

# Application form

Use this template for all applications for consent to acquire land and/or significant business assets. This accompanies the application submission webform.

It is important that you provide us with accurate and complete information. It is an offence to make a false or misleading statement or material omission in any information or document provided to us.

We may use relevant legislation to share details of this application with other agencies to the extent permitted by law and as required to complete the application process.

## Instructions

- Please do not remove the instruction text from this template.
- Use the latest version of this template. Download this template from our website before each use.
- Follow the guidance in each section. Provide all required information.
- Be concise and use plain English. Use headings and tables (if relevant) and explain industry terminology.
- This is a living document and must be updated during the assessment process if further information is provided. Updated versions of this document must be recorded in the table below and with tracked changes so we can easily identify those updates.

## Key information

<b>Applicant</b>	Barker Fruit Processors Limited (company number 135218)
<b>Pathway</b>	Benefit to New Zealand (sensitive land)

## Electronic Filing Requirements

This application form and your investment plan and supporting information must be submitted electronically using our [Application Submission Webform](#). The webform is a secure upload site and provides details of our electronic filing requirements.

**Please do not provide hard copy versions of your documents.**

### Checklist

- |    |  |                                     |
|----|--|-------------------------------------|
| 1. | Electronic copy of your signed application (without attachments)   | <input checked="" type="checkbox"/> |
| 2. | Electronic copy of each attachment to your application (number and describe each appendix as follows: 'Attachment 01 – X')   | <input type="checkbox"/>            |
| 3. | All PDF documents are:<br>'Printed to PDF', or scanned and OCR'd (i.e., all text in the document can be copied)<br>Free from security restrictions<br>In colour (if the document contains colour)<br>If scanned, at 300 dpi (where possible) | <input type="checkbox"/>            |

### Version control

Record the details of each version of the application form below.

Version	Date	Description
1.0	25 July 2025	First version submitted to OIO

## Declaration

By signing the below I agree that:

- The information provided in this application form (including any attachments) is true, correct and complete.
- I have read and understood the privacy and information sharing notice in **Attachment 1** of this document.
- I am the Applicant or I am a representative of the Applicant who has authority to sign on its behalf (e.g. director of the Applicant).

### Applicant signature

Sign the application below.

[ s 9(2)(a) ]

Date 25/07/2025

Agnes Baekelandt

Director of Applicant

25 July 2025

### Application signature – Amended version

You may be required to sign the amended application form if there are material changes.

Sign the amended version of the application form below if we request you to.

[Sign here]

Date [e.g., 01/01/20]

[Name]

[Position]

[Date]

## Definitions

Add defined terms you will use in this application in the table below. Use meaningful terms that are easily remembered and will be used consistently throughout this application - for example, abbreviated company names for quick reference. Ensure that the terms are not duplicated with different meanings.

<b>Act</b>	Overseas Investment Act 2005
<b>Andros</b>	Andros et Cie SAS (company number 395 287 519)
<b>Applicant</b>	Barker Fruit Processors Limited (company number 135218)
<b>Business</b>	The business of the Applicant, being a fresh fruit and vegetable procurement, processing, sales and export business
<b>Completion</b>	Settlement of the Transaction under the SPA
<b>Existing Land</b>	The land at 72 Shaw Road, Pleasant Valley, Timaru
<b>Existing Facility</b>	The fresh fruit and vegetable processing facility on the Existing Land
<b>Expansion Project</b>	The development, construction and commissioning of the New Facility
<b>New Facility</b>	The new significantly larger fresh fruit and vegetable processing facility which is in the process of being developed on the Existing Land
<b>Property</b>	The property at 40 Shaw Road, Pleasant Valley, Timaru comprised in record of title CB34C/287
<b>Purchase Price</b>	\$1,414,000
<b>Regulations</b>	Overseas Investment Regulations 2005
<b>SPA</b>	The sale and purchase agreement between the Applicant as purchaser and Vendor as vendor for the purchase of the Property
<b>Transaction</b>	The acquisition of the Property by the Applicant from the Vendor
<b>Vendor</b>	Aaron Brent Gorrie, Sarah Rachel Gorrie and Footes Trustees (2017) Limited

## Confidentiality

Does any information in this application need to be kept confidential from other parties to this application?

