A guide for investors and migrants



Doing business in New Zealand















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A message from the CEO

After assisting many clients to migrate to New Zealand and invest here, we have consolidated our experience into an easy to use guide that provides an overview of New Zealand's economic, social and regulatory landscape.

PwC works as a team to support our clients, especially those new to the New Zealand business environment. By offering a range of services, and working together, we can make entry to a new market easy for our clients. Our experienced staff, combined with our global network, allows us to provide the support you need—wherever you need it.

This guide is updated annually and will next be updated in June 2019. For more information about the migration, business and investment opportunities in New Zealand please contact the team at PwC New Zealand.

We look forward to hearing from you.

Mark Averill CEO



About PwC

PwC works as a team to support clients, especially those new to the New Zealand business environment. By offering a range of services, and working together, we can make entry to a new market easy for our clients. PwC also provides industry-focused services for public and private clients. Our experienced staff, combined with our global network, allows us to provide the support you need—wherever you need it.

In New Zealand, PwC employs over 1,600 people and has six offices across the country, in the Auckland, Waikato, Hawke's Bay, Wellington, Dunedin and Canterbury regions.

Our partners and staff are dedicated to building trust in society and solving the complex problems that businesses are facing in today's changing market place. Now, more than ever, we have the resources to meet these needs through our truly integrated global network and experience.

This is particularly powerful to people who might feel they lack the local contacts to optimise business opportunities in New Zealand.

Corporate finance and transactions services

We help our clients to achieve successful deal outcomes and create value through business mergers, acquisitions, disposals and restructuring to recovery.

PwC Legal

PwC Legal is a separate and independent law firm which has a close working relationship with PwC in New Zealand, Australia, throughout Asia and in over 90 countries across the globe. This allows us to draw on expertise from areas such as tax, private business, consulting and deals to offer you a seamless, focused and un-matched service delivery.

Our lawyers will work with you to understand your unique commercial objectives and deliver commercially aware and tailored solutions to your most challenging business issues.

Real Estate

PwC's real estate experts help clients to manage the full lifecycle of their properties to maximise both returns and efficiencies. PwC is best known around the world for working with businesses on things like tax, deals, consulting, legal, accounting and audits. With this commercial eye, we're able to pair the technical skills of the PwC network with decades of real estate experience to deliver fully integrated and comprehensive solutions that cover the entire real estate lifespan.

Tax

Achieving your tax objectives in today's everevolving global landscape requires experience and foresight. Make the best decisions to strategically move your business forward with confidence.

Our team of corporate tax specialists combines up to the minute technical knowledge with the common sense and practical focus to solve complex business problems.



Consulting

We help organisations to address their biggest challenges. We'll support you to transform your business, innovate and grow, reduce costs, leverage talent and gain a competitive advantage.

Our expertise covers a range of industries and we offer a broad range of consulting services, meaning we're best placed to provide you with the tailored support you need.

Ultimately, we'll help you to transform your business and maximise opportunities – whether that involves strategy planning, aligning costs, rethinking human capital, optimising technology, managing digital change or refining operations and systems. Our people will apply their skills, experience and industry-leading resources, to guide your organisation to the next stage.

Business advisory

You need someone who takes the time to get to know you and your business – someone that can turn your business problems into opportunities, offering fresh insights to help you grow, innovate and plan for your future.

Today, we're seeing emerging and fast-growth businesses solve some age-old issues, as well as new ones based in the digital world. As well as being advisors, we provide support with things like tax, compliance, strategy and finance.

Audit and assurance

Contemporary audit and assurance services are not only about financial statements; they strengthen everything from performance to strategy and business resilience.

It's about helping management to make well informed decisions, as well as a valuable safeguard to protect organisations in today's complex commercial world. Working from the boardroom to the back offices, PwC is on hand to give an independent and experienced viewpoint, building confidence among investors and giving you the blueprint to sustained growth.

Immigration Services

We have a team of highly skilled and experienced licensed immigration advisors who can assist individual migrants through all aspects of their move to New Zealand. This will typically involve considering the eligibility criteria and determining the best visa option for the individual, through to preparing and submitting the visa application.

