

Section 4 Ownership, control and staffing of the company which will operate the service



4 Ownership, Control and Staffing

4.1.i Please provide the following details in relation to each Director:

- Name, home address, age, nationality and current occupation;
- Background, media and other relevant experience;
- Substantial Interests held in relation to any communications media; or/and
- Control of any communications media.
- Involvement in any sound broadcasting service including the name of the service, the nature of involvement and period of involvement.

MORE FM's board is comprised of five directors from TV3, four independent directors, and the Managing Director designate.

The board of directors has proven and relevant skills to enable MORE FM to successfully operate the new radio service, are experienced in business, finance, news, programming, marketing and engineering, and a representative of the multi-city area.

David McRedmond (Chairman) is a skilled and experienced CEO with an enviable track record of growing businesses with both Waterstones and WHSmith in the US and UK, and more recently with Eircom where he was Commercial Director.

Jane McDonnell, from Blackrock in Co. Dublin, has twenty years media experience. In her time as editor of Image magazine, she firmly established it as the leading "thinking womans" magazine. She recently set up her own publishing house, Gloss Publications, and launched The Gloss Magazine.

Dr John O'Mahony SC is a native of Cork, where he studied medicine and law. A Senior Counsel, he is a former Chairman of the Criminal Injuries Compensation Tribunal and was a board member of the National Theatre of Ireland. His is currently Chairman of the National Museum of Ireland.

Tony Brazil represents our Limerick constituency. He owns and operates Limerick Travel and has been a director of Bord Failte and Aer Rianta, as well as spending twelve years as Chairman of the Convention Bureau of Ireland.

Charles Sinnott brings Galway interests to our board. He built his hotel business in Galway, before expanding into Dublin ten years ago. Charles is a former Director of Galvia Hospital and Bord Failte, and is currently a director of Tourism Ireland Ltd.

Peter Ennis was TV3's first Irish employee and was responsible for the technical build of the station and the transmission network. A professional engineer, he is a member of the IET (formerly IEE) and has an MBA in corporate finance and marketing.

Debbie O'Donnell, a Cork native, has worked for Sky News in London, before returning to Dublin to launch and produce Ireland AM for TV3. She has an Honours degree in Sociology and Psychology and took a post graduate degree in Public Relations.

Andrew Hanlon has spent his whole career in Irish broadcasting and was the founder and Managing Director of the Irish national radio news service INN. He was previously Head Of News of Dublin's 98FM and, since 1998 has been Director of News and Programming at TV3.

Kathy Curran is a chartered accountant, specialising in media. She was financial controller of TDI Metro, before joining TV3 in 1998. Since 2002 Kathy has been Director of Finance for the network.

Chairman

David McRedmond

17 Spencer Villas
Glenageary
Co. Dublin

age 44

nationality Irish

occupation CEO TV3 Television Network Limited

background David is the Chief Executive of TV3 Television.

David started his career in retailing in both the UK and USA. He was Operations Director of Waterstone's, CEO of WH Smith Inc in the US, and Managing Director of WH Smith Travel Retail – the airport and station business across the UK.

In 2000 he returned to Ireland as Managing Director, Enterprises at eircom where he was responsible for non-core business, and was chairman of Golden Pages Ltd. David was responsible across the business for Strategy, Regulation and Corporate Communications. With the flotation of eircom in March 2004 he was appointed to the plc board as Group Commercial Director. He was also chairman of Eircom Phonewatch Ltd

David has an MA degree in Modern History from University College Dublin.

media interests Tullamore Alpha Limited, Tullamore Beta Limited, Tullamore Finco Limited, TV3 Enterprises Limited, CanWest Ireland Sales Limited, TV3 Television Network Limited

media control None

sound broadcasting None

Director

Peter Ennis

Hillcrest
Killincarrig
Greystones
Co. Wicklow

age 48

nationality Irish

occupation Director of Operations and Technology, TV3

background Peter is the Director of Operations and Technology at TV3, where he is also responsible for Business Development.

Peter started his career in BBC Radio, and after spells in RTE and Sony UK joined Windmill Lane as Chief Engineer. During his time at Windmill Lane he oversaw Windmill's transition from analogue to digital technology, before leading Windmill's successful bid to televise the Houses of the Oireachtas. He was responsible for setting up the Oireachtas Broadcast Unit, and subsequently served as the first Director of the unit. In his time at Windmill Lane Peter was also involved in the submission for the national commercial television license, which later became TV3.

