

IONA TECHNOLOGIES PLC  
Form DFAN14A  
July 11, 2008  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

**IONA TECHNOLOGIES PLC**

(Name of Registrant as Specified In Its Charter)

**PROGRESS SOFTWARE CORPORATION**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

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**Filed by Progress Software Corporation**

**Pursuant to Rule 14a-12**

**of the Securities Exchange Act of 1934**

**Subject Company: IONA Technologies PLC**

**Commission File No.: 000-29154**

\*\*\*\*

On June 25, 2008, Progress Software Corporation, a Massachusetts corporation ( Progress Software ), and IONA Technologies PLC, a public limited company incorporated under Irish law ( IONA ) announced that IONA and Progress Software have reached agreement on the terms of a recommended acquisition pursuant to a scheme of arrangement under Section 201 of the Irish Companies Act of 1963 (the Act ) whereby SPK Acquisitions Limited ( SPK ), a private limited company incorporated under Irish law and a wholly-owned subsidiary of Progress Software, will acquire all of the issued and to be issued ordinary share capital of IONA not already owned by Progress Software or its subsidiaries for cash (the Scheme ).

The following proxy statement was filed by IONA on July 11, 2008 in connection with the Scheme.

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted  
by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**IONA TECHNOLOGIES PLC**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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.. No fee required.

b Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

Ordinary Shares, par value 0.0025 per share, of IONA Technologies PLC ( Ordinary Shares )

(2) Aggregate number of securities to which transaction applies:

39,553,738 Ordinary Shares, comprised of (A) 5,565,282 Ordinary Shares outstanding as of 8 July 2008, (B) 30,992,871 Ordinary Shares represented by American Depositary Shares ( ADSs ) evidenced by American Depositary Receipts ( ADRs ), which are traded on the NASDAQ Global Market, and (C) options to purchase 2,995,585 Ordinary Shares with an exercise price of less than \$4.05 per share.

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

\$4.05 (per share consideration set forth in the scheme of arrangement).

(4) Proposed maximum aggregate value of transaction:

\$151,325,330 (excludes \$8,867,309 representing the aggregate exercise price of the options included in the aggregate number of securities)

(5) Total fee paid:

\$5,948 (maximum aggregate value multiplied by 0.00003930 pursuant to Section 14(g) of the Exchange Act)

.. Fee paid previously with preliminary materials:

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**PRELIMINARY COPY SUBJECT TO COMPLETION**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial advisor who, if you are taking advice in Ireland, is authorised or exempted under the Investment Intermediaries Act 1995 of Ireland or the European Communities (Markets in Financial Instruments Directive) Regulations 2007 of Ireland (as amended).

If you have sold or otherwise transferred all of your IONA ADRs and/or IONA Shares please send this document and the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your IONA ADRs and/or IONA Shares you should immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected. Such documents should, however, not be distributed, forwarded or transmitted in or into or from any Restricted Jurisdiction.

This document should be read as a whole. Your attention is drawn to the letter from Kevin C. Melia, Chairman of the Board of IONA, in Part I (Letter of Recommendation from the Board of IONA) of this document, which contains a unanimous recommendation from the Board of IONA that you vote in favour of the resolutions to be proposed at the Court Meeting and the EGM. A letter from Lehman Brothers explaining the Scheme appears in Part III (Explanatory Statement) of this document.

Notices convening the Court Meeting and the EGM, both of which will be held at on 2008, are set out in Part X (Notice of Court Meeting in the High Court) and Part XI (Notice of Extraordinary General Meeting of IONA Technologies PLC), respectively, of this document. The Court Meeting will start at p.m. (Irish Standard Time) and the EGM will start at p.m. (Irish Standard Time) (or as soon thereafter as the Court Meeting, convened for the same date and place, has concluded or been adjourned).

**The action to be taken by IONA ADR holders and IONA Shareholders in respect of the Meetings and the Acquisition is set out on page 26.**

This document uses a number of capitalised defined terms, each of which is defined in Part IX (Definitions) of this document.

This document is dated 2008 and was first mailed to IONA ADR holders and IONA Shareholders on or about 2008.

**RECOMMENDED ACQUISITION FOR CASH**

**OF**

**IONA TECHNOLOGIES PLC**

**BY**

**SPK ACQUISITIONS LIMITED,**

**A WHOLLY OWNED SUBSIDIARY OF**

**PROGRESS SOFTWARE CORPORATION,**

**BY MEANS OF A SCHEME OF ARRANGEMENT**

**UNDER SECTION 201 OF THE COMPANIES ACT 1963 OF IRELAND**

**IONA ADR holders will find enclosed with this document the ADR Voting Instruction Card. IONA ADR holders are asked to submit their ADR Voting Instruction Card either through the Internet or by telephone or complete the enclosed ADR Voting Instruction Card in accordance with the instructions printed on the card and return it by post as soon as possible but in any event so as to be received by the Depository, at Deutsche Bank Trust Company, c/o American Stock Transfer & Trust Company, Peck Slip Station, P.O. Box 2050, New York, New York 10272-2050 USA, by 2008. If the ADR Voting Instruction Card for the Meetings is not received by 2008, the Depository will not vote your IONA ADRs.**

**IONA Shareholders will find enclosed with this document Forms of Proxy for the Meetings. Whether or not IONA Shareholders wish to attend the Meetings, they are asked to complete the enclosed Forms of Proxy in accordance with the instructions printed on the forms and return them either by post, by hand or by fax as soon as possible but in any event so as to be received by IONA's Registrar, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, not less than 48 hours before the relevant Meeting. If returning the Forms of Proxy by fax, please send the fax to 01 216 3151 (if dialing within Ireland) or +353 1 216 3151 (if dialing from outside Ireland). If the Form of Proxy for the Court Meeting is not lodged by the relevant time, it may be handed to the Chairman of the Court Meeting before the start of the Court Meeting.**

Lehman Brothers, which is regulated under the laws of the United States of America, is acting exclusively for the Board of IONA and no one else in connection with the Acquisition and will not be responsible to anyone other than the Board of IONA for providing the protections afforded to clients of Lehman Brothers or for providing advice in relation to the Acquisition, the contents of this document or any transaction or arrangement referred to herein.

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Davy Corporate Finance, which is regulated by the Financial Regulator in Ireland, is acting exclusively for IONA and no one else in connection with the Acquisition and will not be responsible to anyone other than IONA for providing the protections afforded to clients of Davy Corporate Finance or for providing advice in relation to the Acquisition, the contents of this document or any transaction or arrangement referred to herein.

Merrion, which is regulated by the Financial Regulator in Ireland, is acting exclusively for IONA and no one else in connection with the Acquisition and will not be responsible to anyone other than IONA for providing the protections afforded to clients of Merrion or for providing advice in relation to the Acquisition, the contents of this document or any transaction or arrangement referred to herein.

Goodbody Corporate Finance, which is regulated by the Financial Regulator in Ireland, is acting exclusively for SPK Acquisitions and Progress and no one else in connection with the Acquisition and will not be responsible to anyone other than SPK Acquisitions and Progress for providing the protections afforded to clients of Goodbody Corporate Finance or for providing advice in relation to the Acquisition, the contents of this document or any transaction or arrangement referred to herein.

This document does not constitute an offer to purchase, sell, subscribe or exchange or the solicitation of an offer to purchase, sell, subscribe or exchange any securities in any jurisdiction pursuant to the Acquisition or otherwise.

The distribution of this document in or into certain jurisdictions may be restricted by the laws of those jurisdictions. Accordingly, copies of this document and all other documents relating to the Acquisition are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction. Persons receiving such documents (including, without limitation, nominees, trustees and custodians) should observe these restrictions. Failure to do so may constitute a violation of the securities laws of any such jurisdiction.

Any action taken in relation to the Acquisition should be taken only on the basis of all of the information contained in this document and any other document by which the Acquisition and Scheme are made.

**If you are an IONA ADR holder and have any questions relating to this document or how to complete and return the ADR Voting Instruction Card, please call IONA's proxy solicitor, Georgeson, on 1-866-741-6131 (if calling within the United States) or on +001 1-201-356-3223 (if calling from outside the United States) between 9.00 a.m. and 5.00 p.m. (United States Eastern Time) on any Business Day. If calling from outside the United States, please call collect. Georgeson cannot provide advice on the benefits of the Acquisition or the Scheme or recommend how you vote or give any financial or tax advice.**

**If you are an IONA Shareholder and have any questions relating to this document or how to complete and return the Forms of Proxy, please call IONA's Registrar, Computershare Investor Services (Ireland) Limited on 01 447 5482 (if calling within Ireland) or on +353 1 447 5482 (if calling from outside Ireland) between 9.00 a.m. and 5.00 p.m. (Irish Standard Time) on any Business Day. IONA's Registrar cannot provide advice on the benefits of the Scheme or the Acquisition or recommend how you vote or give any financial advice or tax advice.**

Any Person who is the holder of one per cent. or more of IONA Shares may have disclosure obligations under Rule 8.3 of the Irish Takeover Rules, effective from the date of the commencement of the Offer Period.

The attention of IONA ADR holders and IONA Shareholders, as the case may be, who are resident in, or citizens of, Restricted Jurisdictions, is drawn to paragraph 12 in Part III (Explanatory Statement) of this document.

### **Information concerning forward-looking statements**

Certain items in this document may contain forward-looking statements that are based on current expectations or beliefs, as well as assumptions about future events. Forward-looking statements are statements that contain predictions or projections of future events or performance, and often contain words such as anticipates, can, estimates, believe, expects, projects, will, might, or other words indicating a statement about the future. These statements are based on SPK Acquisitions or Progress, as applicable, current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual events to differ materially from those described in the forward-looking statements. Reliance should not be placed on any such statements because of their very nature, they are subject to known and unknown risks and uncertainties and can be affected by factors that could cause them to differ materially from those expressed or implied in the forward-looking statements. IONA, SPK Acquisitions or Progress, as applicable, can give no assurance that expectations will be attained. Risks, uncertainties and other important factors that could cause actual events to differ materially from those expressed or implied in the forward-looking statements include: uncertainties as to the timing of the closing of the Acquisition; uncertainties as to whether the IONA ADR holders and IONA Shareholders will vote in favour of the Scheme and the Acquisition; the risk that competing offers to acquire IONA will be made; the possibility that various closing conditions for the Acquisition may not be satisfied or waived, including that a Governmental Authority may prohibit, delay or refuse to grant approval for the consummation of the Acquisition; the effects of disruption from the Acquisition making it more difficult to maintain relationships with employees, licensees, other business partners or Governmental Authorities; other business effects, including the effects of industry, economic or political conditions outside of IONA, SPK Acquisitions or Progress control; transaction costs; actual or contingent liabilities; uncertainties as to whether anticipated synergies will be realised; uncertainties as to whether IONA's business will be successfully integrated with Progress business; and other risks and uncertainties discussed in documents filed with the Securities and Exchange Commission by IONA and Progress, including IONA's Annual Report on Form 10-K filed with the Securities and Exchange Commission on 14 March 2008, IONA's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on 12 May 2008, Progress Annual Report on Form 10-K filed with the Securities and Exchange Commission on 29 January 2008, and Progress Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on 10 July 2008. Such forward-looking statements speak only as of the date of this document. IONA, SPK Acquisitions and Progress expressly



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disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in IONA s, SPK Acquisitions or Progress , as applicable, expectations with regard thereto or change in events, conditions, or circumstances on which any such statement is based.

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**QUESTIONS AND ANSWERS ABOUT THE ACQUISITION, THE SCHEME OF ARRANGEMENT, THE COURT MEETING, THE EXTRAORDINARY GENERAL MEETING AND THE COURT HEARING**

*The following questions and answers are provided for your convenience, and briefly address some commonly asked questions about the Acquisition, the Scheme of Arrangement, the Court Meeting, the Extraordinary General Meeting, and the Court Hearing. These questions and answers may not address all questions that may be important to you as an IONA ADR holder or an IONA Shareholder. You should still carefully read this entire document, including each of the Annexes.*

**Overview**

**Q1: What is the proposed transaction?**

A: Progress proposes to acquire IONA for \$4.05 in cash per IONA ADR or IONA Share. As further described below, the transaction is proposed to be structured as a scheme of arrangement under Irish law, under which a wholly owned subsidiary of Progress called SPK Acquisitions will acquire all of the outstanding IONA Shares. The Board of IONA unanimously recommends that IONA ADR holders and IONA Shareholders vote in favour of the acquisition of IONA by SPK Acquisitions and the Scheme of Arrangement, as the members of the IONA Board have irrevocably undertaken (subject to certain exceptions) to do in respect of their own beneficial holdings, amounting to, in aggregate 3,605,193 IONA Shares, which represent approximately 9.8 per cent. of the issued share capital of IONA.

**Q2: How do I vote in favour of the proposed transaction?**

A: If you hold IONA ADRs, you should complete and sign the ADR Voting Instruction Card by following the instructions appearing below in this document.

If you are a direct shareholder of IONA, then (unless you are a subsidiary or nominee of Progress) you should complete and sign two Forms of Proxy – both the PINK Form of Proxy and the BLUE Form of Proxy, in each case by following the instructions appearing in the answers to Q14 and Q15 below on page 4 of this document. It is very important that you understand that you will need to complete both Forms of Proxy in order to vote in favour of the Acquisition. There are two Forms of Proxy in this transaction because Irish law requires that there are two separate shareholder meetings, the Court Meeting and the Extraordinary General Meeting. Subsidiaries and nominees of Progress are not eligible to vote at the Court Meeting because they are not Scheme Shareholders, but will vote at the Extraordinary General Meeting.

**Q3: What is the difference between a Scheme Shareholder and an IONA Shareholder?**

A: Whether a holder of IONA Shares is a Scheme Shareholder or an IONA Shareholder depends on who holds the IONA Shares in question and when the shares were issued by IONA. For example, IONA Shares held by subsidiaries or nominees of Progress are not Scheme Shares and will not be cancelled or transferred pursuant to the Scheme. Any holder of IONA Shares outstanding on the date of this document other than IONA Shares held by subsidiaries or nominees of Progress will be a Scheme Shareholder. In addition, IONA Shares issued after the Scheme Record Time (10.00 p.m. (Irish Standard Time) on the last business day before the Scheme becomes effective) do not constitute Scheme Shares. It is expected that the only IONA Shares issued after the Scheme Record Time will be IONA Shares issued pursuant to the exercise of options granted under the IONA Share Option Schemes, and this is explained further at

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paragraph 10 in Part I (Letter of Recommendation from the Board of IONA) of this document.

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### **Q4: What is a scheme of arrangement ?**

A: A scheme of arrangement is an Irish transaction structure that is similar in effect to a merger in the United States. If the Scheme of Arrangement becomes effective, then:

Progress subsidiary SPK Acquisitions will pay \$4.05 in cash per IONA Share to each former Scheme Shareholder and IONA ADR holder;

all outstanding Scheme Shares (i.e., IONA Shares held by Scheme Shareholders) will either be cancelled or transferred to Progress subsidiary, SPK Acquisitions;

IONA will issue New IONA Shares to SPK Acquisitions in place of the Cancellation Shares, so that IONA becomes, indirectly, a wholly owned subsidiary of Progress; and

the Scheme will be binding on all IONA Shareholders, whether or not they voted in support of the Scheme.

### **The Court Meeting, the Extraordinary General Meeting and the Court Hearing**

### **Q5: What are the Court Hearing and the Court Meeting?**

A: In order for the Scheme to become effective, the sanction of the Scheme by the High Court at a hearing is required. This hearing is referred to as the Court Hearing. The Court Hearing is expected to take place on 2008.

In addition, prior to the sanction of the High Court, and in order for the Scheme to become effective, the approval of the Scheme by the Scheme Shareholders is required. This approval is obtained at a shareholder meeting referred to as the Court Meeting. The purpose of the Court Meeting is to allow the High Court to ascertain whether Scheme Shareholders are in favour of the Scheme. All IONA Shareholders are Scheme Shareholders other than subsidiaries or nominees of Progress, and the IONA Shares held by subsidiaries or nominees of Progress will not be voted at the Court Meeting. The Court Meeting will be held at \_\_\_\_\_ p.m. (Irish Standard Time) on \_\_\_\_\_ 2008, and the Notice of the Court Meeting is set out in Part X (Notice of Court Meeting in the High Court) of this document.

### **Q6: What is the Extraordinary General Meeting?**

A: In addition to the approval of the Scheme at the Court Meeting, the Scheme cannot become effective unless a number of additional resolutions are approved at a second meeting of the IONA Shareholders, which is referred to as the Extraordinary General Meeting. These resolutions are discussed in paragraph 4.2 of Part III (Explanatory Statement) of this document, and all serve to further implement the Scheme and Progress acquisition of IONA. The Extraordinary General Meeting will be held at \_\_\_\_\_ p.m. (Irish Standard Time) on \_\_\_\_\_ 2008 or, if later, immediately after the conclusion or adjournment of the Court Meeting, and the Notice of the Extraordinary General Meeting is set out on in Part XI (Notice of Extraordinary General Meeting of IONA Technologies PLC) of this document.

### **Q7: Why are there multiple shareholder meetings?**



- A: Irish law requires that there are two separate shareholder meetings, the Court Meeting and the Extraordinary General Meeting . Subsidiaries and nominees of Progress are not eligible to vote at the Court Meeting because they are not Scheme Shareholders, but will vote at the Extraordinary General Meeting. Both meetings are necessary to cause the Scheme to be effective.

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**Q8: When and where is the Court Hearing?**

A: The Court Hearing will be held at The Four Courts, Inns Quay, Dublin, Ireland, on \_\_\_\_\_ 2008.

**Q9: When and where is the Court Meeting?**

A: The Court Meeting will be held at \_\_\_\_\_, on \_\_\_\_\_ 2008, at \_\_\_\_\_ p.m. (Irish Standard Time).

**Q10: When and where is the Extraordinary General Meeting?**

A: The Extraordinary General Meeting will be held at \_\_\_\_\_, on \_\_\_\_\_ 2008, at \_\_\_\_\_ p.m. (Irish Standard Time) or, if later, immediately after the conclusion or adjournment of the Court Meeting.

**Q11: Who is entitled to vote at the Court Meeting and the Extraordinary General Meeting?**

A: Only Scheme Shareholders will be entitled to vote at the Court Meeting and all IONA Shareholders will be entitled to vote at the Extraordinary General Meeting. As Progress SC is not a Scheme Shareholder, Progress SC will not vote its IONA Shares at the Court Meeting but will vote its IONA Shares at the Extraordinary General Meeting. Holders of IONA ADRs will vote at the Court Meeting and the Extraordinary General Meeting through the Depositary, who will vote the IONA Shares to which IONA ADRs relate as instructed by holders of IONA ADRs through the ADR Voting Instruction Card.

**Q12: What vote is required at the Court Meeting?**

A: At the Court Meeting, the Scheme will be approved if a simple majority (more than 50 per cent.) in number of the Scheme Shareholders who vote in person or by proxy vote in favour of the Scheme, and if Scheme Shares representing three-fourths (75 per cent.) in value of the total number of Scheme Shares voted at the Court Meeting are voted in favour of the Scheme.

**In considering its approval of the Scheme, the High Court will consider whether there has been a sufficiently large (in the High Court's judgment) number of Scheme Shares included in the vote in favour of the Scheme to fairly represent the opinion of Scheme Shareholders, in addition to whether the required majority (as described above) is obtained. As a result, it is important that as many votes as possible are cast at the Court Meeting.**

**IONA urges IONA ADR holders to complete, sign, date, and return the enclosed ADR Voting Instruction Card or to submit their ADR Voting Instruction Card via the Internet, by telephone or by post to ensure that the Depositary represents their IONA ADRs at the Court Meeting.**

**IONA urges Scheme Shareholders to complete, sign, date, and return their PINK Form of Proxy to ensure the representation of their Scheme Shares at the Court Meeting.**

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The failure to vote, by proxy or in person, will increase the likelihood of the Scheme being defeated at the Court Meeting and the Acquisition not proceeding.

**Q13: What vote is required at the Extraordinary General Meeting?**

A: At the Extraordinary General Meeting, the ordinary resolutions must be approved by a simple majority (more than 50 per cent.) of the votes cast and the special resolutions must be approved by not less than three-fourths (75 per cent.) of the votes cast.

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**IONA urges IONA ADR holders to complete, sign, date, and return the enclosed ADR Voting Instruction Card or to submit their ADR Voting Instruction Card via the Internet, by telephone or by post to ensure that the Depository represents their IONA ADRs at the Extraordinary General Meeting.**

**IONA urges IONA Shareholders to complete, sign, date, and return the enclosed BLUE Form of Proxy to ensure the representation of their IONA Shares at the Extraordinary General Meeting.**

**Q14: How do I vote at the Court Meeting?**

A: For IONA ADR holders:

Complete and sign the ADR Voting Instruction Card accompanying this document in accordance with the instructions printed thereon and return it to the Depository at Deutsche Bank Trust Company, c/o American Stock Transfer & Trust Company, Peck Slip Station, P.O. Box 2050, New York, New York 10272-2050 USA as soon as possible but, in any event, by \_\_\_\_\_ 2008. Alternatively, you may submit your ADR Voting Instruction Card via telephone by calling the number printed at the top of your ADR Voting Instruction Card or via the Internet by accessing the Depository's website at [www.voteproxy.com](http://www.voteproxy.com). To dial in or log in please make sure that you have your ADR Voting Instruction Card available. If the ADR Voting Instruction Card for the Court Meeting is not received by \_\_\_\_\_ 2008, the Depository will not vote your IONA ADRs. It is important that, for the Court Meeting, as many votes as possible are cast (whether in person or by proxy) so that the High Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion. You are, therefore, strongly urged to complete, sign and return your ADR Voting Instruction Card as soon as possible to ensure that the Depository represents your IONA ADRs at the Court Meeting.

For Scheme Shareholders:

Complete and sign the PINK Form of Proxy accompanying this document in accordance with the instructions printed thereon and return it to IONA's Registrar, Computershare Investor Services (Ireland) Limited, at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, as soon as possible but, in any event, so as to be received by post or, during normal business hours, by hand, by \_\_\_\_\_ p.m. (Irish Standard Time) on \_\_\_\_\_ 2008. It is important that, for the Court Meeting, as many votes as possible are cast (whether in person or by proxy) so that the High Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion. You are, therefore, strongly urged to complete, sign and return your PINK Form of Proxy as soon as possible.

**Q15: How do I vote at the Extraordinary General Meeting?**

A: For IONA ADR holders:

Complete and sign the ADR Voting Instruction Card accompanying this document in accordance with the instructions printed thereon and return it to the Depository at Deutsche Bank Trust Company, c/o American Stock Transfer & Trust Company, Peck Slip Station, P.O. Box 2050, New York, New York 10272-2050 USA as soon as possible but, in any event, by \_\_\_\_\_ 2008. Alternatively, you may submit your ADR Voting Instruction Card via telephone by calling the number printed at the top of your ADR Voting Instruction Card or via the Internet by accessing the Depository's website at [www.voteproxy.com](http://www.voteproxy.com). To dial in or log in please make sure that you have your ADR Voting Instruction Card available.

For IONA Shareholders:

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Complete and sign the BLUE Form of Proxy accompanying this document in accordance with the instructions printed thereon and return it to Computershare Investor Services (Ireland) Limited, at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, as soon as possible but, in any event, so as to be received by post or, during normal business hours, by hand, by \_\_\_\_\_ p.m. (Irish Standard Time) on \_\_\_\_\_ 2008.

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**Q16: If my IONA ADRs or IONA Shares are held in street name by my broker, will my broker vote my IONA ADRs or IONA Shares for me?**

A: Your broker will be permitted to vote your IONA ADRs or IONA Shares only if you instruct your broker how to vote. If you are an IONA Shareholder (but not an IONA ADR holder) and have previously provided your broker with absolute discretion to vote at all times on IONA Shareholder votes, then your broker will be able to vote your IONA Shares unless you instruct your broker otherwise. If your broker does not have absolute discretion to vote on your behalf or you are an IONA ADR holder and you wish to instruct your broker to vote on your behalf, you should follow the procedures provided by your broker regarding the voting of your IONA ADRs or IONA Shares. **If your broker does not have absolute discretion and you do not provide instructions to your broker to vote in favour of the Scheme, your IONA ADRs or IONA Shares, as the case may be, will not be voted, which will increase the likelihood of the Scheme being defeated and the Acquisition not proceeding.**

**Q17: If I am an IONA ADR holder, do I need to present my IONA ADRs to the Depository for cancellation and delivery of IONA Shares in order to be able to vote in favour of the Scheme or to receive the Consideration?**

A: No, as an IONA ADR holder you may vote in favour of the Scheme by completing and signing the ADR Voting Instruction Card by following the instructions appearing below in this document, and if the Scheme is made effective and you continue to hold your IONA ADRs, you will receive the Consideration.

**Q18: May I vote in person?**

A: For holders of IONA ADRs:

No. Holders of IONA ADRs will not be entitled to vote at or attend the Meetings or to be represented at the Court Hearing. However, IONA ADR holders may instruct the Depository how to vote such holders' IONA ADRs at the Meetings and the Depository will vote in accordance with the instructions it receives from IONA ADR holders. Details of how IONA ADR holders can instruct the Depository to vote at the Court Meeting and the Extraordinary General Meeting are contained in the enclosed ADR Voting Instruction Card.

Holders of IONA ADRs who wish to vote at or attend the Court Meeting and/or the Extraordinary General Meeting or to be represented at the Court Hearing should take steps to present their IONA ADRs to the Depository for cancellation and delivery of IONA Shares so as to become holders of record of IONA Shares prior to the relevant Voting Record Time for the Court Meeting or the Extraordinary General Meeting or prior to the Court Hearing, as the case may be.

For Scheme Shareholders and IONA Shareholders:

Yes. If you are a holder of Scheme Shares, you may attend the Court Meeting and vote your Scheme Shares in person. If you are holder of IONA Shares, you may attend the Extraordinary General Meeting and vote your IONA Shares in person. If you hold your Scheme Shares or IONA Shares, as the case may be, in street name, you must provide a legal proxy executed by your bank or broker to vote your Scheme Shares or IONA Shares in person at the Court Meeting and/or the Extraordinary General Meeting.

**Q19: What if I do not vote?**

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- A: The failure to vote in favour of the Scheme and the resolutions to be considered at the Extraordinary General Meeting, by proxy or in person, will increase the likelihood of the Scheme being defeated at the

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Court Meeting, the resolutions to be considered at the Extraordinary General Meeting not being approved and the Acquisition not proceeding. If the Scheme is defeated and the Acquisition does not proceed, you will not receive the Consideration of \$4.05 in cash per IONA ADR or IONA Share that is payable pursuant to the terms of the Acquisition and Scheme. **Your vote is important regardless of the number of IONA ADRs or IONA Shares that you own.**

**Q20: Who is soliciting my proxy?**

A: This proxy is being solicited by the Board of IONA. The Board of IONA considers the terms of the Acquisition to be fair and reasonable. The Board of IONA unanimously recommends that IONA ADR holders and IONA Shareholders vote in favour of the Acquisition and Scheme.

**Q21: May holders of IONA ADRs or IONA Shares be represented at the Court Hearing?**

A: IONA ADR holders will not be entitled to be represented at the Court Hearing. IONA ADR holders who wish to be represented at the Court Hearing should take steps to present their IONA ADRs to the Depository for cancellation and delivery of IONA Shares so as to become holders of record of IONA Shares prior to the Court Hearing.

All IONA Shareholders are entitled to be represented by counsel or a solicitor (at their own expense) to support or oppose the sanctioning of the Scheme.

**Q22: What should I do now?**

A: For IONA ADR holders:

After carefully reading and considering the information contained in this document, please vote your IONA ADRs by returning the enclosed ADR Voting Instruction Card to the Depository or by submitting your ADR Voting Instruction Card via the Internet or by telephone.

Do **not** enclose or return your IONA ADRs with your ADR Voting Instruction Card.

For Scheme Shareholders and IONA Shareholders:

After carefully reading and considering the information contained in this document, please vote your IONA Shares by returning the enclosed PINK Form of Proxy and BLUE Form of Proxy to IONA's Registrar by post, by hand or by fax. IONA Shareholders (but not holders of IONA ADRs) may also attend the Court Meeting and/or the Extraordinary General Meeting and vote in person.

Do **not** enclose or return your share certificate(s) with your Forms of Proxy.

**Q23: When should I send in my ADR Voting Instruction Card and/or Forms of Proxy?**



A: IONA ADR holders should complete, sign, date and return their ADR Voting Instruction Card as soon as possible, and in any event by 2008, so that their IONA ADRs will be voted at the Court Meeting and/or Extraordinary General Meeting. IONA Shareholders should complete, sign, date and return their Forms of Proxy as soon as possible, and in any event by 2008, so that their IONA Shares will be voted at the Court Meeting and/or Extraordinary General Meeting.

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**Q24: May I change my vote after I have mailed my signed ADR Voting Instruction Card and/or Forms of Proxy?**

A: For IONA ADR holders:

Yes. Holders of IONA ADRs may change their vote at any time before 2008. You may do this by sending a written, dated notice to the Depository stating that you would like to revoke your voting instructions, which must be received by the Depository by 2008.

If you have questions regarding your ADR Voting Instruction Card after you have returned it to the Depository, you should contact Georgeson or the Depository at the addresses provided below.

For Scheme Shareholders and IONA Shareholders:

Scheme Shareholders may change their vote at any time before the start of the Court Meeting in the case of the PINK Form of Proxy and IONA Shareholders may change their vote at any time up to p.m. (Irish Standard Time) on 2008 in the case of the BLUE Form of Proxy for the Extraordinary General Meeting. You may do this in one of three ways. First, you may send a written, dated notice to the Registrar of IONA stating that you would like to revoke your proxy. Second, you may complete, sign, date and submit a new Form of Proxy. Third, you may attend the Court Meeting and/or the Extraordinary General Meeting and vote in person. Your attendance alone will not revoke your proxy. If you have instructed a broker to vote your IONA Shares, you must follow the directions received from your broker relating to changing those instructions.

If you have questions regarding your Forms of Proxy after you have returned them to the Registrar, you should contact the Registrar at the address provided below.

**The Acquisition and the Scheme of Arrangement**

**Q25: What is the Scheme of Arrangement?**

A: The Scheme of Arrangement is an arrangement made between IONA and the Scheme Shareholders under Irish law and is subject to the approval of the High Court. If the Scheme of Arrangement becomes effective, all Scheme Shares currently held by Scheme Shareholders will be cancelled or transferred to SPK Acquisitions. IONA will then issue New IONA Shares to SPK Acquisitions in place of the Scheme Shares cancelled pursuant to the Scheme of Arrangement and SPK Acquisitions will pay \$4.05 per IONA Share in cash to the former Scheme Shareholders. As a result of these arrangements, IONA will become, indirectly, a wholly owned subsidiary of Progress.

**Q26: What will I receive in the Acquisition?**

A: For IONA ADR holders:

As an IONA ADR holder you will receive \$4.05 in cash, without interest and less any applicable withholding taxes and ADR cancellation fees, for each IONA ADR that you own. For example, if you own 100 IONA ADRs, promptly after the Scheme becoming effective, you will receive \$405.00 in cash without interest and less any applicable withholding taxes and ADR cancellation fees.

For IONA Shareholders:

As an IONA Shareholder you will receive \$4.05 in cash, without interest and less any applicable withholding taxes, for each IONA Share that you own. For example, if you own 100 IONA Shares, within

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14 days of the Scheme becoming effective, you will receive \$405.00 in cash without interest and less any applicable withholding taxes.

### **Q27: What rights do I have if I oppose the Acquisition and the Scheme of Arrangement?**

A: For IONA ADR holders:

You can vote against approval of the Scheme by completing, signing, dating and returning your ADR Voting Instruction Card or by submitting your ADR Voting Instruction Card via the Internet, by telephone or by post for the Court Meeting and/or the Extraordinary General Meeting.

For Scheme Shareholders and IONA Shareholders:

You can vote against approval of the Scheme by completing, signing, dating and returning your Forms of Proxy or voting in person at the Court Meeting and/or the Extraordinary General Meeting. Each IONA Shareholder is entitled to be represented by counsel or a solicitor (at their own expense) at the Court Hearing to support or oppose the sanctioning of the Scheme.

### **Q28: Am I entitled to appraisal rights in connection with the Scheme?**

A: If the Scheme Shareholders approve the Scheme and the High Court sanctions the Scheme, then, subject to the Scheme becoming effective in accordance with its terms, the Scheme will be binding on all IONA Shareholders, including those Scheme Shareholders who did not vote or who voted against it at the Court Meeting. If the Scheme Shareholders approve the Scheme and the High Court sanctions the Scheme, no IONA Shareholder will have dissenters or appraisal rights under Irish law, or otherwise have any right to seek a court appraisal of the value of IONA Shares. **If the Scheme becomes effective, all IONA ADR holders will receive \$4.05 per IONA ADR and all IONA Shareholders will receive \$4.05 per IONA Share except for IONA Shares held by Progress.**

### **Q29: If the Acquisition is consummated, when can I expect to receive the Consideration for my IONA Shares?**

A: After the Scheme becomes effective, IONA ADR holders will receive the Consideration to which they are entitled under the terms of the Scheme when the Depositary forwards the Consideration to them, promptly after the Effective Date. After the Scheme becomes effective, IONA Shareholders will receive the Consideration to which they are entitled under the terms of the Scheme within 14 days of the Effective Date. For more information on the details related to the payment of the Consideration, please see paragraph 11 of Part III (Explanatory Statement) of this document.