We can also help businesses understand the implications and best practices of employing a cross-border workforce, for example by delivering immigration training to Human Resource teams, advising on employer accreditations, assisting with ad hoc queries through our immigration help-desk function and providing full-service management of migration strategies.

Get in touch



Anand Reddy
Partner
T: +64 9 355 8371
E: anand.s.reddy@pwc.com



Tom Logan
Director
T: +64 9 355 8096
E: tom.x.logan@pwc.com

New Zealand offices



Auckland PwC Tower Level 22, 188 Quay Street Auckland, 1010

T: +64 9 355 8000



Waikato PwC Centre Level 4, 109 Ward Street Hamilton, 3204

T: +64 7 838 3838



Hawke's Bay 36 Munroe Street Napier, 4110

T: +64 6 835 6144



Wellington
PwC Centre
10 Waterloo Quay
Wellington, 6011

T: +64 4 462 7000



Canterbury 60 Cashel Street Christchurch Central Christchurch 8013

T: +64 3 374 3000



Otago Westpac Building 106 George Street

Dunedin, 9016

T: +64 3 470 3600



Overview

With the global markets focused towards Asia, and increasing geo-political instability, New Zealand is in an increasingly desirable geographic location.

New Zealand has a stable democratic political system, with strong legal and judicial institutions, a resilient economy and an abundance of natural resources. Couple this with a stable, transparent and open-market economy, free floating currency and very few limitations on where and how overseas parties can invest, and New Zealand provides great opportunities for overseas investment.

Internationally, New Zealand is consistently recognised as having a stable and business-friendly environment. New Zealand topped the World Bank Doing Business Report in 2018 for ease of doing business and starting a business, placed second in the Forbes' Best Country for Business List in 2018, and led Transparency International's 2017 Corruption Perceptions Index as the least corrupt country in the world.

New Zealand is taking advantage of its international reputation with a strong and growing network of international trading partners, having successfully concluded free trade agreements with 16 WTO members. Over 30 global and regional shipping lines visit our deep-water ports, and over 20 major international airlines serve international airports in seven urban centres around the country.

New Zealand's economic success has traditionally been based on its agricultural products which still account for around half the country's total exports. Other key export industries include horticulture, fishing, forestry and mining. New Zealand's major export partners include Australia, China, USA, the United Kingdom and Japan.

New Zealand has many sectors where investment opportunities exist. One of the most popular sectors is agri-food. New Zealand is famous for a high standard of food safety control, and high productivity in good quality food products, making the food and beverage sector the biggest export sector in New Zealand.

The Real Estate sector continues to grow steadily. The Government's building projects and the gearing benefits contribute to the recent construction boom, which is predicted to continue until 2020.

New Zealand's natural beauty and stunning scenery, and the development of international and domestic infrastructure are stimulating a promising tourism sector. To fulfil the increasing tourism demands, the Government has also placed emphasis on supporting the hospitality sector.

The high-tech and creative sectors have also experienced recent growth. New immigration policies are helping to attract world-class talent in these areas.







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Trade enterprise & business regulation

Forbes' Best Country for Business List in 2017 ranked New Zealand in first place for investor protection and lack of red tape. New Zealand business and enterprise structures are simple to form, globally recognised, and comparable to their international equivalents.

Offshore investors often establish a New Zealand business presence through acquiring a New Zealand entity. A New Zealand registered entity is not required in order to invest in New Zealand, but registration is typically required in order to carry out business in New Zealand. Common New Zealand business structures include branch offices, limited liability companies, limited partnerships, partnerships, trusts and not-forprofit organisations.

The most common New Zealand enterprise structure is a limited liability company, with over 580,000 companies registered with the New Zealand Companies Office. Company establishment costs are small, there is no restriction on the size of a company's share capital, no residency restrictions on shareholders and no requirement to have a company secretary. However, there are minimum director residency requirements (at least one New Zealand resident director, or one Australian resident director who is also a director of an Australian company) and certain financial information and information regarding directors and shareholders may be publicly available in New Zealand.

Where an investment into a New Zealand business is made and shares or other securities are issued, New Zealand securities law typically requires the preparation of a product disclosure statement, unless an exclusion applies. There are a variety of commonly used exclusions available.

All companies operating in New Zealand are required to keep corporate and accounting records. Depending on the size of the business, companies may be required to prepare special purpose accounts for tax purposes, or prepare and audit, and in some cases, file, financial statements with the Companies Office.

