

28. Partial offers

28.1 Executive's consent required

The Executive's consent is required for any partial offer. Consent will normally be granted in the case of an offer (a) which could not result in the offeror and persons acting in concert with it holding ~~35%~~30% or more of the voting rights of a company; ~~and/or~~ (b) where the offeror and persons acting in concert with it hold more than 50% of the voting rights of a company and the offer is for up to such number of shares as would take the holding of voting rights to not more than 75% of the voting rights of the company, or such higher percentage as the Listing Rules may permit.

28.2 Acquisitions prior to the offer

In the case of an offer which could result in the offeror and persons acting in concert with it holding ~~35%~~30% or more, but which must result in their holding less than 100%, of the voting rights of a company, such consent will not normally be granted if the offeror or persons acting in concert with it have acquired, selectively or in significant numbers, voting rights in the offeree company during the 6 months preceding the application for consent or if voting rights have been acquired at any time after the partial offer was reasonably in contemplation.

28.3 Acquisitions during and after the offer

The offeror and persons acting in concert with it may not acquire voting rights in the offeree company during the offer period. In addition, in the case of a successful partial offer, neither the offeror, nor any person who acted in concert with the offeror in the course of the partial offer, nor any person who is subsequently acting in concert with any of them, may, except with the consent of the Executive, acquire voting rights of the offeree company during the 12 month period immediately following the end of the offer period.

Note to Rule 28.3:

Discretionary clients

Dealings for discretionary clients by fund managers connected with the offeror, unless they are exempt fund managers, may be relevant (see Rule 21.6).

28.4 Offer for between ~~35%~~30% and 50%

In the case of an offer which could result in the offeror holding not less than ~~35%~~30%, and which must result in a holding of not more than 50%, of the voting rights of a company, consent will not normally be granted.

28.5 Offer for ~~35%~~30% or more requires independent approval

Any offer which could result in the offeror holding ~~35%~~30% or more of the voting rights of a company must normally be conditional, not only on the specified number of acceptances being received, but also on approval of the offer, signified by means of a separate box on the form of acceptance, being given by shareholders holding over 50% of the voting rights not held by the offeror and persons acting in concert with it. This requirement may be waived if over 50% of the voting rights of the offeree company are held by one independent shareholder who has indicated his approval under this Rule 28.5.

28.6 Control position warning

In the case of a partial offer which could result in the offeror holding more than 50% of the voting rights of the offeree company, the offer document must contain specific and prominent reference to this and to the fact that, if the offer succeeds, the offeror will be free, subject to ~~this~~-Rule 28.3, to acquire further shares without incurring any obligation to make a general offer.

28.7 Precise number of shares to be stated

A partial offer must be made for a precise number of shares, such number must be stated, and the offer may not be declared unconditional as to acceptances unless acceptances are received for not less than that number.

28.8 Pro rata entitlement

Partial offers must be made to all shareholders of the class and arrangements must be made for those shareholders who wish to do so to accept in full for the relevant percentage of their holdings. Shares tendered in excess of this percentage must be accepted by the offeror from each shareholder in the same proportion as the number tendered to the extent necessary to enable him to obtain the total number of shares for which he has offered.

28.9 Comparable offer

When an offer is made for a company with more than one class of equity share capital which could result in the offeror holding shares carrying ~~35%~~30% or more of the voting rights, a comparable offer must be made for each other class.

Notes to Rule 28:

*1. Cross reference to Rule 20.1**(b)***

*Reference is made to Rule 20.1**(b)** which prescribes the timing of acquisition of and payment for shares represented by acceptances in a partial offer.*

2. *Odd lots*

As far as practicable an offeror in a partial offer should arrange its acceptance procedures to minimise the number of existing and new odd lot shareholdings.