Application form

Use this template for all applications for consent to acquire land and/or significant business assets. This accompanies the application submission webform.

It is important that you provide us with accurate and complete information. It is an offence to make a false or misleading statement or material omission in any information or document provided to us.

We may use relevant legislation to share details of this application with other agencies to the extent permitted by law and as required to complete the application process.

If sections are not completed, or not completed in sufficient detail, we may request that you complete them before the application is accepted for assessment.

Instructions

* + Please do not remove the instruction text from this template.
  + Use the latest version of this template. Download this template from our website before each use.
  + Follow the guidance in each section. Provide all required information.
  + Be concise and use plain English. Use headings and tables (if relevant) and explain industry terminology.
  + This is a living document and must be updated during the assessment process if further information is provided. Updated versions of this document must be recorded in the table below and with [tracked changes](https://support.office.com/en-us/article/Track-changes-in-Word-197ba630-0f5f-4a8e-9a77-3712475e806a#ID0EAABAAA=2016,_2013) so we can easily identify those updates.

Key information

|  |  |
| --- | --- |
| **Applicant** |  |
| **Pathway** |  |

Electronic Filing Requirements

This application form and your investment plan and supporting information must be submitted electronically using our [Application Submission Webform](https://oio.linz.govt.nz/oio-app-submissions). The webform is a secure upload site and provides details of our electronic filing requirements.

Please do not provide hard copy versions of your documents.

|  |  |  |
| --- | --- | --- |
| Checklist | | |
| 1. | Electronic copy of your signed application (without attachments) |  |
| 2. | Electronic copy of each attachment to your application (number and describe each appendix as follows: ‘Attachment 01 – X’) |  |
| 3. | All PDF documents are:  ‘Printed to PDF’, or scanned and OCR’d (i.e., all text in the document can be copied)  Free from security restrictions  In colour (if the document contains colour)  If scanned, at 300 dpi (where possible) |  |

Version control

Record the details of each version of the application form below.

|  |  |  |
| --- | --- | --- |
| **Version** | **Date** | **Description** |
| *e.g., 1.0* | *e.g., 01/01/20* | *e.g., First version submitted to LINZ* |
| [Add] | [Add] | Click or tap here to enter text. |
| [Add] | [Add] | Click or tap here to enter text. |

Declaration

By signing the below I agree that:

* + The information provided in this application form (including any attachments) is true, correct and complete.
  + I have read and understood the privacy and information sharing notice in **Attachment 1** of this document.
  + I am the Applicant or I am a representative of the Applicant who has authority to sign on its behalf (e.g. director of the Applicant).

Applicant signature

Sign the application below.

|  |  |  |
| --- | --- | --- |
|  | | |
| [Sign here] | | Date [e.g., 01/01/20] |
| [Name] | [Position] | [Date] |

Application signature – Amended version

You may be required to sign the amended application form if there are material changes.

|  |  |  |
| --- | --- | --- |
| Sign the amended version of the application form below if we request you to. | | |
| [Sign here] | | Date [e.g., 01/01/20] |
| [Name] | [Position] | [Date] |

Definitions

Add defined terms you will use in this application in the table below. Use meaningful terms that are easily remembered and will be used consistently throughout this application - for example, abbreviated company names for quick reference. Ensure that the terms are not duplicated with different meanings.

|  |  |
| --- | --- |
| Act | Overseas Investment Act 2005 |
| Regulations | Overseas Investment Regulations 2005 |
|  |  |

Confidentiality

Does any information in this application need to be kept confidential from other parties to this application?

There is no need to make general confidentiality statements.

1. Response

Decision date

Is there a date by which the decision is requested? If so, provide the requested decision date and explain the reason why a decision is required by this date.

Include reference to the date of any Overseas Investment Act condition or other important date such as court date for scheme of arrangement.

Please note that applications requiring a national interest assessment are likely to require the full assessment timeframe.

Requests for urgency:

If requesting a timeframe that precedes the 50% assessment timeframe (or the full timeframe for a national interest application) please provide detailed reasons as to why this timeframe is required to support your [request for urgency](https://www.linz.govt.nz/guidance/overseas-investment/apply-consent-variation-or-exemption/how-we-assess-your-application/assessment-timeframes#c-0-s-5). Please note that despite this requests may not always be able to be accommodated.

