

THE TAKEOVER PANEL

The Bank of England announce that:

The Governor of the Bank of England, after full consultation with the bodies mainly concerned, has completed his arrangements for re-shaping and substantially strengthening the Panel on Take-overs and Mergers. Sir Humphrey Mynors, who, at the Governor's request, undertook the difficult task of getting the Panel into being as an operating unit with the help of only a skeleton staff, will now relinquish the chairmanship; he will, however, serve as Deputy Chairman for a further term of twelve months. Lord Shawcross will take over as Chairman, but on a non-executive basis, the day-to-day work of the Panel being in the hands of a Director-General. The Director-General will be Mr. I.J. Fraser, M.C., who will be seconded for a period from his directorship of S.G. Warburg & Company Ltd. to devote himself full time to the work of the Panel. Mr. Fraser will be assisted by Mr. Wareham, the present Secretary of the Quotations Department of the Stock Exchange, who will be seconded by the Stock Exchange to the Panel as Deputy Director-General for a period of twelve months. Arrangements are being made for the Panel in future to be located in the Stock Exchange building where it will work in closest co-operation with the Quotations Department.

The new arrangements assume the acceptance by the bodies represented on the Panel of the need to incorporate in their own regulations provisions making it binding on their members to adhere to the Code and abide by the rulings of the Panel, and for appropriate sanctions against those who do not do so. These matters, including the possibility of an appeal procedure, are at present under active study.

The revision of the Code itself, which has been in progress, has now been virtually completed and the new version will be made available to the public by the Issuing Houses Association very shortly.

The new organisation will come into operation when all these arrangements have been completed.

The Governor believes that with this greatly strengthened organisation, a new Code, and a much improved general understanding of its nature, purpose and vital importance, the Panel will be able to maintain an effective supervision of the operation of take-overs and mergers. Much will, of course, continue to depend on the support which the Panel receives from those concerned in such operations. The Governor himself will, as in the past, stand fully behind the Panel, and will look to all City institutions and firms to give it their unquestioning support.

The Governor wishes to express his appreciation of the vital contribution that has been made by Sir Humphrey Mynors in establishing the Panel as an operating entity and in guiding it through its first experimental period; and of the readiness of Lord Shawcross, in the interests of the City and of a wider public, to devote his great legal and administrative experience to furthering the Panel's work. He wishes also to thank Mr. Fraser for agreeing to accept the new full-time position of Director-General and Warburg's for accepting the sacrifice to them of releasing him for this purpose.

Bank of England,

February 25, 1969.