

ANNUAL REPORT 2010

IRISH TAKEOVER PANEL

Report for the year ended 30 June 2010

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Report for the year ended 30 June 2010

This annual report of the Irish Takeover Panel is made to
Batt O’Keeffe, T.D., Minister for Enterprise, Trade and Innovation as required
by section 19 of the Irish Takeover Panel Act, 1997

Irish Takeover Panel (Registration No. 265647), Lower Ground Floor, 76 Merrion Square, Dublin 2

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Members of the Panel

Irish Association of Investment Managers	
Irish Clearing House Limited	- Nominated by the Irish Bankers Federation
Irish Stock Exchange Limited	
Law Society of Ireland	
Pat Costello	- Nominated by the Consultative Committee of Accountancy Bodies - Ireland

Directors of the Panel

Chairperson	To be appointed	Appointed by the Governor of the Central Bank of Ireland
Deputy Chairperson	Ann Fitzgerald	Appointed by the Governor of the Central Bank of Ireland
	Thomas Byrne (Alternate: John Butler)	Appointed by the Irish Bankers Federation
	Paul D'Alton	Appointed by the Consultative Committee of Accountancy Bodies – Ireland
	Daniel Kitchen (Alternate: Gerardine Jones)	Appointed by the Irish Stock Exchange
	Frank O'Dwyer	Appointed by the Irish Association of Investment Managers
	Alvin Price (Alternate: Mark Ryan)	Appointed by the Law Society of Ireland

Director General (and Secretary of the Panel)

Miceal Ryan

Introduction

The Irish Takeover Panel (the “Panel”) is the statutory body responsible for monitoring and supervising takeovers and other relevant transactions in Ireland. The Panel was established by the Irish Takeover Panel Act, 1997 (the “Act”) and is incorporated as a company limited by guarantee. The Panel is designated as the competent authority under the European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006 (the “Regulations”) for the purpose of Article 4(1) of the Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids.

The Panel is responsible for making Rules to ensure that takeovers (including takeover bids as defined in the Regulations) and other relevant transactions comply with the General Principles set out in the Schedule to the Act. These General Principles are designed to ensure fair and equal treatment of all shareholders in relation to takeovers. The Rules also serve to provide an orderly framework within which takeovers can be conducted.

The Panel has extensive powers under the Act to make rulings and give directions, to hold hearings, to summon witnesses and to require production of documents and other information, where these are appropriate in the discharge of its statutory functions.

Deputy Chairperson's Statement

It is with deep sadness that I record the untimely death of Rory Brady S.C.. Rory was appointed Chairperson of the Panel in April 2008 and in his short tenure as Chairperson he made a considerable contribution to the Panel. Not only did he bring with him an in-depth knowledge of the law but also considerable commercial experience. He was quick to get to the heart of any matter and he always took a pragmatic common-sense approach to the problems arising in the conduct of takeovers. I know that Rory greatly enjoyed the work of the Panel and we certainly enjoyed working with him. My colleagues at the Panel and I will miss Rory and the Panel is all the poorer for his passing. Our condolences go to his wife, Siobhan and to his daughters Aoife and Maeve.

The Panel Executive expended a considerable amount of time during the year on reviewing the Takeover Rules and the Panel is currently considering a number of proposed amendments as a result. A number of these amendments are being proposed in order to address specific issues which have arisen during certain recent takeovers while other amendments are being proposed following a review of various Code amendments adopted by The Panel on Takeovers and Mergers in the UK. The Panel will publish, as is normal, consultation papers in relation to any proposed amendments prior to amending the Takeover Rules. It is anticipated that at least one consultation paper will be published before the end of the current calendar year.

Ann Fitzgerald

Deputy Chairperson

27 September 2010

Director General's Report

The Panel supervised eight takeovers during the year which represents the highest number of cases dealt with since the year ended 30 June, 2007. The takeovers supervised by the Panel during the year are set out in Appendix 2.