As a former British colony, the New Zealand legal system is based on English law. The judicial system is independent and robust and New Zealand has developed corporate, commercial, financial markets, intellectual property and consumer laws. Private property rights are strongly protected, intellectual property rights are registrable and enforceable, and contracts are secure.

New Zealand's regulators, including the Financial Markets Authority and the Commerce Commission have the ability to prohibit activity that is deceptive, misleading and in some cases, unfair.





Capital markets

New Zealand's only registered securities exchange, NZX, offers a number of securities markets. The core market, the NZX Main Board, lists the equity securities of around 160 issuers. Nearly 300 equity and debt securities are available on the NZX Board, with a combined market cap of over NZ\$140 billion.

The NZX Main Board is considered to be an attractive investment option and provides both overseas investors and New Zealanders with an opportunity to hold a stake in some of New Zealand's best known companies.

In 2016 there were three IPOs and in 2017 there was one. As at the date of this guide, one IPO has been registered in 2018, with a second expected to register in the fourth quarter. While the number of new listings has plateaued in recent years, the transparent regulation of capital markets, strong New Zealand economy and low-interest rate environment ensures that investment in the capital markets continues to appeal to local and overseas investors.

The Financial Markets Authority in conjunction with the NZX regulates New Zealand's capital markets. New Zealand law prohibits insider trading and other misconduct in relation to securities traded on NZX.

After the reform of New Zealand financial markets legislation in 2013, New Zealand enjoys simplified capital raising processes, and greater investor protection. In addition to traditional capital raising methods, the reform has enabled capital raising through peer-to-peer and crowdfunding opportunities, which is being utilised by both small start-up companies through to more established privately held companies that require capital to expand.

New Zealand has developed debt capital markets, with traditional and non-traditional debt financiers. The Reserve Bank regulates banks and non-bank deposit-takers (NBDT) (institutions that take deposits from the public, such as finance companies) of which there are 24 registered banks, many of which are internationally owned, and 27 registered NBDTs.

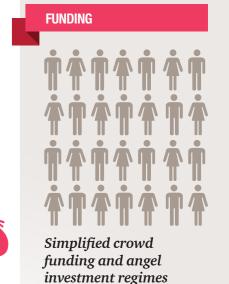








IPOs in 2018











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Mergers & acquisitions

The New Zealand M&A environment has grown considerably in recent years despite international M&A volatility.

The increase in overall deal volumes is supported by favourable local M&A conditions including low funding costs, an increase in the number of quality local assets and a prolonged period of national economic growth. The business sector is comprised of mostly unlisted companies, with small to medium sized businesses playing an important role in many areas of the economy.

Deal volume was strong in 2017 with 279 deals registered with Thompson Reuters (vs 249 in 2016), with deal values at approximately US\$4 billion.

The primary sector, encompassing agriculture, fishing, forestry and mining has been a traditional strength of New Zealand, and has recently seen significant deal activity, while consumer products (including food and beverage), real estate and tourism assets also demonstrated increased deal volume.

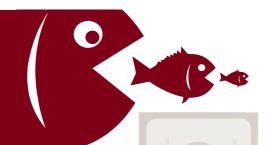
Solid inbound deal numbers suggest that overseas investors continue to view New Zealand as an attractive and relatively safe investment destination. Couple this with a highly acquisitive domestic private equity sector with open investment mandates and the M&A pipeline looks to be strong.

From a regulatory perspective, the M&A sector is overlaid with a takeovers regime and a competition law regime, as well as the foreign investment controls.

The New Zealand Takeovers Code governs transactions that impact on the voting rights attached to shares in listed and widely held companies. The Takeovers Code broadly ensures that shareholders are provided with sufficient information when there is a takeover offer and ensures that all shareholders receive equal opportunities. This is similar to the position in the United Kingdom and Australia.

Whilst mergers can bring many benefits to the New Zealand economy through efficiency and innovation, some M&A activity has the effect of lessening competition and creating anticompetitive outcomes for consumers. While there is a clearance regime in New Zealand, typically M&A activity that lessens competition is viewed unfavourably by the regulator, the Commerce Commission.