### **Q30: Why is the Board of IONA recommending the Acquisition?**

A: The Board of IONA, which has been advised by Lehman Brothers, considers the terms of the Acquisition to be fair and reasonable and unanimously recommends that all IONA ADR holders and IONA Shareholders vote in favour of the Acquisition and the Scheme at both the Court Meeting and the Extraordinary General Meeting, as the directors of IONA intend to do in respect of their own beneficial holdings of 3,605,193 IONA Shares, in aggregate, which represent, in aggregate, approximately 9.8 per cent. of the existing issued share capital of IONA. To review the Board's reasons for recommending the Acquisition, see paragraph 4 of Part I (Letter of Recommendation from the Board of IONA) of this document entitled Background to and Reasons For Recommending the Acquisition.



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**Q31: What are the tax consequences of the Acquisition to me?**

A: Your receipt of the Consideration will be a taxable transaction for US federal income and Irish CGT purposes. For a more detailed explanation of the tax consequences, see paragraphs 10 and 11 of Part VIII (Additional Information) of this document entitled Irish Taxation and US Federal Income Tax Consequences, respectively. Your tax consequences will depend on your personal situation. You should consult your personal tax advisors for a full explanation of the tax consequences of the Scheme to you.

**Q32: When does the Board of IONA expect the Acquisition to be consummated?**

A: IONA is working towards consummating the Acquisition as quickly as possible. IONA currently expects the Acquisition and the Scheme to become effective during September 2008. IONA cannot, however, require SPK Acquisitions to proceed with the Scheme until after all of the conditions described in paragraph 3 of Part I (Letter of Recommendation from the Board of IONA) and set out in full in Part V (Conditions to and Further Terms of the Acquisition and the Scheme) are waived or satisfied at or prior to the Effective Date in accordance with their respective terms, including the approval of the Scheme at the Court Meeting and the Extraordinary General Meeting. The Scheme requires approval by the High Court and regulatory approvals, including the approval of Governmental Authorities pursuant to the HSR Act. IONA cannot assure you as to when or if all the conditions to the Acquisition will be met, and it is possible the parties will not complete the Acquisition.

**Q33: What happens if I sell my IONA ADRs and/or IONA Shares before the Court Meeting and the Extraordinary General Meeting?**

A: The Voting Record Time for the Court Meeting and the Extraordinary General Meeting are earlier than the expected Effective Time of the Acquisition. If you hold your IONA ADRs or IONA Shares on the Voting Record Time (6.00 p.m. (Irish Standard Time) on the day which is two days before the date of the Meetings) but transfer those IONA ADRs or IONA Shares after the Voting Record Time and before the Effective Time, you may retain your right to vote at the Court Meeting and the Extraordinary General Meeting but not the right to receive the Consideration. This right to receive the Consideration will pass to the person who owns the IONA ADRs or IONA Shares you transferred as of the Scheme Record Time (10.00 p.m. (Irish Standard Time) on the Business Day before the Effective Date) of the Acquisition.

**Q34: What should I do if I have questions?**

A: For IONA ADR holders:

If you have questions about the Acquisition, the Scheme of Arrangement, the Court Meeting, the Extraordinary General Meeting, the Court Hearing or this document, or would like additional copies of this document or the ADR Voting Instruction Card, you should contact IONA's proxy solicitor, Georgeson, on 1-866-741-6131 (if calling within the United States) or on +001 1-201-356-3223 (if calling from outside the United States) between 9.00 a.m. and 5.00 p.m. (United States Eastern Time) on any Business Day. If calling from outside the United States, please call collect. For legal reasons, IONA's proxy solicitor cannot provide advice on the benefits of the Acquisition or the Scheme or recommend how you vote or give any financial or tax advice.

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For IONA Shareholders:

If you have questions about the Acquisition, the Scheme of Arrangement, the Court Meeting, the Extraordinary General Meeting, the Court Hearing or this document, or would like additional copies of this document or the Forms of Proxy, you should contact IONA's Registrar, Computershare Investor Services (Ireland) Limited, on 01 447 5482 (if calling within Ireland) or on +353 1 447 5482 (if calling from outside Ireland) between 9.00 a.m. and 5.00 p.m. (Irish Standard Time) on any Business Day. For legal reasons, IONA's Registrar cannot provide advice on the benefits of the Scheme or Acquisition or recommend how you should vote or give any financial advice or tax advice.

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**SUMMARY**

*This summary highlights selected information from this document and may not contain all of the information that is important to IONA ADR holders and/or IONA Shareholders. To understand the Scheme fully, you should carefully read this entire document, as well as the other documents to which this document refers. Page references are included in parentheses to direct you to a more complete summary of the topics presented in this summary. The information incorporated by reference into this document may be obtained without charge by following the instructions in the paragraph entitled *Where You Can Find More Information* beginning on page 219 of this document.*

**Information on IONA, SPK Acquisitions and Progress (Pages 52, 89 and 91)**

**IONA Technologies PLC**

**The IONA Building, Shelbourne Road**

**Ballsbridge, Dublin 4, Ireland**

**+353 1 6372000**

**[www.iona.com](http://www.iona.com)**

IONA, an Irish incorporated public limited company, has been a world leader in delivering high-performance integration solutions for Global 2000 IT environments for over a decade. IONA pioneered standards-based integration with its CORBA-based Orbix<sup>®</sup> products. IONA Artix, an advanced SOA infrastructure suite, enables customers to leverage service-oriented architecture to streamline and modernize information technology environments. The FUSE family of open source distributed SOA infrastructure products allows customers to take advantage of the economic benefits associated with the use of open source software. IONA is headquartered in Dublin, Ireland, with US headquarters in Waltham, Massachusetts, USA, and offices worldwide and has approximately 306 employees worldwide.

IONA ADRs, evidencing IONA ADSs, which represent IONA Shares deposited with the Depositary pursuant to the Deposit Agreement, have been traded in the United States on Nasdaq since IONA's initial public offering on 25 February 1997. IONA Shares have been listed as a secondary listing on the Official List since 19 December 1997. IONA ADRs are traded on Nasdaq under the symbol IONA and IONA Shares are traded on the Irish Stock Exchange under the name IONA TECHNOLOGIES PLC.

**SPK Acquisitions Limited**

**Arthur Cox Building**

**Earlsfort Terrace, Dublin 2, Ireland**

**+353 1 618 0000**

**[www.progress.com](http://www.progress.com)**

SPK Acquisitions, a wholly owned subsidiary of Progress, is an Irish private limited company, which was incorporated on 11 February 2008. SPK Acquisitions is not publicly traded and has no employees. SPK Acquisitions has not conducted any business prior to the date of this document (except for entering into transactions relating to the Acquisition). The principal executive offices of SPK Acquisitions are located in Bedford, Massachusetts, USA.





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**Progress Software Corporation**

**14 Oak Park Drive**

**Bedford, Massachusetts 01730, USA**

**+00 1 781-280-4000**

**www.progress.com**

Progress, a Massachusetts corporation, provides application infrastructure software for the development, deployment, integration and management of business applications. Progress has over 1,600 employees in over 90 countries. Progress's common stock is traded on Nasdaq under the symbol PRGS. The principal executive offices of Progress are located in Bedford, Massachusetts, USA.

**The Acquisition (Page 58)**

On 25 June 2008, IONA and SPK Acquisitions announced that they had reached agreement on the terms of a recommended acquisition by SPK Acquisitions of IONA to be implemented by means of a scheme of arrangement under Irish law.

At the Effective Time, the Scheme Shares will be cancelled pursuant to Sections 72 and 74 of the Act or transferred to SPK Acquisitions. IONA will then issue New IONA Shares to SPK Acquisitions in place of the Scheme Shares cancelled pursuant to the Scheme, and SPK Acquisitions will pay the Consideration to former Scheme Shareholders in consideration for the Acquisition. As a result of the Scheme, IONA will, indirectly, become a wholly owned subsidiary of Progress.

**The Implementation Agreement (Page 46)**

IONA, SPK Acquisitions and, with respect to Section 7.4 and Section 7.7 only, Progress have entered into an Implementation Agreement which contains certain assurances in relation to the implementation of the Scheme and the conduct of IONA's business up to the Effective Time.

Under the terms of the Implementation Agreement, IONA and SPK Acquisitions have agreed, among other things, to:

take such steps as are necessary or required and within their respective powers, and provide each other with such other assistance as may reasonably be required, to implement the Acquisition and the Scheme;

assist each other as required for the purposes of preparing documents for the Acquisition and the Scheme; and

use their reasonable endeavours to achieve satisfaction of the conditions to the Scheme as soon as reasonably practicable following the publication of this document.

**The Limited Guaranty (Page 51)**

Progress has delivered a Limited Guaranty to IONA pursuant to which Progress has guaranteed to IONA the due and punctual payment and performance of all the obligations of SPK Acquisitions (and its successors and assigns) under the Implementation Agreement, provided that the maximum amount payable by Progress to IONA will not exceed \$161.7 million. Since SPK Acquisitions will only pay the Consideration for IONA Shares that are not owned by subsidiaries or nominees of Progress, the maximum cash payment that will be made by SPK Acquisitions for the Acquisition will be \$160.2 million.



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### **The Consideration (Page 54)**

At the Effective Time, each Scheme Share will be cancelled or transferred to SPK Acquisitions and SPK Acquisitions will pay the Consideration to former Scheme Shareholders in consideration therefor. Where, at the Scheme Record Time, a Scheme Shareholder holds Scheme Shares in uncertificated form, the Consideration to which such Scheme Shareholder is entitled will, except in limited circumstances, be paid, by means of CREST, in US dollars by SPK Acquisitions procuring the creation of an assured payment obligation in favour of the relevant Scheme Shareholder's payment bank in respect of the Consideration due. Where, at the Scheme Record Time, a Scheme Shareholder holds Scheme Shares in certificated form, settlement of any Consideration due will be despatched by ordinary prepaid post (or by such other manner as the Panel may approve).

### **Treatment of IONA ADRs and IONA ADSs (Page 72)**

Each IONA ADR represents one IONA ADS, which represents one IONA Share. The Depositary holds the IONA Shares underlying the IONA ADSs on behalf of the IONA ADR holders. Accordingly, the Depositary, as an IONA Shareholder, will be entitled to \$4.05 for every IONA Share held by it at the Scheme Record Time. Promptly after the Effective Date, the Depositary will distribute directly to IONA ADR holders the Consideration to which they are entitled under the terms of the Scheme, less any withholding tax or ADR cancellation fees, for every IONA ADR held by IONA ADR holders at the Scheme Record Time.

### **The Court Meeting (Page 60)**

The Court Meeting has been convened for \_\_\_\_\_ p.m. (Irish Standard Time) on \_\_\_\_\_ 2008 to enable Scheme Shareholders to consider and, if thought fit, approve the Scheme. The Court Meeting will be held at \_\_\_\_\_.

**It is important that as many votes as possible are cast at the Court Meeting so that the appropriate resolution proposing the Scheme can be passed and that the High Court may be satisfied that there is a fair representation of Scheme Shareholder opinion when it is considering whether to sanction the Scheme. If you are the holder of any IONA ADRs, you are strongly urged to complete and return your ADR Voting Instruction Card as soon as possible to ensure that the Depositary represents your ADRs at the Court Meeting. If you are the registered holder of any Scheme Shares, you are strongly urged to complete and return your PINK Form of Proxy for the Court Meeting as soon as possible.**

### **The Extraordinary General Meeting (Page 60)**

The EGM has been convened for \_\_\_\_\_ p.m. (Irish Standard Time) on \_\_\_\_\_ 2008 (or as soon thereafter as the Court Meeting is concluded or adjourned) to enable IONA Shareholders to consider and, if thought fit, pass the following resolutions:

to approve the Scheme and to authorise the directors of IONA to take such action as they consider necessary or appropriate to carry the Scheme into effect;

to approve the cancellation of the Cancellation Shares;

to authorise the directors of IONA to issue relevant securities pursuant to Section 20 of the Companies (Amendment) Act 1983 and to apply the reserve in the books arising upon the cancellation described above in paying up in full at par New IONA Shares;

to approve certain amendments to IONA's Articles of Association designed to avoid any person (other than members of the SPK Acquisitions Group) being left with IONA Shares after dealings in IONA ADRs and IONA Shares have ceased on Nasdaq and the Irish Stock Exchange, respectively; and



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to approve a proposal to adjourn the EGM, if necessary, to solicit additional proxies in favour of approval of the resolutions to be considered at the EGM.

The EGM will be held at .

**It is important that as many votes as possible are cast at the EGM. If you are the holder of any IONA ADRs, you are strongly urged to complete and return your ADR Voting Instruction Card as soon as possible to ensure that the Depositary represents your IONA ADRs at the Court Meeting. If you are the registered holder of any IONA Shares, you are strongly urged to complete and return your BLUE Form of Proxy for the EGM as soon as possible.**

### **The Court Hearing (Page 62)**

In order for the Scheme to become effective, the sanction of the High Court at the Court Hearing is required in addition to the approval by Scheme Shareholders at the Court Meeting and the passing of the necessary resolutions by IONA Shareholders at the EGM. All IONA Shareholders are entitled to be represented by counsel or a solicitor (at their own expense) at the Court Hearing to support or oppose the sanctioning of the Scheme.

The Court Hearing is expected to take place on or about 2008 at the Four Courts, Inns Quay, Dublin, Ireland.

### **Holders of IONA ADRs May Not Attend the Meetings or the Court Hearing (Page 72)**

Holders of IONA ADRs will not be entitled to attend the Meetings or to be represented at the Court Hearing. The Depositary will vote at the Meetings in accordance with the instructions it receives from IONA ADR holders. Details of how IONA ADR holders can instruct the Depositary to vote at the Meetings are contained in the enclosed ADR Voting Instruction Card.

Holders of IONA ADRs who wish to attend the Court Meeting and/or the EGM or to be represented at the Court Hearing should take steps to present their IONA ADRs to the Depositary, for cancellation and delivery of IONA Shares so as to become holders of record of IONA Shares prior to the relevant Voting Record Time for the Court Meeting or the EGM or prior to the Court Hearing, as the case may be.

### **Voting Record Time and Voting Procedures (Page 27)**

#### **IONA ADR holders:**

IONA ADR holders may not attend or vote at the Court Meeting or the EGM; however, the Depositary is required by the Deposit Agreement to vote the IONA Shares deposited thereunder in accordance with the instructions of the IONA ADR holders. Details of how IONA ADR holders can instruct the Depositary to vote at the Meetings are contained in the enclosed ADR Voting Instruction Card.

#### **Holders of Scheme Shares and IONA Shares:**

Only Members as of the Voting Record Time, whose names are registered in the Register of Members of IONA, shall be entitled to attend and vote at the Court Meeting and the EGM in respect of the number of Scheme Shares and IONA Shares, respectively, registered in their name at such time.

### **Quorum and Vote Required (Page 59)**

#### **The Court Meeting:**

In order to conduct business at the Court Meeting a quorum must be present. IONA's Articles of Association provide that the presence, either in person or by proxy, of three persons entitled to vote at such

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meeting, each being a holder of IONA Shares, a proxy for a holder of IONA Shares or a duly authorised representative of a corporate holder of IONA Shares, constitutes a quorum for the transaction of business at the Court Meeting. At the Court Meeting, voting will be by poll and not a show of hands and each holder of Scheme Shares who is present in person or by proxy will be entitled to one vote for each IONA Share held. The approval required at the Court Meeting is that those voting in favour of the Scheme must represent a simple majority (more than 50 per cent.) in number of those Scheme Shareholders present and voting in person or by proxy and also represent three-fourths (75 per cent.) in value of the Scheme Shares held by those Scheme Shareholders present and voting in person or by proxy.

Failure to vote in favour of the Scheme or failure to vote your proxy by post, hand, mail, fax, or in person, in the case of the Scheme Shareholders, or failure to submit your vote by the Internet, telephone or post in the case of the IONA ADR holders, will increase the likelihood of the Scheme being defeated at the Court Meeting and the Acquisition not proceeding.

### **The Extraordinary General Meeting:**

A quorum must be present in order to conduct any business at the EGM. IONA's Articles of Association provide that the presence at the EGM, either in person or by proxy, of three persons entitled to vote at such meeting, each being a holder of IONA Shares, a proxy for a holder of IONA Shares, or a duly authorised representative of a corporate holder of IONA Shares, constitutes a quorum for the transaction of business.

A majority (more than 50 per cent.) of the votes cast is required to pass an ordinary resolution, and three-fourths (75 per cent.) or greater of the votes cast is required to pass a special resolution. A special resolution is required to effect certain actions, including alterations to IONA's Memorandum or Articles of Association or cancellation of the IONA Shares.

As of the Latest Practicable Date, the directors of IONA owned 3,605,193 IONA Shares, or approximately 9.8 per cent. of the issued share capital of IONA. These IONA Shares are subject to a voting undertaking with SPK Acquisitions pursuant to which the directors of IONA have agreed (subject to certain exceptions) to vote, or procure that voting instructions are given to vote, in favour of the Acquisition and the Scheme at the Court Meeting and the EGM. In addition, as of the Latest Practicable Date, Progress SC owned 362,000 IONA Shares, or approximately 0.99 per cent. of the issued share capital of IONA. As Progress SC is not a Scheme Shareholder, these IONA Shares are subject to a voting undertaking with IONA and SPK Acquisitions, pursuant to which Progress SC has agreed (subject to certain exceptions) not to vote these IONA Shares at the Court Meeting and to vote these IONA Shares in favour of the resolutions to be proposed at the EGM.

## **Proxies and Voting (Page 26)**

### **The Court Meeting:**

#### *IONA ADR holders*

To vote at the Court Meeting, IONA ADR holders are requested to complete and return the ADR Voting Instruction Card to the Depository at Deutsche Bank Trust Company, c/o of American Stock Transfer & Trust Company, Peck Slip Station, P.O. Box 2050, New York, New York 10272-2050 USA as soon as possible and, in any event, by 2008. Alternatively, you may submit your ADR Voting Instruction Card via telephone by calling the number printed at the top of your ADR Voting Instruction Card or via the Internet by accessing the Depository's website at [www.voteproxy.com](http://www.voteproxy.com). To dial in or log in please make sure that you have your ADR Voting Instruction Card available. If the Depository does not receive your ADR Voting Instruction Card by such date, the Depository will not vote your IONA ADRs. It is important that, for the Court Meeting, as many votes as possible are cast (whether in person or by proxy) so that the High Court may be satisfied that there is a fair and

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reasonable representation of Scheme Shareholder opinion. You are, therefore, strongly urged to complete, sign and return your ADR Voting Instruction Card as soon as possible to ensure that the Depositary represents your IONA ADRs at the Court Meeting.

*Scheme Shareholders*

To vote at the Court Meeting, Scheme Shareholders are requested to submit the PINK Form of Proxy to the Registrar, Computershare Investor Services (Ireland) Limited, at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland as soon as possible and, in any event, not less than 48 hours before the time appointed for the Court Meeting but, if forms are not so lodged, they may be handed to the Chairman of the Court Meeting before the start of the Court Meeting and will still be valid. It is important that, for the Court Meeting, as many votes as possible are cast (whether in person or by proxy) so that the High Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion. You are, therefore, strongly urged to complete, sign and return your PINK Form of Proxy as soon as possible.

Scheme Shares represented at the Court Meeting by properly executed proxies received prior to or at the Court Meeting, and not revoked, will be voted at the Court Meeting, and at any and all adjournments or postponements of that meeting, in accordance with the instructions on the proxies. **If a proxy is duly executed appointing the Chairman of the Court Meeting and submitted without instructions, the Scheme Shares represented by that proxy will be voted in favour of approval of the Scheme.**

The Extraordinary General Meeting:

*IONA ADR holders*

To vote at the EGM, IONA ADR holders must complete the ADR Voting Instruction Card accompanying this document in accordance with the instructions printed thereon and return it to the Depositary at Deutsche Bank Trust Company, c/o of American Stock Transfer & Trust Company, Peck Slip Station, P.O. Box 2050, New York, New York 10272-2050 USA as soon as possible and, in any event, by 2008. Alternatively, you may submit your ADR Voting Instruction Card via telephone by calling the number printed at the top of your ADR Voting Instruction Card or via the Internet by accessing the Depositary's website at [www.voteproxy.com](http://www.voteproxy.com). To dial in or log in please make sure that you have your ADR Voting Instruction Card available. If the Depositary does not receive your ADR Voting Instruction Card by such date, the Depositary will not vote your IONA ADRs.

*IONA Shareholders*

For the EGM, IONA Shareholders must complete and sign the BLUE Form of Proxy, in accordance with the instructions printed thereon and return it to the Registrar, no later than p.m. (Irish Standard Time) on 2008.

IONA Shares represented at the EGM by properly executed proxies received prior to or at the EGM, and not revoked, will be voted at the EGM, and at any and all adjournments or postponements of that meeting, in accordance with the instructions on the proxies. **If a proxy is duly executed appointing the Chairman of the Meeting and submitted without instructions, the IONA Shares represented by that proxy will be voted in favour of the resolutions to be considered at the EGM.**

**Revocation of Proxies (Page 28)**

Holders of IONA ADRs may change their vote at any time before 2008. You may do this by sending a written, dated notice to the Depositary stating that you would like to revoke your voting instructions, which must be received by the Depositary by 2008.

Scheme Shareholders may revoke or amend the PINK Form of Proxy at any time up to p.m. (Irish Standard Time) on 2008 in the case of the Court Meeting, and IONA Shareholders may revoke or



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amend the BLUE Form of Proxy up to p.m. (Irish Standard Time) on 2008 in the case of the EGM. You may do this in one of three ways. First, you may send a written, dated notice to the Registrar of IONA stating that you would like to revoke your proxy. Second, you may complete, sign, date and submit a new Form of Proxy. Third, you may attend the Court Meeting and/or the Extraordinary General Meeting and vote in person. Your attendance alone will not revoke your proxy. If you have instructed a broker to vote your IONA Shares, you must follow the directions received from your broker relating to changing those instructions.

If you wish to amend or revoke your Forms of Proxy after you have returned them to Computershare Investor Services (Ireland) Limited, you should contact the Registrar at the address given below.

Submission of a Form of Proxy does not preclude you from attending and voting in person at the Meeting in question.

### **Recommendation of the Board of IONA and Reasons for the Scheme (Page 52)**

The Board of IONA unanimously recommends to IONA Shareholders to vote in favour of the Acquisition and the Scheme. In support of this recommendation, the members of the Board of IONA have irrevocably undertaken (subject to certain exceptions) to vote their own beneficial holdings, amounting to, in aggregate, 3,605,193 IONA Shares, which represents approximately 9.8 per cent. of the issued share capital of IONA, in favour of the Acquisition and the Scheme.

### **Opinion of Financial Advisor (Pages 63 and 187)**

Lehman Brothers, IONA's financial advisor, delivered an opinion to the Board of IONA that, as of 24 June, 2008, and based on and subject to the factors, limitations and assumptions set forth in the opinion, from a financial point of view, the Consideration to be offered to the IONA Shareholders in the Acquisition was fair to the IONA Shareholders.

The full text of the written opinion of Lehman Brothers, dated 24 June 2008, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as *Annex F* to this document. Lehman Brothers' opinion, the issuance of which was approved by Lehman Brothers' Fairness Opinion Committee, is addressed to the Board of IONA and addresses only the fairness, from a financial point of view, of the Consideration to be offered to the IONA Shareholders in the Acquisition and does not constitute a recommendation to any IONA ADR holder or IONA Shareholder as to how such person should vote with respect to the Scheme or any other matter.

### **Appraisal Rights (Page 215)**

If the Scheme Shareholders approve the Scheme at the Court Meeting and the High Court sanctions the Scheme, then, subject to the Scheme becoming effective in accordance with its terms, the Scheme will be binding on all IONA Shareholders, including those Scheme Shareholders who did not vote or who voted against it at the Court Meeting. If the Scheme Shareholders approve the Scheme and the High Court sanctions the Scheme, no IONA Shareholder will have dissenters' or appraisal rights under Irish law, or otherwise have any right to seek a court appraisal of the value of IONA Shares. If the Scheme becomes effective, all Scheme Shareholders will receive the same Consideration per Scheme Share.

### **Exchange of Share Certificates (Pages 71 and 72)**

IONA ADR holders, who hold their IONA ADRs in certificated form, will need to surrender their certificates to the Depositary prior to receiving their proportion of the Consideration. If you are required to return your IONA ADR certificates, you will be notified. Under the terms of the Scheme, at the Effective Time, all Scheme Shares will be cancelled and cease to exist or be transferred to SPK Acquisitions. Following the

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cancellation or transfer of the Scheme Shares, you may be required to return your share certificates. If you are required to return your share certificates, you will be notified.

### **Source of Funds (Page 89)**

The Acquisition will be financed from the existing financial resources of SPK Acquisitions and Progress. Full payment of the Consideration to IONA Shareholders who are not subsidiaries or nominees of Progress involves a maximum cash payment of approximately \$160.2 million. Goodbody Corporate Finance, financial advisor to SPK Acquisitions and Progress, is satisfied that the necessary financial resources are available to SPK Acquisitions to satisfy in full the Consideration payable to IONA Shareholders under the terms of the Acquisition.

### **Conditions to the Scheme (Page 81)**

The implementation of the Scheme is conditional, amongst other things, upon:

the expiration of the waiting period under the HSR Act;

the approval by a majority in number of Scheme Shareholders representing three-fourths (75 per cent.) or more in value of the Scheme Shares held by such holders present and voting either in person or by proxy, at the Court Meeting (or at any adjournment of such meeting);

the passing by the requisite majority of such resolutions as are required to approve or implement the Scheme at the Extraordinary General Meeting and are set out in the notice of the EGM;

the sanction of the Scheme and confirmation of the reduction of capital involved therein by the High Court and the delivery of an office copy of the Court Order and the minute required by Section 75 of the Act to the Registrar of Companies and the registration of such Court Order and minute by the Registrar of Companies; and

the conditions, which are not otherwise identified above and which are set out in full in Part V (Conditions to and Further Terms of the Acquisition and the Scheme) of this document, being satisfied or waived on or before the sanction of the Scheme by the High Court pursuant to Section 201 of the Act.

Further, for the Acquisition to proceed, the Scheme must become effective by not later than 15 December 2008 or such later date, if any, as IONA and SPK Acquisitions may, with, if required, the consent of the Panel, agree and, if required, the High Court may allow.

The conditions to the Acquisition and the Scheme are set out in full in Part V (Conditions to and Further Terms of the Acquisition and the Scheme) of this document.

### **Solicitation of Proposals from Other Parties (Page 44)**

Except in limited circumstances, the directors of IONA have agreed not to withdraw or adversely modify their recommendation to the IONA Shareholders regarding the Scheme.

In addition, the non-solicitation undertaking in the Expenses Reimbursement Agreement provides that, until the earlier of 15 December 2008 and the date on which the Scheme becomes effective (or lapses or is withdrawn), IONA has agreed that, subject to the fiduciary duties of the Board of IONA, no member of the IONA Group or any of their respective directors, officers, employees or advisers shall, among other things, solicit interest or initiate discussions or negotiations with any person in respect of or in connection with the acquisition of control (as defined in the Takeover Rules) of IONA. Except to the extent required by the Takeover Rules or the Panel, IONA has also agreed to inform and keep informed SPK Acquisitions of any inquiry with respect to or that would reasonably be expected to lead to a Competing Offer, the material terms of such Competing Offer and the identity of the person making any such inquiry or proposing a Competing Offer.



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### **Termination of the Implementation Agreement (Page 49)**

Either SPK Acquisitions or IONA may terminate the Implementation Agreement at or prior to the Effective Time of the Scheme if any of the following occurs:

the conditions specified in Part V (Conditions to and Further Terms of the Acquisition and the Scheme) of this document are not satisfied by 15 December 2008;

the High Court declines or refuses to sanction the Scheme, unless both IONA and SPK Acquisitions agree that the decision of the High Court shall be appealed and, if so appealed, a final non-appealable order, decree, judgment, or ruling has been issued;

the directors of IONA withdraw or adversely modify the Scheme Recommendation; or

the resolutions are not approved at the Court Meeting and the EGM.

### **Expenses Reimbursement Agreement (Page 44)**

Under the Expenses Reimbursement Agreement, IONA has agreed to pay specific quantifiable third party costs and expenses incurred by SPK Acquisitions in connection with the Scheme in certain circumstances, including, but not limited to, the following:

if the Board of IONA, or any one or more members thereof, withdraws or adversely modifies its/their recommendation of the Scheme or recommends (or indicates or announces an intention to recommend) a Competing Offer;

IONA withdraws the Scheme or materially alters any term of the Scheme or takes or omits to take any action in breach of the Implementation Agreement the result of which is to prevent the IONA Shareholders from voting at any Meetings to approve the Scheme; or

if prior to the Scheme lapsing or being withdrawn, a Competing Offer is announced and any such Competing Offer becomes effective or unconditional within 12 months of that announcement.

The liability of IONA to pay these amounts is limited to a maximum amount equal to 1 per cent. of the aggregate value of the number of IONA Shares which are the subject of the Acquisition multiplied by the Consideration.

### **IONA Executive Officers and Non-Executive Directors and the Effects of the Scheme on their Interests (Page 66)**

In considering the recommendations of the Board of IONA with respect to the approval of the Scheme, IONA Shareholders should be aware that IONA Non-Executive Directors and IONA executive officers have interests in the Scheme that may be in addition to, or different from, the interests of IONA Shareholders. These interests may create potential conflicts of interest. The Board of IONA was aware of these interests, which include those summarized below, and considered them, among other matters, in approving the Acquisition and the Scheme.

IONA has change in control agreements with all its executive officers that provide certain benefits if (i) there is a change in control of the Company (which the Scheme, if it becomes effective, would constitute), and (ii) the executive officer's employment is (A) involuntarily terminated by the Company (or any successor, including SPK Acquisitions) without cause (as defined in the change in control agreements) within two years following a change in control or during the three month period immediately preceding a

change in control or (B) voluntarily terminated by the executive officer for

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good reason (as defined in the change in control agreements) within two years following a change in control.

IONA also has a change in control plan for IONA Non-Executive Directors that provides certain benefits in the event of a change in control (which the Scheme, if it becomes effective, would constitute).

IONA Options held by IONA Non-Executive Directors and IONA executive officers will be treated under the Scheme in the same manner as all other IONA Options (including the vesting of all unvested options in connection with the Scheme). As of the Latest Practicable Date, IONA Non-Executive Directors and executive officers holding IONA Options would receive cash payments upon the consummation of the Scheme in an aggregate amount (before withholding for applicable taxes) of approximately \$1,520,444.

Under IONA's Articles of Association, IONA has included a provision that limits or eliminates the personal liability of the IONA Directors and officers. IONA maintains liability insurance which insures the IONA Directors and officers against certain losses and insures IONA with respect to its obligation to indemnify the IONA Directors and officers.

In addition, under the terms of the Implementation Agreement, IONA Non-Executive Directors and IONA executive officers will be entitled to indemnification in specified circumstances.

### **Voting Undertakings (Pages 43 and 55)**

In connection with the Scheme, SPK Acquisitions has received from the members of the Board of IONA voting undertakings to, subject to certain exceptions, vote in favour of the Acquisition and the Scheme in respect of the 3,605,193 IONA Shares, in aggregate, they own, representing approximately 9.8 per cent. of the issued share capital of IONA. The form of voting undertakings of directors of IONA is attached to this document as *Annex D*.

Further, Progress SC, a wholly owned subsidiary of Progress, has irrevocably committed to IONA and SPK Acquisitions, in respect of the 362,000 IONA Shares which it owns, not to vote such IONA Shares at the Court Meeting and to vote such IONA Shares in favour of the resolutions to be considered at the Extraordinary General Meeting. The Progress SC voting undertaking is attached to this document as *Annex E*.

### **IONA Share Option Schemes (Page 51)**

All unvested IONA Options will become fully vested and exercisable in connection with the Scheme, in accordance with the provisions of the IONA Share Option Schemes and, with respect to IONA Options held by the IONA Non-Executive Directors and the executive officers of IONA, the provisions of the IONA Non-Executive Directors Change in Control Plan and the change in control agreements with the executive officers of IONA, respectively, which plan and agreements are described further in paragraph 9 of Part III (Explanatory Statement) of this document. IONA and SPK Acquisitions will offer all IONA Optionholders an opportunity to elect to exercise their IONA Options immediately upon the making of the Court Order on, and on the condition that the IONA Shares issued upon such exercise are then transferred to SPK Acquisitions under the Scheme. In so doing, IONA Optionholders (other than IONA Non-Executive Directors and executive officers for United States federal securities law purposes) may exercise their IONA Options with a cashless exercise facility under which they may direct that the exercise price of their IONA Options be paid to IONA out of the proceeds of the sale to SPK Acquisitions under the Scheme of the IONA Shares issued to them upon exercise of their IONA Options.

All IONA Options that remain outstanding on the Effective Date shall be cancelled with effect from midnight (Irish Standard Time) on the Effective Date in consideration for the payment to the IONA Optionholder of a cash

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payment per IONA Share subject to an IONA Option equal to the excess, if any, of the Consideration per IONA Share over the exercise price applicable to such IONA Option (net of any applicable withholding taxes).

### **Effective Time of the Scheme (Page 31)**

Assuming the necessary approvals from the Scheme Shareholders and IONA Shareholders, as the case may be, have been obtained and all conditions have been satisfied or (where applicable) waived, the Scheme will become effective upon delivery to the Registrar of Companies of an office copy of the Court Order of the High Court sanctioning the Scheme together with the minute required by Section 75 of the Act confirming the capital reduction and registration of the Court Order and minute by the Registrar of Companies. Upon the Scheme becoming effective, it will be binding on all IONA Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the EGM. It is expected that the Scheme will become effective during September 2008.

