

IRISH TAKEOVER PANEL

Report for the year ended 30 June, 2004

This annual report of the Irish Takeover Panel is made to
Mary Harney, T.D., Minister for Enterprise, Trade and Employment as required by section 19
of the Irish Takeover Panel Act, 1997

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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	Daniel O’Keeffe, S.C.	} } Appointed by the Governor of } the Central Bank of Ireland
Deputy Chairperson	William M. McCann	}
	Leonard Abrahamson (Alternate: Brendan O’Connor)	Appointed by the Irish Stock Exchange
	Thomas Byrne (Alternate: John Butler)	Appointed by the Irish Bankers Federation
	Paul D’Alton	Appointed by the Consultative Committee of Accountancy Bodies – Ireland
	Ann Fitzgerald (Alternate: Philip Sykes)	Appointed by the Irish Association of Investment Managers
	Brian J. O’Connor	Co-opted by the Board of the Panel
	Laurence K. Shields (Alternate: David Beattie)	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”); it is incorporated as a company limited by guarantee. 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. 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.

Chairperson's Statement

Takeover activity during the year was at its lowest level since 1998 with the Panel supervising four takeovers pursuant to the Act. Notwithstanding the low number of takeovers the Panel was required to meet on sixteen occasions to consider regulatory issues. The takeovers supervised during the year were: First Active plc, Gresham Hotel Group plc and two takeover offers for Barlo Group plc.

Agreement on the Takeover Directive was finally reached in December 2003 after fourteen years of negotiation. This was only achieved as a result of a controversial compromise which makes two of the most important provisions of the Directive optional – Article 9 which prohibits offeree companies from taking defensive action to frustrate bids without shareholder approval and Article 11 which allows offerors to neutralise certain offeree company restrictions so that they can achieve full control of the offeree company.

The European Parliament approved the compromise text on 16 December, 2003. The Council gave final approval on 30 March, 2004 and Directive No. 2004 – 25 came into force on 20 May, 2004. It will now have to be implemented in each Member State by 20 May, 2006.

The full impact of the Directive on takeover rules in the EU cannot be assessed until Member States have decided whether they will opt in or out of Articles 9 and/or 11. Regardless of whether individual Member States decide to apply Articles 9 and 11, the Directive will not result in a uniform set of takeover rules throughout the EU. The Directive is a minimum standards directive and each Member State will continue to have their own takeover rules. However, the Directive does introduce certain harmonising measures, for example, in relation to the mandatory bid, the equitable price and the requirements on the information to be provided on a bid.

The Panel intends to work closely with the Department of Enterprise Trade and Employment on the implementation of the Directive in Ireland. It is likely that the Irish Takeover Panel Act, 1997 will have to be amended although the extent of the necessary changes is not yet clear.

Following an extensive exercise the Panel has produced a draft set of new Rules which will apply specifically to takeovers effected by schemes of arrangement pursuant to section 201 of the Companies Act, 1963. The general approach adopted is that the Takeover Rules will be applied to takeover schemes of arrangement without amending the Takeover Rules

themselves, although it has been necessary to depart from this approach in certain instances. The same General Principles that apply to takeover offers will continue to apply to takeover schemes of arrangement. In the coming weeks the Panel will publish a public consultation paper on the proposed new Rules and it is envisaged that the new Rules will come into effect early next year.

Daniel O’Keeffe

Chairperson

20 September, 2004

Director General's Report

Last year saw a decline in takeover activity to its lowest level since 1998. Aside from regulatory cases, a considerable amount of Executive time was expended on the Takeover Directive and on drafting new Rules which will apply to takeover schemes of arrangement.

Equality of information to shareholders

Rule 20.1(b) provides that representatives of the offeror or the offeree or their respective advisers may hold meetings during the offer period with shareholders of either the offeror or the offeree or with analysts or stockbrokers provided inter alia that such representatives do not disclose any material new information or express any significant new opinion. The briefing of analysts prior to the release by an offeror or an offeree of an announcement in connection with an offer is clearly caught by this rule. Notwithstanding that the relevant announcement may be released shortly after the analyst briefings, such briefings may be in breach of Rule 20.1(b). Where the relevant announcement contains material new information or significant new opinions, the analyst briefings should only take place after the announcement has been published.

Rule 9 / 37 whitewashes

When deciding to grant a waiver of the obligation to make a general offer under Rule 9 and Rule 37 the Panel will ensure that the waiver is granted in respect of a specific transaction. The maximum shareholding permissible pursuant to the waiver may only be attained through the consummation of that transaction. Therefore, notwithstanding that the maximum shareholding ultimately attained pursuant to the transaction is less than that permissible under the waiver, the whitewash applicant may not subsequently increase his shareholding, except with the consent of the Panel.

