing sheds (taking the total sheds to [ s 9(2)(b)(ii) ]). The Land will then be able to accommodate up to [ s 9(2)(b)(ii) ] with the poultry infrastructure.
32. Chicken sheds are occupied on a rotational basis to allow them to be cleaned<sup>31</sup> whilst empty. The Applicant submits that the increased shed capacity, in conjunction with its improved biosecurity processes, will extend periods of unoccupancy by [ s 9(2)(b)(ii) ].
33. The remaining \$ [ s 9(2)(b)(ii) ] million capital investment will be spent on:
  - improvements to site ventilation;
  - improvements to fencing and vehicle flow, so that people are separated from areas of vehicle access;
  - installation of guards for injury reduction;
  - development of systems to separate blood from trade waste; and
  - improvements to stormwater drainage.
34. At the conclusion of the [ s 9(2)(b)(ii) ] period of capital improvements, [ s 9(2)(b)(ii) ] [ s 9(2)(b)(ii) ] Bostock's staff will remain employed in their current roles.
35. The Applicant submits that the Investment enhances the viability of its chicken breeding [ s 9(2)(b)(ii) ] [ s 9(2)(b)(ii) ]. The birds raised on the Land will contribute up to [ s 9(2)(b)(ii) ] chickens, per week, to food supply for the domestic and export markets.

#### Assessment of benefits

36. The benefits to New Zealand that are likely to result from the Investment and our assessment of the relative weight to be given to each are set out in the table below.

<sup>30</sup> Based on the maximum volume that *could* be produced, if the Land is used for [ s 9(2)(b)(ii) ] chicken production.

<sup>31</sup> Cleaning reduces the risk of pathogens that can affect bird health or growth and lead to chicken mortality.

<sup>32</sup> [ s 9(2)(b)(ii) ].

### Farm Land benefit test

37. The Investment involves the acquisition of farm land exceeding 5 hectares in area. As a result, the farm land benefit test applies unless you decide it need not be met for one of the reasons set out in the Act<sup>33</sup>.
38. For the farm land benefit test to be met, the Applicant must demonstrate, in relation to either the economic or New Zealand participation factors, that the benefits of the Investment are of a size or nature that represent a substantial benefit to New Zealand.
39. We have analysed the benefits that are likely to occur as a result of the Investment, compared to the current state of the Land, in the table below. This may include benefits that the Applicant did not specifically claim, but that we have identified may occur.
40. Factors that we considered were either not relevant to the Investment, or the benefit to New Zealand was not sufficient to be relied on, are noted in **Attachment 4**.

Benefit		Analysis
<b>Economic</b> <b>Moderate</b>	<b>Capital investment</b>	A further \$ [s 9(2)(b)(i)] million <sup>34</sup> will be invested into the developments of chicken sheds and other poultry infrastructure.
	<b>Increased supply of primary products and domestic supply security</b>	Poultry production capacity may increase by up to [s 9(2)(b)(i)] million <sup>35</sup> chickens, per annum, of which [s 9(2)] % is intended for domestic supply.
	<b>Creation of jobs</b>	An additional 1 FTE will be employed to oversee business operations.
	<b>Improved biosecurity processes</b>	The Investment will result in improved bird health and an increased supply of healthy chickens.

### Consultation and submissions about the investment

41. No third-party submissions were sought or received in relation to this application.

<sup>33</sup> Section 16A(1C)–(1D). You may decide not to apply the farm land benefit test if: the transaction is minor or technical; the transaction does not materially change the level of ownership or control that the relevant overseas person has over the asset; or the farm land has no or limited productive capacity as farm land and will, or is likely to, be used promptly, as a result of the overseas investment, for industrial or commercial development (for example, a supermarket) or for the construction of 1 or more buildings that, taken together, will consist of 20 or more new residential dwellings.

<sup>34</sup> The equivalent of approximately \$ [s 9(2)(b)(i)] per hectare.