*There is no need to make general confidentiality statements.*

1

[ s 9(2)(a) ], [ s 9(2)(ba)(ii) ]

[ s 9(2)(a) ], [ s 9(2)(ba)(ii) ]

### Decision date

Is there a date by which the decision is requested? If so, provide the requested decision date and explain the reason why a decision is required by this date.

*Include reference to the date of any Overseas Investment Act condition or other important date such as court date for scheme of arrangement.*

- 2 The Applicant requests that this application be triaged as low risk and allocated for review accordingly, with a decision made by the OIO within half the statutory timeframe (consistent with the June 2024 Ministerial Directive). The Applicant's requested decision date is Friday 29 August 2025.
- 3 The Applicant recognises the requested decision date is significantly shorter than the statutory timeframe and undertakes to respond quickly to any requests for further information.
- 4 In support of its request that this application be triaged as low risk and decided by 29 August 2025, the Applicant makes the following comments:
- 5 There is nothing complex or risky about this application and the benefit to New Zealand arising from this transaction is significant relative to the sensitivity and value of the sensitive land.
- 6 The Property is a rural residential site with no significant agricultural, horticultural or heritage value, and no special characteristics. It is currently being used only for lifestyle purposes by the present owners. The Property adjoins a property already owned by the Applicant.
- 7 The Applicant, Barker Fruit Processors Limited is a well known New Zealand company and 'household name' brand that was established more than 50 years ago.
- 8 The Applicant is wholly owned by Andros. Andros is a well-known closely held multinational french company that specialises in fruit and dairy products. Andros has previously applied for and obtained consent from the OIO to acquire its ownership interest in the Applicant and has therefore previously been vetted by the OIO (#201510056).
- 9 [REDACTED] Applicant is straightforward – [ s 9(2)(a) ]
- 10 The Applicant has four directors. Andros has three directors (two of which are the same as the Applicant's directors). Frédéric Gervoson, Andros Chairman, has previously been vetted by the OIO in connection with OIO consent #201510056.
- 11 The Transaction is critical to both the Expansion Project (which will have significant benefits for New Zealand in terms of capital investment, productivity, and export sales) and also the Applicant's continued ability to do business, given its business critical lack of water discharge capacity.

## Section 1: Investment

Describe the proposed transaction including any steps involved or agreements entered into:

- 12 As a critical component of the Expansion Project and to support its Business continuity, the Applicant wishes to purchase the Property and has entered into the SPA with the Vendor.
- 13 The Applicant will, once the SPA is unconditional (following receipt of OIO consent), pay 10% of the Purchase Price (being \$141,400) to the Vendor as a deposit in accordance with the SPA. On settlement, the Applicant will pay the Vendor the remainder of the Purchase Price (being \$1,272,600).
- 14 The Transaction therefore involves the following core elements:
  - a. satisfaction of the OIO consent condition under the SPA; and
  - b. Completion under the SPA.
- 15 The SPA has been entered into by the Applicant.
- 16 The Applicant is currently facing major water discharge issues. The Business generates significant daily volumes of wastewater which needs to be discharged. The wastewater is generated primarily from fruit and vegetable processing and equipment cleaning. It is treated and applied to land under resource consent CRC192862. As discussed in the Investment Plan, the Applicant can no longer rely on its existing avenues to discharge wastewater, which threatens both its existing Business continuity and also its current major Expansion Project. The acquisition of the Property is the only viable solution that the Applicant has identified to resolve this issue, and is therefore critical to the Business.

