

THE TAKEOVER PANEL

The City Panel has in two very long sittings on Monday and Tuesday fully explored the circumstances arising from an announcement by Leasco World Trade Company (U.K.) Limited that it proposed to make a public offer for the whole of the issued share capital of Pergamon Press Limited, and the subsequent withdrawal by Leasco from that proposal. The Panel has also considered various matters concerning Pergamon which arose during the course of its enquiry.

Its conclusions were unanimously arrived at on Tuesday night and are now on record, the intention having been to communicate them to the parties concerned at 10 o'clock this morning and to release them to the Press for publication.

In the course of the night approaches were made to the Panel by the representatives of both Leasco and Pergamon, and the parties appeared before the Panel this morning and invited the Panel to adjourn its meeting and to withhold the publication of its conclusions (which the Panel did not communicate to the parties) in order to enable certain fresh proposals to be submitted.

The Panel pointed out that its responsibilities were by no means limited to the shareholders of the companies immediately involved in a takeover or merger transaction nor was it in any way to be used as a negotiating body in order to promote conciliation

between opposing interests. Whilst the Panel administration is always available to give advice and will use its good offices in any appropriate case the Panel's overriding duty is to the investor, the City and the public at large. If public confidence in the securities market is to be maintained it is essential that the Panel should occupy a position of complete detachment and objectivity as between particular companies engaged in takeover or merger transactions and should be guided and be seen to be guided by paramount considerations of public interest and financial propriety.

Nonetheless the proposals which without commitment have been tentatively suggested to the Panel this morning seemed to be such as might secure the interests of the outside shareholders and also ensure the protection of the general public interest in certain other respects.

The Panel have therefore agreed to adjourn until 10 a.m. on Thursday morning, August 28th, in order to give the parties a final opportunity of formulating such further proposals as they may wish the Panel to consider.