

Form SRSO1- Income Tax



Return of Information of an Approved Savings Related Share Option Scheme

(Paragraph 6A Schedule 12A Taxes Consolidation Act 1997)

In any communication
please quote:
SRSO

PERIOD ENDED 31 DECEMBER 2011

Name of Approved Scheme:

(approved under Schedule 12A Taxes Consolidation Act 1997)

Please read the notes on Page 10 before completing the form and signing the declaration

You are required to :

- (a) complete the form as required,
- (b) complete the declaration on page 7,
- (c) send the completed form to the Section named below on or before **31 March 2012 (Note 1)**.

Office of the Revenue Commissioners,
Employee Share Scheme Section,
Personal Income Tax Branch 1,
Income & Capital Taxes Division,
Stamping Building,
Dublin Castle,
Dublin 2.

Telephone : +353-1-6475000

The required information should be supplied on a separate sheet if the space under any heading is inadequate.

Penalties : Failure to make the required return or the making of an incorrect return will give rise to penalties

If a section does not apply write NONE

1. Options Granted

A. Complete one of the columns below for each date on which options were granted under the scheme during the year. (If on any date options were granted over more than one class or denomination of share, complete a separate column for each class or denomination of share.)

1. The date(s) of grant of share options.

2. The name of the company over whose shares the options were granted.

Its company registered number in Ireland.

The nominal value and class of those shares.

3. The date(s) on which the market value of a share was taken for the purpose of determining the subscription price at which options may be exercised.

4. The market value in Euro of a share on the date(s) at 3. above.

5. The source of the valuation at 4. above. Please tick appropriate box :

• by reference to the Stock Exchange Daily Official List

• by agreement with the Revenue Commissioners (**Note 2**)

6. The subscription price per share in Euro at which options may be exercised.

B. Please state

the number of directors and employees to whom options were granted during the year by reference to certified contractual savings scheme repayments which are taken as including

a. the maximum (7 year) bonus

b. the standard (5 year) bonus

c. the standard (3 year) bonus

d. no bonus

If options were granted during the year, you must complete item 5C on page 6.

For each grant date please complete Page 8 giving the name, PPS number, duration of option and the number of shares, which can be acquired on exercise in respect of each participant.
Please indicate directors by placing a 'D' beside their name.

C. Please state the total number of **employees** in the company and any **participating companies** on the date the options were granted.

D. Please state the total number of **eligible employees** in the company and any **participating companies** on the date the options were granted.

2. Options Exercised

This section relates only to the exercise of options during the year in the circumstances referred to in Section 519A(4) Taxes Consolidation Act 1997.

The circumstances are those in which the exercise of the option may result in an income tax charge on the gain arising. They may occur only where the option has become exercisable for one of the following reasons and was exercised **less than three years after the grant of the option.**

- a person gaining control of the company (a **take-over**) following a general offer to acquire the whole of one or more classes of the company's shares or a person becoming **bound or entitled** to acquire shares in the company under Section 204 Companies Act 1963
- the **amalgamation or reconstruction** of the company under a scheme sanctioned by the court
- a resolution being passed for the **voluntary winding up** of the company
- the **sale out of the group** of the **company** for which the option holder worked
- the **sale out of the group** of the **business or part of a business** in which the holder worked

If such an event has occurred, please **tick appropriate box and give the following information for each individual who has exercised an option less than three years after the grant of the option.**

(If more than one event has occurred please complete a separate schedule in respect of each one.)

Date of the event giving rise to the income tax charge DD/MM/YYYY 1	Name and PPS number of participant 2	Name of employing company 3	Date option granted DD/MM/YYYY 4	Date option exercised DD/MM/YYYY 5	No. of shares acquired 6	Subscription price paid per share € 7	Market Value per share at date of exercise € 8

3. Variation in Share Capital (Note 3)

Give details of any variations (of the subscription price per share and of the number of shares included in options) which have been made to take account of any variation in the share capital of which the scheme shares form part.

Has the variation of options referred to above been agreed with the Revenue Commissioners? Yes No
 Please tick one box

4. Exchange of Options (Note 4)

If options have been released and replacement options granted under paragraph 16, Schedule 12A Taxes Consolidation Act 1997, you must fill in the rest of this page and page 5 giving details of any replacement options granted or exercised during the year.

Replacement options granted

Has the basis of exchange been agreed with the Revenue Commissioners? Yes No
 Please tick one box

Name of company over whose shares replacement options were granted.

Its company registration number.

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The date of grant of replacement options.

The nominal value and class of share(s) over which replacement option(s) were granted.

The subscription price per share in Euro at which replacement options may be exercised.

4. continued Replacement Options Exercised

This section relates **only** to the exercise of options during the year in the circumstances referred to in Section 519A(4) Taxes Consolidation Act 1997.

The circumstances are those in which the exercise of the option may result in an income tax charge on the gain arising. They may occur only where the option has become exercisable for one of the following reasons and was exercised **less than three years after the grant of the option.**

- a person gaining control of the company (**take-over**) following a general offer to acquire the whole of one or more classes of the company's shares or a person becoming **bound or entitled** to acquire shares in the company under Section 204 Companies Act 1963
- the **amalgamation or reconstruction** of the company under a scheme sanctioned by the court
- a resolution being passed for the **voluntary winding up** of the company
- the **sale out of the group** of the **company** for which the option holder worked
- the **sale out of the group** of the **business or part of a business** in which the option holder worked

If such an event has occurred, please tick the appropriate box and complete page 5 in respect of each individual who has exercised an option **less than three years after the grant of the option.** (If more than one event has occurred please complete a separate schedule in respect of each one.)

