



## Securities Act (Goodman Fielder Limited) Exemption Notice 2005

Pursuant to the Securities Act 1978, the Securities Commission gives the following notice (to which is appended a statement of reasons of the Securities Commission).

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### Notice

- 1 Title**

This notice is the Securities Act (Goodman Fielder Limited) Exemption Notice 2005.
- 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 1 April 2006.
- 4 Interpretation**

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

**Act** means the Securities Act 1978

**Goodman Fielder** means Goodman Fielder Limited, a company incorporated in Australia

**Regulations** means the Securities Regulations 1983

**specified securities** means equity securities in Goodman Fielder.

- (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 from section 33(1) of Act**

Goodman Fielder and every person acting on its behalf is exempted from section 33(1) of the Act in respect of any statement made by or on behalf of Goodman Fielder to the effect that Goodman Fielder is considering making an offer of specified securities to the public.

## **6 Condition of exemption in clause 5**

The exemption in clause 5 is subject to the condition that the statement referred to in clause 5—

- (a) states that Goodman Fielder is considering making an offer of specified securities to the public; and
- (b) states that no money is currently being sought and that no applications for specified securities will be accepted or money received unless the subscriber has received an investment statement in relation to the specified securities; and
- (c) may state that Goodman Fielder is seeking preliminary indications of interest, and in that case also states—
  - (i) how indications of interest may be made; and
  - (ii) that no indication of interest will involve an obligation or commitment of any kind; and
- (d) is dated; and
- (e) does not contain any other information, except any or all of the following:
  - (i) the full name of Goodman Fielder, and a brief description of it, and the nature of its proposed business (including the brands, trade marks, and logos that it will own or manage):

- (ii) a description of the specified securities, including a brief description of any rights or privileges to be attached:
- (iii) the total number of specified securities intended to be offered:
- (iv) a statement of the intended use of the subscriptions:
- (v) the terms of the intended offer of specified securities:
- (vi) a description of the class of persons to whom it is intended the offer of specified securities will be made:
- (vii) the date at which Goodman Fielder expects that the offer of specified securities will be made; and
- (f) is not distributed to any person later than 6 months after its date.

## **7 Exemption from regulation 17(2) of Regulations**

Goodman Fielder and every person acting on its behalf is exempted from regulation 17(2) of the Regulations in respect of the statement referred to in clause 5 to the extent that regulation 17(2) requires a certificate for the purposes of regulation 17(1) to be completed in the form set out in Schedule 4 of the Regulations.

## **8 Condition of exemption in clause 7**

The exemption in clause 7 is subject to the condition that a certificate for the purposes of regulation 17(1) of the Regulations is in the form set out in the Schedule.

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## **Schedule**

### **Certificate in respect of advertisements**

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I (*or we*) hereby certify that—

- (a) I (*or we*) have—
  - \*(i) read:
  - \*(ii) seen:
  - \*(iii) listened to—

the advertisement described in the Schedule to this certificate:

- (b) the advertisement complies with the Securities Act 1978 and the Securities Regulations 1983, as modified by the Securities Act (Goodman Fielder Limited) Exemption Notice 2005:
- (c) the advertisement does not contain any matter that is likely to deceive, mislead, or confuse with regard to any particular that is material to the offer of securities.

Signature of Director (or authorised signatory): .....

Date of signing: .....

Signature of Director (or authorised signatory): .....

Date of signing: .....

Schedule  
Description of advertisement

(The description must be sufficient to enable the advertisement to be identified.)

\*Delete if inapplicable.

Dated at Wellington this 1st day of November 2005.

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

[L.S.]

J. Diplock,  
Chairperson.

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**Statement of reasons**

This notice, which comes into force on the day after the date of its notification in the *Gazette* and expires on 1 April 2006, exempts Goodman Fielder Limited (**Goodman Fielder**) and every person acting on its behalf, subject to conditions, from section 33(1) of the Securities Act 1978 and regulation 17(2) of the Securities Regulations 1983 in respect of any statement by or on behalf of Goodman Fielder that it is considering making an offer of shares to the public.

The Securities Commission considers that it is appropriate to grant the exemptions because—

- Goodman Fielder intends to make a share offer in New Zealand using an Australian prospectus and a New Zealand investment statement. Under Australian law Goodman Fielder will be permitted to undertake publicity once its prospectus has been lodged with the Australian Securities and Investments Commission. However, at that time Goodman Fielder will be constrained in its advertising because there will not be a New Zealand investment statement:
- allowing a pre-offer advertisement to include a brief description of Goodman Fielder and the nature of its proposed business (including the brands, trade marks, and logos that are associated with that business) will provide additional relevant information about the offer:
- the pre-offer information is limited in nature and is not permitted to address the merits of the offer:
- a regulation 17 certificate must still be completed by Goodman Fielder; the exemption simply permits this to be drafted in a slightly different format to that contained in Schedule 4 of the Securities Regulations 1983.

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

Date of notification in *Gazette*: 3 November 2005.

This notice is administered by the Securities Commission.

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