<sup>35</sup> Based on a calculation of [s 9(2)(b)(ii)]

## Residential land outcome

42. The most appropriate residential land outcome for the Leasehold Land to require is 'residential purposes incidental to a relevant business',<sup>36</sup> for which conditions must be imposed that require the incidental residential use outcome.<sup>37</sup>
43. The use of the Leasehold Land for the housing staff of the Applicant will satisfy this condition,<sup>38</sup> which requires the residential land to be used for residential purposes but only in support of the relevant business (in this case, poultry production), where the relevant business is not (or is only exceptionally) in the business of using land for residential purposes (see **Attachment 1** for the proposed conditions.)
44. The Leasehold Land is located within 25 kilometres of the Land used for poultry production. It allows staff to be accommodated within Hawke's Bay. There is a scarcity of local accommodation<sup>39</sup>, particularly in autumn, when horticulture industry staffing increases threefold.<sup>40</sup>

## Proposed conditions and rationale

45. We have recommended conditions requiring expenditure of at least \$[REDACTED] million into chicken infrastructure, the construction of [REDACTED] chicken growing sheds and for the incidental residential use outcome for residential land.

## Conclusion – benefit to NZ test

### *Key benefits*

46. After considering the application, we are satisfied that the Investment is likely to result in the benefits considered above. In particular, the Investment is likely to result in economic benefits including:
  - capital expenditure of approximately \$[REDACTED] million into the enhancement of the chicken farm (equivalent to approximately \$[REDACTED] per hectare);
  - a more reliable supply of primary products with an additional [REDACTED] million chickens being produced per annum;
  - 1 permanent FTE job being created; and
  - improved biosecurity processes and extended unoccupancy of the chicken sheds leading to greater production of healthy chickens.

### *Proportionality*

<sup>36</sup> Clause 19(2), row 5, Schedule 2 of the Act.

<sup>37</sup> Clause 14, Schedule 2 of the Act.

<sup>38</sup> Clause 14(1)(a) of Schedule 2 of the Act, noting that Clause 14(1)(b) is satisfied as the Land was acquired in the ordinary course of business.

<sup>39</sup> Hastings District Council – Hastings Medium and Long Term Housing Strategy. Retrieved from <https://www.hastingsdc.govt.nz/hastings/projects/homes-for-our-people/> on 27 May 2024.

<sup>40</sup> Hawke's Bay Regional Skills Leadership Group – Regional Data Snapshot. Retrieved from <https://www.mbie.govt.nz/assets/hawkes-bay-data-snapshot.pdf> on 27 May 2024.

47. We have undertaken our assessment having regard to the sensitivity of the Land and the nature of the overseas investment transaction, reflecting the proportional nature of the benefit to New Zealand test.
48. The Applicant is acquiring an interest in approximately 51.1 hectares of moderately productive farm land. The Applicant will continue operating a poultry business on the Land.

#### *Conclusion*

49. After considering the application, we are satisfied that the Investment is likely to result in economic benefits in proportion to the sensitivity of the Land being acquired and the nature of the Investment.
50. In relation to the farm land benefit test, the benefits are likely to be substantial in relation to the economic benefit factor.
51. While marginal, LINZ consider the increased capital expenditure and production of primary products, that will occur as a result of the Investment are of sufficient benefit to New Zealand to be substantial in relation to the economic benefit factor.

#### **E. Farm land offer test**

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52. Because the Land is farm land, we note that it was advertised for sale on the open market with the required information for a period exceeding 30 working days on realestate.co.nz and in Hawke's Bay Today newspaper.
53. We are therefore satisfied the regulations requiring the farm land to be offered for acquisition on the open market have been complied with.

#### **F. Not a transaction of national interest**

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54. The Investment does not involve a transaction of national interest under the mandatory criteria of the Act.<sup>41</sup> This is because the Investment does not involve a non-NZ government investor, or an investment in a strategically important business (as defined in the Act).
55. The Minister of Finance has not called the Investment in for a national interest assessment.<sup>42</sup>

#### **G. Conclusion**

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56. For the reasons set out in this report, we consider that the criteria for consent have been met and our recommendation is to **grant** consent.
57. We refer you to **Attachment 1** to review the Proposed Decision (including consent conditions), and from page 3 of this Assessment Report to record your decision.

<sup>41</sup> Under s 20A of the Act.

