

Financial Markets Conduct (NZPHO (Holding) Limited) Exemption Notice 2026

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.

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Notice

1 Title

This notice is the Financial Markets Conduct (NZPHO (Holding) Limited) Exemption Notice 2026.

2 Commencement

This notice comes into force on 19 June 2026.

3 Revocation

This notice is revoked on the close of 18 June 2031.

4 Interpretation

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

Act means the Financial Markets Conduct Act 2013

Company means NZPHO (Holding) Limited

HoldCo Shares means equity securities in the Company that are offered only to persons who are, or immediately after the issue or sale will be, Qualifying Shareholders

Qualifying Shareholder means a person or entity that satisfies the eligibility criteria in the Company's constitution to hold HoldCo Shares, being a member of the General Practice Owners

Association of Aotearoa New Zealand Incorporated, and a health services provider that has a contract for the provision of health services with The New Zealand Primary Health Organisation Limited pursuant to a contracted provider agreement

Regulations mean the Financial Markets Conduct Regulations 2014.

- (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 under this notice and to the disclosure document referred to in clause 6.

5 Exemption from Part 3 of the Act for offers of shares

- (1) The Company is exempted from Part 3 of the Act in respect of an offer of HoldCo Shares.
- (2) The exemption in subclause (1) does not apply if either of the following applies:
 - (a) one or more Qualifying Shareholders has paid more than \$5,000 for HoldCo Shares that the Qualifying Shareholder holds at the time of the offer; or
 - (b) the amount that one or more Qualifying Shareholders must pay on acceptance of an offer of HoldCo Shares plus the amounts that the Qualifying Shareholder has previously paid for HoldCo Shares that the Qualifying Shareholder holds at the time of the offer, is more than \$5,000.

6 Conditions for exemption in clause 5

- (1) The exemption in clause 5 is subject to the conditions that—
 - (a) the Company must not accept an application, or issue or transfer HoldCo Shares to a Qualifying Shareholder, unless—
 - (i) before the application was made, a disclosure document for the offer was given to the Qualifying Shareholder; and
 - (ii) the disclosure document contained all the information that must be contained in a key information summary under Schedule 3 of the Regulations in relation to an offer of HoldCo Shares (unless the required information is not applicable to the offer); and
 - (b) the Company must ensure that the warning statement set out in Part 1 of the Schedule to this notice is included, in a prominent position, at the front of every document provided to a Qualifying Shareholder that contains the key terms of the offer (including the disclosure document referred to in clause 6(1)(a)).

7 Exemption from requirement to audit or review registers

- (1) The Company is exempted from section 218 of the Act and regulation 108 of the Regulations in respect of HoldCo Shares issued by the Company.
- (2) The exemptions in subclause (1) do not apply if either of the following applies:
 - (a) one or more Qualifying Shareholders has paid more than \$5,000 for HoldCo Shares that the Qualifying Shareholder holds at the time of the offer; or
 - (b) the amount that one or more Qualifying Shareholders must pay on acceptance of an offer of HoldCo Shares plus the amounts that the Qualifying Shareholder has previously paid for HoldCo Shares that the Qualifying Shareholder holds at the time of the offer, is more than \$5,000.

8 Exemption from financial reporting

- (1) The Company is exempted from Part 7 of the Act with respect to a particular accounting period if the Company is an FMC reporting entity only by virtue of HoldCo Shares being regulated products.
- (2) Subject to subclause (3), the exemption in subclause (1) applies to the following accounting periods of the Company:
 - (a) the accounting period ending 30 June 2027; and
 - (b) subsequent accounting periods.
- (3) The exemption in subclause (1) does not apply if one or more Qualifying Shareholder has paid more than \$5,000 for HoldCo Shares that the Qualifying Shareholder holds at any one time during the accounting period.

9 Condition for exemption in clause 8

The exemption in clause 8(1) is subject to the condition that the Company must ensure that the warning statement set out in Part 2 of the Schedule to this notice is included, in a prominent position, at the front of every document provided to a Qualifying Shareholder that contains the Company's financial statements, group financial statements, or summary financial statements for that accounting period.

Schedule

Warning Statements

Part 1

“Warning

Under the Financial Markets Conduct Act 2013, most companies making an offer of shares have to give investors information about the shares and the company before they acquire them. They also have to provide shareholders with on-going financial information about the shares and the company. In most cases, this information must meet legal requirements under that Act for financial reporting and the auditing of financial statements. This is to help investors make informed decisions.

In this case, those rules do not apply to offers of shares in NZPHO (Holding) Limited because there is an exemption where the total amount payable by an individual shareholder in the company is \$5,000 or less (including any shares already held). This exemption recognises that, for the shareholders, the shares and the broader arrangement function more like a participation and membership mechanism than an investment made for financial return.