European Securities and Markets Authority

The Panel has during the year made representations in connection with the draft Regulations for the establishment of a European Securities and Markets Authority (“ESMA”). The latter forms part of the EU’s response to the recent financial crisis. At one point the draft Regulations included the Takeovers Directive within the scope of ESMA’s powers thus enabling it to, inter-alia, intervene in individual offers. The Panel is of the view that including the Takeovers Directive within ESMA’s powers could have the effect of undermining the system of takeover regulation in Ireland. Consequently, the Panel has, along with some of its counterparts in other Member States including The Panel on Takeovers and Mergers in the UK, made representations to remove the Takeovers Directive from the draft Regulations. While the Regulations have not as yet been finalised, the Panel is hopeful that the Takeovers Directive will be removed from the scope of ESMA’s powers.

Takeovers Directive

The Takeovers Directive is due to be reviewed in 2011 and the Panel expects to participate in that review through the CESR Takeover Bids Network. As usual, we continued our participation in that working group which during the year considered a number of issues including a survey among the various Member States on how the definition of “persons acting in concert” in the Directive is applied and the consequences thereof.

Presumptions of concertedness – associated company

An issue which is arising with increasing regularity is the consequences of the presumptions of concertedness where a company holds 20% or more of the equity share capital of a relevant company. Under the Takeover Rules a company is deemed to be an “associated company” of another company if that other company owns or controls 20% or more of the equity share capital of the first company. Pursuant to Rules 3.3(b)(i) and (ii) a company and various specified group companies, and any company of which any of those companies is an associated company, are presumed to be acting in concert with, inter alia, the directors of the first mentioned company.

In circumstances where a relevant company is an associated company of another company (“the shareholding company”) the presumption referred to above results in, inter alia, all of

the directors of the relevant company being presumed to be in concert with the shareholding company. One of the consequences of this is that the directors of the relevant company may not, in certain circumstances, be able, in effect, to acquire any securities in the relevant company (either through direct purchases in the market or through the exercise of share options) as such acquisitions may trigger a mandatory offer obligation. This is likely to arise where the aggregate shareholding of the directors and the shareholding company is equal to or exceeds 30% or is just below that level.

The Panel recognises that it may not always be appropriate to maintain the presumption in these circumstances. Consequently, the Panel is prepared to consider a rebuttal of the presumption that the directors (and their families) are acting in concert with the shareholding company where it can be established that the directors are independent of the shareholding company. However, where the rebuttal is accepted by the Panel, it is likely that the Panel will wish to maintain the presumption during the course of an offer for the relevant company or where the directors of the relevant company are in the process of redeeming or purchasing its own securities.

Other transactions involving relevant companies

During the year the National Pensions Reserve Fund Commission (“the Commission”) increased its ordinary shareholding in the Bank of Ireland from 15.73% to 36.36%. Pursuant to the National Pensions Reserve Fund Act 2000, as amended, the aforementioned increase in the Commission’s shareholding did not constitute an offer, a takeover, the acquisition of control, a takeover bid or any other takeover transaction for the purposes of the Irish Takeover Panel Act 1997 and the European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006. As a consequence, the Takeover Rules did not apply to this transaction.

Financial Statements

Operating income in the twelve months ended 30 June, 2010 was €1,041,721, an increase of 5.8% on the previous year. Income from document charges increased by 74.6% to €336,174. However, income from contract note levies continued its downward trend falling by 21.5% reflecting the reduction in trading volumes in equity markets. Expenditure for the year amounted to €917,701, a decrease of 21.7% on the previous year. The Panel’s cash balances as at 30 June, 2010 amounted to just over €2.0 million.

Miceal Ryan

Director General

27 September 2010

Directors' Report

The directors present their annual report and audited financial statements for the year ended 30 June 2010.

Principal activities, review of operations and future developments

The Irish Takeover Panel (the "Panel") is a public company limited by guarantee formed and registered under the Companies Acts, 1963 to 2009. The company was incorporated on 29 April 1997.

