

ANNEX L

CHANGES TO COMPANION POLICY 61-101CP TO MULTILATERAL INSTRUMENT 61-101 PROTECTION OF MINORITY SECURITY HOLDERS IN SPECIAL TRANSACTIONS

1. *Companion Policy 61-101CP to Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions is changed by this document.*
2. *Section 4.1 is changed by replacing “Subsection 2.2(1)(d) of the Instrument requires, for an insider bid, the disclosure required by Form 62-104F1 Take-Over Bid Circular of Multilateral Instrument 62-104 Take-Over Bids and Issuer Bids, and in Ontario, Form 62-504F1 Take-Over Bid Circular of OSC Rule 62-504 Take Over Bids and Issuer Bids, and by Form 62-104F2 Issuer Bid Circular of Multilateral Instrument 62-104 Take-Over Bids and Issuer Bids, and in Ontario, Form 62-504F2 Issuer Bid Circular of OSC Rule 62-504 Take Over Bids and Issuer Bids, appropriately modified. In our view, Form 62-104F2 and in Ontario, Form 62-504F2, disclosure would generally include, in addition to Form 62-104F1 and in Ontario, Form 62-504F1, disclosure,” with “For an insider bid, in addition to the disclosure required by Form 62-104F1 Take-Over Bid Circular of National Instrument 62-104 Take-Over Bids and Issuer Bids, subsection 2.2(1)(d) of the Instrument requires the disclosure required by Form 62-104F2 Issuer Bid Circular of National Instrument 62-104 Take-Over Bids and Issuer Bids, appropriately modified. In our view, Form 62-104F2 disclosure would generally include”.*
3. *Section 4.2 is changed by deleting “, and in Ontario, Form 62-504F2,” wherever the expression occurs.*
4. Except in Ontario, this Instrument comes into force on May 9, 2016. In Ontario, this Instrument comes into force on the later of the following:
 - (a) May 9, 2016;
 - (b) the day on which sections 1, 2 and 3, subsections 4 (2) and (3), and sections 5, 7, 8 and 10 of Schedule 18 of the *Budget Measures Act, 2015* (Ontario) are proclaimed into force.