

SOE Continuous Disclosure Rules

Each SOE to which this Rule applies¹ shall:

(a) once it becomes aware of any Material Information concerning it, immediately release that Material Information to the public² (after ensuring that shareholding Ministers are aware of the Material Information in accordance with the "no surprises" policy), provided that paragraphs (a) and (b) shall not apply when:

- (i) a reasonable person would not expect the information to be publicly disclosed; and
- (ii) the information is confidential and its confidentiality is maintained; and
- (iii) one or more of the following applies:
 - (A) the release of information would be a breach of law (including a breach of an obligation of confidentiality); or
 - (B) the information concerns an incomplete proposal or negotiation; or
 - (C) the information comprises matters of supposition or is insufficiently definite to warrant disclosure; or
 - (D) the information is generated for the internal management purposes of the SOE; or
 - (E) the information is a trade secret.
- (iv) a regulatory body or the rules of a recognised stock exchange require, or without an exemption granted by that body or applying under those rules would require, disclosure of the Material Information.

For the purposes of this Rule:

(i) an SOE is aware of information if a Director or an executive officer of the SOE has come into possession of the information in the course of the performance of his or her duties as a Director or executive officer of the SOE.

(ii) Material Information means:

the Fundamental Terms of a Material Transaction; or

- information that:
 - is not generally available to the public; and
 - relates to a particular SOE or SOEs; and
 - an SOE estimates will have a material effect on its Current Commercial Value; or
- information that relates to a declaration of a dividend or a decision that a dividend will not be declared in accordance with the SOE's dividend policy in its most recent Statement of Corporate Intent (SCI).

(iii) Material Transaction means a transaction for which the consideration payable or receivable represents 5% or more of an SOE's Current Commercial Value³.

(iv) Current Commercial Value means the estimate of an SOE's current commercial value as set out in its most recent SCI, taking into account any announcements by the SOE after the publication of its SCI.

¹ As at 1 July 2012 this Rule applies to all state-owned enterprises and Television New Zealand Ltd.

² Disclosure on an SOE's website is sufficient for the public release of information under this Rule.

³ A separate threshold of \$50 million applies to NZRC.

(v) Fundamental Terms means the material terms of the transaction including the counterparty, consideration and a description of the assets acquired or disposed of, and / or the commitments entered into by the SOE.

(b) disclose any Material Information to Treasury for disclosure on Treasury's website once the "no surprises" policy has been complied with and the SOE has publicly released the Material Information.

(c) so far as reasonably possible, without materially affecting the business of the SOE, avoid entering into any obligation to any person which would have the effect of prejudicing the SOE's ability to comply freely with this Rule.

(d) make a public announcement no later than 60 days after the end of each half and full year period, which shall include the following information:

(i) the amount and percentage change up or down from the previous corresponding period of group revenue from ordinary activities

(ii) the amount and percentage change up or down from the previous corresponding period of group profit (loss) from ordinary activities after tax.

(iii) the amount and percentage change up or down from the previous corresponding period of group net profit (loss) for the period.

(iv) the amount of final and interim dividends or a statement that it is not proposed to pay dividends.

(v) a brief explanation of any of the figures in (i) – (iv) necessary to enable the figures to be understood,

(vi) in respect of each half-yearly announcement, commentary on the outlook for the group for the remainder of the financial year, including whether the SOE considers it will achieve the financial performance targets in its SCI

The information required in the above paragraph should as close as possible be presented in the tabular format set out in Appendix 1.

Appendix 1

LIMITED	
Results for announcement to the market	
Reporting Period	[] months to []
Previous Reporting Period	[] months to []

	Amount (000s)	Percentage change
Revenue from ordinary activities	\$NZ	%
Profit (loss) from ordinary activities after tax.	\$NZ	%
Net profit (loss)	\$NZ	%

Interim /Final Dividend		
Dividend Payment Date		

<p>Comments:</p> <p>(including:</p> <p>(i) a brief explanation of any of the above figures necessary to enable them to be understood</p> <p>(ii) in respect of each half-year period, commentary on the outlook for the remainder of the financial year, including whether the SOE considers it will achieve the financial performance targets in its SCI</p>	
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