The Panel is the statutory body responsible for monitoring and supervising takeovers and other relevant transactions in Ireland. The Panel is designated as the competent authority under the European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006 for the purpose of Article 4(1) of the Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids.

The Panel is responsible for making Rules to ensure that takeovers and other relevant transactions comply with the General Principles set out in the Schedule to the Act.

A review of operations and future developments is contained in the Chairperson's Statement and the Director General's Report.

Principal risks and uncertainties

Under Irish Company Law, the Panel is required to give a description of the principal risks and uncertainties which it faces. The principal risks are:

- a significant reduction in the income from relevant company charges and/or contract note levies; and
- a substantial increase in expenditure.

These risks are monitored by the Panel through its financial reporting procedures. The Panel's objective is to maintain adequate resources to meet any unforeseen substantial reduction in income and any substantial increase in expenditure.

Results for the year

The results for the year are set out in the Income and Expenditure Account on page 14. There was no transfer from the Contingency Reserve to the Income and Expenditure Account during the year (2009: €450,000).

Accounting records

The directors believe that they have complied with the requirements of section 202 of the Companies Act, 1990 with regard to books of account by employing accounting personnel with appropriate expertise and by providing adequate resources to the financial function. The books of account of the company are maintained at 76 Merrion Square, Dublin 2.

Post balance sheet events

No material events effecting the financial statements have occurred since the end of the financial year.

Auditor

In accordance with section 160 (2) of the Companies Act, 1963, KPMG, Chartered Accountants, will continue in office.

On behalf of the Board

A. Fitzgerald
Deputy Chairperson

P. D'Alton
Director

27 September 2010

Statement of Directors' Responsibilities

The directors are responsible for preparing the Directors' Report and financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law, the directors have elected to prepare the company financial statements in accordance with Generally Accepted Accounting Practice in Ireland, comprising applicable law and the accounting standards issued by the Accounting Standards Board and promulgated by the Institute of Chartered Accountants in Ireland.

The Company's financial statements are required by law to give a true and fair view of the state of affairs of the Company and of its profit or loss for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper books of account that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Acts, 1963 to 2009. They are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The directors are also responsible for preparing a directors' report that complies with the requirements of the Companies Acts, 1963 to 2009.

On behalf of the Board

A. Fitzgerald
Deputy Chairperson

P. D'Alton
Director

27 September 2010

Independent Auditor's Report to the members of the Irish Takeover Panel

(limited by guarantee)

We have audited the financial statements of Irish Takeover Panel for the year ended 30 June 2010 which comprises the Income and Expenditure Account, Balance Sheet and related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with Section 193 of the Companies Act, 1990. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

The directors' responsibilities for preparing the Directors' Report and the financial statements in accordance with applicable law and the accounting standards issued by the Accounting Standards Board and promulgated by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland), are set out in the Statement of Directors' Responsibilities on page 10.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and have been properly prepared in accordance with the Companies Acts, 1963 to 2009. We also report to you our opinion as to: whether proper books of account have been kept by the Company; and whether the information given in the Directors' Report is consistent with the financial statements. In addition, we state whether we have obtained all the information and explanations necessary for the purposes of our audit, and whether the Company's financial statements are in agreement with the books of account.

We also report to you if, in our opinion, any information specified by law regarding directors' remuneration and directors' transactions is not disclosed and, where practicable, include such information in our report.

We read the Directors' Report and consider implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, of the state of the Company's affairs as at 30 June 2010 and of its surplus for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Acts, 1963 to 2009.

Other matters

We have obtained all the information and explanations which we consider necessary for the purposes of our audit. In our opinion, proper books of account have been kept by the Company. The financial statements are in agreement with the books of account.

In our opinion, the information given in the Directors' Report is consistent with the financial statements.