As a result, you may not be given all the information that would usually be required for an offer of shares under the Financial Markets Conduct Act 2013.”

Part 2

“Warning

Under the Financial Markets Conduct Act 2013, companies that have issued shares usually have to make available to investors ongoing financial information about the shares and the company. In most cases, this information must meet legal requirements under that Act for financial reporting and the auditing of financial statements. This is to help investors make informed decisions.

The usual rules do not apply to shares in NZPHO (Holding) Limited issued to shareholders for [*relevant accounting period*] because there is an exemption where the total amount invested by an individual shareholder in the company is \$5,000 or less. This exemption recognises that, for the shareholders, the shares and the broader arrangement function more like a participation and membership mechanism than an investment made for financial return.

As a result, these shares may be subject to the financial reporting and audit requirements of the Companies Act 1993 and the information provided in this document may not contain all the financial information usually required to be provided to shareholders for [*relevant accounting period*] under the Financial Markets Conduct Act 2013.

If you would like any further information, please contact [*contact details of NZPHO (Holding) Limited*].”

Dated at Wellington this 18 day of June 2026.



John Horner

Director – Markets, Investors and Reporting

Financial Markets Authority

Statement of Reasons

This notice comes into force on 19 June 2026 and is revoked on 18 June 2031.

This notice exempts NZPHO (Holding) Limited (the **Company**) from the disclosure and financial reporting requirements in Parts 3 and 7 of the Financial Markets Conduct Act 2013 (the **Act**) respectively, and from certain register and record-keeping requirements under Part 4 of the Act, in relation to offers of equity securities in the Company (**HoldCo Shares**) that are offered only to shareholders who satisfy the eligibility criteria in the Company's constitution to hold HoldCo Shares (**Qualifying Shareholders**). The exemptions are subject to certain conditions, including that the aggregate investment per Qualifying Shareholder must be \$5,000 or less for the exemptions to apply.

The Company is a non-trading entity whose principal purpose is to offer eligible general practitioners and other qualifying health service providers across New Zealand an opportunity to participate in the governance and service delivery framework of its underlying operating company, being The New Zealand Primary Health Organisation Limited (the **Operating Company**) through a limited shareholding in the Company and associated contractual arrangements with the Operating Company for the provision of primary health care services (the **New Zealand Primary Health Organisation arrangement**).

HoldCo Shares issued are not connected with the assets or profitability of the Company, the Operating Company or the New Zealand Primary Health Organisation arrangement.

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

- the exemptions only apply to offers of HoldCo Shares to Qualifying Shareholders, who will be familiar with or who have significant knowledge or access to information about the New Zealand Primary Health Organisation arrangement. Additionally, the exemptions are subject to conditions limiting the total amount to be invested per shareholder at \$5,000 or less (including any HoldCo Shares already held). In these circumstances, the financial risk to Qualifying Shareholders is low. Qualifying Shareholders have no expectation of financial return from holding HoldCo Shares. Rather, the practical benefit of the shareholding lies in participation in the New Zealand Primary Health Organisation arrangement, including governance participation and eligibility, subject to contractual requirements, to enter service delivery and related arrangements with the Operating Company:
- the exemptions allow for information to be provided to Qualifying Shareholders in a cost-effective way that is appropriate to the nature of the underlying New Zealand Primary Health Organisation arrangement and funding structures as well as the type and level of investment made by Qualifying Shareholders, while still maintaining appropriate investor protections, for example Part 2 of the Act (fair dealing):
- additionally, the financial reporting and auditing requirements of the Companies Act 1993 continue to apply and require the preparation of financial statements in accordance with generally accepted accounting principles with those statements audited (unless Qualifying Shareholders agree otherwise). Financial reporting and auditing requirements that are more cost-effective and appropriate to the nature of the business and the level of investment made by Qualifying Shareholders therefore apply as necessary:
- the limited benefit Qualifying Shareholders would receive if full disclosure, financial reporting, and auditing requirements of the Act applied are outweighed by the compliance costs of doing so.

For these reasons, the FMA is satisfied that the exemptions are desirable in order to promote the purposes of the Act, specifically avoiding unnecessary compliance costs while continuing to ensure

the provision of timely, accurate, and understandable financial information to assist decision making by Qualifying Shareholders.

The FMA is also satisfied that the exemptions are not broader than reasonably necessary to address the matters that gave rise to them, given that the exemptions are limited to a specific class of investors (Qualifying Shareholders) and where the total per shareholder capital investment is limited to \$5,000.