

05 September 2019

INITIAL COURT ORDERS RECEIVED FOR SCHEME OF ARRANGEMENT

Initial orders have been received from the High Court for the New Zealand Oil & Gas scheme of arrangement.

The court has ordered a special meeting of New Zealand Oil & Gas shareholders to be held to consider and vote on the proposed scheme of arrangement with O.G. Oil & Gas (Singapore) Pte. Ltd. ["OGOG"].

If the scheme of arrangement is approved by shareholders, and other conditions are satisfied, OGOG will acquire the 30% of New Zealand Oil & Gas shares it doesn't already own for \$0.62 per share. Conditions of the scheme include consent under the Overseas Investment Act and final court approval.

The independent directors of New Zealand Oil & Gas unanimously recommend that shareholders vote in favour of the scheme, subject to the scheme price being within or above the valuation range specified by an independent adviser, and in the absence of a superior proposal.

A scheme booklet, setting out the reasons for the independent directors' recommendation, further information about the scheme, the independent adviser's report and a notice of meeting will be released to NZX and published on the New Zealand Oil & Gas website next week. The scheme booklet will also be sent to all shareholders.

The special meeting is expected to be held in October.

A copy of the initial court orders is attached.

Attachments:

Initial High Court Orders

**IN THE HIGH COURT OF NEW ZEALAND
AUCKLAND REGISTRY**

**I TE KŌTI MATUA O AOTEAROA
TĀMAKI MAKĀURAU ROHE**

NO. CIV-2019-404-1800

Commercial Panel

UNDER Part 19 of the High Court Rules

AND

IN THE MATTER Of a scheme of arrangement under Part 15 of the
Companies Act 1993

AND

IN THE MATTER **NEW ZEALAND OIL & GAS LIMITED** an incorporated
company having its registered office at Level 1, 36
Tennyson Street, Wellington, 6011, New Zealand, and
carrying on business in oil and gas exploration and
production, for orders approving a scheme of
arrangement under Part 15 of the Companies Act 1993

Applicant

**INITIAL ORDERS IN RESPECT OF A SCHEME OF ARRANGEMENT
UNDER PART 15 OF THE COMPANIES ACT 1993**

5 SEPTEMBER 2019



 **Simpson Grierson**

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BEFORE THE HONOURABLE JUSTICE LANG

TO: Any person the Court directs to be served

1. The without notice interlocutory application by New Zealand Oil & Gas Ltd Ltd (**NZO**) for initial orders in respect of a scheme of arrangement under Part 15 of the Companies Act 1993, dated 4 September 2019, was determined by the Honourable Justice Lang on 5 September 2019.
2. The following orders were made:

Timetable

- (a) The originating application, dated 4 September 2019, for orders approving a scheme of arrangement under Part 15 of the Companies Act 1993 (**Act**) (**Originating Application**) will be heard on 31 October 2019 at 10.00 am.

Service and representation

- (b) Formal service on any person of the Originating Application, this without notice interlocutory application, any orders made in the proceeding or any other documents, except as provided in these orders, is dispensed with.
- (c) If the hearing of the Originating Application is adjourned for any reason, NZO is required only to serve those persons who are entitled to appear and be heard under paragraph 2(ff) below with notice of the new hearing date.
- (d) Representation in relation to this without notice interlocutory application be dispensed with.



NZO is to serve all documents filed in this proceeding on the Takeovers Panel.