### **Irish Taxation (Page 212)**

Irish Holders who, under the Scheme, dispose of their IONA ADRs or IONA Shares will be subject to Irish Capital Gains Tax (CGT) (in the case of individuals) or Irish corporation tax (in the case of companies) to the extent that the proceeds realised from such disposition exceed the base cost (indexation may apply to increase the base cost of acquisitions of shares made prior to 1 January 2003) of their IONA ADRs or IONA Shares plus incidental expenses. The current rate of tax applicable to such chargeable gains is 20 per cent.

Irish Holders that have capital losses from other sources in current, or any previous, tax year can generally apply such losses to reduce gains realised on the disposal of their IONA ADRs or IONA Shares.

No Irish Stamp Duty will be payable by a holder of IONA ADRs or IONA Shares in relation to the disposal of IONA ADRs or IONA Shares under the Scheme.

US IONA ADR holders and US IONA Shareholders will not be subject to Irish CGT on the disposal of IONA ADRs or IONA Shares provided at the time of disposal: (i) IONA ADRs and IONA Shares are quoted on Nasdaq and the Irish Stock Exchange, respectively and/or (ii) IONA ADRs and IONA Shares do not derive the greater part of their value from land, buildings, minerals, or mineral or exploration rights in Ireland.

Holders of IONA ADRs or IONA Shares are advised to consult their own tax advisers with respect to the application of Irish taxation laws to their particular circumstances in relation to the Scheme.

### **US Federal Income Tax Consequences (Page 213)**

A sale of IONA ADRs or IONA Shares, as the case may be, for cash pursuant to the Scheme will be treated as a taxable transaction for federal income tax purposes under the Internal Revenue Code, and may be taxable for US state and local purposes as well. Holders of IONA ADRs or IONA Shares, as the case may be, are advised to consult their own tax advisers with respect to the application of US federal, state, local and other laws to their particular circumstances in relation to the Scheme.

### **Regulatory Approvals (Page 215)**

Under the provisions of the HSR Act, IONA and SPK Acquisitions may not complete the Acquisition until IONA and SPK Acquisitions have made certain filings with the Federal Trade Commission and the United States Department of Justice and the applicable waiting period has expired or been terminated. IONA and SPK Acquisitions expect to file pre-merger notifications with the US antitrust authorities pursuant to the HSR Act shortly and will request early termination of the waiting period. IONA and SPK Acquisitions do not believe that any foreign antitrust approvals are required to consummate the Acquisition.

In addition, under the Act, the High Court must sanction the Scheme and confirm the reduction of IONA's capital.

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**ADVISERS TO IONA, SPK ACQUISITIONS AND PROGRESS**

**IONA:**

**Financial Advisors to IONA**

Lehman Brothers Inc.	Davy Corporate Finance
745 7 <sup>th</sup> Avenue	Davy House
New York, New York 10019	Dawson Street
United States	Dublin 2
	Ireland

Merrion Stockbrokers Limited

Block C, The Sweepstakes

Centre

Ballsbridge

Dublin 4

Ireland

**Legal Advisors to IONA**

*As to Irish law*

*As to US law*

William Fry

Goodwin Procter LLP

Fitzwilton House

Exchange Place

Wilton Place

53 State Street

Dublin 2

Boston, Massachusetts 02109

Ireland

United States

**Auditors to IONA**

Ernst & Young

Ernst & Young Building

Harcourt Centre

Harcourt Street

Dublin 2

Ireland



**Registrar**

Computershare Investor  
Services (Ireland) Limited  
P.O. Box 954  
Heron House  
Corrig Road  
Sandyford Industrial Estate  
Dublin 18  
Ireland

**Depository**

Deutsche Bank Trust  
Company  
c/o of American Stock  
Transfer & Trust Company  
Peck Slip Station  
P.O. Box 2050  
New York, New York 10272-2050  
United States

**Public Relations Advisors to IONA**

K Capital Source  
8 Raglan Road  
Dublin 4  
Ireland

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<b>Proxy Solicitor for IONA</b>	Georgeson, Inc.	<i>In the US</i>
	2nd Floor, Vintners Place	Georgeson, Inc.
	68 Upper Thames Street	199 Water Street
	London EC4V 3BJ	26th Floor
	United Kingdom	New York, New York 10038
		United States
<b>SPK ACQUISITIONS &amp; PROGRESS:</b>		
<b>Financial Advisor to SPK Acquisitions &amp; Progress</b>	Goodbody Corporate Finance	
	Ballsbridge Park	
	Ballsbridge	
	Dublin 4	
	Ireland	
<b>Legal Advisors to SPK Acquisitions &amp; Progress</b>	<i>As to Irish law</i>	<i>As to US law</i>
	Arthur Cox	Wilmer Cutler Pickering Hale and Dorr LLP
	Earlsfort Centre	60 State Street
	Earlsfort Terrace	Boston, Massachusetts 02109
	Dublin 2	United States
	Ireland	
<b>Public Relations Advisors to SPK Acquisitions &amp; Progress</b>	Lewis PR	
	535 Boylston Street	
	Suite 603	
	Boston, Massachusetts 02116	
	United States	

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<b>Event</b>	<b>Time and/or Date (1)</b>	
Latest time for receipt by the Depositary of completed ADR Voting Instruction Card for the Court Meeting and the EGM	p.m. on	2008(2)
Latest time for receipt of PINK Forms of Proxy for the Court Meeting (3)	p.m. on	2008
Latest time for receipt of BLUE Forms of Proxy for the EGM	p.m. on	2008
Voting Record Time	6.00 p.m. on	2008
Court Meeting	p.m. on	2008
Extraordinary General Meeting (4)	p.m. on	2008
Intended date for Court Hearing (of the petition to sanction the Scheme)		2008
Last day of dealings in IONA ADRs on Nasdaq and IONA Shares on the Irish Stock Exchange		2008
Scheme Record Time	10.00 p.m. on	2008
Effective Time		2008
Payments in respect of IONA Shares credited to CREST accounts (as appropriate)	No later than	2008
Despatch of cheques/electronic transfers in respect of the Consideration (as appropriate)	No later than	2008

Notes:

- (1) The dates and times are indicative only and will depend on, inter alia, the dates upon which the High Court sanctions the Scheme and confirms the reduction of capital that forms part of the Scheme. Unless otherwise noted, all time references are to Irish Standard Time.
- (2) United States Eastern Time.
- (3) If the PINK Form of Proxy for the Court Meeting is not returned by this time, a PINK Form of Proxy may be handed to the Chairman of the Court Meeting before the start of the Court Meeting and will still be valid.
- (4) To commence at p.m., or, if later, immediately after the conclusion or adjournment of the Court Meeting.

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**ENCLOSURES AND CONTACT INFORMATION**

**Enclosures**

*IONA ADR holders will receive the following enclosures with a copy of this document:*

Depository's Notice of Court Meeting and Extraordinary General Meeting of IONA

ADR Voting Instruction Card for the Court Meeting and the Extraordinary General Meeting

*Holders of IONA Shares will receive the following enclosures with a copy of this document:*

PINK Form of Proxy for the Court Meeting

BLUE Form of Proxy for the Extraordinary General Meeting

**Contact Information**

**If you have any queries in relation to the ADR Voting Instruction Card, Forms of Proxy or actions to be taken at the Meetings, please contact:**

(IF AN IONA SHAREHOLDER)

IONA's Registrar

**Computershare Investor Services (Ireland)  
Limited**

01 447 5482 (if calling within Ireland)

or

+353 1 447 5482 (if calling from outside Ireland) between 9.00 a.m. and  
5.00 p.m. (Irish Standard Time) on any Business Day

(IF AN IONA ADR HOLDER)

IONA's Proxy Solicitor

**Georgeson**

1-866-741-6131 (if calling within the United States) or on  
+001 1-201-356-3223 (if calling from outside the United States)  
between 9.00 a.m. and 5.00 p.m. (United States Eastern Time) on  
any Business Day.

If calling from outside the United States, please call collect.

**OR**

IONA's Depository

**Deutsche Bank Trust Company**

Deutsche Bank Trust Company

c/o of American Stock Transfer & Trust Company Peck Slip  
Station

P.O. Box 2050

New York, New York 10272-2050 United States

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Toll free tel.: +1 800-749-1873 ( if calling within the United States)

or

International tel.: +1 718 921 8137 (if calling from outside the  
United States)

e-mail queries: DB@amstock.com

**For legal reasons, none of Registrar, Georgeson, nor the Depositary will be able to provide advice on the benefits of the Acquisition or the Scheme or the merits of the Acquisition itself or give financial advice or tax advice.**

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**ACTION TO BE TAKEN**

**MEETINGS TO BE HELD ON 2008**

The Scheme requires approval by Scheme Shareholders at the Court Meeting to be held at , at p.m. (Irish Standard Time) on 2008. In addition to approval at the Court Meeting, implementation of the Scheme also requires various approvals by IONA Shareholders at an EGM to be held at , at p.m. (Irish Standard Time) on 2008 or, if later, immediately after the conclusion or adjournment of the Court Meeting. Once effective, the Scheme will be binding on all IONA Shareholders, including those Scheme Shareholders who did not vote, or who voted against it, at the Court Meeting.

**SIGN AND RETURN THE ACCOMPANYING ADR VOTING INSTRUCTION CARD OR FORMS OF PROXY**

**For IONA ADR holders:**

You are encouraged to sign and return the enclosed ADR Voting Instruction Card as soon as possible and in any event so as to be received by the Depositary at Deutsche Bank Trust Company, c/o American Stock Transfer & Trust Company, Peck Slip Station, P.O. Box 2050, New York, New York 10272-2050 USA by 2008. Alternatively, you may submit your ADR Voting Instruction Card via telephone by calling the number printed at the top of your ADR Voting Instruction Card or via the Internet by accessing the Depositary's website at [www.voteproxy.com](http://www.voteproxy.com). To dial in or log in please make sure that you have your ADR Voting Instruction Card available.

It is important that, for the Court Meeting, as many votes as possible are cast (whether in person or by proxy) so that the High Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion. You are, therefore, strongly urged to complete, sign and return your ADR Voting Instruction Card as soon as possible.

If you have any questions relating to this document or the completion and return of the ADR Voting Instruction Card, please contact the helpline at the telephone numbers provided on page 30.

**For Scheme Shareholders and IONA Shareholders:**

Scheme Shareholders are encouraged to sign and return the enclosed PINK Form of Proxy for the Court Meeting and IONA Shareholders are encouraged to sign and return the enclosed BLUE Form of Proxy for the EGM as soon as possible and in any event so as to be received by IONA's Registrar, Computershare Investor Services (Ireland) Limited, at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, no later than p.m. (Irish Standard Time) and p.m. (Irish Standard Time), respectively, on 2008. The PINK Form of Proxy for the Court Meeting (but NOT the BLUE Form of Proxy for the EGM) may also be handed to the Chairman of the Court Meeting before the start of the Court Meeting on 2008 and will still be valid.

**The completion and return of the Forms of Proxy either for the Court Meeting or for the EGM will not prevent you from attending and voting at either Meeting (or any adjournment thereof) in person if you wish to do so.**

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It is important that, for the Court Meeting, as many votes as possible are cast at the Court Meeting (whether in person or by proxy) so that the High Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion. You are, therefore, strongly urged to complete, sign and return your Forms of Proxy as soon as possible.

If you have any questions relating to this document or the completion and return of the Forms of Proxy, please contact the helpline at the telephone numbers provided on page 30.

Overseas Shareholders should refer to paragraph 12 in Part III (Explanatory Statement) of this document. Details relating to settlement are included in paragraph 11 in Part III (Explanatory Statement) of this document.

## **RECOMMENDATION**

The Directors of IONA are unanimously recommending that you vote in favour of all resolutions at the Meetings using the ADR Voting Instruction Card or Forms of Proxy, as the case may be, enclosed with this document.

## **VOTING PROCEDURES**

### **Voting of IONA Shares Underlying IONA ADSs pursuant to the Deposit Agreement**

*Generally.* Holders of IONA ADRs evidencing IONA ADSs representing IONA Shares may not vote or attend the Meetings; however, subject to certain limitations set out in the Deposit Agreement, the Depositary has the right to vote all IONA Shares deposited under the Deposit Agreement. The Depositary, however, is required by the Deposit Agreement to vote the IONA Shares deposited thereunder in accordance with the instructions of the IONA ADR holders and is prohibited from exercising voting discretion with respect to such IONA Shares.

*Notice of Meetings.* As soon as practicable after receipt from IONA of the Notice of Court Meeting and the Notice of Extraordinary General Meeting, the Depositary shall mail to the IONA ADR holders as of the close of business on 2008 a notification of the Meetings indicating: (a) the date, time and place of each of the Meetings, (b) that each IONA ADR holder on the close of business on 2008 will be entitled to instruct the Depositary as to the exercise of voting rights pertaining to the IONA Shares represented by the IONA ADSs evidenced by such holder's IONA ADRs, and (c) the manner in which such instructions must be given.

*Voting of IONA Shares Underlying IONA ADSs.* Upon the timely receipt of voting instructions from an IONA ADR holder, the Depositary shall vote or cause to be voted the IONA Shares represented by the IONA ADSs evidenced by such holder's IONA ADRs in accordance with such instructions.

### **Voting of IONA Shares**

*Voting at the Court Meeting.* Voting at the Court Meeting is on a poll (i.e. a written vote). For the Scheme to be approved at the Court Meeting, Scheme Shareholders voting in favour of the Scheme must represent a simple majority (more than 50 per cent.) in number of those Scheme Shareholders present and voting in person or by proxy and must also represent three-fourths (75 per cent.) in value of the Scheme Shares held by those Scheme Shareholders present and voting in person or by proxy. All Forms of Proxy should be completed and returned so as to be received by the Registrar not less than 48 hours before the Court Meeting. If the PINK Form of Proxy for the Court Meeting is not lodged by the relevant time, it may be handed to the Chairman of the Court Meeting before the start of the Court Meeting.

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*Voting at the Extraordinary General Meeting.* Voting at the Extraordinary General Meeting is by a show of hands unless a poll is duly demanded. Votes may be given either in person or by proxy. Subject to IONA's Articles of Association and to any rights or restrictions attached to any class or classes of shares, by a show of hands each Member present in person or by proxy has one vote, and on a poll each Member shall have one vote for each IONA Share held by such Member. Where there is a tie, whether by a show of hands or by a poll, the Chairman of the meeting is entitled to cast the deciding vote in addition to any other vote the Chairman may have. A poll may be demanded by (i) the Chairman of the meeting, (ii) at least five Members, present in person or by proxy and entitled to vote at the meeting, (iii) any Member or Members present in person or by proxy, representing not less than one-tenth of the total voting rights of all the Members entitled to vote at the meeting, or (iv) any Member or Members present in person or by proxy holding not less than one-tenth of the paid-up capital that carries the right of voting at the meeting. Under Irish law, an abstention or a vote that is withheld will not be counted in the calculation of the proportion of the votes for or against a proposed resolution.

A majority (more than 50 per cent.) of votes cast is required to pass an ordinary resolution, and three-fourths (75 per cent.) or greater of the votes cast is required to pass a special resolution. As of 2008, there were Members entitled to attend and vote at the Extraordinary General Meeting and, therefore, votes on a show of hands (or, if a poll is demanded, votes) capable of being cast at the Extraordinary General Meeting. The number of Members entitled to attend and vote at the Extraordinary General Meeting will be equal to the total number of Members as of p.m. (Irish Standard Time) on 2008. The maximum number of votes capable of being cast at the Extraordinary General Meeting will be equal to the total number of Members on a show of hands (or, if a poll is demanded, the number of IONA Shares in issue) as of p.m. (Irish Standard Time) on 2008.

*Voting by Proxy.* Each proxy which is properly executed and returned to the Registrar will be voted in the manner directed by the Member executing it or, if no directions are given, will be voted (or withheld) at the discretion of the Chairman of the relevant meeting or any other person duly appointed as proxy by the Member. All Forms of Proxy should be completed and returned so as to be received by the Registrar not less than 48 hours before the relevant Meeting.

**REVOCATION OF PROXIES**

For IONA ADR holders:

IONA ADR holders may change their vote at any time before 2008. You may do this by sending a written, dated notice to the Depository stating that you would like to revoke your voting instructions, which must be received by the Depository by 2008.

If you desire to send any notice of revocation of your ADR Voting Instruction Card or have questions regarding your ADR Voting Instruction Card after you have returned them to the Depository, you should contact the Depository at:

Deutsche Bank Trust Company

c/o of American Stock Transfer & Trust Company

Peck Slip Station

P.O. Box 2050

New York, New York 10272-2050 USA

Toll free tel.: +1 800-749-1873 (if calling within the United States) or

International tel.: +1 718 921 8137 (if calling from outside the United States)

e-mail queries: DB@amstock.com



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### **For Scheme Shareholders and IONA Shareholders:**

Scheme Shareholders may change their vote at any time before the start of the Court Meeting in the case of the PINK Form of Proxy, and IONA Shareholders may change their vote at any time up to \_\_\_\_\_ p.m. (Irish Standard Time) on \_\_\_\_\_ 2008 in the case of the BLUE Form of Proxy for the Extraordinary General Meeting. You may do this in one of three ways. First, you may send a written, dated notice to the Registrar of IONA stating that you would like to revoke your proxy. Second, you may complete, sign, date and submit a new Form of Proxy. Third, you may attend the Court Meeting and/or the Extraordinary General Meeting and vote in person. Your attendance alone will not revoke your proxy. If you have instructed a broker to vote your IONA Shares, you must follow the directions received from your broker relating to changing those instructions.

If you desire to send any notice of revocation of your Forms of Proxy or have questions regarding your Forms of Proxy after you have returned them to Computershare Investor Services (Ireland) Limited, you should contact the Registrar at the following address:

Computer Share Investor Services (Ireland) Limited

Heron House

Corrig Road

Sandyford Industrial Estate

Dublin 18

Ireland

Tel.: 01 447 5482 (if calling within Ireland) or

Tel.: +353 1 447 5482 (if calling from outside Ireland)

Fax: 01 216 3151 (if calling within Ireland) or

Fax: +353 1 216 3151 (if calling from outside Ireland)

## **SOLICITATION OF PROXIES AND EXPENSES**

The cost of preparing, assembling, printing and mailing this document, the Notice of Extraordinary General Meeting, ADR Voting Instruction Card, and the enclosed Forms of Proxy, as well as the cost of soliciting proxies relating to the Court Meeting and the Extraordinary General Meeting, will be borne by the Company. The Company will request banks, brokers, dealers and voting trustees or other nominees, including the Depository in the case of IONA ADRs, to solicit their customers who are owners of IONA ADRs and/or IONA Shares listed of record and names of nominees, and will reimburse them for the reasonable out-of-pocket expenses of such solicitation. The original solicitation of proxies by mail may be supplemented by telephone, e-mail, telegram and personal solicitation by officers and other regular employees or agents of the Company.

The Company has retained Georgeson to assist in the solicitation of proxies from IONA ADR holders by mail, telephone or other electronic means, or in person, for a fee of approximately \$27,500 plus reasonable out-of-pocket expenses relating to the solicitation. The Company has retained K Capital to provide public relations advisory service and to assist in the solicitation of proxies from IONA Shareholders by mail, telephone or other electronic means, or in person, for a fee of approximately \$90,000 plus reasonable out-of-pocket expenses relating to the solicitation.

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**HELPLINE**

If you are an IONA ADR holder and have any queries in relation to actions to be taken at the Meetings, please contact **IONA's proxy solicitor**, Georgeson, on 1-866-741-6131 (if calling within the United States) or on +001-1-201-356-3223 (if calling from outside the United States) between 9.00 a.m. and 5.00 p.m. (United States Eastern Time) on any Business Day. If calling from outside the United States, please call collect. For legal reasons, Georgeson will not be able to provide advice on the merits of the Acquisition itself or give financial or tax advice.

If you are an IONA ADR holder and have any queries in relation your ADR Voting Instruction Card, please contact **IONA's Depository**, Deutsche Bank Trust Company toll free tel.: +1 800-749-1873 (if calling within the United States) or International tel.: +1 718 921 8137 (if calling from outside the United States). For legal reasons, the Depository will not be able to provide advice on the merits of the Acquisition itself or give financial advice or tax advice.

If you are an IONA Shareholder and have any queries in relation to actions to be taken at the Meetings, please contact **IONA's Registrar**, Computershare Investor Services (Ireland) Limited, on 01 447 5482 (if calling within Ireland) or on +353 1 447 5482 (if calling from outside Ireland) between 9.00 a.m. and 5.00 p.m. (Irish Standard Time) on any Business Day. For legal reasons, the Registrar will not be able to provide advice on the merits of the Acquisition itself or give financial advice or tax advice.

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**PART I LETTER OF RECOMMENDATION FROM THE BOARD OF IONA**

**IONA Technologies PLC**

(Incorporated and registered in Ireland under the Acts with registered number 171387)

*Board:*

Kevin C. Melia (Chairman)  
Seán Baker  
Christopher J. Horn (Vice Chairman)  
Ivor Kenny  
James D. Maikranz  
Bruce J. Ryan  
Francesco Violante  
Peter Zotto\*

\* *Executive director*

*Registered Office*  
The IONA Building  
Shelbourne Road  
Ballsbridge  
Dublin 4

2008

*To IONA Shareholders, IONA ADR holders and, for information only, to IONA Optionholders*

**RECOMMENDED ACQUISITION OF IONA TECHNOLOGIES PLC**

Dear IONA Shareholder and IONA ADR holder,

**1. INTRODUCTION**

On 25 June 2008 the Board of IONA and the Board of SPK Acquisitions announced that they had reached agreement on the terms of a recommended acquisition of IONA by SPK Acquisitions, a private limited company that was incorporated in Ireland on 11 February 2008. SPK Acquisitions is a wholly owned subsidiary of Progress. Progress SC, a wholly owned subsidiary of Progress, owns or controls 362,000 IONA Shares representing approximately 0.99 per cent. of the issued share capital of IONA. As Progress SC is not a Scheme Shareholder, Progress SC has irrevocably committed to SPK Acquisitions and IONA, in respect of the IONA Shares which it owns, not to vote such IONA Shares at the Court Meeting but Progress SC will vote such IONA Shares in favour of the resolutions to be considered at the Extraordinary General Meeting.

The Acquisition will be effected by way of a scheme of arrangement between IONA and the Scheme Shareholders under Section 201 of the Act, the terms of which are set out in Part IV (The Scheme of Arrangement) of this document and an explanation of which is given by Lehman Brothers in Part III (Explanatory Statement) of this document. The Acquisition and the Scheme are subject to the conditions and further terms set out in Part V (Conditions to and Further Terms of the Acquisition and the Scheme) of this document. It is anticipated that, subject to the satisfaction or waiver of these conditions, the Acquisition will become effective during September 2008.

I am writing to you to set out the background to the Acquisition and the reasons why the Board of IONA considers the terms of the Acquisition to be fair and reasonable to IONA Shareholders taken as a whole, and is unanimously recommending that IONA Shareholders vote in favour of the Acquisition and the Scheme.

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### **2. SUMMARY OF THE TERMS OF THE ACQUISITION**

Subject to the conditions and further terms set out in Part V (Conditions to and Further Terms of the Acquisition and the Scheme) of this document, under the terms of the Acquisition, Scheme Shareholders will receive:

#### **\$4.05 in cash for each IONA Share**

After the Scheme becomes effective, IONA ADR holders will receive the Consideration to which they are entitled directly from the Depositary. If you wish to receive the Consideration in respect of your IONA ADRs, you are urged to sign and return the enclosed ADR Voting Instruction Card as soon as possible. If you wish to receive the Consideration in respect of your IONA Shares, you are urged to sign and return the enclosed Forms of Proxy as soon as possible. You should note that if there is insufficient Scheme Shareholder support for the Scheme at the Court Meeting, the Scheme will not become effective, the Acquisition will not proceed and the cash Consideration of \$4.05 per IONA Share will not become payable.

The Acquisition values the entire issued and to be issued share capital of IONA at approximately \$161.7 million. As SPK Acquisitions will only pay the Consideration for IONA Shares that are not owned by subsidiaries or nominees of Progress, the maximum cash payment that will be made by SPK Acquisitions in the acquisition will be \$160.2 million.

The Consideration represents a premium of approximately:

47.3 per cent. over \$2.75, being the Closing Price of an IONA ADR on 7 February 2008, the last Business Day prior to the commencement of the Offer Period; and

26.5 per cent. over \$3.20, being the average daily Closing Price of an IONA ADR over the three months up to the commencement of the Offer Period.

### **3. THE CONDITIONS**

The Acquisition is conditional upon, amongst other things, the Scheme becoming effective. The implementation of the Scheme is conditional upon, amongst other things:

- 3.1** the expiration of the waiting period under the HSR Act;
- 3.2** the approval by a majority in number of Scheme Shareholders representing three-fourths (75 per cent.) or more in value of the Scheme Shares held by such holders present and voting either in person or by proxy, at the Court Meeting (or at any adjournment of such meeting), but not including IONA Shares held by Progress SC, which is not a Scheme Shareholder;
- 3.3** the passing by the requisite majority of such resolutions as are required to approve or implement the Scheme at the Extraordinary General Meeting and are set out in the notice of the Extraordinary General Meeting;
- 3.4** the sanction of the Scheme and confirmation of the reduction of capital involved therein by the High Court and the delivery of an office copy of the Court Order and the minute required by Section 75 of the Act to the Registrar of Companies and the registration of such Court Order and minute by the Registrar of Companies; and

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- 3.5** the conditions which are not otherwise identified above and which are set out in full in Part V (Conditions to and Further Terms of the Acquisition and the Scheme) of this document being satisfied or waived on or before the sanction of the Scheme by the High Court pursuant to Section 201 of the Act.

For the Acquisition to proceed, the Scheme must become effective and unconditional by not later than 15 December 2008 or such later date, if any, as IONA and SPK Acquisitions may, with, if required, the consent of the Panel, agree and, if required, the High Court may allow.

**4. BACKGROUND TO AND REASONS FOR RECOMMENDING THE ACQUISITION**

**Background to the Acquisition**

The Company's Board and management, with the assistance of their financial advisors and outside legal counsel, have periodically reviewed the various strategic alternatives available to the Company as part of their on-going efforts to, among other things, improve its competitive position and enhance shareholder value. These reviews have focused on, among other things, continued independence, acquisitions of other institutions, and mergers with and acquisitions by larger institutions. On an on-going basis, the Board has reviewed the Company's short and long-term business strategies, as well as market trends in the technology industry and the challenges confronting the Company in attaining its strategic and shareholder return objectives. In addition, the Board periodically discusses issues relating to its fiduciary duties with the Company's outside US legal counsel, Goodwin Procter LLP, and its outside Irish legal counsel, William Fry.

In the ordinary course of business, and consistent with these objectives, the Company's Chairman of the Board, Kevin C. Melia, the Company's Vice Chairman of the Board, Christopher J. Horn, Director and founder, Seán Baker, and the Company's Chief Executive Officer and President, Peter M. Zotto, have each been involved from time to time in informal discussions with representatives of other technology companies, including, but not limited to, Progress, regarding technology industry issues and exploratory discussions of the potential benefits and issues that might arise from possible combinations or other strategic transactions.

On 30 January 2008, the Company received an unsolicited preliminary expression of written interest from Company A to acquire the Company at a price between \$4.25 and \$4.75 per Share.

On 1 February 2008, at a meeting of the Company's Board, with management, Goodwin Procter and William Fry in attendance at the request of the Board, the Board discussed the preliminary expression of interest it received from Company A, including the necessity for engaging a financial advisor to assist the Board in evaluating Company A's preliminary expression of interest as well as assessing the strategic alternatives available to the Company.

On 8 February 2008, in coordination with the Panel, the Company issued a press release announcing that it had received an unsolicited preliminary expression of interest from a third party to acquire the Company.

On 11 February 2008, Company A formally withdrew its preliminary expression of interest to acquire the Company. Shortly after sending the letter withdrawing its preliminary expression of interest, the chief executive officer of Company A called Mr. Melia and expressed continued interest in acquiring the Company and requested to continue discussions.

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On 15 February 2008, at a meeting of the Company's Board, with management, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the Board, Mr. Melia and Christopher M. Mirabile, the Company's Chief Financial Officer, General Counsel and Secretary, updated the Board on the status of Company A's preliminary expression of interest, including Company A's decision to formally withdraw its preliminary expression of interest and its subsequent oral expression of continued interest. The Board discussed the Company's past performance and future prospects and the possibility of a strategic transaction with other parties. The process and criteria for screening possible strategic partners and evaluating a potential strategic transaction were discussed. At the conclusion of this meeting, the Board determined that it was in the best interest of IONA Shareholders to explore more fully the possibility of a strategic transaction with Company A as well as with other parties and authorized the engagement of Lehman Brothers and instructed Lehman Brothers to speak with a range of strategic and financial buyers (including Company A) who were viewed as either likely to have an interest in acquiring the Company or considered to be logical strategic partners for the Company. The Board selected Lehman Brothers because of its familiarity with the Company and its qualifications, reputation and experience in the valuation of businesses and securities in connection with mergers and acquisitions generally, its global reach as well as its substantial experience in public company sale transactions.

On 19 February 2008, at Company A's request, Mr. Melia called the chief executive officer of Company A to discuss Company A's continued expression of interest. During this call, the chief executive officer of Company A reiterated its interest in discussing a potential strategic transaction with the Company. The parties concluded this discussion by agreeing to meet in person outside of New York City on 26 February 2008 to engage in further discussions.

On 20 February 2008, the Company formally engaged Lehman Brothers as its financial advisor to assist the Board in assessing the strategic alternatives available to the Company, which engagement was confirmed in a letter dated 20 February 2008.

Also on 20 February 2008, in conjunction with the Panel, the Company announced that it had retained Lehman Brothers to evaluate and advise the Company's Board regarding strategic alternatives for the Company's business. These alternatives included, but were not limited to, the sale of the Company or the merger of the Company with another entity offering strategic opportunities.

Between 20 February 2008 and 25 February 2008, Lehman Brothers engaged in several communications with Company A's financial advisors regarding the Company's strategic alternative review process.

Also between 20 February 2008 and 27 February 2008, Lehman Brothers contacted 14 third parties, including both strategic and financial buyers, regarding their interest in evaluating a possible strategic transaction with the Company. Of the 14 third parties contacted by Lehman Brothers, which includes Progress, many expressed some degree of interest and in learning more about the possible strategic transaction with the Company and two entered into customary confidentiality agreements during that time period.

In addition, between 20 February 2008 and 30 April 2008, 10 additional third parties contacted Lehman Brothers or the Company regarding their interest in evaluating a possible strategic transaction with the Company. Of the 10 third parties that contacted Lehman Brothers or the Company, five entered into customary confidentiality agreements.

On 26 February 2008, Mr. Melia, Dr. Horn, Mr. Zotto and Mr. Mirabile had an in person meeting near John F. Kennedy International Airport with members of Company A's management. During this meeting, Mr. Melia and Mr. Mirabile informed Company A of the process the Company's Board was undertaking to review its strategic alternatives. The parties spent the time familiarizing each other with their respective businesses at a high level and Company A gave the Company's representatives a more in depth review of Company A's strategy, management and goals for a possible acquisition.

On 12 March 2008, Company A entered into a customary confidentiality agreement with the Company.

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Between 4 March 2008 and 12 March 2008, Lehman Brothers sent a first round bid process letter to each third party that had entered into a confidentiality agreement. The letter indicated that first round bids were due on 17 March 2008 and outlined the information that should be included in a bid.

Between 12 March 2008 and 14 March 2008, the Company's management met, on separate occasions, by telephone with representatives of six of the eight parties that had entered into confidentiality agreements, including Company A, each of whom had indicated they wished to meet with the Company's management prior to submitting preliminary expressions of interest.

On 17 March 2008, four of the eight parties that had entered into confidentiality agreements, including Company A, submitted preliminary expressions of interest to acquire the Company. Company A's preliminary expression of interest indicated a purchase price of \$4.00 per Share. Company B's preliminary expression of interest indicated a purchase price between \$4.25 and \$5.00 per Share. Company B also indicated that, as an alternative, it would be interested in considering a purchase of the business assets solely related to the Company's Orbix product line. Company C's preliminary expression of interest indicated a purchase price between \$3.75 and \$4.50 per Share. Company D's preliminary expression of interest indicated a purchase price between \$4.40 and \$4.60 per Share. Each of Company A, Company B, Company C and Company D reserved rights and conditioned their expressions of interest on further due diligence and a greater understanding of the Company and its business. During this period, two additional companies, Company E and Progress, who had each been contacted by Lehman Brothers in late February, continued to negotiate the terms of the customary confidentiality agreement that was required to join the strategic alternative review process.

On 20 March 2008, the Company's Board met, with management, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the Board, and evaluated the preliminary expressions of interest. Lehman Brothers reviewed each preliminary expression of interest with the Board from a financial point of view. Goodwin Procter and William Fry reviewed with the Board their fiduciary duties in connection with their consideration of the preliminary expressions of interest and a potential strategic transaction and the Board's decision on whether and if so, how, to move forward with the strategic alternative review process. The Board discussed that, in addition to Company B's offer to acquire the Company, Company B also indicated an interest in only purchasing the Company's Orbix product line. After discussing this possibility, the Board decided that the purchase of only the business assets of the Company's Orbix product line would not provide sufficient value to the IONA Shareholders and the strategic alternative review process should continue to focus on the sale of the entire company. Management, with input from Lehman Brothers, Goodwin Procter and William Fry, also updated the Board on discussions with Company E and Progress. Management indicated that the Company had been unable to reach agreement on the terms of confidentiality agreements with each of Company E and Progress. The Board discussed the open issues related to the confidentiality agreement for both Company E and Progress. At the end of this meeting, the Board decided (1) that all four parties that had submitted preliminary expressions of interest should continue through to the second round of the strategic alternative review process and (2) to continue negotiations with Company E and Progress to see if agreement could be reached on the open issues related to the confidentiality agreements.

