



ICLG

The International Comparative Legal Guide to:

Mergers & Acquisitions 2014

8th Edition

A practical cross-border insight into mergers and acquisitions

Published by Global Legal Group, with contributions from:

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URL: www.glgroup.co.uk

GLG Cover Design

F&F Studio Design

GLG Cover Image Source

iStockphoto

Printed by

Ashford Colour Press Ltd.
March 2014

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ISBN 978-1-908070-90-6

ISSN 1752-3362

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EDITORIAL

Welcome to the eighth edition of *The International Comparative Legal Guide to: Mergers & Acquisitions*.

This guide provides corporate counsel and international practitioners with a comprehensive worldwide legal analysis of the laws and regulations of mergers and acquisitions.

It is divided into two main sections:

Four general chapters. These are designed to provide readers with a comprehensive overview of key issues affecting mergers and acquisitions, particularly from the perspective of a multi-jurisdictional transaction.

Country question and answer chapters. These provide a broad overview of common issues in mergers and acquisitions in 46 jurisdictions.

All chapters are written by leading mergers and acquisitions lawyers and industry specialists and we are extremely grateful for their excellent contributions.

Special thanks are reserved for the contributing editor Michael Hatchard of Skadden, Arps, Slate, Meagher & Flom (UK) LLP for his invaluable assistance.

Global Legal Group hopes that you find this guide practical and interesting.

The International Comparative Legal Guide series is also available online at www.iclg.co.uk.

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Corporate Governance in the M&A World

Michael Hatchard



Scott Hopkins



Skadden, Arps, Slate, Meagher & Flom (UK) LLP

Despite recent improvements in the general economic outlook, the public M&A markets in the U.K. and the rest of Europe remained subdued in 2013. European companies continue to feel the legacy of the 2008 financial crisis, including the spotlight on corporate governance. In the U.K. in particular, perceived failings in governance and risk oversight at banks have transposed onto non-financial entities and the M&A process generally, extending the debate triggered by Kraft's bid for Cadbury. It has now become the orthodox view that changes must be made to promote long-term investment decisions, and that this requires a sustained commitment to reform, beginning in the boardroom and extending through to the investment manager and up the investment chain to the ultimate shareholder/asset owner.

The progenitor of much of the conceptual (but increasingly practical) thinking in the U.K. is Professor Kay's review of the U.K. equity markets (the Kay Report), which was commissioned by the U.K. Secretary of State for Business Innovation and Skills and released in July 2012. The Kay Report, in the words of Professor Kay, was designed to "*deliver the improvements to equity markets necessary to support long-term value creation in British Companies*", and set out a broad range of policy proposals aimed at restoring relationships founded on trust in the investment chain, increasing engagement between investors and companies and encouraging both companies and investors to focus on long term investment and the creation of value as opposed to short term movements in share prices.

In the M&A context the drivers for the Kay Report led to changes to the UK Takeover Code in 2011. Those changes were primarily designed to shift the balance of power away from the bidder and towards the target. Against that backdrop, the debate rumbles on in the U.K. as to whether and what changes in M&A practice still should be made to achieve longer term thinking.

Non-Executive Directors

The increasing importance and role of non-executive directors (NEDs) and the challenges they face in constructively challenging the executive management of a company has been identified as a key area for improvement in corporate governance both as an ongoing matter and in the particular context of a change of control transaction. The Association of British Insurers (the ABI) which, along with the National Association of Pension Funds (NAPF) and the Investment Management Association (IMA), represents the majority of U.K. institutional investors, has carried this baton and published significant and concrete policies on the role that NEDs should play and the support they should enjoy in the transactional context:

