



**THE SECURITIES ACT (UNITED KINGDOM ISSUERS EMPLOYEE SHARE PURCHASE SCHEMES) EXEMPTION NOTICE 1996**

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 (United Kingdom Issuers Employee Share Purchase Schemes) Exemption Notice 1996.

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

**PART I**

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

“The Act” means the Securities Act 1978:

“Employee share purchase scheme” means a scheme established by a United Kingdom issuer or by any of its subsidiaries whereby employees of the United Kingdom issuer or any subsidiary may acquire specified equity securities:

“Overseas bank” means, in respect of any country other than New Zealand, a bank licensed or otherwise authorised by the central banking authority of the country to carry on banking business in the country:

“Registered bank” has the same meaning as in section 2 of the Reserve Bank of New Zealand Act 1989:

“Savings scheme issuer” means—

(a) A registered bank that is the issuer of savings scheme securities in connection with an employee share purchase scheme established by a United Kingdom issuer or any of its subsidiaries; or

(b) An overseas bank that is the issuer of savings scheme securities in connection with an employee share purchase scheme established by a United Kingdom issuer or any of its subsidiaries; or

(c) A person named in the First Schedule to this notice that is an issuer of savings scheme securities in connection with any employee share purchase scheme:

“Savings scheme securities” means securities issued by a savings scheme issuer in connection with an employee share purchase scheme:

“Specified equity securities” means ordinary shares or rights or options to acquire ordinary shares issued by a United Kingdom issuer pursuant to the terms of an employee share purchase scheme:

“United Kingdom issuer” means a company—

(a) That is incorporated under the laws of the United Kingdom; and

(b) That has its ordinary shares listed on the London Stock Exchange.

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

**3. Application of this Part of notice**—Nothing in this Part of this notice applies to any offer of specified equity securities or savings scheme securities to which Part II of this notice applies.

**4. Certain companies exempted from provisions of Part II of the Securities Act 1978**—(1) Subject to subclause (2) of this clause,—

(a) Every United Kingdom issuer; and

(b) Every holder of specified equity securities previously allotted by a United Kingdom issuer with a view to their being offered for sale or transferred to employees of the United Kingdom issuer or any of its subsidiaries; and

(c) Every person acting on behalf of a person referred to in paragraph (a) or paragraph (b) of this subclause—

is exempted from compliance with the provisions of Part II of the Act in respect of any offer of specified equity securities made to any person who is, when the offer is made, an employee of the United Kingdom issuer or any of its subsidiaries.

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

(a) A copy of the current rules of the employee share purchase scheme; and

(b) A copy of the most recent annual report of the United Kingdom issuer.

(3) Subject to subclause (4) of this clause, every savings scheme issuer, and every person acting on its behalf, is exempted from compliance with the provisions of Part II of the Act in respect of any offer of savings scheme securities made to any person who is, when the offer is made, an employee of the United Kingdom issuer or any of its subsidiaries.

(4) The exemption granted by subclause (3) of this clause is subject to the condition that the person to whom the offer is made has, before the offer is made, been given—

(a) A copy of the current rules of the employee share purchase scheme to which the savings scheme securities relate; and

(b) A copy of the most recent annual report of the savings scheme issuer.

## PART II

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

“The Act” means the Securities Act 1978:

“Designated issuer” means a person named in the first column of the Second Schedule to this notice:

“Employee share purchase scheme” means a scheme established by a designated issuer or by any of its subsidiaries whereby employees of the designated issuer or any subsidiary may acquire specified equity securities:

“Savings scheme issuer” means a person named in the second column of the Second Schedule to this notice opposite the name of a designated issuer and who is the issuer of savings scheme securities in connection with an employee share purchase scheme established by that designated issuer or any of its subsidiaries:

“Savings scheme securities” means securities issued by a savings scheme issuer in connection with an employee share purchase scheme:

“Specified equity securities” means ordinary shares or rights or options to acquire ordinary shares issued by a designated issuer pursuant to the terms of an employee share purchase scheme.

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

**6. Certain companies exempted from provisions of Part II of the Securities Act 1978**—(1) Subject to subclause (2) of this clause,—

(a) Every designated issuer; and

(b) Every holder of specified equity securities previously allotted by a designated issuer with a view to their being offered for sale or transferred to employees of the company named or referred to opposite the name of the designated issuer in the third column of the Second Schedule to this notice; and

(c) Every holder or offeror of specified equity securities whom a designated issuer, being a designated issuer named in the Third Schedule to this notice, advises, encourages, or knowingly assists in connection with the offer or sale of the specified equity securities; and

(d) Every person acting on behalf of a person referred to in paragraph (a) or paragraph (b) or paragraph (c) of this subclause—

is exempted from compliance with the provisions of Part II of the Act in respect of any offer of specified equity securities made to any person who is, when the offer is made, an employee of the company named or referred to opposite the name of that designated issuer in the third column of the Second Schedule to this notice.