On 21 March 2008, Company E sent a request for information to the Company pursuant to Rule 20.2 ( Equality and Information to Offerors ) of the Takeover Rules. Between 21 March 2008 and 3 April 2008, Lehman Brothers, Goodwin Procter and William Fry engaged in several communications with Company E and its financial and legal advisors regarding the open issues related to the confidentiality agreement. On 3 April 2008, Company E entered into the confidentiality agreement with the Company required for involvement in the strategic alternative review process.

On 24 March 2008, Progress submitted a preliminary expression of interest to acquire the Company in a transaction valued between \$150 million and \$200 million.

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On 1 April 2008, Progress sent a request for information to the Company pursuant to Rule 20.2 ( Equality and Information to Offerors ) of the Takeover Rules. Between 1 April 2008 and 17 April 2008, Mr. Zotto, Mr. Mirabile, Lehman Brothers, Goodwin Procter and William Fry engaged in several communications with Progress and its financial and legal advisors regarding the open issues related to the confidentiality agreement. On 17 April 2008, Progress entered into a confidentiality agreement with the Company and the Board decided that Progress should be invited into the second round of the strategic alternative review process.

On 7 April 2008, the Company s management met with representatives of Company E, who had indicated they wished to meet with the Company s management prior to submitting an expression of interest.

Also on 7 April 2008, the Company s management met with representatives of Company C to discuss the Company s business and operations. In addition, between 7 April 2008 and 24 April 2008, Company C and its advisors conducted due diligence on the Company, which included the review of the information contained in the Company s data room.

On 8 April 2008, the Company s management met with representatives of Company D to discuss the Company s business and operations. Also, between 7 April 2008 and 16 May 2008, Company D and its advisors conducted due diligence on the Company, which included the review of the information contained in the Company s data room.

On 11 April 2008, the Company s management met with representatives of Company B to discuss the Company s business and operations. Also, between 11 April 2008 and 26 May 2008, Company B and its advisors conducted due diligence on the Company, including meetings with the Company s management on a number of issues, including, but not limited to, the Company s financial condition and an overview of the Company s Artix product line and the related customer use case studies. Also during this period, Company B and its advisors reviewed the information contained in the Company s data room.

On 14 April 2008, the Company received a preliminary expression of interest from Company E to acquire the Company at a purchase price of \$4.25 per Share. Management reviewed this expression of interest with the members of the Company s Board and the Board concluded that Company E should be invited into the second round of the strategic alternative review process.

On 16 April 2008, the Company s management met with representatives of Company A to discuss the Company s business and operations. Also, between 18 April 2008 and 12 May 2008, Company A and its advisors conducted due diligence, including meetings with the Company s management on a number of issues, including, but not limited to, the Company s financial condition, technology matters, tax matters, accounting matters and intellectual property matters. Also during this period the Company, with the assistance of Lehman Brothers, responded to requests by Company A for additional information concerning the Company. In addition, Company A and its advisors reviewed the information contained in the Company s data room.

On 22 April 2008, Lehman Brothers sent a second round bid process letter to Company A, Company B, Company C, Company D, Company E and Progress. The letter indicated that second round bids were due on 16 May 2008 and outlined the information that should be included in the bid. The letter also indicated that each party should submit with their bids their comments to the draft transaction documents, which would be provided to each company at a later date.

On 23 April 2008, the Company s management met with representatives of Company E to discuss the Company s business and operations. Also, between 23 April 2008 and 27 May 2008, Company E conducted due diligence, including meetings with the Company s management on a number of issues, including, but not limited to, the Company s financial results, tax matters, accounting matters, and matters related to the IONA Share Option Schemes. Also during this period the Company, with the assistance of Lehman



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Brothers, responded to requests by Company E for additional information concerning the Company. In addition, Company E and its advisors reviewed the information contained in the Company's data room.

On 24 April 2008, Company C informed Lehman Brothers that Company C was not in a position to continue discussions with the Company regarding a potential strategic transaction at that time. Thereafter, discussions with Company C ceased.

On 28 April 2008, the Company's management met with representatives of Progress to discuss the Company's business and operations. Also, between 28 April 2008 and 24 June 2008, Progress and its advisors conducted due diligence, including meetings with the Company's management on a number of issues, including, but not limited to, the Company's financial condition, technology matters, tax matters, accounting matters, intellectual property matters, and an overview of the Company's Artix product line. Also during this period the Company, with the assistance of Lehman Brothers, responded to requests by Progress for additional information concerning the Company. In addition, Progress and its advisors reviewed the information contained in the Company's data room.

On 5 May 2008, the Company posted drafts of the implementation agreement, the expenses reimbursement agreement and the limited guaranty to the Company's data room.

On 13 May 2008, Goodwin Procter and William Fry had a conference call with the financial advisors and legal advisors for Company E to discuss the proposed structure of the transaction (i.e., a scheme of arrangement) and conceptual comments that Company E had to the draft implementation agreement that had been previously provided to the parties in connection with the submission of second round bids. During this call the parties discussed, among other things, the possibility of structuring the transaction as a tender offer, which the Company viewed as a substantially less favourable structure than a scheme of arrangement because a tender offer would require that at least 90 per cent. of the outstanding IONA Shares be tendered. As this is a substantially higher level of support than is required for a scheme of arrangement, this transaction structure results in less certainty to the Company and the Shareholders that the acquisition would ultimately close.

On 15 May 2008, Progress informed Lehman Brothers that, while it was still planning on submitting a second round bid, it would be unable to do so by the 16 May 2008 deadline included in the second round bid process letter. Lehman Brothers informed Progress that the Company's Board was meeting on 21 May 2008 to review second round bids.

On 16 May 2008, Company E submitted a letter in which it indicated that it was not in a position to submit a binding, unconditional bid at that time. Company E noted, however, that if the Company would agree to (1) give Company E additional time to complete its due diligence, (2) work with Company E to resolve various integration issues, and (3) proceed with a tender offer structure instead of a scheme of arrangement structure, Company E would be in a position to consider making an offer to acquire the Company at a purchase price of \$3.75 per Share, with the potential to increase this valuation by up to \$0.25 per Share.

Also on 16 May 2008, Company D informed Lehman Brothers that Company D was not in a position to continue discussions with the Company regarding a potential strategic transaction at that time. Thereafter, discussions with Company D ceased.

Also on 16 May 2008, Company B informed Lehman Brothers that, while it was still planning on submitting a second round bid, it would be unable to do so by the 16 May 2008 deadline included in the second round bid process letter but would submit one shortly. Lehman Brothers informed Company B that the Company's Board was meeting on 21 May 2008 to review second round bids.

On 17 May 2008, Dr. Horn received a telephone call from Company A's financial advisor informing him that Company A was not in a position to continue discussions with the Company regarding a potential strategic transaction for all or a part of the Company at that time. Thereafter, discussions with Company A ceased.

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On 18 May 2008, Company B submitted a preliminary expression of interest to acquire the Company at a purchase price between \$4.25 and \$4.75 per Share. In connection with this proposal, Company B indicated that there were a number of outstanding due diligence items that it was still working through and that it would not proceed with discussions on the transaction documents until these issues were resolved to Company B's satisfaction. Company B further stated that it would request additional time to conduct further due diligence and a period of exclusivity in which to conduct such due diligence. Company B reiterated that, as an alternative, it would also be interested in considering a purchase of the business assets related solely to the Company's Orbix product.

On 20 May 2008, Progress submitted a preliminary expression of interest to acquire the Company in a transaction valued at \$162 million, gross, before deducting certain transaction expenses. In connection with its preliminary expression of interest, Progress also submitted comments to the draft implementation agreement and draft expenses reimbursement agreement.

On 21 May 2008, the Company's Board met, with management, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the Board, and reviewed and evaluated the preliminary expressions of interest. Lehman Brothers reviewed each preliminary expression of interest with the Board from a financial point of view. William Fry and Goodwin Procter reviewed for the Board the differences between a scheme of arrangement and a tender offer, which was the structure proposed by Company E in its expression of interest. The Board discussed each expression of interest and noted, among other things, the alternative structure proposed by Company E, the additional time that both Company B and Company E would need before either party would be in a position to submit a final expression of interest, the period of exclusivity sought by Company B and the lack of substantial movement by Company B and Company E towards more definitive proposals. The Board also discussed that, in addition to Company B's offer to acquire the Company, Company B had reiterated that it was also interested in only purchasing the business assets of the Company's Orbix product line. After discussing this possibility, the Board again decided that the purchase of only the Company's Orbix product line would not provide sufficient value to the IONA Shareholders and the strategic alternative review process should continue to focus on the sale of the entire company. During this meeting, the Board established a transaction committee consisting of three directors to review and evaluate the expressions of interest, the on-going discussions with each of Company B, Company E and Progress and the on-going strategic alternatives review process. The members of the transaction committee were Kevin Melia (Chairman), James Maikranz and Bruce Ryan. The Board also agreed that the transaction committee would meet by telephone twice a week starting on 27 May 2008 and, at the least, until the conclusion of the strategic alternative review process. At the end of this meeting, the Board authorized Lehman Brothers to ask Company B, Company E and Progress to submit its best and final offer to acquire the Company by 30 May 2008.

On 22 May 2008, Lehman Brothers informed Progress and Company E that it needed to submit its best and final offer to acquire the Company by 30 May 2008.

On 23 May 2008, Lehman Brothers informed Company B that it needed to submit its best and final offer to acquire the Company by 30 May 2008.

On 26 May 2008, Company B informed Lehman Brothers that it would not be in a position to submit a best and final offer to acquire the Company by 30 May 2008. Company B further indicated that it would be willing to continue to work through its open due diligence issues subject to the timetable and conditions previously outlined.

On 27 May 2008, the transaction committee had a telephone meeting, with Mr. Zotto, Mr. Mirabile, Lehman Brothers and Goodwin Procter in attendance at the request of the transaction committee, to discuss the status of discussions with Company B, Company E and Progress. At this meeting, Lehman Brothers updated the transaction committee on the status of discussions with Company B.

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Later on 27 May 2008, Company E informed Lehman Brothers that it was not willing to change its position from that articulated in its 16 May 2008 letter. Discussions with Company E ceased at that point.

Also on 27 May 2008, Lehman Brothers, Goodwin Procter and William Fry had a conference call with Progress and its financial and legal advisors regarding conceptual comments to the draft implementation agreement and the draft expenses reimbursement agreement.

On 29 May 2008, the transaction committee had a telephone meeting, with Mr. Zotto, Mr. Mirabile, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the transaction committee, to discuss the status of discussions with Company B, Company E and Progress. At this meeting, Lehman Brothers updated the transaction committee on the status of discussions with Progress and informed the transaction committee of the details of further communications with Company E.

Also on 29 May 2008, members of the Company's management and Lehman Brothers had a due diligence call with Progress to discuss a number of outstanding due diligence items, including, but not limited to, customer relationship matters, employee matters and product license matters.

On 30 May 2008, Progress submitted a non-binding offer to acquire the Company at a purchase price of \$4.05 per Share by way of a scheme of arrangement. In connection with its proposal, Progress also submitted revised comments to the draft implementation agreement and the draft expenses reimbursement agreement and comments to the draft limited guaranty that Progress would provide to guaranty the obligations of SPK Acquisitions. In addition, Progress also indicated that it would require voting undertakings from the members of the Company's Board and from the executive officers to vote in favour of the transaction, as well as the completion of outstanding due diligence items, in particular customer calls and sales manager calls.

On 31 May 2008, the Company's Board met, with management, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the Board, to review and evaluate the third round bids. Lehman Brothers updated the Board on the status of discussions with Company B, informed the Board of communications with Company E and reviewed Progress' offer from a financial point of view. Following this discussion, the Board concluded that Company B no longer presented a credible alternative for the Company. Following this discussion, the Board concluded that Company B no longer presented a credible alternative for the Company because of the period of exclusivity it sought, its requirement that it conduct additional due diligence on the longer timetable it had proposed, and its refusal to submit a best and final offer on the timetable the Board had proposed. The Board weighed these factors against the Progress proposal (including the fact that Progress had submitted a best and final offer on the timetable proposed by the Board and had provided detailed comments to the transaction documentations), as well as the other strategic alternatives available to the Company. The Board concluded that, as a result of these reasons, there was too much risk that Company B would not ultimately be prepared to agree to a transaction with the Company. Goodwin Procter and William Fry then reviewed various high level issues related to the revised transaction documents that Progress had submitted as part of its expression of interest. After further discussion of Progress' offer and the status of Company B's interest, the Board authorized management, Lehman Brothers, Goodwin Procter and William Fry to proceed with negotiations of definitive documentation with Progress and the completion of the outstanding due diligence issues, including the requested customer calls and sales manager calls.

Between 1 June 2008 and 25 June 2008, the parties negotiated the terms of the transaction documents, including the Rule 2.5 Announcement, and exchanged drafts between the parties. Also during this period, the Company's management continued to respond to due diligence requests from Progress.

On 3 June 2008 and on 5 June 2008, the transaction committee had a telephone meeting, with Mr. Zotto, Mr. Mirabile, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the

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transaction committee, to discuss the status of negotiations with Progress and the status of the open due diligence issues.

Between 9 June 2008 and 12 June 2008, the Company and Progress conducted various customer calls.

On 10 June 2008 and 12 June 2008, the Company and Progress conducted various sales manager calls.

On 10 June 2008 and on 12 June 2008, the transaction committee had a telephone meeting, with Mr. Zotto, Mr. Mirabile, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the transaction committee, to discuss the status of negotiations with Progress and the status of the open due diligence issues.

On 16 June 2008, members of the Company's management met in person with members of Progress' management to review the Company's business and operations.

On 17 June 2008, the transaction committee had a telephone meeting, with Mr. Zotto, Mr. Mirabile, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the transaction committee, to discuss the status of negotiations with Progress and the status of the open due diligence issues.

On 18 June 2008, the Company's Board met, with management, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the Board, and reviewed and discussed the status of negotiations with Progress and the status of the open due diligence issues. Goodwin Procter and William Fry reviewed for the Board the updated terms of the transaction documents, indicated the remaining unresolved issues, informed the Board as to the parties' respective positions with respect to those issues, and updated the Board and on the status of due diligence. The directors commented and raised a number of issues, which were addressed by Lehman Brothers, Goodwin Procter and William Fry. At the conclusion of the meeting, the Board directed management, Lehman Brothers, Goodwin Procter and William Fry to continue negotiations with Progress and the Board agreed to meet on 24 June 2008 to consider the proposed transaction with Progress, provided that all the remaining issues were resolved by that time.

On 19 June 2008, the transaction committee had a telephone meeting, with Mr. Zotto, Mr. Mirabile, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the transaction committee, to discuss the status of negotiations with Progress and the status of the open due diligence issues. In addition, the transaction committee reviewed the draft implementation agreement and draft expenses reimbursement agreement and authorized William Fry to submit the agreements to the Panel on behalf of the Board.

Also on 19 June 2008, William Fry and Arthur Cox, Progress' Irish legal advisor, submitted the draft implementation agreement and draft expenses reimbursement agreement to the Panel for review and approval. Between 19 June 2008 and 24 June 2008, William Fry and Arthur Cox engaged in several communications with the Panel regarding various issues related to the implementation agreement. On 24 June 2008, the Panel informed William Fry and Arthur Cox that it had approved the draft implementation agreement and draft expenses reimbursement agreement, which approval the Panel confirmed in writing on 25 June 2008.

On 24 June 2008, the transaction committee had a telephone meeting, with Mr. Zotto, Mr. Mirabile, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the transaction committee, to discuss the status of negotiations with Progress and the status of the open due diligence issues.

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Also on 24 June 2008, the Board held a special meeting, with management, Lehman Brothers, Goodwin Procter and William Fry in attendance at the request of the Board, to consider approving the proposed transaction with Progress as well as the related transaction documents. At this meeting, management, together with Lehman Brothers, Goodwin Procter and William Fry, updated the Board on all of the material terms of the transaction and the resolution of all significant issues. Lehman Brothers made a presentation to the Board regarding the financial analysis of the proposed terms of the transaction. At the conclusion of Lehman Brothers' presentation, Lehman Brothers delivered an oral opinion to the Board that, as of 24 June 2008, and based on and subject to the factors, limitations and assumptions set forth in the opinion, as of the date of such opinion, the Consideration was fair, from a financial point of view, to the IONA Shareholders, which opinion was later confirmed in writing. The Board then continued to discuss at length the terms of the proposed transaction and a variety of considerations concerning the transaction that the Board deemed relevant. Based on these deliberations, by the unanimous vote of all directors, the Board determined that the terms of the Acquisition were fair and reasonable and that it was advisable to consummate the Acquisition by Progress as described in the Implementation Agreement, the Expenses Reimbursement Agreement, the Rule 2.5 Announcement and related documents.

Following this meeting, on the morning of 25 June 2008, the parties executed the Implementation Agreement, the Expenses Reimbursement Agreement and the Limited Guaranty, and issued both the Rule 2.5 Announcement and a joint press release announcing the Acquisition before the opening of the markets.

## Reasons for the Acquisition

In reaching its determination, the Board of IONA consulted with management, Lehman Brothers and its outside legal counsel, drew on its knowledge of the business, operations, properties, assets, financial condition, operating results, historical market prices and prospects of IONA, and considered the following factors in favour of the Acquisition:

the value of the Consideration to be received by IONA Shareholders under the terms of the Acquisition and the fact that IONA Shareholders will receive the Consideration in cash, which provides certainty of value to IONA Shareholders compared to a transaction in which they would receive stock or other non-cash consideration;

the Consideration of \$4.05 per IONA Share represents a 47.3 per cent. premium over the Closing Price of an IONA ADR on 7 February 2008 (the last Business Day prior to the commencement of the Offer Period) and a 11.5 per cent. premium over the average Closing Price of an IONA ADR for the period beginning 8 February 2008 and ending on 24 June 2008 (the last Business Day prior to the Rule 2.5 Announcement);

the presentation of Lehman Brothers (including the assumptions and methodologies underlying the analyses in connection therewith) and the opinion of Lehman Brothers to the Board of IONA dated 24 June 2008, that, as of such date and based on and subject to the qualifications, limitations and assumptions stated in its opinion, from a financial point of view, the Consideration to be offered to the IONA Shareholders in the Acquisition was fair to IONA Shareholders;

the then current financial market conditions, and historical market prices, volatility and trading information with respect to IONA Shares, including the possibility that, if IONA remained as an independent publicly-owned company, in the event of a decline in the market price of IONA Shares or the stock market in general, the price that might be received by holders of IONA Shares in the open market or in a future transaction might be less than the Consideration;

historical and current information concerning IONA's business, financial performance and condition, operations, technology, management and competitive position, and current industry,

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economic and market conditions, including IONA's prospects, if IONA were to remain an independent company;

the thin trading market and the lack of liquidity of IONA Shares. In that regard, the small stock market float would make it difficult for any large shareholder to sell its IONA Shares in the public market without depressing the market price of IONA Shares;

the financial projections prepared by IONA's management as part of the normal annual budgeting and planning process. The Board of IONA considered the fact that the financial projections relied on the ability of IONA to implement successfully its growth strategy and the risk that if IONA did not implement successfully its growth strategy then the results contemplated by the financial projections might not materialize;

that, since the announcement on 20 February 2008 that IONA had retained Lehman Brothers to evaluate and advise the Board of IONA regarding strategic alternatives for IONA's business, there has been significant media and analyst coverage relating to whether an offer would be made for IONA. The Board of IONA considered the fact that Lehman Brothers conducted a broad and competitive solicitation process whereby a number of parties were given access to certain information in a data room and were invited to make an offer for IONA. Progress emerged from this process as the preferred bidder; and

Progress' financial capability to consummate the Acquisition.

In the course of its deliberations, the Board of IONA also considered a variety of risks and other countervailing factors, including:

the risks and costs to IONA if the Acquisition does not close, including:

- i the diversion of management and employee attention, potential employee attrition and the effect on customers and business relationships; and
- i the market price of IONA Shares, as the market price could be affected by many factors, including: (1) the reason or reasons for which the Acquisition was terminated and whether such termination resulted from factors adversely affecting IONA; (2) IONA's then current operating and financial results, which could be variable; (3) the possibility that, as a result of the termination of the Acquisition, the marketplace would consider IONA to be an unattractive acquisition candidate; and (4) the possible sale of IONA Shares by short-term investors (such as arbitrageurs) following an announcement of termination of the Acquisition;

the fact that IONA will cease to be a publicly-owned corporation and current IONA Shareholders will no longer participate in any of its potential future growth;

the fact that the Consideration would potentially be taxable to IONA Shareholders; and

the customary restrictions on the conduct of IONA's business prior to the consummation of the Acquisition.

The foregoing discussion of the factors considered by the Board of IONA is not intended to be exhaustive, but does set forth the principal factors considered by the Board of IONA. The Board of IONA collectively reached the unanimous conclusion to recommend the Acquisition in light of the various factors described above and other factors that each member of the Board of IONA felt was appropriate. In view of the wide variety of factors considered by the Board of IONA in connection with its evaluation of the Acquisition and the complexity of these matters, the Board of IONA did not consider it practical and



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did not attempt to quantify, rank or otherwise assign relative weights to the specific factors it considered in reaching its decision. Rather, the Board of IONA makes its recommendation based on the totality of information presented to and the investigation conducted by it. In considering the factors discussed above, individual directors may have given different weights to different factors.

As a result, the Board of IONA considers the terms of the Acquisition to be fair and reasonable and unanimously recommends that IONA Shareholders vote in favour of the Acquisition and the Scheme.

### **5. EFFECTS OF THE ACQUISITION**

If the Scheme is implemented at the Effective Time, the Scheme Shares will be cancelled pursuant to Sections 72 and 74 of the Act or transferred to SPK Acquisitions, IONA will then issue New IONA Shares to SPK Acquisitions in place of the Cancellation Shares, and SPK Acquisitions will pay the Consideration to former Scheme Shareholders in consideration for the Acquisition. As a result of the Scheme, IONA will, indirectly, become a wholly owned subsidiary of Progress. IONA will cease to exist as a separate publicly-owned company. It is intended that, subject to and following the Scheme becoming effective, and subject to applicable requirements of Nasdaq and the Irish Stock Exchange, SPK Acquisitions will procure that IONA applies for cancellation of the quotation of IONA ADRs on Nasdaq and cancellation of the listing of the IONA Shares on the Official List and for cancellation of trading of the IONA Shares on the market of the Irish Stock Exchange. The last day of dealing in IONA ADRs on Nasdaq and in IONA Shares on the Irish Stock Exchange will be the last Business Day before the Effective Date. Price quotations for IONA ADRs and IONA Shares will no longer be available, and IONA will cease filing periodic reports under the Exchange Act.

The Board of SPK Acquisitions has confirmed that, where employees of the IONA Group have existing employment rights, including pension rights, under applicable laws, those rights will be fully safeguarded following the Scheme becoming effective. IONA and Progress are in the process of forming an integration team to assist in developing and implementing an integration framework to ensure a successful acquisition of IONA by Progress. This integration planning is expected to continue past the Effective Time. When completed, this integration planning will allow IONA and Progress to better determine the staffing needs for the combined business going forward. Upon the Scheme becoming effective, the directors of IONA intend to resign from the Board of IONA.

### **6. VOTING UNDERTAKINGS**

#### **Director Voting Undertakings**

In aggregate, SPK Acquisitions has received from the members of the Board of IONA voting undertakings (subject to certain exceptions) to vote, or to procure that voting instructions are given to vote, in favour of the Acquisition and Scheme in respect of 3,605,193 IONA Shares, in aggregate, representing approximately 9.8 per cent. of the issued share capital of IONA. Under the voting undertakings, each member of the Board of IONA has generally agreed not to sell, transfer, encumber or otherwise dispose of any of his IONA Shares prior to the Acquisition.

Under the voting undertakings, each member of the Board of IONA has agreed, unless and until the Scheme becomes effective, is withdrawn or lapses, and subject to their fiduciary duties as directors of IONA and their obligations under the Takeover Rules, to:

recommend all IONA Shareholders vote in favour of the Scheme and Acquisition;

provide SPK Acquisitions with certain information regarding themselves and to use their respective reasonable endeavours to procure that IONA and its directors also provide such information to SPK Acquisitions;



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refrain from taking any action or making any statement which is or may be prejudicial to the success of the Acquisition and the Scheme;

procure (as far as each director is able using reasonable endeavours) that certain actions not be taken, including actions that may be prejudicial to the successful outcome of the Acquisition and the Scheme; and

upon the Scheme becoming effective, voting, as a member of the Board of IONA, for certain matters related to the Scheme. These voting undertakings will lapse in the event that:

the Scheme lapses or is withdrawn;

the resolutions are not passed at the Court Meeting and the EGM;

the High Court declines or refuses to sanction the Scheme (unless IONA and SPK Acquisitions agree that the decision of the High Court shall be appealed and, if so appealed, a final non-appealable order, decree, judgment, or ruling has been issued);

the Scheme does not become effective on or before 15 December 2008;

a firm intention to make a higher competing offer is announced pursuant to Rule 2.5 of the Takeover Rules;

the Board of IONA withdraws its recommendation to IONA Shareholders to vote in favour of the Scheme; or

SPK Acquisitions announces that it will not proceed with the Acquisition.

The foregoing summary of these voting undertakings is qualified by reference to the complete text of the form of voting undertaking, which is attached to this document as *Annex D*.

### Progress SC Voting Undertaking

In aggregate, IONA and SPK Acquisitions have each received from Progress SC voting undertakings (subject to certain exceptions) to vote in favour of the resolutions to be proposed at the EGM in respect of 362,000 IONA Shares, representing 0.99 per cent. of the issued share capital of IONA. Particulars of the Progress SC voting undertaking is set out in paragraph 6 of Part II (Letter from SPK Acquisitions) of this document. A copy of the voting undertaking by Progress SC is attached to this document as *Annex E*.

## **7. EXPENSES REIMBURSEMENT AGREEMENT**

IONA has entered into an Expenses Reimbursement Agreement, dated 25 June 2008, with SPK Acquisitions, the terms of which have been approved by the Panel. Under the Expenses Reimbursement Agreement, IONA has agreed to pay specific quantifiable third party costs and expenses incurred by SPK Acquisitions in connection with the Acquisition under the circumstances outlined below. The liability of IONA to pay these amounts is limited to a maximum amount equal to 1 per cent. of the aggregate value of the number of IONA Shares which are the subject of the Acquisition multiplied by the Consideration. The circumstances in which such payment will be made include:

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- (a) if the Board of IONA, or any one or more members thereof, withdraws or adversely modifies its/their recommendation of the Scheme or recommends (or indicates or announces an intention to recommend) a Competing Offer;

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- (b) IONA withdraws the Scheme or materially alters any term of the Scheme or takes or omits to take any action in breach of the Implementation Agreement the result of which is to prevent IONA Shareholders from voting at any meetings to approve the Scheme; or
- (c) if prior to the Scheme lapsing or being withdrawn, a Competing Offer is announced and any such Competing Offer becomes effective or unconditional within 12 months of that announcement.

The payment is not payable if:

- (a) the Scheme lapses or is withdrawn, and at the time the Scheme lapses or is withdrawn, no Competing Offer is announced; or
- (b) following the making of the Rule 2.5 Announcement, either (i) a document incorporating the terms of the Scheme is not posted within 28 days of the making of the Rule 2.5 Announcement solely as a result of the actions or omissions of SPK Acquisitions in breach of the Implementation Agreement or (ii) the Implementation Agreement is validly terminated by IONA other than pursuant to Section 10.1 of the Implementation Agreement.

The non-solicitation undertaking provides that, until the earlier of 15 December 2008 and the date on which the Scheme becomes effective (or lapses or is withdrawn), IONA has agreed that, subject to the fiduciary duties of the Board of IONA, no member of the IONA Group or any of their respective directors, officers, employees or advisers shall, among other things, directly or indirectly solicit, initiate, knowingly facilitate or encourage any discussions, enquiries, proposals, commitments or negotiations with any person in respect of or in connection with the acquisition of control (as defined in the Takeover Rules) of IONA. Except to the extent required by the Takeover Rules or the Panel, IONA has also agreed to inform SPK Acquisitions orally, with written confirmation to follow within 24 hours, of any Competing Offer or request for non-public information in connection with a Competing Offer, or any inquiry with respect to, or that would reasonably be expected to lead to, any Competing Offer, the material terms and conditions of any such Competing Offer or inquiry and the identity of the person making any such Competing Offer or inquiry. IONA has also agreed to:

keep SPK Acquisitions fully informed, on a current basis, of the status and material terms and conditions (including any material changes to such terms) of any such Competing Offer or inquiry;

provide to SPK Acquisitions as soon as practicable after receipt or delivery thereof copies of any proposals received by IONA with respect to such Competing Offer and any draft or final version of any acquisition agreement relating to such Competing Offer; and

consider in good faith the terms of any counterproposal SPK Acquisitions may make.

Notwithstanding any other terms of the Expenses Reimbursement Agreement, the Board of IONA is not precluded, restricted or hindered from considering and engaging with any unsolicited takeover offers or unsolicited proposals to the extent required by the Takeover Rules or by any decision or direction of the Panel.

Lehman Brothers, the independent financial advisor to the Board of IONA, has confirmed in writing to the Panel that, in the opinion of the Board of IONA and Lehman Brothers, in the context of the Acquisition, the Expenses Reimbursement Agreement is in the best interests of IONA and IONA Shareholders.

The foregoing summary of the Expenses Reimbursement Agreement is qualified by reference to the complete text of the Expenses Reimbursement Agreement, which is attached to this document as *Annex B*.

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### **8. IMPLEMENTATION AGREEMENT**

The following summary of the Implementation Agreement is qualified by reference to the complete text of the Implementation Agreement, which is attached to this document as *Annex A*.

#### **8.1 General**

IONA, SPK Acquisitions and Progress have entered into an Implementation Agreement which contains certain assurances in relation to the implementation of the Scheme and the conduct of IONA's business until the Effective Time.

Under the terms of the Implementation Agreement, the parties agree:

- (a) to take such steps as are necessary or required and within their respective powers, and provide each other with such other assistance as may reasonably be required, to implement the Acquisition and the Scheme;
- (b) to assist each other as required for the purposes of preparing documents for the Acquisition and the Scheme; and
- (c) to use their reasonable endeavours to achieve satisfaction of the conditions to the Scheme as soon as reasonably practicable following the publication of this document.