Highly acquisitive private equity sector



\$700M CAPITAL RAISED IN 2016 BY PRIVATE EQUITY AND VENTURE CAPITAL FIRMS



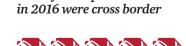
New Zealand

Mergers & acquisitions

Hot sectors in mergers & acquisitions NZ

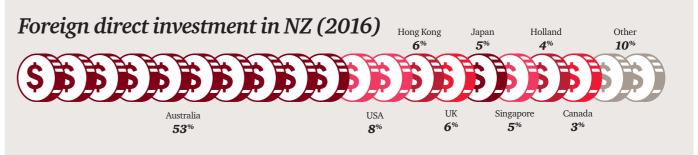








70% of the top 40 deals in NZ in 2016 were private deals





Foreign investment regulation

Consent is not usually required for investment into New Zealand, but where consent is required, the Overseas Investment Office has a broad discretion to grant approval.

Overseas Investment Office (OIO) consent is required where the applicant is an overseas person and the transactions will result in either an 'overseas investment' in 'significant business assets' (securities, consideration or assets of more than \$NZ100 million) or the investment gives the overseas person an interest in 'sensitive land' (rural land over five hectares, coastal land, seabed or areas adjacent to reserves or water) or fishing assets, such as fishing quotas.

The New Zealand government has recently proposed changes to the existing Overseas Investment regime. These changes would bring residential land within the definition of 'sensitive land' and would restrict the ability of overseas investors to purchase residential land, unless certain criteria are met.

Before farmland is sold to an 'overseas investor', it must be advertised on the open market. Where the land in question contains foreshore, seabed, a river or a lake bed, the affected land must first be offered back to the Crown before consent to purchase can be granted.

The consent timeframe depends on the type of investment (i.e. whether the investment is in 'sensitive land', or 'significant business assets') but can take up to six months. Typically, consent applications are processed between three and four months from the date the application is received.

When considering an application for consent, the OIO will assess the good character and the business experience of the overseas person, including its directors and ultimate beneficial owners. Where the investment is in 'sensitive land', the OIO will also need to identify the benefit the proposed overseas investment brings to New Zealand against a counterfactual scenario (the likely state of affairs if the overseas investment were not to proceed). This may include the creation of new job opportunities, the introduction of new technology or business skills and added market competition, greater productivity, or enhanced domestic services.





Property

All title to land in New Zealand is held in a searchable, online registry, and the Government guarantees its completeness. As a result, the process of purchasing land in New Zealand is certain, reasonably straightforward, and cost-effective.

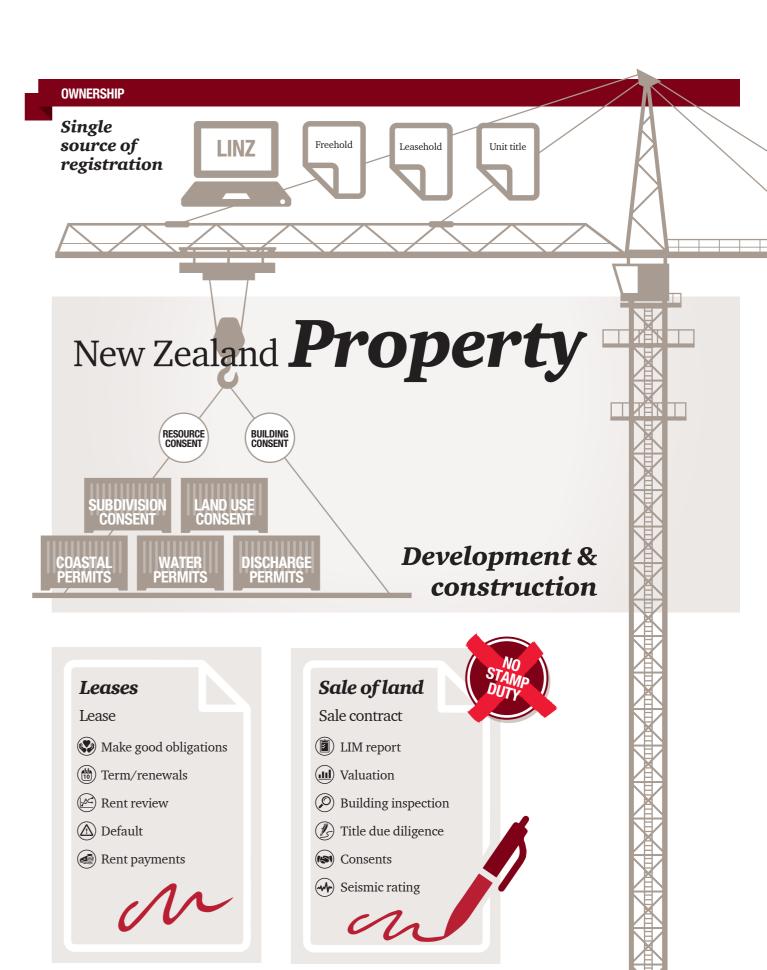
With the exception of the foreign investment regime as outlined on pages 11 and 12 of this Guide, there is no distinction between domestic and overseas purchasers of land.

