



Corporate Governance Statement 2018

At Contact we believe that good corporate governance is important as it protects the interests of investors and creates and enhances value over the short and long term. We regularly review our corporate governance systems and are always looking for opportunities to improve the way we do things.

This Corporate Governance Statement was approved by the Contact Board on 10 August 2018. All of the policies and charters referred to below are available on our website:

<https://contact.co.nz/aboutus/investor-centre/governance>.

Unless stated otherwise, all of the information in this statement is current as at 30 June 2018.

As at 30 June 2018, we comply with all of the recommendations of the NZX Corporate Governance Code.

Key corporate governance highlights this year are as follows:

- » We are the number one globally ranked company on the 2017 Thomson Reuters Diversity & Inclusion Index, out of 6,000 companies, making us one of the most diverse and inclusive workplaces globally.
- » Following notification of the resignations of Sir Ralph Norris and Sue Sheldon, the Board undertook a comprehensive Board skills assessment and succession planning process. This process culminated in the appointment of Rob McDonald as the new chair and the appointment of a new director Dame Therese Walsh, both with effect from 1 September 2018. Dame Therese will be chair of the Audit Committee following Sue Sheldon's departure on 31 August 2018.
- » We updated our Risk Management Policy to a principles-based policy that enables us to address the numerous sources of uncertainty facing our business and recognises the need for excellence in risk management to help us create and protect value.
- » We prepared a Takeover Response Manual, in line with Principle 3.6 of the NZX Corporate Governance Code.

PRINCIPLE 1 – CODE OF ETHICAL BEHAVIOUR

Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation.

We are guided by our tikanga – our set of beliefs, comprising our purpose, commitments, principles and behaviours. These beliefs guide the actions we take, both as individuals and as an organisation, our decision-making and the way we treat each other and our customers, shareholders and the communities we are part of.

Code of Conduct

Our Code of Conduct outlines how Contact people are expected to behave. It applies equally to our directors, employees and contingent workers (such as contractors). Our tikanga sits at the heart of our Code of Conduct.

As well as our purpose, commitments, principles and behaviours, our Code of Conduct incorporates by reference a number of policies about business and individual conduct. Together, the Code of Conduct and these policies set out our expectation that our people:

- » act honestly, conscientiously, reasonably and in good faith at all times
- » act in the best interests of Contact and in accordance with the law
- » preserve and respect the confidentiality of information about Contact, its employees and its customers
- » only offer or accept gifts in appropriate circumstances and, in any case, disclose and seek approval for any gift over \$200 in value
- » avoid conflicts of interest, and declare and manage potential conflicts of interest. Directors are expected to give proper attention to the matters before them and have disclosed certain interests as set out in the 'Statutory Disclosures' section of our annual report.

The **Code of Conduct** is available on our website. Training on the Code of Conduct is provided to all new starters and all of Contact's people complete that training again every two years. In FY18, we moved the training module to a new platform to make it more user friendly.

Contact people are encouraged to report breaches, or suspected breaches, of the Code of Conduct to their manager, a Leadership Team member or a representative from People and Safety. Directors should bring any breach or potential breach to the attention of the chair of the Board or the chair of the Audit Committee. Breaches of the Code of Conduct or other serious wrongdoing may also be reported via the 'whistleblowing' procedures of our **Protected Disclosures (Whistleblowing) Policy**, which includes an option for people to report an issue or potential issue through an independent reporting service.

Any actual or suspected breaches of the Code of Conduct are dealt with in accordance with our Coaching and Discipline Procedure. Any actual or suspected breaches by a director would be dealt with by the chair of the Board or the chair of the Audit Committee.

The Code of Conduct is regularly reviewed and was last approved by the Board on 10 August 2018.

Securities Trading Policy

Our **Securities Trading Policy** sets out Contact's expectations and requirements for all our people, including directors, when buying, selling or otherwise dealing with Contact shares or bonds.

In addition to the prohibition on insider trading, Contact people must not buy or sell Contact securities during 'blackout periods'. These blackout periods occur twice per year, before each of the half- and full-year results. Certain individuals within Contact, including the directors, all members of the Leadership Team and some others ('**restricted persons**') must obtain the written consent of the company before buying or selling Contact securities (which can only occur outside of blackout periods).

