NZX – LISTING RULE REVIEW

Appendix: response to specific questions

#	Question	Submissions
PART ONE – CONTEXT TO REVIEW		
Objectives of review and proposed timetable		
1.	Do you agree with the above objectives for NZX's review?	We support the high-level objectives of the review expressed in the discussion paper, particularly the proposed simplification and reduction in compliance costs. LRs need to be accessible, simple, principles based and cost effective to grow and support the NZX listed companies' markets, particularly in the new listing and small capital areas of the market.
2.	Do you agree with the proposed timetable and process for review? If not, why not?	There should be at least 8 weeks for feedback on the exposure draft, particularly to allow for consultation with the Board (as part of the standard Board meeting cycle). The transition period needs to be reasonable. The NZX indicative timetable may be workable, but it would be helpful to have more detail on this as part of the exposure draft (particularly so that 31 March issuers can be confident that compliance is manageable).
PART TWO – PROPOSED STRUCTURE OF UPDATED RULES		
3.	Do you agree that NZX should retain the current requirements under the Listing Rules, subject to addressing drafting issues, as the basis for the updated rules?	We agree that the listing rules are generally operating effectively for Main Board issuers (subject to issues with specific elements) and that the current requirements should be retained (subject to addressing those issues). The current Listing Rules are reasonably well understood and have a body of supporting material to assist in interpretation.
4.	Do you agree that NZX should adopt a modular approach to updated rules? If not, why not?	We support streamlining and simplifying the rules, including by adopting a modular format which will make the rules easier to follow for participants in different market sectors.

#	Question	Submissions
Differential standards for equity issuers		
5.	Do you agree with NZX's preferred approach of delivering an updated market structure via a single rule set with different standards for equity issuers? If not, why not?	We support a single rule set applicable to all listed companies. There should be a single class of issuer. The current structure provides three standards and is acknowledged to be not working. We are attracted to an approach with *Rules*, which are applicable to all issuers and may only be varied by a formal waiver, and *Standards*, which are generally applicable to all issuers but may be varied on a "comply or explain" basis by an issuer. As a general approach we encourage use wherever possible of standards and principles in Corporate Governance, with compliance achieved by "comply or explain" responses. Ideally there should be a single source of reference for Corporate Governance requirements. A transition period/additional support will be required for issuers currently listed on NZAX/NXT markets in light of the higher standards in the Main Board Rules if a single set of rules is adopted.
6.	Do you agree that NZX should have differential requirements for equity issuers?	Any differential requirements should be kept to a minimum and the need for any differential treatment needs to be logical and clearly explained, for the benefit of listed companies and shareholders. Quantifiable measures for differentiation should be used rather than qualitative or principles based.
7.	What criteria should be used to determinate whether differential requirements should apply (eg. Options 1 or 2 above or something else)?	See Above
8.	What do you consider is an appropriate cut off to be considered a smaller issuer?	See Above
9.	What branding should NZX use for separate equity listing categories?	See Above
Debt and Funds		

#	Question	Submissions
10.	Do you agree that it is appropriate to have separate rule settings for debt and funds?	Yes, but the differences should be kept to a minimum and the reasons for those differences should be clear and well explained. It may be that most Rules can be written to adequately cover both equity and non-equity securities, and Standards used to deal with the differences.
11.	Do you have any feedback on how to promote and facilitate the listing of funds, including MIS structures?	We want to see more information on the merits of this before NZX pursues it further. We support NZX's objective to simplify the market structure and increase liquidity across all levels of the market, so would not want those efforts distracted by innovations for which there is insufficient demand.
12.	Do you have any feedback on how to promote and develop NZX's listed debt market?	We support NZX's promotion of its debt market. Key initiatives that NZX could consider, to encourage this part of the market to grow are: • making it as economically efficient as possible to list; • marketing to offshore investors (i.e. no AIL payable for listed bonds), perhaps in co-ordination with some key large issuers; • understanding and then addressing the current drivers for issuers choosing the wholesale market instead of the listed retail market; • more ETF bond funds e.g. perhaps an "investment grade" ETF that has a broader range of debt instruments (the current ETF appears to comprise largely high-grade issuers/bonds).