Explain why the transaction requires consent under the Act (including reference to the relevant sections):

- 17 The Applicant requires consent pursuant to section 10(1)(a) of the Act to complete the Transaction as:
  - a. the Applicant is an overseas person for the purposes of the Act, being a body corporate that is more than 25% owned by a body corporate incorporated outside of New Zealand (being Andros); and
  - b. the Property is sensitive land for the purposes of the Act. Please refer to the sensitive land certificate uploaded with this application ('Attachment 5 – Sensitive Land Certificate') issued by Grayson Neal Limited on behalf of the Applicant.
- 18 The significant business assets test is not triggered. The Property is valued (as at 20 March 2025) at \$1,414,000 and the Purchase Price is \$1,414,000.
- 19 The transaction is not a transaction of national interest pursuant to section 20A of the Act.

If you are acquiring a target entity or assets describe what is being acquired.

- 20 The Applicant wishes to acquire the Property (being the property at 40 Shaw Road, Pleasant Valley, Timaru comprised in record of title CB34C/287) (refer to 'Attachment 4 – Records of Title and Aerial Plan'). The land area is approximately 14.521 hectares.
- 21 The Property is designated as residential land and non-urban land greater than 5 hectares. The Vendors currently use the Property for residential / lifestyle purposes only and do not use the Property for any commercial purposes.

If you are establishing a business, describe the business that is being established including the expected date by when the business will have commenced.

22 N/A

Does the Applicant have any existing interest in the sensitive assets and/or an existing relationship with the vendor / lessor?

23 The Property is the neighbouring property of the Applicant's Business premises and the Vendor is known to the Applicant.

24 However, the Transaction is an arms-length transaction between independent parties.

Detail any pre-conditions to the completion of the acquisition and/or regulatory consents required other than consent under the Act:

25 The SPA is conditional on:

- a. a due diligence condition being satisfied within 20 working days following the date of the SPA (this condition has now been satisfied); and
- b. the Vendor entering into a deed of family arrangement by 28 November 2025.

Explain how the transaction will be funded.

26 The Transaction will be funded (in cash) by the Applicant in full.

Released under the Official Information Act 1982



## Section 2: Applicant

### Repeat Investor

Has the Applicant, or a related party, applied for consent under the Act before?

*Provide case numbers for any consent applications that were made under a different name or through a related party to allow us to link them in our database. You do not need to provide details of consents made in the applicant's name.*

- 27 Andros, being the Applicant's parent entity, has applied for consent under the Act before (see case numbers 201510056 and 201520035).

### Business operations

Provide an overview of the Applicant's business operations (both worldwide and any operations in NZ). Include an overview of the parent and other group member's business operations if relevant:

- 28 The Applicant is a New Zealand fresh fruit and vegetable processing business that has a wide range of jams, sauces, chutneys, marinades and juices and other products that it sells both domestically and internationally<sup>1</sup>. The Applicant is a 'household name' brand that produces its variety of products from a single processing, warehouse and office facility located 8km from the town of Geraldine in South Canterbury, New Zealand.
- 29 The Business was first established in Geraldine over 50 years ago, starting from humble beginnings in 1969.<sup>2</sup> The Applicant itself was incorporated in 1974. The Applicant currently employs around 300 staff in New Zealand, mostly Geraldine locals, and has employed more than 2,000 staff since the Business was established.
- 30 The original founders of the Applicant sold their shares in two transactions to Andros, a French multinational fruit, vegetable and dairy products company.<sup>3</sup> (#201510056, #201520035)
- 31 The Applicant is in phase 1 of the Expansion Project, which will triple the size of the Existing Facility size and double its production capacity<sup>4</sup>, thereby significantly increasing the scale of the Business.
- 32 The Applicant's current Business plan, which assumes completion of the Expansion Project, targets significant growth in the Business in the next five years (as set out in the table below).
- 33 The Transaction is critical to achieve this predicted growth, as it is the only viable identified solution to the Applicant's current significant water discharge constraints.