#### **8.2 Conduct of Business**

Under the Implementation Agreement, IONA has agreed that, from the date of the Implementation Agreement through the Effective Time or the date, if any, on which the Implementation Agreement is terminated, as discussed in paragraph 8.4 of Part I (Letter of Recommendation from the Board of IONA) of this document, IONA and IONA's subsidiaries will conduct their business in the ordinary course consistent with past practice in all material respects and in compliance in all material respects with all applicable laws and regulations and will use reasonable endeavours to preserve substantially intact their business organisation and goodwill and keep available the services of their executive officers and key employees and preserve the relationships with those Persons having business dealings with IONA and IONA's subsidiaries. Furthermore, IONA and IONA subsidiaries have agreed not to take any of the following actions (except as expressly required by the Implementation Agreement or by the Scheme, or to the extent SPK Acquisitions consents in writing):

amend its memorandum and Articles of Association or its equivalent organisational documents;

(A) except pursuant to the exercise of the IONA Options granted prior to the date of the Implementation Agreement and listed in the Option Report (as defined in the Implementation Agreement) and the exercise of options granted under the IONA Share Purchase Plan prior to the date of the Implementation Agreement, issue or agree to issue any shares, or any rights or securities convertible or exchangeable into, or grant the right to call for the issue of, any shares, effect any share split, share combination, reverse share split, share dividend, recapitalisation, alter the rights attaching to any shares, or effect any reduction, repayment or cancellation of share capital or share premium or capitalise any reserves or redeem or buy-back any shares or other similar transaction, and (B) grant, confer or award any option, right, warrant, deferred stock unit, conversion right or other right not existing on the date of the Implementation Agreement to acquire any of its shares (whether or not pursuant to the IONA Share Option Schemes or the IONA Share Purchase Plan);

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except to the extent permitted by Section 4.2 of the Implementation Agreement and except to the extent required under existing plans, agreements or arrangements specified in Section 4.1(c) of the Implementation Agreement (A) increase any compensation or enter into or amend any employment or severance agreement except as permitted by Section 4.1(c)(iv) or Section 4.1(c)(v) of the Implementation Agreement, (B) grant any bonuses, (C) adopt any new employee benefit plan (including any stock option, stock benefit or stock purchase plan) or pension scheme or amend any existing employee benefit plan or pension scheme (including, without prejudice to the generality of the foregoing, changing the entitlements to benefits under a pension scheme, or the benefits that accrue under a pension scheme, or the amounts payable thereunder, or the basis of calculation of such amounts, or the basis on which any pension scheme is funded), except for changes which are less favourable to participants in such plans or are required to implement the Scheme, (D) commence or terminate the employment of any employee or proposed employee whose annual remuneration exceeds \$100,000, (E) increase the base salary of any executive officer or member of the IONA Senior Management Team, (F) increase the base salary of any employee (other than an executive officer or a member of the IONA Senior Management Team) by more than five per cent. of such individual's base salary and provided that such increase is made in the ordinary course of employee reviews and compensation adjustments as heretofore conducted, or (G) enter into or amend or otherwise modify any agreement or arrangement with Persons that are Affiliates or are officers or directors of IONA;

(A) declare, set aside or pay any dividend or make any other distribution or payment (whether in cash, stock or other property) with respect to any IONA Shares or allow any of IONA's subsidiaries to pay or make any such dividend, distribution or payment (other than dividends or distributions from a wholly owned IONA subsidiary to another IONA subsidiary or to IONA), or (B) directly or indirectly redeem, purchase or otherwise acquire any of IONA's Shares or any equity interest of any of IONA subsidiaries, other than in connection with (1) the acquisition of IONA Shares from holders of IONA Options in full or partial payment of the exercise price payable by such holders upon exercise of IONA Options outstanding as of the date of the Implementation Agreement, and (2) tax withholdings upon the exercise of IONA Options;

merge with, enter into a consolidation with, enter into a scheme of arrangement with or acquire an interest of 10 per cent. or more in any Person or acquire a substantial portion of the assets or business of any Person or any division or line of business thereof, or otherwise acquire any assets other than in the ordinary course of business consistent with past practice, or enter into any agreement or arrangement for any of the above;

other than in the ordinary course of business consistent with past practice, sell, lease, license, pledge, transfer, or otherwise dispose of or encumber any properties or assets of IONA or of any of its subsidiaries (including any accounts, leases, contracts or intellectual property or any assets or the stock of any of its subsidiaries);

(A) enter into any material joint venture or profit sharing agreement, (B) license any material intellectual property rights from any third party which obligates the IONA Group to make payments in excess of \$50,000 during its fiscal year or that cannot be terminated at will by the IONA Group within three years of the date of the Implementation Agreement without payment or penalty, or (C) enter into any agreement the effect of which would be to impose non-compete, exclusivity or similar restrictive covenants on IONA or any of its subsidiaries or which would, following the Effective Time, bind SPK Acquisitions or any of its subsidiaries (other than IONA and its subsidiaries);

(A) create, incur or suffer to exist any indebtedness for borrowed money except other than (1) such indebtedness which existed as of 31 March 2008 as reflected on the balance sheet

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included in IONA's Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2008 filed with the Securities and Exchange Commission, or (2) any indebtedness owed to IONA by any of its direct or indirect wholly owned subsidiaries, (B) guarantee indebtedness of another person, or (C) issue, sell or amend any debt securities or warrants or other rights to acquire any debt securities of IONA or any of its subsidiaries, or guarantee any debt securities of another person;

make any change to its methods, principles or practices of accounting currently in effect, except (A) as required by generally accepted accounting principles, (B) as required by a Governmental Authority or quasi-Governmental Authority (including the Financial Accounting Standards Board or any similar organisation), or (C) as required by a change in applicable law;

make or change any tax election, settle or compromise any tax claim or amend any tax return;

open or expand any facility or office;

settle or compromise any litigation or other disputes (whether or not commenced prior to the date of the Implementation Agreement) other than settlements or compromises for litigation or other disputes where the settlement imposes no material (in this context, material shall mean material to either IONA or SPK Acquisitions) obligation other than the payment of cash and the amount paid in settlement or compromise does not exceed \$250,000 in the aggregate for all such settlements or compromises, excluding any amounts that may be paid under existing insurance policies;

authorise, recommend, propose or announce an intention to adopt a plan of complete or partial liquidation or dissolution of IONA or any of its subsidiaries;

other than in accordance with the capital expenditure budget specified in Section 4.1(n) of the Implementation Agreement, incur any capital expenditure in excess of \$100,000 individually or \$200,000 in the aggregate;

other than in the ordinary course of business, modify, amend or terminate any material contract or agreement to which IONA or any of its subsidiaries is a party, or knowingly waive, release or assign any material rights or claims (including any write-off or other compromise of any accounts receivable of IONA or any of its subsidiaries); or

authorise any of, or commit or agree, in writing or otherwise, to take any of the foregoing actions, or otherwise agree to take any action inconsistent with any of the foregoing provisions.

The agreements relating to the conduct of IONA's business contained in the Implementation Agreement are complicated and not easily summarized. You are urged to carefully read Article IV of the Implementation Agreement, which is attached to this document as *Annex A*.

**8.3 Representation and Warranties**

In the Implementation Agreement, IONA made customary representations and warranties, subject to exceptions that were disclosed to SPK Acquisitions, concerning IONA's business and assets. These representations and warranties related to, among other things:

IONA's Option Report;

the accuracy of information; and

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no other representations and warranties having been given by SPK Acquisitions.

The Implementation Agreement also contains customary representations and warranties of SPK Acquisitions relating to, among other things:

its financial condition;

the accuracy of information;

the delivery of the executed Limited Guaranty by Progress to IONA; and

no other representations and warranties having been given by IONA.

The representations and warranties included in the Implementation Agreement are complicated and not easily summarized. You are urged to carefully read Articles II and III of the Implementation Agreement, which is attached to this document as *Annex A*.

### **8.4 Termination of the Implementation Agreement**

Either SPK Acquisitions or IONA may terminate the Implementation Agreement at or prior to the Effective Time if any of the following occurs:

the Conditions are not satisfied or waived by 11.59 p.m. (United States Eastern Time) on 15 December 2008;

the High Court declines or refuses to sanction the Scheme, unless both IONA and SPK Acquisitions agree that the decision of the High Court shall be appealed and, if so appealed, a final non-appealable order, decree, judgment, or ruling has been issued;

the directors of IONA withdraw or adversely modify the Scheme Recommendation; or

the resolutions are not passed at the EGM and the Court Meeting.

### **8.5 Employee Matters**

#### **Employee Benefit Plans**

SPK Acquisitions and Progress have the right, in their sole discretion, to maintain any, all or none of IONA's employee benefit plans. IONA's employees will receive full credit for service with IONA for purposes of eligibility, vesting and other appropriate benefits, including applicability of minimum waiting periods for participation, but excluding benefit accrual under SPK Acquisitions' or Progress' defined benefit pension plan, with respect to any employee benefit plans or arrangements maintained by SPK Acquisitions or Progress. SPK Acquisitions and Progress have also agreed to waive all pre-existing conditions, limitations or eligibility waiting periods or required physical examinations under any health or similar plan of SPK Acquisitions or Progress for IONA's employees, to the extent that IONA's employees had satisfied any similar limitations or requirements under the corresponding plan in which IONA's employees participated immediately prior to the Effective Date of the Scheme. In addition, SPK Acquisitions and Progress will use reasonable endeavours to cause any deductibles paid by IONA's employees under IONA's health plans in the plan year in which the Effective Date of the Scheme to be credited towards the deductibles under the health plans of SPK Acquisitions or Progress.



Severance Obligations

SPK Acquisitions and Progress have agreed to honor, in accordance with their terms, all of the employment, severance, change in control and similar obligations of IONA and IONA s

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subsidiaries. All unvested IONA Options will become fully vested and exercisable in connection with the Scheme, in accordance with the provisions of the IONA Share Option Schemes and, with respect to IONA Options held by the IONA Non-Executive Directors and the executive officers of IONA, the provisions of the IONA Non-Executive Directors Change in Control Plan and the change in control agreements with the executive officers of IONA, respectively, which plan and agreements are described further in paragraph 9 of Part III (Explanatory Statement) of this document.

### **8.6 Indemnification and Insurance**

SPK Acquisitions and Progress have agreed that all rights to indemnification and all limitations of liability existing in favour of each of the former and present directors and officers of IONA and its subsidiaries as provided in IONA's organisational documents or those of its subsidiaries, with respect to matters occurring on or prior to the Effective Time, will continue through the sixth anniversary of the Effective Time. In addition, prior to the Effective Time, IONA shall indemnify, and after the Effective Time, SPK Acquisitions and Progress shall indemnify, all of IONA's former and present directors and officers against all costs and expenses (including reasonable attorneys' fees) paid in connection with any claim, action, suit, proceeding or investigation resulting from any action or omission in their capacity as a director or officer, in each case occurring before the Effective Time. Expenses for the SPK Acquisitions or Progress, as the case may be, defense of any action for which indemnification may be available will be advanced by IONA under certain circumstances.

Before the Effective Time, IONA has agreed to purchase a tail directors and officers liability insurance policy, which shall provide the directors and officers of IONA coverage for six years following the Effective Time. The tail liability insurance policy must provide IONA's directors and officers with coverage not less than the coverage presently maintained under, and with other terms not materially less favourable to IONA's directors and officers than, IONA's current directors and officers liability insurance policy. However, the aggregate cost for this insurance cannot exceed 200 per cent. of the annual premium paid by IONA in its most recent fiscal year. In the event that this maximum amount is insufficient to pay for such coverage, then IONA will purchase the greatest liability insurance coverage available for a cost not exceeding this maximum.

All rights to indemnification and insurance with respect to any claim asserted or made within the six years following the Effective Time will continue until the final disposition of the claim, and these indemnification and insurance rights will continue despite a liquidation, consolidation or Scheme of IONA, SPK Acquisitions or Progress.

### **8.7 Other Covenants**

The Implementation Agreement also contains covenants relating to the preparation and distribution of this document and all requisite regulatory filings.

### **8.8 Extension and Waiver**

Subject to the requirements of the Takeover Rules, at any time prior to the Effective Time, IONA or SPK Acquisitions may, to the extent legally allowed, (a) extend the time for the performance of any of the obligations or other acts of the other party under the Implementation Agreement, (b) waive any inaccuracies in the representations and warranties contained in the Implementation Agreement or in any document delivered pursuant thereto, and (c) if both IONA and SPK Acquisitions agree, waive compliance with any of the agreements or conditions contained in the Implementation Agreement. Any agreement on the part of either IONA or SPK Acquisitions to

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any such extension or waiver shall be valid only if set forth in a written instrument signed on behalf of such party, but such extension or waiver or failure to insist on strict compliance with an obligation, covenant, agreement or condition shall not operate as a waiver of, or estoppel with respect to, any subsequent or other failure. While IONA does not have any current intention to waive any of the conditions to the Scheme becoming effective, it may determine that such a waiver is in the best interests of IONA Shareholders because the benefits of the Scheme becoming effective outweigh the detriments, if any, of waiving such condition.

### **9. LIMITED GUARANTY**

Progress has delivered a Limited Guaranty to IONA, pursuant to which Progress has guaranteed to IONA the due and punctual payment and performance of all the obligations of SPK Acquisitions (and its successors and assigns) pursuant to the conditions of the Scheme and the terms of the Implementation Agreement, provided that the maximum amount payable by Progress to IONA will not exceed \$161.7 million. The liability of Progress to pay the Consideration arises only in circumstances where SPK Acquisitions has failed to pay the Consideration within the time period stipulated by the Takeover Rules, being within 14 days from the Effective Time.

Progress has acknowledged that any changes in the obligations between IONA and SPK Acquisitions does not release or discharge Progress from its guarantees under the Limited Guaranty. Furthermore, Progress has agreed not to exercise any rights of subrogation, reimbursement, exoneration, contribution or indemnification and any right to participate in any claim or remedy of IONA against SPK Acquisitions or any other entity or person with respect to any of the obligations that Progress has agreed to guaranty.

The obligations of SPK Acquisitions that are guaranteed by Progress pursuant to the Limited Guaranty include, but are not limited to, (i) the obligations of SPK Acquisitions (and its successors and assigns) under Section 6.5 of the Implementation Agreement, including but not limited to the obligation to pay the Consideration to IONA Shareholders subject to, and in accordance with, the terms and conditions of the Scheme; (ii) the obligations of SPK Acquisitions (and its successors and assigns) under Section 2.1 of the Implementation Agreement, (iii) the timely performance when required of all other obligations of SPK Acquisitions (and its successors and assigns) that arise under the Implementation Agreement (including, without limitation the obligations of SPK Acquisitions (and its successors and assigns) under Section 7.4 and Section 7.7 of the Implementation Agreement); and (iv) the obligation to honor any liability of SPK Acquisitions for breach of the Implementation Agreement.

The Limited Guaranty will remain in full force and effect and is binding on Progress, its successors and assigns and will automatically terminate on the earlier of (i) any final release or discharge of Progress obligations under the Limited Guaranty in accordance with the terms of the Implementation Agreement and (ii) the termination of the Implementation Agreement in accordance with its terms.

The foregoing summary of the Limited Guaranty is qualified by reference to the complete text of the Limited Guaranty, which is attached to this document as *Annex C*.

### **10. IONA SHARE OPTION SCHEMES**

SPK Acquisitions will make appropriate proposals to IONA Optionholders to implement the requirements of the Implementation Agreement. The Implementation Agreement provides that (i) IONA Optionholders will be given an opportunity to elect to exercise their IONA Options immediately upon the making of the Court Order, on the condition that the IONA Shares issued upon such exercise are then transferred to SPK Acquisitions under the Scheme, (ii) IONA Optionholders (other than IONA Non-Executive Directors and executive officers of IONA for United States federal securities law purposes) who so elect may exercise their IONA Options with a cashless exercise facility under which they may direct that the exercise price of their IONA Options be paid to IONA out of the proceeds of the sale to SPK Acquisitions under the

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Scheme of the IONA Shares issued to them upon exercise of their IONA Options, and (iii) all IONA Options that remain outstanding on the Effective Date shall be cancelled with effect from midnight (Irish Standard Time) on the Effective Date in consideration for a cash payment per IONA Share subject to such IONA Option to the IONA Optionholder equal to the excess, if any, of the Consideration per IONA Share over the exercise price applicable to such IONA Option (net of applicable withholding taxes).

### **11. ACTION TO BE TAKEN**

Your attention is drawn to the summary of the action to be taken on page 26 of this document.

### **12. FURTHER INFORMATION**

Your attention is drawn to the information set out in the rest of this document. You are advised to read this document in its entirety and not to rely solely on the information in this Part I (Letter of Recommendation from the Board of IONA).

### **13. ADDITIONAL INFORMATION ON IONA**

IONA, an Irish incorporated public limited company, has been a world leader in delivering high-performance integration solutions for Global 2000 IT environments for over a decade. IONA pioneered standards-based integration with its CORBA-based Orbix<sup>®</sup> products. IONA Artix, an advanced SOA infrastructure suite, enables customers to leverage service-oriented architecture to streamline and modernize information technology environments. The FUSE family of open source distributed SOA infrastructure products allows customers to take advantage of the economic benefits associated with the use of open source software. IONA is headquartered in Dublin, Ireland, with US headquarters in Waltham, Massachusetts, USA, and offices worldwide and has approximately 306 employees worldwide.

IONA ADRs, evidencing IONA ADSs, which represent IONA Shares deposited with the Depository pursuant to the Deposit Agreement, have been traded in the United States on Nasdaq since IONA's initial public offering on 25 February 1997. IONA Shares have been listed as a secondary listing on the Official List since 19 December 1997. IONA ADRs are traded on Nasdaq under the symbol IONA and IONA Shares are traded on the Irish Stock Exchange under the name IONA TECHNOLOGIES PLC.

### **14. RECOMMENDATION**

The Board of IONA, which has been advised by Lehman Brothers, considers the terms of the Acquisition to be fair and reasonable. In forming its view, the Board of IONA considered the written opinion of Lehman Brothers, dated as of 24 June 2008 that, as of such date and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, from a financial point of view, the Consideration to be offered to the IONA Shareholders in the Acquisition was fair to such IONA Shareholders. In providing its advice, Lehman Brothers has taken into account the commercial assessments of the Board of IONA. Accordingly, the Board of IONA unanimously recommends to IONA Shareholders to vote in favour of the Acquisition and the Scheme. The members of the Board of IONA have irrevocably undertaken (subject to certain exceptions) to vote in favour of the Acquisition and the Scheme in respect of their own beneficial holdings, amounting to, in aggregate 3,605,193 IONA Shares, which represent approximately 9.8 per cent. of the issued share capital of IONA.

Yours faithfully,

Kevin C. Melia

Chairman

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**PART II LETTER FROM SPK ACQUISITIONS**

**SPK Acquisitions Limited**

(Incorporated and registered in Ireland under the Acts with registered number 453119)

*Board:*

Norman Robertson

Peter Moloney

*Registered Office*

Arthur Cox Building

Earlsfort Terrace

Dublin 2

Ireland  
2008

*To IONA Shareholders, IONA ADR holders and, for information only, to IONA Optionholders*

**RECOMMENDED ACQUISITION OF IONA TECHNOLOGIES PLC**

Dear IONA Shareholder and IONA ADR holder,

**1. INTRODUCTION**

On 25 June 2008 the Board of IONA and the Board of SPK Acquisitions announced that they had reached agreement on the terms of a recommended acquisition for cash of the entire issued and to be issued share capital of IONA by SPK Acquisitions by means of a scheme of arrangement under Section 201 of the Companies Act 1963, the terms of which are set out in Part IV (The Scheme of Arrangement) of this document and an explanation of which is given by Lehman Brothers in Part III (Explanatory Statement) of this document.

Your attention is drawn to the letter of recommendation from the Board of IONA in Part I (Letter of Recommendation from the Board of IONA) of this document, which sets out the reasons why the Board of IONA, having been advised by Lehman Brothers, is unanimously recommending that all IONA Shareholders vote in favour of the Acquisition and Scheme and all resolutions to be considered at the Meetings, as the members of the Board of IONA have irrevocably agreed to do in respect of their own beneficial holdings of IONA Shares amounting to, in aggregate, 3,605,193 IONA Shares, which represents approximately 9.8 per cent. of the issued share capital of IONA. In forming its view, the Board of IONA considered the written opinion of Lehman Brothers, dated as of 24 June 2008, that, as of such date and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, from a financial point of view, the Consideration to be offered to the IONA Shareholders was fair to such IONA Shareholders.

SPK Acquisitions is a wholly owned subsidiary of Progress. Progress is a Massachusetts corporation that is publicly traded on Nasdaq under the symbol PRGS. As of the Latest Practicable Date, Progress SC, a wholly owned subsidiary of Progress, owns 362,000 IONA Shares in total, representing approximately 0.99 per cent. of the issued share capital of IONA and SPK Acquisitions has an economic interest, through contracts for difference, in 1,442,873 IONA Shares in total, representing approximately 3.95 per cent. of the issued share capital of IONA. The contracts for difference do not give SPK Acquisitions direct or indirect voting, investment or dispositive control over any IONA Shares. As Progress SC is not a Scheme Shareholder, Progress SC has irrevocably committed to SPK Acquisitions and IONA, in respect of the IONA Shares which it owns, not to vote such IONA Shares at the Court Meeting, but Progress SC will vote such IONA Shares in favour of the resolutions to be considered at the Extraordinary General Meeting.



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I am writing to you in order to explain the background to and reasons for the Acquisition from Progress and SPK Acquisitions perspective and also to provide you with other relevant information in relation to the Acquisition.

### **2. THE CONSIDERATION**

Under the terms of the Acquisition, IONA Scheme Shareholders will be entitled to receive:

**\$4.05 per IONA Share in cash**

After the Scheme becomes effective, IONA ADR holders will receive the Consideration to which they are entitled directly from the Depositary. If you wish to receive the Consideration in respect of your IONA ADRs, you are urged to sign and return the enclosed ADR Voting Instruction Card as soon as possible. If you wish to receive the Consideration in respect of your IONA Shares, you are urged to sign and return the enclosed Forms of Proxy as soon as possible. You should note that if there is insufficient Scheme Shareholder support for the Scheme at the Court Meeting, the Scheme will not become effective, the Acquisition will not proceed and the Consideration of \$4.05 per IONA Share will not become payable.

The Acquisition values the entire issued and to be issued share capital of IONA at approximately \$161.7 million. As SPK Acquisitions will only pay the Consideration for IONA Shares that are not owned by subsidiaries or nominees of Progress, the maximum cash payment that will be made by SPK Acquisitions in the Acquisition will be \$160.2 million.

The Consideration represents a premium of approximately:

47.3 per cent. over \$2.75, being the Closing Price of an IONA ADR on 7 February 2008, the last Business Day prior to the commencement of the Offer Period; and

26.5 per cent. over \$3.20, being the average daily Closing Price of an IONA ADR over the three months up to the commencement of the Offer Period.

### **3. FINANCING OF THE ACQUISITION**

Full payment of the Consideration would involve a maximum cash payment of approximately \$160.2 million. Goodbody Corporate Finance, financial adviser to SPK Acquisitions and Progress, is satisfied that the necessary financial resources are available to SPK Acquisitions to satisfy in full the Consideration payable to IONA Shareholders under the terms of the Acquisition.

### **4. BACKGROUND TO AND REASONS FOR THE ACQUISITION**

Progress believes that the Acquisition of IONA will help Progress achieve its vision to be the industry choice for independent, heterogeneous integration software in a SOA environment. In particular, Progress expects the Acquisition of IONA to help achieve that vision in the following ways:

IONA's products complement Progress SOA portfolio with leading edge, best-in-class technology and enable a wider variety of interoperability and deployment options;

IONA's products extend the reach of Progress SOA portfolio to users of high-performance, mission-critical systems based on C++ and CORBA;





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IONA has a leadership role in standards bodies and open source initiatives, both critical to maintaining truly independent market leadership. Progress intends to leverage open source software development and distribution model for market expansion;

IONA and Progress will have strong bases in multiple industry segments with expanded vertical industry solutions;

the impressive and longstanding IONA customer base can benefit from using Progress SOA portfolio products as they migrate toward SOA. Progress is committed to supporting IONA's customers and all IONA product lines will be supported and evolved based on customer needs;

the Acquisition of IONA offers increased global distribution and sales capacity; and

IONA has an experienced and talented team that has built a reputation with Global 2000 enterprises for addressing the most complex integration challenges through innovative and cost-effective solutions.

On a US GAAP basis, Progress expects the Acquisition to be accretive in fiscal year 2009, but not in fiscal year 2008. On a non-US GAAP basis, excluding amortization of intangibles, stock-based compensation, and expenses associated with the transaction, the Acquisition is expected to be accretive in fiscal year 2009, but not in fiscal year 2008.

## **5. PROGRESS INTENTIONS**

IONA has three product lines: The Artix product line for SOA infrastructure, the open-source FUSE SOA products and Orbix middleware for integration based on the CORBA standard. Following the Effective Time, IONA will be fully integrated into Progress, and will adopt the Progress company name. Following the Acquisition, Progress intends that all of IONA's product lines will be supported and advanced. Progress expects that this will include incorporating Artix as an integral part of Progress's SOA portfolio and building on the FUSE open source product line. Progress also expects to maintain IONA's CORBA products family based on customer needs, substantially as IONA has done for the past 15 years. It is expected that most IONA product names will be retained, although this will be reviewed subsequent to the Acquisition.

## **6. VOTING UNDERTAKINGS**

### **Progress SC Voting Undertaking**

In aggregate, IONA and SPK Acquisitions have each received from Progress SC voting undertakings (subject to certain exceptions) to vote in favour of the resolutions to be proposed at the EGM in respect of 362,000 IONA Shares, representing 0.99 per cent. of the issued share capital of IONA. As Progress SC is not a Scheme Shareholder, Progress SC has also agreed not to vote these IONA Shares at the Court Meeting. Under the Progress SC voting undertaking, Progress SC has generally agreed not to sell, transfer, encumber or otherwise dispose of any of its IONA Shares prior to the Acquisition.

The Progress SC voting undertaking will lapse in the event that:

the Scheme lapses or is withdrawn;

the resolutions are not passed at the Court Meeting and the EGM;

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the High Court declines or refuses to sanction the Scheme (unless IONA and SPK Acquisitions agree that the decision of the High Court shall be appealed and, if so appealed, a final non-appealable order, decree, judgment, or ruling has been issued);

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the Scheme does not become effective on or before 15 December 2008;

a firm intention to make a higher Competing Offer is announced pursuant to Rule 2.5 of the Takeover Rules;

the Board of IONA withdraws its recommendation to IONA Shareholders to vote in favour of the Scheme; or

SPK Acquisitions announces that it will not proceed with the Acquisition.

The foregoing summary of these voting undertakings is qualified by reference to the complete text of the Progress SC voting undertaking, which is attached to this document as *Annex E*.

### Director Voting Undertakings

In aggregate, SPK Acquisitions has received from the members of the Board of IONA voting undertakings (subject to certain exceptions) to vote, or to procure that voting instructions are given to vote, in favour of the Acquisition and Scheme in respect of 3,605,193 IONA Shares, in aggregate, representing approximately 9.8 per cent. of the issued share capital of IONA. Particulars of the Directors voting undertakings are set out in paragraph 6 of Part I (Letter of Recommendation from the Board of IONA) of this document. A copy of the form of voting undertakings is attached to this document as *Annex D*.

## **7. INFORMATION ON SPK ACQUISITIONS AND PROGRESS**

Information about SPK Acquisitions and Progress is set out in Part VI (Information on SPK Acquisitions and Progress) of this document.

## **8. BOARD, MANAGEMENT AND EMPLOYEES**

### Generally

The Board of SPK Acquisitions has confirmed that, where employees of the IONA Group have existing employment rights, including pension rights, under applicable laws, those rights will be fully safeguarded following the Scheme becoming effective. IONA and Progress are in the process of forming an integration team to assist in developing and implementing an integration framework to ensure a successful acquisition of IONA by Progress. This integration planning is expected to continue past the Effective Time. When completed, this integration planning will allow IONA and Progress to better determine the staffing needs for the combined business going forward. Upon the Scheme becoming effective, the IONA Directors intend to resign from the Board of IONA.

### Employee Matters

Pursuant to the Implementation Agreement, SPK Acquisitions and Progress have the right, in their sole discretion, to maintain IONA's employee benefit plans. IONA's employees will receive full credit for service with IONA for purposes of eligibility, vesting and other appropriate benefits, including applicability of minimum waiting periods for participation, but excluding benefit accrual under SPK Acquisitions' or Progress' defined benefit pension plan, with respect to any employee benefit plans or arrangements maintained by SPK Acquisitions or Progress. SPK Acquisitions and Progress have also agreed to waive all pre-existing conditions, limitations or eligibility waiting periods or required physical examinations under any health or similar plan of SPK Acquisitions or Progress for IONA's employees, to the extent that IONA's employees had satisfied any similar limitations or requirements under the corresponding plan in which IONA's employees participated immediately prior to the Effective Date of the Scheme. In addition, SPK Acquisitions and Progress will use reasonable

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endeavours to cause any deductibles paid by IONA's employees under IONA's health plans in the plan year in which the Effective Date of the Scheme occurs to be credited towards the deductibles under the health plans of SPK Acquisitions or Progress.

**Indemnification and Insurance**

Pursuant to the Implementation Agreement, SPK Acquisitions and Progress have agreed to certain indemnification rights in favour of each of the former and present directors and officers of IONA, as described in Paragraph 8.6 of Part I (Letter of Recommendation from the Board of IONA) of this document.

**9. IONA SHARE OPTION SCHEMES**

SPK Acquisitions will make appropriate proposals to IONA Optionholders to implement the requirements of the Implementation Agreement. The Implementation Agreement provides that (i) IONA Optionholders will be given an opportunity to elect to exercise their IONA Options immediately upon the making of the Court Order, on the condition that the IONA Shares issued upon such exercise are then transferred to SPK Acquisitions under the Scheme, (ii) IONA Optionholders (other than IONA Non-Executive Directors and executive officers of IONA for United States federal securities law purposes) who so elect may exercise their IONA Options with a cashless exercise facility under which they may direct that the exercise price of their IONA Options be paid to IONA out of the proceeds of the sale to SPK Acquisitions under the Scheme of the IONA Shares issued to them upon exercise of their IONA Options, and (iii) all IONA Options that remain outstanding on the Effective Date shall be cancelled with effect from midnight (Irish Standard Time) on the Effective Date in consideration for a cash payment per IONA Share subject to such IONA Option to the IONA Optionholder equal to the excess, if any, of the Consideration per IONA Share over the exercise price applicable to such IONA Option (net of applicable withholding taxes).

**10. DELISTING AND ADMISSION TO TRADING**

It is intended that, subject to and following the Scheme becoming effective, and subject to applicable requirements of Nasdaq and the Irish Stock Exchange, SPK Acquisitions will procure that IONA applies for cancellation of the quotation of IONA ADRs on Nasdaq and cancellation of the listing of the IONA Shares on the Official List and for cancellation of trading of the IONA Shares on the market of the Irish Stock Exchange. The last day of dealing in IONA ADRs on Nasdaq and in IONA Shares on the Irish Stock Exchange will be the last Business Day before the Effective Date. After the Effective Date, price quotations for IONA ADRs and IONA Shares will no longer be available and IONA will cease filing periodic reports under the Exchange Act.

**11. ACTION TO BE TAKEN**

Your attention is drawn to the summary of the action to be taken on page 26 of this document.

Yours faithfully,

SPK Acquisitions

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**PART III EXPLANATORY STATEMENT**  
**(IN COMPLIANCE WITH SECTION 202 OF THE ACT)**

745 Seventh Avenue  
27th Floor  
New York, New York 10019-6801  
United States of America  
2008

*To IONA Shareholders, IONA ADR holders and, for information only, to IONA Optionholders*

**RECOMMENDED ACQUISITION OF IONA TECHNOLOGIES PLC**

Dear IONA Shareholder and IONA ADR holder,

**1. INTRODUCTION**

On 25 June 2008, the Board of IONA and the Board of SPK Acquisitions announced that they had reached agreement on the terms of a recommended acquisition by SPK Acquisitions of IONA by way of a Scheme of Arrangement under Section 201 of the Act.

Your attention is drawn to the letter of recommendation from the Board of IONA in Part I (Letter of Recommendation from the Board of IONA) of this document, which sets forth the reasons why the directors of IONA, who have been advised by Lehman Brothers, consider the terms of the Acquisition to be fair and reasonable to IONA Shareholders taken as a whole and why the Board of IONA unanimously recommends that all IONA Shareholders vote in favour of the Acquisition and the Scheme at both the Court Meeting and the EGM, as the directors of IONA intend to do in respect of their own beneficial holdings of, 3,605,193 IONA Shares, in aggregate, which represent, in aggregate, approximately 9.8 per cent. of the existing issued share capital of IONA. In providing its advice to the directors of IONA, Lehman Brothers has taken into account the commercial assessments of the directors of IONA.

**2. THE ACQUISITION**

The Acquisition is to be effected by way of a Scheme of Arrangement between IONA and the Scheme Shareholders under Section 201 of the Act. The Scheme is set out in full in Part IV (The Scheme of Arrangement) of this document. Under the terms of the Scheme, SPK Acquisitions will pay the Consideration to Scheme Shareholders in consideration for all of their IONA Shares.

If the Scheme is implemented on the Effective Time, the Scheme Shares will be cancelled pursuant to Sections 72 and 74 of the Act or transferred to SPK Acquisitions, IONA will then issue New IONA Shares to SPK Acquisitions in place of the Cancellation Shares, and SPK Acquisitions will pay the Consideration to former Scheme Shareholders in consideration for the Acquisition. After the Scheme becomes effective, IONA ADR holders will receive that proportion of the Consideration to which they are entitled directly from the Depositary. As a result of the Scheme, IONA will, indirectly, become a wholly owned subsidiary of Progress.



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The Scheme will require approval by Scheme Shareholders at the Court Meeting, approval by IONA Shareholders at the EGM and the sanction of the High Court at the Court Hearing. The Court Meeting and the EGM and the nature of the approvals required to be given at the Meetings are described in more detail in paragraph 4 below. All IONA Shareholders (but not IONA ADR holders) are entitled to be represented by counsel or a solicitor (at their own expense) at the Court Hearing to support or oppose the sanctioning of the Scheme.

The Acquisition is subject to a number of conditions (summarised in paragraph 3 below and set out in full in Part V (Conditions to and Further Terms of the Acquisition and the Scheme) of this document). The Acquisition can only become effective if the conditions to the Acquisition have been satisfied or waived on or before the Effective Date in accordance with their respective terms. The Scheme will become effective upon the delivery to the Registrar of Companies of an office copy of the Court Order together with the minute required by Section 75 of the Act and registration of such Court Order by the Registrar of Companies, which, subject to the sanction of the Scheme by the High Court, is expected to occur during September 2008.

### **3. THE CONDITIONS**

The Acquisition is conditional, amongst other things, on the Scheme becoming effective. The conditions to the Acquisition and the Scheme are set out in full in Part V (Conditions to and Further Terms of the Acquisition and the Scheme) of this document. The implementation of the Scheme is conditional upon, amongst other things:

the expiration of the waiting period under the HSR Act;

the approval by a majority (more than 50 per cent.) in number of the Scheme Shareholders representing three-fourths (75 per cent.) or more in value of the Scheme Shares held by such holders present and voting either in person or by proxy, at the Court Meeting (or at any adjournment of such meeting);

such resolution(s) as are required to approve or implement the Scheme and set forth in the notice convening the EGM being duly passed by the requisite majority at the EGM (or at any adjournment of such meeting);

the sanction of the Scheme and confirmation of the reduction of capital involved therein by the High Court and the delivery of an office copy of the Court Order and the minute required by Section 75 of the Act to the Registrar of Companies and the registration of such Court Order and minute by the Registrar of Companies; and

the conditions which are not otherwise identified above and which are set out in full in Part V (Conditions to and Further Terms of the Acquisition and the Scheme) of this document being satisfied or waived on or before the sanction of the Scheme by the High Court pursuant to Section 201 of the Act.

