

APPENDIX 1

PROCEDURES FOR RECEIVING AGENTS

1. DEFINITION

In this Appendix, "final register day", in relation to an offer, means the day two days prior to the final closing date of the offer.

2. QUALIFICATIONS FOR ACTING AS A RECEIVING AGENT

A receiving agent to an offer (the "receiving agent") shall:

- (a) be licensed for banking operations by the Central Bank of Ireland and have a registrar's department established for not less than five years; or
- (b) be a member of the Registrars Group of ~~the The Chartered Governance~~ Institute ~~of Chartered Secretaries and Administrators UK & Ireland~~ and:
 - (i) be responsible for the share register of a public company, other than itself, having securities admitted to the ~~Irish Stock Exchange~~ Official List of Euronext Dublin and with not less than 10,000 shareholders; or
 - (ii) be responsible for the share registers of not less than 5 five public companies having securities quoted on the Stock Exchange; or
- (c) be an organisation which has satisfied the Panel that it has the experience and resources necessary to act as receiving agent (or exchange agent) in connection with the relevant offer (and references in this Appendix to a receiving agent shall include an exchange agent).

3. THE PROVISION OF THE OFFEREE'S REGISTER

(a) When an offeror announces a firm intention to make an offer, the offeree shall forthwith instruct its registrar (the "registrar") to provide, if requested by the offeror, to the offeror a copy of the share register of the offeree, within two business days of that request. The registrar shall provide to the offeror a copy of the share register of the offeree, updated to reflect the position as at the registrar's close of business on the date of the request, ~~and shall provide details of the identification number of both the participant and the member accounts (as defined in the CREST Reference Manual) for holdings in CREST.~~ Except with the consent of the Panel, the register shall be supplied in electronic form appropriate to the requirements of the receiving agent.

(b) After the announcement of a firm intention to make an offer, the offeree shall instruct the registrar, and the registrar shall be obliged, to keep the register as up-to-date as the register maintenance system will allow during the offer period. The registrar shall be obliged, in addition to the registration of transfers, to register all changes affecting the register (for example, court orders, grants of representation, marriage certificates, changes of address etc).

~~The registrar shall inform the receiving agent on a daily basis of any adjustment to holdings in CREST not advised by the CREST operator through register update requests ("RURs"). (c) From the date following the date on which a firm intention to make an offer is announced, the CREST operator shall, after the appropriate request, make available to the receiving agent copies of all RURs generated in relation to the offeree, such copies to be made available immediately after the CREST operator has received notification that the relevant RUR has been acted on by the registrar.~~

The registrar shall provide to the receiving agent, on a daily basis and within two business days after notification to it of the relevant transaction, updates to the register recording the transfer of certificated-registered holdings and copies of all documents, ~~including CREST stock deposits,~~ which would alter the position recorded in the last copy register provided to the offeror. The registrar shall make available for collection by the receiving agent, by noon at the latest on the day preceding the final closing date of the offer, any such information or documentation received by the registrar by the final register day which has not yet been provided to the receiving agent.

During the period commencing on the final register day and ending on the date that the offer becomes unconditional as to acceptances or lapses, the registrar shall continue to update the register on a daily basis. The registrar shall process by 4.00 p.m. on the final closing date of the offer all transfers and other documents which have been received by it by 1.00 p.m. on that date. The registrar shall immediately send copies of all such transfers and other documents to the receiving agent insofar as they have not been previously notified to it.

~~(c)~~ The receiving agent shall have, and the registrar shall arrange that the receiving agent shall have, access to the registrar at all times, including weekends and public holidays, during the period commencing on the final register day and ending on the date that the offer becomes unconditional as to acceptances or lapses, in order that the receiving agent may investigate any queries arising from acceptances and purchases.

