



PCP 2015_2 Restrictions and suspensions of voting rights

ICAEW welcomes the opportunity to comment on the consultation *PCP 2015_2 Restrictions and suspensions of voting rights* published by the Code Committee of the Takeover Panel on 14 July 2015, a copy of which is available from this [link](#).

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MAJOR POINTS

1. We support the Code Committee's proposed amendments to the definition of 'voting rights' in the Takeover Code.

RESPONSES TO SPECIFIC QUESTIONS

Q1: Should the proposed new definition of "voting rights" be introduced?

2. We agree the proposed new definition should be introduced. We note that the Code Committee's approach to the issue of non-voting convertible shares is not being altered even though such issue could achieve the same outcomes as the issue of suspended voting shares currently does. It will continue to be important that a whitewash is obtained at the time of such issue.

Q2: Should the Note on Rule 9.7 be amended as proposed?

3. We agree the Note on Rule 9.7 should be amended with the exception of a small drafting point. The new definition of 'voting rights' means that in, both 2(a) and 2(b) of the Note on Rule 9.7, the phrase 'being able to exercise' can be replaced by 'having'.

Q3: Should Rule 11.1 and 11.2 be amended as proposed?

4. We agree.