

ANNUAL REPORT 1999

IRISH TAKEOVER PANEL

Report for the year ended June 30, 1999

IRISH TAKEOVER PANEL

Report for the year ended June 30, 1999

This second 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

Irish Takeover Panel (Registration No. 265647), 8 Upper Mount Street, Dublin 2
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Members of the Panel

Irish Association of Investment Managers

Irish Clearing House Limited

- Nominated by the Irish Bankers Federation

Irish Stock Exchange Limited

Law Society of Ireland

Brian Walsh

- 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, FCA }	
	Kenneth Beaton (Alternate: Michael Dillon)	Appointed by the Irish Stock Exchange
	Ann Fitzgerald	Appointed by the Irish Association of Investment Managers
	Daniel J. Kitchen	Appointed by the Consultative Committee of Accountancy Bodies - Ireland
	Brian J. O'Connor (Alternate: Alvin Price)	Appointed by the Law Society of Ireland
	Philip Sykes (Alternate: John Butler)	Appointed by the Irish Bankers Federation

Director General (and Secretary of the Panel)

Leo Conway

Members of the Panel

<p style="text-align: right;">- Nominated by the Irish Bankers Federation</p>	<p style="text-align: left;">Irish Association of Investment Managers</p> <p style="text-align: left;">Irish Clearing House Limited</p> <p style="text-align: left;">Irish Stock Exchange Limited</p> <p style="text-align: left;">Law Society of Ireland</p>
<p style="text-align: right;">- Nominated by the Consultative Committee of Accountancy Bodies - Ireland</p>	<p style="text-align: left;">Brian Walsh</p>

Directors of the Panel

<p style="text-align: right;">} Apointed by the Governor of the Central Bank of Ireland</p>	<p style="text-align: center;">}</p>	<p style="text-align: left;">Chairperson</p> <p style="text-align: left;">Daniel O'Keefe, S.C.</p>
<p style="text-align: right;">} Apointed by the Irish Stock Exchange</p>	<p style="text-align: center;">}</p>	<p style="text-align: left;">Deputy Chairperson</p> <p style="text-align: left;">William M. McCann, FCA</p>
<p style="text-align: right;">} Apointed by the Irish Association of Investment Managers</p>	<p style="text-align: center;">}</p>	<p style="text-align: left;">Kathleen Flanagan</p> <p style="text-align: left;">(Alternate: Michael Dillon)</p>
<p style="text-align: right;">} Apointed by the Consultative Committee of Accountancy Bodies - Ireland</p>	<p style="text-align: center;">}</p>	<p style="text-align: left;">Ann Fitzgerald</p>
<p style="text-align: right;">} Apointed by the Law Society of Ireland</p>	<p style="text-align: center;">}</p>	<p style="text-align: left;">Daniel J. Kitchin</p>
<p style="text-align: right;">} Apointed by the Irish Bankers Federation</p>	<p style="text-align: center;">}</p>	<p style="text-align: left;">Brian J. O'Connor</p> <p style="text-align: left;">(Alternate: Aislinn Joyce)</p>
<p style="text-align: right;">} Apointed by the Irish Bankers Federation</p>	<p style="text-align: center;">}</p>	<p style="text-align: left;">Philip Sykes</p> <p style="text-align: left;">(Alternate: John Butler)</p>

Director General (and Secretary of the Panel)

Leo Conway

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

The year ended June 30, 1999 was the second year of the Panel's statutory operations, and it was characterised by a significant increase in the level of regulatory activity, as well as in the number of cases actually handled.

I wrote last year of the concerns of the Panel over the implications of the proposed 13th Directive on Company Law, providing for the regulation of takeover bids. Work on the drafting of the Directive made considerable progress during the year, with the satisfactory resolution of some issues which were causes of concern to the Panel. Despite the efforts of the German Presidency, the Directive was not adopted by the Internal Market Council of Ministers in June, 1999, and the matter now goes forward to be dealt with by the Finnish Presidency. We believe that the Directive, if it is adopted, will add little to the quality of regulation of offers for Irish companies, while having the potential to add considerably to the complexity of the process for all the parties concerned.

The Minister for Enterprise, Trade and Employment, following consultation with the Panel, has initiated the preparation of regulations pursuant to section 2(c) of the Act, whereby companies incorporated in Ireland but not quoted on the Irish Stock Exchange would be prescribed as relevant companies for the purposes of the Act, if their securities are authorised for trading on other specified securities markets. These proposed regulations, when adopted, will bring under the jurisdiction of the Panel offers for Irish public companies which only have quotations on those specified external markets. We welcome this initiative as it will afford better protection of the interests of shareholders of such companies.