While we endeavour to meet applicant’s timeframes where we can, please be aware it may not be possible for us to accommodate all requests for urgency.

1. Response

Section 1: Investment

Describe the proposed transaction including any steps involved or agreements entered into:

1. Response

Explain why the transaction requires consent under the Act (including reference to the relevant sections):

1. Response

If you are acquiring a target entity or assets describe what is being acquired.

1. Response

If you are [establishing a business](https://www.linz.govt.nz/guidance/overseas-investment/ways-invest/investing-significant-business-assets-sba#c-0-s-4), describe the business that is being established including the expected date by when the business will have commenced.

1. Response

Does the Applicant have any existing interest in the sensitive assets and/or an existing relationship with the vendor / lessor?

1. Response

Detail any pre-conditions to the completion of the acquisition and/or regulatory consents required other than consent under the Act:

1. Response

Explain how the transaction will be funded.

1. Response

Section 2: Applicant

Repeat Investor

Has the Applicant, or a related party, applied for consent under the Act before?

Provide case numbers for any consent applications that were made under a different name or through a related party to allow us to link them in our database. You do not need to provide details of consents made in the applicant’s name.

1. Response

Business operations

Provide an overview of the Applicant’s business operations (both worldwide and any operations in NZ). Include an overview of the parent and other group member’s business operations if relevant:

1. Response

Financial position

Give a short summary of the Applicant's financial position:

Discuss market capitalisation, gross revenue, net profit, net asset value. If the Applicant is an individual (or a group of individuals), provide a brief summary of the Applicant's financial position.

1. Response

Ownership

Explain the ownership of the Applicant (using structure diagrams to illustrate). Please explain here where ownership breakdowns might be different depending on a calculation of voting rights vs capital distribution rights:

1. Response

Beneficial ownership table:

In the table below, identify all beneficial owners, individuals with greater than 5% interest (either alone or together with associates) in the Applicant.

If it is not possible to identify individual beneficial owners, entities may be included in the table instead.

For any entities in the table, provide a description of the entity (including who owns/controls it), and if it is not possible to identify the individual why it is not possible to identify the individual e.g. A Norwegian superannuation fund for the benefit of state sector employees managed by the Norwegian Government entity 'X'.

We acknowledge that in some cases it may not be possible to identify beneficial owners with holdings below the 5% threshold – these may be included as the entity class ‘various owners with <5% interests’

| Beneficial owner | Percentage | Description |
| --- | --- | --- |
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Ownership by country table:

Provide a breakdown of ultimate beneficial ownership of the Applicant by country.

Avoid grouping countries or listing ownership by continent.

For listed companies, an Applicant should provide the most accurate information they can (rounded to one decimal place) about the location of their shareholders and be clear about the source of that information. Widely held shareholding can be recorded as the corresponding region - or if unable to be determined by country use region e.g. North America or select 'Various regions', or if the country has a less than 1% ownership stake.

| Country | Percentage (must total 100%) |
| --- | --- |
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Control

Explain how the investment will be controlled.

Include an explanation of who:

* made the decision to acquire the investment,
* who would make the decision to divest the investment and
* who can approve significant capital and operating expenditure.

Refer to decision making delegations if applicable:

1. Response

Relevant overseas person and individuals with control

Explain your rationale for the relevant overseas person and individual with control selection included in your online submission form:

1. Response

Individuals with control

Complete for any individuals with control of the relevant overseas person that has not been part of a recent overseas investment application (past 5 years). If unsure please provide information below. Please repeat the table for each individual.

|  |  |
| --- | --- |
| **Full name**  (in English) |  |
| **Is this individual a New Zealand citizen?** (if yes then skip to question iv below) |  |
| 1. **Has this individual ever applied for a visa to travel to NZ?** |  |
| 1. **Is this individual ordinarily resident in NZ?**   see [here](https://www.linz.govt.nz/guidance/overseas-investment/who-needs-consent-invest/ordinarily-resident-new-zealand) |  |
| 1. **CV**   **List jobs held and years held:**  *This helps us to ensure we have identified the correct individual when undertaking our due diligence.*  eg Director of ABD Limited 1997-2014 |  |
| 1. **Has this individual ever held an interest in a non-New Zealand government entity?**   If yes, how? |  |
| 1. **Has this individual ever held a position in a non-New Zealand government investor?**   If yes, what? |  |
| 1. **Has this individual ever held a position in an intelligence agency or served in the military**   If yes, what? |  |

Attachments

Upload the following using the application submission webform:

* + Full structure diagram(s) showing ultimate ownership and control and if the transaction is complex pre & post transaction diagrams. To confirm if the investment involves a 'non-NZ government investor', the structure diagrams should indicate any 'relevant government investors', including their percentage ownership and control interests (undiluted) and jurisdictions.

