IRISH TAKEOVER PANEL

Report for the year ended 30 June 2007

This annual report of the Irish Takeover Panel is made to
Micheál Martin, 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), 7/8 Upper Mount Street, Dublin 2

Contents

Members of the Panel

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

Directors of the Panel

Chairperson	Daniel O'Keeffe, S.C.	Appointed by the Governor of the Central Bank of Ireland
Deputy Chairperson	William M. McCann	Appointed by the Governor of the Central Bank of Ireland
	David Beattie (Alternate: Alvin Price)	Appointed by the Law Society of Ireland
	Thomas Byrne (Alternate: John Butler)	Appointed by the Irish Bankers Federation
	Paul D'Alton	Appointed by the Consultative Committee of Accountancy Bodies – Ireland
	Ann Fitzgerald (Alternate: Philip Sykes)	Appointed by the Irish Association of Investment Managers
	Richard Keatinge (Alternate: Gerardine Jones)	Appointed by the Irish Stock Exchange

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

The Panel had a very busy year supervising eight takeovers and meeting on twenty four occasions to consider regulatory issues. The level of takeover activity during the year was at its highest level since the year ended 30 June 2003. The takeovers supervised by the Panel during the year are set out in Appendix 2.

Following the introduction of the European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006 there are a number of anomalies and difficulties associated with the current Takeover Rules. The most significant difficulty is that the Rules do not apply uniformly to all companies and transactions falling within the Panel's jurisdiction. The Panel sought additional powers in order to enable it to rectify these difficulties and, as a consequence, certain additional powers were granted to the Panel in Part 4 of the Investment Funds, Companies and Miscellaneous Provisions Act 2006 (which came into effect in January 2007). This has enabled the Panel to produce amended Rules which will eliminate many of the aforementioned anomalies and difficulties. These revised Rules will come into effect in the coming weeks.

Following the publication of the aforementioned new Rules, the Panel intends to commence an in-depth review of the Rules which will include inter alia a review of how derivatives and options are treated under the Rules. The UK Takeover Panel introduced far-reaching changes to the Takeover Code in relation to derivatives and options in 2006 and it is likely that a number of these changes will be implemented into the Rules. The Panel will undertake a public consultation exercise in due course in relation to any proposed amendments.

The Committee of European Securities Regulators (CESR) has invited all designated competent authorities under the Takeovers Directive to participate in a network the aim of which is to provide a forum in which the competent authorities can exchange information and experiences. This network is chaired by CESR's chairman, Mr. Eddy Wymeersch. The Panel is participating in this network.

Daniel O'Keeffe
Chairperson 25 September 2007

Director General's Report

The number of takeovers supervised during the year was at its highest level since the year ended 30 June 2003. Since the year end the level of takeover activity has decreased significantly.

Amendments to the 1997 Act

Part 4 of the Investment Funds, Companies and Miscellaneous Provisions Act 2006 ("2006 Act") introduced a number of changes to the Irish Takeover Panel Act 1997 ("1997 Act"). Most of these changes were necessitated following the introduction in May 2006 of the European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006 ("Regulations") which transposed the Takeovers Directive. The principal changes are set out below.

(i) The Regulations introduced a new definition of "persons acting in concert " for takeover bids. The 2006 Act amended the definition of "acting in concert" in the 1997 Act to bring it into line, insofar as possible, with the definition in the Regulations.

(ii) The schedule to the 1997 Act and Regulation 7 of the Regulations were amended as a result of which a common set of General Principles now applies to all takeovers.

(iii) Certain amendments were made to the definition of "relevant company" in the 1997 Act. The most substantive amendment relates to the exclusion from this definition of those companies whose only securities authorised to be traded on the relevant markets are debentures or bonds or other securities in the nature of debentures or bonds that do not confer voting rights in the company.

(iv) Section 8 of the 1997 Act was amended to provide the Panel with additional rule making powers. This was deemed necessary following the introduction of the Regulations to enable the Panel, insofar as possible, to apply a single set of Rules to all companies and transactions falling under its jurisdiction. These additional powers also enable the Panel to make rules to give effect to any further takeover legislation introduced at EU level.

Schemes of arrangement

The Panel was involved during the year in the supervision of a takeover of a relevant company involving competing schemes of arrangement. This is the first such transaction to be supervised under the Rules and it has given rise to a number of issues in relation to the manner in which the Rules are applied to schemes. As a consequence, the Panel intends to review the Rules in the context of schemes and, in particular, whether certain of the timing Rules ought to be applied to schemes.