Where the Panel has granted a Rule 37 waiver in respect of any general offer obligations which may arise as a result of the implementation of a share buy-back proposal, the relevant waiver shall subsist for the duration of the relevant buy-back authority. Consequently, where the waiver has not been utilised (i.e. the share buy-back proposal has not been implemented) during the period of the relevant share buy-back authority approved by shareholders, the waiver must be renewed when shareholders are being requested to approve the renewal of the share buy-back authority.

Panel website

The Panel launched its website in September 2004 and the site can be accessed at www.irishtakeoverpanel.ie.

Financial statements

In the year to 30 June, 2004 operating income decreased by over 33% to €747,437. The decrease was primarily as a result of the special reduction during the year in the annual charge on relevant companies. Income from document charges also decreased reflecting the lower level of takeover activity during the year. Expenditure for the year increased by 16% to €961,692. A substantial proportion of this increase was due to an increase in insurance costs.

Miceal Ryan

Director General

20 September, 2004

Directors' Report

The directors present their report and audited financial statements for the year ended 30 June 2004.

Principal activities, review of operations and future developments

The Irish Takeover Panel is a public company limited by guarantee formed and registered under the Companies Acts 1963 to 2003. The company was incorporated on 29 April 1997 in accordance with the Irish Takeover Panel Act, 1997 ("the Act") to:

- a) monitor and supervise takeovers and other relevant transactions so as to ensure that the provisions of the Act and any rules thereunder are complied with; and
- b) make rules under the provisions of the Act in relation to takeovers and other relevant transactions.

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

Results and transfers to reserves

The results for the year are set out in the Income and Expenditure Account on page 17. There was no transfer from the Income and Expenditure Account to the contingency reserve (2003: €350,000).

Health and safety of employees

It is the policy of the company to ensure the safety, health and welfare of employees by maintaining a safe place and system of work. This policy is based on the requirements of employment legislation including the Safety, Health and Welfare at Work Act, 1989.

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 7/8 Upper Mount Street, Dublin 2.

Post balance sheet events

There were no material events since the end of the financial year.

Auditors

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

On behalf of the Board

D. O’Keeffe
Chairperson

W. M. McCann
Deputy Chairperson

20 September, 2004

Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the income and expenditure 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; and
- 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Acts, 1963 to 2003 and all Regulations to be construed as one with those Acts. They have general responsibility 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.

On behalf of the Board

D. O'Keeffe
Chairperson

W. M. McCann
Deputy Chairperson

20 September, 2004

Independent Auditors' Report to the members of the Irish Takeover Panel

(limited by guarantee)

We have audited the financial statements on pages 16 to 22.

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 auditors' 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 auditors in relation to the financial statements

The directors are responsible for preparing the directors' report and, as described on page 13, the financial statements in accordance with applicable Irish law and accounting standards. Our responsibilities, as independent auditors, are established in Ireland by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Acts. As also required by the Acts, we state whether we have obtained all the information and explanations we require for our audit, whether the financial statements agree with the books of account and report to you our opinion as to whether:

- the company has kept proper books of account; and
- the directors' report is consistent with the financial statements.

We also report to you if, in our opinion, information specified by law regarding directors' remuneration and transaction with the company is not disclosed.

Basis of opinion

We conducted our audit in accordance with Auditing Standards 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 of the state of the affairs of the company at 30 June 2004 and of its deficit for the year then ended and have been properly prepared in accordance with the Companies Acts, 1963 to 2003 and all Regulations to be construed as one with those Acts.

We have obtained all the information and explanations we considered necessary for the purpose 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 on pages 11 and 12 is consistent with the financial statements.

KPMG

Chartered Accountants

Registered Auditors

20 September, 2004

Financial Statements

Statement of accounting policies

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 carried 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 years 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%

Investments

Interest bearing securities are stated at cost, which excludes accrued income. Income from investments is included in the Income and Expenditure Account on an accruals basis.

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, 2004

		Year ended 30 June 2004	Year ended 30 June 2003
	Notes	€	€
Operating income	1	747,437	1,118,878
Operating expenditure	2	(961,692)	(828,739)
		<hr/>	<hr/>
Operating (deficit)/surplus		(214,255)	290,139
Interest income		30,598	51,245
Profit on disposal of assets		-	18,707
		<hr/>	<hr/>
Operating (deficit)/surplus after interest		(183,657)	360,091
		<hr/>	<hr/>
(Deficit)/surplus for the financial year		(183,657)	360,091
Accumulated surplus at beginning of year		213,807	203,716
Transfer to contingency reserve		-	(350,000)
		<hr/>	<hr/>
Accumulated surplus at end of year		30,150	213,807
		<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

