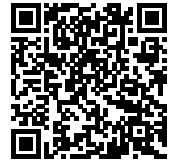


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[View Online](#)

Aberdeen Railway v Blaikie (1854) Macq HL 461 (no date). Available at:
[https://1.next.westlaw.com/Link/Document/Blob/ID0B17E1087AA11E3B34FB08E04011155.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=8841d1cf-d3aa-4094-bf9b-27dcda34c47b&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/ID0B17E1087AA11E3B34FB08E04011155.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=8841d1cf-d3aa-4094-bf9b-27dcda34c47b&contextData=(sc.Search)).

Aronson v Lewis, 473 A.2d 805 (Del. 1984) (no date). Available at:
[https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1984120300&pubNum=162&originatingDoc=I32dec634557711d997e0acd5cbb90d3f&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=\(sc.Search\)#co_pp_sp_162_809](https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1984120300&pubNum=162&originatingDoc=I32dec634557711d997e0acd5cbb90d3f&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=(sc.Search)#co_pp_sp_162_809).

Bebchuk, L. and Fried, J. (2003) 'Executive Compensation as an Agency Problem', Journal of Economic Perspectives, 3. Available at:
<http://search.ebscohost.com/login.aspx?direct=true&db=eoh&AN=0671591&site=ehost-live>.

Bebchuk, L., Fried, J. and Walker, D. (2002) "'Managerial Power and Rent Extraction in the Design of Executive Compensation'", U Chicago L R, 69, pp. 751-793. Available at:
<http://chicagounbound.uchicago.edu/cgi/viewcontent.cgi?article=5183&context=uclrev>.

Boardman v Phipps [1967] 2 AC 46 (HL) (no date). Available at:
[https://1.next.westlaw.com/Link/Document/Blob/I6D067120111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=cfa25fc8-3926-4759-8224-92f78ba661a1&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/I6D067120111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=cfa25fc8-3926-4759-8224-92f78ba661a1&contextData=(sc.Search)).

Bratton, W. and Wachter, M.L. (2010) 'The case against shareholder empowerment', University of Pennsylvania Law Review, 158. Available at:
<http://search.ebscohost.com/login.aspx?direct=true&db=bth&AN=49222725&site=ehost-live>.

Broz and RFB Cellular Inc v Cellular Information Systems 673 A 2d 148 (Del. 1996) (no date). Available at:
[https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1996076865&pubNum=162&originatingDoc=I17f0d4cbcbe311e3b86bd602cb8781fa&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=\(sc.Search\)#co_pp_sp_162_154](https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1996076865&pubNum=162&originatingDoc=I17f0d4cbcbe311e3b86bd602cb8781fa&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=(sc.Search)#co_pp_sp_162_154).

Cheffins, B. and Thomas, R. (2001) 'Should shareholders have a greater say over executive pay? Learning from the U.S. Experience', *Journal of Corporate Law Studies* [Preprint]. Available at:
<http://www.tandfonline.com/doi/pdf/10.1080/14735970.2001.11419863?needAccess=true>.

Cheffins, B.R. (1996) *Company law: theory, structure, and operation*. Oxford: Clarendon Press, pp. 31-46-126-162.

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). Available at: <https://doi.org/10.2307/1122351>.

Companies Act 2006 (UK) ss 168, 303-304 and part 28 (no date). Available at:
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf.

Companies Act 2006 (UK) ss 170, 175, 177-180, 182-185 and 190 (no date). Available at:
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf.

Companies Act 2006 (UK) ss 170-173 (no date). Available at:
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf.

Companies Act 2006 (UK), ss 174, 232, 1157 (no date). Available at:
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf.

Companies Act 2006 (UK) ss 188, 215, 217, 412, 420-422 and 439-440 (no date). Available at: http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf.

Companies Act 2006 (UK) ss 232-234, 239, 260-264 (no date). Available at:
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf.

Companies Act 2006 (UK) ss 994-996 (no date). Available at:
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf.

Delaware General Corporation Law, s 102(b)(7) (no date). Available at:
<http://delcode.delaware.gov/title8/c001/sc01/index.shtml>.

Delaware General Corporation Law, s 141(a) (no date). Available at:
<http://delcode.delaware.gov/title8/c001/sc04/index.shtml>.

DIRECTIVE 2004/25/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 21 April 2004 on Takeover Bids, articles 5 and 9 (no date) Official Journal of the European Union. Available at:
<http://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32004L0025&from=EN>.

D'Jan of London Ltd [1993] BCC 646, [1994] 1 BCLC 561 (Chancery D, Companies Court) (no date). Available at:
<https://1.next.westlaw.com/Link/Document/FullText?findType=g&serNum=1993252235&pubNum=4662&originatingDoc=I58D7B730E43611DA8FC2A0F0355337E9&refType=UD&originationContext=document&transitionType=DocumentIte>

m&contextData=(sc.DocLink).

Easterbrook, F.H. and Fischel, D.R. (1991) *The economic structure of corporate law*. Cambridge, Mass: Harvard University Press.

