Corporate Finance



[1]

Accessing the U.S. Capital Markets — A Brief Overview for Foreign Private Issuers: https://www.sec.gov/divisions/corpfin/internatl/foreign-private-issuers-overview.shtml.

[2]

Alcock, A. 2007. Five years of market abuse. Company Lawyer. 28, 6 (2007), 163-171.

[3]

Armour, J. 2006. Legal Capital: an Outdated Concept? European Business Organization Law Review (EBOR). 7, 01 (Mar. 2006).

[4]

Armour, J. et al. 2011. Regulatory Sanctions and Reputational Damage in Financial Markets. SSRN Electronic Journal. (2011). DOI:https://doi.org/10.2139/ssrn.1678028.

[5]

Armour, J. 2000. Share Capital and Creditor Protection: Efficient Rules for a Modern Company Law. Modern Law Review. 63, 3 (May 2000), 355–378. DOI:https://doi.org/10.1111/1468-2230.00268.

[6]

Armour, J. and Skeel, D. 2007. Who Writes the Rules for Hostile Takeovers, and Why - The Peculiar Divergence of U.S. and U.K. Takeover Regulation. Georgetown Law Journal. 95, 6

(2007), 1727-1794.

[7]

BIS SME Access to External Finance (BIS Economics Paper, No 16).

[8]

Coase, R.H. 1937. The Nature of the Firm. Economica. 4, 16 (Nov. 1937). DOI:https://doi.org/10.2307/2626876.

[9]

Coffee, J. 1984. Market Failure and the Economic Case for a Mandatory Disclosure System. Virginia Law Review. 70, 4 (1984), 717–754.

[10]

Coffee, J.C. 1984. Regulating the Market for Corporate Control: A Critical Assessment of the Tender Offer's Role in Corporate Governance. Columbia Law Review. 84, 5 (Jun. 1984). DOI:https://doi.org/10.2307/1122351.

[11]

Coffee, J.C. 1984. Regulating the Market for Corporate Control: A Critical Assessment of the Tender Offer's Role in Corporate Governance. Columbia Law Review. 84, 5 (Jun. 1984). DOI:https://doi.org/10.2307/1122351.

[12]

Coffee Jr., J.C. 2002. Racing Towards the Top?: The Impact of Cross-Listings and Stock Market Competition on International Corporate Governance. SSRN Electronic Journal. (2002). DOI:https://doi.org/10.2139/ssrn.315840.

[13]

Comparison of liability regimes in Member States in relation to the Prospectus Directive: 2013.

https://www.esma.europa.eu/document/comparison-liability-regimes-in-member-states-in-relation-prospectus-directive.

[14]

Conceicao, C. 2007. The FSA's approach to taking action against market abuse. Company Lawyer. 28, 2 (2007), 43–45.

[15]

Davies, P.L. Davies Review of Issuer Liability: Final Report.

[16]

Davies, P.L. 2020. Introduction to company law. Oxford University Press.

[17]

Davies, P.L. 2009. Liability for Misstatements to the Market: Some Reflections. Journal of Corporate Law Studies. 9, 2 (2009).

[18]

Degeorge, F. and Maug, E.G. 2006. Corporate Finance in Europe: A Survey. SSRN Electronic Journal. (2006). DOI:https://doi.org/10.2139/ssrn.896518.

[19]

Enriques, L. and Gilotta, S. 2014. Disclosure and Financial Market Regulation. SSRN Electronic Journal. (2014). DOI:https://doi.org/10.2139/ssrn.2423768.

[20]

Ensuring the integrity of securities markets | European Commission: https://ec.europa.eu/info/business-economy-euro/banking-and-finance/financial-markets/securities-markets/ensuring-integrity-securities-markets en.

[21]

Ensuring the integrity of securities markets | European Commission: https://ec.europa.eu/info/business-economy-euro/banking-and-finance/financial-markets/securities-markets/ensuring-integrity-securities-markets en.

[22]

Ensuring the integrity of securities markets | European Commission: https://ec.europa.eu/info/business-economy-euro/banking-and-finance/financial-markets/securities-markets/ensuring-integrity-securities-markets en.

[23]

European Commission Report of the chairman of the Expert group on the cross-border matching of innovative firms with suitable investors.

[24]

Ferran, E. 2006. Cross-Border Offers of Securities in the EU: The Standard Life Flotation. SSRN Electronic Journal. (2006). DOI:https://doi.org/10.2139/ssrn.955252.