**Unless the Scheme becomes effective by no later than 15 December 2008 or such later date, if any, as IONA and SPK Acquisitions may, with (if required) the consent of the Panel, agree and (if required) the High Court may allow, the Scheme will not become effective, and the Acquisition will not proceed and the cash Consideration of \$4.05 per IONA Share will not become payable.**

### **4. CONSENTS AND MEETINGS**

The Scheme is subject to the approval by Scheme Shareholders at the Court Meeting as more fully described in paragraph 4.1 of this Part III (Explanatory Statement) and its implementation will also require various approvals of IONA Shareholders at the separate EGM, as more fully described in





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paragraph 4.2 of this Part III (Explanatory Statement), both of which will be held at \_\_\_\_\_ on \_\_\_\_\_ 2008. The Court Meeting will start at \_\_\_\_\_ p.m. (Irish Standard Time) and the EGM will start at \_\_\_\_\_ p.m. (Irish Standard Time) (or, if later, as soon thereafter as the Court Meeting is concluded or adjourned) on that date. The Court Meeting is being held at the direction of the High Court to seek the approval of the Scheme by Scheme Shareholders. The EGM is being convened to enable the directors of IONA to implement the Scheme and to amend the IONA Articles, as described below.

Notices of both the Court Meeting and the EGM are set out in Part X (Notice of Court Meeting in the High Court) and Part XI (Notice of Extraordinary General Meeting of IONA Technologies PLC), respectively, of this document. Entitlement to attend and vote at each Meeting and the number of votes which may be cast at each Meeting will be determined by reference to the register of members of IONA at the Voting Record Time.

As of the Latest Practicable Date, 36,558,153 IONA Shares were issued and outstanding and there were 583 registered Members whose names were registered in the Register of Members of the Company.

### **4.1 Court Meeting**

The Court Meeting has been convened for \_\_\_\_\_ p.m. (Irish Standard Time) on \_\_\_\_\_ 2008 to enable Scheme Shareholders to consider and, if thought fit, approve the Scheme. At the Court Meeting, voting will be by poll and not a show of hands and each holder of Scheme Shares who is present in person or by proxy will be entitled to one vote for each Scheme Share held for the purposes of sub-paragraph (b) below. In order to conduct business at the Court Meeting a quorum must be present. IONA's Articles of Association provide that the presence, either in person or by proxy, of three persons entitled to vote at such meeting, each being a holder of IONA Shares, a proxy for a holder of IONA Shares or a duly authorised representative of a corporate holder of IONA Shares, constitutes a quorum for the transaction of business at the Court Meeting. The approval required at the Court Meeting is that those voting to approve the Scheme must:

- (a) represent a simple majority (more than 50 per cent.) in number of those Scheme Shareholders present and voting in person or by proxy; and
- (b) also represent three-fourths (75 per cent.) in value of the Scheme Shares held by those Scheme Shareholders present and voting in person or by proxy.

**It is important that as many votes as possible are cast at the Court Meeting so that the resolution approving the Scheme can be passed and that the High Court may be satisfied that there is a fair representation of Scheme Shareholder opinion when it is considering whether to sanction the Scheme. If you are the registered holder of any IONA ADRs, you are strongly urged to complete and return your ADR Voting Instruction Card as soon as possible. If you are the registered holder of any Scheme Shares, you are strongly urged to complete and return your PINK Form of Proxy for the Court Meeting as soon as possible.**

### **4.2 Extraordinary General Meeting**

In addition, the EGM has been convened for \_\_\_\_\_ p.m. (Irish Standard Time) on \_\_\_\_\_ 2008 (or, if later, as soon thereafter as the Court Meeting is concluded or adjourned). A quorum must be present in order to conduct any business at the EGM. IONA's Articles of Association provide that the presence at the EGM, either in person or by proxy, of three persons entitled to vote at such meeting, each being a holder of IONA Shares, a proxy for a holder of IONA Shares, or a duly authorised representative of a corporate holder of IONA Shares, constitutes a quorum for the transaction of business. At the EGM, the IONA Shareholders will consider and, if thought fit, pass the following resolutions (which in the case of special resolutions requires a vote in favour of not

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less than three-fourths (75 per cent.) of the votes cast and in the case of ordinary resolutions requires a majority (more than 50 per cent.) of the votes cast):

*Resolution 1 Ordinary Resolution*

To approve the Scheme and to authorise the directors of IONA to take such action as they consider necessary or appropriate to carry the Scheme into effect.

*Resolution 2 Special Resolution*

To approve the cancellation of the Cancellation Shares.

*Resolution 3 Ordinary Resolution*

To authorise the directors of IONA to issue relevant securities pursuant to Section 20 of the Companies (Amendment) Act 1983 and to apply the reserve in the books arising upon the cancellation described above in paying up in full at par New IONA Shares.

*Resolution 4 Special Resolution*

To amend the IONA Articles to ensure that any IONA Shares issued under the IONA Share Option Schemes or otherwise between the Voting Record Time and 10.00 p.m. (Irish Standard Time) on the last day before the date on which the Court Order is made will be subject to the Scheme. It is also proposed to amend the IONA Articles so that any IONA Shares issued to any person (other than to SPK Acquisitions) after 10.00 p.m. (Irish Standard Time) on the day before the date on which the Court Order is made will become transferable to SPK Acquisitions on the same terms as under the Scheme (i.e. the person will receive \$4.05 in cash for each IONA Share issued to them and acquired by SPK Acquisitions).

These amendments are designed to avoid any person (other than members of SPK Acquisitions) being left with IONA Shares after dealings in IONA Shares have ceased on the Irish Stock Exchange (which will occur at the close of business on the Business Day before the Effective Time). Resolution 4, set out in the notice of EGM in Part XI (Notice of Extraordinary General Meeting of IONA Technologies PLC) end of this document, seeks the approval of IONA Shareholders for such amendments.

*Resolution 5 Ordinary Resolution*

To approve a proposal to adjourn the EGM, if necessary, to solicit additional proxies in favour of approval of the resolutions to be considered at the EGM. IONA is submitting a proposal for consideration at the EGM to authorise the Chairman of the EGM to approve one or more adjournments of the EGM if there are not sufficient votes to approve the resolutions to be considered at the EGM at the time of the EGM. Even though a quorum may be present at the EGM, it is possible that IONA may not have received sufficient votes to approve the resolutions to be considered at the EGM by the time of the EGM. In that event, IONA would determine to adjourn the EGM in order to solicit additional proxies. The adjournment proposal relates only to an adjournment of the EGM for purposes of soliciting additional proxies to obtain the requisite IONA Shareholder approval to approve the resolutions to be considered at the EGM. Any other adjournment of the EGM (e.g., an adjournment required because of the absence of a quorum) would be voted upon pursuant to the discretionary authority granted by the proxy. To approve the adjournment proposal, a majority of the outstanding IONA Shares present or represented at the EGM and entitled to vote, which includes abstentions, must vote in favour of the proposal.

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### **4.3 Court Hearing**

The Court Hearing is expected to take place on or about 2008. Each IONA Shareholder is entitled to be represented by counsel or a solicitor (at their own expense) at the Court Hearing to support or oppose the sanctioning of the Scheme.

### **4.4 Form of ADR Voting Instruction Card and Forms of Proxy**

IONA ADR holders are strongly urged to complete and return their ADR Voting Instruction Card, as soon as possible and, in any event, no later than 2008. If the Depositary does not receive your ADR Voting Instruction Card by such date, the Depositary will not vote your IONA ADRs.

Scheme Shareholders and IONA Shareholders have been sent a PINK Form of Proxy for the Court Meeting and a BLUE Form of Proxy for the EGM. Scheme Shareholders and IONA Shareholders are strongly urged to complete and return their Forms of Proxy, as soon as possible and, in any event, no later than p.m. (Irish Standard Time) on 2008 in the case of the PINK Form of Proxy for the Court Meeting and p.m. (Irish Standard Time) on 2008 in the case of the BLUE Form of Proxy for the EGM.

### **4.5 Abstentions and Broker Non-Votes**

Your broker will be permitted to vote your IONA ADRs or IONA Shares only if you instruct your broker how to vote. If you have previously provided your broker with absolute discretion to vote at all times on IONA Shareholder votes, then your broker will be able to vote your IONA ADRs or IONA Shares, unless you instruct your broker otherwise. Otherwise, you should follow the procedures provided by your broker regarding the voting of your IONA ADRs or IONA Shares. **If your broker does not have absolute discretion and you do not provide instructions to your broker to vote in favour of the Scheme, your IONA ADRs or IONA Shares will not be voted, which will increase the likelihood of the Scheme being defeated and the Acquisition not proceeding.**

## **5. STRUCTURE OF THE SCHEME**

It is proposed that, under the Scheme, the Cancellation Shares will be cancelled pursuant to Sections 72 and 74 of the Act. Any further IONA Shares issued before 10.00 p.m. (Irish Standard Time) on the day before the Hearing Date will be transferred to SPK Acquisitions under the terms of the Scheme. New IONA Shares will be issued by IONA to SPK Acquisitions (and/or its nominee(s)) by the capitalisation of the reserve arising from the cancellation of the Cancellation Shares. As a result of these arrangements, IONA will become, indirectly, a wholly-owned subsidiary of Progress.

IONA Shareholders who are subject to the Scheme will receive the Consideration. IONA Shares issued after 10.00 p.m. (Irish Standard Time) on the day before the Hearing Date will not be subject to the Scheme. Accordingly, it is proposed that the IONA Articles be amended so that IONA Shares issued after 10.00 p.m. (Irish Standard Time) on the day before the Hearing Date (other than to a member of the SPK Acquisitions Group) will be automatically transferred to SPK Acquisitions on the same terms as under the Scheme.

It is expected that the Scheme will become effective and that the Acquisition will be completed during September 2008. The Scheme can only become effective if all the conditions to which the Scheme is subject have been satisfied or waived by no later than 15 December 2008 or such later date, if any, as IONA and SPK Acquisitions may, with (if required) the consent of the Panel, agree and, (if required) the

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High Court may allow. The Scheme will become effective upon an official copy of the Court Order together with the minute approved by the High Court in respect of the capital reduction being registered by the Registrar of Companies and the issue of a certificate of registration of the Court Order. Once the Scheme becomes effective, its terms will be binding on all IONA Shareholders, irrespective of whether they attended the Court Meeting and irrespective of the manner in which they voted.

### **6. OPINION OF FINANCIAL ADVISOR TO IONA**

The Company engaged Lehman Brothers to act as its financial advisor with respect to pursuing strategic alternatives for the Company, including a possible sale of the Company. On 24 June 2008, Lehman Brothers rendered its oral opinion (which was subsequently confirmed in writing) to the Board of IONA that, as of such date and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, from a financial point of view, the \$4.05 per IONA Share cash consideration to be offered to the IONA Shareholders in the Acquisition was fair to such IONA Shareholders.

The full text of Lehman Brothers' written opinion, dated as of 24 June 2008, is attached as *Annex F* to this document. Lehman Brothers' written opinion sets forth, among other things, the assumptions made, procedures followed, factors considered and limitations of the review undertaken by Lehman Brothers in rendering its opinion. You are encouraged to read the opinion carefully and in its entirety.

Lehman Brothers' opinion, the issuance of which was approved by Lehman Brothers' Fairness Opinion Committee, is addressed to the Board of IONA, addresses only the fairness, from a financial point of view, of the Consideration to be offered to the IONA Shareholders in the Acquisition and does not constitute a recommendation to any IONA ADR holder or IONA Shareholder as to how such person should vote with respect to the Scheme or any other matter. The terms of the Acquisition were determined through arm's-length negotiations between the Company and Progress and were unanimously approved by the Board of IONA. Lehman Brothers did not recommend any specific form of consideration to the Company or that any specific form of consideration constituted the only appropriate consideration for the Acquisition. Lehman Brothers was not requested to opine as to, and its opinion does not in any manner address, the Company's underlying business decision to proceed with or effect the Acquisition. In addition, Lehman Brothers expressed no opinion on, and its opinion does not in any manner address the fairness of the amount or the nature of any compensation to any officers, directors or employees of any parties to the Acquisition, or any class of such persons, relative to the Consideration to be offered to the IONA Shareholders in the Acquisition. No limitations were imposed by the Board of IONA upon Lehman Brothers with respect to the investigations made or procedures followed by it in rendering its opinion.

In arriving at its opinion, Lehman Brothers, among other things:

reviewed and analyzed the Implementation Agreement, the Expenses Reimbursement Agreement, the Limited Guaranty, a draft, dated 24 June 2008, of the Rule 2.5 Announcement and the specific terms of the Acquisition;

reviewed and analyzed publicly available information concerning the Company that Lehman Brothers believed to be relevant to its analysis, including the Company's Annual Report on Form 10-K for the fiscal year ended 31 December 2007 and the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2008;

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reviewed and analyzed financial and operating information with respect to the business, operations and prospects of the Company furnished to Lehman Brothers by the Company, including financial projections of the Company prepared by management of the Company (the Management Plan );

reviewed and analyzed a trading history of the IONA Shares from 22 June 2007 to 23 June 2008 and a comparison of that trading history with those of other companies that Lehman Brothers deemed relevant;

reviewed and analyzed a comparison of the historical financial results and present financial condition of the Company with those of other companies that Lehman Brothers deemed relevant;

reviewed and analyzed a comparison of the financial terms of the Acquisition with the financial terms of certain other transactions that Lehman Brothers deemed relevant;

reviewed and analyzed the results of Lehman Brothers efforts to solicit indications of interest and definitive proposals from third parties with respect to a sale of the Company;

reviewed and analyzed published estimates of independent research analysts with respect to the future financial performance and price targets of the Company;

had discussions with the management of the Company concerning its business, operations, assets, liabilities, financial condition and prospects (including the risks and uncertainties of achieving the Management Plan); and

undertook such other studies, analyses and investigations as Lehman Brothers deemed appropriate.

In arriving at its opinion, Lehman Brothers assumed and relied upon the accuracy and completeness of the financial and other information used by Lehman Brothers without any independent verification of such information and have further relied upon the assurances of management of the Company that they were not aware of any facts or circumstances that would make such information inaccurate or misleading. With respect to the Management Plan, upon advice of the Company, Lehman Brothers assumed the Management Plan was reasonably prepared on a basis reflecting the best then currently available estimates and judgments of the management of the Company. However, for the purposes of Lehman Brothers analysis and its opinion and with the consent of the Board of IONA, Lehman Brothers relied on (i) published estimates of independent research analysts for the Company, which reflect more conservative assumptions and estimates than the Management Plan, and (ii) extensions to such published estimates based upon assumptions discussed with the management of the Company.

The Board of IONA agreed with the appropriateness of the use of, and Lehman Brothers reliance upon, such published estimates and extensions of such estimates in performing its analysis. In arriving at its opinion, Lehman Brothers assumed no responsibility for and expressed no view as to any such projections or estimates or the assumptions on which they were based. Lehman Brothers assumed that the final Rule 2.5 Announcement would be in the form of the draft of the announcement, dated 24 June 2008, reviewed by Lehman Brothers in all material respects. Lehman Brothers further assumed, upon the advice of the Company and its legal advisors, that all material governmental, regulatory or other consents or approvals necessary for the consummation of the Scheme will be obtained within the constraints contemplated by the draft Rule 2.5 Announcement reviewed by Lehman Brothers and the Implementation Agreement. In arriving at its opinion, Lehman Brothers did not conduct a physical inspection of the properties and facilities

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of the Company and did not make or obtain any evaluations or appraisals of the assets or liabilities of the Company. Lehman Brothers' opinion was necessarily based upon market, economic and other conditions as they existed on, and could be evaluated as of 24 June 2008. Lehman Brothers assumed no responsibility for updating or revising its opinion based on events or circumstances that may have occurred after 24 June 2008.

In connection with rendering its opinion, Lehman Brothers performed certain financial, comparative and other analyses as summarized below. In arriving at its opinion, Lehman Brothers did not ascribe a specific range of values to the IONA Shares but rather made its determination as to fairness, from a financial point of view, to the IONA Shareholders of the Consideration to be offered to such IONA Shareholders in the Acquisition on the basis of various financial and comparative analyses. The preparation of a fairness opinion is a complex process and involves various determinations as to the most appropriate and relevant methods of financial and comparative analyses and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to summary description.

In arriving at its opinion, Lehman Brothers did not attribute any particular weight to any single analysis or factor considered by it but rather made qualitative judgments as to the significance and relevance of each analysis and factor relative to all other analyses and factors performed and considered by it and in the context of the circumstances of the particular transaction. Accordingly, Lehman Brothers believes that its analyses must be considered as a whole, as considering any portion of such analyses and factors, without considering all analyses and factors as a whole, could create a misleading or incomplete view of the process underlying its opinion.

## **7. BOARD, MANAGEMENT AND EMPLOYEES**

### **7.1 Generally**

The Board of SPK Acquisitions has confirmed that, where employees of the IONA Group have existing employment rights, including pension rights, under applicable laws, those rights will be fully safeguarded following the Scheme becoming effective. IONA and Progress are in the process of forming an integration team to assist in developing and implementing an integration framework to ensure a successful acquisition of IONA by Progress. This integration planning is expected to continue past the Effective Time. When completed, this integration planning will allow IONA and Progress to better determine the staffing needs for the combined business going forward. Upon the Scheme becoming effective, the IONA Directors intend to resign from the Board of IONA.

### **7.2 Employee Matters**

Pursuant to the Implementation Agreement, SPK Acquisitions and Progress have the right, in their sole discretion, to maintain any, all or none of IONA's employee benefit plans. IONA's employees will receive full credit for service with IONA for purposes of eligibility, vesting and other appropriate benefits, including applicability of minimum waiting periods for participation, but excluding benefit accrual under SPK Acquisitions or Progress' defined benefit pension plan, with respect to any employee benefit plans or arrangements maintained by SPK Acquisitions or Progress. SPK Acquisitions and Progress have also agreed to waive all pre-existing conditions, limitations or eligibility waiting periods or required physical examinations under any health or similar plan of SPK Acquisitions or Progress for IONA's employees, to the extent that IONA's employees had satisfied any similar limitations or requirements under the corresponding plan in which IONA's employees participated immediately prior to the Effective Date of the Scheme. In addition, SPK Acquisitions and Progress will use reasonable endeavours to cause any deductibles paid by IONA's employees under IONA's health plans in the plan year in which the Effective Date of the Scheme to be credited towards the deductibles under the health plans of SPK Acquisitions or Progress.

**Table of Contents****7.3 Indemnification and Insurance**

Pursuant to the Implementation Agreement, SPK Acquisitions and Progress have agreed to certain indemnification rights in favour of each of the former and present directors and officers of IONA, as described in Paragraph 8.6 of Part I (Letter of Recommendation from the Board of IONA) of this document.

**8. IONA SHARE OPTION SCHEMES**

SPK Acquisitions will make appropriate proposals to IONA Optionholders to implement the requirements of the Implementation Agreement. The Implementation Agreement provides that (i) IONA Optionholders will be given an opportunity to elect to exercise their IONA Options immediately upon the making of the Court Order, on the condition that the IONA Shares issued upon such exercise are then transferred to SPK Acquisitions under the Scheme, (ii) IONA Optionholders (other than IONA Non-Executive Directors and executive officers of IONA for United States federal securities law purposes) who so elect may exercise their IONA Options with a cashless exercise facility under which they may direct that the exercise price of their IONA Options be paid to IONA out of the proceeds of the sale to SPK Acquisitions under the Scheme of the IONA Shares issued to them upon exercise of their IONA Options, and (iii) all IONA Options that remain outstanding on the Effective Date shall be cancelled with effect from midnight (Irish Standard Time) on the Effective Date in consideration for a cash payment per IONA Share subject to such IONA Option to the IONA Optionholder equal to the excess, if any, of the Consideration per IONA Share over the exercise price applicable to such IONA Option (net of applicable withholding taxes).

**9. THE IONA EXECUTIVE OFFICERS AND NON-EXECUTIVE DIRECTORS AND THE EFFECT OF THE SCHEME ON THEIR INTERESTS****9.1 Interests Held by Executive Officers and Non-Executive Directors**

The effect of the Scheme on the interests of IONA's executive officers and of the IONA Non-Executive Directors does not differ from its effect on the like interests of other persons, except as disclosed in this paragraph 9 of this Part III (Explanatory Statement).

The names of IONA's current executive officers and the IONA Non-Executive Directors are listed below. The address of each person listed in the table below is c/o IONA Technologies PLC, The IONA Building, Shelbourne Road, Ballsbridge, Dublin 4, Ireland.

<b>Name</b>	<b>Title</b>
Kevin C. Melia	Chairman of the Board
Christopher J. Horn	Vice Chairman of the Board
Seán Baker	Non-Executive Director
Ivor Kenny	Non-Executive Director
James D. Maikranz	Non-Executive Director
Bruce J. Ryan	Non-Executive Director
Francesco Violante	Non-Executive Director
Peter M. Zotto	Chief Executive Officer and Director
Lawrence E. Alston, Jr.	Vice President and General Manager, Open Source
Christopher M. Mirabile	Chief Financial Officer, General Counsel and Secretary
Scott R. Devens	Vice President of Worldwide Sales
Eric A. Newcomer	Chief Technology Officer

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The interests of IONA's executive officers and IONA Non-Executive Directors in the share capital of IONA and in the IONA Share Option Schemes are set out in paragraphs 5 and 6 of Part VIII (Additional Information) of this document. All securities of IONA purchased or sold within the last two years, the dates on which they were purchased or sold and the amount purchased or sold on each date are set out in paragraph 6 of Part VIII (Additional Information) of this document.

IONA Options held by IONA's executive officers and IONA Non-Executive Directors under the IONA Share Option Schemes will be treated in a similar manner to all other IONA Optionholders (including the vesting of all unvested options in connection with the Scheme), as set out in paragraph 8 of this Part III (Explanatory Statement). IONA Non-Executive Directors and executive officers of IONA for United States securities law purposes may not elect to exercise their IONA Options with a cashless exercise facility.

IONA's executive officers holding unexercised IONA Options as of the Effective Date will receive cash payments upon the consummation of the Scheme in the approximate amounts (before withholding for applicable taxes) indicated in the following table:

Name	Title	Number of IONA Options	IONA Option Exercise Price	Approximate IONA Option Settlement Amount
Peter M. Zotto	Chief Executive Officer and Director	820,000	\$ 3.00 - \$5.33	\$ 416,550
Lawrence E. Alston, Jr.	Vice President and General Manager, Open Source	290,625	\$ 2.85 - \$5.33	\$ 56,906
Scott R. Devens	Vice President of Worldwide Sales	365,950	\$ 1.99 - \$7.33	\$ 318,807
Christopher M. Mirabile	Chief Financial Officer, General Counsel and Secretary	322,101	\$ 1.99 - \$7.33	\$ 187,428
Eric A. Newcomer	Chief Technology Officer	254,132	\$ 1.99 - \$7.33	\$ 227,061

**Total** \$ 1,206,752

The IONA Non-Executive Directors holding unexercised IONA Options will receive cash payments upon the consummation of the Scheme in the approximate amounts (before withholding for applicable taxes) indicated in the following table:

Name	Title	Number of IONA Options	IONA Option Exercise Price	Approximate IONA Option Settlement Amount
Kevin C. Melia	Chairman of the Board	247,250	\$ 2.25 - \$74.50	\$ 84,990
Christopher J. Horn	Vice Chairman of the Board	27,200	\$ 3.25 - \$18.75	\$ 4,470
Seán Baker	Non-Executive Director	77,700	\$ 1.99 - \$7.33	\$ 116,952
James D. Maikranz	Non-Executive Director	66,000	\$ 2.25 - \$33.80	\$ 28,830
Bruce J. Ryan	Non-Executive Director	33,000	\$ 3.36 - \$4.16	\$ 2,070
Ivor Kenny	Non-Executive Director	101,334	\$ 2.25 - \$74.50	\$ 38,190
Francesco Violante	Non-Executive Director	84,000	\$ 2.25 - \$43.15	\$ 38,190

**Total** \$ 313,692



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**9.2 Change in Control Arrangements with Executive Officers and Non-Executive Directors of IONA**

**9.2.1 Executive Officers**

Since 2003, IONA has had change in control agreements, which have been previously publicly disclosed, with all of its executive officers, under which, if a change in control of IONA (as defined in the applicable agreements) occurs, and the successor entity does not, as of the effective date of such change in control, (a) adopt and assume the IONA Share Option Schemes that are in effect immediately prior to such change in control or (b) substitute, on an equitable basis, such successor's securities, having terms and conditions no less favourable to the executive officer than the terms and conditions of the then outstanding securities under the IONA Share Option Schemes, for the then outstanding IONA Shares, IONA Options, awards and purchase rights under the IONA Share Option Schemes, then all IONA Shares, unvested IONA Options, awards and purchase rights granted to each executive officer under any of the IONA Share Option Schemes prior to such change in control shall immediately become fully vested and exercisable as of the effective date of the change in control.

Furthermore, IONA's change in control agreements provide the following benefits if (i) there is a change in control of IONA (which the Scheme, if it becomes effective, would constitute) and (ii) the executive officer's employment is (A) involuntarily terminated by IONA (or any successor) without cause (as defined in the applicable agreements) within two years following a change in control or during the three month period immediately preceding the change in control or (B) voluntarily terminated by the executive officer for good reason (as defined in the applicable agreements) within two years following a change in control:

a lump sum severance payment equal to two times the sum of the executive's base salary (using the highest base salary between the date immediately prior to the effective date of the change in control event and the termination date) and target annual bonus (using the highest target bonus amount that the executive was eligible to receive, assuming maximum performance, with respect to any one calendar year in the period beginning in the calendar year prior to the year in which the change in control occurs and ending in the calendar year in which the executive's employment is terminated);

the continuation of health insurance benefits for the executive and his dependents for up to two years following such termination, subject to certain limitations; and

all of the executive's equity awards, assuming maximum performance, shall immediately vest and remain exercisable, generally, for three months after the date of termination or until their expiration, whichever is earlier.

If the total payment to an executive officer would constitute an excess parachute payment within the meaning of Section 280G(b) of the Internal Revenue Code, and the executive officer would retain more of the total payment (after the payment of applicable tax liabilities imposed on the total payments) in the event that an upper limit amount is imposed, then the amount of the total payment will be reduced until the aggregate present value (as that term is defined in Section 280G(d)(4) of the Internal Revenue Code using the applicable federal rate in effect on the date of the executive officer's change in control agreement) of the total payment is such that no part of the total payment would constitute an excess parachute payment within the meaning of Section 280G(b) of the Internal Revenue Code.

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The table below shows the approximate cash severance and value of health insurance benefits that each executive officer of IONA would be entitled to, assuming the Acquisition is completed on 30 September 2008 and the executive officer's employment is terminated as set out above:

<b>Executive Officer</b>	<b>Title</b>	<b>Approximate Severance Amount<sup>(1)</sup></b>
Peter M. Zotto	Chief Executive Officer and Director	\$ 1,424,000
Lawrence E. Alston, Jr.	Vice President and General Manager, Open Source	782,588
Scott R. Devens	Vice President of Worldwide Sales	918,588
Christopher M. Mirabile	Chief Financial Officer, General Counsel and Secretary	968,588
Eric A. Newcomer	Chief Technology Officer	632,624
<b>Total</b>		<b>\$ 4,726,388</b>

- (1) The above cash severance amounts were calculated using the compensation information available as of 30 June 2008, which included 2008 base salary and 2008 target bonus amounts. These amounts do not reflect the reduction attributable to certain of the executive officers as a result of the 280G cut-back described above.

**9.2.2 Non-Executive Directors**

Under IONA's Non-Executive Directors Change in Control Plan, in the event of a change in control (as defined in the plan) of IONA (which the Scheme, if it becomes effective, would constitute), each IONA Non-Executive Director will receive the following (such amounts are subject to reduction in the event that they constitute an excess parachute payment within the meaning of Section 280G(b) of the Internal Revenue Code):

a lump sum payment equal to two times the maximum aggregate fees that such IONA Non-Executive Director is eligible to receive with respect to services rendered in his capacity as a member of the Board of IONA or any committee thereof either in the calendar year in which the change in control occurs or the calendar year prior thereto, whichever aggregate amount is higher; and

all of his equity awards, shall immediately become fully vested and exercisable on the date of the change in control.

If the total payment to a Non-Executive Director would constitute an excess parachute payment within the meaning of Section 280G(b) of the Internal Revenue Code, and the Non-Executive Director would retain more of the total payment (after the payment of applicable tax liabilities imposed on the total payments) in the event that an upper limit amount is imposed, then the amount of the total payment will be reduced until the aggregate present value (as that term is defined in Section 280G(d)(4) of the Internal Revenue Code using the applicable federal rate in effect on the date of the Non-Executive Director's change in control agreement) of the total payment is such that no part of the total payment would constitute an excess parachute payment within the meaning of Section 280G(b) of the Internal Revenue Code.

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The table below shows the approximate cash severance that each IONA Non-Executive Director would be entitled to, assuming the Acquisition is completed on 30 September 2008:

Non-Executive Director	Title	Approximate Severance Amount <sup>(1)</sup>
Kevin C. Melia	Chairman	\$ 348,000
Seán Baker	Non-Executive Director	120,000
Christopher J. Horn	Non-Executive Director	180,000
Ivor Kenny	Non-Executive Director	132,000
James D. Maikranz	Non-Executive Director	180,000
Bruce J. Ryan	Non-Executive Director	156,000
Francesco Violante	Non-Executive Director	110,000
Total		\$ 1,226,000

- (1) Represents a lump sum payment equal to two times the maximum aggregate fees a Non-Executive Director is eligible to receive with respect to services rendered in his capacity as an IONA Director or member of any committee thereof in the calendar year in which the change in control occurs.

### 9.3 Indemnification and Insurance with Executive Officers and Non-Executive Directors

Under IONA's Articles of Association, IONA has included a provision that limits or eliminates the personal liability of the IONA Directors and officers. IONA maintains liability insurance which insures the IONA Directors and officers against certain losses and insures IONA with respect to its obligations to indemnify the IONA Directors and officers.

Under the terms of the Implementation Agreement, IONA's executive officers and IONA Non-Executive Directors will be entitled to indemnification in specified circumstances. For more information related to indemnification and insurance, see paragraph 8.6 of Part I (Letter of Recommendation from the Board of IONA) of this document.

### 9.4 Certain Relationships and Related Transactions

In 2007, IONA was not a party to any transaction or series of similar transactions in which the amount involved exceeded \$120,000 in which any director, executive officer, holder of 5 per cent. or more of any class of IONA capital stock, or any member of their immediate family had a direct or indirect material interest other than compensation agreements and other arrangements which are described in the section titled

Compensation Discussion & Analysis in IONA's proxy statement filed with the Securities and Exchange Commission on 29 April 2008, and payments made to K Capital Source Limited (K Capital) described below.

The Company engaged K Capital to provide capital market communication and advisory services in 2007 and paid K Capital \$180,000 for such services. A son of Dr. Ivor Kenny, a member of the Board of IONA, was a principal of K Capital during part of 2007. Prior to 31 December 2007, Financial Dynamics Ireland Limited acquired K Capital. As a result, from and after 31 December 2007, Dr. Kenny's son no longer has an equity interest in K Capital.

## 10. TAXATION

Your attention is drawn to paragraphs 10 and 11 of Part VIII (Additional Information) of this document, headed Irish Taxation and US Federal Income Tax Consequences, respectively. If you are in any

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doubt as to your own tax position, or if you require more detailed information or if you are subject to taxation in any jurisdiction other than Ireland or the United States, you should consult an independent financial advisor immediately.

### **11. SETTLEMENT, LISTING AND DEALINGS**

If the Scheme is approved by the High Court, a request will be made to cancel the quotation of IONA ADRs on Nasdaq and to cancel the listing of the IONA Shares on the Official List and to cancel trading of the IONA Shares on the market of the Irish Stock Exchange. The last day of dealings in IONA ADRs on Nasdaq and IONA Shares on the Irish Stock Exchange will be the last Business Day before the Effective Time, and is expected to be on or about September 2008.

No transfers of IONA Shares (other than transfers to any member or members of SPK Acquisitions Group) will be registered after the Scheme Record Time. At the Effective Time, share certificates in respect of IONA Shares will cease to be of value and should, if so requested by IONA or its agents, be sent to IONA for cancellation.

Subject to the Acquisition becoming effective, settlement of the Consideration to which any IONA Shareholder is entitled under the Acquisition will be effected within 14 days of the Effective Date in the following manner:

#### **11.1 Consideration IONA Shares in uncertificated form ( CREST )**

Where, at the Scheme Record Time, a Scheme Shareholder holds Scheme Shares in uncertificated form, the Consideration to which such Scheme Shareholder is entitled will, except in limited circumstances, be paid in US dollars by means of CREST by SPK Acquisitions procuring the creation of an assured payment obligation in favour of the relevant Scheme Shareholder's payment bank in respect of the Consideration due, in accordance with the CREST assured payment arrangements. SPK Acquisitions reserves the right to settle all or any part of the Consideration referred to in this paragraph 11.1 for all or any accepting Scheme Shareholder(s) in the manner referred to in paragraph 11.2 below, if, for any reason, it wishes to do so.

#### **11.2 Consideration IONA Shares in certificated form**

Where, at the Scheme Record Time, a Scheme Shareholder holds Scheme Shares in certificated form, settlement of any Consideration due will be despatched by ordinary prepaid post (or by such other manner as the Panel may approve). Such cash payments will be made in US dollars by cheque drawn on a branch of a State of New York clearing bank.

#### **11.3 General**

Except with the consent of the Panel, settlement of the Consideration to which any Scheme Shareholder is entitled under the Acquisition will be implemented in full in accordance with the terms of the Acquisition without regard to any lien, right of set-off, counterclaim or other analogous right.

IONA ADR holders and IONA Shareholders at the Scheme Record Time will receive their relevant proportion of the Consideration in US dollars. All payments will be rounded down to the nearest whole US cent and will be reduced by the amount of any applicable withholding taxes and ADR cancellation fees. The despatch of cheques to Certificated Holders entitled thereto and the payment through CREST to Uncertificated Holders entitled thereto shall take place promptly after the Effective Date.