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

(a) A copy of the current rules of the employee share purchase scheme; and

(b) A copy of the most recent annual report of the designated issuer.

(3) Subject to subclause (4) of this clause, every savings scheme issuer, and every person acting on its behalf, is exempted from compliance with the provisions of Part II of the Act in respect of any offer of savings scheme securities made to any person who is, when the offer is made, an employee of a company named or referred to opposite the name of that savings scheme issuer in the third column of the Second Schedule to this notice.

(4) The exemption granted by subclause (3) of this clause is subject to the condition that the person to whom the offer is made has, before the offer is made, been given—

- (a) A copy of the current rules of the employee share purchase scheme to which the savings scheme securities relate; and
- (b) A copy of the most recent annual report of the savings scheme issuer.

**7. Revocations**—The notices specified in the Fourth Schedule to this notice are hereby revoked.

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## SCHEDULES

## FIRST SCHEDULE

Halifax Building Society  
Old Court International  
Reserves Limited

## SECOND SCHEDULE

Cadbury Schweppes plc	Cadbury Schweppes plc Cadbury Confectionary Limited	Cadbury Confectionary Limited
PA Holdings Limited		P.A. Consulting Group Limited

## THIRD SCHEDULE

PA Holdings Limited

FOURTH SCHEDULE  
NOTICES REVOKED

Notice	Statutory Regulations Serial Number
The Securities Act (United Kingdom Issuers Employee Share Purchase Schemes) Exemption Notice 1995	S.R. 1995/53
The Securities Act (United Kingdom Issuers Employee Share Purchase Schemes) Exemption Notice 1995, Amendment No. 2	S.R. 1996/58
The Securities Act (United Kingdom Issuers Employee Share Purchase Schemes) Exemption Notice 1995, Amendment No. 3	S.R. 1996/86
The Securities Act (United Kingdom Issuers Employee Share Purchase Schemes) Exemption Notice 1995, Amendment No. 4	S.R. 1996/100

Dated at Wellington this 30th day of July 1996.

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

[L.S.]

E. H. ABERNETHY,  
Chairman.

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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*, replaces the Securities Act (United Kingdom Issuers Employee Share Purchase Schemes) Exemption Notice 1995.

The Securities Act (United Kingdom Issuers Employee Share Purchase Schemes) Exemption Notice 1995 exempts—

- (a) Certain named companies from Part II of the Securities Act 1978 in respect of offers of equity securities in employee share purchase schemes where the offers are made to employees of other named companies;
- (b) The holders of equity securities that have previously been allotted by any such company with a view to their being offered for sale to employees of those companies;
- (c) Named companies from Part II of the Act in respect of offers of debt securities in savings schemes operated in connection with employee share purchase schemes.

This notice consists of 2 Parts. Part I of the notice is a class exemption from Part II of the Act for issuers of equity securities in employee share purchase schemes and for issuers of debt securities in connection with such schemes. Part II of the notice exempts from Part II of the Act named issuers of equity securities in employee share purchase schemes and named issuers of debt securities in connection with such schemes.

Part I of the notice applies to companies incorporated in the United Kingdom and listed on the London Stock Exchange and exempts those companies from Part II of the Act in respect of offers of equity securities in employee share purchase schemes where the offers are made to employees of the United Kingdom issuer or any of its subsidiaries.

It also exempts from Part II of the Act the holders of equity securities that have been previously allotted by such companies with a view to their being offered for sale to employees of the United Kingdom issuer or any of its subsidiaries.

Part I of the notice also applies to registered banks, overseas banks, or named persons that are issuers of debt securities in connection with such employee share purchase schemes and exempts those issuers from Part II of the Act in respect of offers of such debt securities to employees of the United Kingdom issuer or any of its subsidiaries.

Part II of the notice applies to named issuers of equity securities in employee share purchase schemes (being issuers that do not fall within the class exemption in Part I of the notice) and exempts those issuers from Part II of the Act in respect of offers of equity securities in those schemes that are made to employees of other named companies.

It also exempts from Part II of the Act the holders of equity securities that have been previously allotted by such companies with a view to their being offered for sale to employees of those named companies.

Part II of the notice also applies to named issuers of debt securities in connection with employee share purchase schemes to which Part II of the notice relates (being issuers that are not registered banks or overseas banks or persons named in the First Schedule to the notice) and exempts those issuers from Part II of the Act in respect of offers of debt securities made in connection with any such scheme.