Ebrahimi v Westbourne Galleries Ltd [1971] AC 360 (HL) (no date). Available at: [https://1.next.westlaw.com/Link/Document/Blob/I253C7E10112011DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=7cece270-d351-4544-93f1-97b6982fb90d&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/I253C7E10112011DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=7cece270-d351-4544-93f1-97b6982fb90d&contextData=(sc.Search)).

'Edwards v Halliwell [1950] 2 All ER 1064 (CA)' (no date).

Foss v Harbottle (1843) 2 Hare 462 (no date). Available at: [https://1.next.westlaw.com/Link/Document/Blob/IAC366320B75A11E0819399D83AE121DE.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=dbd66c6e-be8c-43c0-bc82-4fac890d4f9e&contextData=\(sc.DocLink\)](https://1.next.westlaw.com/Link/Document/Blob/IAC366320B75A11E0819399D83AE121DE.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=dbd66c6e-be8c-43c0-bc82-4fac890d4f9e&contextData=(sc.DocLink)).

Gerner-Beuerle, C., Kershaw, D. and Solinas, M.A. (2011) 'Is the Board Neutrality Rule Trivial? Amnesia About Corporate Law in European Takeover Regulation', SSRN Electronic Journal [Preprint]. Available at: <https://doi.org/10.2139/ssrn.1799291>.

Gilson, R.J. and Kraakman, R.H. (1984) 'The Mechanisms of Market Efficiency', *Virginia Law Review*, 70(4). Available at: <https://doi.org/10.2307/1073080>.

Guth v Loft Inc 23 Del.Ch. 255, 5 A 2d 503 (Del. 1939) (no date). Available at: [https://1.next.westlaw.com/Document/I5367f796339011d986b0aa9c82c164c0/View/FullText.html?originationContext=typeAhead&transitionType=Default&contextData=\(sc.Default\)](https://1.next.westlaw.com/Document/I5367f796339011d986b0aa9c82c164c0/View/FullText.html?originationContext=typeAhead&transitionType=Default&contextData=(sc.Default)).

Hogg v Cramphorn [1967] Ch 254 (no date). Available at: [https://1.next.westlaw.com/Link/Document/Blob/I9B77A1F0111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=58ec4417-6ccf-401d-ab2a-d36d2784dce0&contextData=\(sc.DocLink\)](https://1.next.westlaw.com/Link/Document/Blob/I9B77A1F0111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=58ec4417-6ccf-401d-ab2a-d36d2784dce0&contextData=(sc.DocLink)).

Howard Smith Ltd v Ampol Petroleum [1974] AC 82 (HL) (no date). Available at: [https://1.next.westlaw.com/Link/Document/Blob/I46DCD980111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=1493dd97-3a4f-409b-9d5f-00eb17626114&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/I46DCD980111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=1493dd97-3a4f-409b-9d5f-00eb17626114&contextData=(sc.Search)).

In re Walt Disney Co. Derivative Litigation 907 A 2d 693 (Del Ch 2005) (no date). Available at: <https://1.next.westlaw.com/Document/I9e05c5be181111da974abd26ac2a6030/View/FullText.html?navigationPath=Search%2Fv3%2Fsearch%2Fresults%2Fnavigation%2Fi0ad6040700000157df83bd0c4b1b8d3a%3FNav%3DALL%26fragmentIdentifier%3DI9e05c5be181111da974abd26ac2a6030%26contextData%3D%2528sc.Search%2529%26transitionType%3DSearchItem&listSource=Search&listPageSource=2590b56018b8eb5e024ff647e181b5c5&list=ALL&rank=0&grading=na&sessionScopeId=3b0bfad762>

04e0855aaab7f4bfadc18af1539a7e895c95783b5912d9f548cc50&originationContext=Smart%20Answer&transitionType=SearchItem&contextData=%28sc.Search%29.

Insolvency Act 1986, s 122(g) (no date). Statute Law Database. Available at: <http://www.legislation.gov.uk/ukpga/1986/45/section/122>.

Insolvency Act 1986, s 214 (no date). Statute Law Database. Available at: <http://www.legislation.gov.uk/ukpga/1986/45/section/214>.

Kershaw, D. (2005) 'Lost in Translation: Corporate Opportunities in Comparative Perspective.', Oxford Journal of Legal Studies, 25. Available at: <http://search.ebscohost.com/login.aspx?direct=true&db=bth&AN=19525093&site=ehost-live>.

Kraakman, R.H. (2009) The anatomy of corporate law: a comparative and functional approach. 2nd ed. Oxford: Oxford University Press.

La Porta, R., Lopez-de-Silanes, F. and Shleifer, A. (2008) 'The Economic Consequences of Legal Origins', Journal of Economic Literature, 46. Available at: <http://search.ebscohost.com/login.aspx?direct=true&db=eoh&AN=0982975&site=ehost-live>.

