

THE TAKEOVER PANEL

**TSB GROUP PLC ("TSB") /
DEWEY WARREN HOLDINGS PLC ("DWH") /
HOGG ROBINSON & GARDNER MOUNTAIN PLC ("HRG INSURANCE") /
HOGG ROBINSON PLC ("HR TRAVEL")**

The Panel met today to consider an appeal by Barings, on behalf of HRG Insurance and HR Travel, against a ruling of the Panel executive. The executive's ruling had been that TSB, and persons who acted in concert with it in respect of TSB's offer for Hogg Robinson Group plc (to be renamed Hogg Robinson & Gardner Mountain plc) announced on 17 July and withdrawn following demerger, are not subject to any restrictions under Rule 35.1 of the Code from making any offer for HRG Insurance or HR Travel.

Given the importance of the Panel's decision to the market, the Panel is making this brief statement of the result of the hearing but will, as soon as possible, make a further statement including its reasoning.

The circumstances presented to the Panel were most unusual. The effect of the Panel decision, overruling the executive, is that neither TSB nor DWH, nor any other person in concert with either of them, may make an offer for either HRG Insurance or HR Travel prior to 1 February 1988, except with the consent of the Panel. The circumstances in which such consent is normally given are set out in the Note on Rule 35.1 (that Rule, including the Note, is attached).

31 July 1987

35.1 Delay of 12 months before subsequent offer

Except with the consent of the Panel, where an offer has been announced or posted but has not become unconditional in all respects, the offeror and persons acting in concert with it may not within 12 months from the date on which such offer is withdrawn or lapses either:-

- (a) make an offer for offeree company; or
- (b) acquire any shares of the offeree company if the offeror or persons acting in concert with it would thereby become obliged under Rule 9 to make an offer.

Note on Rule 35.1

Where dispensations will be granted.

The Panel will normally grant consent under this Rule where:-

- (a) the new offer is recommended by the board of the offeree company. Such consent will not normally be granted within 3 months of the lapsing of an earlier offer in circumstances where the offeror was prevented from revising or extending its previous offer as a result of a no increase statement or a no extension statement; or
- (b) the new offer follows the announcement of an offer by a third party for the offeree company; or
- (c) the previous offer lapsed on a reference to the Monopolies and Mergers Commission and the new offer follows the giving of clearance. Any such offer must normally be announced within 21 days after the announcement of such clearance.