

6. Information to offerors

Relevant information relating to the offeree company, including particulars of shareholders, given by the offeree company to an offeror or potential offeror should, on request, be furnished equally and promptly to any other offeror or bona-fide potential offeror, ~~who even if that other offeror is less welcome. The other offeror or potential offeror~~ should specify the questions to which it requires answers. ~~An offeror~~ It is not entitled, by asking in general terms, to receive all the information supplied to its competitor.

Notes to Rule 6:

1. *Offeree company's obligation following offeror's announcement*

Following the announcement of a firm intention to make an offer, the offeree company must, as soon as possible but in any event within 48 hours of a request, provide the offeror with all relevant details of its outstanding voting rights, the issued shares and, to the extent not issued, the allotted shares and details of any conversion or subscription rights or any other rights pursuant to the exercise of which shares may be unconditionally allotted or issued during the offer period. In the case of conditionally allotted shares, the details should include the conditions and the date on which such conditions may be satisfied. In the case of rights, the details should include the number of shares which may be unconditionally allotted or issued during the offer period as a result of the exercise of such rights, identifying separately those attributable to rights which commence or expire on different dates, and the various prices at which these rights could be exercised.

2. *Allotment of shares by offeree company during offer period*

The offeree company must immediately notify ~~the any~~ offeror of any allotment or issue of shares and of the exercise of any ~~such~~ rights mentioned in Note 1 to Rule 6 during the offer period and provide the offeror as soon as possible with all relevant details. ~~The~~ An offeror must make appropriate arrangements to ensure that any person to whom shares of a type to which the offer relates are unconditionally allotted or issued during the offer period will have an opportunity of accepting the offer in respect of such shares. In cases of doubt, the Executive must be consulted.

3. Management buy-outs

If the offer or potential offer is a management buy-out or similar transaction, the information which this Rule 6 requires to be given to competing offerors or potential offerors is at least that information generated by the offeree company (including the management of the offeree company acting in their capacity as such) which is passed to

external providers or potential providers of finance (whether equity or debt) to the offeror or potential offeror. The Executive expects the directors of the offeree company who are involved in making an offer to co-operate with the independent board committee of the offeree company and its advisers in the assembly of this information.

If the offer or potential offer is a management buy-out or similar transaction, the offeror or potential offeror must, on request, promptly furnish the independent board committee of the offeree company or its advisers with at least all information which has been furnished by the offeror or potential offeror to external providers or potential providers of finance (whether equity or debt) for the buy-out.

In all of the above circumstances, the Executive should be consulted.