Section 3: Investor Test

Have any of the relevant overseas person and/or individuals with control established any factors under [section 18A of the Act](https://www.legislation.govt.nz/act/public/2005/0082/latest/LMS468073.html)?

If so, please detail who established the factor, how the factor was established and any mitigating steps taken.

If you have told us about this factor in a previous application, please note this referencing the relevant case number (you do not need to provide the detail again). See [here](https://www.linz.govt.nz/guidance/overseas-investment/overseas-investment-tests/investor-test/meeting-investor-test) for guidance on the investor test.

1. Response

Attachments

If an explanation of the factor established requires the provision of documents (such as a copy of an enforceable undertaking) please upload using the application submission webform. Please upload all documentation in English, including copies of any decisions noted above.

Section 4: National Interest

A [national interest](https://www.linz.govt.nz/guidance/overseas-investment/overseas-investment-tests/national-interest-assessment) assessment applies to transactions requiring consent under the Act.

Transactions subject to mandatory national interest assessments involve: ·

* + land or assets used for strategically important business, including [critical direct suppliers](https://www.linz.govt.nz/guidance/overseas-investment/overseas-investment-tests/national-interest-assessment/critical-direct-suppliers) and those involved in military or dual-use technology, ports or airports, electricity, water, telecommunications, and financial market infrastructure[[1]](#footnote-2); or
  + certain levels of investment made by or associated with a foreign government[[2]](#footnote-3).

Ministers also have a discretion to call-in consent applications for a national interest assessment even if they don't trigger the requirement for a mandatory national interest assessment[[3]](#footnote-4).

Explain whether the transaction involves a [non-NZ government investor](https://www.legislation.govt.nz/act/public/2005/0082/latest/DLM356891.html)[[4]](#footnote-5).

Include information about the direct and indirect ownership and control of the Applicant and whether any persons in the upstream ownership structure mean the Applicant is a non-NZ government investor (considering each entity in the ownership structure chart). Please note the full name of the non-NZ government investor, the country of origin and the percentage held.

The structure chart provided with the application should highlight any relevant non-NZ government investors, including their percentage ownership interests (undiluted) and jurisdiction. If there's a large number of entities, lists or charts may be used instead, or as supplements to the structure charts.

Note that an entity is a non-NZ government investor if relevant government investors have aggregate ownership interests of more than 25% in it. This does not dilute. So, to determine if the investor is a non-NZ government investor, the question is whether the entities immediately above it in the chain include relevant government investors and, if so, whether their ownership or control interests in it aggregate to more than 25%.

If there are a large number of non-NZ government investors, lists or charts may be used as supplements to the ownership structure chart.

1. Response

Explain whether the transaction involves a [strategically important business](https://www.linz.govt.nz/guidance/overseas-investment/overseas-investment-glossary#:~:text=Strategically%20important%20businesses%20are%20businesses,telecommunications%2C%20and%20financial%20market%20infrastructure.)[[5]](#footnote-6) .

1. Response

Explain whether the transaction engages one of the scenarios outlined in the Annex of the [2021 directive letter from the Minister of Finance](https://www.treasury.govt.nz/sites/default/files/2021-12/Ministerial-Directive-Letter-and-National-Interest-Guidance.pdf) and therefore could be a transaction of national interest under [Section 20B of the Act](https://www.legislation.govt.nz/act/public/2005/0082/latest/LMS357519.html)? If the Applicant considers the transaction is not a transaction of national interest under section 20B of the Act, provide submissions on why not:

1. Response

Has the Applicant been granted an exemption under [section 20AA of the Act](https://www.linz.govt.nz/guidance/overseas-investment/apply-consent-variation-or-exemption/application-forms-and-information-sheets/exemptions-need-consent/exemption-definition-non-new-zealand-government-investor)? If yes note the case number.

