



Takeovers Code (Pyne Gould Corporation Limited) Exemption Notice 2011

Pursuant to section 45 of the Takeovers Act 1993, the Takeovers Panel gives the following notice (to which is appended a statement of reasons of the Takeovers Panel).

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Notice

- 1 Title**
This notice is the Takeovers Code (Pyne Gould Corporation Limited) Exemption Notice 2011.
- 2 Application**
This notice applies to acts or omissions occurring on or after 28 October 2011.
- 3 Expiry**
This notice expires on the close of 31 July 2012.
- 4 Interpretation**
(1) In this notice, unless the context otherwise requires,—

Act means the Takeovers Act 1993

AEP means Australasian Equity Partners Fund No. 1 LP

AEP offer means the takeover offer made or to be made by AEP for all of the equity securities in PGC as described in the takeover notice dated 10 October 2011 sent by AEP to PGC (as amended or modified in accordance with the Code)

Baker Street means Baker Street Capital, L.P., a limited partnership registered in California under the laws of Delaware

Code means the Takeovers Code under the Act

PGC means Pyne Gould Corporation Limited

specified shareholders means—

- (a) Pyne Holdings Limited; and
- (b) Baker Street; and
- (c) George Charles Desmond Kerr and Stephen Bruce Lowe in their capacity as trustees of the Kerr Family Trust.

- (2) Any term or expression that is defined in the Act or the Code and used, but not defined, in this notice has the same meaning as in the Act or the Code.

5 Exemption from rule 35 of Code

The specified shareholders are each exempted from rule 35 of the Code in respect of the AEP offer.

6 Condition of exemption in clause 5

The exemption in clause 5 is subject to the condition that none of the specified shareholders, nor any other person acting jointly or in concert with any of them, disposes of any equity securities in PGC during the offer period of the AEP offer, other than to—

- (a) AEP under the AEP offer; or
- (b) an offeror under another offer that is made under the Code.

Dated at Auckland this 31st day of October 2011.

The Common Seal of the Takeovers Panel was affixed in the presence of:

[Seal]

D O Jones,
Chairperson.

Statement of reasons

This notice applies to acts or omissions occurring on or after 28 October 2011 and expires on 31 July 2012.

Pyne Gould Corporation Limited (**PGC**) is a code company.

Australasian Equity Partners Fund No. 1 LP (**AEP**) has given notice of its intention to make a full offer for all of the equity securities in PGC (the **AEP offer**).

Pyne Holdings Limited and Baker Street Capital, L.P. (**Baker Street**) hold all, or substantially all, of the partnership interests in AEP. Pyne Holdings Limited and Baker Street also each hold equity securities in PGC. George Charles Desmond Kerr and Stephen Bruce Lowe hold equity securities in PGC as trustees of the Kerr Family Trust.

Pyne Holdings Limited, Baker Street, and George Charles Desmond Kerr and Stephen Bruce Lowe in their capacity as trustees of the Kerr Family Trust, are acting jointly or in concert with AEP for the purposes of the AEP offer. Rule 35 of the Takeovers Code (the **Code**) prevents them from accepting the AEP offer.

Rule 35 of the Code is intended to prevent an offeror, or persons acting jointly or in concert with an offeror, from selling shares in the target company other than to a competing bidder. However, rule 35 also prevents persons who are acting jointly or in concert with an offeror from accepting the offer made by that offeror in respect of any securities that they hold in the target company.

The Takeovers Panel (the **Panel**) has granted an exemption from rule 35 of the Code to enable each of Pyne Holdings Limited, Baker

Street, George Charles Desmond Kerr, and Stephen Bruce Lowe to accept the AEP offer.

The Panel considers that it is appropriate and consistent with the objectives of the Code to grant the exemption because—

- it would avoid an unintended consequence of the Code; and
- it would not disadvantage other shareholders in PGC or prevent them from deciding the merits of the offer for themselves.

Issued under the authority of the Acts and Regulations Publication Act 1989.
Date of notification in *Gazette*: 10 November 2011.
This notice is administered by the Takeovers Panel.
