

Dear Panel

I set out below comments I should like to make on this paper.

It may be helpful first to set out a brief description of my interest.

I spent about 35 years in financial services, as investment manager and adviser to institutional funds and as a director of companies which included listed companies making and receiving takeover offers. I have encountered many of the issues underlying the paper and am pleased that some of them at least are being addressed in this way.

I am qualified as an accountant (CPFA) and with the CFA Institute (ASIP). I am now retired and live at: [REDACTED]. E-mail: [REDACTED] Tel. [REDACTED].

Comments:

I see the proposals as a substantial step forward in removing the possibility of companies being sold too cheaply in response to unduly short-term considerations and welcome them. Shortage of time since I became aware of the consultation has prevented my looking at the whole paper, but with one reservation I should like endorse the proposals referred to in Questions, 9, 15, 16 and 26. The exception is on p.59 at para. 5.2(b), where I suggest there might be added a requirement to describe the nature of the considerations or events which would give rise to a payment above the minimum. As stated, this can be commercially sensitive - and tactically so also - but I think shareholders need to be able to understand in general terms what the board is regarding as "success" meriting an extra payment and whether that is something deliverable by extra effort from advisers rather than, say, luck.

ROGER MORTON