



NXT Market Templates

16 March 2015

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Template for Rule 12 - Director Acknowledgment

NOTE: The following is the **template** that sets out the form of the **directors'** acknowledgement for the purposes of **rule 12**.

NZX Limited
Level 1, NZX Centre,
11 Cable Street
PO Box 2959
Wellington

Attention: NZX Regulation

Acknowledgment pursuant to NXT Market Rule 12

I, [name of director], a director of [name of **NXT company**] ("the company") hereby acknowledge that:

- a) I am aware that the company is contractually bound to observe the listing agreement between the company and NZX, and the rules from time to time; and
- b) I will use my best endeavours to procure compliance by the company with the NXT Market Rules.

Dated this [date] day of [month] [year]

.....

[name of **director**]

Template for Rule 44 or Rule 46 – Directors’ Certificate

NOTE:

- The following is the **template** that sets out the form of the **directors’** certificate for the purposes of **rule 44** or **rule 46**.
- This **template** is included in clause 1(3) of the business update **template**. If this certificate is released as part of the business update contemplated by **rule 44** or **rule 46** it does not need to be additionally **released**.

[Name of NXT Company] [Ticker]	
In the directors’ opinion, [insert name of NXT company]’s key operating milestones , taken together, address the most significant factors by which the performance of [insert name of NXT company]’s or [insert name of NXT company]’s group ’s business should be assessed and monitored and will result in understandable reporting for investors and therefore meet the NXT standard .	
Dated dd/mm/yyyy	
Name of director	<i>Signature</i>
Name of director	<i>Signature</i>

Template for Rule 49 – Business Update

NOTE: The following is the **template** that sets out the requirements for the business update for the purposes of **rule 49**. All cash amounts must be expressed in New Zealand Dollars (NZD).

[[Name of NXT Company] - Business Update for the period [xx] to [xx]]

1 General commentary and review

- (1) A **NXT company** must provide a general commentary in relation to developments in the **group's** business, for the last financial quarter.
- (2) The general commentary must include a description of any major changes or developments that have or will have a key effect on the **NXT company** and/or the **group's** business, or stated strategy and plans, in relation to the following matters:
 - a. customers and/ or suppliers of the **NXT company** or the **group**;
 - b. potential opportunities of the **NXT company** or the **group**;
 - c. the external operating environment of the **NXT company** or the **group**;
 - d. government regulation or enforcement action against the **NXT company** or the **group**; and/ or
 - e. contingent liabilities of the **NXT company** or the **group**.
- (3) If the business update is to include a directors' certificate as required by **rule 44** or **rule 46**, the following is the form of the certificate:

In the **directors'** opinion, [insert name of **NXT company**]'s **key operating milestones**, taken together, address the most significant factors by which the performance of [insert name of **NXT company**]'s or [insert name of **NXT company**]'s **group's** business should be assessed and monitored and will result in understandable reporting for investors and therefore meet the **NXT standard**.

2 Performance against key operating milestones

- (1) A **NXT company** must complete this section, if it has not restated its **key operating milestones**, or reset its targets during the **restatement period**.
- (2) A **NXT company**, to whom this section applies, must provide a report on the **NXT company's** performance for the last financial quarter, against the annual target for each **key operating milestone**.

3 Performance against key operating milestones – restatement of key operating milestones

- (1) A **NXT company** must complete this section, if it has restated any of its **key operating milestones** in accordance with **rule 45**, during the **restatement period**.
- (2) A **NXT company**, to whom this section applies must provide:
 - a. a statement of the restated **key operating milestones**,, which clearly shows that those **key operating milestones** have been restated, together with the target for each restated **key operating milestone**;
 - b. a statement of the **key operating milestones** that have not been restated, together with the target for each **key operated milestone**;

- c. commentary as to the reasons for the restated **key operating milestones** and an explanation as to how the restated **key operating milestones** are relevant to the **NXT company's** key strategies and returns to shareholders and, taken together with the rest of the **NXT company's key operating milestones**, meet the **NXT standard**.

- (3) A **NXT company**, to whom this section applies, must provide a report on the **NXT company's** performance for the last financial quarter against the annual target for each **key operating milestone** referred to in sub-clause 2(a) and (b).

4 Performance against key operating milestones – reset of targets

- (1) A **NXT company** must complete this section, if it has reset an annual target in accordance with **rules 43, 45 or 47** during the **restatement period**.
- (2) A **NXT company**, to whom this section applies must provide:
- a. a statement of the **NXT company's key operating milestones**, that meet the **NXT standard** and the targets and reset targets for those **key operating milestones**, that clearly shows those targets that have been reset;
- b. commentary as to the reasons for the reset of the targets.
- (3) A **NXT company**, to whom this section applies, must provide a report on the **NXT company's** performance for the last financial quarter, against the annual target for each **key operating milestone**, including those targets that have been reset.

5 Future events and business update timetable

- (1) A **NXT company** must provide a statement of the timetable for any meetings of shareholders and investor events, that are scheduled for the next financial year, for example roadshows or investor days, in the table set out below.
- (2) A **NXT company** must provide a statement of the date on which the next business update is scheduled to be **released**, in the table set out below.

