The Takeover Code: Update

London: 26 January 2012, 25 April 2012, 5 July 2012, 18 October 2012

Course Overview:

Substantial changes to the Takeover Code came into effect on 19 September 2011 as a result of the Code Review, which followed the Kraft takeover of Cadbury. These changes are having a significant impact on the way takeovers are planned and negotiated, as well as on the disclosures, which are required.

This course examines the new rules, the reasons for the changes and their impact on takeovers.

Course Content:

Background for the changes

- Reaction to Kraft/Cadbury
- Effect of changes in marketplace
- Purpose of Code
- Panel's concerns and objectives

Protection against protracted "virtual bids"

- How have virtual bids and PUSUs been used?
- Naming of potential offeror
  - Why name potential offerors?
  - When is it required
  - What happens if there are subsequent offerors?
- Automatic 28 day "Put Up or Shut Up"
  - Reasons for change
  - What happens at end on 28 days?
  - Deadlines for multiple potential offerors
  - Rules for formal sale process
  - Position after firm offer announcement
- Changes to ban on bidding after withdrawal (Rule 2.8)
- Dispensations from possible offer announcements
- When can possible offer price be reduced?
- Impact on bids

Prohibition of deal protection measures and break fees

- Reasons for change
- What deal agreements are prohibited?
- Agreements excluded from prohibition
- Conditions for dispensations from prohibition
  - White knights
  - Formal sale processes
- Whitewash transactions
- Schemes of Arrangement
  - Timetable requirements and publication
  - When timetable can be changed and consequences
  - New long stop dates
- Impact on bids

Improvements to disclosure

- Reasons for changes
- Offer related fees and expenses disclosures
  - Advisers fees
  - Financing fees
- Changes to offeror financial information disclosure
- Extension of disclosures on financing of offer
- Documents on display
- Impact on bids

Interests of offeree's employees

- Greater disclosure of offeror's plans
  - Time they must hold true
- Offeree board recommendations
  - What can be taken into account?
- Communication with employee representatives
  - Additional requirements to pass on information
- Publication of employee representatives' opinion
  - Advice and costs
- Impact on bids

Times	Fee Per Participant 1-2 participants: £400 + VAT (£480) each	SRA CPD Hours
09:30 - 13:00	**Discounts available for multiple participants:** 3-4 participants: **15% discount** per participant 5-6 participants: **20% discount** per participant 7-8 participants: **25% discount** per participant 9 or more participants: **30% discount** per participant	**3**

Delivering this course in-house for you to a number of participants could be very cost effective. Please call us on 020 7387 4484 to discuss this further.