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

<sup>1</sup> <https://barkers.co.nz/shop-all?srltid=AfmBOoqlpmVxhw52xN5Ui5EbmngVf0lfuBSywwt4S2D6CU-Glhvc5Yea>

<sup>2</sup> <https://www.stuff.co.nz/timaru-herald/news/116656788/proud-geraldine-institution-relishing-50-years-in-business>

<sup>3</sup> <https://www.stuff.co.nz/business/72562612/barkers-jam-sale-to-andros-approved>

<sup>4</sup> <https://www.stuff.co.nz/business/350250413/massive-expansion-planned-geraldines-barkers-factory>



## Financial position

Give a short summary of the Applicant's financial position:

*Discuss market capitalisation, gross revenue, net profit, net asset value. If the Applicant is an individual (or a group of individuals), provide a brief summary of the Applicant's financial position.*

34 The Applicant's financial position is as follows:

- a. 2024 gross revenue: NZD\$106,717,000
- b. 2023 gross revenue: NZD\$100,383,000
- c. 2024 net profit: NZD\$2,326,000
- d. 2023 net profit: NZD\$2,476,000
- e. 2024 net asset value: NZD\$53,075,000
- f. 2023 net asset value: NZD\$32,510,000

35 Please refer to the Applicant's FY25 financial statements uploaded with this application ('Attachment 6 – FY25 financial statements').

## Ownership

Explain the ownership of the Applicant (using structure diagrams to illustrate). Please explain here where ownership breakdowns might be different depending on a calculation of voting rights vs capital distribution rights:

36 The Applicant is a New Zealand company, incorporated on 17 January 1974 (company number 135218).

37 The ownership structure of the Applicant is non-complex.

38 The Applicant is directly wholly owned by Andros.

39 The ultimate beneficial owners of Andros are [ s 9(2)(a) ]

40 Andros was originally founded by René Chapoulart. Thereafter, René Chapoulart's son (Pierre Chapoulart) and son-in-law (Jean Gervoson) expanded the business.

41 [ s 9(2)(a) ]

a. [ s 9(2)(a) ]

b. [ s 9(2)(a) ]

c. [ s 9(2)(a) ]

d. [ s 9(2)(a) ]

[ s 9(2)(a) ]

e. [ s 9(2)(a) ]

42 The Applicant's directors are:

- a. Agnes Michele Armelle Baekelandt (CEO of the Applicant).
- b. Frédéric Tony Jacques Gervoson (Chairman of the Supervisory Board of Andros).
- c. Florian Delmas (Chairman of Andros).
- d. Michael Merland (Group Chief Operating Officer of Andros).

43 The Applicant is wholly owned by Andros, a French simplified joint stock company incorporated on 9 June 1994 (company number 395 287 519). Andros' directors are:

- e. Florian Delmas (as above).
- f. Michaël Merland (as above).
- g. Jean-Yves Hays (Deputy CEO of Andros).

44 A corporate structure diagram has been uploaded with this application as 'Attachment 7 -Corporate Structure Diagram'.

**Beneficial ownership table:**

In the table below, identify all beneficial owners, individuals with greater than 5% interest (either alone or together with associates) in the Applicant.

*If it is not possible to identify individual beneficial owners, entities may be included in the table instead.*

*For any entities in the table, provide a description of the entity (including who owns/controls it), and if it is not possible to identify the individual why it is not possible to identify the individual e.g. A Norwegian superannuation fund for the benefit of state sector employees managed by the Norwegian Government entity 'X'.*

*We acknowledge that in some cases it may not be possible to identify beneficial owners with holdings below the 5% threshold – these may be included as the entity class 'various owners with <5% interests'*

Beneficial owner	Percentage	Description
[ s 9(2)(a) ]		N/A
[ s 9(2)(a) ]		N/A
[ s 9(2)(a) ]		N/A
[ s 9(2)(a) ]		N/A
[ s 9(2)(a) ]		N/A

## Ownership by country table:

Provide a breakdown of ultimate beneficial ownership of the Applicant by country.

*Avoid grouping countries or listing ownership by continent.*

*For listed companies, an Applicant should provide the most accurate information they can (rounded to one decimal place) about the location of their shareholders and be clear about the source of that information. Widely held shareholding can be recorded as the corresponding region - or if unable to be determined by country use region e.g. North America or select 'Various regions', or if the country has a less than 1% ownership stake.*

Country	Percentage (must total 100%)
France	100%

## Control

Explain how the investment will be controlled.

