



18 December 2024

Director Independence Review: Notice of Rule and Code Amendments

In 2023, NZX commenced the review of its regulatory requirements for issuers of equity securities in relation to director independence, with the support of the NZX Corporate Governance Institute. This review was recently completed following a detailed two-stage consultation process, the commissioning of academic research and international benchmarking of practices of comparable exchanges. The review was completed in October this year, and an application was made to the FMA for certain amendments to NZX's regulatory settings.

NZX has now received the necessary approval from the FMA, and wishes to notify the market of changes to the following:

- NZX Listing Rules
- NZX Corporate Governance Code
- Governance Guidance Note

The updated Rules, Code and Guidance Note referred to above will become effective on 31 January 2025.

NZX also notes that a consequential amendment to Code recommendation 2.4 will become effective on 1 April 2025, when new rule 3.8.1(f) becomes effective. This rule contains a new requirement for issuers of equity securities to include certain disclosures relating to the board's assessment of a director's independence in an annual report (consistent with current Code recommendation 2.4 (c)) for balance dates ending on or after 31 March 2026.

We are also taking the opportunity to make minor updates to Appendix 4 of the Rules which relates to the disclosure requirements for mining issuers.

Amendments

A mark-up of the amendments to the Rules and Code described above, along with the amended Governance Guidance Note, are available at the link below:

[NZX, New Zealand's Exchange- Upcoming Rules & Guidance Changes](#)

For further information, please contact:

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