<sup>42</sup> Section 20B of the Act

## **H. Attachments**

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1. Proposed Decision
2. Title maps of the land
3. Ownership structure
4. Other benefit factors

Released under the Official Information Act 1982

## ATTACHMENT 1 PROPOSED DECISION

### Consent for Overseas Person to Acquire Sensitive New Zealand Land

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

#### Consent

**Decision date:** 5 June 2024

The following people have been given the following consent:

<b>Case</b>	202400103
<b>Consent</b>	A) Inghams Enterprises (NZ) Pty Limited may acquire the Asset B) Bostock Brothers Limited may acquire an interest in the JBP Land  subject to the Conditions set out below.
<b>Consent Holders</b>	i) Inghams Enterprises (NZ) Pty Limited (company number 464829) ii) Bostock Brothers Limited (company number 4706101)  We will also refer to the Consent Holders together as <b>you</b> .
<b>Asset</b>	Up to 100% of the shares in Bostock Brothers Limited (company number 4706101) which owns the Land.
<b>Land</b>	A <b>freehold interest</b> in approximately:  a) 32.13 hectares of land located at 116 Raukawa Road, Hastings, contained in Record of Title 962005 (Hawke's Bay); and  b) 6.388 hectares of land located at 284 Ngatarawa Road, Hastings, contained in Record of Title HBY1/151 (Hawke's Bay).



	A <b>leasehold interest</b> in approximately 0.06 hectares of land located at 117 Parkhill Road, Haumoana, Hastings, contained in Record of Title 1049742 (Hawke's Bay).
<b>JBP Land</b>	A <b>freehold interest</b> in approximately 12.5377 hectares of land located at 81 Raukawa Road, Raukawa, Hastings, contained in Record of Title HBM2/309 (Hawke's Bay)
<b>Timeframe</b>	Inghams Enterprises (NZ) Pty Limited has until [ s 9(2)(b)(ii) ] to acquire the Asset and Bostock Brothers Limited has until [ s 9(2)(b)(ii) ] to acquire the JBP Land.

## 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, and you may also be required to dispose of the Land.

In the Consent and the Conditions, we refer to Toitū Te Whenua Land Information New Zealand as **LINZ, us or we**.

## Definitions

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

**Additional Chicken Shed Development** means [ s 9(2)(b) ] chicken sheds that can each accommodate up to [ s 9(2)(b)(i) ] chickens.

**Bostock** means Bostock Brothers Limited (company number 4706101).

**Freehold Land** means the properties at:

- 81 Raukawa Road, Raukawa, Hastings contained in Record of Title HBM2/309;
- 116 Raukawa Road, Hastings contained in Record of Title 962005; and
- 284 Ngatarawa Road, Hastings, contained in Record of Title HBY1/151.

**Initial Chicken Shed Development** means [ s 9(2)(b) ] chicken sheds that can each accommodate up to [ s 9(2)(b)(i) ] chickens.

**Leasehold Land** means the property at 117 Parkhill Road, Haumoana, Hastings, contained in Record of Title 1049742.

**Regulations** means Overseas Investment Regulations 2005.

**Relevant Business** means poultry production.

**Site Improvements** means all of the following:

- site ventilation improvements;
- installing fences and infrastructure to separate vehicles from other work areas;
- installing safety guards;
- development of systems to separate blood from trade waste;
- covering live bird receival area; and
- development of a stormwater drainage system.

Any term or expression that is defined in the Act or Regulations and used, but not defined, in this consent has the same meaning as in the Act or Regulations.

### Special conditions

You must comply with the following **special conditions**. These apply specifically to this Consent and were considerations that particularly influenced us to give consent:

Details	Required date
<b>Special Condition 1: Construct Chicken Shed Developments</b>	
You must a) construct (or ensure that Bostock constructs) the Initial Chicken Shed Development; and b) construct the Additional Chicken Shed Development	[ s 9(2)(b)(ii) ] [REDACTED]
If you do not comply with this condition, Standard Condition 6 will apply, and we may require you to dispose of your interest in the Land and JBP Land.	
<b>Special Condition 2: Capital Expenditure</b>	
You must spend at least \$[REDACTED] million on the construction of the Additional Chicken Shed Development and the Site Improvements.	[ s 9(2)(b)(ii) ] [REDACTED]
<b>Special Condition 3: Incidental Residential Use Outcome</b>	
You must use the dwelling on the Leasehold Land for incidental residential use that is in support of the Relevant Business.	At all times
If you do not comply with this condition, Standard Condition 7 will apply, and we may require you to dispose of your interest in the Leasehold Land.	
<b>Special Condition 4: Non-occupation Outcome</b>	

Details	Required date
<p>None of the following people may occupy the Leasehold Land for residential purposes:</p> <p>(a) You;</p> <p>(b) Any person with a more than 25% or more ownership or control interest in any of the people in (a);</p> <p>(c) Any overseas person who occupies the Land other than on arm's length terms<sup>43</sup>;</p> <p>(d) Any overseas person who has a beneficial interest in, or beneficial entitlement to, the relevant interest in the Land;</p> <p>(e) If (a) is a trust, any beneficiary (direct or indirect) who may benefit under the trust at the trustees' discretion.</p>	At all times
<p>If you do not comply with this condition, Standard Condition 7 will apply, and we may require you to dispose of your interest in the Leasehold Land.</p>	

<sup>43</sup> 'At arm's length terms' has the meaning in clause 17, Part 5, Schedule 2 of the Overseas Investment Act 2005.