In a year which gave rise to numerous regulatory issues, it is satisfying to report the Board's belief that the legislation and the Rules continue to serve

their purpose fully. I would like to record my appreciation of the support of my colleagues on the Board, and their responsiveness to calls on their services at short notice. I would also like to extend the thanks of the Board to the Director General, Leo Conway, and his staff for their substantial contribution to the Panel's work during the year.

Daniel O'Keeffe
Chairperson

October 4, 1999

Director General's Report

Level of takeover activity

The Panel supervised seven takeovers during the last year, and these transactions generated a substantial level of regulatory activity. In all the Board met twenty three times during the year for the consideration of regulatory issues, and in addition devoted three days to a Hearing held pursuant to section 11 of the Act, arising from submissions made following the offer for Fitzwilton plc. The transactions before the Panel included the first competitive bid made under the Rules, which arose from the offers for European Leisure plc. The Panel also dealt with its first mandatory offer under Rule 9 (for Dragon Oil plc), and a potential mandatory offer requirement under Rule 37 (which was waived), arising from the acquisition of Rockware Group Limited by Ardagh plc.

The Panel also had to consider whether the proposed union of Bank of Ireland with Alliance & Leicester plc to form a Dual-Listed Company would have constituted a takeover or other relevant transaction for the purposes of the Act, and concluded that it would not. The basis of this decision was that the proposals, if implemented, would not constitute an acquisition of control as defined in the Act, nor would there be any other relevant transaction as specified in Rule 3.1 of Part A of the Rules. While the completion of the transaction, if it had gone ahead, would have been subject to approval in general meetings of the shareholders of each company, the Panel believes that it is appropriate to consider whether shareholders of relevant companies in these circumstances require broader protection under the Rules, and consideration is being given to the desirability and practicality of an amendment of the Rules which would bring such Dual-Listed Company structures within the Panel's remit.

Regulatory operations

The seven takeovers, as set out in Appendix 2, which were supervised by the Panel during the financial year included the offer for Fitzwilton plc, which had been circulated prior to the commencement of the year. The Offer for Fishers International plc related to a reconstruction without change of beneficial interests, and the case of Ardagh plc arose from the acquisition of control in the circumstances contemplated in Rule 37.

Arising from the Offer for Fitzwilton plc, the Panel conducted a Hearing following submissions by a shareholder that certain directors on the Independent Board of Fitzwilton had acted notwithstanding conflicts of interest. On each of three allegations, the Panel found that the directors did not have a conflict of interest, within the meaning of Rule 3.1, in relation to their duties to shareholders, and issued rulings accordingly.

The Offer for Dragon Oil plc was a mandatory Offer under Rule 9, arising from the acquisition of control of the company by Emirates National Oil Company Limited.

The Offers for European Leisure plc constituted the first competitive situation to come under the Panel's jurisdiction, and this gave rise to a high level of regulatory activity.

In the course of supervising the above transactions, the Panel exercised certain of its powers under the Act as follows:

Rulings:

The Panel issued eleven rulings during the year, of which three (which were published) derived from the Fitzwilton hearing, and the remainder were in relation to the Offers for European Leisure plc. Of the latter, five related to

breaches of the Rules in the course of those offers, and two related to actions contemplated which would have constituted breaches of the Rules.

Directions:

The Panel gave directions on four occasions, one (which was published) requiring that a firm intention to make or not to make an Offer be announced by a specified date, and the remainder requiring circulation of specified information to shareholders or to the market generally.

Waivers:

Seven waivers were granted, of which one was the waiver of the obligation under Rule 37 for Bath Street Nominees Limited to make a mandatory bid for Ardagh plc. Another waived certain Rules to facilitate the process for the sale of ICC Bank plc, having regard to the special circumstances arising from the ownership of more than 99% of the issued equity share capital by the Minister for Finance.

Derogations:

Ten derogations were granted, including a derogation from the requirements of Rule 9 in relation to Fishers International plc, having regard to the preservation of all shareholders' relative interests and rights under the terms of the reconstruction.

Enquiries (section 9(5)):

One enquiry was initiated by the Panel under section 9(5) of the Act, to procure information required by the Panel in the exercise of its functions.

Enquiries (section 10(1)):

One enquiry was made by the Panel under section 10(1) of the Act, and the Panel issued advice, as provided in section 10(2), to two parties as a result of the enquiry.