Lucian Arye Bebchuk (2005) 'The Case for Increasing Shareholder Power', Harvard Law Review, 118(3), pp. 833-914. Available at: http://www.jstor.org/stable/4093350?seq=1#page_scan_tab_contents.

New York Business Corporation Law, s 717(b) (no date). Available at: <http://codes.findlaw.com/ny/business-corporation-law/bsc-sect-717.html>.

O'Neill v Phillips [1999] 1 WLR 1092 (HL) (no date). Available at: [https://1.next.westlaw.com/Link/Document/Blob/IEF5F8150122011DDB3CBE2AC6B57B4D3.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=0c5663c2-5a1f-4f31-a7f7-874eb48a9611&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/IEF5F8150122011DDB3CBE2AC6B57B4D3.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=0c5663c2-5a1f-4f31-a7f7-874eb48a9611&contextData=(sc.Search)).

Parkinson, J.E. (1995) Corporate Power and Responsibility Issues in the Theory of Company Law. Oxford University Press, p. Ch 1 part III-Ch 6 part III. Available at: <https://doi.org/10.1093/acprof:oso/9780198259893.001.0001>.

PART 19 - PARTIES AND GROUP LITIGATION - Civil Procedure Rules, r 19.1 (no date). Available at: <https://www.justice.gov.uk/courts/procedure-rules/civil/rules/part19#19.9>.

Re Barings plc (No. 5) [1999] 1 BCLC 433 (Sections III A and B only) (no date). Available at: <http://www.lexisnexis.com/ap/auth/default.asp?customer=vuw>.

Regal (Hastings) Ltd v Gulliver [1967] 2 AC 134 (HL) (no date). Available at: [https://1.next.westlaw.com/Link/Document/Blob/I2EDB1BC0112011DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=d8d81219-4e8a-446a-b6ef-be4d515cfadb&contextData=\(sc.DocLink\)](https://1.next.westlaw.com/Link/Document/Blob/I2EDB1BC0112011DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=d8d81219-4e8a-446a-b6ef-be4d515cfadb&contextData=(sc.DocLink)).

Regentcrest Plc (In Liquidation) v Cohen [2001] BCC 494 (Ch D) (no date). Available at: [https://1.next.westlaw.com/Link/Document/FullText?findType=g&serNum=2000454391&pubNum=4662&originatingDoc=I854223E0E42811DA8FC2A0F0355337E9&refType=UD&originationContext=document&transitionType=DocumentItem&contextData=\(sc.DocLink\)](https://1.next.westlaw.com/Link/Document/FullText?findType=g&serNum=2000454391&pubNum=4662&originatingDoc=I854223E0E42811DA8FC2A0F0355337E9&refType=UD&originationContext=document&transitionType=DocumentItem&contextData=(sc.DocLink)).

Ronald J. Gilson (2006) 'Controlling Shareholders and Corporate Governance: Complicating the Comparative Taxonomy', Harvard Law Review, 119(6), pp. 1641-1679. Available at: http://www.jstor.org/stable/4093529?seq=1#page_scan_tab_contents.

Salomon v Salomon [1897] AC 22 (HL) (no date). Available at: [https://1.next.westlaw.com/Link/Document/Blob/I66D001C0107C11DDBD0D9841A0D10357.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=9f2056cf-bd26-4134-a23c-aeaa242f4228&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/I66D001C0107C11DDBD0D9841A0D10357.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=9f2056cf-bd26-4134-a23c-aeaa242f4228&contextData=(sc.Search)).

Schuster, E. (2013) 'The Mandatory Bid Rule: Efficient, After All?', Modern Law Review, 76. Available at: <http://search.ebscohost.com/login.aspx?direct=true&db=a2h&AN=87371919&site=ehost-live>.

Shlensky v. Wrigley 237 N.E.2d 776 (Ill. App. 1968 (no date). Available at: [https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1968121519&pubNum=578&originatingDoc=Ib1d7b536946211d9bc61beebb95be672&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1968121519&pubNum=578&originatingDoc=Ib1d7b536946211d9bc61beebb95be672&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=(sc.Search)).

Smith v Van Gorkom 488 A 2d 858 (Del 1985) (no date). Available at: [https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1985114193&pubNum=162&originatingDoc=I0cdc97491f3011e19553c1f5e5d07b6a&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=\(sc.Search\)#co_pp_sp_162_872](https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1985114193&pubNum=162&originatingDoc=I0cdc97491f3011e19553c1f5e5d07b6a&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=(sc.Search)#co_pp_sp_162_872).

Takeover Panel City Code on Takeovers and Mergers, general principle 3 and rules 9 and 21. (no date). Available at: <http://www.thetakeoverpanel.org.uk/wp-content/uploads/2008/11/code.pdf>.

Zapata v Maldonado, 430 A.2d 779 (Del. 1981) (no date). Available at: [https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1981126670&pubNum=162&originatingDoc=I6ed3805d92de11d993e6d35cc61aab4a&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1981126670&pubNum=162&originatingDoc=I6ed3805d92de11d993e6d35cc61aab4a&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=(sc.Search)).