

THE TAKEOVER PANEL

**THE BOOTS COMPANY LIMITED ("BOOTS")/
HOUSE OF FRASER LIMITED ("HOUSE OF FRASER")**

The Panel have seen the statement which is being issued by the directors of Boots. It is the duty of directors in a case where shareholders' approval is required to put fully before their shareholders all the considerations which they should bear in mind, including the relevant provisions of the Code and any alteration which may have occurred in the surrounding conditions since the announcement of the intention to offer. Directors must weigh up all these considerations when advising their shareholders what in their opinion is in the best interest of the company. The final decision is for the shareholders to take.

Different considerations arise where a company has already incurred under the Code a mandatory obligation to make an offer.

4th March, 1974.