D. O’Keeffe
Chairperson

W. M. McCann
Deputy Chairperson

Financial Statements

Balance Sheet

as at 30 June, 2004

		30 June 2004	30 June 2003
	Notes	€	€
Fixed assets			
Tangible fixed assets	6	23,824	40,597
		<hr/>	<hr/>
Current assets			
Debtors and prepayments	7	227,670	78,444
Investments	8	-	1,738,944
Cash at bank		1,562,295	82,601
		<hr/>	<hr/>
		1,789,965	1,899,989
		<hr/>	<hr/>
Current liabilities			
Creditors: amounts falling due within one year	9	(81,335)	(24,475)
		<hr/>	<hr/>
Net current assets		1,708,630	1,875,514
		<hr/>	<hr/>
Total assets less current liabilities		1,732,454	1,916,111
		<hr/>	<hr/>
Accumulated surplus and reserve			
Contingency reserve	10	1,702,304	1,702,304
Income and Expenditure account		30,150	213,807
		<hr/>	<hr/>
		1,732,454	1,916,111
		<hr/> <hr/>	<hr/> <hr/>

On behalf of the Board

D. O’Keeffe
Chairperson

W. M. McCann
Deputy Chairperson

Financial Statements

Notes

1	Operating income	Year ended 30 June 2004	Year ended 30 June 2003
		€	€
	Relevant company annual charges	163,940	460,326
	Document charges	314,850	412,452
	Contract note levies	266,855	240,683
	Other	1,792	5,417
		<hr/>	<hr/>
		747,437	1,118,878
		<hr/> <hr/>	<hr/> <hr/>

2	Operating expenditure	Year ended 30 June 2004	Year ended 30 June 2003
		€	€
	Operating expenditure includes:		
	Depreciation	17,154	23,107
	Auditors' remuneration	5,000	2,500
		<hr/>	<hr/>

3 Employees

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

	Year ended 30 June 2004	Year ended 30 June 2003
	Number	Number
Number:		
Administration	5	5
Directors	8	7
	<hr/>	<hr/>
	13	12
	<hr/> <hr/>	<hr/> <hr/>

Financial Statements

Notes (continued)

3 Employees (continued)

Costs:	Year ended 30 June 2004	Year ended 30 June 2003
	€	€
Salaries	277,759	255,981
Directors' remuneration	199,842	185,795
Social Welfare costs	20,461	23,751
Pension costs (note 4)	40,213	36,951
	<hr/>	<hr/>
	538,275	502,478
	<hr/> <hr/>	<hr/> <hr/>

4 Pension costs	Year ended 30 June 2004	Year ended 30 June 2003
	€	€
Pension charge	40,213	36,951
	<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 €40,213 (2003: €36,951) are included within operating expenditure. At 30 June 2004 €6,000 (2003: €8,254) 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 fixed assets

	Motor vehicle €	Fixtures and fittings €	Computers €	Total €
<i>Cost:</i>				
At 1 July 2003	44,441	41,453	16,923	102,817
Additions	-	381	-	381
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 June 2004	44,441	41,834	16,923	103,198
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<i>Depreciation:</i>				
At 1 July 2003	11,110	38,174	12,936	62,220
Charge for year	11,110	2,057	3,987	17,154
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 June 2004	22,220	40,231	16,923	79,374
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<i>Net book value:</i>				
At 30 June 2003	33,331	3,279	3,987	40,597
	<hr/>	<hr/>	<hr/>	<hr/>
At 30 June 2004	22,221	1,603	-	23,824
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

	As at 30 June 2004 €	As at 30 June 2003 €
7 Debtors and prepayments		
Debtors	1,540	1,644
Prepayments and accrued income	226,130	76,800
	<hr/>	<hr/>
	227,670	78,444
	<hr/> <hr/>	<hr/> <hr/>

All amounts fall due within one year.

Financial Statements

Notes (continued)

8	Investments	As at 30 June 2004 €	As at 30 June 2003 €
	Commercial paper	-	1,738,944
		<u> </u>	<u> </u>
9	Creditors: amounts falling due within one year	As at 30 June 2004 €	As at 30 June 2003 €
	Trade creditors	1,217	1,882
	PAYE and Social Welfare insurance	413	3,618
	Accrued expenses	79,705	18,975
		<u> </u>	<u> </u>
		81,335	24,475
		<u> </u>	<u> </u>
10	Contingency reserve	As at 30 June 2004 €	As at 30 June 2003 €
	At beginning of year	1,702,304	1,352,304
	Transfer from Income and Expenditure Account	-	350,000
		<u> </u>	<u> </u>
	At end of year	1,702,304	1,702,304
		<u> </u>	<u> </u>
11	Approval of financial statements		

The Board of Directors approved these financial statements on 20 September, 2004.