1. in situations which do not on established principles require the creation of an independent, or special, committee of directors to consider the transaction, companies should consider conflicts in the wider sense and carefully assess whether circumstances exist which create or may appear to create a conflict for certain directors (for example as a result of management roles, incentives or unusual pressure that a transaction may place on them);
2. NEDs (or an appropriate NED) should be informed of a possible transaction at the earliest possible moment. For a bidder, this means when it first actively considers (a term that has a specific meaning under the Takeover Code) a transaction for which shareholder consent would be sought. For a target, this is when an approach is received from a possible bidder. This should ensure that NEDs have the longest possible time and sufficient information properly to consider the merits of a transaction. For a target company, the underlying rationale is that NEDs, who may be seen as the representatives of independent shareholders, should be given the lead as a surrogate for shareholders who cannot yet be informed but for whom the Code demands sufficient time and information to consider the merits of a bid. This is particularly important given the way in which the Takeover Code and insider dealing rules constrain bidders and targets from sounding target shareholders on their views prior to public announcement of a transaction. When shareholders are first informed, the views of the NEDs should be communicated to them, thus balancing the need to maintain secrecy prior to announcement while providing shareholders with as much information as possible on the bid and the comfort that a representative group has already been involved in its assessment;
3. the Chairman should ensure that the NEDs (and indeed all directors) are able to familiarise themselves with the proposed transaction and related materials so that they can properly assess and contribute to the debate about the deal;
4. NEDs should be provided with a narrative setting out the discussions between the company and the counterparty and that narrative should be disclosed in any circular to shareholders in summary form;
5. the NEDs should consider whether they should seek independent advice (with no associated success fee) on the transaction, in particular where the transaction is large in terms of value or importance, or hostile;
6. the mandate of the NEDs should be considered by the board at the outset. The mandate may extend to considering whether the transaction presents the best course for the company going forward, in preference to other courses of action, as opposed to merely considering the terms of the deal itself;
7. structures need to be established to allow NEDs to function

- as a group. Similar to the rules of the NASDAQ and New York Stock Exchange, NEDs should consider the extent to which they should have meetings which are not attended by executive directors. The need for collective action is more acute where a large amount of information needs to be processed and decisions taken in a short period of time. Before any circular is published or a recommendation is given to shareholders, NEDs should confirm to the Chairman that they have received sufficient time and information; and
8. NEDs should be provided with all protections available under English company law, on the basis that failure to provide such protections can only weaken the ability of NEDs to engage in the constructive challenges of executive directors and discourage individuals from taking on the NED role.
 2. the Forum facilitating collaboration from a wider range of investors, both from the U.K. and internationally;
 3. the Forum managing mechanical and legal issues connected with engagement, such as concerns that investors may be deemed to be ‘acting in concert’ under the Code or obtain inside information as a result of their participation and hence be unable to trade;
 4. companies holding annual strategy meetings with institutional investors (or explaining why they do not do so); and
 5. institutional investors ensuring that engagement is integrated into their investment process and that asset managers approach to stewardship is aligned.

Special Committees

The ABI has also developed policies for establishment and operation of special committees which are put in place to consider transactions where potential conflicts of interest exist, such as management buy-outs and bids by controllers. In such situations, the ABI policy provides that a special committee should always be formed comprising of un-conflicted directors, and the committee should always take independent financial and legal advice (with such advisers not receiving any success fee).

As with NEDs, the ABI policy provides that special committees should ensure they have a clear mandate at the outset, which is disclosed in any circular to shareholders or in the company’s annual report. Further, that mandate should extend (as is the case with NEDs) to not only consider the terms of the proposed transaction, but the broader question of whether the transaction in principle is the right thing for the company to do, as opposed to other courses of action.

Shareholder Engagement

While the concept of shareholder engagement is not new to the U.K., it has gathered momentum recently including sponsorship in The UK Stewardship Code (Stewardship Code), published by the Financial Reporting Council in 2010. The stated objective of the Stewardship Code was to “*enhance the quality of engagement between institutional investors and companies to help improve long-term returns to shareholders and the efficient exercise of governance responsibilities*”. The Stewardship Code was seen by many as a missed opportunity in that it lacked substantive proposals capable of implementation.

Shareholder engagement was picked up in the Kay Report, which argued that one of the key causes of short-termism was the fragmentation of the equity markets, combined with increased intermediation and consequent loss of trust and confidence between participants in the equity investment chain.