## Standard conditions

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

Details	Required date
<b>Standard condition 1: Acquire the Asset and the JBP Land</b>	
<p>You must acquire the Asset and the JBP Land:</p> <ol style="list-style-type: none"><li>by the date stated in the Consent. If you do not, your Consent will lapse or become invalid and you must not acquire the Asset and the JBP Land, and</li><li>using the acquisition, ownership, and control structure you described in your application. Note, only you - the named Consent Holders - may acquire the Asset and the JBP Land, not your subsidiary, trust, or other entity.</li></ol>	As stated in the Consent
<b>Standard condition 2: Tell us when you acquire the Asset and the JBP Land</b>	
<p>You must tell us in writing when you have acquired the Asset and the JBP Land. Include details of:</p> <ol style="list-style-type: none"><li>the date you acquired the Asset and the JBP Land (<b>Settlement</b>),</li><li>consideration paid (plus GST if any),</li><li>the structure by which the acquisition was made and who acquired the Asset and the JBP Land, and</li><li>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: Allow us to inspect the Land and the JBP Land</b>	
<p>Sometimes it will be helpful for us to visit the Land and JBP Land so we can monitor your compliance with the Conditions. We will give you at least two weeks' written notice if we want to do this. You must then:</p> <ol style="list-style-type: none"><li>Allow a person we appoint (<b>Inspector</b>) to:</li></ol>	At all times

Details	Required date
<ul style="list-style-type: none"> <li>a. enter onto the Land and JBP Land, including any building on it, other than a dwelling, for the purpose of monitoring your compliance with the Conditions (<b>Inspection</b>),</li> <li>b. remain there as long as is reasonably required to conduct the inspection,</li> <li>c. gather information,</li> <li>d. conduct surveys, inquiries, tests, and measurements,</li> <li>e. take photographs and video records, and</li> <li>f. do all other things reasonably necessary to carry out the Inspection.</li> </ul> <p>2. Take all reasonable steps to facilitate an Inspection including:</p> <ul style="list-style-type: none"> <li>a. directing your employees, agents, tenants, or other occupiers to permit an Inspector to conduct an Inspection,</li> <li>b. being available, or requiring your employees, agents, tenants, or other occupiers to be available, at all reasonable times during an Inspection to facilitate access onto and across the Land and JBP Land. This includes providing transport across the Land and JBP Land if reasonably required.</li> </ul> <p>During an Inspection:</p> <ul style="list-style-type: none"> <li>a. we will not compel you and your employees, agents, tenants, or other occupiers to answer our questions or to let us look at, copy or take away documents,</li> <li>b. our Inspector will comply with any reasonable instruction and co-operate with any reasonable health and safety policy or procedure you notify to us before the Inspection.</li> </ul>	
<b>Standard condition 4: 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> <ul 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> </ul>	At all times

Details	Required date
c. are members of the governing body of the people referred to in paragraph (b) above.	
<b>Standard condition 5: Tell us about changes that affect you, the people who control you, or people you control</b>	
<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 document we need to serve on you.</li> </ol>	Within 20 working days after the change
<b>Standard condition 6: Dispose of the Freehold Land if you do not comply with key special conditions</b>	
<p>If all or part of this Standard Condition 6 applies to a special condition, we have said so in that special condition.</p> <p>If we consider you have failed to comply with one of those special conditions in a material way we may require you to dispose of the Freehold Land.</p> <p>We will give you written notice if we require you to dispose of the Freehold Land. After we have given you notice, you must:</p>	
<b>Value the Freehold Land:</b> obtain and send us a copy of a market valuation of the Freehold Land from a New Zealand registered valuer.	Within six weeks of the date of our notice
<b>Market the Freehold Land:</b> instruct a licensed real estate agent to actively market the Freehold Land for sale on the open market.	Within six weeks of the date of our notice
<b>Dispose of the Freehold Land:</b> dispose of the Freehold Land to a third party who is not your associate.	Within six months of our notice
<b>Offer without reserve:</b> if you have not disposed of the Freehold Land within six months of our notice, offer the Freehold Land for	Within nine months of our notice



