

THE TAKEOVER PANEL

HEARINGS COMMITTEE

Terms of Reference

1. Establishment and Authority

- 1.1 The Panel hereby establishes a committee of the Panel, to be known as the Hearings Committee (the “Committee”).
- 1.2 The Panel hereby delegates certain functions (as set out in paragraph 2 below) to the Committee.
- 1.3 The Panel hereby authorises the Committee to obtain external legal or other independent professional advice and to secure the attendance at hearings before it, or at meetings of its members, of third parties with the relevant experience and expertise if it considers this to be necessary for the fulfilment of its functions, at the Panel’s expense.

2. Purpose and functions of the Committee

The functions conferred by the Panel on the Committee are as follows:

- 2.1 to hear, determine and make rulings in disciplinary proceedings and in proceedings relating to the interpretation, application or effect of The City Code on Takeovers and Mergers (the “Code”) as prescribed by the Committee’s Rules of Procedure (the “Rules of Procedure”), whether such proceedings are convened at the Committee’s own motion or are instigated by the Executive or by a party to a takeover or any other person affected by a ruling of the Executive and with a sufficient interest in the matter;
- 2.2 to conduct proceedings in accordance with its Rules of Procedure, as applicable from time to time;
- 2.3 to take all necessary and appropriate steps to give effect to its rulings and the decisions of the Takeover Appeal Board, including directing

the Executive, where appropriate, to apply to a court to seek enforcement of a ruling;

- 2.4 to review, from time to time, the procedures for the conduct of its proceedings set out in the Rules of Procedure, and all ancillary matters relating thereto, and to make recommendations to the Code Committee of the Panel as to any necessary or appropriate amendments to the Rules of Procedure; and
- 2.5 to do anything that it considers necessary or expedient for the purposes of, or in connection with, its functions.

3. Composition of the Committee

- 3.1 The membership of the Committee shall include:
 - (a) the Chairman of the Panel;
 - (b) the Deputy Chairmen of the Panel;
 - (c) up to eight other members of the Panel designated by the Panel as members of the Committee. The Panel may appoint designated alternates for such members of the Committee. One designated alternate may act as a member of the Committee in a relevant member's place when he or she is unavailable; and
 - (d) the members of the Panel appointed by the bodies listed in paragraph 4(a)(iv) of the Introduction to the Code. Each such body may appoint designated alternates for its appointee(s). One designated alternate may act as a member of the Committee in a relevant member's place when he or she is unavailable.
- 3.2 The membership of the Committee (and their designated alternates) shall be made available on the Panel's website (www.thetakeoverpanel.org.uk).

- 3.3 The number of members of the Committee shall be determined by the Panel from time to time, provided that at no time shall there be more than 22 members of the Committee.
- 3.4 The terms of appointment of each member of the Committee (and their designated alternates), including tenure, resignation and removal, shall be governed by their appointment to the Panel.
- 3.5 The validity of any acts or proceedings of the Committee shall not be affected by any vacancy among the membership of the Committee or by any defect in the appointment of any Committee member (or designated alternate).

4. Hearings of the Committee

- 4.1 The Committee shall conduct all hearings in accordance with the Rules of Procedure.
- 4.2 No past or current member (or designated alternate of a member) of the Code Committee of the Panel may serve as a member (or designated alternate of a member) of the Committee. No member of the Committee (or designated alternate of a member) may be, at the same time, a member of the Takeover Appeal Board or an officer or member of staff of the Panel.

5. Meetings of the Members of the Committee

- 5.1 The Chairman may, at his discretion, convene meetings of the members of Committee at such time and in such a manner as he considers appropriate in order to conduct any matters that fall within its functions other than proceedings. The Chairman shall determine, from time to time, the applicable procedures by which the business of the Committee shall be conducted.

Adopted by the Panel on 12 April 2006.

Amended by the Panel on 14 October 2009.