

CONTENTS

1. TAKEOVERS CODE – AN OVERVIEW	1
WHAT IS THE TAKEOVERS CODE AND WHAT DOES IT REGULATE?	1
<i>Takeovers Code</i>	1
<i>Code companies</i>	1
WHAT IS THE TAKEOVERS PANEL AND WHO ARE ITS MEMBERS AND STAFF?	1
DETERMINING WHETHER A COMPANY IS A CODE COMPANY	2
THE CODE’S ‘FUNDAMENTAL RULE’	3
WHAT KINDS OF TRANSACTIONS ARE SUBJECT TO THE CODE?	3
WHAT KINDS OF ACTIONS BY SHAREHOLDERS COULD RAISE CODE ISSUES?	4
WHAT IF A SHAREHOLDER TAKES NO ACTION AT ALL?	4
CLASS EXEMPTIONS AND THE ‘CREEP’ RULE	5
<i>Class exemptions</i>	5
<i>The ‘creep’ rule – rule 7(e)</i>	6
WHAT ARE “ASSOCIATES”?	6
WHAT SHOULD YOU DO IF THE CODE MIGHT APPLY TO YOUR CLIENT?	6
2. THE CODE AT A GLANCE	9
3. THE PANEL’S FUNCTIONS, ITS MEMBERS AND STAFF	11
FUNCTIONS AND POWERS	11
MEMBERS OF THE PANEL	12
<i>David Jones, Chairman</i>	12
<i>Andy Coupe, Deputy Chairman</i>	12
<i>Murdo Beattie</i>	12
<i>Carl Blanchard</i>	12
<i>David Flacks</i>	13
<i>Tony Pigou</i>	13
<i>Simon Horner</i>	13
<i>Peter Scott</i>	13
<i>Sue Suckling</i>	14
<i>Keith Taylor</i>	14
<i>Roger Wallis</i>	14
THE PANEL’S STAFF	15
4. APPENDIX	17
SCHEMES AND AMALGAMATIONS INVOLVING CODE COMPANIES	17