New Zealand law recognises a variety of interests in property, including freehold, leasehold (both residential and commercial), cross-lease, unit titles and licences. New Zealand also recognises special land rights including rights to take resources from land and certain Māori land rights.

When acquiring property in New Zealand, it is common, whether the property is residential or commercial, to sign an agreement for sale and purchase which is subject to conditions that allow for due diligence to occur after signing. Common conditions of sale relate to reviewing certificates of title, completion of a satisfactory building inspection, resolution of resource management issues, arranging finance and, frequently, in respect of leased commercial or industrial buildings, the review of leases.

The Resource Management Act (RMA) is the principal environmental management legislation in New Zealand. Consistent with New Zealand's cultural attachment to the environment, it promotes the sustainable management of natural and physical resources such as air, soil, fresh water and coastal marine areas. Development and infrastructure proposals are required to obtain RMA consent prior to commencement. Consents include subdivision consent, land use consent, coastal permits, water permits and discharge permits.

In addition to the RMA regime, the Building Act and the New Zealand Building Code provide performance standards for all building work in New Zealand, covering aspects such as structural stability, fire safety, access, moisture control, durability and energy efficiency. Like resource consents under the RMA, building consents can be obtained from a local authority. Seismic activity is a consideration in New Zealand and the building consent regime includes minimum requirements in this regard.





Tax

The New Zealand tax system is predictable and broad-based with a minimum number of loopholes. It's a favourable tax environment for your earnings and assets, with no inheritance tax, no stamp duty, no general capital gains tax, no local or state taxes, no payroll tax, no social security tax and no health care tax. In 2017, the US-based Tax Foundation ranked New Zealand's overall tax system as second in the developed world for its competitiveness - and top for its individual (i.e. personal) taxes.

A business is subject to tax in New Zealand if it is a New Zealand tax resident, has a sufficient physical presence here, or has New Zealand sourced income. Taxpayers must register with Inland Revenue (IR) and file an annual tax return. Residents are taxed on their worldwide income. Tax residency for individuals is generally based on whether the individual has a 'permanent place of abode' in New Zealand or is living in New Zealand for a certain number of days per year. Tax residency for companies is generally based on whether the company is incorporated in New Zealand, has its head office or centre of management in New Zealand, or control of the company by its directors is exercised in New Zealand.

Corporate taxpayers will generally be required to pay provisional tax in three instalments over a year (calculated by a method prescribed by IR). Underpayments and late payments of tax may result in IR charging interest or late payment penalties.

New Zealand imposes goods and services tax (GST) at a rate of 15% of the value of supplies of goods and services in New Zealand (subject to certain exclusions). GST is also charged on imported goods and certain imported services. Taxpayers are required to register for GST and file regular returns if they make (or expect to make) supplies worth more than NZ\$60,000 a year.

Businesses intending to employ people in New Zealand must register with Inland Revenue. Filing requirements depend on the number of people being employed. If businesses provide a benefit to employees outside of normal salary and wages, the employer may be subject to fringe benefit tax. Tax obligations in respect of contractors are different to those that apply in respect of employees.

See the Employment section on pages 17 and 18 for more discussion on employment in New Zealand.

New Zealand taxpayers need to ensure that staff and contractors are classified appropriately. Personal tax rates are on a graduating scale, from 10.5% (up to NZ\$14,000) to 33% (over NZ\$70,000).

