

# Information required: Notification of call-in transaction (NSPO)

This document sets out the information required to complete the NSPO (national security and public order) notification webform.

## The investor and transaction

You will be required to provide a high-level summary of the transaction, including the class of assets being acquired and the entities involved. Questions include:

- Investor name (legal and trading names, if any)
- Investor entity type (Individual / Company / Trust / Other)
- Primary contact person for investor, and their contact details
- Class of asset being acquired (Shares or securities / Business assets / Other)
- A summary of the transaction
- A brief rationale for the transaction, and the intentions for the future operation of the target entity or business
- Whether the transaction is linked to one or more other transactions that have been/will be notified
- How many transactions are linked, and the relationship of this transaction to the overall investment
- How much the investor is paying for the asset
- Who the vendor is (legal and trading names, if any)
- The planned settlement date for the transaction
- Anything relevant to the settlement date, such as whether the date is contingent on another event, is part of a staged settlement, or has not yet been finalised
- Name of the target entity and/or business
- The percentage of the target entity or business that is being acquired
- Where the target entity or business operates in New Zealand

## Investor's ownership

You will need to provide ownership details of the investor. **You will only need to complete the section for your investor type, i.e. individual, company, trust or other entity.**

### Individual

- How many individuals will be making the investment
- Details of each person, including:
  - full name(s), aliases/previous names, phone number, country of birth, date of birth
  - identification document (preferably a passport) to be scanned and uploaded
  - percentage of the investment that will be owned and their relationship to the other investor(s) (if any)
- Details about whether any individual has ever held:
  - an interest in a non-New Zealand government entity
  - a position within a non-New Zealand government
  - a position within an intelligence agency, or served in the military

## Company or entity

- Company or entity number
- Country of incorporation
- Whether at least one individual or entity will hold 10% or more ultimate ownership interest in the investment
- If yes, a breakdown of ownership by percentage and country of origin, including:
  - the full legal name of each owner who owns 10% or more
  - the ultimate ownership percentage they will hold
  - their country of origin
- How many directors the acquiring entity has
- Details of each director, including:
  - full name(s), aliases/previous names, phone number, country of birth, date of birth
  - identification document (preferably a passport) to be scanned and uploaded
- Details about whether the director has ever held:
  - an interest in a non-New Zealand government entity
  - a position within a non-New Zealand government
  - a position within an intelligence agency, or served in the military

## Trust

- Details of the trust, including:
  - type of trust
  - date of settlement or declaration of the trust
  - proper law of the trust
  - whether the trust is a New Zealand foreign trust
  - how many trustees the acquiring trust has
- Details of each trustee:
  - full name(s), aliases/previous names, phone number, country of birth, date of birth
  - identification document (preferably a passport) to be scanned and uploaded
  - whether they are a professional trustee
- Details about whether any individual has ever held:
  - an interest in a non-New Zealand government entity
  - a position within a non-New Zealand government
  - a position within an intelligence agency, or served in the military
- How many beneficiaries the acquiring trust has
- Whether any individual has a fixed entitlement
- Whether anyone has the power to:
  - power to appoint/remove trustees
  - appoint/remove beneficiaries
  - change the proper law of the trust
- Details of each beneficiary, including:
  - full name(s), aliases/previous names, phone number, country of birth, date of birth
  - identification document (preferably a passport) to be scanned and uploaded
  - whether they are a primary or secondary beneficiary
- Details about whether any beneficiary has ever held:
  - an interest in a non-New Zealand government entity
  - a position within a non-New Zealand government
  - a position within an intelligence agency, or served in the military

## Investor's operations

You will be required to provide details about the investor's current operations to enable us to better understand who is looking to acquire the assets. Questions include:

- Which industry or industries the investor operates in
- Where the investor operates
- How the investment will be funded (Debt capital / Equity capital / Retained earnings / Other)
- Whether the investor has any existing holdings, investments, or operations in New Zealand – including via any subsidiaries or associates
- If they do, details of these investments, including:
  - entity name(s)
  - entity type (Individual / Company / Trust / Other)
  - entity's business activities in New Zealand
  - where in New Zealand the entity operates

## Investment industry

You will be required to provide details of the industry in which your proposed investment operates. Questions include:

Note: For the full definition of a strategically important business (SIB), see [section 6 of the Overseas Investment Act 2005](#) and the [Overseas Investment Regulations 2005 \(particularly regulation 3C\)](#).