SPK Acquisitions has confirmed that, except as provided for in the Scheme or otherwise with the consent of the Panel, any payment to which an IONA Shareholder is entitled to receive from SPK

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Acquisitions will be implemented in full without regard to any lien, right of set-off, counter claim or other analogous right to which SPK Acquisitions may be, or claim to be, entitled against such IONA Shareholder.

All documents and remittances sent to IONA ADR holders or IONA Shareholders (or in accordance with their directions) will be despatched at their own risk.

**IONA ADR holders should read paragraph 13 of this Part III (Explanatory Statement), which contains further important information which is relevant to them.**

### **11.4 Certain Effects of the Scheme**

If the Scheme becomes effective, IONA will, indirectly, become a wholly owned subsidiary of Progress and IONA Shareholders will not have an opportunity to continue their equity interest in IONA as an ongoing corporation and, therefore, will not have the opportunity to share in its future earnings, dividends or growth, if any.

## **12. OVERSEAS SHAREHOLDERS**

As regards Overseas Shareholders, the Acquisition may be affected by the laws of the relevant jurisdictions. Such Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of Overseas Shareholders to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

This document has been prepared for the purposes of complying with the laws of Ireland and the United States and the Takeover Rules and the rules of the Securities Exchange Commission, respectively (to the extent applicable), and the information disclosed may be different from that which would have been disclosed if this document had been prepared in accordance with the laws of the jurisdictions outside Ireland and the United States.

Overseas Shareholders are encouraged to consult their local tax advisor.

## **13. TREATMENT OF IONA ADRs**

Each IONA ADR evidences one IONA ADS, which represents one IONA Share. Deutsche Bank Trust Company, as Depositary, holds the IONA Shares underlying the IONA ADSs. Accordingly, the Depositary, as an IONA Shareholder, will, be entitled to \$4.05 for every IONA Share held by it at the Scheme Record Time.

As soon as practicable after the Effective Date, the Depositary will arrange that there will be distributed directly to IONA ADR holders the Consideration that they are entitled to in the proportion of \$4.05 for every one IONA ADR held by IONA ADR holders at the Scheme Record Time. IONA ADR holders will receive their relevant proportion of the Consideration (less any withholding taxes or ADR cancellation fees) in US dollars. All payments will be rounded down to the nearest whole US cent. IONA ADR holders, who hold their IONA ADRs in certificated form, will need to surrender their certificates to the Depositary prior to receiving their proportion of the Consideration. If you are required to return your IONA ADR certificates, you will be notified. Cheques will be despatched to IONA ADR holders promptly after the Effective Date.

All cheques shall be sent to IONA ADR holders at their own risk and will be sent by post either to the holder's address as set out on the register of IONA ADR holders at the Scheme Record Time or to such

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other address of the holder as is notified as a change in writing by IONA ADR holders to the Depositary prior to the Effective Date and in the case of joint holders, to the holder whose name stands first in such register in respect of the joint holdings concerned. All cheques shall be sent to IONA Shareholders at their own risk and will be sent by post either to the IONA Shareholders' address as set out on IONA's Register of Members at the Scheme Record Time or to such other address of the IONA Shareholder as is notified as a change in writing by IONA Shareholders to the Registrar prior to the Effective Date and in the case of joint holders, to the holder whose name stands first in such register in respect of the joint holding concerned.

It should be noted that holders of IONA ADRs will not be entitled to attend the Meetings or to be represented at the Court Hearing. The Depositary will vote in accordance with the instructions it receives from IONA ADR holders. Details of how IONA ADR holders can instruct the Depositary to vote are contained in the enclosed ADR Voting Instruction Card. It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the High Court may be satisfied that there is a fair representation of IONA Shareholder opinion. You are, therefore, strongly urged to sign and return the ADR Voting Instruction Card to the Depositary as soon as possible to ensure that the Depositary represents your IONA ADRs at the Meetings.

Holders of IONA ADRs who wish to attend the Court Meeting and/or the EGM or to be present at the Court Hearing should take steps to present their IONA ADRs to the Depositary, for cancellation and delivery of IONA Shares so as to become holders of record of IONA Shares prior to the relevant Voting Record Time for the Court Meeting or the EGM or prior to the Court Hearing, as the case may be. The date for the Court Meeting and the EGM is 2008. If IONA ADR holders wish to attend the Court Meeting and/or the EGM, they must present their IONA ADRs to the Depositary for cancellation as early as possible, although regardless of the time of such presentation, no guarantee can be given by the Depositary that it will be able to procure that the relevant IONA ADR holders becomes a holder of record of IONA Shares in time for the relevant Meetings. The expected date of the Court Hearing is 2008.

**14. ACTION TO BE TAKEN**

Your attention is drawn to the summary of the action to be taken on page 26 of this document.

**15. FURTHER INFORMATION**

Your attention is drawn to the conditions and further terms of the Acquisition set out in the remaining parts of this document, all of which form part of this document.

**Yours faithfully,**

**Drago Rajkovic**

**Managing Director**

**for and on behalf of**

**Lehman Brothers**

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**PART IV THE SCHEME OF ARRANGEMENT**

2008 No. [ ] Cos

2008 No. [ ] Com

**THE HIGH COURT**

**IN THE MATTER OF IONA TECHNOLOGIES PLC**

**AND IN THE MATTER OF THE COMPANIES ACTS 1963 TO 2006**

**SCHEME OF ARRANGEMENT**

**(UNDER SECTION 201 OF THE COMPANIES ACT 1963)**

**BETWEEN**

**IONA TECHNOLOGIES PLC**

**AND**

**THE HOLDERS OF THE SCHEME SHARES**

**(AS HEREINAFTER DEFINED)**

**PRELIMINARY**

(A) In this Scheme, unless inconsistent with the subject or context, the following expressions bear the following meanings: the **Act**, the Companies Act 1963 of Ireland, as amended;

**associate**, shall have the meaning ascribed to that term in Rule 2.2 of Part A of the Takeover Rules;

**Business Day**, any day other than a Saturday or a Sunday, on which commercial banks are not required or authorised to close in New York City, and on which clearing banks are open for business in Dublin;

**Cancellation Record Time**, 10.00 p.m. (Irish Standard Time) on the day before the High Court hearing to sanction the Scheme;

**Cancellation Shares**,

- (i) the IONA Shares in issue at the date of the Circular;
- (ii) any IONA Shares issued after the date of the Circular and before the Voting Record Time; and

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(iii) any IONA Shares issued at or after the Voting Record Time and before the Cancellation Record Time on terms that the Holder thereof shall be bound by the Scheme, or in respect of which the original or any subsequent Holder thereof agrees in writing to be bound by the Scheme;  
but excluding the Transfer Shares, the Designated Shares, and the Progress-held Shares;

**certificated** or **in certificated form** , where a share or other security is not in uncertificated form (that is, not in CREST);

**Circular** , the document dated 2008 sent by the Company to IONA Shareholders (and for information only, to IONA Optionholders) of which this Scheme forms part;



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**Company** or **IONA** , IONA Technologies PLC incorporated in Ireland with registered number 171387;

**Consideration** , the consideration of \$4.05 per IONA Share payable in cash to IONA Shareholders for each Cancellation Share cancelled or Transfer Share transferred pursuant to the Scheme;

**Court Meeting** , the meeting or meetings of the Scheme Shareholders (and any adjournment thereof) convened by order of the High Court pursuant to Section 201 of the Act to consider and, if thought fit, approve the Scheme (with or without amendment);

**Court Order** , the order or orders of the High Court sanctioning the Scheme under Section 201 of the Act and confirming the reduction of share capital which forms part of it under Sections 72 and 74 of the Act;

**CREST** , a relevant system (as defined in the CREST Regulations) in respect of which CRESTCo is the Operator (as defined in the CREST Regulations);

**CRESTCo** , CRESTCo Limited;

**CREST Regulations** , the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (S.I. No 68 of 1996) and the Companies Act 1990 (Uncertificated Securities) (Amendment) Regulations 2005 (S.I. No 63 of 2005), as from time to time amended;

**Designated Shares** , means the six IONA Shares to be held by nominees appointed by SPK Acquisitions on behalf of SPK Acquisitions, in each case from a date prior to the date on which the Court Meetings are held;

**Effective Date** , the date on which this Scheme becomes effective in accordance with its terms;

**Extraordinary General Meeting** or **EGM** , the extraordinary general meeting of the IONA Shareholders to be convened in connection with the Scheme, expected to be held as soon as the preceding Court Meeting shall have been concluded or adjourned (and any adjournment thereof);

**Forms of Proxy** , the PINK Form of Proxy for the Court Meeting, and the BLUE Form of Proxy for the EGM, as the context may require;

**High Court** , the High Court of Ireland;

**Holder** , in relation to any IONA Share, the Member whose name is entered in the Register of Members as the holder of the share and **Joint Holders** shall mean the Members whose names are entered in the Register of Members as the joint holders of the share, and includes any person(s) entitled by transmission;

**IONA Options** , options to subscribe for IONA Shares under the IONA Share Option Schemes;

**IONA Optionholders** , the holders of IONA Options;

**IONA Share Option Schemes** , IONA Technologies PLC 2006 Share Incentive Plan, as amended, Netfish Technologies, Inc. 1999 Stock Option Plan, as amended, IONA Technologies PLC 1997 Director Share Option Scheme, as amended, IONA Technologies PLC 1997 Share Option Scheme, as amended and Genesis Development Corporation 1997 Stock Option Plan, as amended;

**IONA Shareholders** or **Shareholders** , holders of IONA Shares;

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**IONA Share** or **IONA Shares** , ordinary shares of 0.0025 each in the share capital of IONA;

**Irish Standard Time** , Irish standard time, as set out in the Standard Time (Amendment) Act 1971 and the Summer Time Act 1925;

**Members** , members of the Company on its Register of Members at any relevant date;

**New IONA Shares** , the ordinary shares of 0.0025 each in the capital of IONA to be issued credited as fully paid up to SPK Acquisitions and/or its nominees pursuant to the Scheme;

**Progress** , Progress Software Corporation;

**Progress-held Shares** , IONA Shares held by or on behalf of Progress or any subsidiary undertaking of Progress or beneficially held by any associate of Progress;

**Reduction of Capital** , the reduction of the share capital of IONA by the cancellation of the Cancellation Shares to be effected as part of the Scheme as referred to in Clause 1.1 of this Scheme;

**Register of Members** , the register of members maintained by the Company pursuant to the Act;

**Registrar** , the Registrar of Companies in Dublin, Ireland;

**Restricted Jurisdiction** , any jurisdiction in relation to which the Company or SPK Acquisitions (as the case may be) is advised that the release, publication or distribution of the Circular or the related Forms of Proxy, would or might infringe the laws of that jurisdiction or would or might require compliance with any governmental or other consent or any registration, filing or other formality that the Company or SPK Acquisitions (as the case may be) is unable to comply with or regards as unduly onerous to comply with;

**Restricted Overseas Shareholder** , a Shareholder (including an individual, partnership, unincorporated syndicate, limited liability company, unincorporated organisation, trust, trustee, executor, administrator or other legal representative) in, or resident in, or any Shareholder whom SPK Acquisitions believes to be in, or resident in, a Restricted Jurisdiction;

**Scheme** or **Scheme of Arrangement** , the proposed scheme of arrangement under Section 201 of the Act and the capital reduction under Sections 72 and 74 of the Act with or subject to any modifications, additions or conditions approved or imposed by the High Court and agreed by SPK Acquisitions and IONA;

**Scheme Record Time** , 10.00 p.m. (Irish Standard Time) on the last Business Day before the Effective Date;

**Scheme Shares** , the Cancellation Shares and the Transfer Shares;

**Scheme Shareholder** , a Holder of Scheme Shares;

**SPK Acquisitions** , SPK Acquisitions Limited, a private limited company incorporated in Ireland with registered number 453119;

**Transfer Shares** , IONA Shares issued at or after the Cancellation Record Time and at or before the Scheme Record Time excluding, for the avoidance of doubt, the Designated Shares and any Progress-held Shares;

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**uncertificated** or **in uncertificated form** , recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST;

**US** or **United States** , the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and any other territory subject to its jurisdiction;

**\$** , United States dollars;

**Voting Record Time** , 6.00 p.m. (Irish Standard Time) on the day which is two days before the date of the Court Meeting or, if the Court Meeting is adjourned, 48 hours before the time set for any such adjourned meeting;

and references to Clauses are to Clauses of this Scheme.

(B) The authorised share capital of the Company at the date of this Scheme is 628,125 divided into 150,000,000 IONA Shares and 101,250,000 redeemable preference shares of 0.0025 each. As at the date hereof, 36,558,153 IONA Shares in the share capital of IONA (excluding treasury shares) have been issued and are credited as fully paid and the remainder are unissued.

(C) As at the close of business on 2008, Progress Software Corporation, a Delaware corporation which is a wholly-owned subsidiary of Progress, owned 362,000 IONA Shares and SPK Acquisitions did not own any IONA Shares.

(D) SPK Acquisitions has agreed to appear by counsel on the hearing of the petition to sanction this Scheme and to submit thereto. SPK Acquisitions undertakes to the High Court to be bound by and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to this Scheme.

**THE SCHEME**

**1. Cancellation of the Cancellation Shares**

1.1 Pursuant to sections 72 and 201 of the Act and Article 47 of the Articles of Association of the Company, the issued share capital of the Company shall be reduced by cancelling and extinguishing all of the Cancellation Shares without thereby reducing the authorised share capital of the Company.

1.2 Forthwith and contingently upon the Reduction of Capital referred to in Clause 1.1 taking effect:

1.2.1 the issued share capital of IONA shall be increased to its former amount by the allotment of such number of New IONA Shares in the capital of IONA as shall be equal to the number of Cancellation Shares, with each such New IONA Share having the same rights as the Cancellation Shares so cancelled; and

1.2.2 the reserve arising in the books of account of IONA as a result of the said Reduction of Capital shall be capitalised and applied in paying up in full at par the New IONA Shares allotted pursuant to Clause 1.2.1, which shall be allotted and issued credited as fully paid to SPK Acquisitions and/or its nominee(s) (to hold on bare trust for SPK Acquisitions).

1.3

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Such New IONA Shares shall be allotted and issued to SPK Acquisitions and/or its nominee(s) (to hold on bare trust for SPK Acquisitions) credited as fully paid and free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature whatsoever.

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### **2. Consideration for the Cancellation Shares, the Transfer Shares and the allotment of the New IONA Shares**

- 2.1 In consideration for the cancellation of the Cancellation Shares pursuant to Clause 1.1, the transfer of the Transfer Shares pursuant to Clause 3 and the allotment and issue of the New IONA Shares as provided in Clause 1.2, SPK Acquisitions shall pay the Consideration to each Holder appearing in the Register of Members at the Scheme Record Time as the Holder of Scheme Shares in accordance with the provisions of Clause 4 below.
- 2.2 Neither SPK Acquisitions nor the Company shall be liable to any Scheme Shareholder for any cash payment, dividends or distributions with respect to Scheme Shares delivered to a public official in compliance with any abandoned property, escheat or law permitting attachment of money or property or similar law.

### **3. Acquisition of Transfer Shares**

Contingently upon and immediately following the cancellation of the Cancellation Shares becoming effective in accordance with the terms of this Scheme, the allotment of the New IONA Shares referred to in Clause 1.2.1 of this Scheme and the registration of such New IONA Shares in the name of SPK Acquisitions and/or its nominee(s) (to hold on bare trust for SPK Acquisitions), SPK Acquisitions shall automatically, and without any further action required, acquire the Transfer Shares (including the legal and beneficial interest therein) of each Holder appearing in the Register of Members at the Scheme Record Time as the Holder of Transfer Shares fully paid, free from all liens, equities, charges, encumbrances and other interests and together with all and any rights at the date of this Scheme or thereafter attached thereto including voting rights and the right to receive and retain in full all dividends and other distributions declared, paid or made thereon, on the Effective Date.

### **4. Settlement of Consideration**

- 4.1 Not later than 14 days after the Effective Date, SPK Acquisitions shall
- 4.1.1 in the case of Scheme Shares which at the Scheme Record Time are in certificated form, deliver or procure the delivery to the persons entitled thereto, or as they may direct, cheques for the Consideration payable to them in accordance with Clause 2.1 of this Scheme or payment otherwise in accordance with any dividend mandate in place pursuant to Clause 4.4 of this Scheme; or
- 4.1.2 in the case of Scheme Shares which at the Scheme Record Time are in uncertificated form, ensure that an assured payment obligation in respect of the Consideration payable to the persons entitled thereto is created in accordance with the CREST assured payment arrangements, provided that SPK Acquisitions reserves the right to make payment of the said sums by cheque or in accordance with a any dividend mandate in place as aforesaid if, for any reason, it wishes to do so.

All payments shall be made in US dollars (\$).

- 4.2 All deliveries of cheques required to be made pursuant to this Scheme shall be effected by sending the same through the post in prepaid envelopes addressed to the persons entitled thereto at their respective registered addresses as appearing in the Register of Members at the Scheme Record Time (or, in the case of Joint Holders, at the registered address as appearing in the said register at such time of that one of the Joint Holders whose name then stands first in the said register in respect of such joint holding) or in accordance with any special instructions regarding communications, and neither the Company nor SPK

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Acquisitions shall be responsible for any loss or delay in the transmission of any cheques, sent in accordance with this Clause, which shall be sent at the risk of the persons entitled thereto.

- 4.3 All cheques shall be made payable to the Holder or, in the case of Joint Holders, to the first named Holder of the Scheme Shares concerned and the encashment of any such cheque shall be a complete discharge to the Company and SPK Acquisitions for the moneys represented thereby.
- 4.4 Each mandate in force on the Effective Date relating to the payment of dividends or other distributions on any Scheme Shares and other instructions given to the Company by holders of Scheme Shares shall, unless notice of revocation of such instructions is received by Computershare Investor Services (Ireland) Limited prior to the Scheme Record Time, be deemed to be an effective mandate or instruction to SPK Acquisitions to pay and despatch the consideration payable under Clause 2 in accordance with such mandate.

## **5. Overseas Shareholders**

- 5.1 The provisions of Clauses 2, 3 and 4 shall be subject to any prohibition or condition imposed by law.
- 5.2 Notwithstanding the provisions of Clause 5.1, SPK Acquisitions retains the right to permit the release, publication or distribution of the Circular or the Forms of Proxy to any Restricted Overseas Shareholder who satisfies SPK Acquisitions (in its sole discretion) that doing so will not infringe the laws of the relevant Restricted Jurisdiction or require compliance with any governmental or other consent or any registration, filing or other formality that SPK Acquisitions is unable to comply with or regards as unduly onerous to comply with.

## **6. Certificates and CREST entitlements for Scheme Shares**

With effect from the Effective Date:

- 6.1 all certificates representing Scheme Shares shall cease to have effect as documents of title to the shares comprised therein and every Holder thereof shall be bound at the request of the Company to deliver up such certificate(s) to the Company or as it may direct; and
- 6.2 except for the assured payment obligations required to be made under Clause 4.1.2, CRESTCo shall be instructed to disable the entitlements to Scheme Shares of Scheme Shareholders in uncertificated form.

## **7. The Effective Date**

- 7.1 This Scheme shall become effective as soon as an office copy of the Court Order and a copy of the minute required by Section 75 of the Act shall have been duly delivered by the Company to the Registrar of Companies for registration and registered by him, all of which deliveries shall be subject to Clause 7.3.
- 7.2 Unless this Scheme shall have become effective on or before 15 December 2008, or such later date, if any, as the Company and SPK Acquisitions may agree and (if required) the High Court may allow, it shall not proceed and all undertakings given to the Court in respect of the Scheme shall be deemed to have lapsed with immediate effect.

- 7.3 The Company and SPK Acquisitions have agreed that in certain circumstances the necessary actions to seek sanction of this Scheme may not be taken.

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**8. Modification**

The Company and SPK Acquisitions may jointly consent on behalf of all persons concerned to any modification of or addition to this Scheme or any condition that the High Court may approve or impose.

**9. Costs**

The Company is authorised and permitted to pay all the costs and expenses relating to the negotiation, preparation, approval and implementation of this Scheme.

**10. Governing Law**

The Scheme shall be governed by, and construed in accordance with the laws of Ireland and IONA and the Scheme Shareholders hereby agree that the High Court shall have exclusive jurisdiction to hear and determine any suit, action or proceeding or to settle any dispute which may arise in relation thereto.

Dated: 2008



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**PART V CONDITIONS TO AND FURTHER TERMS OF**

**THE ACQUISITION AND THE SCHEME**

The Acquisition and the Scheme comply with the Takeover Rules and, where relevant, the Securities Act, the Exchange Act, the respective rules and regulations of Nasdaq, the Securities and Exchange Commission and the Irish Stock Exchange and are subject to the terms and conditions set out in the Rule 2.5 Announcement and in this document. The Acquisition and the Scheme are governed by laws of Ireland and subject to the exclusive jurisdiction of the courts of Ireland, which exclusivity shall not limit the right to seek provisional or protective relief in the courts of another state during or after any substantive proceedings have been instituted in Ireland, nor shall it limit the right to bring enforcement proceedings in another state on foot of an Irish judgment.

1. The Acquisition will be conditional upon the Scheme becoming effective and unconditional by not later than 15 December 2008 (or such later date as SPK Acquisitions and IONA may, with (if required) the consent of the Panel, agree and (if required) the High Court may allow). The Scheme will be conditional upon:
  - (i) the approval of the Scheme by a majority in number of the IONA Shareholders representing three-fourths (75 per cent.) or more in value of the IONA Shares held by such holders, present and voting either in person or by proxy, at the Court Meeting (or at any adjournment of such meeting);
  - (ii) such resolution(s) required to approve or implement the Scheme and set out in the notice convening the Extraordinary General Meeting being duly passed by the requisite majority at the Extraordinary General Meeting (or at any adjournment of such meeting);
  - (iii) the sanction by the High Court (with or without modification) of the Scheme pursuant to Section 201 of the Act and the confirmation of the reduction of capital involved therein by the High Court; and
  - (iv) office copies of the Court Order and the minute required by Section 75 of the Act in respect of the reduction (referred to in paragraph 1(iii)), being delivered for registration to the Registrar of Companies and registration of the Court Order and minute confirming the reduction of capital involved in the Scheme by the Registrar of Companies.
  
2. IONA and SPK Acquisitions have agreed that, subject to paragraph 3 of this Part V (Conditions to and Further Terms of the Acquisition and the Scheme), the Acquisition will also be conditional upon the following matters having been satisfied or waived on or before the sanction of the Scheme by the High Court pursuant to Section 201 of the Act:
  - (a) all filings having been made and all or any applicable waiting periods (including any extensions thereof) under the HSR Act shall have terminated, lapsed or expired, as appropriate, in each case in connection with the Acquisition;
  - (b) no Irish, United States or foreign, federal, state or local governmental commission, board, body, bureau, or other regulatory authority or agency, including courts and other judicial bodies, any competition, anti-trust or supervisory body or other governmental, trade or regulatory agency or body, securities exchange or any self-regulatory body or authority, including any

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instrumentality or entity designed to act for or on behalf of any of the foregoing, in each case, in any jurisdiction (each a Governmental Authority ) having instituted or implemented any action, proceeding, investigation, enquiry, reference or suit or having made, enforced, enacted, issued or deemed applicable to the Acquisition any statute, regulation or order or having withheld any consent which would or would reasonably be expected to:

- (i) make the Acquisition or its implementation, or the acquisition or proposed acquisition by SPK Acquisitions of any shares in, or control of, IONA, or any of the assets of IONA,

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void, illegal or unenforceable under the laws of any jurisdiction or otherwise, directly or indirectly, restrain, revoke, prohibit, restrict or materially delay the same or impose additional or different conditions or obligations with respect thereto;

- (ii) result in a material delay in the ability of SPK Acquisitions, or render SPK Acquisitions unable, to acquire some or all of the IONA Shares or result in or effect any divestiture of, or requirement to hold separate (including by establishing a trust or otherwise), or agree to restrict its ownership or operation of, any business or assets of IONA or Progress, or to enter into any settlement or consent decree, or agree to any undertaking, with respect to any business or assets of IONA or Progress;
- (iii) impose any limitation on or result in a material delay in the ability of SPK Acquisitions to acquire, or to hold or to exercise effectively, directly or indirectly, all or any rights of ownership of shares, IONA Shares, (or the equivalent) in, or to exercise voting or management control over, IONA or any subsidiary or subsidiary undertaking of IONA or on the ability of any member of the Wider IONA Group to hold or exercise effectively, directly or indirectly, rights of ownership of shares (or the equivalent) in, or to exercise rights of voting or management control over, any member of the Wider IONA Group;
- (iv) require any member of the SPK Acquisitions Group or any member of the Wider IONA Group to acquire or offer to acquire any shares or other securities (or the equivalent) in, or any interest in any asset owned by, any member of the Wider IONA Group owned by any third party;
- (v) except where the consequences thereof would not be material (in value terms or otherwise) in the context of the Wider IONA Group taken as a whole, impose any limitation on the ability of any member of the IONA Group to integrate or co-ordinate its business, or any part of it, with the businesses of any member of the Wider IONA Group;
- (vi) result in any member of the Wider IONA Group ceasing to be able to carry on business in any jurisdiction in which it currently does;
- (vii) except where the consequences thereof would not be material (in value terms or otherwise) in the context of the Wider IONA Group taken as a whole, cause any member of the Wider IONA Group to cease to be entitled to any authorization, order, recognition, grant, consent, clearance, confirmation, licence, permission or approval used by it in the carrying on of its business in any jurisdiction; or
- (viii) except where the consequences thereof would not be material (in value terms or otherwise) in the context of the Wider IONA Group taken as a whole, otherwise adversely affect the business, profits, assets, liabilities, financial or commercial position of any member of the Wider IONA Group;

for the purposes of this Part V (Conditions to and Further Terms of the Acquisition and the Scheme), the effects referred to in the foregoing paragraphs (i) through (viii) are referred to as a Restraint.

- (c) having obtained (i) other than under the HSR Act, the sole conditions in respect of which are set out in (a) and (b) above, from any Governmental Authority any Clearances required to be obtained or made by the Wider IONA Group or SPK Acquisitions in connection with the Acquisition (except, in each case, for any Clearance or additional instrument that does not impose a Restraint on IONA or SPK Acquisitions), and (ii) any third party Clearances required to be obtained to consummate the Acquisition (except where the consequence thereof would not be material (in



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value terms or otherwise) in the context of the Wider IONA Group taken as a whole), it being understood that neither IONA nor SPK Acquisitions shall be required to make any material payments, other than filing or other fees payable to a Governmental Authority for seeking the relevant Clearance, all such Clearances remaining in full force and effect, there being no notified intention to revoke or vary or not to renew the same at the time at which the Acquisition becomes otherwise unconditional;

- (d) (other than under the HSR Act) all applicable waiting periods and any other time periods during which any Governmental Authority could, in respect of the Acquisition or the acquisition or proposed acquisition of any shares or other securities (or the equivalent) in, or control of, IONA or any member of the Wider IONA Group by SPK Acquisitions, institute or implement any legal action, proceeding or suit under the laws of any jurisdiction which would be reasonably expected to have a material adverse effect (in value terms or otherwise) in the context of the Wider IONA Group taken as a whole), having expired, lapsed or been terminated;
- (e) except as disclosed, to the knowledge and belief of the directors of IONA (which knowledge shall be tested as of the time at which this condition is measured), none of the (i) products (excluding products supplied to any member of the Wider IONA Group by a third party) previously or currently sold by any member of the Wider IONA Group or (ii) business or activities previously or currently conducted by any member of the Wider IONA Group infringes or constitutes a misappropriation of, any Intellectual Property of any third party, in each case that is material (in value terms or otherwise) in the context of the Wider IONA Group taken as a whole, and no member of the Wider IONA Group has received in writing any complaint, claim or notice alleging any infringement or misappropriation by any member of the Wider IONA Group of any Intellectual Property of any third party;
- (f) except as disclosed, there being no provision of any arrangement, agreement, licence, permit, franchise, facility, lease or other instrument to which any member of the Wider IONA Group is a party or by or to which any such member or any of its respective assets may be bound, entitled or be subject and which, in consequence of the Acquisition or the acquisition or proposed acquisition by SPK Acquisitions of any shares or other securities (or the equivalent) in or control of IONA or any member of the IONA Group or because of a change in control or management of IONA or otherwise, would or would be reasonably expected to result (except where, in any of the following cases, the consequences thereof would not be material (in value terms or otherwise) in the context of the Wider IONA Group taken as whole) in:
  - (i) any monies borrowed by, or any indebtedness or liability (actual or contingent) of, or any grant available to any member of the Wider IONA Group becoming, or becoming capable of being declared, repayable immediately or prior to their or its stated maturity;
  - (ii) the creation or enforcement of any mortgage, charge or other security interest wherever existing or having arisen over the whole or any part of the business, property or assets of any member of the Wider IONA Group or any such mortgage, charge or other security interest becoming enforceable;
  - (iii) any such arrangement, agreement, licence, permit, franchise, facility, lease or other instrument or the rights, liabilities, obligations or interests of any member of the Wider IONA Group thereunder, or the business of any such members with, any person, firm or body (or any arrangement or arrangements relating to any such interest or business) being terminated or adversely modified or any adverse action being taken or any obligation or liability arising thereunder;

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- (iv) any assets or interests of, or any asset the use of which is enjoyed by, any member of the Wider IONA Group being or falling to be disposed of or charged, or ceasing to be available to any member of the Wider IONA Group or any right arising under which any such asset or interest would be required to be disposed of or charged or would cease to be available to any member of the Wider IONA Group otherwise than in the ordinary course of business;
- (v) any member of the Wider IONA Group ceasing to be able to carry on business, being prohibited from carrying on business or being subject to a restriction imposing a non-compete, exclusivity or similar restrictive covenant on the Wider IONA Group, in each case, in any jurisdiction;
- (vi) the value of, or financial or commercial position of any member of the Wider IONA Group being prejudiced or adversely affected; or
- (vii) the creation of any liability or liabilities (actual or contingent) by any member of the Wider IONA Group; unless, if any such provision exists, such provision shall have been waived, modified or amended on terms satisfactory to SPK Acquisitions;
- (g) save as disclosed and/or save as publicly disclosed by IONA by the delivery of filings to the Securities and Exchange Commission or by the delivery of an announcement to Nasdaq and/or the Irish Stock Exchange at any time up to 25 June 2008 (being the date of the Rule 2.5 Announcement), the Wider IONA Group conducting its business in the ordinary course consistent with past practice in all material respects and in compliance in all material respects with all applicable laws and regulations and using reasonable endeavours to preserve substantially intact its business organisation and goodwill and keeping available the services of its executive officers and key employees and preserving the relationships with those Persons having business dealings with the Wider IONA Group, and no member of the Wider IONA Group agreeing to take any of the following actions (except as expressly required by the Implementation Agreement or by the Scheme, or to the extent SPK Acquisitions shall consent in writing or to an extent which would not be material (in value terms or otherwise) in the context of the Wider IONA Group taken as a whole:
  - (i) amend its memorandum and articles of association or its equivalent organisational documents;
  - (ii) (A) except pursuant to the exercise of the IONA Options granted prior to the date of the Implementation Agreement and listed in the Option Report (as defined in the Implementation Agreement) and the exercise of options granted under the IONA Share Purchase Plan prior to the date of the Implementation Agreement, issue or agree to issue any shares, or any rights or securities convertible or exchangeable into, or grant the right to call for the issue of, any shares, effect any share split, share combination, reverse share split, share dividend, recapitalisation, alter the rights attaching to any shares, or effect any reduction, repayment or cancellation of share capital or share premium or capitalise any reserves or redeem or buy-back any shares or other similar transaction, and (B) grant, confer or award any option, right, warrant, deferred stock unit, conversion right or other right not existing on the date of the Implementation Agreement to acquire any of its shares (whether or not pursuant to the IONA Share Option Schemes or the IONA Share Purchase Plan);

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- (iii) except to the extent permitted by Section 4.2 of the Implementation Agreement and except to the extent required under existing plans, agreements or arrangements specified in Section 4.1(c) of the Implementation Agreement (A) increase any compensation or enter into or amend any employment or severance agreement except as permitted by Section 4.1(c)(iv) or Section 4.1(c)(v) of the Implementation Agreement, (B) grant any bonuses, (C) adopt any new employee benefit plan (including any stock option, stock benefit or stock purchase plan) or pension scheme or amend any existing employee benefit plan or pension scheme (including, without prejudice to the generality of the foregoing, changing the entitlements to benefits under a pension scheme, or the benefits that accrue under a pension scheme, or the amounts payable thereunder, or the basis of calculation of such amounts, or the basis on which any pension scheme is funded), except for changes which are less favourable to participants in such plans or are required to implement the Scheme, (D) commence or terminate the employment of any employee or proposed employee whose annual remuneration exceeds \$100,000, (E) increase the base salary of any executive officer or member of the IONA Senior Management Team, (F) increase the base salary of any employee (other than an executive officer or a member of the IONA Senior Management Team) by more than five per cent. of such individual's base salary and provided that such increase is made in the ordinary course of employee reviews and compensation adjustments as heretofore conducted, or (G) enter into or amend or otherwise modify any agreement or arrangement with Persons that are Affiliates or are officers or directors of IONA;
- (iv) (A) declare, set aside or pay any dividend or make any other distribution or payment (whether in cash, stock or other property) with respect to any IONA Shares or allow any of IONA's subsidiaries to pay or make any such dividend, distribution or payment (other than dividends or distributions from a wholly owned IONA Subsidiary to another IONA Subsidiary or to IONA), or (B) directly or indirectly redeem, purchase or otherwise acquire any of IONA's Shares or any equity interest of any of IONA Subsidiaries, other than in connection with (1) the acquisition of IONA Shares from holders of IONA Share Options in full or partial payment of the exercise price payable by such holders upon exercise of IONA Options outstanding as of the date of the Implementation Agreement, and (2) tax withholdings upon the exercise of IONA Options;
- (v) merge with, enter into a consolidation with, enter into a scheme of arrangement with or acquire an interest of 10 per cent. or more in any Person or acquire a substantial portion of the assets or business of any Person or any division or line of business thereof, or otherwise acquire any assets other than in the ordinary course of business consistent with past practice, or enter into any agreement or arrangement for any of the above;
- (vi) other than in the ordinary course of business consistent with past practice, sell, lease, license, pledge, transfer, or otherwise dispose of or encumber any properties or assets of IONA or of any of its subsidiaries (including any accounts, leases, contracts or intellectual property or any assets or the stock of any of its subsidiaries);
- (vii) (A) enter into any material joint venture or profit sharing agreement, (B) license any material intellectual property rights from any third party which obligates the IONA Group to make payments in excess of \$50,000 during its fiscal year or that cannot be terminated at will by the IONA Group within three years of the date of the Implementation Agreement without payment or penalty, or (C) enter into any agreement the effect of which would be to impose non-compete, exclusivity or similar restrictive covenants on IONA or any of its subsidiaries or which would, following the Effective Date of the Scheme, bind SPK Acquisitions or any of its subsidiaries (other than IONA and its subsidiaries);