[25]

Ferran, E. et al. 2014. Principles of corporate finance law. Oxford University Press.

[26]

Ferran, E. et al. 2014. Principles of corporate finance law. Oxford University Press.

[27]

Ferran, E. et al. 2014. Principles of corporate finance law. Oxford University Press.

[28]

Ferran, E. et al. 2014. Principles of corporate finance law. Oxford University Press.

[29]

Ferran, E. et al. 2014. Principles of corporate finance law. Oxford University Press.

[30]

Financial Conduct Authority Feedback on CP12/25: Enhancing the effectiveness of the Listing Regime and further consultation (Consultation paper, CP13/15**).

[31]

Fischel, D.R. and Ross, D.J. 1991. Should the Law Prohibit 'Manipulation' in Financial Markets? Harvard Law Review. 105, 2 (Dec. 1991). DOI:https://doi.org/10.2307/1341697.

[32]

Gerner-Beuerle, Carsten; Kershaw, David; Solinas, Matteo Is the Board Neutrality Rule Trivial? Amnesia about Corporate Law in European Takeover Regulation. European Business Law Review. 22, 5, 559–622.

[33]

Gilson, R. J.; Kraakman, R. 2003. The Mechanisms of Market Efficiency Twenty Years Later: The Hindsight Bias. Journal of Corporation Law. 28, 4 (2003), 715–742.

[34]

Gullifer, L. and Payne, J. 2015. Corporate finance law: principles and policy. Hart Publishing.

[35]

Gullifer, L. and Payne, J. 2015. Corporate finance law: principles and policy. Hart Publishing.

[36]

Gullifer, L. and Payne, J. 2015. Corporate finance law: principles and policy. Hart Publishing.

[37]

Gullifer, L. and Payne, J. 2015. Corporate finance law: principles and policy. Hart Publishing.

[38]

Gullifer, L. and Payne, J. 2015. Corporate finance law: principles and policy. Hart Publishing.

[39]

Gullifer, L. and Payne, J. 2015. Corporate finance law: principles and policy. Hart Publishing.

[40]

Gullifer, L. and Payne, J. 2015. Corporate finance law: principles and policy. Hart Publishing.

[41]

Kershaw, D. 2012. Company law in context: text and materials. Oxford University Press.

[42]

Kershaw, D. 2012. Company law in context: text and materials. Oxford University Press.

[43]

Kraakman, R.H. 2017. The anatomy of corporate law: a comparative and functional

approach. Oxford University Press.

[44]

Kraakman, R.H. 2017. The anatomy of corporate law: a comparative and functional approach. Oxford University Press.

[45]

Kraakman, R.H. 2017. The anatomy of corporate law: a comparative and functional approach. Oxford University Press.

[46]

Lord Halsbury L.C., Lord Watson, Lord Herschell, Lord Macnaghten, Lord Morris 1892 March 14(c) Incorporated Council of Law Reporting for England & Wales Ooregum Gold Mining Co. of India Ltd v Roper [1892] AC 125.

[47]

Lowry, J. 2004. Eliminating obstacles to freedom of establishment: the competitive edge of UK company law. The Cambridge Law Journal. 63, 2 (Jun. 2004), 331–345. DOI:https://doi.org/10.1017/S0008197304006609.

[48]

MacNeil, I. 2012. An introduction to the law on financial investment. Hart Publishing.

[49]

MacNeil, I. 2012. An introduction to the law on financial investment. Hart Publishing.

[50]

MacNeil, I. 2012. An introduction to the law on financial investment. Hart Publishing.

[51]

MacNeil, I. 2012. An introduction to the law on financial investment. Hart Publishing.

[52]

MacNeil, I. 2012. An introduction to the law on financial investment. Hart Publishing.

[53]

MacNeil, I. 2012. An introduction to the law on financial investment. Hart Publishing.

[54]

MacNeil, I. 2001. Competition and Convergence in Corporate Regulation: The Case of Overseas Listed Companies. SSRN Electronic Journal. (2001). DOI:https://doi.org/10.2139/ssrn.278508.

[55]

MacNeil, I. 2011. Editorial. Law and Financial Markets Review. 5, 4 (Jul. 2011), 253-255.

[56]

MacNeil, I. 2007. The evolution of regulatory enforcement action in the UK capital markets: a case of 'less is more'? Capital Markets Law Journal. 2, 4 (Sep. 2007), 345–369. DOI:https://doi.org/10.1093/cmlj/kmm028.

