

THE TAKEOVER PANEL

LEGISLATIVE CHANGES RELATING TO THE ISLE OF MAN

CODE AMENDMENTS TO HAVE EFFECT ON 1 MARCH 2009

The Panel and the Code Committee have today published on the Panel's website Instrument 2009/1, including amendments to the Introduction to the Takeover Code, to reflect the entry into force on 1 March of The Companies Act 2006 (Extension of Takeover Provisions) (Isle of Man) Order 2008 (SI 2008 No 3122, the "Order") and The Companies Act 2006 (Amendment of Schedule 2) Order 2009 (SI 2009 No 202, the "amending Order") and to clarify the application of the Code to certain Isle of Man incorporated companies. As each of the amendments has been made as a consequence of changes to relevant legislation, the text of the amendments has been published without any formal consultation process.

The Companies Act 2006 (Extension of Takeover Provisions) (Isle of Man) Order 2008 and the Companies Act 2006 (Amendment of Schedule 2) Order 2009

The effect of the Order is to extend Chapter 1 of Part 28 of the Companies Act 2006 to the Isle of Man with appropriate modifications. As a result, the Panel will be put on a statutory footing in relation to its regulation of takeovers and mergers of Isle of Man companies. The effect of the amending Order is to amend the provisions of Schedule 2 to the Companies Act 2006 (specified persons, descriptions of disclosures etc. for the purposes of section 948) to include references to relevant Isle of Man bodies and persons exercising functions under Manx law.

The effect of both Orders will be to provide for a consistent statutory regulatory regime for takeovers in the UK and the Isle of Man.

The application of the Code to certain Isle of Man incorporated companies

The Code has also been amended to reflect a new form of incorporation, introduced by the Isle of Man's Companies Act 2006, whose significant feature is that it makes no distinction between a public and a private company. A footnote has been added to section 3(a)(ii) of the Introduction to the Code to clarify the way in which the Code will be applied to such companies.

All the above amendments are set out in the Appendix to Instrument 2009/1.

The amendments will come into effect on 1 March 2009. Revised pages of the Code will be issued in due course.

27 February 2009