We offer our people training on securities trading law and how it relates to Contact procedures. Anyone who, from time to time, may be in possession of material information about Contact is required to complete this training every two years. Through our share registrar, Link Market Services (**Link**), we actively monitor trading in Contact shares by our restricted persons.

PRINCIPLE 2 – BOARD COMPOSITION AND PERFORMANCE

To ensure an effective board, there should be a balance of independence, skills, knowledge, experience and perspectives.

Our Board consists of six directors, with a wide range of skills, experience and points of view. Profiles of each director, including length of service, are set out on our **website** and in our annual report. Our Board has a policy that directors are required to hold a minimum of 20,000 shares within three years of appointment. Details of Contact shares and bonds owned by directors are set out in the 'Statutory Disclosures' section of our annual report.

The Board considers all of the current directors to be independent in that they are not executives of the company and do not have a direct or indirect interest or relationship that could reasonably influence, in a material way, their decisions in relation to Contact.

The Board's role and responsibilities

Our Board is elected by our shareholders and is accountable to them for the performance of Contact. The Board's primary role is to ensure the long-term prosperity of Contact. Specific responsibilities are set out in the **Board Charter**.

These responsibilities include:

- » setting and approving the strategic direction of Contact, and overseeing its implementation by management
- » monitoring financial performance including approval of the interim and annual financial statements and reports
- » appointing the chief executive officer (CEO) and monitoring the performance of the CEO and senior management
- » reviewing and approving our risk capacity and tolerance, and ensuring appropriate systems are established to manage risk
- » reviewing and approving our compliance systems, including in respect of corporate governance principles
- » ensuring we comply with our continuous disclosure obligations, and
- » overseeing our commitment to our values, sustainable development, the community and environment, and the health and safety of our people.

The Board has delegated the day-to-day management of Contact to the CEO, who may in turn delegate authority to other Contact people to enable efficient, effective and professional decision-making at the most appropriate level of management.

The Board Charter is regularly reviewed to ensure it remains fit for purpose.

Director nomination and appointment

The Remuneration and Nominations Committee is responsible for assessing the desired skills and experience for the Board, the extent to which these are represented and recommending suitable candidates for appointment to the Board.

The Board has worked with a governance consultancy that specialises in skills matrix methodology to develop a future-focused succession plan and Board skills matrix. The matrix is a tool that rates and scores each director on the knowledge, experience and skills that need to be present in order for the Board to fulfil its responsibility to undertake current-day good governance and achieve the long-term strategy. The matrix shows the representation of current expertise and secondary skills among current directors, which is considered a good spread.

	Strategic Focus	Expertise	Governance Capabilities
Customer	Next Generation Customer Experience		Deep customer insight and advocacy. Understands generation changes and the impact on customer drivers. Retail transformation expertise including customer centric experience design, data analytics, digital marketing, sales, and agile retail. Skills to support and challenge progress towards improving the customer experience and reducing cost to serve.
Generation and Development	Energy sector including regulation, generation and renewable energy		Broad leadership experience across the energy sector including a generation portfolio and regulation / government engagement. Core understanding of generation and key drivers in moving towards a high quality renewable energy business model. Operational risk management including health and safety. Skills to support and challenge in strategic risk management, growth strategy and sustainability including anticipation of market needs.
	Physical infrastructure		Experience successfully leading sector adjacent companies (e.g. physical infrastructure, engineering, construction), large scale projects, investment, and management. Skills to support and challenge in project investment, build and industrial maintenance.
Corporate and Portfolio	Capital markets - investment community knowledge and connections		Significant investment community experience. This spans finance, communications, marketing, and securities law to enable the most effective two way understanding of, and communication between, the company and the financial community - ultimately contributing to fair valuation and ability to gain buy-in for future strategic shifts (e.g. divestment / expansion / international M&A).
	Portfolio efficiency		Expertise in cost base reduction and increasing flexibility of an asset portfolio in a sustainable manner. Proven track record in cost out, improving reliability and resource utilisation while maintaining safety in an adjacent sector. Ideally experience in optimising and automating processes and lowering cost in resource environments.
	Iwi connection / relationships		Iwi connection in order to predict sentiments and utilise relationships to influence outcomes for the organisation.
Functional	Governance experience including listed company		Governance experience in broad commercial and regulated entities including experience in a listed company as a senior executive or director.
	Financial expertise		Accounting and finance, experience in a scale regulated entity including transformation and cost optimisation. Meets criteria to Chair Audit Committee. Brings expertise in wholesale commodity markets.
	IT / technology		Contemporary digital ecosystem experience - platforms and systems development to support lean operations, automation, security management and innovation. Skills to support and challenge in digital capital investment plan, systems-enabled operational efficiencies and customer service improvements.

