



Takeovers Code (Class Exemptions) Notice (No 2) 2001 Amendment Notice 2019

Pursuant to sections 45(1)(c) and 45A(3) of the Takeovers Act 1993, the Takeovers Panel, being satisfied of the matters set out in section 45(6) of that Act, gives the following notice.

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Schedule
New Part 3 of Schedule 1AA inserted

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Notice

1 Title

This notice is the Takeovers Code (Class Exemptions) Notice (No 2) 2001 Amendment Notice 2019.

2 Commencement

This notice comes into force on 15 March 2019.

3 Principal notice

This notice amends the Takeovers Code (Class Exemptions) Notice (No 2) 2001 (the **principal notice**).

4 Clause 5 amended (Exemption for buyback that is not approved by shareholders: increased voting control eliminated within 6 months after increase)

(1) In the heading to clause 5, replace “6 months” with “12 months”.

(2) In clause 5(2)(b), replace “6 months” with “12 months”.

5 Clause 6 amended (Exemption for increased voting control within 6 months after buyback reduced control percentage)

(1) In the heading to clause 6, replace “6 months” with “12 months”.

(2) In clause 6(2)(a), replace “6 months” with “12 months”.

6 Clause 8 amended (Exemption for allotments pursuant to pro rata offer or scheme: increased voting control eliminated within 6 months after increase)

(1) In the heading to clause 8, replace “6 months” with “12 months”.

(2) In clause 8(5), replace “6 months” with “12 months”.

7 Clause 8A amended (Exemption for allotments pursuant to offer with accelerated features but otherwise pro rata: increased voting control eliminated within 6 months after increase)

In the heading to clause 8A, replace “6 months” with “12 months”.

8 Clause 8B amended (Exemption for allotments pursuant to certain offers with excluded overseas shareholders: increased voting control eliminated within 6 months after increase)

In the heading to clause 8B, replace “6 months” with “12 months”.

9 Clause 8C amended (Exemption for allotments pursuant to certain scheme with excluded overseas shareholders: increased voting control eliminated within 6 months after increase)

In the heading to clause 8C, replace “6 months” with “12 months”.

10 Clause 9 amended (Exemption for increased voting control within 6 months after allotments pursuant to clauses 8 to 8C offer or scheme result in reduced control percentage)

(1) In the heading to clause 9, replace “6 months” with “12 months”.

(2) In clause 9(3)(a), replace “6 months” with “12 months”.

11 Clause 10 amended (Exemption for increased voting control within 6 months after allotments pursuant to other kind of offer or scheme result in reduced control percentage)

(1) In the heading to clause 10, replace “6 months” with “12 months”.

(2) In clause 10(3)(a), replace “6 months” with “12 months”.

12 Schedule 1AA amended

In Schedule 1AA, after Part 2, insert the Part 3 set out in the Schedule of this notice.

Schedule

New Part 3 of Schedule 1AA inserted

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Part 3

Provision relating to Takeovers Code (Class Exemptions) Notice (No 2) 2001 Amendment Notice 2019

3 Transitional provision relating to matters before commencement

(1) In this clause, **notice** means the Takeovers Code (Class Exemptions) Notice (No 2) 2001 Amendment Notice 2019.

(2) Clauses 5 and 8 to 8C, as in force immediately before the commencement of the notice, continue to apply, as if the notice had not been made, to increases in voting control occurring before that commencement.

(3) Clauses 6, 9, and 10, as in force immediately before the commencement of the notice, continue to apply, as if the notice had not been made, to decreases in voting control occurring before that commencement.

Dated at Auckland this 4th day of March 2019.

R A Coupe,
Chairperson.

Statement of reasons

This notice, which comes into force on 15 March 2019, amends the Takeovers Code (Class Exemptions) Notice (No 2) 2001 (the **principal notice**) to extend, from 6 months to 12 months, the permitted time to—

- eliminate an increase in voting control in accordance with clauses 5 and 8 to 8C of the principal notice; or
- increase voting control after a decrease in accordance with clauses 6, 9, and 10 of the principal notice.

The Takeovers Panel (the **Panel**) considers it appropriate to amend the principal notice and considers the amendments to be consistent with the objectives of the takeovers code, because the amendments—

- help ensure that compliance with the conditions of the exemptions in clauses 5 to 10 is practicable; and
- fit within current Panel policy settings for the capital markets; and
- maintain a proper relationship between the costs of compliance with the takeovers code and the benefits resulting from it.

Issued under the authority of the Legislation Act 2012.

Date of notification in *Gazette*: 12 March 2019.

This notice is administered by the Takeovers Panel.