#	Question	Submissions
13.	What steps should NZX take to promote and facilitate the issuing of green bonds in New Zealand? (a) In addition, should NZX have a role: certifying green bond issuers, certifying certifiers of green bond programmes, or should NZX leave this to external bodies and standards?	We agree that green bonds are a significant area of growth. We would be supportive of any initiatives to promote and facilitate the issuance of green bonds in New Zealand. Some suggestions as to potential steps NZX might take are: • promotion of or education about this market to issuers and investors (for the latter, domestically and offshore); • perhaps provide a pricing differential for listed green certified bonds; • have a list of pre-approved certifiers, for example Climate Bonds Initiative or rating agencies; • in time, perhaps consider establishing a green bond index. We consider that NZX should leave certification of green bond programmes to external bodies and standards. There are already various bodies that can provide green certification, so it is best not to further fragment this market. Instead, as above, NZX could have a list of pre-approved certifiers. Additional certifiers could be added as the market develops.
Depository receipts and other financial products		
14.	Do you think that depository receipts should be introduced? If so/not, why/why not?	See 11. Above
15.	If so, what are the key shareholder protections which should be introduced?	
16.	Please provide feedback on demand for equity futures and options and measures to promote this aspect of the market.	See 11. Above
17.	Are there any other financial products which NZX's rules should seek to specifically cater for?	See 11. Above
PART THREE – SPECIFIC RULE SETTINGS **Equity – Premium Issuers**		
18.	Do you agree with our proposal to no longer review and approve constitutions for new listings?	Yes. NZX's interests can be adequately addressed with a clause in a Constitution which gives effect to Rule 3.1.1. Beyond this, NZX need not be involved. This same principle can be applied to any proposals to amend the Constitutions, such that the obligations on issuers under Rule 6.1 should also be reduced.

#	Question	Submissions
19.	Do you agree with our proposals to: (a) Reduce the spread requirement to 300 holders for Premium Issuers? (b) Reduce the free float requirement to 20% for Premium Issuers?	No. Spread and free float requirements are redundant and unrealistic except upon initial listing. The objectives of spread and free float requirements are understandable but in reality, are beyond the ability of a listed issuer to efficiently manage other than in the initial phase post listing. Upon listing, a spread and free float are integral aspects of the offer, giving confidence in the likelihood of a viable secondary market. As the listing matures, these matters become self-determining. A very substantial portion of all equities is now held through custodian accounts, disguising the real spread of underlying shareholders and accounting for a significant portion of trading via crossings. Provided underlying data is available (as it is), this market structure is efficient in the current electronic environment. An issuer with loyal shareholders not wishing to sell has no useful ability to manage the free float of its shares, regardless of the level. While it can be increased through new issues, diluting shareholders, that would have a negative effect on value and the general perceptions of the market. A small free float can depress value when available parcels are inadequate for institutional investors, but the ability of one or a few cornerstone shareholders to maintain and grow their positions can equally support value.
20.	Should NZX amend the current minimum holding sizes outlined in Appendix 2 of the Listing Rules? If so, how?	The minimum holding sizes in Appendix 2 remain appropriate to enable issuers to force the sale of small holdings when ongoing costs of maintaining and servicing such holdings warrants that action.
21.	Should NZX introduce additional eligibility requirements for Premium Issuers? (a) If so, what requirements should we introduce?	
Governance – Director appointment and rotations		