Key: Primary Secondary

Under our constitution, one-third of our directors (excluding any director appointed to fill a casual vacancy) must retire by rotation at each annual meeting and retiring directors are eligible to stand for re-election by shareholders. That means each director is up for re-election at least every three years. Directors who retire each year are those that have been longest in office since their last election. Information about candidates for election or re-election is included in the notice of meeting to assist shareholders' decision as to whether or not to elect or re-elect the candidate. As at 30 June 2018, the average length of service of our directors was approximately four and a half years. Any director who is appointed by the Board will stand for election at the next annual meeting after their appointment.

Written agreements are entered into with each newly appointed director establishing the terms of their appointment. New directors receive induction training, which primarily involves presentations by, and question and answer sessions with, the CEO and Leadership Team (collectively and individually) on the key strategic and operational business issues facing Contact. New directors also visit Contact generation and customer call centre sites.

Board performance

We recognise the value of professional development and the need for directors to remain current in relation to both industry and corporate governance matters. Contact assists

directors with their professional development in a number of ways, including an induction programme for new directors and briefings to upskill the Board on new developments, such as changes to relevant law. A fund of \$30,000 is available for director development opportunities. Expenditure from this fund may be approved by the chair where the chair is satisfied that the training opportunity is of benefit for both Contact and the individual director. In June 2018, three members of the Board and three members of the Leadership Team completed a study tour to Silicon Valley and parts of Europe to explore developments that are shaping, and will increasingly shape, our industry.

Reviews of the performance of the Board and individual directors are carried out regularly to ensure the Board as a whole and individual directors are performing to a high standard. A comprehensive review is carried out every two years, the last one being an external review of individual directors, the Board and committees by Propero Consulting Limited in FY17. In FY18, the Board has focused on implementing the recommendations that came out of this review. In addition, a review of the performance of each director standing for re-election at the annual meeting is carried out before that meeting and the Board's recommendation on re-election, as a result of that review, is made available to shareholders in the notice of meeting.

Diversity

We believe an inclusive culture and a diverse workforce leads to diversity of thought, better decision-making, drives stronger business performance, and creates a stronger economy and a better world. Our Inclusion and Diversity Policy, which was approved by the Board in June 2017, provides the framework for diversity and inclusion initiatives at Contact.

Our approach to diversity and inclusion is guided by our tikanga. In particular:

- » we encourage our people to “bring your human to work”
- » we develop people’s leadership skills to manage diverse individuals and teams, and create a culture where multiple voices are heard, and their opinions are valued and considered
- » we are committed to pay equity
- » we actively seek opportunities to take a leadership position on diversity and inclusion matters outside of Contact to attract diverse talent
- » we provide flexible working practices to leverage the breadth of our people’s knowledge and skills, and support better lives for our people
- » we recognise that all of our people own and lead an inclusive culture.

Our diversity objectives are set by the Board. Each year the Board reviews the objectives with management and assesses our progress towards meeting them. Details about our diversity performance during the financial year are set out in our annual report.

PRINCIPLE 3 – BOARD COMMITTEES

The Board should use committees where this will enhance its effectiveness in key areas, while still retaining board responsibility.

The Board has established Board committees to perform work and provide specialist advice in particular areas. The committees review and analyse policies, strategies and performance, and provide recommendations to the Board on certain matters. We have three standing committees: the Audit Committee; the Remuneration and Nominations Committee; and the Health, Safety and Environment Committee. Members are chosen for the skills, experience and other qualities they bring to the relevant committee.

Audit Committee

Sue Sheldon (chair), Whaimutu Dewes, Rob McDonald

The Audit Committee’s role is to help the Board fulfil its responsibilities in relation to Contact’s external financial reporting, internal control environment, internal and external audit functions, and risk management practices.

