

# THE TAKEOVER PANEL

## B.S. & W. Whiteley Limited ("Whiteley")

On the 1st December, 1975, the City Panel considered the circumstances in which a total of some 33% of the ordinary shares of Whiteley had been acquired by H. Weidmann AG., Biomed AG., Gewerbebank AG. and Bank Gut Streiff AG. The Panel found that, on a proper interpretation of the Code, these purchases had been made by persons acting in concert.

There had been purchases in excess of 1% in the twelve month period from 6th June, 1974. In normal circumstances such purchases would give rise to a mandatory obligation to make an offer for all outstanding shares. This, however, appeared to the Panel to be a very special case and was moreover one in which the requirement of a mandatory bid might have resulted in the transfer abroad of control of the sole manufacturer of electrical insulating press board in the United Kingdom. In all the circumstances, the Panel considered that the general interest would best be served by its agreeing that no mandatory bid would be required if the parties, who would otherwise have been under that obligation, reduced their total holding to not more than 25% of the issued ordinary share capital of Whiteley by not later than 30th June, 1976, in the meantime not voting more than 25%. An undertaking was given that this would be done. This disposal is to be to persons in no way associated with the vendors of the shares and, after the total holding has been reduced to 25%, no purchases to increase that percentage may be made in the two years following such disposal.

2nd December, 1975.