In the early 1990's Peter joined the then fledgling Avid Technology as Sales and Marketing Manager for Southern Europe, Africa and the Middle East.

Peter returned to Ireland in 1998 to join TV3, where he was the first Irish employee. Peter was responsible for the construction of all TV3's broadcast, production and transmission infrastructure, which went from a bare shell to on-air in little over five months. He is responsible for all Operational and Technology issues within TV3, and is also responsible for development of new business opportunities including radio.

Peter is a Member of the Institution of Engineering and Technology (formerly the IEE), and holds an MBA in Corporate Financial Strategy and International Marketing.

media interests TV3 Television Network Limited

media control None

sound broadcasting None

Director

Kathleen Curran

3 Sandymount Castle Park
Sandymount
Dublin 4

age 40

nationality Irish

occupation Director of Finance

background Kathy is Director of Finance at TV3, a position she has held since 2002. Previously Kathy was Financial Controller of TV3, joining the company in that position in June 1998, 3 months prior to the launch.

Before joining TV3 Kathy was Financial Controller of TDI Metro Limited, a major force in the outdoor media advertising market in Ireland and market leaders in transit advertising. She was a member of the executive management committee at TDI Metro limited from December 1995.

Kathy is a chartered accountant having qualified and trained with PwC. She is also an associate of the Institute of Taxation. Kathy's post qualification work experience to date has been in distribution and media industries.

Kathy graduated with a Bachelor of Business Studies Honours Degree from Trinity College Dublin.

media interests CanWest Entertainment International Distribution Limited, CanWest Ireland Nominees Limited, CanWest Ireland Sales Limited, CanWest Mediaworks Ireland Holdings Limited, Seven Arts International Distribution Limited

media control None

sound broadcasting None

Director

Charles Sinnott

Ardnasillagh
Oughterard
Co. Galway

age 59

nationality Irish

occupation Hotelier

background Charles has worked in the hospitality industry for more than 30 years.

Starting out in hotel management he operated a number of hotels around the country, before being appointed Managing Director of Trusthouse Forte (Ireland) Ltd.

His own hotel business was started in Galway in the mid 80s, with the purchase of the Connemara Coast. The hotel has been radically upgraded and extended and now has 150 guest rooms. In 1997 built the Brooks Hotel in Dublin - a 90 room designer hotel in Drury Street.

Charles is a fellow of the Irish Hotel and Catering Institute (IHCI), a former director of Bord Failte, a former director and Chairman of the Western Regional Tourism Organisation, a former director and Chairman of Galvia Hospital (Galway) and is currently a director of Tourism Ireland Ltd.

media interests None

media control None

sound broadcasting None

Director

Tony Brazil

Euroville
Ballyclough
Co Limerick**age** 64**nationality** Irish**occupation** Managing Director, ICC and Limerick Travel**background** Tony owns and operates Limerick Travel- one of the country's leading Retail Travel Agencies. He has been in the travel and tourism business for over 40 years and spent twelve years as Chairman of the Convention Bureau of Ireland.

He has served for a record six years as President of the Irish Travel Agents Association, and is a former Chairman of the Irish Guild of European Business Travel Agents.

With over 15 years experience at Semi-State level as a Director of Bord Failte and Aer Rianta he brings a wealth of business and board level experience to the group.

Tony is active in a wide number of community groups, including Friends of University of Limerick, Board member of Hunt Museum, Honorary Consul for Spain, and a member of Mid West executive IBEC.

media interests None**media control** None**sound broadcasting** None

Director

Jane McDonnell

3 Anglesea Avenue
Blackrock
Co Dublin**age** 44**nationality** Irish**occupation** Managing Director Gloss Publications**background** Jane is founder and managing director of Gloss Publications and publisher of The Gloss Magazine

A graduate of TCD, Jane has over 20 years' experience in publishing, internationally at Conde Nast (Vogue, House & Garden, Brides), at the European edition of W and at Carlton magazines in the UK as well as Image Publications in Ireland, where under her direction the company expanded to produce two market leaders, including Image and Image Interiors which she founded in 1990.

She launched Health in 1999 and Business in 2005.