#	Question	Submissions
22.	Do you have any suggestions on amendments to the minimum director and director rotation requirements under the rules?	We would encourage NZX to consider the ASX approach to director rotation requirement that each director stands for re-election once every 3 years. The NZX requirements are highly prescriptive and complex, particularly where there are managing directors, directors with equal length of service (since last re-election), or boards with direct appointees. The ASX approach provides greater flexibility for Boards to manage rotation within a more general 3-year term limit and would allow the removal of much of the existing complexity with the current rotation requirements.
23.	Should Managing Directors and directors appointed by shareholders with constitutional power be excluded from the director rotation requirements?	Directors who are directly appointed by shareholders with constitutional power should continue to be excluded from the director rotation requirements and should also be excluded from the calculation of the directors to retire. Where shareholders have these rights, they should determine the tenure of their appointees. We also agree that one Executive Director should continue to be excluded from the director rotation requirements (but should also be excluded from the calculation of the directors to retire). We also submit that the 5-year limit in Rule 3.3.9 should be abolished as this appointment will generally be linked with employment. The purpose of a 5-year term limit is not clear when the rules allow reappointment after that term.
New Zealand Resident Directors		
24.	Do you agree NZX should align its NZ residential director requirement with legislation ie. a requirement to have at least one NZ resident director?	We suggest NZX consider removing the residency requirements from the rules. For a New Zealand incorporated issuer, these are covered by the Companies Act 1993 i.e. allowing for New Zealand or Australia, or a director of an Australian company. For an overseas issuer, the overseas company provisions of the Companies Act require a local agent. The requirement is counter to the intent of attracting overseas listings and we note the ASX does not require an Australian resident director for dual listed companies.

#	Question	Submissions
Director Independence and the Associated Person Test		
25.	Should NZX retain a requirement to have a minimum number of independent directors within its mandatory rules, or alternatively, introduce a "comply or explain" recommendation (potentially for majority independence) within the NZX Corporate Governance Code?	We support introducing a "comply or explain" recommendation for Independent Directors within the NZX Corporate Governance Code, as it is preferable to consolidate governance requirements for issuers in a single source. We do not think that removing the mandatory requirements from the Listing Rules will lead to adverse outcomes for investors, as the obligation to "comply or explain" will, in practice, require issuers to either comply or have a good explanation why they do not do so. This aligns with ASX's approach and recognises that there may be issuers for whom it is not necessarily inappropriate to have a higher number of non-independent directors. We agree on the importance of independent directors and would also support NZX indicating that it will monitor issuer practices under a "comply or explain" approach and retain the flexibility to reinstate mandatory requirements if required. For example, it may be appropriate to have at least 1 or probably 2 independent director(s) to represent the wider retail base. While all directors have a general obligation to act in the best interests of the company, there is a concern that some non-independent directors' think and operate less objectively when appointed by a major shareholder.
26.	If you support inclusion within the NZX Corporate Governance Code, should NZX recommend that boards are majority independent (noting that companies will be able to explain why they may not meet such a recommendation)? (a) If not, should NZX retain the current minimum independence requirements within the rules? If not, why not?	We would support a "comply or explain" recommendation for a majority of independent directors and would not support a mandatory requirement. We agree that, in general, it is desirable for boards to have a majority of independent directors but there may be circumstances in which this is not appropriate, but issuers must be able to explain this and persuade shareholders of the merits of the board's composition. The composition of a board should be a product of a number of factors of which independence is one. There may be other reasons why, at a particular point in time, an issuer does not have a majority of independent directors given the optimal mix of skills/experience and the desired size of the Board.

#	Question	Submissions
27.	Do you agree that NZX should move to a more principles based test of independence?	We support a more principles based test for independence if the requirement for independent directors is moved to a "comply or explain" recommendation in the NZX Corporate Governance Code. Boards will need to determine in good faith, which directors are independent. Where a principles-based approach creates a risk of a different judgement on independence than that adopted by the Board, that different judgement should have no retrospective effect and the directors should not be considered to be in breach of the Listing Rules (except in the most egregious circumstances). If the requirement for Independent Directors remains a mandatory requirement under the Listing Rules, it is natural that Boards will focus on the deeming provisions to avoid the risk of unintentional non-compliance (and breach). In general, a provision that "deems" a person to have a disqualifying relationship should be rebuttable where the Board can satisfy itself that the circumstances are such that the director can act independently. However, it is appropriate that relevant matters are transparently addressed and the presumption should not be simple to rebut. The factors supporting any rebuttal must be fully disclosed to the market. The extent to which the Rules codify independence, or leave some elements up to individual issuers to qualify, should also be considered. Issuers who are listed on other exchanges may have broader or narrower requirements imposed by those exchanges, so some flexibility appears appropriate.
28.	If not, should NZX delete Listing Rules 1.8.3, 1.8.4 and 1.8.5 in their entirety?	Rules 1.8.3-1.8.5 are not simply tied to the definition of Director Independence, and they should be considered discretely from Q27. The review should consider all definitions to ensure they remain appropriate and workable, and the definition of "Associated Person" is relevant to review. However, care must be taken that any revised definition suits all instances and contexts where the term appears in the Rules.
Audit Requirements		

