

The Secretary to the Code Committee
The Takeover Panel
10 Paternoster Square
London
EC4M 7DY

28 August 2015

Your ref: BDO
Our ref: PCP15(1)/JS/Consultation

Dear Sirs

PCP 2015/2 - “Restrictions and suspensions of voting rights” and PCP 2015/3 - “Additional presumptions to the definition of acting in concert”

BDO LLP (“BDO”) is pleased to respond to your request for comments on the above consultations. We understand and hereby approve that this response to the consultations are made available for public inspection and published on the Panel’s website.

BDO is the UK member firm of the BDO international network, the world’s fifth largest accountancy organisation. BDO has acted as both a financial advisor to clients on transactions to which the Takeover Code (the “Code”) applies and as a reporting accountant on specific aspects of the Code such as reports in connection with profit forecasts.

Responses to questions

PCP 2015/2 - “Restrictions and suspensions of voting rights”

Q1 Should the proposed new definition of “voting rights” be introduced?

Yes, we agree that the proposed new definition of “voting rights” be introduced although we note that the possibility of issuing non-voting convertible shares to achieve the same outcome as issuing suspended voting shares remains unaffected.

Q2 Should the Note on Rule 9.7 be amended as proposed?

Yes, we agree that the Note on Rule 9.7 be amended as proposed and suggest that the worked examples in 3.2-3.4 of the consultation paper also be included in the Notes on Rule 9.7 to facilitate comprehension.

Q3 Should Rule 11.1 and 11.2 be amended as proposed?

Yes, we agree that the Rule 11.1 and 11.2 be amended as proposed in order for these Rules to remain consistent with the changes to the new definition of “voting rights”.

PCP 2015/3 - “Additional presumptions to the definition of acting in concert”

Q1 Should the proposed new definition of “close relatives” be introduced?

Yes, we agree the proposed new definition of “close relatives” should be introduced.

Q2 Should the proposed new presumption (5) of the definition of “acting in concert” in relation to close relatives be introduced?

Yes, we agree the proposed new presumption (5) of the definition of “acting in concert” in relation to close relatives be introduced.



28 August 2015

Q3 Should presumptions (2) and (3) of the definition of “acting in concert”, Rule 9.6, the Note on “Exempt fund manager” and “Exempt principal trader” and Note 1 on Rule 19.2 be amended as proposed?

Yes, we agree the proposed new presumptions (2) and (3) of the definition of “acting in concert”, Rule 9.6, the Note on “Exempt fund manager” and “Exempt principal trader” and Note 1 on Rule 19.2 be amended as proposed.

Q4 Should the proposed new presumption (6) of the definition of “acting in concert” in relation to companies founded by a member of a person’s family be introduced?

Yes, we agree the proposed new presumption (6) of the definition of “acting in concert” in relation to companies founded by a member of a person’s family be introduced.

Q5 Should the proposed new presumption (9) of the definition of “acting in concert” in relation to shareholders in a private company be introduced?

Yes, we agree the proposed new presumption (9) of the definition of “acting in concert” in relation to shareholders in a private company be introduced.

We would be pleased to discuss any queries you may have in relation to the points raised in this letter.

Yours faithfully



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For and on behalf of BDO LLP



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