In 2006 Jane left to establish Gloss Publications which launched its first title, The Gloss Magazine, in October 2006.

media interests Gloss Publications Ltd
Earlsfort Publications Ltd**media control** Gloss Publications Ltd
Earlsfort Publications Ltd**sound broadcasting** None

Director

Debbie O'Donnel

25, The Rock Road
Blackrock
Co Dublin

age 34

nationality Irish

occupation Television Producer

background Debbie was born and educated in Cork. She studied at UCC graduating with an Honours degree in Sociology and Psychology. She then moved to Dublin and obtained a post-graduate degree in Public Relations at DIT.

Debbie worked with Fleishman Hillard Saunders PR for a year, before moving to London to work at Sky News on the "Sunrise" breakfast programme. She returned to Ireland to join TV3 for the start of Ireland AM, which she moulded and produced for seven years.

She remains Executive Producer of Ireland AM, but now also produces Xpose - TV3's daily prime-time entertainment show.

media interests None

media control None

sound broadcasting None

Director

Dr John O'Mahony S.C.

21, South Mall
Cork

age 59

nationality Irish

occupation Senior Counsel

background John, a native of Cork, studied Medicine and Law at UCC and subsequently lectured in Forensic Medicine and Jurisprudence at University College Cork.

He was called to the Inner Bar in 1986, and to the English Bar at Inner Temple in 1982. Dr O'Mahony has served on the Southern Health Board, is a former Chairman of the Criminal Injuries Compensation Tribunal, Vice-Chairman of the Employment Appeals Tribunal and has also served as a member of the Board of the National Theatre of Ireland.

He also serves as an arbitrator with the Disputes Resolution Authority of the Gaelic Athletic Association, and since 2005 has been Chairman of the National Museum of Ireland.

A keen follower of all sports, he played hurling, Gaelic football and rugby in his younger days.

media interests None

media control None

sound broadcasting None

Director

Andrew Hanlon

Number 1
Breffni Terrace
Sandycove Road
Sandycove
County Dublin**age** 40**nationality** Irish**occupation** Director of News & Information Programming,TV3**background** Andrew has spent all of his professional life working in the Irish radio and television industry starting off in the pirate days of Radio Nova then onto RTE radio and television, 98fm, INN and finally to TV3 where he helped set up the channel in 1998.

With his 22 years working in the business, Andrew brings a wealth of experience to the MORE FM bid. He has an intimate knowledge of the Irish broadcasting scene having worked for many years as a practicing broadcast journalist and programme presenter, manager and owner in independent radio and TV.

He is also credited with conceptualising and bringing to fruition an idea which many in the industry thought would never work. In 1997 he founded and became Managing Director and Editor of INN and its sister company Adsat which now provide vital and important services to the Irish radio industry.

In 1998 Andrew was asked by TV3 to become the station's Director of News and Information Programming and establish Ireland's first independent television news service. Since then he and his team have built a strong, credible national brand in television news as well as creating other well known and market leading programmes such as Ireland am and the Political Party. Recently he became a shareholder and company director of TV3.

media interests Director TV3 Enterprises Limited**media control** None**sound broadcasting** None

i) Please indicate who among the Directors is Chairperson.

David McRedmond chairs the Board.

ii) Please provide the same information as in i. above for any other individual whom the Applicant is considering to appoint a Director.

We have included the information for our Managing Director Designate in our confidential appendix.

4.2 Shareholding Structure

i) Please detail the existing or proposed shareholding structure of the Applicant, specifying the total number of authorised and issued share capital, the class/classes of shares (i.e. voting, non-voting, preference, other etc.);

MORE FM Limited is a 100% subsidiary of TV3 Television Network Limited.

ii) Please set out the total value of loan stock;

MORE FM has appropriate capital investment to see the company through to profitability. There are no plans for loan stock.

iii) Please state:

a) The names and home addresses of all the shareholders of the Applicant;

TV3, Riverside One, Sir John Rogerson's Quay, Dublin 2.

b) The names and addresses of the beneficial owners

TV3 Television Network Limited

c) The total number of shares and the issue price

10,000,000 shares at €1 issue price. 2 x €1 shares have currently been issued.

d) The percentage of the voting rights attached

100%

e) The amount of loan stock subscribed to by each shareholder;

n/a

f) If the Applicant is not yet constituted, please indicate the number, class/classes and price of shares to be issued to each investor, and the amount of loan stock to be subscribed by each investor.

n/a

iv) Where a shareholder of the Applicant is a body corporate/entity, please provide the names, addresses and percentage of shares held by the shareholders of that entity.