#	Question	Submissions
29.	Do the auditor rotation requirements within the Listing Rules achieve outcomes that could not be met by auditing standards? (ie. Are these valued by investors)	We support simplifying and removing duplication in the listing rules. Matters that are meaningfully and appropriately defined in other regulations or enforceable standards need not be repeated in the Rules, unless the external standards are considered insufficient. Given auditor rotation requirements are set out the auditing standards to achieve the required outcomes, we do not consider the rules should impose separate requirements. However, we think it useful to retain commentary in the NZX Corporate Governance Code around issuers complying with the auditor rotation requirements set out in the XRB standards.
30.	If submitters support retention of these requirements, should NZX make any further amendments to respond to the current XRB proposals – for example, to ensure greater alignment with Australia?	
31.	Should the additional audit committee requirements within the Listing Rules (ie. to have an audit committee, its composition and role) be moved into the NZX Corporate Governance Code? Why/why not?	We support using recommendations and a comply or explain approach for Corporate Governance where appropriate and providing a single source of reference for Corporate Governance requirements. Moving additional audit committee requirements into the NZX Corporate Governance Code recognises that not all issuers are the same and enables Boards to determine the settings most appropriate for an issuer at each stage in its cycle. There may, however, be a threshold at which having an audit committee is a mandatory requirement. This approach will more closely align with ASX's approach.

#	Question	Submissions
Ongoing Obligations		
32.	Should NZX make any amendments to the current disclosure requirements within the rules?	More comprehensive guidance would be welcomed with more examples. LCA members frequently refer to the ASX Guidance Notes which are considered helpful, particularly around changes in expected financial results. Consideration should be given in any guidance notes to the needs of smaller capital companies where modest actual changes in outlook have a proportionately higher impact when translated to percentages. Requiring all communications sent to shareholders to be released to the market leads to information of limited interest/value being disseminated via MAP. It is also currently unclear whether a notice sent to only some shareholders at any point in time is captured. At a minimum we suggest excluding material that is marketing related or sent to only some shareholders (e.g. an investor welcome letter). We also think it useful for the listing rules to reflect guidance already issued, including by noting that material information needs to be released over MAP before being made publicly available unless NZX markets are closed - in which case it can be made publicly available provided a release is loaded before MAP open next trading day.
33.	Should NZX update the content requirements for periodic reports?	The results announcement and annual/interim report requirements could be more clearly differentiated and set out in Appendix 1 (e.g. simple lists/checklists for each). Those requirements, and the ones set out in rule 10.4, could also be simplified to ensure there is no duplication. A number of issuers release their interim results and half-year report simultaneously, and their full-year results and annual report simultaneously. The Rules should be updated to recognise that this is becoming standard practice.

#	Question	Submissions
34.	What additional tools should NZX consider introducing to assist issuers to meet their disclosure obligations under the rules?	Having tools to help issuers manage their periodic reporting obligations would be helpful. This could range from moving rule 10.4 and Appendix 1 requirements into simple checklists to simple automated planning tools to support interim and year end reporting (the obligations are the same each period, just the dates change).
Shareholder Voting Rights		
35.	Should NZX reduce the current headroom for further issues to 15%? Why/why not?	A range of views on this issue reflected different levels of market capitalisation where clearly 15% of a large company can be a materially greater amount than 20% of a small company. The alignment with ASX at 15% has some support but this may be a specific area for differentiation in the Rules, according to market capitalisation.

