

Financial Markets Conduct (Wools of New Zealand Holdings Limited and Primary Wool Co-operative Limited) 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 Application	1
5 Interpretation	2
6 Exemption for Wools of New Zealand Holdings Limited	2
7 Exemption for Primary Wool Co-operative Limited	2
8 Condition of exemptions	2
9 Ability to opt out of financial statement audit requirement	3

Notice

1 Title

This notice is the Financial Markets Conduct (Wools of New Zealand Holdings Limited and Primary Wool Co-operative Limited) Exemption Notice 2025.

2 Commencement

This notice comes into force on 13 November 2025.

3 Revocation

This notice is revoked on the close of 12 November 2030.

4 Application

- (1) The exemption granted by this notice applies to the following accounting periods of WNZ and PWC subject to compliance with clause 9:

- (a) an accounting period ending 31 August 2026; and
- (b) subsequent accounting periods ending prior to 1 September 2030;

or, if the balance date of each of PWC, WNZ and the LP is changed to 31 December, then:

- (c) an accounting period ending 31 December 2026; and
- (d) each subsequent accounting period ending prior to 1 September 2030.

5 Interpretation

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

Act means the Financial Markets Conduct Act 2013

WNZ means Wools of New Zealand Holdings Limited (company number 1853046)

PWC means Primary Wool Co-operative Limited (company number 165603)

LP means Wools of New Zealand Limited Partnership (registration number 50085651)

Regulations means 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 given to it by the Act or the Regulations.

6 Exemption for Wools of New Zealand Holdings Limited

WNZ is exempted from section 461D and section 461H(1) in Subpart 3 of Part 7 of the Act.

7 Exemption for Primary Wool Co-operative Limited

PWC is exempted from section 461D and section 461H(1) in Subpart 3 of Part 7 of the Act.

8 Conditions of exemptions

- (a) The exemptions in clauses 6 and 7 from section 461D are subject to the conditions that:
- (i) WNZ and PWC continue to each hold 50% of the units issued in the LP;
 - (ii) the primary business interests of WNZ and PWC respectively are, and continue to be, limited to holding and managing an investment in LP;
 - (iii) the balance date of each of PWC, WNZ, and the LP shall remain aligned at all times, such that each entity maintains the same balance date as the others;
 - (iv) the LP complies with the financial reporting requirements as if the LP were a FMC reporting entity for the purpose of Part 7 of the Act;
 - (v) LP's financial statements are:
 - 1. prepared as required by section 460 of the Act;
 - 2. audited in accordance with section 461D of the Act;
 - 3. delivered to the Registrar, together with a copy of the auditor's report on those statements, in accordance with section 461H(1) of the Act; and
 - 4. the audited financial statements of the LP are made available to each of WNZ, PWC and each of their respective shareholders within 21 days of their being filed at the Companies Office;
 - (vi) WNZ and PWC must each ensure that at the front of every document provided to their respective shareholders which contains financial statements or summary financial statements for that accounting period, a statement in the following form is included in a prominent position:

“You hold shares in []. The usual financial reporting and audit requirements under the Financial Markets Conduct Act 2013 do not apply to [] because the Financial Markets Conduct (Primary Wool Co-operative and Wools of New Zealand Holdings Limited) Exemption Notice 2025 is in place. As a result the information in the financial statements is unaudited and therefore may not contain all the financial information usually required to be provided to shareholders for [relevant accounting period].”

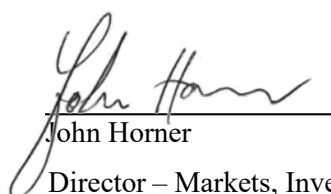
If you would like any further information, please contact [contact details]”; and

- (b) The exemptions in clauses 6 and 7 from section 461H(1) is subject to conditions that the financial statements of WNZ or PWC (as applicable) are delivered to the Registrar for lodgement under section 461H and accompanied by written notification to the Registrar that WNZ or PWC (as applicable) are relying on this notice in respect of the accounting period to which the financial statements relate.

