

# THE TAKEOVER PANEL

## HANOVER INTERNATIONAL PLC ("HANOVER")

### TREFICK LIMITED ("TREFICK")

#### ACCEPTANCE CONDITION

On 8 July, Trefick announced the terms of a mandatory cash offer of 125 pence per share for all of the issued share capital of Hanover not already owned or controlled by Trefick. At the time of that announcement, Trefick owned or controlled 49.17 per cent. of Hanover's issued share capital.

Subsequent to its offer announcement on 8 July, Trefick purchased a further 1,228,299 shares in Hanover (amounting to approximately 4.01 per cent. of Hanover's issued share capital) at its offer price of 125 pence per Hanover share (the "Acquired Shares"). The purchases of these shares took place when Trefick was restricted from acquiring further Hanover shares (or rights over such shares) as a result of Rule 5.1(b) of the City Code on Takeovers and Mergers, and such purchases were not made in accordance with any of the exceptions to Rule 5.1 set out in Rule 5.2.

Following discussions with the parties, the Executive has ruled that, in order for its offer to become unconditional as to acceptances before the first closing date of the offer, Trefick must receive acceptances in respect of (or otherwise acquire in accordance with Rule 5) a further 254,697 Hanover shares, representing approximately 0.83 per cent. of Hanover's issued share capital, and that the Acquired Shares may not be taken into account before the first closing date in determining either whether Trefick's offer has become unconditional as to acceptances or whether Trefick may acquire further Hanover shares in reliance on Note 1 on Rule 5.1.

If Trefick's offer is extended following the first closing date of the offer, the Acquired Shares will count towards the acceptance condition and the offer will, accordingly, if it has not already done so, become unconditional at that time. If the offer is not so extended and lapses or is withdrawn on the first closing date, Trefick will be required to sell the Acquired Shares (or otherwise dispose of them, for example by way of acceptance of an offer made by a third party) in order to reduce its holding to 49.17 per cent. (or less) of Hanover's issued share capital.

Until Trefick's offer becomes unconditional as to acceptances or the Acquired Shares are sold if the offer lapses or is withdrawn, Trefick will not be permitted to exercise the voting rights attaching to the Acquired Shares.

This ruling of the Executive has been accepted by both Hanover and Trefick and their respective advisers.

21 July 2003