



Securities Markets Act (Shell Overseas Holdings Limited) Exemption Notice 2010

Pursuant to section 48(1)(b) of the Securities Markets Act 1988, the Securities Commission gives the following notice (to which is appended a statement of reasons of the Securities Commission).

Contents

		Page
1	Title	1
2	Commencement	1
3	Expiry	1
4	Interpretation	1
5	Exemption from regulation 11 of Regulations	2
6	Conditions of exemption	3

Notice

- 1 Title**
 This notice is the Securities Markets Act (Shell Overseas Holdings Limited) Exemption Notice 2010.
- 2 Commencement**
 This notice comes into force on its notification in the *Gazette*.
- 3 Expiry**
 This notice expires on the close of 30 June 2010.
- 4 Interpretation**
 - (1)** In this notice, unless the context otherwise requires,—
Act means the Securities Markets Act 1988

exempt person means—

- (a) Shell Overseas Holdings Limited; and
- (b) every other person that is a party to the share purchase agreement; and
- (c) every body corporate that is related to a person referred to in paragraph (a) or (b)

NZRC means The New Zealand Refining Company Limited

Regulations means the Securities Markets (Substantial Security Holders) Regulations 2007

share purchase agreement means the share purchase agreement to be dated on or about 26 March 2010 between Shell Overseas Holdings Limited, the purchaser (as defined in the agreement), and each investor (as defined in the agreement), and under which Shell Overseas Holdings Limited is selling its shares in Shell New Zealand Holding Company Limited

Shell Overseas Holdings Limited means Shell Overseas Holdings Limited, a company incorporated in England and Wales.

- (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) Any term or expression that is defined in the Securities Act 1978 and used in this notice but not defined in this notice or the Act or the Regulations has the same meaning as in the Securities Act 1978.

5 Exemption from regulation 11 of Regulations

Every exempt person and every person acting on behalf of an exempt person is exempted from regulation 11 of the Regulations in respect of both of the following to the extent that that regulation requires an event disclosure made by an exempt person to have attached a copy of the share purchase agreement:

- (a) any relevant interest in the listed voting securities of NZRC that arises under, or by virtue of, the share purchase agreement:
- (b) any qualification on an exempt person's relevant interest power to exercise, or control the exercise of, a right to vote, acquire, or dispose of a listed voting security of

NZRC that arises under, or by virtue of, the share purchase agreement.

6 Conditions of exemption

- (1) The exemption in clause 5 in respect of an exempt person is subject to the condition that every event disclosure made by the exempt person that would, but for the exemption, be required to have attached to it a copy of the share purchase agreement must—
- (a) state that the exempt person has been granted the exemption and that the share purchase agreement is therefore not attached; and
 - (b) contain a brief description of the reasons for the exemption; and
 - (c) include or have attached to it a document that describes the material terms of the share purchase agreement to the extent that the terms relate to any relevant interest in the listed voting securities of NZRC, including—
 - (i) the date of the share purchase agreement; and
 - (ii) the nature of the transaction; and
 - (iii) the names of the parties to the share purchase agreement; and
 - (iv) the consideration, expressed in New Zealand dollars, paid for the acquisition of the relevant interest; and
 - (v) the number of listed voting securities of NZRC to which the share purchase agreement relates; and
 - (vi) the settlement date in respect of the acquisition of the relevant interest; and
 - (vii) any conditions to the acquisition of the relevant interest being completed that are set out in the share purchase agreement; and
 - (viii) any qualifications on the exempt person's relevant interest power to exercise, or control the exercise of, a right to vote, acquire, or dispose of any of the listed voting securities of NZRC that are set out in the share purchase agreement; and
 - (d) include a prominent statement to the effect that the exempt person warrants that the event disclosure (includ-

ing the document referred to in paragraph (c)) is not false or misleading in any material particular in its disclosure of the relevant interest in the listed voting securities of NZRC, including by any omission or failure to contain or refer to material information.

- (2) The exemption in clause 5 in respect of an exempt person is subject to the condition that if, at any time, an event disclosure made by the exempt person under this notice (including the document referred to in subclause (1)(c)) becomes false or misleading in any material particular in its disclosure of the relevant interest in the listed voting securities of NZRC (including by any omission or failure to contain or refer to material information), the exempt person must, as soon as is reasonably practicable, make a new event disclosure that complies with subclause (1) and is not so false or misleading in respect of the relevant interest.

Dated at Wellington this 24th day of March 2010.

The Common Seal of the Securities Commission was affixed in the presence of:

[Seal]

J Diplock,
Chairperson.

Statement of reasons

This notice, which comes into force on its notification in the *Gazette* and expires on 30 June 2010, exempts Shell Overseas Holdings Limited (**SOH**) and certain other persons (the **exempt persons**),

subject to conditions, from regulation 11 of the Securities Markets (Substantial Security Holders) Regulations 2007. Regulation 11 requires event disclosures by substantial security holders under the Securities Markets Act 1988 (the **Act**) to have attached certain relevant documents. The effect of the exemption is that a certain share purchase agreement does not need to be attached to certain event disclosures.

The Securities Commission considers that it is appropriate to grant the exemption for the following reasons:

- Shell Group (**Shell**) is proposing to sell its New Zealand downstream refining and marketing business (the **business**), which includes its 17.1% shareholding in the public issuer The New Zealand Refining Company Limited (**NZRC**). It is proposed that this transaction will occur by the sale by SOH of all of SOH's shares in Shell New Zealand Holding Company Limited, which owns the NZRC shares and the shares in the company that owns Shell's other New Zealand-based downstream refining and marketing assets:
- in the absence of an exemption, commercially sensitive information contained in the share purchase agreement that is not relevant to the shareholding in NZRC would need to be disclosed along with the event disclosures required to be made by the exempt persons. Disclosure of this commercially sensitive information could be detrimental to the exempt persons:
- the conditions of the exemption require each event disclosure made by an exempt person to contain a description of the material terms of the share purchase agreement to the extent that the terms relate to any relevant interest in the listed voting securities of NZRC and a warranty by the exempt person that is making the event disclosure that the disclosure is not false or misleading in any material respect. The event disclosures must also state that this exemption has been granted and explain the reasons for the exemption. Further, the conditions require that if the event disclosure becomes false or misleading in any material particular relating to the relevant interest, the person who made the event disclosure must make a new event disclosure that will accurately disclose the relevant in-

terest. These conditions provide for adequate disclosure about the relevant interests held by the exempt persons.

Issued under the authority of the Acts and Regulations Publication Act 1989.
Date of notification in *Gazette*: 26 March 2010.
This notice is administered by the Securities Commission.
