

Financial Markets Conduct (Helios Energy) Exemption Notice 2025

This exemption is granted by the Financial Markets Authority under section 556 of the Financial Markets Conduct Act 2013 after being satisfied of the matters set out in section 557 of that Act.

Contents

| | | Page |
|---|------------------------------|------|
| 1 | Title | 1 |
| 2 | Commencement | 1 |
| 3 | Revocation | 1 |
| 4 | Interpretation | 1 |
| 5 | Exemption | 2 |
| 6 | Conditions | 2 |
| 7 | Offers not regulated offers | 4 |
| | Schedule – Warning Statement | 4 |

Notice

1 Title

This notice is the Financial Markets Conduct (Helios Energy) Exemption Notice 2025.

2 Commencement

This notice comes into force on 15 May 2025.

3 Revocation

This notice is revoked on the close of 14 May 2030.

4 Interpretation

(1) In this notice, unless the context otherwise requires,—

Act means the Financial Markets Conduct Act 2013

eligible person means a person who is, at the time of the offer or at the time when the specified financial products are acquired, 1 or more of the following—

- (a) an employee of Helios Energy or HEL; or
- (b) a person who provides personal services (other than as an employee) principally to Helios Energy or HEL; or
- (c) a trustee of a trust in respect of which a person described in paragraph (a) or (b) is a beneficiary; or

- (d) a company that is controlled by a person described in paragraph (a), (b) or (c) (within the meaning of clause 48 of Schedule 1 of the Act)

HEL means Helios Energy Limited, a subsidiary of Helios Energy

Helios Energy means Helios Energy Hold LP

Regulations means the Financial Markets Conduct Regulations 2014

relevant financial statements has the meaning set out in clause 2 of Schedule 8 of the Regulations

scheme means a staff incentive scheme established by Helios Energy under which an eligible person may acquire specified financial products

specified financial products –

- (a) means partnership interests (as that term is defined in the Limited Partnerships Act 2008) in Helios Energy; and
- (b) includes an option to acquire, by way of issue, a partnership interest of the kind referred to in paragraph (a).
- (2) Any term or expression that is defined in the Act or the Regulations and used, but not defined, in this notice has the same meaning as in the Act or the Regulations.
- (3) Regulation 9 of the Regulations applies, with all necessary modifications, to a warning statement required to be provided by this notice.

5 Exemption

Helios Energy is exempt from Parts 3 and 4 of the Act in respect of specified financial products offered under a scheme.

6 Conditions of exemption in clause 5

- (1) The exemption in clause 5 is subject to the conditions that—
- (a) the offer is made as part of the remuneration arrangements for, or is otherwise made in connection with the employment or engagement of—
- (i) an employee of Helios Energy or HEL; or
- (ii) a person who provides personal services (other than as an employee) principally to Helios Energy or HEL; and
- (b) the offer must not be for the primary purpose of raising funds for Helios Energy; and
- (c) the total number of specified financial products issued or transferred under all of Helios Energy's schemes in any 12-month period does not exceed 10% of the specified financial products of Helios Energy that are of the same class as at the start of the 12-month period; and
- (d) the offer must be made only to eligible persons, so that—
- (i) the only investors who are able, under the terms of the offer, to acquire specified financial products are eligible persons; and
- (ii) all of the investors who acquire specified financial products under the offer are eligible persons; and
- (e) Helios Energy must not accept an application, or issue or transfer specified financial products to, an eligible person if the following were not provided to that eligible person

- (or to the person referred to in (a) whose relationship with the eligible person causes that person to be an eligible person), before the application, issue or transfer was made:
- (i) a document that contains, in a prominent position, the warning statement referred to in the Schedule of this notice; and
 - (ii) a document that contains a description of the relevant scheme and its terms and conditions; and
 - (iii) the documents referred to in clause 6(2).
- (2) For the purposes of clause 6(1)(e)(iii), the documents are—
- (a) each of the following:
 - (i) a copy of Helios Energy’s latest annual report prepared under any enactment (if any);
 - (ii) a copy of Helios Energy’s limited partnership agreement;
 - (iii) a copy of the relevant financial statements of Helios Energy and, if those statements are not audited or reviewed by an auditor, a statement to that effect;
 - (iv) a copy of the auditor’s report on those relevant financial statements (if any); or
 - (b) a notice that contains—
 - (i) a statement to the effect that the eligible person has a right to receive from Helios Energy, free of charge, a copy of the documents referred to in clause 6(2)(a) if the eligible person makes such a request; and
 - (ii) a statement to the effect that the eligible person may obtain a copy of those documents by electronic means; and
 - (iii) a statement as to how the eligible person may obtain a copy of those documents by electronic means (for example, from a specified Internet site address).
- (3) One or more of the documents specified in clauses 6(1)(e) and 6(2) above may be combined in a single document.
- (4) In calculating the total number of specified financial products issued or transferred under all of Helios Energy's schemes for the purposes of clause 6(1)(c)—
- (a) an issue or sale to a person must be disregarded if the issue or sale results from an offer that—
 - (i) does not require disclosure under Part 3 of the Act because of any reason other than because of reliance on this notice; or
 - (ii) is not received in New Zealand; or
 - (iii) is a regulated offer that is separate from the offer made in reliance on this notice; and
 - (b) if an offer of specified financial products of the kind referred to in paragraph (b) of the definition of “specified financial product” is made—
 - (i) the offer must be treated as being an offer of the underlying specified financial products (with the offer of the options themselves being disregarded in the calculation); and
 - (ii) the underlying specified financial products must be treated as being issued when the options are issued (regardless of whether or when the options are actually exercised); and

- (iii) in a case where the number of underlying specified financial products to be acquired will be determined under a formula or other calculation, Helios Energy must apply the formula or make the calculation as at the time that the option is offered or issued using any assumptions that Helios Energy considers are reasonable.
- (5) For the purposes of clauses 6(1)(e) and 6(2)—
 - (a) a document must be provided to an eligible person by giving it to that person or delivering or sending it to that person's address; and
 - (b) if an eligible person requests a document referred to in clause 6(1)(e) or 6(2), Helios Energy must provide that document to that person within 5 working days after Helios Energy receives that request.