Appendix 1

Administrative Appendix

Relevant Companies

The Irish Takeover Panel Act, 1997 (“the Act”) established the Irish Takeover Panel as the body responsible for the monitoring and supervision of takeovers and certain other transactions in relation to securities in relevant companies in Ireland. A relevant company is defined in the Act to include 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 a market regulated by a recognised stock exchange. In addition, the Minister, after consultation with the Panel, may prescribe any other public limited company as a relevant company in order to secure the protection of its investors. On 26 March, 2001 the Irish Takeover Panel Act, 1997 (Relevant Company) Regulations, 2001 came into operation pursuant to section 2(c) of the Act. These Regulations extended the definition of “relevant company” in the Act to include companies incorporated in Ireland and trading on the London Stock Exchange, the New York Stock Exchange, Nasdaq, Nasdaq Europe or the Neuer Markt.

The Rules

In addition to its supervisory function, the Panel is also entrusted with a rulemaking function. The Irish Takeover Panel Act, 1997, Takeover Rules, 2001 and the Irish Takeover Panel Act, 1997, Substantial Acquisition Rules, 2001 came into effect on 1 July, 2001. In addition, the Irish Takeover Panel Act, 1997, Takeover (Amendment) Rules, 2002 came into effect on 1 January, 2003. These Rules have been made principally to ensure that takeovers and other relevant transactions comply with the principles (referred to in the Rules as “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. Whilst the Rules are similar to the City Code of the UK Panel on Takeovers and Mergers however, there are significant differences at the detail level.

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 26 and 27 has been obtained.

Panel Charges

made under section 16 of the Act and effective from 1 July, 2004.

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, 2003 to 30 June, 2004

- | | |
|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| (i) First Active plc | Recommended acquisition of First Active plc by Ulster Bank Limited by means of a scheme of arrangement. |
| (ii) Barlo Group plc | Recommended cash offer by Melgan Limited, a company owned by Dr. Anthony Mullins. |
| (iii) Barlo Group plc | Recommended cash offer by Sarcon (No.159) Limited, a wholly owned subsidiary of Quinn Group Limited. |
| (iv) Gresham Hotel Group plc | Recommended cash offers by Precinct Investments Limited, a company owned and controlled by David Coleman, Bryan Cullen and John Joseph Murphy. |

Note: The following companies were in an offer period at 30 June 2004:

Gresham Hotel group plc

Heiton Group plc

Oglesby and Butler Group plc

Appendix 3

List of Relevant Companies under the Irish Takeover Panel Act, 1997 as at 30 June, 2004

Abbey plc	Glanbia plc	Oakhill Group plc
Allied Irish Banks plc	Glencar Mining plc	Oglesby and Butler Group plc
Alltracel Pharmaceuticals plc	Grafton Group plc	Ormonde Mining plc
Aminex plc	Greencore Group plc	Ovoca Resources plc
Anglo Irish Bank Corporation plc	Gresham Hotel Group plc	
Arcon International Resources plc		
Ardagh plc	Heiton Group plc	Petrel Resources plc
	Horizon Technology Group plc	Petroceltic International plc
		Paddy Power plc
		Providence Resources plc
Bank of Ireland Group		
		Qualceram Shires plc
	IAWS Group plc	
Celtic Resources Holdings plc	ICON plc	
Conroy Diamonds and Gold plc	IFG Group plc	Readymix plc
CNG Travel Group plc	Independent News & Media plc	Reflex Group plc
CPL Resources plc	IONA Technology plc	Ryanair Holdings plc
CRH plc	Irish Continental Group plc	
C&C Group plc	Irish Life & Permanent plc	Skillsoft plc
	IWP International plc	
Datalex plc		
DCC plc		
Donegal Creameries plc	Jurys Doyle Hotel Group plc	
Dragon Oil plc		
	Kenmare Resources plc	ThirdForce plc
	Kerry Group plc	Trinity Biotech plc
Elan Corporation, plc	Kingspan Group plc	Trintech Group plc
	McInerney Holdings plc	Unidare plc
FBD Holdings plc	Minco plc	United Drug plc
Fortfield Investments plc	Minmet plc	
Fyffes plc	Norish plc	Waterford Wedgwood plc

Appendix 4

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

Rulings

The Panel issued forty two rulings during the year of which nineteen related to the takeover of Barlo Group plc and eight related to the takeover of Gresham Hotel Group plc.

Derogations

The Panel granted six derogations during the year of which five related to the takeover of Barlo Group plc.

Waivers

Nine waivers were granted during the year. Six of the waivers were in respect of waivers of the Takeover Rules in relation to transactions by companies deemed to be relevant companies pursuant to section 2(b) of the Act. The remaining waivers were in respect of waivers of Rule 9 (mandatory offer and its terms) and Rule 37 (redemption or purchase by a company of its own securities).

Directions

The Panel issued two directions during the year both of which related to the takeover of Gresham Hotel Group plc.

Enquiries (section 9(5))

There were no enquiries initiated by the Panel under section 9(5) of the Act during the year.