All members of the Audit Committee are independent, non-executive directors. The roles of the Board chair and Audit Committee chair are separate. Sue Sheldon chairs the Audit Committee. Sue is a Fellow of Chartered Accountants Australia and New Zealand and a former president of the New Zealand Institute of Chartered Accountants. Rob McDonald is also a Fellow of Chartered Accountants Australia and New Zealand.

The committee’s responsibilities are outlined in its Charter.

These responsibilities include:

- » reviewing and overseeing Contact’s half- and full-year reporting
- » monitoring the internal audit work plan and overseeing the independence and objectivity of the internal audit function
- » advising the Board on the appointment of the external auditors, monitoring their independence and effectiveness, and approving audit fees and audit partner rotation, and
- » ensuring an appropriate risk management framework has been established and assessing the effectiveness of, and monitoring compliance with, that framework.

The CEO, chief financial officer (CFO), and other employees attend Audit Committee meetings at the discretion and invitation of the Audit Committee. The committee holds private sessions with each of the head of Risk and Assurance, the external auditors, the CEO and the CFO regularly as required.

Remuneration and Nominations Committee

Sir Ralph Norris (chair), Victoria Crone and Sue Sheldon

Our Remuneration and Nominations Committee’s role is to support and advise the Board on:

- » remuneration for the CEO, Leadership Team and directors
- » remuneration policy and practices for employees
- » the appointment and performance of the CEO
- » the composition and performance of the Board.

All members of the Remuneration and Nominations Committee are independent directors. The committee invites the CEO and other executives to participate in meetings, as required.

Further details of the committee’s responsibilities are set out in its [Charter](#).

Health, Safety and Environment Committee

Whaimutu Dewes (chair), Victoria Crone and Elena Trout

Given the nature of our business and the importance we place on health, safety and environment (HSE) matters, we have chosen to have a standing Health, Safety and Environment Committee. Responsibilities of the committee, which are outlined in more detail in the committee’s [Charter](#), include:

- » overseeing the establishment of HSE policies and recommending targets for HSE performance
- » ensuring Contact has appropriate resources and practices to operate the business safely
- » monitoring the effectiveness of Contact’s HSE management system
- » periodically reviewing Contact’s overall management of HSE risk and identifying continuous improvement opportunities.

Attendance at Board and committee meetings

The Board must meet a minimum of eight times per year and whenever necessary to deal with specific matters. The table below shows the directors' attendance at the Board and committee meetings during the year ended 30 June 2018.

	Board	Audit Committee	Health, Safety and Environment Committee	Remuneration and Nominations Committee
Number of meetings	11	3	3	3
Sir Ralph Norris	11	3*	2*	3
Victoria Crone	10		2	3
Whaimutu Dewes	11	3	3	1*
Rob McDonald	11	2		1*
Sue Sheldon	11	3		3
Elena Trout	11	2*	3	

* The relevant director is not a member of the committee, but attended as an observer.

PRINCIPLE 4 – REPORTING AND DISCLOSURE

The Board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures.

We appreciate that investors and other stakeholders value both financial and non-financial reporting and we strive to report in a way that is clear, meaningful and balanced. All of our key governance documents, including the Code of Conduct, key corporate policies, and Board and committee charters are available on our [website](#). We also maintain copies of our stock exchange announcements there, as well as copies of half- and full-year reports, investor presentations and details of annual shareholder meetings.

Continuous disclosure

We are committed to ensuring that all of our investors have timely access to full and accurate material information about Contact. Our [Market Disclosure Policy](#) sets out procedures that are in place to make sure all material information is identified, reported for review and, where required, disclosed in a timely manner. It also describes the procedures that have been adopted to prevent the selective disclosure of material, non-public information.

Under the policy, Leadership Team members and other executives are required to escalate any potential 'material information' matters to the CEO, CFO and general counsel (the **Disclosure Group**). The Disclosure Group is ultimately responsible for approving the form and content of material information that is disclosed. The company secretary then coordinates disclosure to the market. We also monitor information in the market about Contact and will release information to the extent necessary to prevent development of a false market for Contact shares.

