

# **IRISH TAKEOVER PANEL**

## **Report for the year ended 30 June 2018**

This annual report of the Irish Takeover Panel is made to  
Heather Humphreys, T.D., Minister for Business, Enterprise and Innovation as  
required by section 19 of the Irish Takeover Panel Act 1997

**ANNUAL REPORT 2018**

# **IRISH TAKEOVER PANEL**

**Report for the year ended 30 June 2018**

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## **Members of the Panel**

Irish Association of Investment Managers  
Irish Clearing House Limited - Nominated by the Banking & Payments  
Federation Ireland

Irish Stock Exchange plc  
Law Society of Ireland  
Barry Dempsey - Nominated by the Consultative Committee  
of Accountancy Bodies - Ireland

## **Directors of the Panel**

Chairperson	Cian Ferriter, S.C.	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: Maurice Crowley)	Appointed by the Banking & Payments Federation Ireland
	Paul D'Alton	Appointed by the Consultative Committee of Accountancy Bodies - Ireland
	Daniel Kitchen (Alternate: Hugh McCutcheon)	Appointed by the Irish Stock Exchange
	Regina Breheny	Appointed by the Irish Association of Investment Managers
	Lorcan Tiernan (Alternate: Justin McKenna)	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.

## **Chairperson's Statement**

During the year the Board marked the 20<sup>th</sup> anniversary of the establishment of the Panel in 1997. Until July 1997 the UK Takeover Panel regulated all takeovers of Irish companies whose securities were listed on the Irish or London Stock Exchanges. At that time, the UK Takeover Panel regulated takeovers through a self-regulatory code and one of the key decisions of the bodies setting up the Panel was whether to have a statute based Panel or a self-regulatory regime. The key concerns with the former were whether a statute-based Panel would have the necessary regulatory flexibility or whether it would give rise to increased litigation, particularly tactical litigation. The legislation underpinning the Panel attempts to imbue it with as much flexibility as possible consistent with its statutory framework and, in the main, this has worked well. Since the establishment of the Panel, parties have sought to review its decisions by way of judicial review in the High Court on only three occasions, none of which was successful. In the vast majority of cases parties involved in a takeover accept the rulings of the Panel and there is no evidence of any trend towards a more litigious approach to takeovers in this jurisdiction. Since July 1997, the Panel has regulated one hundred and six takeovers and has developed significant experience at applying its own rules and in dealing with issues arising during the course of a takeover. The profile of the relevant companies regulated by the Panel has changed quite significantly since 1997. At that time, all of the relevant companies were listed on either the Irish or London Stock Exchanges. Today, approximately one-third of relevant companies are listed on either Nasdaq or the New York Stock Exchange and, while Irish registered, are companies with a strong US focus. The regulation of these companies has given rise to some very specific challenges for the Panel in applying the rules.

The Panel has adopted the Code of Practice for the Governance of State Bodies (2016) ("Code"), adapted in some instances to take account of the Panel's particular governance framework and the statutory requirements of the Irish Takeover Panel Act 1997 and the Takeover Bids Directive Regulations 2006. The Code provides a framework for the application of best practice in corporate governance in State Bodies. The Panel has put procedures in place to ensure the application of relevant provisions of the Code. In that context, each provision has been assessed by the Board and, where applicable, the Panel is either applying the provision or adapting the provision to take account of the Panel's statutory requirements. Under the Code the Panel is required to provide certain confirmations with regard to inter alia its system of internal control for the year ended 30 June 2018. These confirmations are set out in the Directors' Report.

The 6th International Takeover Regulators' Conference was recently held in Stockholm hosted by the Swedish Securities Council. The conference was held over two days and attended by regulators from approximately 30 countries. The Executive presented a paper on "Takeover Bids and Approval Processes" which highlighted the issues associated with bidders procuring competition and other regulatory clearances within the standard offer timetable.

The Panel continues to be an active participant at meetings of the Takeover Bids network which serves as a useful forum for the Panel and its counterparts in other Member States to exchange views and experiences in the area of Takeover Bids.