[57]

McVea, H. 1995. What's wrong with insider dealing? Legal Studies. 15, 3 (Nov. 1995), 390–414. DOI:https://doi.org/10.1111/j.1748-121X.1995.tb00527.x.

[58]

Moore, M.T. and Walker-Arnott, E. 2014. A Fresh Look at Stock Market Short-termism. Journal of Law and Society. 41, 3 (Sep. 2014), 416–445. DOI:https://doi.org/10.1111/j.1467-6478.2014.00676.x.

[59]

Morrison v National Australia Bank, US Supreme Court decision: https://www.law.cornell.edu/supct/html/08-1191.ZS.html.

[60]

Morse, G. 2020. Partnership and LLP law. Oxford University Press.

[61]

PSL /Corporate/ Company Incorporation/Forms of Business Vehicle: https://www.lexisnexis.com/uk/lexispsl/corporate/synopsis/94462:94463/Company-incorporation/Forms-of-business-vehicle/BCT.

[62]

PSL Corporate/Equity Capital Markets:

https://plus.lexis.com/uk/practicalguidanceroot?plid=37bff81a-0471-4f78-970c-8a19052d7828&federationidp=8K7S4M60073.

[63]

PSL Corporate/Share Capital/Allotment Issue and Pre-emption: https://plus.lexis.com/api/permalink/6203376f-d87d-4ae2-b6d7-8ed9406fb2ee/?context=1 001073&federationidp=8K7S4M60073.

[64]

PSL Corporate/Share Capital/Dividends and distributions: https://plus.lexis.com/uk/practicalguidanceroot?plid=37bff81a-0471-4f78-970c-8a19052d7828&federationidp=8K7S4M60073.

[65]

PSL Corporate/Share Capital/Reduction of Capital/Share buybacks: https://plus.lexis.com/api/permalink/1e9f17b1-d51d-43e0-87f2-4f61e9af88b7/?context=10 01073&federationidp=8K7S4M60073.

[66]

PSL Financial Services/Markets/Listing, prospectus, disclosure and transparency: https://plus.lexis.com/uk/practicalguidanceroot?plid=75c954c8-05e0-4ddf-90f1-88d1101645fd&federationidp=8K7S4M60073.

[67]

Rickford, J. 2006. Legal Approaches to Restricting Distributions to Shareholders: Balance Sheet Tests and Solvency Tests. European Business Organization Law Review (EBOR). 7, 01 (Mar. 2006). DOI:https://doi.org/10.1017/S1566752906001352.

[68]

Rickford, J. 2004. Reforming Capital, Report of the Interdisciplinary Group on Capital Maintenance. European business law review. (2004), 921–1024.

[69]

Roe, M.J. 2003. Delaware's Competition. Harvard Law Review. 117, 2 (Dec. 2003). DOI:https://doi.org/10.2307/3651948.

[70]

Securities prospectus | European Commission: https://ec.europa.eu/info/business-economy-euro/banking-and-finance/financial-markets/securities-markets/securities-prospectus en#prospectus-regulation.

[71]

Siems, M.M. 2007. The EU Market Abuse Directive: a case-based analysis. Law and Financial Markets Review. 2, 1 (2007).

[72]

Siems, M.M. 2008. The Foundations of Securities Law. SSRN Electronic Journal. (2008). DOI:https://doi.org/10.2139/ssrn.1089747.

[73]

TOD - Takeover Code:

http://www.thetakeoverpanel.org.uk/wp-content/uploads/2008/11/code.pdf?v=20Jul2017.

[74]

Transparency requirements for listed companies | European Commission: https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/company-reporting/transparency-requirements-listed-companies en.

[75]

Ventoruzzo, M. 2006. Europe's Thirteenth Directive and U.S. Takeover Regulation: Regulatory Means and Political and Economic Ends. Texas International Law Journal. 41, 2 (2006), 171–222.

[76]

Worthington, S. et al. 2016. Sealy and Worthington's text, cases, and materials in company law. Oxford University Press.

[77]

Worthington, S. et al. 2016. Sealy and Worthington's text, cases, and materials in company law. Oxford University Press.

[78]

Aveling Barford Ltd v Perion Ltd [1989] BCLC 626.

[79]

Bairstow v Queens Moat House plc [2001] 2 BCLC 531, CA.

Companies Act 2006.