KPMG

Chartered Accountants

Registered Auditor

Dublin

27 September 2010

Financial Statements

Statement of accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Basis of preparation

The financial statements are prepared in accordance with generally accepted accounting principles under the historical cost convention, and comply with the financial reporting standards of the Accounting Standards Board, as promulgated by the Institute of Chartered Accountants in Ireland.

Operating income

This represents primarily the invoiced value of annual and document charges that the Company is entitled to levy and contract note levies on dealings in quoted securities of relevant companies collected through brokers on an accruals basis.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation is calculated to write off the original cost of tangible fixed assets over their expected useful lives. A full year's depreciation is charged in the year of acquisition. Depreciation is applied at the following annual rates:

Fixtures and fittings	20%
Computers	33%
Motor vehicle	25%

Cash flow statement

The company is exempted from the preparation of a cash flow statement as it qualifies as a small company under the Companies (Amendment) Act, 1986.

Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The annual charge is calculated as a percentage of pensionable payroll and is charged to the Income and Expenditure Account on an accruals basis.

Financial Statements

Income and Expenditure Account

for the year to 30 June 2010

		30 June 2010	30 June 2009
	<i>Notes</i>	€	€
Operating income	<i>1</i>	1,041,721	984,769
Operating expenditure	<i>2</i>	(917,701)	(1,171,533)
		<hr/>	<hr/>
Operating surplus/(deficit)		124,020	(186,764)
Interest income		41,408	62,902
		<hr/>	<hr/>
Surplus/(deficit) for the financial year	<i>10</i>	165,428	(123,862)
		<hr/> <hr/>	<hr/> <hr/>

The results derive from continuing operations.

There were no recognised gains or losses in the financial year or preceding financial year other than those included above in the Income and Expenditure Account.

On behalf of the Board

A. Fitzgerald
Deputy Chairperson

P. D'Alton
Director

Financial Statements

Balance Sheet

as at 30 June 2010

		30 June 2010	30 June 2009
	Notes	€	€
Fixed assets			
Tangible assets	6	12,261	25,751
		<hr/>	<hr/>
Current assets			
Debtors and prepayments	7	141,057	150,414
Cash at bank		2,001,105	1,793,693
		<hr/>	<hr/>
		2,142,162	1,944,107
		<hr/>	<hr/>
Creditors: amounts falling due within one year	8	(74,540)	(55,403)
		<hr/>	<hr/>
Net current assets		2,067,622	1,888,704
		<hr/>	<hr/>
Total assets less current liabilities		2,079,883	1,914,455
		<hr/> <hr/>	<hr/> <hr/>
Accumulated surplus and reserve			
Contingency reserve	9	1,800,000	1,800,000
Income and Expenditure account	10	279,883	114,455
		<hr/>	<hr/>
		2,079,883	1,914,455
		<hr/> <hr/>	<hr/> <hr/>

On behalf of the Board

A. Fitzgerald
Deputy Chairperson

P. D'Alton
Director

Financial Statements

Notes

1 Operating income	30 June 2010	30 June 2009
	€	€
Relevant company annual charges	513,885	546,844
Document charges	336,174	192,490
Contract note levies	191,208	243,659
Other	454	1,776
	1,041,721	984,769
	1,041,721	984,769

2 Operating expenditure	30 June 2010	30 June 2009
	€	€
Operating expenditure includes:		
Depreciation	16,509	15,905
Auditor's remuneration	6,050	6,050
	22,559	21,955
	22,559	21,955

3 Employees

The average number of persons employed by the company and the employee costs during the year were as follows:

	30 June 2010	30 June 2009
Number:	Number	Number
Administration	5	4
Directors	7	7
	12	11
	12	11

Financial Statements

Notes (continued)

3 Employees (continued)

Costs:	30 June 2010	30 June 2009
	€	€
Salaries	310,066	349,463
Directors' remuneration	258,366	314,800
PRSI costs	34,847	39,131
Pension costs (note 4)	57,700	54,850
	<hr/>	<hr/>
	660,979	758,244
	<hr/> <hr/>	<hr/> <hr/>

4 Pension costs	30 June 2010	30 June 2009
	€	€
Pension charge	57,700	54,850
	<hr/>	<hr/>

The company makes contributions to a defined contribution scheme for certain employees, the assets of which are vested in independent trustees for the benefit of members and their dependants. The contributions for the year totalling €57,700 (2009: €54,850) are included within operating expenditure. At 30 June 2010 €9,932 (2009: €9,459) was prepaid within debtors in relation to this scheme.