TV3 Television Network Limited is 100% owned by TV3 Enterprises Limited (formerly CGMH).
TV3 Enterprises Limited is 100% owned by Tullamore Beta Limited.
Tullamore Beta Limited is 100% owned by Tullamore Alpha Limited.
Tullamore Alpha Limited is owned by Doughty Hanson entities (90.75%) and by senior members of the TV3 management team (9.25%).

v) Please indicate in relation the existing shareholders of the Applicant:

a) Substantial Interests in relation to any communications media ;

TV3 holds the commercial terrestrial television licence for the Republic of Ireland.

b) Control of any communications media

As above.

c) Recent financial history/ current financial status

TV3 Television Network Limited is well known to the BCI. The company has operated the national commercial terrestrial television service for the past 8 years, and is successful in audience and financial performance. TV3's most recent accounts are included in appendix.

A majority stake in TV3 was last year acquired by Doughty Hanson, one of the largest independent private equity firms in Europe with offices in London, Frankfurt, Milan, Paris and Stockholm. The firm has completed transactions in excess of 17 billion dollars since 1985. DH's activities in Irish media have taken place through Doughty Hanson & Co IV private equity fund which closed in January 2005 at €1 billion.

d) Involvement in any sound broadcasting service

TV3 holds a sound broadcasting contract for a television programme service originally issued by the IRTC in October 1997.

vi) Details of shareholders agreement

As MORE FM is a 100% subsidiary of TV3 Television Network Limited, it is covered by the shareholders agreement for the parent company. This shareholders agreement has been submitted to the BCI, and covers key issues governing management of the company including board composition; funding procedures; voting rights; dividend policy; pre-emption rights; exclusivity and confidentiality.

4.3 Management Structure

i) Please describe the proposed management structure of the Applicant.



ii) Please provide in relation to each of the following individuals, their full name, home address, age, qualifications and experience to date, in particular that which relates to the broadcast media:

MORE FM is, as you would expect from Ireland's largest commercial broadcaster, a properly funded, fully-resourced operation. We wish to employ the best possible management team for the station, and to this end we have entered into extensive discussions with a number of potential candidates. We have selected the best possible individuals for the key positions at the new station and have secured undertakings and agreement to join us if our application is successful. Their CV's are included in appendix.

a) Managing Director

See confidential appendix

b) Programme Director; and

See confidential appendix

c) Financial Controller.

tba

iii) Please specify the Applicant's policy in respect of:

a) management remuneration

Each member of the management team will be offered a highly competitive salary package. We believe in the virtuous circle of properly rewarding successful performance, and there will also be significant bonus packages included in management contracts, with a balanced scorecard approach.

b) employment contracts

All MORE FM staff will be issued with formal employment contracts comprising full terms, conditions and remuneration arrangements. Each contract will also include the company policy on sick pay, maternity leave, disciplinary and grievance procedure and other employment matters..

c) share options

We recognise the importance of incentivising management and staff, but do not believe that minority stakes in start-up businesses are the most appropriate way to drive performance and engender loyalty. TV3 has had an extremely low turnover of management, due to good working environment and practices coupled with appropriate performance incentives. Asking staff to fund our business with no planned return in the first 5 years is hardly an incentive. And, equally, if the only possible boost to their return is disposal of the company it does not necessarily deliver the desired long-term management focus.

We believe in providing our team with the tools to do the job, and rewarding excellent performance. To this end, we have taken a balanced scorecard approach, and removed the onus on a pure revenue or bottom line focus. We know that to be a successful operation all elements of the business need to be working effectively, and specific bonus schemes will be introduced for every member of staff. These will include financial performance, audience achievement and qualitative criteria, and will be individually tailored for each member of staff in a consultative process which takes cognisance of each individual's strengths and weaknesses and their key goals.