Denis McDonald retired as Chairperson of the Panel in April following his appointment as a High Court Judge. Denis served as Chairperson of the Panel since October 2010 and during his tenure successfully guided the Panel through some very high profile transactions. On behalf of the Board, I would like to thank Denis for his considerable contribution to the Panel and to wish him every success in his new role.

I would like to welcome Lorcan Tiernan and Regina Breheny on their appointments as Directors of the Panel on 13 May 2018 and 1 July 2018 respectively. Lorcan replaced Paul Egan as the Law Society's nominee while Regina replaced Frank O'Dwyer as the nominee of the Irish Association of Investment Managers. I would like to thank both Paul and Frank for their very significant contribution to, and support of, the Panel and to thank them for the valuable expertise provided by them during their terms as Directors of the Panel.

**Cian Ferriter**  
Chairperson

22 October, 2018

## Director General's Report

Takeover activity during the year was at its lowest level since 2014 with the Panel supervising just one takeover, details of which are set in Appendix 2. Notwithstanding the very low number of takeovers supervised, the Panel was engaged in a number of regulatory issues which did not result in an offer being made and as a result the Panel was required to meet during the year on twenty four occasions.

In last year's report we noted the changes that will arise as a result of Brexit with respect to certain relevant companies which are currently regulated by the Panel and the UK Takeover Panel under the Takeover Directive's "shared jurisdiction" regime. These Irish registered companies whose securities are listed only on a regulated market in the UK will no longer be subject to the jurisdiction of the UK Takeover Panel in the event of their being the subject of a takeover offer. Instead they will be regulated solely by the Panel under the Irish Takeover Panel Act 1997. We are currently reviewing the regulatory situation with regard to these companies in order to ensure insofar as practicable that transactions involving them which may straddle the date on which the Takeovers Directive no longer applies in the UK are not adversely affected by such changes in the regulatory regime. The Panel will publish an update on its website in relation to this matter in due course.

### *Financial Statements*

Operating income in the twelve months ended 30 June 2018 was €1,312,329, a decrease of 9.6% on the previous year. The primary reason for the reduction in income was a substantial reduction in income from document charges reflecting the low number of transactions supervised by the Panel during the year. This reduction in income from document charges was partially off-set by a near 18% increase in income from contract note levies reflecting an increase in trading volumes in the securities of relevant companies. Expenditure for the year amounted to €783,684, a slight decrease on the previous year. The Panel's cash balances as at 30 June 2018 amounted to €3.89 million.

**Miceal Ryan**  
Director General

22 October, 2018

## **Directors' Report**

The directors present their annual report and audited financial statements for the year ended 30 June 2018.

### **Principal activities, review of operations and future developments**

The Irish Takeover Panel (the "Panel") is a company limited by guarantee registered under Part 18 of the Companies Act 2014. 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.

The Panel met on twenty four occasions to consider regulatory matters. The Audit and Risk Committee met on one occasion to consider audit and risk related matters.

### **Corporate Governance**

The Panel has adopted the Code of Practice for the Governance of State Bodies (2016) (the "Code"), adapted in some instances to take account of the Panel's particular governance framework and the statutory requirements of the Irish Takeover Panel Act 1997 and the European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006. The Panel has put procedures in place to ensure the application of relevant provisions of the Code. In that context, each provision has been assessed and, where applicable, the Panel is either applying the provision or adapting the provision to take account of the Panel's statutory requirements. Under the Code, the Panel is required to provide certain confirmations with regard to inter alia its system of internal control for the annual reporting period ended 30 June 2018. These confirmations are set out below.

The Panel's system of internal control comprises certain policies, procedures, and management and oversight activities. It aims to ensure proportionate measures are in place to manage the risks which inevitably arise in the fulfilment of its statutory mandate. The Panel has established an Audit and Risk Committee (the "Committee") to support the Panel in its responsibilities for issues of risk, control and governance. The responsibilities of the Committee include advising the Panel on the financial statements, the results of the external audit, financial risk management, and internal control matters. The Committee is also responsible for reviewing the Panel's risk management strategy and monitoring of the internal control environment. The Panel confirms that there was an appropriate system of internal and financial control in place for the financial year ended 30 June 2018. Furthermore, the Panel confirms that it has reviewed, and is satisfied with, the effectiveness of the systems of internal control for the financial year ended 30 June 2018.