5 Taxation

Under the provisions of the Taxes Consolidation Act, 1997 the company is exempt from Corporation Tax on its income.

Financial Statements

Notes (continued)

6 Tangible assets

	Motor vehicle €	Fixtures and fittings €	Computers €	Total €
<i>Cost:</i>				
At 1 July 2009	44,200	66,109	16,923	127,232
Additions	-	3,019	-	3,019
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 June 2010	44,200	69,128	16,923	130,251
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<i>Depreciation:</i>				
At 1 July 2009	33,150	51,408	16,923	101,481
Charge for year	11,050	5,459	-	16,509
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 June 2010	44,200	56,867	16,923	117,990
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<i>Net book value:</i>				
At 30 June 2009	11,050	14,701	-	25,751
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 June 2010	-	12,261	-	12,261
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

7 Debtors and prepayments

30 June 2010 30 June 2009
€ €

Debtors	6,250	-
Prepayments and accrued income	134,807	150,414
	<hr/>	<hr/>
	141,057	150,414
	<hr/> <hr/>	<hr/> <hr/>

Financial Statements

Notes (continued)

8	Creditors: amounts falling due within one year	30 June 2010 €	30 June 2009 €
	Trade creditors	-	395
	Accrued expenses	9,557	9,557
	PAYE and Social Welfare insurance	64,983	45,451
		74,540	55,403
		74,540	55,403
 9	 Contingency reserve	 30 June 2010 €	 30 June 2009 €
	At beginning of year	1,800,000	2,250,000
	Transfer to Income and Expenditure Account	-	(450,000)
		1,800,000	1,800,000
	At end of year	1,800,000	1,800,000
 10	 Income and Expenditure account	 30 June 2010 €	 30 June 2009 €
	At beginning of year	114,455	(211,683)
	Profit/(deficit) for financial year	165,428	(123,862)
	Transfer from Contingency Reserve	-	450,000
		279,883	114,455
	At end of year	279,883	114,455

11 Approval of financial statements

The Board of Directors approved these financial statements on 27 September 2010.

Appendix 1

Administrative Appendix

Relevant Companies

The Irish Takeover Panel, established pursuant to the Irish Takeover Panel Act, 1997 (the “Act”), is the body responsible for monitoring and supervising takeovers and other relevant transactions in relation to securities in relevant companies in Ireland. For the purposes of the Act a relevant company includes public limited companies or other bodies corporate incorporated in Ireland whose securities are currently being traded, or (if the subject of a takeover or other relevant proposal) were traded within the previous five years, on the Irish Stock Exchange, the London Stock Exchange, the New York Stock Exchange and Nasdaq but excluding those companies whose only securities authorised to be traded on one or more of those markets during the relevant period are debentures or bonds or other securities in the nature of debentures or bonds that do not confer voting rights in the company.

On 20 May 2006 the European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006 (the “Regulations”), which transposed the Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids into Irish Law, came into effect. Under the Regulations those companies a bid in respect of which the Panel has jurisdiction by virtue of Regulation 6 to supervise, are deemed to be relevant companies under the Act.

