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## Companies Act 2006 c. 46

### s. 974 Meaning of "takeover offer"

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#### 974 Meaning of "takeover offer"

(1) For the purposes of this Chapter an offer to acquire shares in a company is a "*takeover offer*" if the following two conditions are satisfied in relation to the offer.

(2) The first condition is that it is an offer to acquire—

(a) all the shares in a company, or

(b) where there is more than one class of shares in a company, all the shares of one or more classes,

other than shares that at the date of the offer are already held by the offeror. [Section 975](#) contains provision supplementing this subsection.

(3) The second condition is that the terms of the offer are the same—

(a) in relation to all the shares to which the offer relates, or

(b) where the shares to which the offer relates include shares of different classes, in relation to all the shares of each class.

[Section 976](#) contains provision treating this condition as satisfied in certain circumstances.

(4) In subsections (1) to (3) "*shares*" means shares, other than relevant treasury shares, that have been allotted on the date of the offer (but see subsection (5)).

(5) A takeover offer may include among the shares to which it relates—

(a) all or any shares that are allotted after the date of the offer but before a specified date;

(b) all or any relevant treasury shares that cease to be held as treasury shares before a specified date;

(c) all or any other relevant treasury shares.

(6) In this section—

"*relevant treasury shares*" means shares that—

(a) are held by the company as treasury shares on the date of the offer, or

(b) become shares held by the company as treasury shares after that date but before a specified date;

*"specified date"* means a date specified in or determined in accordance with the terms of the offer.

(7) Where the terms of an offer make provision for their revision and for acceptances on the previous terms to be treated as acceptances on the revised terms, then, if the terms of the offer are revised in accordance with that provision—

- (a) the revision is not to be regarded for the purposes of this Chapter as the making of a fresh offer, and
- (b) references in this Chapter to the date of the offer are accordingly to be read as references to the date of the original offer.

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*Part 28 TAKEOVERS ETC > Chapter 3 "SQUEEZE-OUT" AND  
"SELL-OUT" > Takeover offers > s. 974 Meaning of "takeover offer"*

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