4. THE PROVISION OF ADDRESSES, ELECTRONIC ADDRESSES, ELECTIONS AND OTHER DETAILS

(a) When a firm intention to make an offer is announced, the offeree should respond, or instruct its registrar to respond, within two business days to a request from the offeror for details in respect of:

(i) electronic addresses provided to the offeree by shareholders in the offeree for the receipt of documents, announcements and other information in electronic form;

(ii) addresses, electronic addresses and other information provided to the offeree by any other persons entitled to receive copies of documents, announcements or information for the receipt of such communications in hard copy form or electronic form (including a copy of any register(s) of persons entitled to receive documents under Rule 15); and

(iii) elections made in accordance with applicable legal or regulatory provisions by, or on behalf of, shareholders in the offeree or any other relevant persons to receive communications from the offeree in hard copy form.

provided, in each case, that the relevant address, electronic address, election or other information has been provided to the offeree for the receipt of information generally and not only for certain specific types of information.

(b) The information provided to an offeror in compliance with (a) above should be updated to reflect the position as at the registrar's close of business on the day of the request. The offeree shall ensure, or shall instruct its registrar to ensure, that the information described in (a) above is kept as up-to-date as the relevant maintenance system will allow and updates shall be provided to the offeror, or its receiving agent, in respect of any changes in that information at the same time as updates to the company's register are provided under Section 3 above to the offeror's receiving agent.

(c) When the information referred to in (a) above is provided to an offeror by the offeree or its registrar, the use of that information by the offeror for purposes that are not related to the offer may be subject to legal restrictions, including in relation to the protection of data.

45. COUNTING OF ACCEPTANCES

The receiving agent shall ensure that all acceptances counted as valid meet the requirements set out in Rule 10.3 and, if appropriate, Rule 10.5.

56. COUNTING OF PURCHASES AND OTHER ACQUISITIONS

The receiving agent shall ensure that all purchases and other acquisitions otherwise than pursuant to the offer counted as valid meet the requirements set out in Rule 10.4 and, if appropriate, Rule 10.5.

67. EARLY SATISFACTION OF THE ACCEPTANCE CONDITION

The receiving agent shall ensure that the requirements of Rule 10.5 have been satisfied prior to an offer becoming unconditional as to acceptances before the final closing date.

78. DISCLAIMERS IN RECEIVING AGENTS' CERTIFICATES

Receiving agents' certificates shall be unqualified, save that the certificate may include a disclaimer (to the extent necessary) as to limitations on the responsibility of the receiving agent for the errors of third parties which are not evident from the documents available to the receiving agent. Except with the consent of the Panel, a receiving agent shall not issue a receiving agent's certificate which contains any limitation on the responsibility of the receiving agent that is more extensive than those contained in the following form:

"In issuing this certificate, we have, where necessary, relied on the following matters:

(a) certifications of acceptance forms by the offeree's registrar;

(b) certifications by the offeree's registrar that a transfer of shares has been executed by or on behalf of the registered holder in favour of the offeror or its nominees;

(c) confirmation from the offeror of the validity of shares recorded as registered holdings and purchases in the context of Rule 10.4 (c) and (d); and

(d) the validity of any electronic messages received from the operator of the Euroclear System (or its nominee) in respect of securities admitted to the Euroclear System, or the operator of any other book entry transfer facility (or its nominee) in respect of securities admitted to another book entry transfer facility, the effect of which is to confirm that an acceptance is covered by an electronic acceptance instruction.

As the offeror's receiving agent, we have examined with due care and attention the information provided to us, and, as appropriate, made due and careful enquiry of relevant persons, in order that we may issue this certificate and we have no reason to believe that the information contained in it cannot be relied upon but, subject thereto, we accept no

responsibility or liability whatsoever in respect of any error of the offeree's registrar for the matters set out above to the extent that we have relied upon them in issuing this certificate."

APPENDIX 2

PROCEDURES FOR FORMULA OFFERS

1. APPLICATION

This Appendix applies to any offer (in this Appendix referred to as a “formula offer”) for the share capital of an investment trust where the consideration under the offer is to be calculated by reference to a formula related to the net assets of the offeree.

