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Sommario/riassunto	"This book studies takeovers from the acquirer's perspective. More precisely the book focuses on the legal and regulatory treatment of the risks faced by the acquiring company shareholders in takeovers. The identified risks are categorised into two main groups: first, risks generated by managerial choices and second, regulatory or external risks. The analysis considers the legal context but also draws on the economic literature, seeking to map the area under consideration and to suggest measures to improve the present position from both a law and economics perspective. More specifically, the book examines various methods of protecting the acquiring shareholders against value-decreasing or self-interested acquisitions, such as the class transaction rules, fiduciary duties, the acquiring directors'

responsibilities under the Takeover Code, the court scheme procedure, the role of institutional shareholders and reward strategies, and methods of making the acquiring directors more exposed to the discipline of the market. The effects of the choice of the medium of payment are also covered. In addition, it covers the Code's position with regard to auction situations and seeks to identify ways of addressing the acquiring shareholders' interests in auctions, including auctions where buyout teams or white Knights are involved. Moreover it identifies situations where deviations from horizontal equality rules, which increase takeover premia, are or should be recognised. To that effect the Code's rules on mandatory bids, the determination of the price and the form of payment offered, partial offers and squeeze outs are considered. In addition, it covers the Code's position with regards to auction situations and seeks to identify ways of addressing the acquiring shareholders' interests in auctions, including auctions where buyout teams or White Knights are involved. Moreover it identifies situations where deviations from horizontal equality rules, which increase takeover premia, are or should be recognised. To that effect the Code's rules on mandatory bids, the determination of the price and the form of payment offered, partial offers and squeeze outs are considered. The analysis covers both hostile and friendly situations. In relation to hostile takeovers, the legal and regulatory framework of toehold strategies is analysed (Code's requirements, Disclosure Rules and Companies Act disclosure requirements etc). Market Abuse issues in relation to stake building are also highlighted. In relation to friendly takeovers the operation of lock-up agreements and break fees (Code's requirements, fiduciary law, financial assistance and other contract law concerns), is also explored. Finally, the Panel's position on adverse changes, pre-conditions and conditions which the offer can be subject to and the bidder's exposure to Material Adverse Change risk are assessed. The book discusses developments in the area under consideration including the Takeover Code regime after the implementation of the Takeover Directive and the Companies Act 2006."--Bloomsbury Publishing

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