Companies are taxed at a rate of 28%. Dividends are subject to tax in New Zealand and withholding tax if paid to a non-resident. New Zealand operates an imputation regime that enables New Zealand shareholders to obtain a credit for tax paid at the company level, and provides for fully imputed dividends to be subject to no withholding.

In terms of international tax, New Zealand has transfer pricing rules that impose an arm's length price on cross border transactions between related parties. New Zealand follows OECD guidance as to how this price should be determined. New Zealand also has a thin capitalisation regime that limits the deductibility of interest in New Zealand for foreign owned entities depending on the debt to asset ratio in New Zealand, and of the owner's worldwide group.

New Zealand imposes non-resident withholding tax (NRWT) on passive income paid to non-residents, subject to any limits under an applicable double tax agreement.

New Zealand has a network of 40 double tax agreements with its main trading partners. New Zealand also has an intergovernmental agreement with USA in relation to their FATCA regime and is a party to various multilateral agreements including the OECD's Automatic Exchange of Information initiative.





Employment

New Zealand's labour force is skilled, productive and cost competitive.

New Zealand's unemployment rate is below 5%, employment growth continues to exceed population growth and wage growth remains

In New Zealand, all employees must have a written employment agreement. Employees can agree to enter into an individual employment agreement, or alternatively, can join a union which negotiates a collective agreement with the employer. Around one in five people employed in New Zealand belong to a union, with the health care and education industries being the most unionised sectors.

Certain employers can employ new employees on a trial period for 90 days. Although the employee enjoys most of the rights afforded to employees by law during this period, the employer is entitled to terminate the employment without reason, provided certain conditions are complied with.

The minimum wage in New Zealand is currently NZ\$16.50 per hour before tax, for an 'adult worker' (an employee aged 16 years and over and who is not a 'trainee' or 'new entrant'), and the average weekly earnings is around NZ\$1,170. Employees have a minimum statutory annual leave allowance of four weeks, and enjoy 11 annual public holidays. A range of other employee allowances are provided by law, including five days of sick leave, 22 weeks paid parental leave, and bereavement leave.

All employers are required by law to contribute to a Government-controlled insurance fund in respect of personal injuries suffered at work. These entitlements are available to employees on a 'no fault' basis. Similar funds also cover personal injuries incurred outside of work and the legislation prohibits actions for damages as a result of personal injury.

KiwiSaver is a voluntary superannuation scheme that all employers must offer to their employees. Employees who participate in KiwiSaver must contribute at least 3% of their before tax earnings to the superannuation scheme of their choice and employers must also contribute at least 3% on behalf of each participating employee. Private superannuation schemes are less common in New Zealand than in many comparable jurisdictions.

New Zealand has a comprehensive health and safety regime and businesses are responsible for the health and safety of their workers. This includes providing and maintaining a safe working environment. A business and its officers (directors and other individuals in senior governance positions) can be prosecuted by the regulator for a breach of the health and safety regime and significant penalties can be imposed (including fines and imprisonment).

The rights and obligations of contractors in New Zealand are different to those of employees. Contractors, for example, are not afforded the same protections under employment law in New Zealand and are responsible for their own taxes.

ANNUAL LEAVE

public holidays

weeks annual

days sick leave

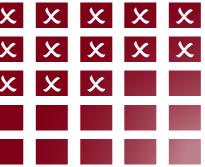














New Zealand Employment

CONTRACTOR



- ✓ Goverened by contract law
- ✓ Minimum employee entitlements dont apply
- **✓** Contractor responsible for

EMPLOYEE



- **✓** Good faith
- ✓ Minimum employee entitlements (holidays, leave, minimum wage)
- ✓ Employer pays tax + ACC or behalf of employee

STATUTORY REDUNDANCY



Employee ACC contribution

Employer superannuation (KiwiSaver)

age



Immigration

If you are looking to move to New Zealand and you can demonstrate that you have the skills, experience or capital that are in short supply locally, there will likely be a New Zealand visa you can apply for.

If you are not a New Zealand or Australian citizen, you will need a work or resident visa to live and work in New Zealand.

