

# THE TAKEOVER PANEL

## AMENDMENTS TO THE CODE'S DISCLOSURE REGIME AND TRANSITIONAL ARRANGEMENTS

The amendments to the Takeover Code (the "Code") adopted in [Response Statement 2009/1](#) ("Extending the Code's disclosure regime") and made by [Instrument 2009/6](#) take effect today, Monday, 19 April. Both the Response Statement and the Instrument were published by the Code Committee on 16 December 2009.

The electronic copy of the [Code](#) on the Panel's website ([www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk)) has been updated so as to reflect the amendments. Hard copies of the relevant amended pages of the Code have been published today, incorporating, in addition, the amendments to Rule 5.2(c)(iii) which came into effect on 8 March.

The revised Code applies to all offers and possible offers from today. In addition, the transitional arrangements will apply, as described below.

### Summary of amendments

Broadly:

- (a) where dealings are undertaken on or after 19 April, the Code's disclosure regime will operate on the basis of "extended composite disclosure" (as described in paragraph 2.3 of RS 2009/1);
- (b) where an offer period commences on or after 19 April, "opening position disclosures" will be required (on the basis of extended composite disclosure) with respect to interests and short positions in, and rights to subscribe for, relevant securities in the offeree company; and

- (c) where any offeror (other than a “cash offeror”) is first identified as such on or after 19 April, “opening position disclosures” will be required (on the basis of extended composite disclosure) with respect to interests and short positions in, and rights to subscribe for, relevant securities in that offeror.

### **Transitional arrangements**

Where an offer period has already commenced before 19 April, or where an offeror has already been identified as such, transitional arrangements apply, such that:

- (a) the parties to the offer;
- (b) any person who is interested in 1% or more of any class of relevant securities of any party to the offer (other than a cash offeror); and
- (c) exempt principal traders which are connected with any party to the offer and which do not have recognised intermediary status (or where recognised intermediary status is inapplicable)

must make an opening position disclosure (on the basis of extended composite disclosure) by no later than 10 business days from today’s date. In other words, opening position disclosures must be made by not later than 12 noon or 3.30 pm (as appropriate) on Tuesday, 4 May 2010, including details of long interests, short positions and rights to subscribe existing or outstanding at midnight on 3 May. However, an opening position disclosure does not need to be made in relation to the relevant securities of any party to the offer in respect of which the person concerned has already disclosed details of all relevant interests, short positions and rights to subscribe during the offer period pursuant to the Code’s disclosure requirements. For further details of the transitional arrangements, see paragraphs 1.21 and 1.22 of RS 2009/1.

## **New disclosure forms**

[New specimen disclosure forms](#) are available to be downloaded from the “Disclosure” section of the Panel’s website. In relation to dealing disclosures, the new forms should be used to disclose dealings undertaken on or after 19 April. Dealings undertaken between Friday, 16 April and Sunday, 18 April and disclosed on 19 April may also be disclosed either on the old forms or the new forms, whichever is most convenient. In relation to opening position disclosures, subject to the transitional arrangements described above, the new forms should be used to disclose interests and short positions in, and rights to subscribe for, relevant securities of offeree companies in respect of which offer periods commence on or after 19 April and following the identification of any offeror as such on or after today’s date.

## **Summary of the provisions of Rule 8**

Advisers to the parties to an offer should note that a [summary of the provisions of the new Rule 8](#) of the Code, which is required to be included in certain announcements and documents under Rules 2.4(a), 2.5(b)(vi), 2.6 and 24.2(d)(xiii), Note 12(a) on Rule 8 and the Note on the definition of “website notification”, is available to be downloaded from the Panel’s website.

In the case of any queries as to the disclosures required following the implementation today of the amendments to the Code adopted in RS 2009/1, including in relation to the new disclosure forms, the Panel’s Market Surveillance Unit should be contacted on +44 (0)20 7638 0129.

19 April 2010