Financial reporting

The Audit Committee oversees the preparation of our financial statements, including materiality guidance and setting policy to ensure the information presented is useful for investors and other stakeholders. We make our financial statements easy to read by using clear, plain language, and structure them so that key information is presented at the beginning. In addition to the full-year audit, our auditors complete a review of the half-year financial statements and we undertake an internal certification process to ensure the information presented is accurate, balanced and objective.

Non-financial reporting

As part of our commitment to providing our investors and other stakeholders with access to all relevant information about Contact, we report on material environmental, social and governance factors and practices in accordance with the Global Reporting Initiative (GRI) guidelines in our annual report. We've chosen to use GRI because it is an internationally recognised framework under which we can present information on the particular matters that are significant for Contact and our stakeholders. While we do not have a policy on the assurance of non-financial or sustainability data, our sustainability reporting data is independently reviewed by Ernst & Young.

PRINCIPLE 5 – REMUNERATION

The remuneration of directors and executives should be transparent, fair and reasonable.

For a number of years, we have adopted a practice of transparently reporting director and CEO remuneration. The 'Remuneration Report' in our annual report sets out the detail of director and CEO remuneration for FY18. For directors, this includes a breakdown of Board and committee fees and actual amounts paid. For the CEO, it includes details of both fixed remuneration and pay for performance remuneration, including both short- and long-term incentives.

Contact's director fee pool was approved by shareholders in 2008 and has not been increased since then. Actual fees paid to directors are determined by the Board on the recommendation of the Remuneration and Nominations Committee.

Our practices for setting remuneration for our directors, the CEO, the Leadership Team and all employees are detailed in our [Remuneration Policy](#). Our remuneration structure is designed to attract, reward and retain high performing people who are able to enhance Contact's performance. For employees, the policy sets out the framework for the three components of remuneration, being fixed remuneration, at-risk/variable remuneration to reward performance, and other benefits. The weighting of each component is aligned with position grades to reflect the complexity of the role. More information about each of these components is in the 'Remuneration Report' in our annual report.

PRINCIPLE 6 – RISK MANAGEMENT

Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks.

Our Board has established a robust risk management framework across the business, which is aligned to the International Standard ISO 31000, Risk Management – Principles and Guidelines. Our framework ensures that there are appropriate systems in place to identify material risks Contact faces. We make sure that we understand the potential impact of identified risks and that, where applicable, appropriate tolerance limits are set by the Board. Our framework ensures that responsibilities are assigned to individuals to manage identified risks and that any material changes to Contact's risk profile are monitored.

The Board has overall responsibility for our risk management framework. It is supported by the Audit Committee, whose role is to assess the effectiveness of and monitor compliance with the framework.

The Board and the Audit Committee receive regular reports providing updates on key risks and identifying emerging risks for their consideration. Current risks topics and themes being discussed include health and safety, long- and short-term changes in supply of and demand for electricity, the impact of disruptive technology, accelerated customer expectations, competition in the retail market and cyber security.

Health, safety and environment risks

Health, safety and the environment are key areas of focus for Contact. We have a specific Board committee dedicated to managing health, safety and environmental risks. More detail about the Health, Safety and Environment Committee's responsibilities is set out under principle 3 above.

Our commitment to health, safety and the environment is outlined in our [Health, Safety and Environment Policy](#). Under this policy, health, safety and environmental risks are managed through effective leadership and by engaging our people in health, safety and environment activities. We work with our people to develop robust processes and procedures that lay the foundation for safe and sustainable work. By focusing on learning and improving and empowering workers at the front line to actively manage safety outcomes, we continually strengthen our capacity to fail safely and reduce our environmental impact.

More information about our health and safety performance is in the 'People' section of our annual report. Environmental performance is reported in the 'Environment' section of the annual report.

PRINCIPLE 7 – AUDITORS

The Board should ensure the quality and independence of the external audit process.

We recognise that the role of our external auditor is critical for the integrity of our financial reporting. KPMG is our external auditor and our audit partner is David Gates. David has been our audit partner for three financial years.

Our External Audit Independence Policy sets out the framework under which we ensure the independence of the external auditors is maintained and that their ability to carry out their statutory audit role is not impaired. Under this policy, the external auditor may not undertake any work for Contact that compromises, or is seen to compromise, the independence and objectivity of the external audit process. In addition, KPMG confirms their continuing independent status to the Board every six months.