It's an established fact that the growth of a business long term is best accomplished by achieving a series of short-term goals along the way. It is the function of the Board of Directors to provide the long term vision, and to significantly reward management for achieving the agreed short and medium term goals which contribute to this long term success.

d) pensions and benefits; and

All staff will be eligible for the same benefits provided to all TV3 staff including:

- Contributory pension scheme.
- Health Insurance package (VHI Plan B or equivalent).
- Life insurance package that pays out 4 times salary to next of kin.
- Long term illness insurance.
- Our standard terms cover up to 6 months of illness, following which the company insurance policy extends continuous sick leave provision indefinitely. (This has already proved to be a worthwhile benefit with 2 people in the last 8 years needing this policy).
- Statutory holidays of 4 working weeks and 9 public holidays.

Staff are provided with comprehensive written contracts before they commence work. A staff handbook submitted to the BCI sets out company policy in all aspects of employment

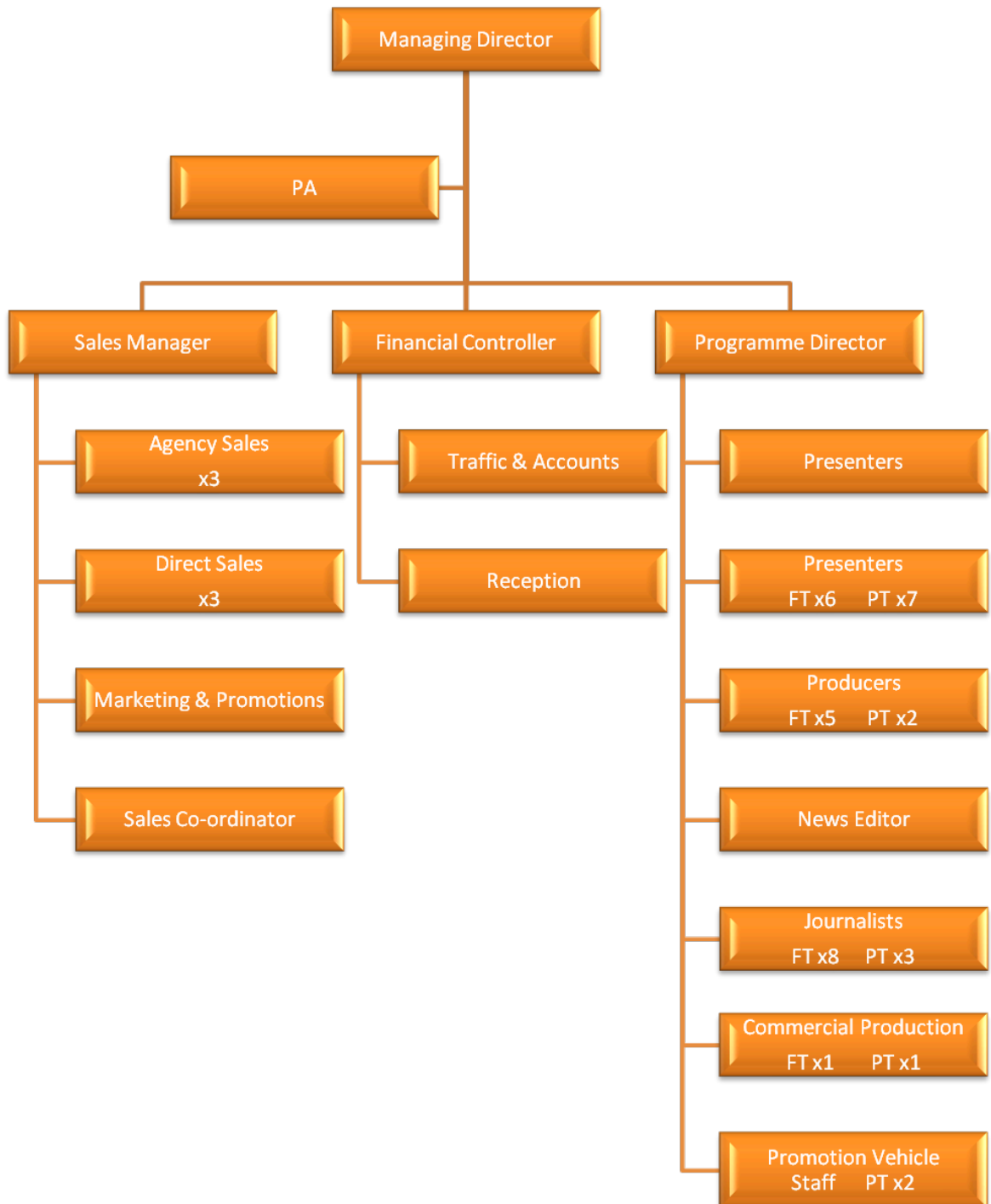
e) any other relevant commitments (financial or otherwise).