1. Response

Attachments

Upload documentation relating to National Interest matters (e.g. structure chart to demonstrate whether or not applicant is a non-NZ government investor).

Section 5: Land

Non-sensitive land

Is any land being acquired that is not sensitive? If yes, please provide a brief description of the non-sensitive land below using addresses and record of title numbers where possible.

LINZ may request further information (including a [sensitive land certificate](https://www.linz.govt.nz/guidance/overseas-investment/apply-consent-variation-or-exemption/you-apply/sensitive-land-certificate)) in respect of any non-sensitive land which is described in the application. If there are a large number of non-sensitive titles involved, then a general description of the land may be acceptable (for example “150 hectares of non-sensitive commercial zoned land in Auckland City”, or “twenty-five retail stores located in the lower South Island”.

1. Response

Attachment 1: Privacy and information sharing notice

****We collect information to decide whether you are eligible, and to monitor your compliance with conditions of consent.****

Toitū Te Whenua Land Information New Zealand (**LINZ**) collects information about you on this form to:

* + decide whether you are eligible for LINZ consent to invest in sensitive New Zealand assets, and
  + monitor that conditions are met if we grant consent.

We are authorised to collect this information under the Overseas Investment Act 2005.

We can share your information for some purposes

We may share information about you as part of:

* + Administering, monitoring and enforcing the Overseas Investment Act 2005.
  + Meeting information-sharing agreements we have with some New Zealand government agencies. For example, we share information with the Ministry of Business, Innovation and Employment and the Department of Internal Affairs to verify passport and visa information and travel movements, and to monitor whether a person has become a New Zealand citizen.
  + Sharing information to maintain the law, such as volunteering information to Inland Revenue, NZ Police, the Ministry of Business, Innovation and Employment, the Serious Fraud Office, and other law enforcement agencies.
  + Consulting with relevant stakeholders as to your benefit claims and features of the investment, including central government organisations such as the Department of Conservation, Ministry of Business, Innovation and Employment, and Ministry of Primary Industries, Crown entities such as Ministry of Arts, Culture and Heritage and the NZ Transport Agency, and Crown agents such as the Walking Access Commission.

Applications for consent that you submit to LINZ are a public record. However, the Official Information Act 1982 and the Privacy Act 2020 have provisions that allow us to withhold information contained in an application. More information about the privacy and confidentiality of the information contained in an application can be found at [Privacy, confidentiality, and sharing of information](https://www.linz.govt.nz/overseas-investment/apply/you-apply/privacy-confidentiality-and-sharing-information).

We keep your information secure

All relevant information about you is collected in line with the Overseas Investment Act 2005 and Privacy Act 2020 and is held securely by LINZ. Under the Privacy Act 2020, you may request this personal information and ask for any errors to be corrected.

You do not have to provide all the information requested in this form, but not doing so may make it difficult to process your request under the Overseas Investment Act 2005. Please [contact us](https://www.linz.govt.nz/overseas-investment/contact/contact-overseas-investment-office) if you have any questions or concerns about the information in this form.

1. Under section 20A(1)(c) to (e) of the Act [↑](#footnote-ref-2)
2. See sections 20A(1)(a) and (b) and the definitions of 'non-NZ government investor', 'relevant government investor' and 'relevant government enterprise' in section 6 of the Act [↑](#footnote-ref-3)
3. For more information see our [website](https://www.linz.govt.nz/guidance/overseas-investment/overseas-investment-tests/national-interest-assessment), the [Supplementary Ministerial Directive Letter dated 24 November 2021](https://www.treasury.govt.nz/sites/default/files/2021-12/Ministerial-Directive-Letter-and-National-Interest-Guidance.pdf) and [Treasury’s Foreign Investment Policy and National Interest Guidance 8 June 2021](https://www.treasury.govt.nz/publications/guide/foreign-investment-policy-and-national-interest-guidance) [↑](#footnote-ref-4)
4. Under section 20A(1)(a)-(b) of the Act [↑](#footnote-ref-5)
5. Under section 20A(1)(c)-(e) of the Act [↑](#footnote-ref-6)