The Rules

In addition to its supervisory function, the Panel is also entrusted under the Act with a rulemaking function. The Irish Takeover Panel Act, 1997, Takeover Rules, 2007 and the Irish Takeover Panel Act, 1997, Substantial Acquisition Rules, 2007 came into effect on 19 December 2007. In addition, the Irish Takeover Panel Act, 1997, Takeover (Amendment) Rules, 2008 came into effect on 15 September 2008 and the Irish Takeover Panel Act, 1997, Takeover (Amendment) (No. 2) Rules, 2008 came into effect on 1 February 2009. These Rules have been made principally to ensure that takeovers (including takeover bids) and other relevant transactions comply with the General Principles set out in the Schedule to the Act. The Rules also provide an orderly framework within which takeovers are conducted. They are not concerned with the financial or commercial advantages or disadvantages of a takeover, which are matters for the companies concerned and their shareholders. Neither are the Rules concerned with issues such as competition and merger policies, which are regulated under different legislation.

Members of the Panel and Board of Directors

The Members of the Panel are representative of bodies professionally involved in the securities markets and in the field of takeovers. They comprise the following five bodies, or in certain cases, their corporate or personal nominee:

Consultative Committee of Accountancy Bodies – Ireland

Law Society of Ireland

Irish Association of Investment Managers

Irish Bankers Federation

Irish Stock Exchange Limited

If deemed necessary, the Minister may alter this list by introducing appropriate regulations. Each of the aforementioned bodies has appointed a director to the Board of the Panel. In addition, the Governor of the Central Bank of Ireland has appointed the Chairperson and Deputy Chairperson to the Board.

The Act also provides for the Governor of the Central Bank and the five nominating bodies to designate one or more alternates for each director appointed by them, and four of the nominating bodies have done so. This facilitates the functioning of the Panel when directors are unavailable or are faced with a potential conflict of interest in relation to a case under consideration. Finally, there is also a provision for up to three additional directors to be co-opted by the existing directors. The Board is often required to meet at short notice in order to consider issues requiring urgent decisions.

The Executive

The day-to-day work of the Panel is carried out by the Executive through the office of the Director General. The Executive deals with the general administration of the Panel and the Rules, including consideration of queries and submissions which do not require reference to the Board. The Executive is available for consultation and to give guidance before and during takeover transactions. The Executive is also responsible for monitoring dealings in the shares of relevant companies to ensure compliance with the Rules.

Enforcement of the Rules

The Act gives the Panel statutory authority to make rulings as to whether any activity or proposed activity complies with the General Principles and the Rules. The Panel is also empowered to give directions to any party to a takeover to do or refrain from doing anything

specified by the Panel. The Panel may also investigate a person's conduct where it reasonably believes that a contravention of the General Principles or Rules has occurred or may occur. Where appropriate, the Panel may advise, admonish or censure such a person in relation to his or her conduct. In order to carry out its functions, the Panel may conduct a hearing in relation to the matter concerned. For the purposes of such a hearing, the Panel has the same powers, rights and privileges as are vested in the High Court in relation to compelling attendance, examining on oath and compelling the production of documents. The Act also affords witnesses before the Panel the same immunities and privileges as witnesses before the High Court.

Access to Reports

Where it deems it necessary, the Panel (under section 21 of the Act) may require a Court-appointed inspector to furnish it with a copy of a report provided to the Court or the Minister under the Companies Act, 1990. Similarly, the Panel may require a recognised Stock Exchange to furnish it with a copy of any report given to the Director of Public Prosecutions in respect of an insider dealing offence. To date, no such requests have been made.

Charges

In order to defray the expenses incurred in the performance of its functions under the Act, the Panel is authorised to impose charges on relevant companies, on offerors who are not relevant companies, on dealings in the securities of relevant companies and on documentation submitted to the Panel in accordance with the Rules or in relation to Panel proceedings. The consent of the Minister to the current level of charges, which are set out on pages 23 and 24 has been obtained.

Panel Charges

made under section 16 of the Act and effective from 1 July 2010.

1. *Annual charge payable by relevant companies*

Relevant companies pay an annual charge to the Panel based on Market Capitalisation as at 30 June in each year. The scale is as follows:

Market Capitalisation	Annual Charge
€ Million	€
over 1,250	18,750
625 - 1,250	12,500
125 - 625	6,250
62 - 125	5,000
31 - 62	3,750
12 - 31	2,500
Under 12	1,250

2. *Charge on transactions in securities of relevant companies*

Charges are made on contracts in respect of dealings in securities of relevant companies. This charge amounts to €1.25 on each contract note in respect of transactions valued at more than €12,500.

