



Monday, 6 February 2006

Volante Group Limited 02 - Panel Receives Application

The Takeovers Panel advises that it has received an application from Commander Corporation Pty Limited (**Commander**), a subsidiary of Commander Communications Limited, in relation to its takeover offer for all the shares in Volante Group Limited.

Commander's application alleges that there are a number of deficiencies in the Volante target's statement. Furthermore, Commander also alleges that an article published in the Australian Financial Review (**AFR**) on Wednesday, 1 February 2006 (**Article**), which reported information disclosed in an interview with Mr Ian Penman, Volante's chief executive officer, contained additional material information which was not contained in the Target's Statement and Commander alleges was selective and misleading.

Commander has submitted that:

- (a) Volante has referred to a number of potential contracts in the Target's Statement but has not given adequate information relating to the contracts to allow Volante shareholders to make a properly informed decision of the value of Volante under different circumstances;
- (b) Volante has referred to the potential acquisition of another company or business by Volante in the Target's Statement but has given inadequate (or potentially conflicting) disclosure relating to the acquisition to allow Volante shareholders to make a properly informed decision of the value of Volante; and
- (c) Volante has disclosed information to a journalist of the AFR subsequently published in the Article regarding Volante which should have been disclosed to Volante shareholders by way of the lodgement of a supplementary target's statement.

Commander has sought final orders which include requiring Volante to issue a supplementary target's statement in order to rectify the alleged deficiencies identified in Commander's application and confirm or correct the information reported regarding Volante in the Article. Commander has also requested Volante undertake corrective advertising.

The Panel has not decided whether to conduct proceedings in relation to the application and makes no comment on the merits of the application. It also notes that

it has not received submissions from the other parties to the application and it is, therefore, unaware of their views.

The President of the Panel has appointed Louise McBride, Simon Withers and Nerolie Withnall (sitting President) as the sitting Panel to consider the application.

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