

THE TAKEOVER PANEL

CODE COMMITTEE

AMENDMENTS TO THE TAKEOVER CODE

The Code Committee of the Takeover Panel has today published on the Panel's website [Instrument 2013/1](#), which makes various amendments to the Takeover Code. Most of the amendments have either been made as a consequence of changes to relevant legislation or, in the opinion of the Code Committee, do not materially alter the effect of the provisions in question. Those amendments have therefore been made without formal consultation.

The remainder of the amendments have been consulted on by the Code Committee in either PCP 2012/1 ("Profit forecasts, quantified financial benefits statements, material changes in information and other amendments to the Takeover Code") or PCP 2012/3 ("Companies subject to the Takeover Code"). No material comments were received from respondents on the relevant proposals and the Code Committee has decided to adopt those amendments at the same time as the other amendments set out in Instrument 2013/1. The other proposals made in PCP 2012/1 and PCP 2012/3 remain under consideration and the Code Committee will publish Response Statements in due course.

Amendments to reflect the restructuring of the UK's financial regulatory framework

The amendments in Appendix A to Instrument 2013/1 have been made in order to reflect the restructuring of the UK's financial regulatory framework, as brought into effect by the Financial Services Act 2012. In the majority of cases, the amendments comprise the replacement of references to the Financial Services Authority/the FSA with references to the Financial Conduct Authority/the FCA. In addition, section 12 of the Introduction to the Code has been amended to reflect the amendments made by

the Financial Services Act 2012 to the Panel's duty of co-operation with financial services regulators under section 950 of the Companies Act 2006.

Miscellaneous amendments flowing from the consultation on PCP 2012/1

In PCP 2012/1, the Code Committee proposed, amongst other things, the introduction into the Definitions Section of the Code of a new Note 3 on the definition of "offer period". The effect of the amendment would be that an offer period would continue until the first closing date of an offer where the offer was either unconditional from the outset or became, or was declared, unconditional as to acceptances prior to the first closing date. This aspect of the definition of "offer period" was unintentionally deleted in September 2011. No material comments were made on the amendment proposed in PCP 2012/1 and the Code Committee has taken this opportunity to adopt the new Note 3 on the definition of "offer period", as set out in Appendix B to Instrument 2013/1.

In addition, in PCP 2012/1, the Code Committee proposed minor amendments to Rule 26 of the Code. Broadly, the proposed amendments would require new material contracts entered into during an offer to be published on a website and an announcement to be made that this had been done. The Code Committee also proposed that agreements relating to the invocation of conditions should be published on a website from the time of the announcement of a firm offer, rather than from the time of the publication of the offer document. There were no comments of substance on the amendments to Rule 26 proposed in PCP 2012/1 and the Code Committee has taken this opportunity to adopt the amendments. In addition, the Code Committee has replaced references in the Code to documents being "on display" with references to their being "published on a website". The relevant amendments are as set out in Appendix B to Instrument 2013/1.

Other minor amendments

On 31 October 2012, the recognised investment exchange formerly known as PLUS Stock Exchange plc changed its name to ICAP Securities & Derivatives Exchange Limited and the PLUS-Listed Market and the PLUS-Quoted Market became,

respectively, the ISDX Main Board and the ISDX Growth Market. The ISDX Main Board is a regulated market and the ISDX Growth Market is a multilateral trading facility.

In Appendix C to Instrument 2013/1, the Code Committee has:

- (a) deleted the definition of “PLUS” from the Definitions Section of the Code;
- (b) introduced a new definition of “multilateral trading facility” into the Definitions Section of the Code, as proposed by the Code Committee in PCP 2012/3; and
- (c) made appropriate amendments to the provisions of the Code that currently refer to PLUS.

In addition, the Code Committee has made a number of minor amendments to the Receiving Agents’ Code of Practice in Appendix 4 of the Code.

Implementation and publication

The amendments set out in Instrument 2013/1 will take effect on 1 April 2013.

The electronic version of the Code on the Panel’s website will be updated and the relevant amended pages of the Code will be sent to subscribers.

28 March 2013