#	Question	Submissions
36.	Do you agree that the major transactions approval requirement should apply to a broad range of transactions which might affect a company? (eg. Acquisitions or disposals, leases, borrowing, lending, issues of securities)	LCA members expressed a clear view that given the cost, delay and uncertainty introduced by approval processes, they should be reserved only for transactions which change the essential nature of an issuer's business. There is little logic in a threshold based on the size of a single transaction (or series of linked or related transactions). A test based on essential or underlying nature of the business provides shareholders with protection that the business in which they initially invested does not change without their approval. It also avoids capturing transactions which should not, and would not be expected to, be subject to the uncertainty, delay and cost of approval processes. If the concept of "transaction" approval is retained the approval requirements should apply to a very limited and clear range of transactions so regulatory/compliance costs are minimised. It is unclear how the shareholder approval process would work in respect of borrowing. Debt markets can change quickly, and issuers need to be able to respond accordingly. Overlaying a shareholder approval process would make this difficult. It is also noted that consultation with shareholders on "major changes in strategy" faces some challenge as the definition of this can be highly subjective, and the extent to which investors can add value to the strategy decisions is not clear. A more fundamental issue may be whether investors have sufficient information to understand the business they are invested in and to make decisions as to the extent of exposure they want to that business. The Rules are unlikely to be an appropriate means of addressing this issue. An objective standard which could be used as a trigger for consultation on major changes would be if it would result in a change to the ANZSIC Group level classification (i.e., the first 3-digit level of the code) of the issuer's principal activity. It is noted that unless this also required Constitutional amendments, s110 rights would likely not come into play.

#	Question	Submissions
37.	Do you have any comments on how "transaction" might be defined in the rules in order to capture the appropriate transactions?	See Above

#	Question	Submissions
38.	Should NZX reduce the threshold for shareholder approval for major transactions to 25% of the size of a transaction?	Similar to the issues in Q36, strong views opposed the proposal to reduce the threshold. Approval processes should be reserved for transactions which change the essential nature of an issuer's business. It is unclear from the Discussion Paper what the rationale is for halving the transaction threshold and no evidence is provided as to where this has been an issue. This obliviously has transaction impacts (cost, delay, uncertainty) which are hard to justify. It may also lead to other unintended consequences. For example, shareholders being asked to to choose between approving the option put to them or not (with no change to the underlying nature of the business), imposes on them duties which boards should discharge; shareholder approval may require commercially sensitive terms to be referenced. While this may be appropriate in limited cases such as a merger/acquisition scenario, it may lead to poorer outcomes in a repetitive, business as usual, contracting situation losing or at least compromising, valuable commercial opportunities. Accordingly, we submit that the test should be either: – A quantitative test that sets the quantitative threshold sufficiently high that a transaction covered by this is presumptively a material change to the nature of the business. – If the quantitative threshold is lower, a test that includes qualitative elements to avoid requiring shareholder approval for transactions that, while they may be large, do not result in a material change to the nature of the business. The level of 25% of market capitalisation is too low to be used as a quantitative threshold without any qualitative elements. Although we are aware of other exchanges that use a 25% threshold, we do not agree this should be adopted automatically by NZX: – ASX uses a 25% threshold (as guidance) for notification purposes, not for shareholder approval. The requirement to obtain shareholder approval is a discretion of ASX, and ASX has published guidance that makes it clear that this would only be required for transactions that result in a significant change to the nature of scale of a listed entity's activities (and, while the discretion can be exercise in other circumstances, ASX is generally reluctant to do so, unless there are clear and compelling reasons to justify that course of action). – Although other overseas exchanges use a 20% or 25% threshold

