If this Transcript is to be reported or published, there is a requirement to ensure that no reporting restriction will be breached. This is particularly important in relation to any case involving a sexual offence, where the victim is guaranteed lifetime anonymity (Sexual Offences (Amendment) Act 1992), or where an order has been made in relation to a young person

This Transcript is Crown Copyright. It may not be reproduced in whole or in part other than in accordance with relevant licence or with the express consent of the Authority. All rights are reserved

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS
OF ENGLAND AND WALES
CHANCERY DIVISION
[2020] EWHC 3535 (Ch)

No. CR-2020-002986

Rolls Building
Fetter Lane
London, EC4A 1NL

Friday, 20 November 2020

Before:

SIR ALASTAIR NORRIS
(Sitting as a judge of the High Court)

IN THE MATTER OF **TISO BLACKSTAR GROUP SE PLC**

MR S. HORAN (instructed by Paul Hastings (Europe) LLP) appeared on behalf of the Applicant.

A P P R O V E D J U D G M E N T

(v i a S k y p e)

SIR ALASTAIR NORRIS:

1 In the course of preparing the form SH19, identifying the number of shares to be cancelled, investigations have incidentally thrown up a matter concerning the shareholding of the CEO of Tiso, Mr Bonamour.

2 At the time when the circular was posted, scheme shareholders were told that 26.65 percent of the scheme shares were owned by the directors, and that 25.35 percent of those shares were to be voted in favour of a "continuation" as opposed to an "exit" election. That was correct at the time when the circular was distributed. But subsequent to the distribution of the circular, and because the scheme was proceeding at far slower pace than had been anticipated, Mr Bonamour decided that instead of making a "continuation" election for the entirety of his 13,760,000 shares, he preferred to make an "exit" election in relation to 1,500,000 of those shares. No announcement was made of that change in the circumstances disclosed in the circular.

3 The question is: was that failure to make an announcement concerning those 1,500,000 shares in any sense material? Is there a real risk that it would it have caused any scheme shareholder to vote differently in relation to the scheme as a whole? Is there a real risk that it would it have caused any scheme shareholder to make an election different from that based on the circular alone? In my judgment, the answer to all of those questions is 'no'.

4 The effect of Mr Bonamour's decision to make an "exit" election in relation to 1,500,000 of his shares means that he is still making a continuation election in relation to 90 percent of his shareholding. Any scheme shareholder who was guided by what the individual directors were doing in relation to their shareholding is unlikely to have altered his course because Mr Bonamour's elections had moved from 100 percent "continuation" to 90 percent "continuation".

5 Equally, any scheme shareholders who had recognised that 25.35 percent of the director's shares were to be voted in favour of the scheme and in favour of making a "continuation" election would be unlikely to have altered that decision if it had become apparent that instead of 25.35 percent of the shares being voted in that way, it was only 24.80 percent of the shares that were being voted in the sense of making a "continuation election".

6 The movement is very small (and has no impact upon the total number of shares that can be "cashed out") and I do not consider that it would have had any material effect upon any scheme shareholder making a decision whether to support the scheme or making a decision about whether to elect to continue or to exit. It is unfortunate that no announcement was made but, in the end, I hold that it was immaterial.

CERTIFICATE

Opus 2 International Limited hereby certifies that the above is an accurate and complete record of the Judgment or part thereof.

Transcribed by ***Opus 2 International Limited***
Official Court Reporters and Audio Transcribers
5 New Street Square, London, EC4A 3BF
Tel: 020 7831 5627 Fax: 020 7831 7737
civil@opus2.digital