*Include an explanation of who:*

- *made the decision to acquire the investment,*
- *who would make the decision to divest the investment and*
- *who can approve significant capital and operating expenditure.*

*Refer to decision making delegations if applicable.*

- 45 The Applicant approved the Transaction and the SPA and had sole authority to do so. No other person or entity formally approved the Transaction or entry into the SPA.
- 46 While Andros did not separately approve the SPA or the Transaction as such, it did approve the Applicant's annual budget (as it customarily does on an annual basis), which included the acquisition of the Property as a line item.
- 47 Given the value of the Property and the Applicant's proposed investments in it following Completion relative to the scale of the Applicant, which is a very significant business in its own right, Andros will not be involved in the day to day management of the Property following Completion - this will be controlled by the Applicant.
- 48 Similarly, all capital expenditure and operational expenditure decisions in relation to the Property following Completion will be made by Applicant. Andros' involvement in that will be limited to approval of the Applicant's annual budget in the ordinary course.
- 49 Andros' approval would be required to divest the Property.

### Relevant overseas person and individuals with control

Explain your rationale for the relevant overseas person and individual with control selection included in your online submission form:

- 50 For the purposes of this application, the Applicant and Andros should be regarded as the ROPs:
- a. The Applicant is the purchaser under the SPA, approved the Transaction and will have sole control of the Property and material decisions in relation thereto following Completion.
  - b. Andros is the sole shareholder of the Applicant, indirectly approved the Transaction via approval of the Applicant's budget, and its approval would be required for a divestment of the Property.
- 51 We have included as IWCs:
- a. All directors of the Applicant (which includes the Applicant's CEO).
  - b. All directors of Andros .

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## Individuals with control

Complete for any individuals with control of the relevant overseas person that has not been part of a recent overseas investment application (past 5 years). If unsure please provide information below. Please repeat the table for each individual.

<b>Full name</b> (in English)	Agnes Michele Armelle Baekelandt
<b>Is this individual a New Zealand citizen?</b> (if yes then skip to question iv below)	[ s 9(2)(a) ]
<b>i) Has this individual ever applied for a visa to travel to NZ?</b>	[ s 9(2)(a) ]
<b>ii) Is this individual ordinarily resident in NZ?</b>  see <a href="#">here</a>	[ s 9(2)(a) ]
<b>iii) CV</b> <b>List jobs held and years held:</b> <i>This helps us to ensure we have identified the correct individual when undertaking our due diligence.</i> eg Director of ABD Limited 1997-2014	[ s 9(2)(a) ]
<b>iv) Has this individual ever held an interest in a non-New Zealand government entity?</b>  If yes, how?	[ s 9(2)(a) ]
<b>v) Has this individual ever held a position in a non-New Zealand government investor?</b>  If yes, what?	[ s 9(2)(a) ]
<b>vi) Has this individual ever held a position in an intelligence agency or served in the military</b>  If yes, what?	[ s 9(2)(a) ]

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<b>Full name</b> (in English)	Frederic Tony Jacques Gervoson
<b>Is this individual a New Zealand citizen?</b> (if yes then skip to question iv below)	[ s 9(2)(b) ]
<b>vii) Has this individual ever applied for a visa to travel to NZ?</b>	[ s 9(2)(b) ]
<b>viii) Is this individual ordinarily resident in NZ?</b> see <a href="#">here</a>	[ s 9(2)(b) ]
<b>ix) CV</b> <b>List jobs held and years held:</b> <i>This helps us to ensure we have identified the correct individual when undertaking our due diligence.</i> eg Director of ABD Limited 1997-2014	[ s 9(2)(a) ]
<b>x) Has this individual ever held an interest in a non-New Zealand government entity?</b> If yes, how?	[ s 9(2)(b) ]
<b>xi) Has this individual ever held a position in a non-New Zealand government investor?</b> If yes, what?	[ s 9(2)(b) ]
<b>xii) Has this individual ever held a position in an intelligence agency or served in the military</b> If yes, what?	[ s 9(2)(b) ]