TV3 has an exemplary record in employment matters.

We believe that all employment is a two way street – a situation where both employer and employee should benefit. We believe not just in formal training schemes, but in coaching and mentoring. We know that the retention of staff speaks more than any contractual promise, and we have an exemplary track record in this respect. We are committed equal opportunity employers and have a long and proud history of actively recruiting and employing disabled individuals. TV3 also has a proven policy of promoting from within.

4.4 Staffing Matters

i) Please describe the proposed staffing structure of the Applicant



ii) Please indicate the proposed salary level for each full-time and part-time post identified under i) above.

Salary levels are competitive and reflect current market rates. However, this is not a business where staff are graded into specific pay brackets and we will always consider each employment package on an individual basis. Our indicative salary scales are set out in our confidential appendix. Salaries will be reviewed annually. All staff will be eligible for an individually tailored “balanced scorecard” bonus scheme.

iii) Please indicate the Applicant’s plans in relation to the sourcing and recruitment of staff.

MORE FM, as Ireland’s only multi-city radio service will operate to the same high standards as a National service, and we have already identified much of the on-air talent we would wish to recruit, and have already reached agreement with Mark Cagney and Aidan Cooney. With our management team in place, and their detailed knowledge and experience of the Irish commercial radio sector, there is no doubt that we are aware of most of the possible candidates for any position. We will engage in a high profile recruitment drive to enable us to identify the most talented potential members of staff. MORE FM, like TV3, will be an equal opportunities employer.

iv) Please describe the Applicant’s industrial relations policy, including its policy on recognising and negotiating with trade unions.

We recognise the right of any employee to become a member of a trade union, but our policy, in line with that of TV3, is to negotiate terms, conditions, salaries and benefits on an individual basis.

v) Please detail the Applicant's proposals in relation to staff remuneration and benefits, including pay agreements, pension schemes, etc.

All staff will be provided with comprehensive written contracts before they commence work. The staff handbook, derived from TV3 best policy, has been submitted to the BCI, and details all aspects of employment. Contracts will specify 6 months probation apart from short term and temporary positions. Notice periods will normally be two months on either side.

All staff will be eligible for the same benefits provided to all TV3 staff including:

Contributory pension scheme.

Health Insurance package (VHI Plan B or equivalent).

Life insurance package that pays out 4 times salary to next of kin.

Long term illness insurance.

Statutory holidays of 4 working weeks and 9 public holidays.

vi) Please detail the Applicant's staff training and development policy and strategy, including budgets.

We start with the significant advantage of having a successful commercial operation in place that can provide both formal, and hands-on informal training in many disciplines. Sales induction and key skills seminars would be undertaken by TV3 sales. Programme presentation and production training would be undertaken by the Managing Director and Programme Director. Key staff from TV3's newsroom, the biggest commercial broadcast newsroom in Ireland, will provide journalist training and voice coaching, and all technical and computer training will come from our IT department. MORE FM would wish to become a member of Learning Waves and to engage our staff on an on-going basis within these training initiatives.

Whilst we will organise a full programme of in-house training, as set out above, we recognise the advantage of outside training in broadening the skill set of radio station staff, and to this end we have budgeted €50,000 per annum a year for formal training initiatives.

vii) Please set out the Applicant's proposals, if any, for the involvement of staff in share option schemes.

Our financial forecasts show that MORE FM is unlikely to return early dividends to shareholders, and any the gain in company value will be merely a paper one. Furthermore, in a private company there is no ready market for realisation of share value, particularly with minority stakes. As our plans are to operate MORE FM as an ongoing profitable concern, there would be no obvious available exit for minority shareholders.

We have therefore decided to forgo the practice of offering unrealisable options to staff members and to broaden the policy of offering performance related bonuses to all employees and not just the management team and sales staff. We firmly believe that all staff members should have measurable performance related bonus schemes that are based on a balanced scorecard approach, and we will include these as a key provision of our employment contracts.