



Securities Act (Rio Tinto Limited) Exemption Notice 2001

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

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Notice

1 Title

This notice is the Securities Act (Rio Tinto Limited) Exemption Notice 2001.

2 Commencement

This notice comes into force on the day after the date of its notification in the *Gazette*.

3 Expiry

This notice expires on the close of 31 December 2006.

4 Interpretation

(1) In this notice, unless the context otherwise requires,—

Act means the Securities Act 1978

company means Rio Tinto Limited, a company incorporated in Australia

employee share purchase plan means a plan established by the company or by any of its subsidiaries under which employees of the company or of any of its subsidiaries may acquire—

- (a) ordinary shares issued by the company; or
- (b) rights or options to acquire ordinary shares issued by the company

Regulations means the Securities Regulations 1983

savings scheme issuer means—

- (a) a registered bank within the meaning of section 2(1) of the Reserve Bank of New Zealand Act 1989; or
- (b) the company

savings scheme securities means securities issued by a savings scheme issuer in connection with the employee share purchase plan.

- (2) Any term or expression that is defined in the Act or the Regulations and used, but not defined, in this notice has the same meaning as in the Act or the Regulations.

5 Exemption

Every savings scheme issuer and every person acting on its behalf are exempted from sections 33(2), 33(3), 37, 37A, 38A, and 51 to 54A of the Act and the Regulations (except regulation 8) in the case of savings scheme securities that are offered under the employee share purchase plan to persons who are employees of the company or of any of its subsidiaries.

6 Conditions

The exemptions are subject to the conditions that—

- (a) the subscriptions for savings scheme securities are held on trust by the company on behalf of subscribers in a separate bank account from the other funds of the company or of any of its subsidiaries; and
- (b) the person to whom the offer is made has, before the offer is made, been sent the following documents:
 - (i) a copy of the current rules of the employee share purchase plan;
 - (ii) a copy of the most recent annual report of the company.

Dated at Wellington this 5th day of September 2001.

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

[L.S.]

J. Diplock,
Chairperson.

Explanatory note

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

This notice comes into force on the day after the date of its notification in the *Gazette* and expires on the close of 31 December 2006.

This notice exempts registered banks and Rio Tinto Limited, subject to conditions, from sections 33(2), 33(3), 37, 37A, 38A, and 51 to 54A of the Securities Act 1978 and the Securities Regulations 1983 (except regulation 8) in the case of certain securities offered under an employee share purchase plan to employees of Rio Tinto Limited or of any of its subsidiaries.

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

Date of notification in *Gazette*: 6 September 2001.

This notice is administered in the Securities Commission.