9 Ability to opt out of financial statement audit requirements

Clauses 6 and 7 will not apply in respect of a particular accounting period of WNZ or PWC, unless, prior to the date that is six months after the start of that accounting period, the shareholders of WNZ or PWC respectively, at a meeting of shareholders held in accordance with their respective company constitutions, opt out of compliance with section 207 of the Companies Act 1993 by way of a resolution approved by not less than 95% of the votes of those shareholders entitled to vote and voting on the question.

Dated at Wellington this 11 November 2025



John Horner

Director – Markets, Investors and Reporting

Financial Markets Authority

Statement of Reasons

This notice comes into force on 13 November 2025 and is revoked on the close of 12 November 2030.

This notice exempts Wools of New Zealand Holdings Limited (**WNZ**) and Primary Wool Co-operative Limited (**PWC**) from section 461D and 461H(1) of the Financial Markets Conduct Act 2013 (the **Act**) to the extent that they require WNZ and PWC to ensure that:

- each of their financial statements are audited by a qualified auditor; and
- a copy of an auditor's report accompanies each of their financial statements when they are delivered to the Registrar for lodgement.

The exemptions are subject to a number of conditions including that Wools of New Zealand Limited Partnership (**LP**) complies with the FMC reporting requirements as if the LP is a FMC reporting entity for the purpose of Part 7 of the Act during the exemption period.

The effect of the notice is that WNZ and PWC will not be required to comply with audit obligations under Part 7 of the Act, although the financial statements of WNZ and PWC will continue to be prepared in accordance with Tier 1 GAAP and be made available to each of the shareholders of WNZ and PWC respectively.

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 this exemption because—

- the major asset of each of WNZ and PWC is a 50% holding in the units issued in the LP and the return of each of WNZ and PWC is dependent on the profitability of the LP. Having regard to the nature of WNZ and PWC's investment in the LP, the FMA is of the view that without the exemption the separate financial statements for each of WNZ and PWC would not adequately convey all the information necessary to assist WNZ, PWC and their respective shareholders to make an informed decision in respect of their investment;
- preparation of financial statements and an audit of the LP will give greater confidence to each of WNZ and PWC and their shareholders in the performance of the trading entity in which they are ultimately invested. Each of WNZ, PWC and their respective shareholders will be better able to understand the risks and rewards associated with their underlying investment enabling confident and informed participation in the financial markets;
- the audit of the LP will create greater transparency in relation to the performance of the LP, thereby contributing to the development of fair, efficient, and transparent financial markets;
- other than for the requirement for their financial statements to be audited WNZ and PWC remain subject to compliance with obligations under the Act as financial reporting entities. WNZ and PWC will remain subject to financial reporting and auditing requirements of the Companies Act 1993 unless shareholders agree otherwise;
- the conditions of exemption require WNZ and PWC to include a warning statement in front of every document that contains financial statements or summary financial statements informing about the exemption and consequences of the exemption;
- the conditions of the exemption promote timely, accurate and understandable information being provided to WNZ and PWC and the respective shareholders to assist them to make informed decisions relating to their investment; and
- for these reasons the FMA is satisfied that the exemption is necessary or desirable in order to promote the purposes of the Act, specifically by avoiding unnecessary compliance costs while ensuring the provision of timely, accurate and understandable financial information to assist decision making by shareholders.

The FMA is further satisfied that the extent of the exemption is not broader than is reasonably necessary to address the matters that give rise to the exemption, because the exemption:

- is limited to the circumstances of WNZ and PWC where their primary business interests are holding and managing their investment in LP; and
- save for the requirement to have their financial statements audited WNZ and PWC are required to continue to comply with their obligations under the Act as FMC reporting entities. Further, LP is required to comply with the financial reporting obligations as if it were a FMC reporting entity for the purpose of Part 7 of the Act.