Before KPMG undertakes any non-audit work for Contact, specific approval must be given by the Audit Committee or the Audit Committee chair. Approval will only be given where the performance of such work does not compromise KPMG's independence. There was no non-audit work undertaken by KPMG during the year.

We have procedures to ensure that communication is sustained between KPMG and the Audit Committee. In particular, KPMG meets with the Audit Committee every quarter and a direct line of communication has been established between the audit partner and the chair of the Audit Committee.

Representatives from KPMG attend Contact's annual shareholder meeting each year, where they are available to answer any questions from shareholders in relation to the audit.

Non-financial reporting, including our Scope 1, 2 and 3 emissions data, is audited by Ernst & Young.

Assurance

Our Business Assurance team fulfils our internal audit function and provides objective assurance of the effectiveness of our internal control framework. The team is based in-house, but draws on external expertise where required.

The team helps us to achieve our objectives by bringing a disciplined approach to evaluating and improving the effectiveness of risk management, internal controls and governance processes. We use a risk-based assurance approach driven from our risk management system. The Business Assurance team also assists external audits by making findings from the internal assurance process available for the external auditor to consider when providing their opinion on the financial statements. The team has unrestricted access to all other departments, records and systems of Contact, and to the external auditor and other third parties as it deems necessary.

The Audit Committee oversees the assurance programme and provides the Business Assurance team with the mandate to perform the agreed assurance programme. The Head of Risk and Assurance meets quarterly with the chair of the Audit Committee and separately with the Audit Committee as required. Results of assurance reviews are reported to the Leadership Team; Audit Committee; Health, Safety and Environment Committee (where applicable); and in summary form to the Board. The Business Assurance team also has the autonomy to report significant issues directly to the CEO, CFO and the Audit Committee or, if considered necessary, to the chair of the Board.

PRINCIPLE 8 – SHAREHOLDER RIGHTS AND RELATIONS

The Board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer.

We welcome the opportunity to engage with our shareholders, to find out the issues that matter to them and to share with them information about Contact and our aspirations for its future. We engage with our shareholders in a number of ways, including at our annual shareholder meeting and investor presentations during the year.

Investor relations programme

We have designed and implemented an investor relations programme to facilitate effective two-way communication with investors. The investor relations programme provides the context in which shareholders and potential investors can make an informed judgement about the fair value of Contact's shares consistently over time.

A primary aim of our investor relations programme is to allow investors and other financial market participants to gain a greater understanding of Contact's business, governance, financial performance and prospects. It also provides an opportunity for investors and other financial market participants to express their views on matters of concern or interest to them, and for those views to then be distilled and communicated to our Board.

We are always keen to hear feedback from our investors. Any shareholder who wants to get in touch with us can contact investor.centre@contactenergy.co.nz.

Investor communication and information

Our website is regularly updated. It contains brief biographies of directors, the CEO and Leadership Team; financial and operational information (including copies of annual reports and financial statements); details of previous annual shareholder meetings; key governance documents; and copies of NZX/ASX announcements. To ensure that our investors and the market are kept up-to-date, we release a regular operating report that sets out key information about Contact's performance. These reports are also available on our website.

We encourage our investors to receive communications from us electronically because it means that investors receive key information faster, is better for the environment and keeps our costs down. Any investor currently receiving hard copy material that wishes to receive it electronically should visit the [Link Investor Centre](#) to supply their email address.

Annual shareholder meeting

Our last annual shareholder meeting was held in Auckland on 11 October 2017. We hold the annual meeting in a location and at a time that enables a number of shareholders to attend. There were 147 shareholders at our 2017 meeting (167 shareholders in 2016). A webcast of the meeting is made available on our website for those shareholders who are unable to attend. Our directors, CEO and members of our Leadership Team attend the meeting each year and really enjoy the opportunity to meet and talk with our shareholders.

Our notice of meeting is sent to all of our shareholders and posted on our website at least 28 days before the meeting.

Voting at our annual shareholder meeting in October 2017 was by poll (i.e. one vote per share) and we will continue this practice at our shareholder meeting in 2018.

During the last financial year, there have not been any decisions that would change the nature of Contact. Where any such matters are considered, shareholder approval would be sought in accordance with the requirements of the Listing Rules and the Companies Act 1993.