

THE TAKEOVER PANEL

DISCLOSURE OF DEALINGS

The Panel has decided that disclosures of dealings in relevant securities by connected exempt market-makers and exempt principal traders should in future be published on the Regulatory News Service. This will make the information more accessible to shareholders and assist market transparency. The consequent Rule 38.5 changes, together with certain minor amendments to the procedures for submitting dealing disclosures required by the Code and the SARs will come into effect on 23 November.

The amendments are set out in the appendix to this statement. Amended pages of the Code and the SARs will be issued in due course.

Queries should be addressed to the Panel Executive's Monitoring Section (telephone number 0171-638 0129). The Monitoring Section's fax number for the purposes of making disclosures is 0171-256 9386 .

10 November 1998

APPENDIX - CODE AND SAR AMENDMENTS**A. NOTE 4 ON RULE 8**

In Note 4 on Rule 8, substitute the first two paragraphs of part (a) and the whole of part (b) with the following:

"4. *Method of disclosure (public or private)*

(a) *Public disclosure*

Public disclosure is to the Stock Exchange (Company Announcements Office) and to the Panel.

Dealings should be disclosed to the Stock Exchange (Company Announcements Office), in typed format, by fax or electronic delivery. Dealings are published on the Regulatory News Service. A copy must also be faxed to the Panel."

"(b) *Private disclosure*

Private disclosure under Rules 8.1 (b)(ii) and 8.2 is to the Panel only. Dealings should be disclosed by fax."

B. RULE 38.5

(i) Rule 38.5

Amend the first paragraph of Rule 38.5 to the following:

"Dealings in relevant securities (as defined in Rule 8) by an exempt market-maker connected with an offeror or the offeree company, whether in or outside the United Kingdom, should be aggregated and disclosed to the Stock Exchange (Company Announcements Office) and the Panel not later than 12 noon on the business day following the date of the transactions, stating the following details:-"

(ii) Note 1 on Rule 38.5

Amend Note 1 on Rule 38.5 to the following:

"1. Method of disclosure

Dealings should be disclosed to the Stock Exchange (Company Announcements Office), in typed format, by electronic delivery. Dealings are published on the Regulatory News Service. A copy must also be faxed to the Panel. A specimen disclosure form, as set out in the Dealing Disclosure Forms Section, may be obtained from the Panel. Disclosures under this Rule should follow that format."

(iii) Rule 38.5 - dealing disclosure form

Replace the existing disclosure form (which is not currently included in the Code) with the following form:

FORM 38.5 (SUMMARY)

Lodge with Company Announcements Office and the Panel. Use a separate form for each class of securities in which dealings have been made.

**CONNECTED EXEMPT MARKET-MAKERS:
DISCLOSURE UNDER RULE 38.5 OF THE CITY CODE ON TAKEOVERS AND MERGERS**

Name of EMM

Date of disclosure

Contact name

Telephone number

Please see attached disclosure of dealings under Rule 38.5 in the securities of the following companies:

.....

AMENDMENT

If the attached Rule 38.5 disclosure is to amend a previous disclosure, please state which element(s) of previous disclosure was incorrect:

.....

In the case of option business or dealings in derivatives full details should be given on a separate sheet so that the nature of the dealings can be fully understood. For options this should include the number of securities under option, the exercise period (or in the case of exercise, the exercise date), the exercise price and any option money paid or received. For derivatives this should include, at least, the number of reference securities to which they relate (when relevant), the maturity date (or if applicable the closing out date) and the reference price.

For full details of disclosure requirements see Rules 8 and 38 of the Code. If in doubt contact the Monitoring Section of the Panel, Tel. No: 0171 638 0129

FORM 38.5

**CONNECTED EXEMPT MARKET-MAKERS:
DISCLOSURE UNDER RULE 38.5 OF THE CITY CODE ON TAKEOVERS AND MERGERS**

Dealing in(name of company)

Class of security

Date of disclosure

Date of dealing

Name of EMM

Name of offeree/offeror with whom connected

Total number of securities purchased

Highest price paid*

Lowest price paid*

Total number of securities sold

Highest price received*

Lowest price received*

* Currency must be stated

C. SAR3**(i) SAR3**

Amend the first paragraph of SAR3 to the following:

"Following an acquisition of shares carrying voting rights in a company, or rights over such shares, a person must notify that acquisition and his total holding to the company, the Stock Exchange (Company Announcements Office) and the Panel not later than 12 noon on the business day following the date of the acquisition, if:-"

(ii) Note 4 on SAR3

Amend Note 4 on SAR3 to the following:

"4. *Method of disclosure*

Dealings should be disclosed to the Stock Exchange (Company Announcements Office), in typed format, by fax or electronic delivery. Dealings are published on the Regulatory News Service. A copy must also be faxed to the Panel. A specimen disclosure form, as set out in the Dealing Disclosure Forms Section, may be obtained from the Panel. Disclosures under this Rule should follow that format. "

D. SAR5

Delete the last five sentences of Note 3 on SAR5. Insert a new Note 4 on SAR5 as follows:

"4. Method of disclosure

A copy of the notification to the company should be sent at the same time to the Stock Exchange (Company Announcements Office), in typed format, by fax or electronic delivery. Dealings are published on the Regulatory News Service. A copy must also be faxed to the Panel. A specimen disclosure form, as set out in the Dealing Disclosure Forms Section, may be obtained from the Panel. Disclosures under this Rule should follow that format."