Hearings:

One Hearing was held, in relation to Fitzwilton plc, as described above. In this case, the Panel published the findings and rulings.

The standard of observance of the General Principles and the Rules by parties and their advisers was generally very satisfactory. However, it is worthwhile to stress the importance of early consultation with the Executive in any case where the applicability or interpretation of the Rules is open to doubt.

Financial Statements

The financial statements set out on pages 18 to 23 for the year ended June 30, 1999 continue to reflect a satisfactory position.

Leo Conway

Director General

October 4, 1999

Directors' Report

The directors present their second report and audited financial statements for the year ended 30 June 1999.

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 Act 1963 to 1999. 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 period are set out in the Income and Expenditure Account on page 19. An amount of IR£350,000 was transferred from the income and expenditure account to a contingency reserve.

Health and safety of employees

The wellbeing of the company's employees is safeguarded through the strict adherence to health and safety standards. The Safety, Health and Welfare at Work Act, 1989 imposes certain requirements on employees and the company has taken the necessary action to ensure compliance with the Act, including the adoption of a safety statement.

Post balance sheet events

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

Year 2000 issues and introduction of the euro

The company's software was acquired recently and the suppliers have indicated that the systems are fully compliant with the year 2000. These systems are capable of dealing with the introduction of the euro.

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

October 4, 1999

Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial period 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
- 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 1999 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

Auditors' Report to the members of the Irish Takeover Panel

(limited by guarantee)

We have audited the financial statements on pages 18 to 24.

Respective responsibilities of directors and auditors in relation to the financial statements

As described on page 15 , the directors of the company are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

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 1999 and of its surplus for the year then ended and have been

properly prepared in accordance with the Companies Acts, 1963 to 1999 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 13 and 14 is consistent with the financial statements.

KPMG

October 4, 1999

Chartered Accountants

Registered Auditors

5 George's Dock

IFSC

Dublin 1

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 at the following annual rates:-

Fixtures and fittings	5 years
Computers	3 years

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

Pensions costs are charged to the income and expenditure account on an accruals basis.

Financial Statements

Income and Expenditure account

for the year to 30 June 1999

	<i>Note</i>	Year ended 30 June 1999 IR£	14 Months to 30 June 1998 IR£
Operating income	1	662,737	660,474
Operating expenditure	2	335,540	548,529
		-----	-----
Operating surplus		327,197	111,945
Investment income		13,272	2,726
		-----	-----
Interest payable	5	340,469 -	114,671 (4,091)
		-----	-----
Operating surplus after interest		340,469	110,580
		=====	=====
Surplus for the financial year		340,469	110,580
Accumulated surplus at beginning of year/period		110,580	-
Transfer to contingency reserve		(350,000)	-
		-----	-----
Accumulated surplus at end of year/period		101,049	110,580
		=====	=====

The results derive from continuing operations.

There were no recognised gains or losses in the financial year or preceding financial period 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 June 30, 1999

	<i>Note</i>	30 June 1999 IR£	30 June 1998 IR£
Fixed assets			
Tangible fixed assets	7	17,260	22,588
Current assets			
Debtors	8	31,447	33,020
Investments	9	352,206	-
Cash at bank and in hand		59,870	100,525
		<u>443,523</u>	<u>133,545</u>
Current liabilities			
Creditors: amounts falling due within one year	10	9,734	45,553
		<u>433,789</u>	<u>87,992</u>
Net current assets		433,789	87,992
		<u>451,049</u>	<u>110,580</u>
Total assets less current liabilities			
		<u><u>451,049</u></u>	<u><u>110,580</u></u>
Capital and reserves			
Contingency reserve	11	350,000	-
Income and expenditure account		101,049	110,580
		<u>451,049</u>	<u>110,850</u>
		<u><u>451,049</u></u>	<u><u>110,850</u></u>
On behalf of the Board			
D. O'Keeffe			
<i>Chairperson</i>			
W. M. McCann			
<i>Deputy Chairperson</i>			

Financial Statements

Notes

1 Operating income	Year ended 30 June 1999 IR£	14 Months to 30 June 1998 IR£
Relevant company annual charges	412,000	388,247
Document charges	146,500	184,989
Contract Note levies	89,356	80,109
Other	14,881	7,129
	<hr/>	<hr/>
	662,737	660,474
	<hr/> <hr/>	<hr/> <hr/>