Details	Required date
sale by auction or tender without a reserve price or minimum bid and dispose of the Freehold Land.	
<b>Report to us about marketing:</b> tell us in writing about marketing activities undertaken and offers received for the Freehold Land.	By the last day of every March, June, September, and December after our notice or at any other time we require
<b>Report disposal to us:</b> send us, in writing, evidence of the following: <ul style="list-style-type: none"> <li>a. that you have disposed of the Freehold Land (including copies of sale and purchase agreements, settlement statements and titles showing the purchaser as registered proprietor), and</li> <li>b. that the purchaser is not your associate.</li> </ul>	Within one month after the Freehold Land has been disposed of
<b>Standard condition 7: Dispose of your leasehold interest in the Leasehold Land if you do not comply with key special conditions</b>	
<p>If all or part of this Standard Condition 7 applies to a special condition, we have said so in that special condition.</p> <p>If we consider you have failed to comply with one of those special conditions in a material way we may require you to dispose of your leasehold interest in the Leasehold Land.</p> <p>We will give you written notice if we require you to dispose of your leasehold interest in the Leasehold Land. After we have given you notice, you must:</p>	
<b>Dispose of the interest in Leasehold Land:</b> dispose of your leasehold interest in the Leasehold Land to a third party who is not your associate.	Within six months of our notice
<b>Report disposal to us:</b> send us, in writing, evidence of the following: <ul style="list-style-type: none"> <li>a. that you have disposed of your leasehold interest in the Leasehold Land, and</li> <li>b. that the purchaser is not your associate.</li> </ul>	Within one month after your leasehold interest in the Leasehold Land has been disposed of

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## Reporting conditions

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We need information from you about how your investment plan is tracking so we can monitor your progress against the Conditions.

In addition to Settlement reporting (as set out in Standard Condition 2), you must provide LINZ with reports detailing the progress of the investment. The reports must:

1. be submitted via our [Webform](#) by these dates:
  - a. 31 July 2026
  - b. 31 July 2029
2. contain information about your progress in implementing the special conditions (which can include photographs, maps or aerial imagery as evidence of compliance with relevant conditions),
3. follow the format of the template annual report published on our website

If requested in writing by LINZ, 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.

### Power to vary reporting date

The dates on which reports are due to be provided may be changed by agreement between LINZ and the Consent Holder, provided that this power may not be used to give a time extension for an individual report.

### Power to narrow scope of reports

LINZ may temporarily or permanently waive the requirement to report on a particular matter.

### Power not to require further reporting

LINZ may waive the requirement to submit a report and may waive the requirement for future reporting.



Figure 2: 81 and 116 Raukawa Road, Hastings titles map.



Figure 3: 284 Ngatarawa Road, Hastings title map.





Figure 4: 117 Parkhill Road, Hastings title map.

[ s 9(2)(b)(ii) ]



Inghams  
Enterprises (NZ)  
Pty Ltd

100%

Bostock  
Brothers Limited



## ATTACHMENT 4      OTHER BENEFIT FACTORS

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The table **below** lists other factors in the Act for assessing the benefit of overseas investments.

We considered that the factors below were either not relevant to the Investment, or the benefit to New Zealand was not likely or sufficient to be relied on for the purposes of our assessment.

Factor	Reason not relevant or insufficient
Environmental benefits	<b>Not relevant</b> - no environmental benefit is claimed as a result of the Investment.
Public access	<b>Not relevant</b> - no public access benefit is claimed as a result of the Investment.
Historic heritage	<b>Not relevant</b> - no historic heritage benefit is claimed as a result of the Investment.
Significant government policy	<b>Not relevant</b> - no government policy benefit is claimed as a result of the Investment.
Oversight or participation by New Zealanders	<b>Not relevant</b> - no New Zealand participation benefit is claimed as a result of the Investment.
Consequential benefits	<b>Not relevant</b> - no consequential benefit is claimed as a result of the Investment.
Extraction of water for human consumption / bottling	<b>Not relevant</b> - the Investment does not involve the extraction of water for human consumption or bottling.