2. SPECIFICATION OF THE FORMULA

As it is common for the result of the formula to differ from net asset value as generally understood, the term “net asset value” shall not be used in connection with a formula for the calculation of the consideration to be paid to shareholders under an offer. The expression “formula asset value” shall be used instead. In the case of a formula offer, the offeror shall clearly set out the means by which the consideration will be calculated in both the announcement of a firm intention to make the offer and the offer document. The formula may be expressed algebraically, with the significant constituent elements being identified in a separate appendix.

3. DATE ON WHICH THE FORMULA CRYSTALLISES

In the case of a formula offer, calculation of the consideration payable to shareholders under the formula shall be determined as at the day on which the offer becomes unconditional as to acceptances. All shareholders who accept the offer shall receive the consideration on the basis determined as at that date.

4. ESTIMATE OF THE FORMULA OFFER VALUE

The announcement of a firm intention to make a formula offer and the offer document shall include an estimate of the value per share of the offer on the day of the announcement or (as the case may be) on the latest practicable date prior to ~~despatch~~[sending the offer document](#).

5. MAXIMUM AND MINIMUM PRICES

In the case of a formula offer, the offeror may include in the offer a term that if the application of the formula produces a price higher than a specified price only that specified price will be paid or a term that if it produces a price lower than a specified price then that specified price will be paid. If so included in the offer, any such term shall be given due prominence in the offer document.

6. RULE 6

In the case of a formula offer, the determination of whether a purchase of securities of the offeree by the offeror or any person acting in concert with it has given rise to an obligation under Rule 6 to increase the consideration payable under the offer shall be made by calculating the notional price that would have been payable on the basis of the application of the formula at the date of such purchase. If the price paid for the securities so purchased is higher than that notional price, the offeror shall increase the price available under the offer by revising the formula so that it reflects that higher price; provided that if details of the relevant net asset values of the offeree are not made available to the offeror by the offeree and consequently the offeror cannot make that calculation, the offeror shall be obliged to pay to all accepting shareholders not less than the highest price paid for the securities so purchased.

7. RULES 9, 11 AND 37

Rules 9, 11 and 37 shall apply to formula offers. Such an offer shall contain a term that, if the application of the formula produces a price lower than the highest cash price paid in respect of any purchases of securities of the offeree to which Rule 9, 11 or 37 applies, that highest price will be paid to all accepting shareholders.

8. “FLOOR AND CEILING” CONDITIONS

An offeror may incorporate conditions (“floor and ceiling” conditions) in a formula offer which provide that the offer shall lapse if the formula asset value (calculated as at the day on which the offer becomes unconditional as to acceptances) falls outside specified limits or if movements in certain securities markets’ indices exceed specified limits.

9. OFFEREE BOARD OBLIGATIONS

In the case of a formula offer, the offeree board shall not be obliged to provide information to the offeror that it may require for the calculation of a formula price until that offeror has acquired control of the offeree, provided that, if an offer has a “floor and ceiling” condition related to formula asset value, the offeree board shall announce, within 7 days

after the offer has become unconditional as to acceptances, whether the formula price calculated as at the day the offer became unconditional as to acceptances fell within the specified limits.

If an offer becomes unconditional in all respects, the offeree and the offeror shall co-operate in calculating the price payable to accepting shareholders according to the application of the formula.

APPENDIX 3 – INTENTIONALLY OMITTED

APPENDIX 4

APPLICATION OF THE TAKEOVER RULES TO TAKEOVER SCHEMES

The Application shall have effect subject to and in accordance with the following provisions of this Appendix.

SECTION 1. CERTAIN RULES NOT APPLICABLE TO TAKEOVER SCHEMES

The following rules shall not apply to takeover schemes: ~~Rule 5.2(a)(iv)(3);~~

~~Rule 5.2(a)(iii)(3);~~

Rules 10 and 11.1(e);

Rules 17, 18, 22, ~~24.6-24.7~~ and ~~24.13-24.14~~;

Rules ~~30.1, 30.2(a)~~~~24.1(a), 24.1(b)~~ and ~~30.3(a)~~~~25.1(a)~~; Rules 31.1 to 31.4(a) (inclusive); Rules 31.5 to 31.10 (inclusive);

Rules 32.1(a), 32.2(b)(ii), ~~32.2(f)~~, 32.3, 33 and 34; and

Appendix 1

Note: when it is proposed to implement a partial offer by a scheme of arrangement pursuant to section ~~201-450~~ of the Companies Act, ~~4963-2014~~, the Panel will have jurisdiction (with the High Court) if the transaction constitutes a takeover.