2 Operating expenditure	Year ended 30 June 1999 IR£	14 Months to 30 June 1998 IR£
Operating expenditure includes:		
Pre-incorporation expenditure	-	248,552
Depreciation	6,540	6,298
Auditors' remuneration	3,025	2,000
	<hr/>	<hr/>
	9,565	256,850
	<hr/> <hr/>	<hr/> <hr/>

3 Employees

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

Number:	Administration	3	3
	Non - executive directors	10	7
		<hr/>	<hr/>

Costs:		Year ended 30 June 1999 IR£	14 Months to 30 June 1998 IR£
	Salaries	102,531	120,663
	Non - executive directors' fees	122,088	72,800
	Social Welfare costs	7,111	12,087
	Pension costs (note 4)	3,850	-
		<hr/>	<hr/>
		235,580	205,550
		<hr/> <hr/>	<hr/> <hr/>

Financial Statements

Notes (continued)

4 Pension costs	Year ended	14 Months to
	30 June 1999	30 June 1998
	IR£	IR£
Pension charge	3,850	-
	=====	=====

The company contributes to a defined contribution scheme for certain employees. The cost of contributions are included in the income and expenditure account. At 30 June 1999 there were no amounts prepaid or accrued relating to this scheme.

5 Interest payable	Year ended	14 Months to
	30 June 1999	30 June 1998
	IR£	IR£
Interest on bank overdraft	-	4,091
	=====	=====

6 Taxation

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

Financial Statements

Notes (continued)

7 Tangible fixed assets

	Fixtures and fittings IR£	Computers IR£	Total IR£
<i>Cost</i>			
At 30 June 1998	24,980	3,906	28,886
Acquisitions	1,844	-	1,844
Write off	(632)	-	(632)
	26,192	3,906	30,098
	26,192	3,906	30,098
<i>Depreciation:</i>			
At 30 June 1998	4,996	1,302	6,298
Charge for year	5,238	1,302	6,540
	10,234	2,604	12,838
	10,234	2,604	12,838
<i>Net book amount:</i>			
At 30 June 1998	19,984	2,604	22,588
	15,958	1,302	17,260
	15,958	1,302	17,260

8 Debtors

	1999 IR£	1998 IR£
Debtors	3,750	10,000
Prepayments and accrued income	27,697	23,020
	31,447	33,020
	31,447	33,020

All amounts fall due within one year.

Financial Statements

Notes (continued)

9 Investments	1999 IR£	1998 IR£
Commercial paper	<u>352,206</u>	<u>-</u>
10 Creditors: amounts falling due within one year	1999 IR£	1998 IR£
PAYE and Social Welfare insurance	-	23,851
Accrued expenses	<u>9,734</u>	<u>21,702</u>
	<u>9,734</u>	<u>45,553</u>
11 Contingency reserve	1999 IR£	1998 IR£
At beginning of year/period	-	-
Transfer from income and expenditure account	<u>350,000</u>	<u>-</u>
At end of year/period	<u>350,000</u>	<u>-</u>

12 Approval of financial statements

The Board of Directors approved these financial statements on 4 October 1999.

Appendix 1

Administrative Appendix

Relevant Companies

The Irish Takeover Panel Act, 1997 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 (the Irish Stock Exchange is the only exchange prescribed as such). 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. To date, the Minister has not prescribed any such company. At June 30, 1999 80 companies were deemed relevant for the purposes of the Act (see Appendix 3).

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, 1997 and the Irish Takeover Panel Act, 1997 (Substantial Acquisitions) Rules, 1997 which came into effect on July 1, 1997, were made in fulfilment of this function. 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. The drafting of the Rules by the Panel was based substantially on 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:

The Consultative Committee of Accountancy Bodies – Ireland

Law Society of Ireland

Irish Association of Investment Managers

The 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 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. To date, no additional directors have been co-opted. 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 below, has been obtained.

Panel Charges

made under section 16 of the Act and effective from July 1, 1999.

1. *Annual charge payable by relevant companies*

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

Market Capitalisation Euros 000,000	Annual Charge Euros
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 Euros on each contract note in respect of transactions valued at more than 12,500 Euros.

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 Euros 000,000	Charge Euros
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 Euros.

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 Euros per document, in respect of documents furnished to the Panel by a person in relation to proceedings to the Panel.

Note: There are provisions for certain of the above charges to be mitigated in certain circumstances. Further details can be obtained from the Executive.

