

May 27, 2011

By electronic mail: supportgroup@thetakeoverpanel.org.uk

The Secretary to the Code Committee
The Takeover Panel
10 Paternoster Square
London EC4M 7DY

RE: The Takeover Panel Consultation Paper issued by the Code Committee of the Panel re: Review of Certain Aspects of the Regulation of Takeover Bids and Proposed Amendments to the Takeover Code

Ladies and Gentlemen:

Bloomberg L.P.¹ (“**Bloomberg**”) welcomes the opportunity to respond to the Takeover Panel’s Consultation Paper regarding its Review of Certain Aspects of the Regulation of Takeover Bids and Proposed Amendments to the Takeover Code (the “**Consultation**”). Bloomberg applauds the range of topics that the Takeover Panel will review in connection with this Consultation and appreciates the Takeover Panel’s invitation for comments on the Consultation from stakeholders and market participants in respect of the proposed amendments.

Bloomberg has been a pioneer in providing data and transparency for various market segments and products and we look forward to providing these same services for investors as increased transparency around takeover transactions in the United Kingdom becomes available.

Executive Summary

- Bloomberg supports the proposals to increase transparency and improve the quality of disclosure set forth in Part C of the Consultation.

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- Bloomberg supports the proposals requiring the disclosure of offer-related fees and expenses in Section 5 of the Consultation.
- Bloomberg supports the disclosure of the same financial information in relation to an offeror and the financing of an offer irrespective of the nature of the offer as set out in Section 6 of the Consultation. We believe that this will enhance the transparency of deal information flowing to the markets.
- Bloomberg supports improving the quality of disclosure by offerors and offeree companies in relation to the offeror's intentions regarding the offeror company and its employees as set out in Section 7 of the Consultation.

We set out our views and responses to certain of the matters raised by the Consultation, in particular in relation to the amendments to the Takeover Code (“Code”) which are intended to increase transparency and improve quality of disclosure.

Q17 – Do you have any comments on the proposed new Note 1 on the new Rule 24.16?

Whilst we support the range of information relating to financing fees and expenses which would be required to be disclosed, we would also have supported any requirement to disclose fees or margins payable to banks or other counterparties in connection with hedging arrangements. We note that such arrangements may be considered to be treasury management or risk mitigation, but do consider that they form an integral element of the financing package for an offeror.

Q19 – Do you have any comments on the proposed new Rules 24.16(c) and (d)?

Along with the majority of respondents to PCP 2010/2, we are in favor of greater disclosure being required in relation to fees of advisers to offeree companies and offerors.

We note that, although in Statement 2010/22 the Code Committee concluded that any material changes to the disclosed estimated fees payable to the advisers to the offeror or to the offeree company should be announced promptly, the Code Committee now considers that any such material change should be disclosed privately to the Takeover Panel (rather than being announced). We supported the Code Committee's initial conclusions. We appreciate that under new Rules 24.16(c) and (d), the Panel may require an announcement to be made where it considers it appropriate and we hope that a requirement for such announcements would be usual course of action, rather than the exception.

Q22 – Do you have comments on the decision not to require *pro forma* balance sheets to be included in offer documents?

We supported the Code Committee's intention, set out in Statement 2010/22, to introduce new provisions into Rule 24.2 so as to require, in certain instances, the inclusion in offer documents of a *pro forma* balance sheet of the combined groups. We note that the Code Committee, on further reflection, considers that this may be unduly onerous in many cases and may, in any

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event, not present a reliable starting point for assessing the financial position of the combined group. Whilst we acknowledge these concerns, we would have supported any further proposals by which, where appropriate and proportionate, such information was required to be included in an offer document.

We appreciate the opportunity to make our views known to the Takeover Panel. Please contact me at 020 7330 7817 or by email at ccotzias@bloomberg.net should you wish to discuss our response further or have any additional questions or comments.

Respectfully submitted,

Constantin Cotzias

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