SECTION 2. ADAPTATION OF CERTAIN DEFINITIONS AND EXPRESSIONS

For the purpose of the Application:

- (1) a relevant company:
 - (i) in respect of which a takeover scheme has been or is intended to be proposed, or
 - (ii) in respect of which, or in connection with which, a person does any act in contemplation of proposing a takeover scheme in respect of that company (in Rule 41 and in this Appendix referred to as the “acquiree”) shall be treated as if it were the offeree;
- (2) a person (including persons acting in concert) who:
 - (i) acquires or will or may acquire control of the relevant company concerned consequent upon the takeover scheme taking effect, or
 - (ii) does any act in contemplation of acquiring control of the relevant company concerned consequent upon a takeover scheme taking effect (in Rule 41 and in this Appendix referred to as the “acquirer”) shall be treated as if it were the offeror;
- (3) the expression “acceptance of an offer”, in relation to a takeover scheme, shall be construed as if referred to the casting by a member of the acquiree of his or her vote in favour of the scheme resolution, and cognate words and expressions shall be construed accordingly;
- (4) the definition of “course of the offer” in Rule 2.1 of Part A, in relation to a takeover scheme, shall be construed as if paragraphs (i) and (ii) were replaced by the following paragraphs:
 - “(i) where, in the case of a proposed or possible takeover scheme, the acquirer or the acquiree announces that the scheme will not be proposed, the time of that announcement;
 - (ii) the time at which the acquiree announces that the scheme has taken effect or that it has lapsed or been withdrawn; and”;
- (5) the expression “first closing date of the offer” in Rule 12(b)(i), in relation to a takeover scheme, shall be construed to mean the date of the scheme meeting;
- (6) the expressions “offer document” and “first response circular”, in relation to a takeover scheme, shall each be construed as if referred to the scheme circular;
- (7) the definition of “offer period” in Rule 2.1 of Part A, in relation to a takeover scheme, shall be construed as if paragraphs (1) and (2) were replaced by the following paragraphs:

“(1) where, in the case of a proposed or possible takeover scheme, the acquirer or the acquiree announces that the scheme will not be proposed, the time of that announcement; and

(2) the time at which the acquiree announces that the scheme has taken effect or that it has lapsed or been withdrawn;”;

(8) the expression “unconditional as to acceptances”, in relation to a takeover scheme, shall be construed as if it meant that the acquiree has announced that the requisite majority of the shareholders or class of shareholders of the acquiree has voted in favour of the scheme resolution at the scheme meeting; and

(9) the expression “unconditional in all respects”, in relation to a takeover scheme, shall be construed as if it meant that the scheme has taken effect.

SECTION 3. ADAPTATION AND REPLACEMENT OF CERTAIN RULES

For the purposes of the Application:

(1) the following paragraph shall be deemed to replace paragraph (d) of Rule 2.6:

“When a firm intention to propose a takeover scheme has been announced pursuant to Rule 2.7 and it has been announced that a publicly identified potential offeror might make a competing offer (whether that announcement was made prior to or following the announcement of the takeover scheme), unless the Panel consents otherwise the potential offeror shall, by no later than 5.00pm on the seventh day prior to the date of the related general meeting either:

(i) announce a firm intention to make an offer in accordance with Rule 2.7; or

(ii) announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 applies.”

(2) the following paragraph shall be deemed to replace paragraph (e) of Rule 2.6:

“When a firm intention to propose a takeover scheme has been announced pursuant to Rule 2.7 and the offeree subsequently refers to the existence of a potential competing offeror which has not been identified, unless the Panel consents otherwise the potential competing offeror so referred to shall, by no later than 5.00pm on the seventh day prior to the date of the related general meeting either:

(i) announce a firm intention to make an offer in accordance with Rule 2.7; or

(ii) confirm to the offeree that it does not intend to make an offer, in which case the offeree must promptly announce that fact and the potential competing offeror will be treated as if it had then made a statement to which Rule 2.8 applies.”

