

Handout

Financial assistance issues on corporate transactions

1. General

References to section numbers in this handout are to sections of the CA 2006 unless stated otherwise.

As you learned in Lecture 11, subject to specific exceptions the CA 2006 prohibits a public company from giving financial assistance for the acquisition of shares in itself or in its private parent company. Nor may any company that is a subsidiary of a public company give financial assistance for an acquisition of shares in its public company parent. The legislation is designed to protect the public company's assets representing share capital.

For example, when an individual wishes to purchase shares in a public company, but is having trouble raising finance, the company whose shares are to be purchased may consider making a loan to that individual to enable him to proceed with the share purchase. However, the directors need to be aware that the proposed loan may constitute financial assistance and thus be illegal.

You also need to understand something of the CA 1985 regime, for the reasons explained in the box below.



CA 1985

Subject to specific exceptions, the CA 1985 prohibited both private companies and public companies from giving financial assistance for the acquisition of shares in themselves.

The financial assistance regime for private companies under the CA 1985 was repealed as of 1 October 2008. However, you still need to be aware of the law under CA 1985 in this area, in order to identify unlawful financial assistance when you come across it when carrying out due diligence on a private company which may have given financial assistance in the past. For example, where a purchaser is considering acquiring the shares in such a private company, it may discover during due diligence that when the current seller originally acquired its shares in that company, the company gave security over its assets to secure the bank loan used to fund the purchase of the company's shares. Prior to 1 October 2008 this would have constituted unlawful financial assistance under the provisions of CA 1985 if the correct "whitewash" procedure had not been complied with.

The whitewash procedure was only available to private limited companies (s. 155(1) CA 1985). The assistance to someone for the acquisition of such a company's shares could only be given in accordance with this procedure if the company's net assets were not reduced by the giving of the assistance or, if the net assets were so reduced, the assistance was given out of the distributable profits of the company only (s. 155(2) CA 1985). An example of

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
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