The Panel has carried out an assessment of the principal risks which it faces. The principal risks and uncertainties which the Panel faces are a significant reduction in the income from relevant company charges and/or contract note levies and litigation risk.

The Panel's objective is to maintain adequate resources to meet any unforeseen substantial reduction in income and any substantial increase in expenditure.

The Panel confirms that it has complied with its obligations under Irish tax law.

### **Results for the year**

The results for the year are set out in the Income and Expenditure Account on page 16. An amount of €250,000 was transferred from the Income and Expenditure Account to the Contingency Reserve (2017: €500,000).

### **Accounting records**

The directors believe that they have complied with the requirements of section 281 to 285 of the Companies Act 2014 with regard to accounting records by employing accounting personnel with appropriate expertise and by providing adequate resources to the financial function. The accounting records 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.

**Relevant audit information**

The directors believe that they have taken all steps necessary to make themselves aware of any relevant audit information and have established that the company's statutory auditors are aware of that information. Insofar as they are aware, there is no relevant audit information of which the company's statutory auditors are unaware.

**Auditor**

In accordance with section 383(2) of the Companies Act 2014, the auditor, KPMG, Chartered Accountants, will continue in office.

On behalf of the Board

C. Ferriter  
*Chairperson*

P. D'Alton  
*Director*

22 October, 2018

## **Statement of Directors' Responsibilities in respect of the Directors' Report and the financial statements**

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the company and of its profit or loss for that year. 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;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the assets, liabilities, financial position and profit or loss of the company and enable them to ensure that the financial statements comply with the Companies Act 2014. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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. Such internal controls can provide only reasonable and not absolute assurance against material error. The Directors are also responsible for preparing a Directors' Report that complies with the requirements of the Companies Act 2014.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board

C. Ferriter  
*Chairperson*

P. D'Alton  
*Director*

22 October, 2018

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

## **1 Report on the audit of the financial statements**

### ***Opinion***

We have audited the financial statements of Irish Takeover Panel ('the Company') for the year ended 30 June 2018 set out on pages 16 to 24, which comprise the income and expenditure account, the balance sheet, the statement of changes in equity, the cash flow statement and related notes, including the summary of significant accounting policies set out in note 1. The financial reporting framework that has been applied in their preparation is Irish Law and FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

In our opinion, the accompanying financial statements:

- give a true and fair view of the assets, liabilities and financial position of the Company as at 30 June 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

### ***Basis for opinion***

We conducted our audit in accordance with International Standards on Auditing (Ireland) ((ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### ***We have nothing to report on going concern***

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

### ***Other information***

The Directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the Directors' report, Director's General's Report, and Chairperson's Statement. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

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

(continued)

## **1 Report on the audit of the financial statements** *(continued)*

### ***Other information*** (continued)

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Based solely on our work on the other information;

- we have not identified material misstatements in the Directors' Report;
- in our opinion, the information given in the Directors' Report is consistent with the financial statements;
- in our opinion, the Directors' Report has been prepared in accordance with the Companies Act 2014.

### ***Opinions on other matters prescribed by the Companies Act 2014***

We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited and the financial statements are in agreement with the accounting records.

### ***Matters on which we are required to report by exception***

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of Directors' remuneration and transactions required by Sections 305 to 312 of the Act are not made. We have nothing to report in this regard.

## ***2 Respective responsibilities and restrictions on use***

### ***Responsibilities of Directors for the financial statements***

As explained more fully in the Directors' Responsibilities Statement set out on pages 11 and 12, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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

(continued)

## ***2 Respective responsibilities and restrictions on use (continued)***

### ***Auditor's responsibilities for the audit of the financial statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A fuller description of our responsibilities is provided on IAASA's website at [https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description\\_of\\_auditors\\_responsibilities\\_for\\_audit.pdf](https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf)

### ***The purpose of our audit work and to whom we owe our responsibilities***

Our report is made solely to the Company's members, as a body, in accordance with Section 391 of the Companies Act 2014. 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.