7 Offers not regulated offers

An offer of specified financial products made in reliance on this notice is not a regulated offer.

Schedule

Warning Statement

"Warning

This is an offer of [options (**Options**) to acquire]* a partnership interest in Helios Energy Hold LP (**Helios Energy**). A partnership interest gives you a stake in the ownership of Helios Energy. You may receive a return if a distribution is paid while you hold a partnership interest.

If Helios Energy runs into financial difficulties and is wound up, [and you have exercised any of your Options,] * you will be paid only after all creditors and holders of any preferred partnership interests have been paid. You may lose some or all of your investment.

New Zealand law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors to make an informed decision.

The usual rules do not apply to this offer because it is made under an exemption granted by the Financial Markets Authority that allows Helios Energy to offer the partnership interests to eligible persons. As a result, you may not be given all the information usually required. You will also have fewer other legal protections for this investment.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself, particularly if you are unfamiliar with limited partnerships.

The [Options and the]* partnership interests are not quoted on any stock exchange. This means the trading market for the investment is likely to be limited and you may not be able to sell it.

[The sale of the Options is prohibited without first obtaining the consent of Helios Energy.]* The [Options and the]* partnership interest cannot be redeemed. The partnership interests cannot be disposed of or otherwise dealt with other than in accordance with the disposal restrictions in the Limited Partnership Agreement for Helios Energy, the terms of the offer and all applicable laws, namely:

[insert summary of arrangements under which the investor may sell or transfer the partnership interest (if any) and any restrictions on their ability to do so.]"

* Omit if it is not applicable.

Dated at Auckland this 14th day of May 2025.



Louise Unger
Executive Director, Response and Enforcement
Financial Markets Authority

Statement of Reasons

This notice comes into force on 15 May 2025, and is revoked on the close of 14 May 2030.

This notice exempts Helios Energy Hold LP (**Helios Energy**) from compliance with the disclosure and governance requirements of Parts 3 and 4 of the Financial Markets Conduct Act 2013 (**Act**).

The exemption applies only to offers of partnership interests in Helios Energy (or options to acquire those interests) (**specified financial products**) made under Helios' staff incentive scheme to certain eligible persons (the **staff**), including employees of, or persons (other than employees) who provide personal services principally to, Helios Energy or its subsidiary Helios Energy Limited (**HEL**). Within the Helios Energy group (comprising Helios Energy and its subsidiaries), HEL is the entity that employs or engages all staff in relation to the group's business.

The exemptions are subject to certain conditions requiring an offer made to staff to be consistent, as far as practicable, with the requirements of the Financial Markets Conduct (Employee Share Purchase Schemes) Exemption Notice 2021 which in turn is consistent with the requirements of clause 8 of Schedule 1 of the Act (the **Schedule 1 exclusion**) and clauses 10-12 of Schedule 8 of the Financial Markets Conduct Regulations 2014 (which relate to the Schedule 1 exclusion).

The notice also provides that offers made in reliance on the notice are not regulated offers under the Act. This means that other requirements of the Act that apply in connection with regulated offers (such as financial reporting requirements) will not apply to Helios Energy by reason of the offer. Any other financial market conduct obligations Helios Energy may have, including obligations under Part 2 of the Act, are not affected.

The Financial Markets Authority (**FMA**), after satisfying itself as to the matters set out in section 557 of the Act, considers it appropriate to grant the exemption because—

- any return on the specified financial products is linked to the performance of Helios Energy. Therefore, a scheme encourages the staff's involvement in the ownership and performance of Helios Energy and its controlled entities, in a manner similar to that of an employee share purchase scheme under the Schedule 1 exclusion:
- the offers of specified financial products which are covered by this notice would have fallen within the Schedule 1 exclusion had Helios Energy been structured as a company rather than a limited partnership. The FMA considers offers made in reliance on this notice by Helios Energy would be closer in nature to equity than to an offer of managed investment products, due to the rights attached to the specified financial products, nature of the limited partnership, and structure of Helios Energy. In these circumstances the FMA considers it is appropriate for an exemption similar to the Schedule 1 exclusion to apply:
- the exemption promotes innovation and flexibility in the financial markets by allowing staff to participate in an offer which is in substance similar to an employee share purchase scheme, and which will be offered on a similar basis as offers made in reliance on the Schedule 1 exclusion:
- the conditions to the exemption require staff to be provided access to the same kinds of information as would be required under the Schedule 1 exclusion. In these circumstances, the FMA is satisfied that staff will have access to sufficient and appropriate information for them to make an informed investment decision in relation to an offer and requiring Helios Energy to comply with the disclosure requirements of Part 3 of the Act is unnecessary:
- without the benefit of the exemptions, there are significant compliance costs in respect of disclosure, governance and financial reporting that apply to a limited partnership making a regulated offer of financial products under the Act.

As such, the FMA is satisfied that –

- granting the exemption is desirable in order to promote the purposes of the Act, specifically by avoiding unnecessary compliance costs and by promoting flexibility in financial markets:
- as the exemption is limited to the offer of specific financial products made by Helios to the eligible persons under a scheme, and the scope and conditions of the exemption are analogous to those required by the Schedule 1 exclusion, the FMA is further satisfied that the extent of the exemption is not broader than reasonably necessary to address the matters that gave rise to it.