3. *Document charges - takeovers and other relevant transactions*

A document charge is made in respect of documents furnished to the Panel under the rules in connection with takeovers and other relevant transactions. The scale for these charges is:

Value of the Offer € Million	Charge €
Under 5	2,500
5 - 15	10,000
15 - 35	17,500
35 - 65	35,000
65 - 125	50,000
Over 125	62,500

The charge in respect of “whitewash” waiver applications is €2,500.

4. *Charge on offerors which are not relevant companies*

Where an offeror is not a relevant company, or a subsidiary of a relevant company, a charge is made additional to the document charge as set out above. This charge is made for an amount equal to the annual charge payable by a relevant company having a market capitalisation equal to that of the offeree at the offer price.

5. *Document charge - proceedings of the Panel*

The Panel is empowered to charge up to €900 per document in respect of documents furnished to the Panel by a person in relation to proceedings to the Panel.

Appendix 2

Takeovers supervised by Irish Takeover Panel

1 July 2009 to 30 June 2010

- | | |
|---------------------------------|--|
| (i) EcoSecurities Group plc | Cash offer by Guanabara Holdings B.V. |
| (ii) EcoSecurities Group plc | Recommended cash offer by Carbon Acquisition Company Limited |
| (iii) Glencar Mining plc | Recommended cash offer by Gold Fields Metals B.V. |
| (iv) ThirdForce plc | Offer by LearnVantage plc |
| (v) Dragon Oil plc | Recommended acquisition by Emirates National Oil Company Limited (ENOC) LLC by means of a scheme of arrangement |
| (vi) Irish Life & Permanent plc | Transfer, without change of beneficial interests, to a new Irish registered company, Irish Life & Permanent Group Holdings plc |
| (vii) Island Oil & Gas plc | Recommended acquisition by San Leon Energy plc by means of a scheme of arrangement |
| (viii) Skillsoft plc | Recommended acquisition by SSI Investments III Limited by means of a scheme of arrangement |

Appendix 3

Other transactions involving relevant companies

The National Pensions Reserve Fund Commission (“the Commission”) increased its ordinary shareholding in the Bank of Ireland from 15.73% to 36.36%. Pursuant to the National Pensions Reserve Fund Act 2000, as amended, the aforementioned increase in the Commission’s shareholding did not constitute an offer, a takeover, the acquisition of control, a takeover bid or any other takeover transaction for the purposes of the Irish Takeover Panel Act 1997 and the European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006.

Appendix 4

During the course of the year the Panel exercised certain of its powers under the Act as follows:

Rulings

The Panel issued sixty-one rulings during the year the majority of which related to the takeovers of EcoSecurities Group plc, Dragon Oil plc and Skillsoft plc.

Waivers

Seventeen waivers were granted during the year four of which were in respect of waivers of Rule 37 (redemption or purchase by a company of its own securities). Four waivers were granted in respect of Rule 28 (profit forecasts) while there were two waivers granted in respect of each of the following: Rule 4.4 (dealings in offeree securities by certain associates of the offeree); Rule 2.6 (obligation to despatch announcements); and the Substantial Acquisition Rules. The Panel also granted a waiver of the Takeover Rules insofar as they applied to the restructuring of a relevant company on the basis that there would be no change in the ownership of the company and the rights and entitlements of the shareholders would be the same immediately before and after the restructuring took effect. The remaining waivers were granted in relation to Rule 8.3 (dealings by persons with interests in relevant securities representing 1% or more) and Rule 20.1 (equality of information to shareholders).

Derogations

The Panel granted sixteen derogations during the year. These related primarily to the takeovers of EcoSecurities Group plc and Skillsoft plc.