



**THE SECURITIES ACT (READER'S DIGEST (NEW ZEALAND)  
EMPLOYEE STOCK PURCHASE PLAN) EXEMPTION NOTICE  
1994**

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PURSUANT to the Securities Act 1978, the Securities Commission gives the following notice.

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NOTICE

**1. Title and commencement**—(1) This notice may be cited as the Securities Act (Reader's Digest (New Zealand) Employee Stock Purchase Plan) Exemption Notice 1994.

(2) This notice shall come into force on the day after the date of its notification in the *Gazette*.

**2. Interpretation**—(1) In this notice, unless the context otherwise requires,—

“The Act” means the Securities Act 1978:

“Company” means Reader's Digest (New Zealand) Limited:

“Company stock purchase plan” means the Reader's Digest (New Zealand) Employee Stock Purchase Plan established by the company pursuant to which employees of the company may subscribe for specified equity securities:

“Specified equity security” means class A non-voting common stock in The Reader's Digest Association, Inc.:

“U.S. information memorandum” means a document or documents endorsed to record registration under the Securities Act 1933 of the United States of America containing the information required by Form S-8 registration statement filed with the Securities and Exchange Commission, updated as necessary, together with a statement—

(a) Specifying the documents that are incorporated by reference in the Form S-8 registration statement; and

(b) Advising the person to whom the offer is made that the documents so incorporated are available on request made either orally or in writing by that person.

(2) Any term or expression that is not defined in this notice, but that is defined in the Act, has the meaning given to it by the Act.

**3. Reader's Digest (New Zealand) Limited and The Reader's Digest Association, Inc. exempted from Part II of the Securities Act 1978 in respect of offers of certain equity securities—**(1) Subject to subclause (2) of this clause, the company and The Reader's Digest Association, Inc. and every person acting on their behalf are exempted from compliance with the provisions of Part II of the Act in respect of any offer of specified equity securities made pursuant to the company stock purchase plan.

(2) The exemption granted by subclause (1) of this clause is subject to the condition that, before subscription for the specified equity securities, the company has delivered to the person to whom the offer is made:

- (a) A copy of the most recent registered U.S. information memorandum relating to the acquisition of specified equity securities by employees of The Reader's Digest Association, Inc. in the United States of America pursuant to the Reader's Digest Association, Inc. Employee Stock Purchase Plan:
- (b) A copy of the most recent annual report of The Reader's Digest Association, Inc.:
- (c) A copy of the company stock purchase plan:
- (d) A certificate from the solicitor to the company that the terms of the company stock purchase plan are substantially the same as the terms of the offer contained in the U.S. information memorandum referred to in paragraph (a) of this subclause.

Dated at Wellington this 8th day of December 1994.

The Common Seal of the Securities Commission was hereunto affixed in the presence of:

[L.S.]

M. R. H. WEBB,  
Member.

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EXPLANATORY NOTE

*This note is not part of the notice, but is intended to indicate its general effect.*

This notice, which comes into force on the day after the date of its notification in the *Gazette*, exempts Reader's Digest (New Zealand) Limited and The Reader's Digest Association, Inc., subject to a condition, from compliance with Part II of the Securities Act 1978 in the case of offers of certain equity securities in The Reader's Digest Association, Inc. made pursuant to an employee stock purchase plan established by Reader's Digest (New Zealand) Limited.

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Issued under the authority of the Acts and Regulations Publication Act 1989.

Date of notification in *Gazette*: 15 December 1994.

This notice is administered in the Securities Commission.