"Shared jurisdiction" transaction under the Takeovers Directive

During the year the Panel was involved in a "shared jurisdiction" transaction (as contemplated by the Takeovers Directive) with the UK Takeover Panel. While no bid was ultimately made for the relevant company, the transaction demonstrated that the division of responsibilities (as prescribed by the Takeovers Directive) between the respective regulatory bodies in these types of transactions is capable of being resolved without too much difficulty. Undoubtedly, the similarities between our Rules and the Takeover Code and the similarities in company law between the two jurisdictions made this exercise a more straight forward matter than perhaps it might otherwise have been. The Panel will address the issue of which of its Rules will apply in a "shared jurisdiction" transaction on a case by case basis.

Financial statements

In the year to 30 June, 2007 operating income increased by 15.4% to €1,265,142. The increase was primarily due to a significant increase in income from document charges arising from the increased level of takeover activity during the year. Expenditure for the year amounted to €952,913, a small decrease on the figure for the previous year. There was a significant increase in the Panel's cash balances during the year which stood at €2,215,621 at 30 June 2007. As a consequence, the annual charge on relevant companies for the current year has been reduced by approximately 58.1%.

Miceal Ryan
Director General 25 September 2007

Directors' Report

The directors present their annual report and audited financial statements for the year ended 30 June 2007.

Principal activities, review of operations and future developments

The Irish Takeover Panel (the "Panel") is a public company limited by guarantee formed and registered under the Companies Acts, 1963 to 2006. 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 (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 and other relevant transactions comply with the General Principles set out in the Schedule to the Act.

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

Principal risks and uncertainties

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

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

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

Results for the year

The results for the year are set out in the Income and Expenditure Account on page 16. An amount of €400,000 (2006:€147,696) was transferred from the Income and Expenditure Account to the Contingency reserve.

Accounting records

The directors believe that they have complied with the requirements of section 202 of the Companies Act, 1990 with regard to books of account by employing accounting personnel with appropriate expertise and by providing adequate resources to the financial function. The books of account of the company are maintained at 7/8 Upper Mount Street, Dublin 2.

Post balance sheet events

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

Auditor

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

On behalf of the Board

D. O'Keeffe	W. M. McCann	
Chairperson	*Deputy Chairperson*	25 September 2007

Statement of Directors' Responsibilities

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

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

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

In preparing each of the financial statements, the directors are required to:

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

The directors are responsible for keeping proper books of account that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Acts, 1963 to 2006. They are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The directors are also responsible for preparing a directors' report that complies with the requirements of the Companies Acts, 1963 to 2006.

On behalf of the Board

D. O'Keeffe
Chairperson

W. M. McCann
Deputy Chairperson

25 September 2007

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

(limited by guarantee)

We have audited the financial statements of Irish Takeover Panel for the year ended 30 June 2007 which comprises the income and expenditure account, balance sheet and related notes. These financial statements have been prepared under the accounting policies set out therein.

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

Respective responsibilities of directors and auditor

The directors’ responsibilities for preparing the Directors’ Report and the financial statements in accordance with applicable law and the accounting standards issued by the Accounting Standards Board and promulgated by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland), are set out in the Statement of Directors’ Responsibilities on page 12.

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

We report to you our opinion as to whether the financial statements give a true and fair view and have been properly prepared in accordance with the Companies Acts, 1963 to 2006. We also report to you our opinion as to: whether proper books of account have been kept by the Company; and whether the information given in the Directors’ Report is consistent with the financial statements. In addition, we state whether we have obtained all the information and explanations necessary for the purposes of our audit, and whether the Company’s financial statements are in agreement with the books of account.

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

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

Basis of audit opinion

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

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

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, of the state of the Company's affairs as at 30 June 2007 and of its surplus for the year then ended;

- the financial statements have been properly prepared in accordance with the Companies Acts, 1963 to 2006.

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

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

KPMG
Chartered Accountants
Registered Auditor
Dublin 25 September 2007

Financial Statements

Statement of accounting policies

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

Basis of preparation

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

Operating income

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

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation.

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

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

Cash flow statement

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

Pensions

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

Financial Statements

Income and Expenditure Account

for the year to 30 June 2007

	Notes	**Year ended 30 June 2007** €	Year ended 30 June 2006 €
Operating income	*1*	**1,265,142**	1,096,276
Operating expenditure	*2*	**(952,913)**	(970,082)
Operating surplus/(deficit)		**312,229**	126,194
Profit on disposal of fixed assets		**19,844**	-
Interest income		**68,560**	42,115
Surplus for the financial year	*10*	**400,633**	168,309

The results derive from continuing operations.

