



## Takeovers Code (Voting Agreements for Schemes of Arrangement) Exemption Amendment Notice 2021

Pursuant to sections 45 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.

### Contents

	Page
1 Title	1
2 Commencement	1
3 Principal notice	1
4 Clause 5 amended (Conditions of exemption)	1

### Notice

#### 1 Title

This notice is the Takeovers Code (Voting Agreements for Schemes of Arrangement) Exemption Amendment Notice 2021.

#### 2 Commencement

This notice comes into force on 8 November 2021.

#### 3 Principal notice

This notice amends the Takeovers Code (Voting Agreements for Schemes of Arrangement) Exemption Notice 2020.

#### 4 Clause 5 amended (Conditions of exemption)

After clause 5(a), insert:

- (aa) the voting commitment must relate to a scheme of arrangement that is proposed under a scheme implementation agreement that is duly executed by all parties to the agreement and is in force; and

Dated at Auckland this 28th day of October 2021.

R A Coupe,  
Chairperson,  
Takeovers Panel.

### **Statement of reasons**

This notice, which comes into force on 8 November 2021, amends the Takeovers Code (Voting Agreements for Schemes of Arrangement) Exemption Notice 2020. That notice exempts a person from rule 6(1) of the Takeovers Code (the **Code**) in respect of any increase in the person's voting control in a code company that results from a voting agreement. A voting agreement creates voting commitments relating to a scheme of arrangement.

The amendment in this notice clarifies that the scheme of arrangement must be proposed under an existing scheme implementation agreement (that is, it is not a potential or hypothetical scheme).

The Takeovers Panel considers it appropriate to amend the principal notice, and considers the amendment to be consistent with the objectives of the Code, because—

- the amendment clarifies how the exemption was intended to operate and does not change the substance of the exemption; and
- requiring the exemption to apply only to schemes proposed under existing scheme implementation agreements strikes the appropriate balance between ensuring that shareholders in a takeover are treated fairly and encouraging competition for the control of code companies.

Issued under the authority of the Legislation Act 2019.

Date of notification in *Gazette*: 4 November 2021.

This notice is administered by the Takeovers Panel.