One of the central recommendations of the Kay Report to address this perceived problem was to establish an investor’s forum (the Forum) to facilitate collective engagement by investors in U.K. companies. This resulted in the establishment of the Collective Engagement Working Group (CEWG), sponsored by the ABI, NAPF and the IMA, with input from asset managers and asset owners themselves. The CEWG published its inaugural report in December, providing a first glimpse into how this new organisation might operate. The report envisages:

1. the Forum being staffed by a permanent secretariat which would be the main point of contact with concerned investors and would form an ‘Engagement Action Group’ in relation to a particular company and issue;

The CEWG intends to publish a progress update in March 2014. Given the rise in shareholder activism in the U.K. (and noting that engagement and activism can be seen as the same thing), it will be instructive to see how the Forum operates and the extent to which collective engagement generates pressure on companies to perform in ways which may not be seen by politicians or the public as long-term in nature.

Disenfranchisement of ‘Short Term’ Shareholders

In the view of many commentators, the key manifestation of short-termism in the context of M&A is the fact that shareholders who trade on to the target register during the course of a bid may determine whether the offer succeeds or fails. Viewed through the prism of short-termism, such arbitrageurs who have held the stock for weeks or even days, can be said to be determining the fate of the company which may have been established for many years. Although Professor Kay did not favour it (noting that long-term shareholders had to sell to the arbitrageurs in the first place), politicians and other commentators have targeted the possibility of disenfranchising shareholders who trade on to the target register during the course of a bid in an effort to sponsor the long-term lobby.

Mindful of the significant difficulties that the implementation and enforcement of effective disenfranchisement would create, and strong opposition from various quarters supporting the principle of ‘one share one vote’, the Takeover Panel decided not to introduce the disenfranchisement concept when it revised the Code in 2011. This, however, unfortunately has not ended the debate. In February 2013, a report commissioned by the Labour Party and written by another academic, Sir George Cox, recommended that “*The law on takeovers should be changed, such that all shareholders who appear on the Register during the Offer Period (as defined by the Takeover Code) have no voting rights until the outcome of the bid has been concluded*”. This was followed, in October 2013, by BIS inviting comments on the concept generally and in particular suggestions as to how the very significant practical difficulties in implementing such a measure might be overcome.

The Value of M&A

In addition to examining how corporate governance should operate in the context of a takeover, the Kay Review also recommended that “*the scale and effectiveness of merger activity of and by U.K. companies should be kept under careful review*”, on the basis that the U.K. government should be more skeptical of their benefits. Although Professor Kay said he wished there were fewer transactions, he did not think government should have greater power to block mergers. In its latest special report on the Kay Review, BIS noted that a study carried out on behalf of the U.K. government in 2011 concluded that an open economy has a positive

overall effect on business performance, U.K. competitiveness and employment. BIS has now recommended that the government undertake a study of the impact on the U.K. of foreign takeovers of British companies over the past 25 years.

In this context, the establishment of a successor agency to regulate anti-trust in the U.K., the Competition and Markets Authority (CMA), should be noted. In connection with its establishment, the government has outlined its thoughts on a 'high level strategic steer' for the CMA, setting out how the government expects competition to support growth. The focus on growth as opposed to pure competition issues is potentially quite significant – market participants have been concerned that the government might consider introducing a public interest test into competition legislation, perhaps along the lines of the Canadian requirement for a 'net benefit' for the nation, a test which gained notoriety during

BHP's attempted acquisition of Potash Corp. Whilst that has not occurred, this is an area that we can expect the U.K. government to be watching carefully.

More to Come

Corporate governance generally, and in the M&A context in particular, remains a highly dynamic topic in the U.K. and wider Europe. It is a debate that is being driven by actors on many levels, including national governments, academia, shareholders, numerous representative bodies and the European Commission. It reflects fundamental social and political issues – what is the purpose of a company and how can it be operated in a way most likely to achieve that purpose?



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