~~(4)~~(3) the following paragraph shall be deemed to be inserted after Rule ~~2.5~~(2.7(d)):

“(e) An announcement of a firm intention to propose a takeover scheme shall not be treated as an announcement pursuant to Rule ~~2.5-2.7~~ unless it is issued jointly by the acquirer and the acquiree.”;

~~(2)~~ ~~Rule 2.6(b) shall be construed as if “offeree” were substituted for “offeror”;~~

~~(3)~~(4) the following paragraph shall be deemed to replace paragraph (e) of Rule 11.1:

“(e) In the case of a takeover scheme, the obligation to make cash available under paragraph (a) shall be satisfied if at the time at which the acquisition giving rise to such obligation was made, shareholders of the acquiree were entitled to elect for cash consideration at a price per share not less than that required by paragraph (a) (even if such right of election subsequently ceases to be available.~~”;~~”);”;

~~(4)~~(5) the following rule shall be deemed to replace Rule 17:

“RULE 17. ANNOUNCEMENTS FOLLOWING KEY EVENTS IN A TAKEOVER SCHEME

(a) At the earliest practicable time after the Court makes an order directing that a scheme meeting be convened and, in any event, by no later than 8.00 a.m. on the next following business day, the acquiree shall make an appropriate announcement in accordance with Rule ~~2.930.1~~, which announcement shall state the date, time and place of the scheme meeting and any related general meeting.

(b) At the earliest practicable time after the acquiree ~~despatches~~sends a scheme circular to its shareholders or a class of its shareholders and, in any event, by no later than 8.00 a.m. on the next following business day, it shall make an appropriate announcement in accordance with Rule ~~2.930.1~~, which announcement shall state the fact that the scheme circular has been so ~~despatched~~sent and the date, time and place of the scheme meeting and any related general meeting.

(c) At the earliest practicable time after the results of the scheme meeting and of any related general meeting are known and, in any event, by no later than 8.00 a.m. on the next following business day, the acquiree shall make an announcement in accordance with Rule ~~2.9~~stating 30.1 stating whether the resolutions concerned were passed by the requisite majorities and giving details of the voting results in relation to the meetings, including:

- (i) in the case of a related general meeting, if a poll was taken, the respective numbers of shares of each class which were voted for and against the resolutions concerned and the respective percentages of the shares of that class voted which those numbers represent; and
- (ii) in the case of the scheme meeting:
 - (1) (where section 1087D of the Companies Act 2014 does not apply) the respective numbers of shareholders of each class who voted for and against the resolution to approve the scheme and the respective percentages of the voting shareholders of that class which those numbers represent;
 - (2) the respective numbers of shares of each class which were voted for and against that resolution and the respective percentages of the shares voted which those numbers represent; and
 - (3) the respective percentages of the issued shares of each class which the shares of that class voted for and against that resolution represent.

(d) At the earliest practicable time after the Court sanction hearing and, in any event, by no later than 8.00 a.m. on the next following business day, the acquiree shall make an announcement in accordance with Rule ~~2.9~~30.1, which announcement shall state:

- (i) whether the Court has sanctioned the takeover scheme;
- (ii) if the Court has sanctioned the scheme, details of any modification of or addition made to the scheme and of any condition approved or imposed by the Court;
- (iii) if the Court has sanctioned the scheme, a summary of any outstanding conditions, the date on which those conditions are expected to be satisfied, and the date on which the scheme is expected to take effect; and
- (iv) if the Court has not sanctioned the scheme, the reasons therefor and the consequences for the scheme, including whether the scheme has lapsed.

(e) At the earliest practicable time after a takeover scheme takes effect and, in any event, by no later than 8.00 a.m. on the next following business day, the acquiree shall make an announcement in accordance with Rule ~~2.9~~30.1, which announcement shall state the date on which the scheme took effect and the date on which it is expected that the acquiree will ~~despatch~~ send to shareholders of the acquiree the consideration due to them under the scheme."