Date of the event giving rise to the income tax charge DD/MM/YYYY	Name and PPS number of participant	Name of employing company	Date option granted DD/MM/YYYY	Date option exercised DD/MM/YYYY	No. of shares acquired	Subscription price paid per share €	Market Value per share at date of exercise €
1	2	3	4	5	6	7	8

5. Summary (Notes 5 and 6)

A. Option holders

1. The number of participants who, **during 2011**, exercised options under the scheme.
2. The number of participants who, **during 2011**, exercised replacement options under the scheme.
3. The number of participants who, **during 2011**, cancelled their options or let them lapse. State the number of options cancelled/lapsed and the year(s) originally granted.
4. The highest amount of monthly savings contributions being paid by any one participant in connection with an option(s) granted at any time under the scheme and the number of participants paying this amount (**Note 5**).

3 year option	Amount	€		Number	
5 year option	Amount	€		Number	
7 year option	Amount	€		Number	

B. Market value of 'scheme shares'

If the scheme shares are quoted on any recognised stock exchange or listed on NASDAQ please state the market value in Euro at 31 December 2011.

C. Options granted

Please give a separate figure for each class or denomination of shares.

1. The total number of shares over which options were granted during the year:

	Options	Replacement Options
3 year option		
5 year option		
7 year option		

2. Please complete page 8 giving, for each grant date, the name, PPS number, duration of option and the number of shares which can be acquired on exercise in respect of each participant. Please indicate directors by placing a 'D' beside their name.

D. Options exercised (Note 7)

Please give a separate figure for each class or denomination of share.

1. The total number of shares issued or transferred on the exercise of options and replacement options during the year.

	Options	Replacement Options
1. The total number of shares issued or transferred on the exercise of options and replacement options during the year.		
2. The total amount in Euro paid by the participants for the acquisition of those shares.		€
3. The total market value in Euro of the shares acquired at the date(s) of exercise.	€	€
2. The total amount in Euro paid by the participants for the acquisition of those shares.
3. The total market value in Euro of the shares acquired at the date(s) of exercise.
4. Please provide on a **separate sheet** for each option exercised, the name, PPS number, market value of shares at date of exercise and the number of shares, which were acquired on exercise in respect of each participant. Please indicate directors by placing a 'D' beside their name.

6. Participating companies

If a subsidiary company has become a participating company during the year, please give the following information, in a separate schedule if necessary, for each such company:

a. name of company

b. registered office address

c. date company became a participating company

d. the company's corporation tax reference number and if different the company's P.A.Y.E. registered number

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A copy of the Board resolution nominating the new participating company must be attached if not already submitted.

If a company has ceased to be a participating company, please give the same information as above stating clearly that the company is no longer a participating company. (For item c. state the date on which it ceased to be a participating company). If any company has ceased to be a participating company, at the time it ceased did that company employ any persons eligible to participate in the scheme?

Please tick one box.

Yes

No

List below companies which have become, or ceased to be, participating companies.

Please read the notes on page 10 carefully before you complete the declaration below.

7. Declaration (Note 8)

To the best of my knowledge and belief

- the particulars given on this form are correct and complete
- all exercises of options were under the terms of the scheme approved by the Revenue Commissioners
- throughout the year (or that part of it in which options subsisted) the scheme shares **(Note 3)** satisfied the conditions in paragraphs 10 to 15 Schedule 12A Taxes Consolidation Act 1997
- no alterations have been made to the scheme which have not been approved in writing by the Revenue Commissioners

Signature

Date

Capacity of Signature

Options Granted

The following information is required for the year ended 31 December 2011 in respect of options granted under the rules of the scheme.

Name of participant 1	PPS number of participant 2	Name of employing company 3	Date option granted DD/MM/YYYY 4	No. of shares over which options(s) granted 5	Market Value of share at date of grant of option € 6	Price at which shares can be purchased on exercise of option € 7

Options Exercised

The following information is required for the year ended 31 December 2011 in respect of each exercise of an option granted under the rules of the scheme.

Name of participant	PPS number of participant	Name of employing company	Date option granted DD/MM/YYYY	Date of exercise of option DD/MM/YYYY	Market Value and class of share acquired €	No. of shares acquired	Subscription price paid per share €
1	2	3	4	5	€ 6	7	€ 8

Notes to help you complete Form SRSO 1

1. You are required under paragraph 6A Schedule 12A Taxes Consolidation Act 1997 to complete this return of information.

Under paragraph 4(1) Schedule 12A Taxes Consolidation Act 1997, the Revenue Commissioners may withdraw approval of a scheme because of the company's failure to make a return.

The law also provides for penalties for failure to make a return, or for the making of a false return, or helping to make a false return.

2. If the company is unquoted, agreement of the share valuation by the Revenue Commissioners is essential.
3. Reference to scheme shares are to shares over which options have been granted under the approved Savings-Related Share Option Scheme.
4. Complete section 4 only in respect of companies which have been taken-over since options were granted under the scheme.
5. Base both the 'amount' and 'number' entries at 5.A.4. on savings contributions linked to options that have been granted under the scheme during the period ended 31 December 2011 or in any earlier year.
6. Please include participants whose options have lapsed or been cancelled during the year without being exercised separately at 5.A.3.
7. If any participants have exercised options during the year, please provide details of the shares they obtained upon exercise at item 5.D. on page 6.
8. The declaration should be completed by the Company Secretary or other officer duly authorized to act in that behalf.