<b>Full name</b> (in English)	Florian Jean-Charles Delmas
<b>Is this individual a New Zealand citizen?</b> (if yes then skip to question iv below)	<div style="background-color: black; color: red; padding: 2px;">[ s 9(2) ]</div>
<b>xiii) Has this individual ever applied for a visa to travel to NZ?</b>	<div style="background-color: black; color: red; padding: 2px;">[ s 9(2) ]</div>
<b>xiv) Is this individual ordinarily resident in NZ?</b>  see <a href="#">here</a>	<div style="background-color: black; color: red; padding: 2px;">[ s 9(2) ]</div>
<b>xv) CV</b> <b>List jobs held and years held:</b> <i>This helps us to ensure we have identified the correct individual when undertaking our due diligence.</i> eg Director of ABD Limited 1997-2014	<div style="background-color: black; color: red; padding: 2px;">[ s 9(2)(a) ]</div> <div style="background-color: black; width: 100%; height: 100%;"></div>
<b>xvi) Has this individual ever held an interest in a non-New Zealand government entity?</b>  If yes, how?	<div style="background-color: black; color: red; padding: 2px;">[ s 9(2) ]</div>



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<b>xvii) Has this individual ever held a position in a non-New Zealand government investor?</b> If yes, what?	[ s 9(2)(b) ]
<b>xviii) Has this individual ever held a position in an intelligence agency or served in the military</b> If yes, what?	[ s 9(2)(b) ]

<b>Full name</b> (in English)	Jean-Yves Hays
<b>Is this individual a New Zealand citizen?</b> (if yes then skip to question iv below)	[ s 9(2)(b) ]
<b>xix) Has this individual ever applied for a visa to travel to NZ?</b>	[ s 9(2)(b) ]
<b>xx) Is this individual ordinarily resident in NZ?</b> see <a href="#">here</a>	[ s 9(2)(b) ]
<b>xxi) CV</b> <b>List jobs held and years held:</b> <i>This helps us to ensure we have identified the correct individual when undertaking our due diligence.</i> eg Director of ABD Limited 1997-2014	[ s 9(2)(a) ]

	<ul style="list-style-type: none"> <li>[ s 9(2)(a) ]</li> </ul>
<b>xxii) Has this individual ever held an interest in a non-New Zealand government entity?</b> If yes, how?	[ s 9(2)(a) ]
<b>xxiii) Has this individual ever held a position in a non-New Zealand government investor?</b> If yes, what?	[ s 9(2)(a) ]
<b>xxiv) Has this individual ever held a position in an intelligence agency or served in the military</b> If yes, what?	[ s 9(2)(a) ]

<b>Full name</b> (in English)	Michael Merland
<b>Is this individual a New Zealand citizen?</b> (if yes then skip to question iv below)	[ s 9(2)(a) ]
<b>xxv) Has this individual ever applied for a visa to travel to NZ?</b>	[ s 9(2)(a) ]
<b>xxvi) Is this individual ordinarily resident in NZ?</b> see <a href="#">here</a>	[ s 9(2)(a) ]
<b>xxvii) CV</b> <b>List jobs held and years held:</b> <i>This helps us to ensure we have identified the correct individual when undertaking our due diligence.</i> eg Director of ABD Limited 1997-2014	[ s 9(2)(a) ]

	<p>[ s 9(2)(a) ]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>
<p><b>xxviii) Has this individual ever held an interest in a non-New Zealand government entity?</b></p> <p>If yes, how?</p>	<p>[REDACTED]</p>
<p><b>xxix) Has this individual ever held a position in a non-New Zealand government investor?</b></p> <p>If yes, what?</p>	<p>[REDACTED]</p>
<p><b>xxx) Has this individual ever held a position in an intelligence agency or served in the military</b></p> <p>If yes, what?</p>	<p>[REDACTED]</p>

## Attachments

Upload the following using the application submission webform:

*Full structure diagram(s) showing ultimate ownership and control and if the transaction is complex pre & post transaction diagrams. To confirm if the investment involves a 'non-NZ government investor', the structure diagrams should indicate any 'relevant government investors', including their percentage ownership and control interests (undiluted) and jurisdictions.*

### Section 3: Investor Test

Have any of the relevant overseas person and/or individuals with control established any factors under [section 18A of the Act](#)?