Special Meeting of Shareholders

- (f) NZO shall put to its shareholders for their approval, at a special meeting of shareholders (**Meeting**), a proposed scheme of arrangement (**Scheme**) as annexed to the Originating Application (as amended in accordance with these orders, if at all).
- (g) The Meeting shall be held at 10.00 am on 16 October 2019 at Front+Centre, 69 Tory St, Te Aro, Wellington, or at such other time, prior to the end of October 2019, and place as NZO may determine.
- (h) Only those NZO shareholders (**Shareholders**) whose names appear in the register of shareholders as at 5.00 pm, two business days before the date of the Meeting or any date to which the Meeting is adjourned (**Voting Eligibility Date**) are entitled to be represented at and vote on the Scheme at the Meeting or at any adjourned Meeting respectively.
- (i) There will be two interest classes of Shareholders for the purpose of voting at the Meeting as follows:
 - (i) O.G. Oil & Gas (Singapore) Pte. Ltd (**OGOG**); and
 - (ii) all other Shareholders.
- (j) The special meetings for each interest class of Shareholders shall be conducted contemporaneously.
- (k) At the Meeting, the resolution to approve the Scheme (**Resolution**) shall be passed if approved by:
 - (i) 75% or more of the votes of Shareholders entitled to vote and voting on the Resolution in each interest class; and



- (ii) a simple majority of all votes entitled to be cast on the Resolution.

Powers of Amendment and Adjournment

- (l) NZO is permitted to make:
 - (i) such amendments to the Scheme as NZO may determine are in the best interests of NZO and its Shareholders, and the Scheme so amended will be the Scheme to be submitted to Shareholders at the Meeting for approval; and
 - (ii) any inconsequential amendments to the Scheme.
- (m) The Chairperson of the Meeting may adjourn or postpone the Meeting without first needing to convene the Meeting or obtain any vote of the Shareholders regarding the adjournment or postponement.
- (n) Subject to the terms of these orders, the Meeting will otherwise be conducted in accordance with the provisions of the Act, the NZX Main Board Listing Rules, and NZO's constitution.

Voting

- (o) Shareholders are to be given the ability to vote at the Meeting by:
 - (i) attending the Meeting and voting in person or by proxy; or
 - (ii) postal voting in accordance with NZO's constitution and the Act, including electronically.



(p)

Voting is to be by way of a poll, rather than by a show of hands.

(q) To be valid, all completed proxy appointments and postal votes must be received by Computershare Investor Services Ltd (**Computershare**) (NZO's share registrar) by no later than 48 hours before the start of the Meeting (New Zealand time) or any adjournment thereof (**Proxy Deadline**) and can be submitted:

(i) online: at www.investorvote.co.nz (Computershare's website). Voters will be required to enter their CSN/Shareholder Number and Postcode to vote or appoint their proxy online;

(ii) by mail: by sending to:

Computershare Investor Services Ltd
Private Bag 92119
Auckland 1142
New Zealand;

(iii) by fax: +64 9 488 8787; or

(iv) by email: to corporateactions@computershare.co.nz.

(r) NZO is entitled to disregard any proxy appointments and postal votes received after the Proxy Deadline.

(s) NZO may waive, in its discretion, the Proxy Deadline if it deems such waiver to be in its best interests and in the best interests of the Shareholders as a whole.

Notice of Meeting and of Originating Application

(t) NZO will give notice of the Scheme, the Meeting, and the Originating Application by distributing to Shareholders a booklet including the following sections (**Scheme Booklet**) in accordance with paragraph 2(v)(i)-(ii) below:



- (i) a letter from the chair of the independent committee of NZO's board of directors formed to consider the Scheme, addressed to the Shareholders;
- (ii) a section highlighting the key actions required by Shareholders in respect of the Scheme;
- (iii) a summary of the key times and dates relevant to the Scheme;
- (iv) a "questions and answers" section, addressing key questions that shareholders may have in relation to the Scheme;
- (v) a Notice of Special Meeting (**Notice**), including or accompanied by: the formal notice of the meeting; explanatory notes providing procedural details; and a proxy form for use by Shareholders for appointment of a proxy to vote at the Meeting;
- (vi) a detailed explanation of the Scheme, explaining how the Scheme will be implemented, and which includes:
 - A notice that copies of the orders made by the Court following the hearing of this without notice interlocutory application for initial orders will be available for inspection on the NZX market announcement platform and on NZO's website at www.nzog.com; and
 - B notice that copies of the Originating Application will be provided by NZO on request;
- (vii) information about OGOG. This is intended to be generally the equivalent to the information shareholders would receive under Schedule 1 of the Takeovers Code had OGOG made a takeover offer



under the Takeovers Code instead of proceeding by a scheme of arrangement;

