

DISCLOSE REGISTER KEY LEGISLATIVE REFERENCES GUIDE - EQUITY SECURITIES

¹ All references in this table are to the Financial Markets Conduct Regulations 2014 (FMCR) and the Financial Markets Conduct Act 2013 (FMC Act).

Field label	Field help text	Key legislative references ¹
OFFER DETAILS		
Offer description		
Offer name	Enter the name of the offer as stated on the Product Disclosure Statement (PDS).	Cl 3(1) Sch 2 FMC Act
Product description	Enter a brief description of the products offered. If the product is convertible, include a brief description of the new products.	Cl 52(1)(d) Sch 3 FMCR
Offering under exemption		
Schedule 1 exemption	Select 'Yes' if the offer is made in reliance upon an exemption in Schedule 1 of the FMC Act.	Cl 38(2)(b)(i) Sch 8 FMCR
Schedule 1 exemption description	Briefly identify the exemption.	Cl 38(2)(b)(i) Sch 8 FMCR
Financial Markets Authority exemption	Select 'Yes' if registering in reliance on an exemption granted by the Financial Markets Authority (FMA).	Cl 52(1)(n) Sch 3 FMCR
Financial Markets Authority exemption description	Give the name of the exemption.	Cl 52(1)(n) Sch 3 FMCR
Issuing a short form offer	Select if short-form disclosure is being used for the offer.	Cl 52(ha) Sch 3 FMCR
Offer details		
Date offer opens	Enter the intended date on which the offer will be open for applications, if applicable.	Cl 52(1)(g) Sch 3 FMCR
Date offer closes	Enter the intended date on which the offer will close for applications, if applicable.	Cl 52(1)(g) Sch 3 FMCR

Continuous issue	Select 'Yes' if the offer is made continuously and has no fixed closing dates.	CI 52(1)(h) Sch 3 FMCR
Minimum investment	If there is a minimum amount an investor who applies for the financial products is required to invest, enter that amount.	CI 52(1)(i) Sch 3 FMCR
Minimum total amount to be raised	If the financial products will not be issued unless a minimum amount is raised, enter that amount.	CI 52(1)(j) Sch 3 FMCR
Fixed offer price of security - amount	Enter the fixed price for the equity securities (if any).	CI 52(1)(da) Sch 3 FMCR
Fixed offer price of security - description	Enter a brief description of how the price of (or other consideration for) the equity securities will be fixed.	CI 52(1)(da) Sch 3 FMCR
Restrictions on acquisition of security	Select if there are restrictions on investors in New Zealand who are able to acquire the equity securities.	CI 52(1)(k) Sch 3 FMCR
Description of restrictions on acquisition	Enter a brief description of the restrictions and the eligibility criteria that an investor must satisfy to acquire the equity securities.	CI 52(1)(k) Sch 3 FMCR
Intended to list on licensed market	Select 'Yes' if the financial product offered is listed or intended to be listed on a public securities market.	CI 52(1)(f) Sch 3 FMCR
Link to product page on market operator's website	Enter the internet address of the page relating to the issuer or financial products on the market operators' internet site. If this is not known at the date of the PDS it can be entered when known.	CI 52(1)(f) Sch 3 FMCR
Convertible financial product	Select 'Yes' if the financial product offered can be converted by the issuer into a financial product of another kind.	CI 52(1)(m) Sch 3 FMCR
Convertible financial product description	Enter a brief description of the product.	CI 52(1)(m) Sch 3 FMCR
Product designated/reclassified by Financial Markets Authority	Select 'Yes' if the product offered has been subject to a designation by FMA under subpart 3 of Part 9 of the FMC Act.	CI 52(1)(o) Sch 3 FMCR