If so, please detail who established the factor, how the factor was established and any mitigating steps taken.

*If you have told us about this factor in a previous application, please note this referencing the relevant case number (you do not need to provide the detail again). See here for guidance on the investor test.*

52 The Applicant has disclosed two minor competition law infringements by its sister company, Andros SNC, in the Andros investor test submissions via the webform. Because Andros SNC is not a ROP, the above infringements do not establish any investor test factors, however the Applicant has disclosed the information for transparency.

53 Clearly, these matters do not render the Applicant unsuitable to own or control the Property.

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

#### Attachments

If an explanation of the factor established requires the provision of documents (such as a copy of an enforceable undertaking) please upload using the application submission webform. Please upload all documentation in English, including copies of any decisions noted above.

## Section 4: National Interest

A [national interest](#) assessment applies to transactions requiring consent under the Act.

Transactions subject to mandatory national interest assessments involve: ·

- land or assets used for strategically important business, including [critical direct suppliers](#) and those involved in military or dual-use technology, ports or airports, electricity, water, telecommunications, and financial market infrastructure<sup>5</sup>; or
- certain levels of investment made by or associated with a foreign government<sup>6</sup>

Ministers also have a discretion to call-in consent applications for a national interest assessment even if they don't trigger the requirement for a mandatory national interest assessment.

Explain whether the transaction involves a [non-NZ government investor](#)<sup>8</sup>.

*Include information about the direct and indirect ownership and control of the Applicant and whether any persons in the upstream ownership structure mean the Applicant is a non-NZ government investor (considering each entity in the ownership structure chart). Please note the full name of the non-NZ government investor, the country of origin and the percentage held.*

*The structure chart provided with the application should highlight any relevant non-NZ government investors, including their percentage ownership interests (undiluted) and jurisdiction. If there's a large number of entities, lists or charts may be used instead, or as supplements to the structure charts.*

*Note that an entity is a non-NZ government investor if relevant government investors have aggregate ownership interests of more than 25% in it. This does not dilute. So, to determine if the investor is a non-NZ government investor, the question is whether the entities immediately above it in the chain include relevant government investors and, if so, whether their ownership or control interests in it aggregate to more than 25%.*

*If there are a large number of non-NZ government investors, lists or charts may be used as supplements to the ownership structure chart.*

55 The Applicant is not a non-NZ government investor and there are no non-NZ government investors in the Applicant's upstream ownership structure.

Explain whether the transaction involves a [strategically important business](#)<sup>9</sup>.

56 The Transaction is not a transaction that involves a strategically important business under section 20A of the Act. The transaction does not or will not involve a business that:

- a. researches, develops, produces, or maintains military or dual-use technology;

<sup>5</sup> Under section 20A(1)(c) to (e) of the Act

<sup>6</sup> See sections 20A(1)(a) and (b) and the definitions of 'non-NZ government investor', 'relevant government investor' and 'relevant government enterprise' in section 6 of the Act

<sup>7</sup> For more information see our [website](#), the [Supplementary Ministerial Directive Letter dated 24 November 2021](#) and [Treasury's Foreign Investment Policy and National Interest Guidance 8 June 2021](#)

<sup>8</sup> Under section 20A(1)(a)-(b) of the Act

<sup>9</sup> Under section 20A(1)(c)-(e) of the Act

- b. is a critical direct supplier;
- c. is involved in ports or airports;
- d. is involved in electricity generation, distribution, metering, or aggregation;
- e. is involved in drinking water, waste water, or storm water infrastructure;
- f. is involved in telecommunications infrastructure or services;
- g. is a financial institution or is involved in financial market infrastructure;
- h. is a business that is a media business with significant impact;
- i. in section 20A of the Act (relating to transactions of national interest);
- j. is involved in an irrigation scheme; or
- k. is otherwise involved in a strategically important industry or that owns or controls high-risk critical national infrastructure.