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

On behalf of the Board

D. O'Keeffe — *Chairperson*

W. M. McCann — *Deputy Chairperson*

Financial Statements

Balance Sheet

as at 30 June 2007

	Notes	**30 June 2007** €	30 June 2006 €
Fixed assets			
Tangible assets	*6*	**33,689**	-
Current assets			
Debtors and prepayments	*7*	**119,016**	203,139
Cash at bank		**2,215,621**	1,753,179
		2,334,637	1,956,318
Creditors: amounts falling due within one year	*8*	**(55,021)**	(43,646)
Net current assets		**2,279,616**	1,912,672
Total assets less current liabilities		**2,313,305**	1,912,672
Accumulated surplus and reserve			
Contingency reserve	*9*	**2,250,000**	1,850,000
Income and Expenditure account	*10*	**63,305**	62,672
		2,313,305	1,912,672

On behalf of the Board

D. O'Keeffe — *Chairperson*

W. M. McCann — *Deputy Chairperson*

Financial Statements

Notes

1 Operating income

	Year ended 30 June 2007	Year ended 30 June 2006
	€	€
Relevant company annual charges	**590,338**	548,017
Document charges	**303,530**	92,500
Contract note levies	**368,524**	454,127
Other	**2,750**	1,632
	1,265,142	1,096,276

2 Operating expenditure

	Year ended 30 June 2007	Year ended 30 June 2006
	€	€
Operating expenditure includes:		
Depreciation	**11,185**	11,111
Auditor's remuneration	**6,050**	6,050

3 Employees

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

	Year ended 30 June 2007	Year ended 30 June 2006
	Number	Number
Number:		
Administration	**5**	5
Directors	**7**	8
	12	13

Notes (continued)

3 Employees *(continued)*

Costs:	**Year ended 30 June 2007**	Year ended 30 June 2006
	€	€
Salaries	**315,984**	283,262
Directors' remuneration	**254,000**	237,769
PRSI costs	**29,493**	27,685
Pension costs (note 4)	**45,168**	44,257
	644,645	592,973

4 Pension costs

	Year ended 30 June 2007	Year ended 30 June 2006
	€	€
Pension charge	**45,168**	44,257

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 €45,168 (2006: €44,257) are included within operating expenditure. At 30 June 2007 €8,555 (2006: €3,507) was prepaid within debtors in relation to this scheme.

5 Taxation

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

Notes (continued)

6 Tangible assets

	Motor vehicles €	Fixtures and fittings €	Computers €	Total €
***Cost*:**				
At 1 July 2006	44,441	41,834	16,923	103,198
Additions	44,200	674	-	44,874
Disposals	(44,441)	-	-	(44,441)
At 30 June 2007	**44,200**	**42,508**	**16,923**	**103,631**
Depreciation:				
At 1 July 2006	44,441	41,834	16,923	103,198
Charge for year	11,050	135	-	11,185
Disposals	(44,441)	-	-	(44,441)
At 30 June 2007	**11,050**	**41,969**	**16,923**	**69,942**
Net book value:				
At 30 June 2006	-	-	-	-
At 30 June 2007	**33,150**	**539**	**-**	**33,689**

7 Debtors and prepayments

	30 June 2007 €	30 June 2006 €
Debtors	**7,316**	2,904
Prepayments and accrued income	**111,700**	200,235
	119,016	203,139

Notes (continued)

8	**Creditors:** amounts falling due within one year	**As at 30 June 2007**	As at 30 June 2006
		€	€
	Trade creditors	**921**	644
	Accrued expenses	**9,557**	43,002
	PAYE and Social Welfare insurance	**44,543**	-
		55,021	43,646

9	**Contingency reserve**	**As at 30 June 2007**	As at 30 June 2006
		€	€
	At beginning of year	**1,850,000**	1,702,304
	Transfer from Income and Expenditure Account	**400,000**	147,696
	At end of year	**2,250,000**	1,850,000

10	**Income and Expenditure account**	**As at 30 June 2007**	As at 30 June 2006
		€	€
	At beginning of year	**62,672**	42,059
	Surplus for financial year	**400,633**	168,309
	Transfer to contingency reserve	**(400,000)**	(147,696)
	At end of year	**63,305**	62,672

11 Approval of financial statements

The Board of Directors approved these financial statements on 25 September 2007.

