

**For Immediate Release
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Canadian securities regulators move forward with harmonized regulatory approach for take-over bids in Canada

Toronto - The Canadian Securities Administrators (CSA) today published CSA Notice 62-306 Update on Proposed National Instrument 62-105 *Security Holder Rights Plans* and the Autorité des marchés financiers (AMF) Consultation Paper *An Alternative Approach to Securities Regulators' Intervention in Defensive Tactics*.

The two defensive tactics policy proposals by the CSA and the AMF related to National Policy 62-202 *Defensive Tactics* and were aimed at addressing concerns raised with the defensive tactics currently available to boards of directors of target issuers facing unsolicited or “hostile” take-over bids.

Following a review of the comments on both proposals and further reflection and analysis, the CSA have determined to develop a new harmonized regulatory proposal based on amendments to the current take-over bid regime (Proposed Bid Amendments).

“We have worked to develop a harmonized take-over bid regime for all Canadian jurisdictions and have been successful in achieving national agreement,” said Bill Rice, Chair of the CSA and Chair and CEO of the Alberta Securities Commission. “The proposed amendments are designed to provide target boards with additional time to respond to hostile bids while reserving for shareholders the ability to make voluntary, informed and co-ordinated tender decisions.”

Specifically, the Proposed Bid Amendments would require that all non-exempt take-over bids:

- be subject to a mandatory majority (more than 50 per cent) minimum tender of all outstanding target securities (excluding tenders by the bidder itself or its joint actors);
- be extended by the bidder for an additional 10 days once the mandatory minimum tender condition has been met and the bidder has announced its intention to immediately take up and pay for the securities deposited under the bid; and,
- remain open for a minimum of 120 days, subject to the ability of the target board to waive to a period of no less than 35 days in certain circumstances and on certain conditions.

Subject to receipt of necessary approvals, the CSA intend to publish complete details of the Proposed Bid Amendments for comment during the first quarter of 2015. The proposal would involve amendments to the take-over bid regime contained in Multilateral Instrument 62-104 *Take-Over Bids and Issuer Bids* (for jurisdictions other than Ontario), Part XX of the *Securities Act* (Ontario) and Ontario Securities Commission Rule 62-504 *Take-Over Bids and Issuer Bids* (for Ontario).

The CSA Notice published today can be found on CSA members' websites.

The CSA, the council of the securities regulators of Canada's provinces and territories, coordinate and harmonize regulation for the Canadian capital markets.

- 30 -

For more information:

Carolyn Shaw-Rimington
Ontario Securities Commission
416-593-2361

Mark Dickey
Alberta Securities Commission
403-297-4481

Richard Gilhooley
British Columbia Securities Commission
604-899-6713

Sylvain Th  berge
Autorit   des march  s financiers
514-940-2176

Kevan Hannah
Manitoba Securities Commission
204-945-1513

Andrew Nicholson
Financial and Consumer Services
Commission, New Brunswick
506-658-3021

Tanya Wiltshire
Nova Scotia Securities Commission
902-424-8586

Janice Callbeck
Office of the Superintendent of Securities
P.E.I.
902-368-6288

Don Boyles
Office of the Superintendent of Securities
Newfoundland and Labrador
709-729-4501

Rhonda Horte
Office of the Yukon Superintendent of
Securities
867-667-5466

Louis Arki
Nunavut Securities Office
867-975-6587

Gary MacDougall
Northwest Territories
Securities Office
867-920-3318

Denny Huyghebaert
Financial and Consumer Affairs
Authority of Saskatchewan
306-787-5548