

## A Bidder's Pocket Guide to The Takeover Code



MARCH 27, 2024

- **Secrecy** is critical. Information about the potential offer is secret and must only be passed on to another person if it is essential to do so and that person is aware of the need for secrecy. Leaking of information may constitute a civil or criminal offence. Use code names in all documents, e-mails and during telephone conversations. Do not discuss the deal in a place where you might be overheard.
- Panel consent is required where, prior to the announcement of an offer, discussions are to be extended beyond a limited circle. **Do not approach lenders to arrange finance** without first consulting your investment adviser or legal counsel.
- **No dealings in Bidder or Target shares, options or related derivatives** should take place by Bidder, its directors, senior managers their families or other concert parties without prior clearance from your investment adviser or legal counsel. Dealings in Target shares, options or related derivatives either before or during the offer can **adversely impact the nature and value of the consideration** to be offered. Actions and statements of Bidder concert parties' will be treated as actions and statements of Bidder (concert parties are critical and may have unintended consequences - consult your investment adviser or legal counsel on this aspect at an early stage).
- Your investment adviser must be present at all **meetings with shareholders, analysts, stockbrokers or fund managers**. Your investment adviser will have to confirm to the Takeover Panel that no new material information or opinions were released.
- **Dealing with the media** – Do not make any statements to the media (publicly or privately) concerning any aspect of a possible bid, performance of Target or Bidder or the likely success of a bid or its terms, in the UK, the US or elsewhere without first consulting your investment adviser or legal counsel.
- **Do not announce** a firm intention to make an offer until you have every reason to believe you can and **will** be able to continue to implement it. Once announced, you will be required to proceed with an offer.
- No **special deals** with favourable conditions are permitted with some but not all Target shareholders – **all shareholders must be afforded equivalent treatment**.
- The board is **collectively responsible** for the conduct of the bid. All documents and statements made must be prepared to the **highest standards of accuracy**. The directors accept **responsibility** for all information issued by Bidder.

- If an offer is made, shareholders must be given sufficient information in good time to allow them to reach a properly informed decision. No relevant information can be withheld. If new information is released to a select few, prompt disclosure to all is required.

*Note that Bidder and the board must continue to comply with their other legal and regulatory obligations in addition to those obligations imposed by the Takeover Code.*

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## Related Capabilities

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