



**THE SECURITIES ACT (GOODMAN FIELDER LIMITED)
EXEMPTION NOTICE 1986**

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

NOTICE

1. Title and commencement—(1) This notice may be cited as the Securities Act (Goodman Fielder Limited) Exemption Notice 1986.

(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:

“The Company” means Goodman Fielder Limited:

“Explanatory statement” means a statement issued pursuant to section 206 (1) (a) of the Companies Act 1955 explaining the effect of the scheme of arrangement:

“The Regulations” means the Securities Regulations 1983:

“Scheme of arrangement” means an arrangement agreed to by the members of Wattie Industries Limited for the purposes of section 205 of the Companies Act 1955 for the purposes of effecting a merger between Wattie Industries Limited and the Company and includes any such arrangement sanctioned by the Court pursuant to an order made under that section including any order made under section 207 of that Act (whether as part of an order made under section 205 or subsequently):

“Specified equity securities” means ordinary shares of \$0.50 each, 16% specified preference shares of \$1.05 each, and 12.5% specified preference shares of \$0.50 each, issued by Wattie Industries Limited:

“Subsidiary” has the same meaning as in section 158 of the Companies Act 1955.

(2) Any term or expression which is not defined in this notice but which is defined in the Act shall have the meaning given to it by the Act.

3. Goodman Fielder Limited exempted from Part II of the Securities Act 1978 in respect of certain offers of equity securities—(1) Subject to subclause (2) of this clause, the Company, and every person acting on its behalf, is exempted from compliance with the provisions of Part II of the Act and the Regulations in respect of any offer of equity securities of which the Company is the issuer, which is, or is to be, made in terms of or pursuant to or in connection with the scheme of arrangement to any person who is the holder of specified equity securities.

(2) The exemption granted by subclause (1) of this clause is subject to the conditions that:

- (a) A copy of the most recent annual report of the Company is attached to, or accompanies, the explanatory statement given or sent to every person to whom the offer is made:
- (b) A copy of the explanatory statement having attached thereto, or accompanied by, a copy of the most recent annual report of the Company is deposited with the Registrar of Companies at Wellington:
- (c) A copy of the explanatory statement having attached thereto, or accompanied by, a copy of the most recent annual report of the Company is open to the inspection of any member of the public, without fee, during normal business hours at the Head Office of Wattie Industries Limited.

Dated at Wellington this 18th day of December 1986.

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

[L.S.]

C. I. PATTERSON,
Chairman.

EXPLANATORY NOTE

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

This notice exempts Goodman Fielder Limited, subject to certain conditions, from compliance with Part II of the Securities Act 1978 and the Securities Regulations 1983 in respect of offers of equity securities made pursuant to a scheme of arrangement (as that term is defined) between Wattie Industries Limited and its members.

Issued under the authority of the Regulations Act 1936.

Date of notification in *Gazette*: 19 December 1986.

This notice is administered in the Securities Commission.