*Conall O'Halloran*  
**for and on behalf of KPMG**  
**Chartered Accountants, Statutory Audit Firm**  
*1 Stokes Place*  
*St. Stephen's Green*  
*Dublin 2*

22 October, 2018

## Financial Statements

### Income and Expenditure Account

*For the year ended 30 June 2018*

		30 June 2018	30 June 2017
		€	€
	<i>Notes</i>		
<b>Operating income</b>	2	<b>1,312,3</b>	1,451,613
<b>Operating expenditure</b>	3	<b>(783,6</b>	(784,956)
<b>Operating surplus</b>		<b>528,6</b>	666,657
Interest income		<b>1,0</b>	3,100
<b>Surplus for the financial year</b>		<b>529,7</b>	669,757

The results derive from continuing operations.

There were no other amounts of comprehensive income recognised in the current or the preceding financial year.

# Financial Statements

## Balance sheet

as at 30 June 2018

		30 June 2018	30 June 2017
	Notes	€	€
<b>Fixed assets</b>			
Tangible assets	7	291	1,109
		<hr/>	<hr/>
<b>Current assets</b>			
Debtors and prepayments	8	162,751	150,191
Cash at bank		3,886,120	3,389,433
		<hr/>	<hr/>
		4,048,871	3,539,624
<b>Creditors:</b> amount falling due within one year	10	(40,772)	(62,081)
		<hr/>	<hr/>
<b>Net current assets</b>		4,008,099	3,477,543
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		4,008,390	3,478,652
		<hr/>	<hr/>
<b>Accumulated surplus and reserve</b>			
Contingency reserve		3,100,000	2,850,000
Income and Expenditure account		908,390	628,652
		<hr/>	<hr/>
		4,008,390	3,478,652
		<hr/>	<hr/>

The accompanying notes form an integral part of the financial statements.

On behalf of the Board

C. Ferriter  
Chairperson

P. D'Alton  
Director

22 October, 2018

## Financial Statements

### Statement of Changes in Equity

*For the year ended 30 June 2018*

	Contingency reserve €	Retained earnings €	Total €
<b>At 1 July 2016</b>	2,350,00	458,89	2,808,89
Profit for the year	-	669,75	669,75
Other comprehensive income	-	-	-
Transfer from Income & Expenditure Account	500,00	(500,00)	-
	<hr/>	<hr/>	<hr/>
<b>At 30 June 2017</b>	2,850,00	628,65	3,478,65
	<hr/>	<hr/>	<hr/>
<b>At 1 July 2017</b>	<b>2,850,00</b>	<b>628,65</b>	<b>3,478,65</b>
Profit for the year	-	529,73	529,73
Other comprehensive income	-	-	-
Transfer from Income & Expenditure Account	250,00	(250,00)	-
	<hr/>	<hr/>	<hr/>
<b>Balance 30 June 2018</b>	<b>3,100,00</b>	<b>908,39</b>	<b>4,008,39</b>
	<hr/>	<hr/>	<hr/>

## Financial Statements

### Cash Flow Statement

*For the year ended 30 June 2018*

	<b>30 June 2018</b>	30 June 2017
	€	€
<b>Cash flows from operating activities</b>		
Profit for the year	<b>529,738</b>	669,757
Depreciation	<b>818</b>	818
(Increase)/Decrease in trade and other debtors	<b>(12,560)</b>	27,807
Decrease in trade and other creditors	<b>(21,309)</b>	(87)
	<hr/>	<hr/>
<b>Net cash inflow from operating activities</b>	<b>496,687</b>	698,295
	<hr/>	<hr/>
<b>Cash flows from investing activities</b>		
Acquisition of tangible fixed assets	-	(486)
	<hr/>	<hr/>
<b>Net cash inflow from investing activities</b>	-	(486)
	<hr/>	<hr/>
<b>Cash flows from financing activities</b>	-	-
	<hr/>	<hr/>
<b>Net increase in cash and cash equivalents</b>	<b>496,687</b>	697,809
<b>Cash and cash equivalents, start of year</b>	<b>3,389,433</b>	2,691,624
	<hr/>	<hr/>
<b>Cash and cash equivalents, end of year</b>	<b>3,886,120</b>	3,389,433
	<hr/> <hr/>	<hr/> <hr/>