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 following are the Rules, made by the Panel, which are currently applicable:

Irish Takeover Panel Act, 1997, Takeover Rules, 2001;
Irish Takeover Panel Act, 1997, Substantial Acquisition Rules, 2001;
Irish Takeover Panel Act, 1997, Takeover (Amendment) Rules, 2002;
Irish Takeover Panel Act, 1997, Takeover (Amendment) Rules, 2005;
Irish Takeover Panel Act, 1997, Substantial Acquisition Rules, 2005;
Irish Takeover Panel Act, 1997, Takeover (Amendment) Rules, 2006; and
Irish Takeover Panel Act, 1997, Takeover (Certain Relevant Companies) Rules, 2006.

In addition to the above, certain Rules applied by the Regulations are also applicable in certain circumstances.

These Rules have been made principally to ensure that takeovers (including takeover bids) and other relevant transactions comply with the General Principles set out in the Schedule to the Act. The Rules also provide an orderly framework within which takeovers are conducted. They are not concerned with the financial or commercial advantages or disadvantages of a takeover, which are matters for the companies concerned and their shareholders. Neither are the Rules concerned with issues such as competition and merger policies, which are regulated under different legislation.

Members of the Panel and Board of Directors

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

Consultative Committee of Accountancy Bodies – Ireland
Law Society of Ireland
Irish Association of Investment Managers
Irish Bankers Federation
Irish Stock Exchange Limited

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

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

The Executive

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

Enforcement of the Rules

The Act gives the Panel statutory authority to make rulings as to whether any activity or proposed activity complies with the General Principles and the Rules. The Panel is also empowered to give directions to any party to a takeover to do or refrain from doing anything specified by the Panel. The Panel may also investigate a person's conduct where it reasonably believes that a contravention of the General Principles or Rules has occurred or may occur. Where appropriate, the Panel may advise, admonish or censure such a person in relation to his or her conduct. In order to carry out its functions, the Panel may conduct a hearing in relation to the matter concerned. For the purposes of such a hearing, the Panel has the same powers, rights and privileges as are vested in the High Court in relation to compelling attendance, examining on oath and compelling the production of documents. The Act also affords witnesses before the Panel the same immunities and privileges as witnesses before the High Court.

Access to Reports

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

Charges

In order to defray the expenses incurred in the performance of its functions under the Act, the Panel is authorised to impose charges on relevant companies, on offerors who are not relevant companies, on dealings in the securities of relevant companies and on documentation submitted to the Panel in accordance with the Rules or in relation to Panel proceedings. The consent of the Minister to the current level of charges, which are set out on pages 25 and 26 has been obtained.

Panel Charges

made under section 16 of the Act and effective from 1 July 2007.

1. *Annual charge payable by relevant companies*

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

Market Capitalisation € 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 2006 to 30 June 2007

(i)	Ely Property Group plc	Recommended cash offer by Newcourt Group plc
(ii)	South Wharf plc	Recommended acquisition of South Wharf plc by Becbay Limited, a company owned by a consortium of investors, by means of a scheme of arrangement
(iii)	Aer Lingus Group plc	Cash offer by Ryanair Holdings plc
(iv)	FireOne Group plc	Recommended cash offer by Optimal Acquisition Inc.
(v)	International Marketing & Sales Group plc	Transfer, without change of beneficial interests, to a new Jersey registered company, International Marketing & Sales Group Limited
(vi)	Irish Continental Group plc	Recommended acquisition by Aella plc, a company ultimately owned by certain members of the management of Irish Continental Group plc, by means of a scheme of arrangement
(vii)	CNG Travel Group plc	Recommended cash offer by Corporate Travel Holdings, Inc., a company owned by certain members of the management and board of directors of CNG Travel Group plc
(viii)	Calyx Group plc	Recommended acquisition by Stornoway Limited, a company ultimately owned by certain members of the management of Calyx Group plc and Alchemy Partners, by means of a scheme of arrangement

Appendix 3

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

Rulings

The Panel issued one hundred and eighteen rulings during the year of which eighty-two related to the takeover of Aer Lingus Group plc and fifteen related to the takeover of Irish Continental Group plc. The majority of the remaining rulings were issued in connection with the takeovers of Ely Property Group plc, Calyx Group plc and CNG Travel Group plc.

Waivers

Four waivers were granted during the year. Three of the waivers were in respect of waivers of Rule 4.4 (dealings in offeree securities by certain associates of the offeree) while the remaining waiver was in respect of a waiver of Rule 37 (redemption or purchase by a company of its own securities).

Derogations

The Panel granted three derogations during the year two of which related to the takeover of Aer Lingus Group plc while the remaining derogation related to the takeover of Calyx Group plc.

Directions

No directions were issued by the Panel during the year.

Enquiries (section 9(5))

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