Upcoming event	Date of event
[Nature of event]	[dd/mm/yyyy]
Annual meeting	[dd/mm/yyyy]
Next business update	[dd/mm/yyyy]

6 Other information

Provide any other information that the **NXT company** wishes to include in the business update.

Authority for this announcement

Name of senior manager or director authorised to make this announcement	
Contact phone number	
Contact email address	

Date of release	
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[name of NXT company] 's shares can be traded on the NXT Market. [name of NXT company] is required to disclose information under the NXT Market Rules. Information about the NXT Market and the NXT company is available here [insert link to NXT website].

Instructions

NXT companies must complete the applicable sections of this business update template.

In this template the **restatement period** means the period that commences on either:

- a. the date on which the last business update was **released** under **rule 49**; or
- b. if this is the **NXT company's** first business update, the date on which the **listing document** was registered;

and ends on the date on which the business update is **released**.

Template for Rule 56 - Allotment Notice

NOTE: This form must be completed by a **NXT company** and released to **NZX** immediately after:

- an issue of **equity securities** (which includes issue on conversion) or issue of **securities convertible into equity securities**; or
- a redemption or acquisition of **equity securities**

This form must be attributed to a **director** or **senior manager** of the **NXT company**. All cash amounts must be expressed in New Zealand Dollars (NZD) and to 6 decimal places.

Name of **NXT company** and **NZX** ticker code

Date

Class of **security**

ISIN

Number issued/acquired/redeemed/

Date of issue/acquisition/redemption/conversion

[dd/mm/yyyy]

Issue/acquisition/redemption/ price

Nature of the payment (for example, cash or other consideration)

Amount paid up (if not in full)

Percentage of total class of **securities** issued/acquired/redeemed/ **converted**¹

%

Reason for issue/acquisition/redemption/**conversion** and specific authority for issue/acquisition/redemption/**conversion** (if any)

Total number of **securities** of the class in existence after issue/acquisition/redemption/**conversion**

¹ The percentage is to be calculated after the issue, acquisition, redemption or **conversion** has occurred

In the case of an acquisition of **shares**, whether those **shares** are to be held as **treasury stock**

Principal terms of the **securities**, if the **securities** are not **quoted** (for example: if options – exercise price and exercise date; if **convertible securities** – **conversion** price and **conversion** dates)

Specific authority for the issue, acquisition, redemption or **conversion**, including a reference to the rule pursuant to which the issue, acquisition, redemption or **conversion** is made

Terms or details of the issue, acquisition, redemption or **conversion** (for example: restrictions, escrow arrangements)

Authority for this announcement

Name of senior manager or director authorised to make this announcement	
Contact phone number	
Contact email address	
Date of release	[dd/mm/yyyy]

[name of NXT company] 's shares can be traded on the NXT Market. [name of NXT company] is required to disclose information under the NXT Market Rules. Information about the NXT Market and the NXT company is available here [insert link to NXT website].

Template for Rule 57 - Notice of Dividend

NOTE: This form must be completed by a **NXT company** to notify the market of a dividend payment on **shares**. This form must be submitted to **NZX** for **release** at least **5 business days** before the **record date** for the dividend.

This form must be attributed to a **director** or **senior manager** of the **NXT company**. All cash amounts must be expressed in New Zealand Dollars (NZD) and to 6 decimal places.

Section 1 Dividend Information

Name of NXT company				
NZX ticker code				
ISIN (If unknown, check on [<i>insert NXT website address</i>])				
Name of registry				
Type of dividend (Please tick the relevant box/es)	Full Year	<input type="checkbox"/>	Quarterly	<input type="checkbox"/>
	Half Year	<input type="checkbox"/>	Special	<input type="checkbox"/>
	DRP applies	<input type="checkbox"/>	Supplementary dividend	<input type="checkbox"/>
Record date	Close of trading on: [dd/mm/yyyy]			
Ex-Date (2 business days before the record date)	[dd/mm/yyyy]			
Payment date (and allotment date for DRP)	[dd/mm/yyyy]			
Total monies associated with the dividend	\$			
Source of dividend (for example, retained earnings)				

Section 2 Dividend Amounts

Total amount ²	\$
Cash per share	\$

Section 3 Taxation

Is the dividend imputed? <i>Please tick box that applies.</i>	Fully Imputed	<input type="checkbox"/>	Partial Imputation	<input type="checkbox"/>	No Imputation	<input type="checkbox"/>
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² If the dividend is imputed, then the total amount of the dividend is the cash dividend plus the imputation credits. The imputation credits plus the RWT amount must be 33% of the gross dividend. If the dividend is fully imputed the imputation credits will be 28% of the gross dividend with remaining 5% being RWT.

