
DRAFT STATUTORY INSTRUMENTS

2017 No.

The Risk Transformation Regulations 2017

PART 4

Protected Cell Companies

CHAPTER 13

Public offers of securities

Meaning of “offer to the public”

158.—(1) This regulation explains what is meant in regulation 157 by an offer of securities to the public.

(2) An offer to the public includes an offer to any section of the public, however selected.

(3) An offer is not to be regarded as an offer to the public if it can properly be regarded, in all the circumstances, as—

- (a) not being calculated to result, directly or indirectly, in securities issued by the protected cell company becoming available to persons other than those receiving the offer; or
- (b) otherwise being a private concern of the person receiving it and the person making it.

(4) An offer is to be regarded (unless the contrary is proved) as being a private concern of the person receiving it and the person making it if it is made to a person already connected with the protected cell company and, where it is made on terms allowing that person to renounce the person’s rights, the rights may only be renounced in favour of another person already connected with the protected cell company.

(5) For the purposes of this regulation, “person already connected with the protected cell company” means—

- (a) a person holding securities issued on behalf of the part of the protected cell company to which the offer relates; or
- (b) a trustee (acting in the capacity as trustee) of a trust of which the principal beneficiary is a person within sub-paragraph (a).