

# THE TAKEOVER PANEL

## OFFER BY WPP GROUP PLC ("WPP")

### FOR

## TEMPUS GROUP PLC ("TEMPUS")

On 10 October, WPP announced that it was seeking the consent of the Takeover Panel to invoke the material adverse change condition in relation to its offer for Tempus, as set out in paragraph (g)(i) of Appendix 1, Part A of its offer document dated 10 September. WPP stated its view that there had been a material adverse change in the prospects of Tempus following the announcement of WPP's offer and, in particular, following the terrorist attacks in the United States on 11 September.

WPP lodged a formal submission with the Panel Executive on 10 October setting out the reasons why it believed that it should be permitted to invoke the material adverse change condition. This submission was made available to Tempus and its advisers. On 16 October, Tempus lodged a submission with the Panel Executive setting out the reasons why it believed that there were no grounds for allowing this condition to be invoked and this submission was made available to WPP and its advisers. The Panel Executive has subsequently received further representations from each of the parties and their respective advisers. On 22 October, WPP announced, first, that it had received information which it believed to be relevant to the condition set out in paragraph (h)(iii) of Appendix 1, Part A of its offer document dated 10 September, which is closely related to condition (g)(i) and, secondly, that its offer would remain subject to conditions (g)(i) and (h)(iii) but was otherwise unconditional.

Having considered each of the submissions received and the further representations made, the Panel Executive has ruled that WPP should not be permitted to invoke either condition (g)(i) or (h)(iii).

WPP is considering whether to appeal against this ruling and a further announcement is likely to be made later today.

25 October 2001