If fully or partially imputed, please state imputation rate as % applied	%	
Imputation tax credits per share	\$	
Resident Withholding Tax amount per share ³		\$

Section 4 Dividend re-investment plan (if applicable)

DRP % discount	%	
Start date and end date for determining market price for DRP	Close of trading on: [dd/mm/yyyy]	Close of trading on: [dd/mm/yyyy]
Date strike price to be announced <i>(if not available at this time)</i>	Close of trading on: [dd/mm/yyyy]	
Provide source of shares to be issued under DRP programme ⁴		
DRP strike price per share	\$	

Section 5 Authority for this announcement

Name of senior manager or director authorised to make this announcement	
Contact phone number	
Contact email address	
Date of release	[dd/mm/yyyy]

[name of NXT company] 's shares can be traded on the NXT Market. [name of NXT company] is required to disclose information under the NXT Market Rules. Information about the NXT Market and the NXT company is available here [insert link to NXT website].

³ If the dividend is not imputed, then RWT will be 33% of the 'actual dividend amount'

⁴ If the DRP securities are sourced from new issued capital or bought on market

Template for Rule 57 – Notice of Corporate Actions

NOTE: This form must be used by a **NXT company** to notify the market of a **corporate action** other than a dividend (for example: a bonus issue, **rights offer** or a share purchase plan). This form must be submitted to **NZX** for **release**:

- in compliance with rule 57, being at least 5 **business days** before the **record date** for a **corporate action**; or
- in compliance with clause 1(1) of the **procedure** for rule 57, being at least 5 **business days** prior to the **ex date** for a **rights offer**; or
- in compliance with clause 1(2) of the **procedure** for rule 57 for a **share purchase plan**.

Sections 1 and 7 of this form must be completed along with one of sections 2 to 6 that is relevant to the proposed **corporate action**.

This form must be attributed to a **director** or **senior manager** of the **NXT company**. All cash amounts must be expressed in New Zealand Dollars (NZD) and to 6 decimal places.

Section 1 NXT Market Company Information

Name of NXT company				
share name/ description				
The NXT company's NZX ticker code				
Security ISIN (If unknown, check on [<i>insert NXT website address</i>])				
Name of Registry				
Type of corporate action (Please tick the relevant box/es)	Share purchase plan	<input type="checkbox"/>	Renounceable rights offer	<input type="checkbox"/>
	Capital reconstruction	<input type="checkbox"/>	Non renounceable rights offer	<input type="checkbox"/>
	Call	<input type="checkbox"/>	Bonus issue	<input type="checkbox"/>
		<input type="checkbox"/>		<input type="checkbox"/>
Record date	Close of trading on: [dd/mm/yyyy]			
Ex-date (2 business days before the record date)	[dd/mm/yyyy]			

Section 2 Rights offer

Number of rights to be issued	
Number of shares to be issued under the rights offer	
Minimum entitlement	
Entitlement ratio (for example 1 for 2)	New <input type="checkbox"/> for Existing <input type="checkbox"/>
Treatment of fractions	

Subscription price	\$
Letters of entitlement mailed	[dd/mm/yyyy]
Offer close	[dd/mm/yyyy]
Quotation Date ⁵ (if applicable)	Market open on: [dd/mm/yyyy]

Section 3 Bonus issue

Number of shares to be issued	
Minimum entitlement	
Entitlement ratio (for example 1 for 2)	New for Existing <input type="checkbox"/> <input type="checkbox"/>
Treatment of fractions	
Allotment Date	Market open on: [dd/mm/yyyy]

Section 4 Share purchase plan

Number of shares to be issued	
Minimum entitlement	
Exercise Price	\$
Closing Date	Market close on: [dd/mm/yyyy]
Allotment Date	[dd/mm/yyyy]

Section 5 Call

Total number of shares being called	
Total call amount payable in respect of all shares	\$
Amount payable per share	\$
Call notices mailed	[dd/mm/yyyy]

⁵ The quotation date for Rights will be the ex date.

Section 6 Capital reconstruction

Nature of capital reconstruction (Please tick applicable box)	Share Split		Share Consolidation		
	Other		Amalgamation		
Ratio (for example 1 for 2)			New	for	Existing
			<input type="checkbox"/>		<input type="checkbox"/>
Treatment of fractions					
Number of shares to be issued/ redeemed					
Per security amount (if cash reconstruction)	\$				
Payment date (if cash reconstruction)	[dd/mm/yyyy]				
Allotment date	[dd/mm/yyyy]				

Section 7 Authority for this announcement

Name of senior manager or director authorised to make this announcement	
Contact phone number	
Contact email address	
Date of release	[dd/mm/yyyy]

[name of NXT company] 's shares can be traded on the NXT Market. [name of NXT company] is required to disclose information under the NXT Market Rules. Information about the NXT Market and the NXT company is available here [insert link to NXT website].

Template for Rule 58 – Form of Releases

NOTE: The following is the template of the form of a release, for the purposes of **rule 58**.

[Name of NXT Company] [Ticker] - [Title of Announcement] [Date]	
[Announcement Headline: Headline should be no longer than 59 characters and should be submitted in lower case]	
[Announcement Text]	
List of Attachments;	<i>[Names of all the attached PDF files to be submitted]</i>

Authority for this announcement	
Name of senior manager or director authorised to make this announcement	
Contact phone number	
Contact email address	
Date of release	

[name of NXT company] 's shares can be traded on the NXT Market. [name of NXT company] is required to disclose information under the NXT Market Rules. Information about the NXT Market and the NXT company is available here [insert link to NXT website].