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**FORM 8.1(d)(ii)**

**(Private disclosure)**

**IRISH TAKEOVER PANEL**

**DEALING DISCLOSURE UNDER RULE 8.1(d)(ii) OF THE IRISH TAKEOVER PANEL ACT, 1997, TAKEOVER RULES, 2022 BY CONNECTED EXEMPT FUND MANAGERS ON BEHALF OF DISCRETIONARY CLIENTS**

**1. KEY INFORMATION**

|  |  |
| --- | --- |
| **(a) Name of exempt fund manager:** |  |
| **(b) Name of offeror/offeree in relation to** **whose relevant securities this form** **relates:**  *Use a disclosure form for each offeror/* *offeree* |  |
| **(c) Name of offeror/offeree with which** **exempt fund manager is connected:** |  |
| **(d) Date dealing undertaken:** |  |
| **(e) In addition to the company in 1(b)** **above, is the exempt fund manager** **also making disclosures in respect of** **any other party to the offer?**  *If it is a cash offer or possible cash offer,* *state “N/A”* | **YES / NO / N/A**  *If YES, specify which:* |

**2. INTERESTS AND SHORT POSITIONS**

*If there are interests and short positions to disclose in more than one class of relevant securities of the same offeror or offeree named in 1(b), copy table 2 for each additional class of relevant security.*

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**Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing** (Note 1)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Class of relevant security:** (Note 2) |  | | | |
|  | **Interests** | | **Short positions** | |
| **Number** | **%** | **Number** | **%** |
| **(1) Relevant securities owned** **and/or controlled:** |  |  |  |  |
| **(2) Cash-settled derivatives:** |  |  |  |  |
| **(3) Stock-settled derivatives** **(including options) and** **agreements to purchase/** **sell:** |  |  |  |  |
| **Total:** |  |  |  |  |

*All interests and all short positions should be disclosed.*

*Details of options including rights to subscribe for new securities and any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8.*

**3. DEALINGS BY THE EXEMPT FUND MANAGER** (Note 3)

*Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(b), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.*

*The currency of all prices and other monetary amounts should be stated.*

**(a) Purchases and sales**

|  |  |  |  |
| --- | --- | --- | --- |
| **Class of** **relevant** **security** | **Purchase/sale** | **Number of** **securities** | **Price per unit** (Note 4) |
|  |  |  |  |

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**(b) Cash-settled derivative transactions**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Class of** **relevant** **security** | **Product** **description** *e.g. CFD* | **Nature of dealing** *e.g. opening/* *closing a long/* *short position,* *increasing/ reducing a long/* *short position* | **Number of** **reference** **securities** (Note 5) | **Price** **per unit** (Note 4) |
|  |  |  |  |  |

**(c) Stock-settled derivative transactions (including options)**

**(i) Writing, selling, purchasing or varying**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Class of  relevant  security** | **Product  description** *e.g. call option* | **Writing,  purchasing, selling, varying etc.** | **Number  of  securities  to which  option  relates** (Note 5) | **Exercise  price per  unit** | **Type** *e.g.  American,  European  etc.* | **Expiry** **date** | **Option** **money** **paid/** **received** **per unit** |
|  |  |  |  |  |  |  |  |

**(ii) Exercise**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Class of** **relevant** **security** | **Product** **description** *e.g. call option* | **Exercising/** **exercised** **against** | **Number of** **securities** | **Exercise** **price per** **unit** (Note 4) |
|  |  |  |  |  |

**(d) Other dealings (including transactions in respect of new securities)**

|  |  |  |  |
| --- | --- | --- | --- |
| **Class of** **relevant** **security** | **Nature of dealing** *e.g. subscription, conversion, exercise* | **Details** | **Price per unit** **(if applicable)** (Note 4) |
|  |  |  |  |

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**4. OTHER INFORMATION**

**(a) Indemnity and other dealing arrangements**

|  |
| --- |
| **Details of any indemnity or option arrangement, or any agreement** **or understanding, formal or informal, relating to relevant securities** **which may be an inducement to deal or refrain from dealing** **entered into by the exempt fund manager making the disclosure** **and any party to the offer or any person acting in concert with a** **party to the offer:**  *Irrevocable commitments and letters of intent should not be included. If* *there are no such agreements, arrangements or understandings, state* *“none”* |
|  |

**(b) Agreements, arrangements or understandings relating to options or derivatives**

|  |
| --- |
| **Full details of any agreement, arrangement or understanding** **between the person disclosing and any other person relating to the** **voting rights of any relevant securities under any option referred to** **on this form or relating to the voting rights or future acquisition or** **disposal of any relevant securities to which any derivative referred** **to on this form is referenced. If none, this should be stated.** |
|  |

**(c) Attachments**

|  |  |
| --- | --- |
| **Is a Supplemental Form 8 attached?** | **YES/NO** |

|  |  |
| --- | --- |
| **Date of disclosure:** |  |
| **Contact name:** |  |
| **Telephone number:** |  |

*Private disclosures under Rule 8.1(d)(ii) of the Rules must be emailed to the Panel at admin@irishtakeoverpanel.ie*

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**NOTES ON FORM 8.1(d)(ii)**

***1. See the definition of “interest in a relevant security” in Rule 2.5 of Part A of the Rules and see Rule 8.6(b) of Part B of the Rules.***

***2. See the definition of “relevant securities” in Rule 2.1 of Part A of the Rules.***

***3. See the definition of “dealing” in Rule 2.1 of Part A of the Rules.***

***4. If the economic exposure to changes in the price of securities is limited, for example, by virtue of a stop loss arrangement relating to a spread bet, full details must be given.***

***5. See Rule 2.5(d) of Part A of the Rules.***

***6. If details included in a disclosure under Rule 8 are incorrect, they should be corrected as soon as practicable in a subsequent disclosure. Such disclosure should state clearly that it corrects details disclosed previously, identify the disclosure or disclosures being corrected, and provide sufficient detail for the reader to understand the nature of the corrections. In the case of any doubt, the Panel should be consulted.***

***For full details of disclosure requirements, see Rule 8 of the Rules. If in doubt, consult the Panel.***

***References in these notes to “the Rules” are to the Irish Takeover Panel Act, 1997, Takeover Rules, 2022.***