[80] Centros Ltd v Ehrvervs- og Selskabsstyrelsen, [1999] B.C.C. 983. [81] Centros Ltd v Ehvers og Selskabsstyrelsen (Case C-212/97) [1999] ECR I-1459, [2000] WLR 1048. [82] Chamber of Commerce Amsterdam v Inspire Art (Case C-167/01) [2003] ECR I-10155. [83] Charterhouse Investment Trust v Tempest Diesels Ltd (1985) 1 BCC 99. [84] Charterhouse Investment Trust v Tempest Diesels Ltd (1985) 1 BCC 99. [85] Chaston v SWP Group plc [2003] 1 BCLC 675, CA. [86] Chaston v SWP Group plc [2003] 1 BCLC 675, CA. [87] Companies Act 2006. [88]

12/18

[89]		
Companies Act 2006.		
[90]		
Companies Act 2006.		
[91]		
Companies Act 2006.		
[92]		
Companies Act 2006.		
[93]		
Companies Act 2006.		
[94]		
Criminal Justice Act 1993 Part V	(Insider dealing).	
[95]		
Directive 2004/25/EC on Takeov	ver Bids.	
[96]		
Directive 2004/25/EC on Takeov	ver Bids.	
[97]		

FCA Handbook - FCA Handbook.
[98]
FCA Handbook - FCA Handbook.
[99]
FCA Handbook - FCA Handbook.
[100]
[100] Financial Convince and Markets Act 2000
Financial Services and Markets Act 2000.
[101]
Financial Services and Markets Act 2000.
[102]
Financial Services and Markets Act 2000 c. 8Arrangement of Act.
[103]
FSA v Davidson and Tatham.
[104]
Hilder v Dexter [1902] AC 474.
imaci v Denter [1902] No 17 1.
[105]
It's a Wrap (UK) Ltd v Gula [2006] BCC 626.

[106]
Limited Liability Partnerships Act 2000.
[107]
Limited Partnerships Act 1907.
[108]
MacPherson v European Strategic Bureau Ltd [2000] 2 BCLC 683, CA.
[109]
MBR - Takeover Code.
[110]
MT Realisations Ltd v Digital Equipment Co Ltd [2003] 2 BCLC 117, CA.
[111]
MT Realisations Ltd v Digital Equipment Co Ltd [2003] 2 BCLC 117, CA.
[112]
Partnership Act 1890.
[113]
Precision Dippings Ltd v Precision Dippings Marketing Ltd [1986] Ch 447, CA.
[114]
Pre-emption Group, Statement of Principles on Pre-emption.

[115]
Progress Property v Moorgarth Group [2010] UKSC 55.
[116]
R v SFA ex p Fleurose [2001] EWHC Admin 1085.
[117]
Re Bradford Investments plc (no 2) 1991 BCLC 688.
[118]
Re Exchange Banking Co, Flitcroft's Case (1882) 21 Ch D 519.
[119]
Re Halt Garage (1964) Ltd. [1982] 3 All ER 1016.
[120]
Re Halt Garage (1964) Ltd. [1982] 3 All ER 1016.
[121]
Re Holders Investment Trust [1971] 1 WLR 583.
[122]
Re Northern Engineering Industries plc [1994] BCC 618, CA.
[123]

Re Ransomes plc [1999] 1 BCLC 775 (affirmed [1999] 2 BCLC 591, CA). [124] Re Ransomes plc [1999] 1 BCLC 775. [125] Re Ransomes plc [1999] (affirmed [1999] 2 BCLC 591, CA). [126] Re Sunrise Radio Ltd (Kohli v Lit) [2009] EWHC 2893. [127] Re Wragg Ltd [1897] 1 Ch 796. [128] 1992. Russell v Northern Bank Development Corpn. [1992] 3 All ER. [129] Salomon v A. Salomon & Co Ltd [1897] AC 22. [130] Second EC Company Law Directive (77/91/EC, OJ L 26/1) article 29. [131] Selangor United Rubber Estates Ltd v Cradock [1968] 1 WLR 1555.

[132]

Spector Photo Group NV v Commissie Voor Het Bank-Financie-En Assurantiewezen (CBFA) (Case C-45/08) [2010] C.M.L.R. 30.

[133]

The Panel on Takeovers and Mergers, The City Code on Takeovers and Mergers.

[134]

Transparency Directive (consolidated version).

[135]

Trevor v Whitworth [1887] 12 AC 409.

[136]

Trevor v Whitworth [1887] 12 AC 409.