- (viii) information about NZO. This is intended to be generally the equivalent to the information shareholders would receive under Schedule 2 of the Takeovers Code had OGOG made a takeover offer under the Takeovers Code instead of proceeding by a scheme of arrangement;
- (ix) a section on tax implications;
- (x) a glossary;
- (xi) a copy of the Scheme;
- (xii) a copy of the deed poll entered by OGOG relating to payment of the Scheme consideration; and
- (xiii) an independent report prepared by Northington Partners Ltd (**Northington**) and addressed to the Shareholders regarding the Scheme.

(u) The Scheme Booklet is to be in substantially the same form as that annexed as exhibit "F" to the affidavit of Rosalind Ann Archer filed in support of the Originating Application, but:

- (i) NZO may make such amendments to materials contained in the Scheme Booklet (including the Scheme) as it may determine are in its best interests or the best interests of its Shareholders, or other affected or properly interested persons;

(ii) where possible, any amendments to materials in the Scheme Booklet will be:

- (A) made before NZO distributes the Scheme Booklet to Shareholders and any other



person identified in paragraph 2(v)(i) below or directed to be served with this application; but

(B) if any material amendment to a document contained in the Scheme Booklet is made after the Scheme Booklet has been distributed to Shareholders and any other person identified in paragraph 2(v)(i) below or directed to be served with this application, those amendments will be notified via NZX's market announcement platform or other means that NZO considers will ensure timely notification and receipt.

(iii) If the Scheme is amended, it will be the Scheme as amended that is put to the Shareholders for consideration and approval at the Meeting.

Distribution of Scheme Booklet

(v) NZO is to:

(i) distribute the Scheme Booklet at least 10 working days before the Meeting by sending it in accordance with sub-paragraph (ii) below to all NZO directors, NZO's auditor, and all Shareholders listed on NZO's share register as at 5.00 pm, one working day after these initial orders have been issued (**Scheme Booklet Record Date**);

(ii) distribute the Scheme Booklet to Shareholders in terms of the sub-paragraph (i) above by sending it to the Shareholders' addresses as recorded on NZO's share register on the Scheme Booklet Record Date in:



- (A) electronic format to all Shareholders who have elected to receive documents from NZO in electronic form only;
 - (B) in respect of those New Zealand resident Shareholders who have not so elected, by post;
 - (C) in respect of any foreign Shareholders who have not so elected, by international air mail;
- (iii) provide on request a copy of the Scheme Booklet to any other person who becomes a Shareholder and is entitled to vote on the Resolution after the Scheme Booklet Record Date but before the Voting Eligibility Date;
 - (iv) make hard copies of the Scheme Booklet available for inspection and removal from NZO's head office at Level 1, 36 Tennyson St, Te Aro, Wellington during normal business hours, for a period of not less than 10 working days before the Meeting; and
 - (v) make electronic copies of the Scheme Booklet available for inspection and download from NZO's website, at URL www.nzog.com, from a time no less than 20 working days before the Meeting.
- (w) The Scheme Booklet will be deemed to have been received by all those to whom it was ordered to be sent 48 hours after it is sent in accordance with paragraph 2(v)(ii) above.
 - (x) NZO is granted leave to effect service outside the jurisdiction in the manner referred to in paragraph 2(v)(ii) above.
 - (y) The Scheme Booklet is to be lodged on NZX's market announcement platform, prior to its distribution to Shareholders, from a time no less than 20 working days before the Meeting.



(z) The following will not constitute a breach of the orders nor invalidate the Notice, any resolution passed, or proceedings taken at the Meeting:

(i) an accidental failure or omission by NZO to send the Scheme Booklet to any person specified in paragraph 2(v)(i) above; or

(ii) the non-receipt of the Scheme Booklet by any person;

although, if any such failure or omission is brought to the attention of NZO, it will endeavour to rectify it by the method and in the time most reasonably practicable in the circumstances.