# Financial Statements

## Notes forming part of the financial statements

### 1 Accounting policies

#### Basis of preparation of financial statements

Irish Takeover Panel (the “company”) is a company limited by guarantee and incorporated and domiciled in Ireland.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland (“FRS 102”)* as issued in August 2014. The presentation currency of these financial statements is Euro.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The financial statements are prepared on the going concern basis in accordance with generally accepted accounting principles under the historical cost convention. The financial reporting framework that has been applied in the preparation is the Companies Act 2014 and FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* issued by the Financial Reporting Council, 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.

#### Interest receivable

Interest receivable and similar income include interest receivable on funds invested. Interest income is recognised in profit or loss as it accrues, using the effective interest rate method.

#### Contingency reserve

The Contingency Reserve was established by the company for the purpose of creating and maintaining adequate resources to meet any unforeseen increase in expenditure. Transfers from the Income and Expenditure Account to the Contingency Reserve are made at the discretion of the directors of the company.

## **Financial Statements**

### **Notes (continued)**

#### **1 Accounting policies** *(continued)*

##### **Tangible fixed assets**

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:

- |                         |     |
|-------------------------|-----|
| • computers             | 33% |
| • motor vehicles        | 25% |
| • fixtures and fittings | 20% |

##### **Basic financial instruments**

###### *Trade and other debtors / creditors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors.

###### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

##### **Impairment**

###### *Financial assets (including trade and other debtors)*

Financial assets are assessed at each reporting date to determine whether there is objective evidence of impairment. Impairment losses are recognised in the Income and Expenditure Account.

###### *Non-financial assets*

The carrying amounts of the entity's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. Impairment losses are recognised in the Income and Expenditure Account.

##### **Employee benefits**

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 Notes (continued)

<b>2 Operating Income</b>	<b>30 June 2018</b>	30 June 2017
	€	€
Relevant company annual charges	877,60	837,510
Document charges	50,05	287,500
Contract note levies	383,71	325,531
Other	916	1,072
	1,312,32	1,451,613
	1,312,32	1,451,613
 <b>3 Operating expenditure</b>	 <b>30 June 2018</b>	 30 June 2017
	€	€
Operating expenditure includes:		
Depreciation	818	818
Auditor's remuneration	7,38	6,150
	7,38	6,150
	7,38	6,150
 <b>4 Employees</b>		
The average number of persons employed by the company and the employee costs during the year was as follows:		
	<b>30 June 2018</b>	30 June 2017
	<b>Number</b>	Number
<b>Number:</b>		
Administration	4	4
Directors	7	7
	11	11
	11	11
 <b>Costs:</b>	 <b>30 June 2018</b>	 30 June 2017
	€	€
Salaries	282,56	283,381
Directors' remuneration	202,74	206,718
PRSI costs	29,65	29,702
Pension costs (note 5)	79,67	79,218
	594,62	599,019
	594,62	599,019

## Financial Statements Notes (continued)

<b>5</b>	<b>Pension costs</b>	<b>30 June 2018</b>	30 June 2017
		€	€
	Pension charge	<b>79,67</b>	79,218
		<u>          </u>	<u>          </u>

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 €79,672 (2017: €79,218) are included within operating expenditure. At 30 June 2018 €13,974 (2017: €13,309) was prepaid within debtors in relation to this scheme.