- The type of asset being acquired
- Whether the target entity or business:
  - researches, develops, produces, or maintains military or dual-use technology
  - is a critical direct supplier
  - is involved in airports or ports
  - is involved in electricity generation, distribution, metering, or aggregation
  - is involved in drinking water, wastewater, or stormwater infrastructure
  - is involved in telecommunications infrastructure or services
  - is a financial institution or is involved in financial market infrastructure
  - is a media business with significant impact
  - develops, produces, maintains, or otherwise has access to sensitive information
- Whether the target entity or business holds any contracts to supply products and/or services to any government – and the details of these contracts
- What the market share percentage held by the investor in the target's primary New Zealand market is likely to be following completion of the transaction
- Whether the transaction will result in a regional market share of greater than 50% in New Zealand, and if so:
  - the region(s) in which this will apply
  - the details of this market share
- Whether the target entity or business operates in any other industry or industries (in New Zealand or overseas), and what these are

## Military or dual-use technology

- The military or dual-use technology that is being acquired
- The target entity or business's main customers
- Whether the technology is currently being exported, to which countries, and for how long
- The investor's current main customers
- Whether there any other regulatory approvals pending or planned
- Which regulatory or enforcement agencies you have notified

## Critical direct supplier

Note: Critical direct suppliers are defined in [section 20D of the Overseas Investment Act 2005](#)

- Which company you are obtaining ownership or control of
- A brief description of the investor's business plan for the target's critical direct supply of goods and/or services to any intelligence or security agency in New Zealand, including whether they:
  - intend for the target to continue directly supplying critical goods and/or services to the intelligence or security agency
  - intend to change any of the existing supply arrangements.
- Whether the relevant intelligence or security agency has been notified of the transaction

## Airports

- The airport(s) the target entity or business is involved with
- Whether you're aware of the target entity or business's lifeline utility obligations under s60 of the Civil Defence Emergency Management Act 2002, and whether you have systems and processes to support these obligations
- Whether the target entity or business has access to, or is involved in:
  - the maintenance and operation of the airfield, runway, taxiway, or parking apron for aircraft
  - the maintenance and operation of facilities and services for air traffic and parking apron control
  - the maintenance and operation of the airport lighting
  - the services to maintain and repair the airfield, runway, taxiway, and parking aprons for aircraft
  - the maintenance and operation of the airport's rescue, fire, safety, and environmental hazard control services
  - the maintenance and operation of the airfield's supervisory and security services
  - any facilities or assets (including land) that provide airfield activities
- Details for any of the above items you responded 'Yes' to
- Whether there any other regulatory approvals pending or planned
- Which regulatory or enforcement agencies you have notified

## Ports

- The port(s) the target entity or business is involved with
- Whether you're aware of the target entity or business's lifeline utility obligations under s60 of the Civil Defence Emergency Management Act 2002, and whether you have systems and processes to support these obligations
- A brief description of the property or rights to the port(s) that will be gained by the investor through the acquisition of the target entity or business
- Whether the activities of the target entity or business involve the:
  - operation of facilities related to commercial activities
  - operation of facilities related to the shipping, or unshipping, of goods or passengers
  - handling, packing, or unpacking of goods for shipping and unshipping through the port
- Details for any of the above items you responded 'Yes' to
- Whether the assets of the target entity or business include non-revenue producing assets, such as breakwaters and dredges, and a list of these assets
- Whether there any other regulatory approvals pending or planned
- Which regulatory or enforcement agencies you have notified