~~(56)~~ the following ~~rule paragraph~~ shall be deemed to replace paragraph (a) of Rule 30.4~~24.1~~:

"The acquiree and acquirer concerned shall announce pursuant to Rule ~~2.5~~2.7 their firm intention to propose a takeover scheme before they initiate or take any other step in any proceedings in the Court under section ~~201~~450 of the Companies Act, ~~1963~~2014, or otherwise in connection with the scheme.";

~~(67)~~ the following paragraph shall be deemed to replace paragraph ~~(a)~~ (ab) of Rule ~~30.2~~24.1:

"(a) Except with the consent of the Panel and subject to Rule ~~2.7~~2.11, the acquiree and the acquirer shall ~~despatch~~ send the scheme circular to the shareholders of the acquiree within 28 days after the date of the announcement of a firm intention to propose a takeover scheme.";

~~(78)~~ the following paragraph shall be deemed to replace Rule 31.8:

"Except with the consent of the Panel, if a takeover scheme takes effect the consideration due to the shareholders of the acquiree shall be posted within 14 days after the date on which the scheme took effect. This requirement shall be included in the terms of the scheme.";

~~(89)~~ the following rule shall be deemed to replace Rule 31.10:

"31.10. RETURN OF DOCUMENTS OF TITLE

If a takeover scheme lapses or is withdrawn, or if a shareholder withdraws his election for a particular form of consideration, the acquirer shall ensure that all documents of title and other documents lodged with any form of election are returned as soon as practicable (and in any event within 14 days after the lapse or withdrawal),

and the acquiree's receiving agent shall immediately give instructions for the release of securities held in escrow.”;

~~(9)~~(10) the following paragraph shall be deemed to replace paragraph (a) of Rule 32.1:

“(a) If a takeover scheme is revised the acquiree and the acquirer shall ~~despatch~~send to the shareholders of the acquiree a revised scheme circular, drawn up in accordance with Rules 24, 25 and 27. Except with the consent of the Panel, a revised scheme circular shall not be ~~despatched~~sent either:

- (i) during the 14 days ending on the date of the scheme meeting or any related general meeting (or on any later date to which any such meeting is adjourned); or
- (ii) following the scheme meeting or any related general meeting;

nor shall an acquirer place itself in a position in which it would be required to revise the scheme during either of those periods.”;

~~(10)~~(11) Rule 32.1(c) shall be deemed to apply mutatis mutandis where takeover schemes, or a scheme and an offer, are competing with each other;

~~(11)~~(12) Rule 35 shall be construed as if references in that Rule to an offer (not being a partial offer) were references to a takeover scheme (not being a partial takeover scheme);

~~(12)~~(13) the following rule shall be deemed to replace ~~rule~~Rule 36.1:

“Except with the consent of the Panel, a person shall not propose a partial takeover scheme in respect of a relevant company.”; and

~~(13)~~(14) Rule 36.2 shall be construed as if references in that rule to a partial offer were references to a partial takeover scheme.

SECTION 4. ADDITIONAL RULES RELATING TO TAKEOVER SCHEMES

For the purposes of the Application, the following additional rules shall apply:

(1) MANDATORY OFFERS

An obligation to make an offer under Rule 9 or Rule 37 may not be satisfied by way of a scheme of arrangement.

(2) EARLIEST DATE FOR SCHEME MEETING

Except with the consent of the Panel, the acquiree shall not convene the scheme meeting or any related general meeting for a date earlier than the 21st day following the date on which the scheme circular is ~~despatched~~sent.

(3) CHANGES TO THE EXPECTED SCHEME TIMETABLE

(a) The acquiree shall promptly announce in accordance with ~~Rule 2.9~~Rule 30.1 any adjournment of the scheme meeting or any related general meeting or the court sanction hearing and any decision by the board of the acquiree to propose such an adjournment. If either meeting or the hearing is adjourned to a specified date, the announcement shall include the relevant details. If either meeting or the hearing is adjourned without a date for the adjourned meeting being specified at the same time, the acquiree shall promptly announce the new date when it has been set.