#	Question	Submissions
39.	How should NZX measure the size of a transaction?	We submit that, for the purposes of both LR 9.1 and LR 9.2, transactions should be valued: • If an acquisition, at the consideration payable by the Issuer. This (rather than the value of assets) represents the cost to the issuer of the transaction and, in the context of LR 9.2, provides the right value protection for the issuer's shareholders (LR 9.2, in focusing on Aggregate Net Value may require shareholder approval for acquiring assets at a discount, but may not require shareholder approval for acquiring at a premium, which we submit is the opposite of how the rule should operate). • If a disposition, the value tests currently contained in the rules (which, for the purposes of LR 9.2, appropriately deals with the risk of premiums or discounts).
40.	Should NZX make any amendments to the related party transaction thresholds?	Yes. Transactions or series of transactions which are undertaken on normal arms-length commercial or competitive terms should be excluded, negating the need for either a waiver or referral to shareholders. It may be appropriate to have some limited disclosure of such transactions, and/or Board certification, consistent with the conditions that might currently be imposed when a waiver is granted.
EQUITY – STANDARD ISSUERS **Eligibility for Listing**		
41.	Do you agree with the proposal for a spread requirement of 100 holders and free float requirement for 20% for Standard Issuers?	
42.	Should there be any other eligibility requirements for Standard Issuers, including a minimum market capitalisation?	
Governance		

#	Question	Submissions
43.	Do you agree with the proposal to allow more flexibility in governance requirements for Standard Issuers? Why/why not?	
44.	What should the minimum governance requirements be for Standard Issuers?	
45.	Should Standard Issuers be required to report against the NZX Corporate Governance Code or a tailored version of this?	
Reporting and Disclosure		
46.	Should NZX allow more relaxed time frames for periodic reporting obligations under the rules?	Many larger issuers now produce preliminary and final reports simultaneously but LCA is aware that many small cap companies struggle to meet reporting deadlines due to limited resources and often being at the back of the queue for completion of audits. A range of possibilities have been suggested such as a simplified, unaudited preliminary result for smaller cap companies within current timeframes or availability of a waiver (notified to the market well in advance of the due date) allowing a further 30 days.

#	Question	Submissions
47.	**Should** NZX introduce quarterly cash flow reporting for Standard Issuers? Should this apply to all new Standard Issuers (or a subset) and for how long?	No. Any issuer may elect to voluntarily report on a more frequent basis than required. New issuers may find there is a clear market-drive demand for this, as investors respond positively to more frequent reporting and negatively to less frequent reporting. This need not be governed by the Rules. A Standard, applicable only to certain Issuers (not necessarily based on size or maturity), could be used to signal expectations.
48.	Should NZX require reporting of Key Operating Metrics for Standard Issuers? Should this apply to all new Standard Issuers (or a subset) and for how long?	No
49.	Should NZX make any other amendments to the reporting and disclosure requirements for Standard issuers?	No
Shareholder Voting Rights		
50.	For which types of transactions should shareholder approval be required for Standard Issuers?	
51.	What should the relevant approval thresholds be?	
52.	Do you agree NZX should allow a pre break regime in relation to shareholder approval requirements for Standard Issuers?	
DEBT ISSUERS ***Eligibility***		
53.	Do you agree NZX should remove current spread and free float requirements for debt issuers? Who/why not?	We understand the rationale for having a minimum number of holders for a series of bonds and we think it is a reasonable requirement to retain, however it can create some short term logistical/technical issues. Under some offer structures, the spread requirement of 100 holders may not be met immediately upon issue of the bonds, but is usually met within a short time afterwards. NZX routinely grants waivers from this requirement for a period of around 6 months, however the waiver is often only relied on for a much shorter timeframe than this. If the Rules allowed a short grace period in which compliance must be reached (for example one or two weeks), then in many cases a waiver would not be required at all.
54.	What steps should NZX take improve liquidity in its Debt Market, particularly for perpetual and longer dated	