## Electricity generation, distribution, metering, or aggregation

- The class of asset being acquired (Generation, Distribution, Metering, Aggregation)
- If a Generation business:
  - whether the business has a total capacity that exceeds 250MW, and
  - if it does, what the total installed capacity is
- If a Distribution business, whether the business:
  - conveys electricity solely for the supplier's own consumption or consumption of the supplier's associates
  - only conveys electricity from a generator to the national grid or from the national grid to a generator
  - only conveys electricity (other than via the national grid) from a generator to a local distribution network and/or from a local distribution network to a generator
  - conveys electricity by lines that are not connected, directly or indirectly, to the national grid
  - conveys electricity only by a line or lines that are mostly in competition with a line or lines operated by another supplier of electricity lines services that is not an associate of the person
  - conveys electricity in a total circuit length of less than 25 kilometres (if 25km or more, what the total circuit length of voltage electric lines is)
  - conveys electricity to consumers of a total amount less than 20 giga watt hours per annum (if 20 giga watt hours per annum or more, how many gigawatt hours per annum are conveyed through the lines of the business)
  - conveys electricity to fewer than 500 customers in total
- How many customers the target entity or business has, and a description of the customer base

## Drinking water, wastewater or stormwater infrastructure

- The sources from which the target entity or business retrieves its water
- Whether the target entity or business supplies drinking water to more than 5,000 people for at least 60 days per year – and the details of this customer base if it does
- Whether the target entity or business provides a wastewater or sewerage network that services more than 5,000 people – and the details of this network and the communities serviced if it does
- Whether the target entity or business disposes of sewage or stormwater for 5,000 or more people, and details of this customer base, including the regional distribution of customers, if it does

## Telecommunications infrastructure or services

- The approximate number of customers the target entity or business provides services to
- A description of the customer base, including the regional distribution of customers
- The brand or brands that the target entity or business operates under

## Financial institution or involved in financial market infrastructure

Whether the target entity or business owns or controls total assets of NZD 80 billion or more

## Media business with significant impact

- A high-level outline of the published content of the target entity or business, including:
  - what type of content is produced
  - which platform(s) or medium(s) it is broadcast on or distributed through
- Where the primary customer or consumer base of the business is in New Zealand, and details of the media presence in those locations
- The total viewership or number of customers the business has in New Zealand
- Whether the business operates media outside of New Zealand
- Which country the media content published in New Zealand originates from
- Whether the investor intends to alter this arrangement

## Sensitive information

Note: Sensitive information is defined in [section 6\(1\) of the OIA 2005](#) and [Regulation 3B of the OIR 2005](#)

- Whether the target entity or business provides services to the:
  - New Zealand Defence Force
  - New Zealand Security Intelligence Service
  - Government Communications Security Bureau
  - Department of the Prime Minister and Cabinet
  - Ministry of Foreign Affairs and Trade
- A description of the service(s) provided, including a description of:
  - all contracts currently held with these agencies (and previously held where relevant)
  - the length of these contracts
  - the data held, where it is stored, who has access to this data, and how it is accessed
- Whether the target entity or business develops, produces, maintains, or has access to data sets of sensitive information relating to 30,000 or more individuals
- A description of the service(s) provided, including:
  - the size and source of the data set(s)
  - any commercial use of the data set(s)
  - who has access to the data
- The type of sensitive information the target entity or business develops, produces, maintains, or has access to (Genetic information / Biometric information / Health information / Financial information / Information that relates to the sexual orientation or sexual behaviour of individuals / Official information)
- A description of the sensitive information the target entity or business develops, produces, maintains, or has access to
- Whether this sensitive information is publicly available

## Operations of the target entity or business

You will be required to provide details of the target entity or business that you are intending to acquire. Questions include:

- The business activities of the target entity or business
- Whether the investor has an existing relationship with the target entity or business, and details of this if they do
- The value of the target entity or business's assets
- The total revenue of the target entity or business in the most recent financial year  
Note: You will be required to upload the financial statements of the target entity or business for the past two years
- Whether the target entity or business has received any funding from the New Zealand government to support the growth of the business (e.g., funding from the Provincial Growth Fund, or a research and development grant from a government entity)
- Whether the transaction involves the acquisition of an interest in land in New Zealand, and details of this, including:
  - type of interest being acquired (Freehold / Leasehold / Other)
  - proportion of the land interest that will be owned by the investor
  - street address for the land being acquired
  - area of the land

Note: We don't require detailed information such as the records of title or full legal descriptions.