### 6 Taxation

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

<b>7 Tangible assets</b>	<b>Motor vehicle</b>	<b>Fixtures and fittings</b>	<b>Computers</b>	<b>Total</b>
	€	€	€	€
<i>Cost:</i>				
At 1 July 2017	44,44	70,86	23,00	138,31
Additions	-	-	-	-
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<b>At 30 June 2018</b>	<b>44,44</b>	<b>70,86</b>	<b>23,00</b>	<b>138,31</b>
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<i>Depreciation:</i>				
At 1 July 2017	44,44	70,22	22,53	137,20
Charge for year	-	348	470	818
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<b>At 30 June 2018</b>	<b>44,44</b>	<b>70,57</b>	<b>23,00</b>	<b>138,02</b>
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<i>Net book value:</i>				
<b>At 30 June 2018</b>	<b>-</b>	<b>291</b>	<b>-</b>	<b>291</b>
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
At 30 June 2017	-	639	470	1,10
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

## Financial Statements Notes (continued)

<b>8 Debtors and prepayments</b>	<b>30 June 2018</b>	30 June 2017
	€	€
Debtors	-	798
Prepayments and accrued income	<b>162,75</b>	148,592
Public Service Withholding Tax	-	801
	<hr/>	<hr/>
	<b>162,75</b>	150,191
	<hr/> <hr/>	<hr/> <hr/>

Trade debtors are stated net of a provision for impairment of €Nil (2017 €Nil).

<b>9 Cash and cash equivalents</b>	<b>30 June 2018</b>	30 June 2017
	€	€
Cash at bank and in hand	<b>3,886,12</b>	3,389,432
Bank overdrafts	-	-
	<hr/>	<hr/>
Cash and cash equivalents per cash flow statements	<b>3,886,12</b>	3,389,432
	<hr/> <hr/>	<hr/> <hr/>

<b>10 Creditors: amounts falling due within one year</b>	<b>30 June 2018</b>	30 June 2017
	€	€
Accrued expenses	<b>8,34</b>	30,179
PAYE and Social Welfare insurance	<b>31,62</b>	31,902
Public Service Withholding Tax	<b>803</b>	-
	<hr/>	<hr/>
	<b>40,77</b>	62,081
	<hr/> <hr/>	<hr/> <hr/>

### 11 Approval of financial statements

The Board of Directors approved these financial statements on 22 October, 2018.

## **Appendices**

*The following appendices do not form part of the audited financial statements*

# 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, 2013 came into effect on 6 January 2014. In addition, the Irish Takeover Panel Act, 1997, Substantial Acquisition Rules, 2007 came into effect on 19 December 2007. 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

Banking & Payments Federation Ireland

Irish Stock Exchange plc

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 three 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 day-to-day operations of the Panel are carried out by the Executive through the office of the Director General. The Executive deals with the general administration of the Panel. The Board of the Panel has delegated to the Executive certain specific powers in order to enable the Executive to consider certain queries and submissions in relation to takeovers and other relevant transactions. Queries and submissions which fall outside the Executive's delegated powers are referred to, and considered by, the Board of the Panel. The frequency of Panel board meetings is determined in large part by the level of takeover activity.

The Panel has an Audit and Risk Committee currently comprising two Directors. The responsibilities of the Audit and Risk Committee are set out in its Terms of Reference.

### *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.

## Panel Charges

made under section 16 of the Act and effective from 1 July 2018.

### 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. This scale is as follows:

Market Capitalisation € Million	Annual Charge €
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 2017 to 30 June 2018**

- |                               |  |
|-------------------------------|--|
| (i) Escher Group Holdings plc | Recommended cash offer by Exeter Acquisition Limited, an investment vehicle ultimately wholly-owned by Hanover Active Equity Fund LP |
|-------------------------------|--|

## Appendix 3

### Exercise of powers by Irish Takeover Panel

During the course of the year the Panel exercised certain of its powers under the Act as set out below:

#### *Rulings*

The Panel issued forty rulings in respect of the following rules:

Rule	Number of Rulings
2 (confidential information; timing/contents of announcements)	13
9 (the mandatory offer and its terms)	2
19 (communications)	1
20 (equality of information)	2
21 (frustrating action)	12
28 (profit forecasts)	1
36 (partial offers)	1
Other	8

#### *Waivers*

Six waivers were granted in respect of the following rules:

Rule	Number of Waivers
9 (the mandatory offer and its terms)	3
28 (profit forecasts)	1
Other	2

### ***Derogations***

Eight derogations were granted during the year. Five derogations were in respect of Rule 20 (equality of information) and three were in respect of Rule 2 (confidential information; timing/contents of announcements).