There are two classes of visas in New Zealand, temporary class visas and residence class visas. Temporary visas allow a fixed-term stay in New Zealand for a specific reason. Residence visas allow an indefinite stay in New Zealand and provide access to most publicly-funded services including subsidised healthcare and tertiary education. Immigration New Zealand assesses visa applications against criteria and requirements that are clearly set out by the different visa categories.

The Migrant Investment (Investor 1 and Investor 2) visa categories are for investors who wish to gain residence in New Zealand. Key requirements for the Investor 1 Category are that the investor has invested NZ\$10 million in New Zealand for three years and spent a minimum of 44 days in New Zealand in each of the last two vears of the three-vear investment period. The key requirements for the Investor 2 Category include a minimum of three years' business experience, NZ\$3 million invested in New Zealand for four years, satisfaction of English language skill requirements, a minimum of 146 days spent in New Zealand in each of the last three years of the four-year investment period and the applicant must not be older than 65.

Applicants under both of the Migrant Investment categories must meet health and good character requirements.

The Entrepreneur Work Visa Category is for experienced business people who want to be self-employed in New Zealand. The main requirements for an Entrepreneur Work Visa include a minimum capital investment of NZ\$100,000 (excluding working capital), having a business plan specific to the proposed business, the achievement of a set number of points relating to the likely success of the proposed business and its value to New Zealand, a clear business history and satisfaction of various health, good character and English language requirements. Entrepreneurs who achieve success with their business in New Zealand may be eligible to apply for residence under the Entrepreneur Residence Visa Category

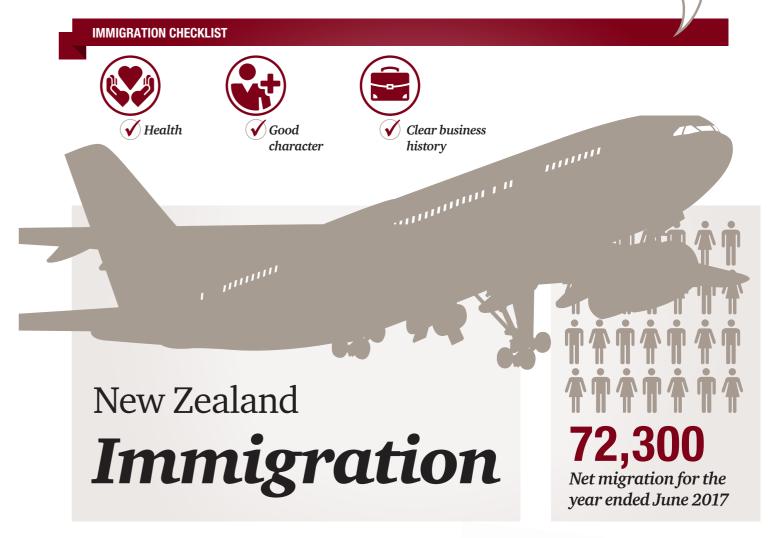
Visa options for partners and dependent children are available.

Visa processing times depend on the type of visa applied for. Generally, the processing time for a residence class visa is several months.

Resident visa holders of five years or more may be eligible to apply for New Zealand citizenship, and citizens may apply for a New Zealand passport.



Under NZ law, only licensed immigration advisors and solicitors can provide immigration advice



VISA

– \$100K capital investment – -Business plan

Business and investment visas

– Sufficient points on immigration NZ points

scale

– \$3 million invested for

RESIDENT VISA

INVESTOR TWO

4 years – Required days in NZ

– Business experience, language + age

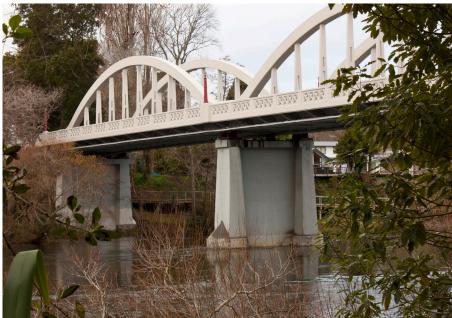
requirements

– \$10 million invested for 3 years

RESIDENT VISA

INVESTOR ONE

– Required days in NZ















We have made every effort to ensure the information is accurate as at the date of publication. This Guide contains summarised and generalised information and is not intended to be relied upon. Please contact us for advice in relation to your individual circumstances.

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