#	Question	Submissions
	instruments?	
55.	What steps can NZX take to encourage listing of longer dated debt instruments?	
56.	Should NZX list wholesale debt instruments? If so, what steps should be taken to facilitate the listing of wholesale debt instruments?	
57.	What other amendments should NZX consider in relation to debt issuers?	Our experience is that the FMCA "quoted financial products" (QFP) regime has greatly reduced compliance costs for debt offers and made repeat and regular issuing a much more attractive option. To encourage more companies to issue regularly, NZX should consider changing the fee structure for an initial listing of a new tranche of bonds issued under a QFP to recognise and reward regular issuers.
Governance		
58.	What amendments should NZX make to the rules to the current debt governance arrangements?	
Disclosure and Reporting		
59.	Should NZX make any amendments to the disclosure and reporting requirements for debt issuers?	
FUNDS Eligibility		
60.	What spread and free float requirements should be imposed for listed funds? Please also provide feedback on any necessary amendments to Appendix 2 under the Listing Rules for funds.	
61.	For those fund entities who are licensed and may wish to be listed, we seek feedback on areas of the Listing Rules which should supplement licensing requirements.	
62.	A number of entities with fund qualities but with corporate structures are listed as equity issuers under rules (for example, corporate property investment companies). Is this the most appropriate treatment of these vehicles or would bespoke rules be preferable?	
63.	Should a separate approach be taken the	

#	Question	Submissions
	listing/regulation of active and passive funds? Or open and closed ended funds?	
Governance		
64.	What governance arrangements should NZX require for listed funds? Please explain appropriate distinctions for different structures.	
Disclosure and Reporting		
65.	What disclosure and reporting requirements should NZX require for listed funds?	
Member / Unitholder Approvals		
66.	What member / unitholder approval requirements should NZX require for listed funds?	
CORPORATE ACTION TIMETABLES		
67.	What amendments should be made to the current corporate action timetables under the rules?	
68.	Should the time frame under Listing Rule 7.12.2 be reduced? If so, by how much?	
69.	Should NZX introduce a mandatory latest date for acceptances of DRP elections of the record date plus 1 business day to align with Australia?	
REVERSE AND BACKDOOR LISTINGS		
70.	Do you agree with the proposals above in relation to reverse/backdoor listings? Why/why not?	
71.	Do you have any other feedback in relation to reverse / backdoor listings?	
72.	Should NZX facilitate the listing SPACs/SPVs? What are the appropriate shareholder protections for these vehicles?	
OVERSEAS LISTED ISSUER SETTINGS		
73.	Do you agree with the proposals above in relation to settings for overseas listed issuers?	
74.	Do you have any other feedback in relation to settings for overseas listed issuers?	

#	Question	Submissions
OTHER		
75.	Should NZX introduce any additional requirements in relation to the conduct of Annual Meetings?	The current placement of timing and voting requirements in the Code is appropriate, in that variation from the standard does not constitute a breach of the Rules but is a matter that warrants explanation. Inclusion of timing requirements in the Rules in respect of Notices of Meeting could potentially set up a conflict between those Rules and other legislative requirements, especially with respect to obligations relating to shareholder proposals (Companies Act 1993, schedule 1, clause 9). There is potentially already tension between the timing requirements in the Act, and the requirements of LR6.1, where a shareholder proposal relates to matters outside the scope of LR6.1.2(d). Mandating that notices of meeting must be on a website, 28 days before a meeting may lead to an issuer having to choose between breaching the listing rules (vs "explaining why") or including a shareholder proposal in the notice. We think that shareholder proposals should be excluded from the NZX review requirements under LR 6.1.2(d). Issuers have no control over the timing, content or substance of those proposals. While we think the requirements set out in the NZX Corporate Governance Code and Companies Act generally strike an appropriate balance, improvements could be made around things like no longer requiring auditor fees to be approved. While we appreciate this is not an NZX listing rule requirement the current review may be a timely point for these sorts of issues to be explored with MBIE.
76.	What amendments should NZX make to Listing Rules 5.1 and 5.2?	
77.	Are any specific amendments needed to the rules to address requirements of co-operatives or other structures?	
78.	Do any of the key definitions under the rules need to be amended?	
79.	Please provide any feedback on other areas of the rules which you think should be amended and the reasons for	

#	Question	Submissions
	requesting such amendments.	