Restriction or prohibition on transfer	Select 'Yes' if the financial products offered are not transferable or are subject to restrictions on the right to transfer (other than standard restrictions that apply on the licensed market).	CI 52(1)(l) Sch 3 FMCR CI 52(2) Sch 3 FMCR
Further payments may be required	Select 'Yes' if a holder of the financial products will or may be liable to make further payments in respect of the products, including payment of fees or charges.	CI 52(1)(e) Sch 3 FMCR
Offer extended into Australia under recognition scheme	Select 'Yes' if it is intended to make the offer of financial products in Australia under the Australian recognition scheme.	CI 52(1)(p) Sch 3 FMCR
Confirmation day	Select the confirmation date (day).	Regulation 52A FMCR
Confirmation month	Select the confirmation date (month).	Regulation 52A FMCR
PARTICIPANTS		
Participant type <ul style="list-style-type: none"> ○ Company ○ Credit Union, overseas issuer... ○ Individual, partnership, other... 	Select "Company" if participant is on the NZ Companies Register. Select "Credit Union, overseas issuer..." if participant is on another register maintained by the Companies Office. Select "Individual, partnership, other..." if participant is on the Other participants directory.	CI 52(1)(a) Sch 3 FMCR
Participant name	<automatically populated>	CI 52(1)(a) Sch 3 FMCR
<Issuer, Offeror> email	Enter the email address for receiving notifications from the Registrar.	CI 52(1)(b) Sch 3 FMCR
FSP number	Enter the participant's registered financial service providers registration number.	CI 3 Sch 2 FMC Act
Registration number of participant in country of origin	Enter the number under which the participant is incorporated, formed or established (if done so in a jurisdiction outside New Zealand).	CI 52(1)(a) Sch 3 FMCR
Industry of issuer	Select the main industry in which the issuer operates.	CI 52(1)(c) Sch 3 FMCR
Issuer website	If the Issuer maintains a website, enter the internet address of the website.	-

Is register of regulated products kept at same place as registered office	Select 'Yes' if the register of regulated financial products is kept at the registered office of the issuer. If not, select 'No' and complete the address details for the place where the register is kept.	Section 220 FMC Act
DOCUMENTS		
Product disclosure statement (PDS)	Upload the current PDS for the offer. Documents should be uploaded in a searchable .pdf format.	Cl 3 Sch 2 FMC Act Section 71 FMC Act Section 73 FMC Act
PDS status	Select the current status of the PDS.	Cl 3(1)(h) Sch 2 FMC Act and Regulation 280 FMC Act
PDS to open on date offer opens	Select if the PDS will have the status 'open for applications' on the date the offer opens.	-
Supplementary PDS	Upload any document that supplements the PDS for the products offered. Documents should be uploaded in a searchable .pdf format.	Section 71 FMC Act Section 72 FMC Act
Key product and financial information	For continuous issuers only – selected product and financial information, if this is incorporated by reference into the PDS.	Cl 40 Sch 3 FMC Act
Directors consent	Upload the statement evidencing the issuer's board's consent to lodgement of the PDS and supply of the information to appear on the register.	Regulation 45 FMC Act
Company constitution	Upload a copy of the issuer's constitution. Documents should be uploaded in a searchable .pdf format.	Cl 54 (1)(a) Sch 3 FMC Act
Issuer financial statement(s)	Upload the issuing group and other financial statements (including auditor's report) required by the FMC Act.	Cl 53 Sch 3 FMC Act
Interim issuer financial statement(s)	Upload any interim financial statements (including auditor's report, if any) required by the FMC Act.	Cl 53 Sch 3 FMC Act
Amended issuer financial statement(s)	Upload any amendments to issuing group and other interim financial statements required by the FMC Act.	Cl 53 Sch 3 FMC Act

	FMCR.	
Other financial information	Documents should be uploaded in a searchable .pdf format.	CI 54(1) Sch 3 FMCR
Other material information	Upload all other documents required by the regulations to be disclosed on the register (such as material contracts (or summaries of them), issue expense information) and documents containing other material information in relation to the offer. Documents should be uploaded in a searchable .pdf format. If multiple documents are uploaded they should be clearly labelled and named in a manner that enables the material content to be easily identified.	CI 54(1) Sch 3 FMCR
Notice of intention to make offer under Australian recognition scheme	Upload the notice of intention to make the offer in Australia under the Australian recognition scheme. See Regulation 277 of the FMCR.	Regulation 277 FMCR
Event based disclosure notice	Upload the event disclosure information required under Regulation 55 FMCR.	Sections 97 and 98 FMC Act Regulation 55 FMCR CI 56 Sch 3 FMCR

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