



Registration as a NOHC of a life company

Life Insurance Act 1995

SINCE:

- (1) Integrity Group Holdings Limited ABN 33 159 865 666 (the company) applied to APRA under subsection 28A(1) of the *Life Insurance Act 1995* (the Act) on 21 June 2018 for a NOHC registration; and
- (2) I am satisfied it is appropriate to register the company under section 28A(3) of the Act;

I, Gideon Holland, a delegate of APRA, under subsection 28A(3) of the Act, REGISTER the company to be a NOHC and under paragraph 28B(1)(a) of the Act, and IMPOSE upon the NOHC registration the condition set out in the attached Schedule.

This registration operates as a registration in relation to the company and any life companies that are subsidiaries of the company from time to time.

This registration commences on the day it is signed.

Dated: 8th February 2019

[Signed]

Gideon Holland
Executive General Manager (acting)
Diversified Institutions Division

Interpretation

In this Notice:

APRA means the Australian Prudential Regulation Authority.

life company has the meaning given in the Dictionary in the Schedule to the Act.

NOHC is short for non-operating holding company and has the meaning given in the Dictionary in the Schedule to the Act.

NOHC registration has the meaning given by section 28A of the Act.

related body corporate has the meaning given in the Dictionary in the Schedule to the Act.

Note 1 Under subsection 28A(1) of the Act, a NOHC registration operates in relation to the body corporate and any life companies that are its subsidiaries from time to time.

Note 2 Under subsection 28A(3) of the Act, a NOHC registration must be in writing.

Note 3 Under subsection 28A(4) of the Act, if APRA registers a body corporate under section 28A, APRA must give written notice of its NOHC Registration to the body corporate.

Note 4 Under section 28B of the Act, APRA may at any time impose conditions, or additional conditions, or vary or revoke conditions imposed on a NOHC registration. A condition may be expressed to have effect despite anything in the prudential standards. If APRA imposes, varies or revokes conditions on a NOHC registration, APRA must give written notice to the registered NOHC (see subsection 28B(3) of the Act). Subsection 28B(4) of the Act provides that the taking of an action is not invalidated merely because of a failure to comply with subsection 28B(3) of the Act.

Note 5 The circumstances in which APRA may revoke a NOHC registration are set out in subsection 28C(1) of the Act.

Note 6 Under subsection 28D(1) of the Act, APRA must revoke a NOHC registration if the body corporate asks (in writing) APRA to do so, and APRA is satisfied that revoking the registration would not be contrary to either the public interest or the interests of the policy owners of any life company that is a subsidiary of the body corporate.

Note 7 By virtue of paragraph 236(1)(gc) of the Act, a decision to impose conditions on a NOHC registration is a reviewable decision to which section 236 of the Act applies. A person affected by a reviewable decision may request APRA to reconsider the decision. The request for reconsideration must be in writing, must state the reasons for the request, and must be given to APRA within 21 days after the person first receives notice of the decision or within such further period as APRA allows. If dissatisfied with APRA's reconsidered decision confirming or varying the first decision, the person may, subject to the *Administrative Appeals Tribunal Act 1975*, apply to the Administrative Appeals Tribunal for review of the reconsidered decision.

Note 8 Under subparagraph 136(b)(iii) of the Act, APRA may issue a show cause notice to a registered NOHC on the grounds that the registered NOHC may have contravened a condition imposed on the NOHC registration. If a show cause notice is issued, Part 7 of the Act will apply to the registered NOHC.

Note 9 Under paragraph 230B(1)(c) of the Act, APRA may give a registered NOHC a direction if APRA has reason to believe that the registered NOHC has contravened a condition under the Act. The kinds of directions that APRA may give are set out in subsection 230B(2) of the Act.

Note 10 Under paragraph 235(1)(a) of the Act, the Court may grant an injunction in relation to conduct related to a contravention of a condition imposed on a NOHC Registration. The kinds of injunctions that the Court may grant are set out in subsection 235(2) of the Act.

Schedule – the condition imposed on the Registration

1. The registered NOHC must ensure that where it or a subsidiary of the NOHC undertakes an external capital or funds raising and the capital or funds are then transferred to one or more life company subsidiaries of the NOHC, the nature and quality of the capital or funds is not upgraded to a higher category of capital than it would possess had the capital or funds been raised directly by the receiving life company subsidiary. Category of capital, from highest to lowest, is as set out in *Prudential Standard LPS 112 Capital Adequacy: Measurement of Capital* or such versions of that prudential standard that may exist from time to time.

Interpretation

In this Schedule:

external capital or funds raising means raising capital or funds from persons other than related bodies corporate of the registered NOHC.

prudential standards means standards made under Division 1 of Part 10A of the Act.

registered NOHC means Integrity Group Holdings Limited ABN 33 159 865 666.