

## Media Release

### For immediate release

7 August 2020

### **Takeovers Panel calls section 32 meeting to inquire into the 2013 takeover offer for New Image Group Limited**

On 26 June 2019, the Takeovers Panel (the **Panel**) received a complaint from a former shareholder of New Image Group Limited (**NEW**) (now named New Image Holdings Limited) concerning potential breaches of the Takeovers Code (the **Code**) by New Image Trustee Limited (**NTL**) (now named New Image Group Limited) and NEW, relating to the 2013 takeover of NEW by NTL (the **Offer**). The Panel subsequently opened an investigation into the matter.

On 7 August 2020, the Panel met to consider whether to convene a meeting under section 32(1) of the Takeovers Act 1993 to determine whether to inquire into the potential breaches.

On the basis of the information available to the Panel, the Panel considers that, at the time of the Offer, NTL may not have acted in compliance with the Code. First, NTL may have offered certain NEW shareholders different terms than were offered to all other NEW shareholders under the Offer. Second, NTL may have provided incorrect disclosures to NEW shareholders.

The Panel also considers that NEW may not have acted in compliance with the Code by providing incorrect disclosures to NEW shareholders at the time of the Offer.

The Panel will hold a meeting for the purposes of considering and determining whether it is satisfied (or is not satisfied) that NEW and/or NTL did not act in compliance with the Code. The meeting will be a private meeting.

### **ENDS**

#### *About the Takeovers Panel*

The Takeovers Panel is an independent Crown entity established under the Takeovers Act 1993. The Panel's mandate is to strengthen investor confidence in New Zealand's capital markets by enforcing the Takeovers Code. The Code ensures that all shareholders have a fair opportunity to participate in control change transactions (such as takeovers, mergers, acquisitions and allotments) in Code companies.

Further information on the Takeovers Panel is available at **[www.takeovers.govt.nz](http://www.takeovers.govt.nz)**

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