

**DIRECTIVE DI41-2007-01 OF 2012
OF THE CYPRUS SECURITIES AND EXCHANGE COMMISSION ON THE ANNOUNCEMENT OF
INTENTION OR FIRM INTENTION TO MAKE A TAKEOVER BID**

The Cyprus Securities and Exchange Commission, in accordance with the powers vested in it by virtue of subsection (10) of section 6 of the Takeover Bids Law of 2007, issues the following Directive:

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| Short title | 1. | This Directive shall be referred to as the Announcement of Intention or Firm Intention to make a Takeover Bid Directive DI 41-2007-01 of 2012. |
| Definition | 2. | <p>In this Directive, unless the context shall prescribe otherwise:</p> <p>«Law» shall mean the Takeover Bids Law of 2007, as in force.</p> <p>Terms used in this Directive that are not interpreted differently have the meaning given to them by the Law.</p> <p>Where in this Directive, reference is made to the Law, this includes the Regulations issued thereof.</p> |
| Scope | 3. | The purpose of this Directive is for the Cyprus Securities and Exchange Commission to determine the content of the announcement of a firm intention to make a bid as well as the content of the announcement for the intention to make a bid. |
| Content of the announcement of a firm intention to make a takeover bid | 4. | <p>(1) The announcement of a firm intention to make a bid includes:</p> <ul style="list-style-type: none"> (a) the terms of the bid in summary form, (b) the identity of the offeror and the offeree company, (c) the percentage of securities of the offeree company already held by the offeror or any person acting in concert with the offeror, (d) any irrevocable commitments or letters of intend to accept the bid by shareholders of the offeree company secured by the offeror, if there are any, and (e) the preconditions to which the takeover bid is subject to. <p>(2) When there is cash consideration or part or the consideration is in cash, the announcement must include a report on the measures taken to ensure its payment.</p> <p>(3) When the consideration includes securities the announcement must state explicitly that the approval of the general meeting of shareholders for the issuance and allotment of securities has been secured.</p> |
| Content of the announcement of intention to make a takeover bid | 5. | <p>(1) The announcement of the intention to make a bid includes:</p> <ul style="list-style-type: none"> (a) report, in summary form, to the fact that there are discussions or negotiations taking place that may lead to the making of a takeover bid, (b) report on the value of the consideration offered by the offeror for the acquisition of the offeree company securities, as long as the offeror is in a position to know this value, (c) the percentage of offeree company securities already held by the offeror or any person acting in concert with the offeror, |

- (d) report on any preconditions that have to be met before making a firm decision to make a bid, like:
- (i) the approval of the general meeting of shareholders for the issue or allotment of securities offered as consideration,
 - (ii) the reception of necessary administrative permits or approvals by other competent authorities,
 - (iii) the carrying out of a due diligence control,
 - (iv) the reception of any approval in relation to the funding of the takeover bid, and
 - (v) anything else that may come up,
- It is provided that in case the announcement refers to the approval of the general meeting of shareholders for the issue of new securities which will be offered as consideration, the offeror must mention whether he intends to offer cash consideration, in case he does not receive the necessary approval of the general meeting.
- (e) report on any preconditions, the satisfaction of which is subject to the discretion of the offeror,
- (f) report on the deadline set by the Commission to announce the final decision regarding the takeover bid,
- (g) a warning that the said announcement is not a firm intention to make a bid, and that is not certain that a takeover bid will follow unless any preconditions mentioned above are met.

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| Repeal of
Directive DI41-
2007-05 of 2011

Official Gazette
of the Republic,
Annex III(I):
17.10.2011 | 6. | The Commission's Directive for the Announcement of Intention or Firm Intention to make a Takeover Bid, with reference Regulatory Administrative Decisions (Κ.Δ.Π.) 410/2011, is hereby repealed and substituted by the present Directive. |
| Entry into force | 7. | This Directive shall enter into force on the day of its publication in the Official Gazette of the Republic. |