(b) The acquirer or the acquiree (as appropriate) shall promptly announce in accordance with Rule ~~2.9~~30.1 any other change to the expected timetable of events set out in the scheme circular.

(c) In all of the circumstances referred to above, the acquirer or the acquiree (as appropriate) shall consult the Panel as to whether notice of the adjournment or other change to the expected timetable should also be ~~despatched~~sent to the shareholders of the acquiree.”

(4) ALTERNATIVE CONSIDERATION

(a) If a takeover scheme permits shareholders to elect to receive any alternative form of consideration, or to elect, subject to the elections of others, to vary the proportion in which they receive different forms of consideration, the entitlement of shareholders to make such elections may not be closed off or withdrawn before the scheme meeting.

(b) A shareholder who has elected under a takeover scheme to receive a particular form of consideration in respect of any of his or her shares shall be entitled to withdraw his or her election, provided that such entitlement may be shut off not earlier than one week prior to the date on which the court sanction hearing is originally proposed to be held or, if for any reason the court sanction hearing is rearranged for a later date, not earlier than one week prior to that later date.

NOTE ON APPENDIX 1

GENERAL NOTE

~~It is essential when determining the result of an offer under these Rules that such appropriate measures are adopted that all parties to the offer may be confident that the result of the offer is arrived at by an objective procedure which, as far as possible, eliminates areas of doubt. The procedures set out in Appendix 1 are designed to ensure that those acceptances and purchases which may be counted towards fulfilling the acceptance condition and thus included in the certificate required by Rule 10.6 are properly identified to enable the receiving agent to provide the certificate. Receiving agents are also required to establish such appropriate procedures that acceptances and purchases can be checked against each other and between different categories without any shareholding being counted twice.~~

~~The principles and procedures outlined in Appendix 1 must, except with the consent of the Panel, be followed in all cases. The Panel expects co-operation between the offeree's registrar and the offeror's receiving agent to ensure that the procedures can be undertaken in a timely manner. Whenever possible, if requested to do so, the registrar must provide, in appropriate form, details of changes to the register rather than a complete new register.~~

~~Receiving agents will have direct access to the Panel if they believe that there is insufficient co-operation or that they are being given instructions contrary to the terms of Appendix 1.~~

~~Appendix 1 should be read in conjunction with Rules 9.2 and 10 and, in particular, Rules 10.3 to 10.6.~~

NOTES ON APPENDIX 2

NOTE ON PARAGRAPH 2

Method of calculating net asset value

The Panel does not consider it appropriate to insist on a standard method of calculating net asset values in formula offers. There is, however, a danger of confusion arising in the minds of shareholders if they are asked to consider the advantages or disadvantages of an offer by reference to net asset values which are calculated by each side on a different basis. Principals and their advisers must, therefore, ensure that wherever reference is to be made to net asset value as an argument for or against an offer, the utmost clarity is used to make plain the basis of calculation. This applies to advertisements as well as to documents addressed to shareholders directly.

NOTE ON PARAGRAPH 9

Co-operation in determining price, after unconditionality

If agreement between the offeror and the offeree is not forthcoming the offeror should not determine unilaterally the price payable. Where such circumstances could arise, the offer should provide for an interim payment to be made to accepting shareholders of not less than 85% of the offeror's best estimate of the formula price payable. When the offeror is able to calculate correctly the price payable, the difference should be paid to accepting shareholders as soon as possible; any excess paid to shareholders as a result of an over-estimate of the formula asset value should not be recoverable.

NOTE ON APPENDIX 4

Section 4

NOTE ON RULE (1)

Triggering Rule 9

~~During the course of a takeover scheme, the acquirer or a person acting in concert with it may acquire an interest in shares that requires it to extend a mandatory offer under Rule 9 only if the acquirer has obtained the Panel's prior consent to switch from a scheme to an offer. (See Rule 41.3.)~~