Explain whether the transaction engages one of the scenarios outlined in the Annex of the [2021 directive letter from the Minister of Finance](#) and therefore could be a transaction of national interest under [Section 20B of the Act](#)? If the Applicant considers the transaction is not a transaction of national interest under section 20B of the Act, provide submissions on why not:

57 The Transaction is not a transaction of national interest under section 20B of the Act. The Transaction does not or would not:

- a. pose risks to New Zealand's national security or public order;
- b. grant an investor significant market power within an industry or result in vertical integration of a supply chain;
- c. have foreign government or associated involvement that is below the more than 25 per cent ownership or control interest threshold for automatic application of the national interest test, but granted that government (and/or its associates) disproportionate levels of access to or control of sensitive New Zealand assets;
- d. have outcomes that were significantly inconsistent with or would hinder the delivery of other Government objectives;
- e. raise significant Treaty of Waitangi issues; or
- f. relate to a site of national significance.

Has the Applicant been granted an exemption under [section 20AA of the Act](#)? If yes note the case number.

58 No

### Attachments

Upload documentation relating to National Interest matters (e.g. structure chart to demonstrate whether or not applicant is a non-NZ government investor).

## Section 5: Land

### Non-sensitive land

Is any land being acquired that is not sensitive? If yes, please provide a brief description of the non-sensitive land below using addresses and record of title numbers where possible.

*LINZ may request further information (including a [sensitive land certificate](#)) in respect of any non-sensitive land which is described in the application. If there are a large number of non-sensitive titles involved, then a general description of the land may be acceptable (for example "150 hectares of non-sensitive commercial zoned land in Auckland City", or "twenty-five retail stores located in the lower South Island").*

59 Not relevant.

Released under the Official Information Act 1982



## Attachment 1: Privacy and information sharing notice

### **We collect information to decide whether you are eligible, and to monitor your compliance with conditions of consent.**

Toitū Te Whenua Land Information New Zealand (**LINZ**) collects information about you on this form to:

- decide whether you are eligible for LINZ consent to invest in sensitive New Zealand assets, and
- monitor that conditions are met if we grant consent.

We are authorised to collect this information under the Overseas Investment Act 2005.

### **We can share your information for some purposes**

We may share information about you as part of:

- Administering, monitoring and enforcing the Overseas Investment Act 2005.
- Meeting information-sharing agreements we have with some New Zealand government agencies. For example, we share information with the Ministry of Business, Innovation and Employment and the Department of Internal Affairs to verify passport and visa information and travel movements, and to monitor whether a person has become a New Zealand citizen.
- Sharing information to maintain the law, such as volunteering information to Inland Revenue, NZ Police, the Ministry of Business, Innovation and Employment, the Serious Fraud Office, and other law enforcement agencies.
- Consulting with relevant stakeholders as to your benefit claims and features of the investment, including central government organisations such as the Department of Conservation, Ministry of Business, Innovation and Employment, and Ministry of Primary Industries, Crown entities such as Ministry of Arts, Culture and Heritage and the NZ Transport Agency, and Crown agents such as the Walking Access Commission.

Applications for consent that you submit to LINZ are a public record. However, the Official Information Act 1982 and the Privacy Act 2020 have provisions that allow us to withhold information contained in an application. More information about the privacy and confidentiality of the information contained in an application can be found at [Privacy, confidentiality, and sharing of information](#).

### **We keep your information secure**

All relevant information about you is collected in line with the Overseas Investment Act 2005 and Privacy Act 2020 and is held securely by LINZ. Under the Privacy Act 2020, you may request this personal information and ask for any errors to be corrected.

You do not have to provide all the information requested in this form, but not doing so may make it difficult to process your request under the Overseas Investment Act 2005. Please [contact us](#) if you have any questions or concerns about the information in this form.