

**Reprint  
as at 1 April 2014**



**Financial Reporting Act  
(Henderson Group plc) Exemption  
Notice 2009**

(SR 2009/140)

Financial Reporting Act (Henderson Group plc) Exemption Notice 2009:  
expired, on 1 April 2014, by clause 3.

Pursuant to section 35A of the Financial Reporting Act 1993, the Securities Commission gives the following notice (to which is appended a statement of reasons of the Securities Commission).

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**Notice**

- 1 Title**  
This notice is the Financial Reporting Act (Henderson Group plc) Exemption Notice 2009.

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**Note**

Changes authorised by subpart 2 of Part 2 of the Legislation Act 2012 have been made in this official reprint.

Note 4 at the end of this reprint provides a list of the amendments incorporated.

**This notice is administered by the Financial Markets Authority.**

## 2 Commencement

This notice comes into force on the day after the date of its notification in the *Gazette*.

## 3 Expiry

This notice expires on the close of 31 May 2014.

## 4 Application

An exemption granted by this notice applies to the following accounting periods of the exempt issuer:

- (a) the accounting period that ended on 31 December 2008; and
- (b) subsequent accounting periods.

## 5 Interpretation

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

**Act** means the Financial Reporting Act 1993

**EU IFRS** means the International Financial Reporting Standards as adopted and applied by the European Union

**exempt issuer** means Henderson Group plc, an issuer that is incorporated in Jersey

**International Financial Reporting Standards** means—

- (a) International Financial Reporting Standards and International Accounting Standards that have been issued or adopted by the International Accounting Standards Board in accordance with the constitution of the International Accounting Standards Committee Foundation; and
- (b) final interpretations by the International Financial Reporting Interpretations Committee approved by the International Accounting Standards Board in accordance with that constitution

**specified financial statements** means financial statements and group financial statements that are required to be prepared in respect of the exempt issuer in accordance with the laws of Jersey and EU IFRS.

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

**6 Exemptions**

Every director of the exempt issuer is exempted from sections 10(1), 11, 13 to 15, and 18 of the Act in respect of the exempt issuer.

**7 Conditions**

The exemptions in clause 6 are subject to the conditions that—

- (a) the exempt issuer has not offered, and does not offer, securities to the public in New Zealand otherwise than in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (or a notice that, with or without modification, replaces or corresponds to that notice); and
- (b) the exempt issuer, in relation to its specified financial statements, complies with the requirements of the following that relate to the preparation, content, auditing, and public filing of those statements:
  - (i) the laws of Jersey (including the Companies (Jersey) Law 1991);
  - (ii) the listing rules of the London Stock Exchange;
  - (iii) the listing rules of the Australian Securities Exchange (for so long as the exempt issuer remains listed on the Australian Securities Exchange); and
- (c) the specified financial statements comply with EU IFRS; and
- (d) if, in complying with EU IFRS, the specified financial statements do not give a true and fair view of the matters to which they relate, the directors of the exempt issuer add information and explanations that will give a true and fair view of those matters; and
- (e) the exempt issuer remains listed on the London Stock Exchange.

Dated at Wellington this 14th day of May 2009.

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

[Seal]

J Diplock,  
Chairperson.

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### **Statement of reasons**

This notice, which comes into force on the day after the date of its notification in the *Gazette* and expires on 31 May 2014, exempts the directors of Henderson Group plc (**Henderson Group**) from various provisions of the Financial Reporting Act 1993 (the **Act**).

Henderson Group is incorporated in Jersey. Its ordinary shares are quoted on the London Stock Exchange (**LSE**). It also has CHESSE depository interests (offering units of beneficial ownership of Henderson Group ordinary shares registered in the name of a nominee) quoted on the Australian Securities Exchange (**ASX**).

The effect of the exemptions is to provide relief to the directors of Henderson Group where it has offered or offers securities in New Zealand under the Securities Act (Overseas Companies) Exemption Notice 2002 (the **2002 notice**) from the preparation, content, auditing, and filing requirements of the Act.

These exemptions are granted on the conditions that Henderson Group prepares and publicly files its financial statements in accordance with Jersey law and the listing rules of the LSE and ASX.

The Securities Commission considers that it is appropriate to grant the exemptions because—

- there will not be any significant detriment to subscribers in New Zealand as the exemptions only apply to Henderson Group as a result of an exchange offer under the 2002 notice. These investors will already be familiar with the format of financial reports prepared by Henderson Group:

- the exemption from the filing requirement recognises that Henderson Group, as an issuer in New Zealand only under the 2002 notice, has a comparatively minor association with New Zealand securities law, which does not justify the imposition of an ongoing obligation to file accounts in New Zealand:
- the Securities Commission has had regard to the financial reporting and audit requirements that must be complied with by Henderson Group in relation to the 2002 notice. The exemptions are limited by the requirement that Henderson Group complies with the financial reporting and audit requirements set out in the Companies (Jersey) Law 1991 and the listing rules of the LSE and ASX:
- the exemptions address the particular circumstances of offers made by Henderson Group under the 2002 notice, which involves only transitory contact with New Zealand and provides relief from the ongoing financial reporting requirements triggered by the allotment of securities under that notice. The application of the exemptions is limited to Henderson Group as an issuer by reason only of reliance on the 2002 notice, and so it is not broader than is reasonably necessary to address the difficulties identified:
- the Securities Commission has taken into account the financial reporting obligations of Henderson Group (under law and any applicable stock exchange rules), including the legal standing and enforcement of those obligations, and whether those financial reporting obligations provide New Zealand securities holders with adequate financial information including public availability of financial reports prepared under the rules and law of the relevant jurisdiction.

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Issued under the authority of the Legislation Act 2012.  
Date of notification in *Gazette*: 21 May 2009.

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## Reprints notes

### **1**    *General*

This is a reprint of the Financial Reporting Act (Henderson Group plc) Exemption Notice 2009 that incorporates all the amendments to that notice as at the date of the last amendment to it.

### **2**    *Legal status*

Reprints are presumed to correctly state, as at the date of the reprint, the law enacted by the principal enactment and by any amendments to that enactment. Section 18 of the Legislation Act 2012 provides that this reprint, published in electronic form, has the status of an official version under section 17 of that Act. A printed version of the reprint produced directly from this official electronic version also has official status.

### **3**    *Editorial and format changes*

Editorial and format changes to reprints are made using the powers under sections 24 to 26 of the Legislation Act 2012. See also <http://www.pco.parliament.govt.nz/editorial-conventions/>.

### **4**    *Amendments incorporated in this reprint*

Financial Reporting Act (Henderson Group plc) Exemption Notice 2009 (SR 2009/140): clause 3

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