Advertisement

(aa) NZO is to advertise the Meeting, at least 10 working days before the Meeting, by publishing an advertisement that is in the same or substantially the same format as the draft advertisement annexed as exhibit "O" to the affidavit of Rosalind Ann Archer in the following major daily newspapers:

(i) New Zealand Herald;

(ii) Waikato Times;

(iii) Dominion Post;

(iv) Christchurch Press;

(v) Otago Daily Times;

(vi) Taranaki Daily News; and

(vii) The Southland Times.



Reporting of the results of the Meeting

- (bb) NZO is to notify the outcome of the Meeting, as soon as practicable after voting at the Meeting is complete, by:
- (i) lodging the results on NZX's market announcement platform; and
 - (ii) serving written notice on persons entitled under paragraph 2(ff) below to appear and be heard at the hearing of the Originating Application.
- (cc) NZO is, as soon as reasonably practicable after the Meeting has been held, and in any event prior to the Court's consideration of the Originating Application, to file with the Court and serve on any party who has filed a notice or an application for leave under the orders at paragraphs 2(dd) and 2(ee) below (as applicable) at the relevant address for service, an affidavit or affidavits:
- (i) verifying compliance with the requirements of the orders made following hearing of this interlocutory application for initial orders;
 - (ii) including confirmation of:
 - A the resolution voted on at the Meeting;
 - B in respect of each interest class of Shareholders, the number of votes cast for and against the resolution;
 - C the total number of Shareholders as at the Voting Eligibility Date and the number of Shareholders voting in favour of the resolution; and



- D the proportion of the total number of voting rights that were voted in favour of the resolution.

Rights of opposition

- (dd) Any Shareholder who wishes to appear and be heard on the Originating Application must, by 5.00 pm on 21 October 2019, file and serve on NZO at the offices of Simpson Grierson at Level 27, Lumley Centre, 88 Shortland Street, Auckland:
- (i) a notice of appearance (containing an address for service); or
 - (ii) if they oppose the Originating Application, a notice of opposition (containing an address for service), any affidavit(s), and a memorandum of submissions on which they intend to rely.
- (ee) Any other person who considers that they have a proper interest in the Scheme and who wishes to appear and be heard on the Originating Application to file and serve on NZO at the offices of Simpson Grierson at Level 27, Lumley Centre, 88 Shortland Street, Auckland by 5.00 pm on 21 October 2019, an application for leave to be heard on the Originating Application (containing an address for service), a notice of opposition, any affidavits and a memorandum of submissions.
- (ff) The only persons entitled to appear and be heard at the hearing of the Originating Application are:
- (i) NZO;
 - (ii) the Takeovers Panel;
 - (iii) any person who files a notice of appearance or opposition in accordance with paragraph 2(dd) above;



(iv) any person who is granted leave pursuant to an application made in accordance with paragraph 2(ee) above; and

(v) OGOG.

(gg) NZO is, by 5.00 pm on the date no later than 23 October 2019, to serve (at the stated address for service) a copy of all documents filed in support of the Originating Application on any person entitled under paragraph 2(ff)(iii)-(iv) above to appear and be heard on the Originating Application, and file and serve any papers in reply.

Court file not to be searched

(hh) All interlocutory applications, the Originating Application, affidavits, and all other documents related to the approval of the Scheme held on the Court file shall not be searched, inspected or copied until such time as the Scheme Booklet (as defined in paragraph 2(t) above) has been distributed to Shareholders in accordance with the orders at paragraph 2(v)(ii) above.

Leave to return to Court at short notice

(ii) NZO is granted leave to apply at short notice to vary these interlocutory orders as may be necessary or appropriate.

Date: 5 September 2019.

Signature: 
(Registrar / Deputy Registrar)

**R KUMAR
DEPUTY REGISTRAR**