Administrative Diary

- September 28, 1998 The Board resolved that the functions set out in sections 7(1), 9(5), 17(2)(b)(v) and 17(2)(b)(vii) of the Act could be performed by Ms. Blanaid Clarke as provided in section 6(2) of the Act.
- April 1, 1999 The Consultative Committee of Accountancy Bodies - Ireland nominated Mr. Brian Walsh to be a member of the Panel in place of Mr. Sean Dorgan.
- June 26, 1999 The Irish Bankers Federation re-appointed Mr. Philip Sykes as a director of the Panel, with Mr. John Butler as his alternate, in each case for a two year period commencing July 1, 1999.

Appendix 2

Takeovers supervised by Irish Takeover Panel July 1, 1998 to June 30, 1999

- | | | |
|-------|---------------------------|--|
| (i) | Fitzwilton plc | (Offer by Stoneworth Investment Limited)
See Note (a) |
| (ii) | Dragon Oil plc | (Offer by Emirates National Oil Company Limited) |
| (iii) | Irish Life plc | (Merger with Irish Permanent plc to form Irish Life and Permanent plc) |
| (iv) | European Leisure plc | (Offer by Allied Leisure plc) |
| (v) | European Leisure plc | (Offer by Waterfall Holdings plc) |
| (vi) | Ardagh plc | (Acquisition of statutory control by Bath Street Nominees Limited) |
| (vii) | Fishers International plc | (Transfer, without change of beneficial interests, to a new UK company of the same name) |

Notes: (a) The Offer by Stoneworth Investment Limited for Fitzwilton plc was made prior to July 1, 1998, but did not become wholly unconditional until after that date.

(b) The following companies were in an Offer Period at June 30, 1999, but offers had not been made for either at that date:

ICC Bank plc
Gaelic Resources plc

Appendix 3

List of Relevant Companies under the Irish Takeover Panel Act, 1997 as at June 30, 1999

Abbey plc	Gaelic Resources plc	Minmet plc
Adare Printing Group plc	Glanbia plc	
Allied Irish Banks, plc	Glencar Mining plc	Navan Resources plc
Aminex plc	Golden Vale plc	Norish plc
Anglo Irish Bank Corporation plc	Grafton Group plc	
Arcon International Resources plc	Greencore Group plc	Oglesby and Butler Group plc
Ardagh plc	Green Property plc	Ormonde Mining plc
Arnotts plc		Ovoca Resources plc
Athlone Extrusions plc	Heiton Holdings plc	
	Hibernian Group plc	Providence Resources plc
Bank of Ireland Group		
Barlo Group plc	IAWS Group plc	Qualceram plc
Bula Resources (Holdings) plc	ICC Bank plc	
	ICON plc	Rapid Technology Group plc
Celtic Resources Holdings plc	IFG Group plc	Readymix plc
Clondalkin Group plc	ILP Group plc	Reflex Group plc
CPL Resources plc	Independent News & Media plc	Ryanair Holdings plc
James Crean, plc	IONA Technology plc	Ryan Hotels plc
CRH plc	Irish Continental Group plc	
	Irish Life & Permanent plc	Seafield plc
DCC plc	ITG Group plc	Sherry FitzGerald Group plc
Donegal Creameries plc	Ivernia West plc	Silvermines Group plc
Dragon Oil plc	IWP International plc	Jefferson Smurfit Group plc
Dunloe Ewart plc		SupaRule plc
	Jones Group plc	
Elan Corporation, plc	Jurys Doyle Hotel Group plc	Trinity Biotech plc
Ennex International plc		Tullow Oil plc
Esat Telecom Group plc	Kenmare Resources plc	Tuskar Resources plc
European Leisure plc	Kerry Group plc	
	Kingspan Group plc	Unidare plc
FBD Holdings plc		United Drug plc
First Active plc	Marlborough International plc	
Fyffes plc	McInerney Holdings plc	Waterford Wedgwood plc

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

Irish Bank

- Nominated by the Consultative Committee
of Accountancy Bodies - Ireland

Directors of the Panel

Chairperson

Daniel O'Keefe, S.C.)

) Appointed by the Governor of the Central
Bank of Ireland

Secretary (Chairperson)

William M. McCann, FCA)

Kenneth Boston
(Alternate: Michael Dillon)

Appointed by the Irish Stock Exchange

Ann Fitzgerald

Appointed by the Irish Association of
Investment Managers

Denis J. Kitchen

Appointed by the Consultative Committee
of Accountancy Bodies - Ireland

Elias J. O'Connor
(Alternate: Alvin Price)

Appointed by the Law Society of Ireland

Philip Sykes
(Alternate: John Butler)

Appointed by the Irish Bankers Federation

Director General (and Secretary of the Panel)

Leo Conway