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- (viii) (A) create, incur or suffer to exist any indebtedness for borrowed money except other than (1) such indebtedness which existed as of 31 March 2008 as reflected on the balance sheet included in IONA's Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2008 filed with the Securities and Exchange Commission, or (2) any indebtedness owed to IONA by any of its direct or indirect wholly owned subsidiaries, (B) guarantee indebtedness of another Person, or (C) issue, sell or amend any debt securities or warrants or other rights to acquire any debt securities of IONA or any of its subsidiaries, or guarantee any debt securities of another Person;
- (ix) make any change to its methods, principles or practices of accounting currently in effect, except (A) as required by generally accepted accounting principles, (B) as required by a Governmental Authority or quasi-Governmental Authority (including the Financial Accounting Standards Board or any similar organisation), or (C) as required by a change in applicable law;
- (x) make or change any tax election, settle or compromise any tax claim or amend any tax return;
- (xi) open or expand any facility or office;
- (xii) settle or compromise any litigation or other disputes (whether or not commenced prior to the date of the Implementation Agreement) other than settlements or compromises for litigation or other disputes where the settlement imposes no material (in this context, material shall mean material to either IONA or SPK Acquisitions) obligation other than the payment of cash and the amount paid in settlement or compromise does not exceed \$250,000 in the aggregate for all such settlements or compromises, excluding any amounts that may be paid under existing insurance policies;
- (xiii) authorise, recommend, propose or announce an intention to adopt a plan of complete or partial liquidation or dissolution of IONA or any of its subsidiaries;
- (xiv) other than in accordance with the capital expenditure budget specified in Section 4.1(n) of the Implementation Agreement, incur any capital expenditure in excess of \$100,000 individually or \$200,000 in the aggregate;
- (xv) other than in the ordinary course of business, modify, amend or terminate any material contract or agreement to which IONA or any of its subsidiaries is a party, or knowingly waive, release or assign any material rights or claims (including any write-off or other compromise of any accounts receivable of IONA or any of its subsidiaries); or
- (xvi) authorise any of, or commit or agree, in writing or otherwise, to take any of the foregoing actions, or otherwise agree to take any action inconsistent with any of the foregoing paragraphs (g)(i) to (xv);
- (h) save as disclosed and/or save as publicly disclosed by IONA by the delivery of filings to the Securities and Exchange Commission or by the delivery of an announcement to Nasdaq and/or the Irish Stock Exchange at any time up to 25 June 2008 (being the date of the Rule 2.5 Announcement):
  - (i) there not having arisen any adverse change or adverse deterioration in the business, assets, financial or commercial position or profits of IONA or any member of the Wider IONA Group (save to an extent which would not have a material adverse effect (in value terms or otherwise) in the context of the Wider IONA Group taken as a whole);





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- (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the Wider IONA Group is or would reasonably be expected to become a party (whether as plaintiff or defendant or otherwise) and no investigation by any Governmental Authority against or in respect of any member of the Wider IONA Group having been instituted or remaining outstanding by, against or in respect of any member of the IONA Group (save where the consequences of such litigation, arbitration proceedings, prosecution or other legal proceedings or investigation are not or would not have a material adverse effect (in value terms or otherwise) in the context of the Wider IONA Group taken as a whole) and no litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the Wider IONA Group or the Wider SPK Acquisitions Group is a party having been instituted by a third party (other than a Governmental Authority) which makes the Acquisition or its implementation, or the acquisition or proposed acquisition by SPK Acquisitions of any shares in, or any of the material assets (which for this purpose means any Intellectual Property, or any assets that are material, in value terms or otherwise, in the context of the Wider IONA Group taken as a whole) of, IONA or control of, IONA, void, illegal or unenforceable under the laws of any jurisdiction or otherwise, directly or indirectly, restrains, revokes, prohibits, restricts or materially delays the same or imposes additional or different conditions or obligations with respect thereto; and
- (iii) no contingent or other liability existing or having arisen which would reasonably be expected to affect adversely any member of the Wider IONA Group (save where such liability is not or would not be material (in value terms or otherwise) in the context of the Wider IONA Group taken as a whole);
- (i) save as disclosed and/or save as publicly disclosed by IONA by the delivery of filings to the Securities and Exchange Commission or by the delivery of an announcement to Nasdaq and/or the Irish Stock Exchange at any time up to 25 June 2008 (being the date of the Rule 2.5 Announcement) SPK Acquisitions not having discovered:
  - (i) that any financial, business or other information concerning the Wider IONA Group which has been disclosed is materially misleading, contains a material misrepresentation of fact or omits to state a fact necessary to make the material information contained therein not misleading, (save where the consequences of which would not be material (in value terms or otherwise) in the context of the Wider IONA Group taken as a whole); or
  - (ii) that any member of the Wider IONA Group is subject to any liability (actual or contingent) which is not disclosed in filings made to the Securities and Exchange Commission and which is material in the context of the Wider IONA Group taken as a whole;
- (j) save as disclosed, no member of the IONA Group being in default under the terms or conditions of any facility or agreement or arrangement for the provision of loans, credit or drawdown facilities, or of any security, surety or guarantee in respect of any facility or agreement or arrangement for the provision of loans, credit or drawdown facilities to any member of the IONA Group (save where such default is not or would not be material (in value terms or otherwise) in the context of the IONA Group taken as a whole);
- (k) for the purposes of the conditions set out above:
  - (i) **disclosed** means fairly disclosed in writing by or on behalf of IONA to SPK Acquisitions Group or its Representatives at any time up to the date hereof, including, for the avoidance of doubt, documentation that SPK Acquisitions was notified in writing by 12:45 a.m. (United States Eastern Time) on 25 June 2008 was contained in the data room

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created by IONA in connection with the proposed sale of IONA (as described in paragraph 4 in Part I (Letter of Recommendation from the Board of IONA) of this document);

- (ii) **Intellectual Property** means (A) patents, trademarks, service marks, trade names, domain names, copyrights and designs, (B) applications for and registrations of such patents, trademarks, service marks, trade names, domain names, copyrights and designs, and (C) rights under applicable trade secret laws as are applicable to processes, formulae, methods, schematics, technology, know-how, computer software programs and applications, and other tangible or intangible proprietary or confidential information and materials;
  - (iii) **IONA Group** means IONA and its subsidiaries and subsidiary undertakings;
  - (iv) **parent undertaking** , **subsidiary undertaking** , **associated undertaking** and **undertaking** have the meanings given by the European Communities (Companies: Group Accounts) Regulations, 1992;
  - (v) **SPK Acquisitions Group** means SPK Acquisitions, Progress and its parent undertaking and its subsidiaries and subsidiary undertakings and any other subsidiary or subsidiary undertaking of its parent undertaking;
  - (vi) **substantial interest** means an interest in 20 per cent. or more of the voting equity capital of an undertaking;
  - (vii) **Wider IONA Group** means the IONA Group, its associated undertakings and any entities in which any member of the IONA Group holds a substantial interest; and
  - (viii) **Wider SPK Acquisitions Group** means the SPK Acquisitions Group, its associated undertakings and any entities in which any member of the SPK Acquisitions Group holds a substantial interest.
3. Subject to the requirements of the Panel, SPK Acquisitions reserves the right (but shall be under no obligation) to waive, in whole or in part, all or any of the conditions except for 1(i), (ii), (iii), (iv), and 2(a).
4. The Acquisition will lapse unless all of the conditions set out above have been fulfilled or (if capable of waiver) waived or, where appropriate, have been determined by SPK Acquisitions in its discretion to be or to remain satisfied on the Effective Date.
5. If SPK Acquisitions is required to make an offer for IONA Shares under the provisions of Rule 9 of the Takeover Rules, SPK Acquisitions may make such alterations to any of the above conditions as are necessary to comply with the provisions of that rule.
6. SPK Acquisitions reserves the right to effect the Acquisition by way of a takeover offer. In such event, such offer will be implemented on the same terms (subject to appropriate amendments, including (without limitation) an acceptance condition set at 90 per cent. of the nominal value and voting rights of the IONA Shares to which such an offer relates and which are not already in the beneficial ownership of SPK Acquisitions within the meaning of the Takeover Regulations (but capable of waiver on a basis consistent with Rule 10 of the Takeover Rules)), so far as applicable, as those which would apply to the Scheme.

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**PART VI INFORMATION ON SPK ACQUISITIONS AND PROGRESS**

**SECTION A: INFORMATION ON SPK ACQUISITIONS**

**1. INCORPORATION AND REGISTERED OFFICE**

SPK Acquisitions was incorporated on 11 February 2008 as a private limited company under Irish law. The registered office of SPK Acquisitions is Arthur Cox Building, Earlsfort Terrace, Dublin 2 and its registered number is 453119. SPK Acquisitions is wholly owned and controlled by Progress.

SPK Acquisitions has no employees.

SPK Acquisitions is being advised by Goodbody Corporate Finance.

**2. DIRECTORS**

As of the date of this document, the directors of SPK Acquisitions are:

Norman R. Robertson (USA)                  Peter M. Moloney (USA)

**3. FINANCING OF THE ACQUISITION**

The Acquisition will be funded by loan facilities made available to SPK Acquisitions by Progress. The payment of interest on, and the repayment of, the loan facilities will not depend on the business of the IONA Group.

Full payment of the Consideration in respect of IONA Shares not owned by subsidiaries or nominees of Progress would involve a maximum cash payment of approximately \$160.2 million. Goodbody Corporate Finance, financial adviser to SPK Acquisitions and Progress, is satisfied that the necessary financial resources are available to SPK Acquisitions to satisfy in full the Consideration payable to IONA Shareholders under the terms of the Acquisition.

**4. FINANCIAL INFORMATION AND ACTIVITIES**

SPK Acquisitions has not traded at any time since it was incorporated, nor has it entered into any obligations other than in connection with the Acquisition and the financing thereof. At the close of business on the Latest Practicable Date, SPK Acquisitions had an economic interest, through contracts for difference, in 1,442,873 IONA Shares in total, representing approximately 3.95 per cent. of the issued share capital of IONA. The agreements provide that they settle in cash. These agreements do not give SPK Acquisitions direct or indirect voting, investment or dispositive control over any IONA Shares. The financial and trading prospects of SPK Acquisitions, if the Scheme becomes effective, will depend on the strength of IONA's business and the sector in general.

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**5. INTERESTS IN THE SHARE CAPITAL OF SPK ACQUISITIONS AND, FOLLOWING THE EFFECTIVE DATE, IONA**

As at close of business on the Latest Practicable Date, the following persons, as shareholders of Progress, will have an indirect interest in 5 per cent. or more of the relevant securities of SPK Acquisitions:

<b>Name</b>	<b>Address</b>
FMR LLC	82 Devonshire Street  Boston, Massachusetts 02109  USA
Cardinal Capital Management LLC	One Greenwich Office Park  Greenwich, Connecticut 06831  USA
Private Capital Management, L.P.	8889 Pelican Bay Boulevard, Suite 500  Naples, Florida 34108  USA
T. Rowe Price Associates, Inc.	100 E. Pratt Street  Baltimore, Maryland 21202  USA
Barclays Global Investors, NA.	45 Fremont Street  San Francisco, California 94105  USA

Following the Effective Date, and assuming that there have been no changes in the shareholders of Progress since close of business on the Latest Practicable Date, the persons listed above, as shareholders of Progress, will have an indirect interest in 5 per cent. or more of the relevant securities of IONA.

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**SECTION B: INFORMATION ON PROGRESS**

**1. INCORPORATION AND REGISTERED OFFICE**

Progress was incorporated on 31 December 1981 as a Massachusetts corporation. The registered office of Progress is 14 Oak Park, Bedford, Massachusetts 01730 USA.

Progress provides application infrastructure software for the development, deployment, integration and management of business applications. Progress has over 1,600 employees in over 90 countries.

In its audited financial results for the year ended 30 November 2007, the Progress Group reported revenue of \$493.5 million (30 November 2006: \$447.1 million) and gross profit of \$406.7 million (30 November 2006: \$370.3 million). As at 30 November 2007, the Progress Group had consolidated net assets of \$761.8 million).

Progress is being advised by Goodbody Corporate Finance.

**2. CURRENT TRADING**

On 19 June 2008, Progress announced results for its second quarter ended 31 May 2008. Revenue for the quarter was \$128 million, up 7 per cent. (up 1 per cent. at constant currency) from \$120 million in the second quarter of fiscal 2007. Software license revenue increased 1 per cent. (down 4 per cent. at constant currency) to \$45.0 million from \$44.6 million in the same quarter last year.

On a generally accepted accounting principles basis, operating income increased 83 per cent. to \$20.6 million from \$11.3 million in the second quarter of fiscal 2007. Net income increased 72 per cent. to \$14.5 million from \$8.4 million in the same quarter last year. Diluted earnings per share increased 74 per cent. to 33 cents from 19 cents in the second quarter of fiscal 2007.

On a non-GAAP basis, operating income increased 15 per cent. to \$29.1 million from \$25.3 million in the same quarter last year. Non-GAAP net income increased 15 per cent. to \$20.4 million from \$17.8 million in the same quarter last year and non-GAAP diluted earnings per share increased 15 per cent. to 47 cents per share from 41 cents in the second quarter of fiscal 2007.

The non-GAAP results in the second quarter of fiscal 2008 exclude after-tax charges of \$2.9 million for stock-based compensation, \$2.8 million for amortization of acquired intangibles and \$0.2 million for professional services fees associated with the investigation and shareholder derivative lawsuits related to Progress' historical stock option grant practices. The non-GAAP results in the second quarter of fiscal 2007 exclude after-tax charges of \$6.0 million for stock-based compensation, \$2.9 million for amortization of acquired intangibles and \$0.5 million for professional services fees associated with the investigation and shareholder derivative lawsuits related to the Progress' historical stock option grant practices. The GAAP and non-GAAP results in the second quarter of fiscal 2007 include an after-tax charge of \$1.6 million (4 cents per share) resulting from a write-down associated with a portion of the implementation of a new enterprise resource planning system.

Progress' cash and short-term investments at the end of the second quarter totalled \$259 million. In addition, Progress had approximately \$68 million in investments related to municipal and student loan auction rate securities that were classified as non-current on the balance sheet because these securities failed to clear at auction and Progress is currently unable to sell these securities in the market. The failed auctions have resulted in higher interest rates being earned on these securities, but the investments currently lack short-term liquidity.

**3. DIRECTORS**

As at the date of this document, the directors of Progress are:

Joseph W. Alsop (USA)  
Barry N. Bycoff (USA)

David A. Krall (USA)  
Michael L. Mark (USA)

Roger J. Heinen, Jr. (USA)  
Charles F. Kane (USA)

Ram Gupta (USA)

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**PART VII FINANCIAL INFORMATION RELATING TO IONA**

The financial information included in this Part VII (Financial Information Relating to IONA) reproduces the audited financial statements and accounting policies of IONA for the financial years ended 31 December 2007, 2006 and 2005, and the unaudited financial statements for the quarterly period to 31 March 2008 prepared under US GAAP.

The financial information as at 31 December 2007 has been extracted without material adjustment from IONA's Annual Report on Form 10-K for the fiscal year ended 31 December 2007, the financial information as at 31 December 2006 has been extracted without material adjustment from IONA's Annual Report on Form 20-F for the fiscal year ended 31 December 2006, the financial information as at 31 December 2005 has been extracted without material adjustment from IONA's Annual Report on Form 20-F for the fiscal year ended December 31, 2005 and the financial information as at 31 March 2008 has been extracted without material adjustment from IONA's Quarterly Report on Form 10-Q for the quarterly period to 31 March 2008.

IONA's auditors, Ernst & Young LLP, have reported without qualification in respect of the financial statements prepared in accordance with US GAAP for the years ended 31 December 2007, 2006 and 2005. The financial information contained in this Part VII (Financial Information Relating to IONA) does not constitute statutory accounts with the meaning of Section 4 of the Companies (Amendment) Act 1986 of Ireland.

To view the full documents from which the financial statements have been reproduced in this Part VII (Financial Information Relating to IONA) please refer to IONA's Annual Report on Form 10-K for the fiscal year ended 31 December 2007, IONA's Annual Report on Form 20-F for the fiscal year ended 31 December 2006, IONA's Annual Report on Form 20-F for the fiscal year ended 31 December 2005 and IONA's Quarterly Report on Form 10-Q for the quarterly period to 31 March 2008.



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**US GAAP FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED DECEMBER 31, 2005 AS INCORPORATED IN THE ANNUAL REPORT FILED ON FORM 20-F**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of IONA Technologies PLC

We have audited the accompanying consolidated balance sheets of IONA Technologies PLC (the Company) as of December 31, 2005 and 2004, and the related consolidated statements of operations, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2005. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2005 and 2004, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2005, in conformity with U.S. generally accepted accounting principles.

/s/ ERNST & YOUNG

Dublin, Ireland

April 18, 2006

**Table of Contents****IONA TECHNOLOGIES PLC****CONSOLIDATED BALANCE SHEETS**

(U.S. dollars in thousands, except share and per share data)

	December 31,	
	2005	2004
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 27,936	\$ 33,250
Restricted cash (Note 5)	495	3,495
Marketable securities (Note 2)	23,685	23,170
Accounts receivable, net of allowance for doubtful accounts of \$740 at December 31, 2005 and \$1,073 at December 31, 2004	17,949	12,912
Prepaid expenses	2,033	1,603
Other assets	921	1,104
<b>Total current assets</b>	<b>73,019</b>	<b>75,534</b>
Property and equipment, net (Note 11)	3,893	4,851
Other non-current assets, net (Note 9)	191	441
<b>Total assets</b>	<b>\$ 77,103</b>	<b>\$ 80,826</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 2,406	\$ 2,602
Accrued payroll and related expenses	5,385	5,534
Other accrued liabilities (Note 6)	10,226	14,134
Deferred revenue	22,708	21,179
<b>Total current liabilities</b>	<b>40,725</b>	<b>43,449</b>
Other non-current liabilities (Note 4)	1,137	2,415
Redeemable preference shares, 0.0025 par value, 101,250,000 shares authorized; None issued and outstanding (Note 12)		
Shareholders' equity:		
Ordinary shares, 0.0025 par value; 150,000,000 shares authorized; 35,360,538 and 34,803,601 shares issued and outstanding at December 31, 2005 and 2004, respectively (Note 12)	98	96
Additional paid-in capital	495,957	494,837
Accumulated deficit	(460,814)	(459,971)
<b>Total shareholders' equity</b>	<b>35,241</b>	<b>34,962</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 77,103</b>	<b>\$ 80,826</b>

The accompanying notes are an integral part of these consolidated financial statements.

Certain amounts reported in the prior year have been reclassified to conform with the presentation in 2005

(see Note 1).



**Table of Contents****IONA TECHNOLOGIES PLC****CONSOLIDATED STATEMENTS OF OPERATIONS**

(U.S. dollars in thousands, except share and per share data)

	Year Ended December 31,		
	2005	2004	2003
<b>Revenue:</b>			
Product revenue	\$ 33,630	\$ 30,735	\$ 35,737
Service revenue	33,176	37,284	38,453
Total revenue (Note 17)	66,806	68,019	74,190
<b>Cost of Revenue:</b>			
Cost of product revenue	497	231	527
Cost of service revenue	11,684	11,790	14,275
Total cost of revenue	12,181	12,021	14,802
Gross profit	54,625	55,998	59,388
<b>Operating expenses:</b>			
Research and development	15,848	17,204	27,134
Sales and marketing	30,672	29,526	41,500
General and administrative	8,908	8,545	10,270
Amortization of other non-current assets	233	578	796
Restructuring (Note 4)	(189)		20,525
Adjustment of acquisition liabilities		(600)	
Impairment of other non-current assets and property and equipment			3,271
Total operating expenses	55,472	55,253	103,496
(Loss) income from operations	(847)	745	(44,108)
Interest income, net	825	286	483
Net exchange gain (loss)	99	(273)	337
Income (loss) before provision for income taxes (Note 16)	77	758	(43,288)
Provision for income taxes (Note 16)	920	566	948
Net (loss) income	\$ (843)	\$ 192	\$ (44,236)
Basic net (loss) income per ordinary share and per ADS	\$ (0.02)	\$ 0.01	\$ (1.33)
Shares used in computing basic net (loss) income per ordinary share and per ADS	35,139	34,570	33,335
Diluted net (loss) income per ordinary share and per ADS	\$ (0.02)	\$ 0.01	\$ (1.33)
Shares used in computing diluted net (loss) income per ordinary share and per ADS	35,139	36,333	33,335

The accompanying notes are an integral part of these consolidated financial statements.



**Table of Contents****IONA TECHNOLOGIES PLC****CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY**

(U.S. dollars in thousands, except share data)

	Number of Shares	Share Capital	Additional Paid-in Capital	Accumulated Earnings (Deficit)	Deferred Stock- Based Compensation	Total Shareholders Equity
Balance at December 31, 2002	32,834,968	\$ 91	\$ 491,165	\$ (415,927)	\$ (424)	\$ 74,905
Amortization of deferred stock-based compensation(a)					199	199
Employee share purchase plan	325,819	1	576			577
Reversal of deferred stock-based compensation on expiry or forfeiture of options			(146)		146	
Issuance of ordinary shares on exercise of options(a)	844,920	2	1,665			1,667
Net loss				(44,236)		(44,236)
Balance at December 31, 2003	34,005,707	94	493,260	(460,163)	(79)	33,112
Amortization of deferred stock-based compensation(a)					38	38
Employee share purchase plan	178,255	1	393			394
Reversal of deferred stock-based compensation on expiry or forfeiture of options			(41)		41	
Issuance of ordinary shares on exercise of options(a)	619,639	1	1,225			1,226
Net income				192		192
Balance at December 31, 2004	34,803,601	96	494,837	(459,971)		34,962
Employee share purchase plan	173,473	1	425			426
Issuance of ordinary shares on exercise of options(a)	383,464	1	695			696
Net loss				(843)		(843)
Balance at December 31, 2005	35,360,538	\$ 98	\$ 495,957	\$ (460,814)	\$	\$ 35,241

(a) See Note 13 to these statements.

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****IONA TECHNOLOGIES PLC****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(U.S. dollars in thousands)

	Year Ended December 31,		
	2005	2004	2003
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net (loss) income	\$ (843)	\$ 192	\$ (44,236)
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:			
Depreciation and amortization	2,356	3,060	5,462
Stock-based compensation		38	199
(Profit) loss on marketable securities	(199)	138	15
Loss on disposal of property and equipment	4	50	
Impairment of other non-current assets and property and equipment			3,271
Changes in operating assets and liabilities:			
Restricted cash deposits	3,000	250	(2,522)
Purchase of marketable securities	(33,291)	(27,721)	(101,668)
Sale of marketable securities	32,975	25,800	84,357
Accounts receivable	(5,037)	10,343	6,478
Prepaid expenses	(430)	936	1,517
Other assets	200	(617)	1,083
Accounts payable	(196)	119	36
Accrued payroll and related expenses	(149)	(1,726)	3,122
Other liabilities	(5,186)	(6,724)	(878)
Deferred revenue	1,529	(2,731)	(2,053)
Net cash (used in) provided by operating activities	\$ (5,267)	\$ 1,407	\$ (45,817)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchase of property and equipment	\$ (1,169)	\$ (1,122)	\$ (1,248)
Purchase of other non-current assets		(176)	(110)
Proceeds from disposal of property and equipment		4	112
Net cash used in investing activities	\$ (1,169)	\$ (1,294)	\$ (1,246)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Issuance of shares, net of issuance costs	\$ 1,122	\$ 1,620	\$ 2,244
Net cash provided by financing activities	\$ 1,122	\$ 1,620	\$ 2,244
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	\$ (5,314)	\$ 1,733	\$ (44,819)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	33,250	31,517	76,336
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 27,936	\$ 33,250	\$ 31,517
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>			
Income taxes paid	\$ 263	\$ 609	\$ 874

The accompanying notes are an integral part of these consolidated financial statements.

Certain amounts reported in prior fiscal years have been reclassified to conform with the presentation in 2005 (see Note 1).





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**IONA TECHNOLOGIES PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization and Summary of Significant Accounting Policies**

*Organization*

IONA Technologies PLC ( IONA ) is organized as a public limited company under the laws of Ireland. IONA Technologies PLC and its subsidiaries, all of which are wholly-owned (the Company ), provide enterprise integration software. The Company also provides professional services, consisting of customer consulting and training and, to a limited extent, product configuration and enhancement, as well as customer technical support. The Company s major customers, based on revenue earned, are corporate information technology departments of U.S. businesses. The Company also earns significant revenue from similar customers in European countries and the rest of the world.

*Basis of Presentation and Principles of Consolidation*

The accompanying Consolidated Financial Statements are prepared in accordance with United States generally accepted accounting principles ( U.S. GAAP ). The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying footnotes. Actual results could differ from those estimates.

The accompanying Consolidated Financial Statements include IONA and its wholly-owned subsidiaries in the United States, British West Indies, Europe, Australia, Japan, China, Canada, Singapore and Korea after eliminating all material intercompany accounts and transactions.

*Companies Acts, 1963 to 2005*

The financial information relating to IONA included in this document does not comprise full group accounts as referred to in Regulation 40 of the European Communities (Companies: Group Accounts) Regulations 1992, copies of which are required by that Act to be annexed to a Company s annual return. The auditors have made reports without qualification and without reference to an emphasis of matter under Section 193 of the Companies Act, 1990 in respect of the Consolidated Financial Statements for the years ended December 31, 2004 and 2003. Copies of the Consolidated Financial Statements for each of the years ended December 31, 2004 and 2003 have been so annexed to the relevant annual returns, and a copy of the Consolidated Financial Statements for the year ended December 31, 2005 together with the report of the auditors thereon will in due course be annexed to the relevant annual return, which will be filed after the annual general meeting of IONA in 2006.

*Foreign Currency Translation*

The U.S. dollar is the functional currency for the Company. In accordance with Statement of Financial Accounting Standards No. 52, Foreign Currency Translation ( SFAS 52 ), assets and liabilities denominated in foreign currencies are translated at year end exchange rates while revenue and expenses are translated at rates approximating those ruling at the dates of the related transactions. Resulting gains and losses are included in net (loss) income for the year.

*Revenue Recognition*

The Company s revenue is derived from product license fees and charges for services. The Company follows the revenue recognition criteria of Statement of Position 97-2, Software Revenue Recognition, as amended by SOP 98-4 and SOP 98-9 issued by the Accounting Standards Executive Committee of the American Institute of

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Certified Public Accountants and related interpretations (collectively, SOP 97-2 ). Under the terms of SOP 97-2 where an arrangement to deliver software does not require significant production, modification or customization, the Company recognizes software revenue when all of the following criteria are met:

persuasive evidence of an arrangement exists;

delivery has occurred;

fee is fixed or determinable; and

collectibility is probable.

For arrangements with multiple elements, the Company allocates revenue to each element of a transaction based upon its fair value as determined by vendor specific objective evidence. Vendor specific objective evidence of fair value for each element of an arrangement is based upon the normal pricing and discounting practices for each element when sold separately, including the renewal rate for support services. If the Company cannot objectively determine the fair value of any undelivered element included in the multiple element arrangement, the Company defers revenue until all elements are delivered, services have been performed, or until fair value can be objectively determined. When the fair value of a delivered element cannot be established, the Company uses the residual method to record license revenue, provided the fair value of all undelivered elements is determinable. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is allocated to the delivered elements and is recognized as revenue.

The Company assesses whether fees are fixed or determinable at the time of sale and recognizes revenue if all other revenue recognition requirements are met. The Company's standard payment terms are net 30. Payment terms, however, may vary based on the country in which the agreement is executed. Payments that extend beyond 30 days from the contract date but that are due within twelve months are generally deemed to be fixed or determinable based on the Company's successful collection history on such arrangements, and thereby satisfy the required criteria for revenue recognition.

Revenue for consulting services is generally recognized as the services are performed. Revenue from royalty arrangements in excess of guaranteed amounts are recognized upon notification of such royalties payable by the customer.

*Allowances for Doubtful Accounts*

The Company makes judgments on its ability to collect outstanding receivables and provide allowances for the portion of receivables when collection becomes doubtful. Provisions are made based upon a specific review of all significant outstanding receivables. In determining the provision, the Company analyzes the historical collection experience and current economic trends. The following is a summary of the allowance for doubtful accounts for the periods indicated (in thousands):

	<b>Balance at Beginning of Period</b>	<b>Additions (Reversals)</b>	<b>Deductions(1)</b>	<b>Balance at End of Period</b>
Year ended December 31, 2005 Allowance for doubtful accounts	\$ 1,073	\$ (333)		\$ 740
Year ended December 31, 2004 Allowance for doubtful accounts	\$ 1,093	\$ 188	\$ 208	\$ 1,073
Year ended December 31, 2003 Allowance for doubtful accounts	\$ 1,132	\$ 857	\$ 896	\$ 1,093

- (1) Actual write-offs of uncollectible accounts receivable.

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### *Cost of Revenue*

Cost of revenue includes the costs of products and services. Cost of product revenue consists primarily of product media and duplication, manuals, packaging materials, shipping and handling expenses, third-party royalties and, to a lesser extent, the salaries and benefits of certain personnel and related operating costs of computer equipment. Cost of service revenue consists primarily of personnel costs for consultancy, training, customer support, product customization and enhancement, and related operating costs of computer equipment and non-billable travel expenses.

### *Cash Equivalents*

The Company considers all highly liquid investments with insignificant interest rate risk and purchased with a maturity of three months or less to be cash equivalents.

### *Marketable Securities*

Marketable securities consist of corporate bonds and U.S. government agency fixed income securities. Marketable securities are stated at market value, and by policy, the Company invests primarily in high grade marketable securities to reduce risk of loss. All marketable securities are defined as trading securities under the provisions of Statement of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities ( SFAS 115 ), and unrealized holding gains and losses are reflected in the Consolidated Statements of Operations.

### *Research and Development*

Research and development expenditures are generally charged to operations as incurred. Statement of Financial Accounting Standards No. 86, Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed ( SFAS 86 ), requires capitalization of certain software development costs subsequent to the establishment of technological feasibility. Based on the Company's product development process, technological feasibility is established upon completion of a working model. Development costs incurred by the Company between completion of the working model and the point at which the product is ready for general release have been insignificant.

### *Goodwill*

Goodwill represents the excess of the purchase price over the fair value of the net assets acquired in various business acquisitions as described in Note 3 and Note 10, and until January 1, 2002 was amortized on a straight line-basis over four years. Under Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets ( SFAS 142 ), goodwill acquired in a business combination on or after July 1, 2001 is not amortized. SFAS 142 requires goodwill to be tested at least annually for impairment or between annual tests in certain circumstances and written down when impaired. In October 2002, the Company completed its annual impairment test and assessment of the carrying value of goodwill as required by SFAS 142. As a result of unfavorable market conditions and a decline in IONA's market capitalization, this assessment resulted in a non-cash impairment charge equivalent to the carrying value of goodwill at October 1, 2002.

In October 2004, the Company received \$600,000 from its insurers in connection with the favorable resolution of an acquisition contingency, relating to litigation costs, which resulted in the recognition of \$600,000 of income.

### *Other Non-Current Assets*

Other non-current assets represent costs of technology purchased or acquired from acquisitions, which have reached technological feasibility. The costs of technology have been capitalized and will be written off over their useful economic life estimated between three and four years in accordance with SFAS 86.

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In accordance with Statement of Financial Accounting Standards No. 144, *Accounting for Impairment of Long-Lived Assets*, the Company is required to test their other non-current assets for impairment whenever events or circumstances indicate that the value of the assets may be impaired. Factors the Company considers important, which could trigger impairment include:

significant underperformance relative to expected historical or projected future operating results;

significant changes in the manner of the Company's use of the acquired assets or the strategy for our overall business;

significant negative industry or economic trends;

significant decline in IONA's stock price for a sustained period; and

significant decline in IONA's market capitalization relative to net book value.

Where events and circumstances are present which indicate that the carrying value may not be recoverable, the Company recognizes an impairment loss. In October 2003, the Company identified indicators of impairment and its assessment resulted in a non-cash impairment charge of \$80,000 representing the amount by which the carrying value exceeded the fair value of purchased technologies.

Amortization expense for other non-current assets which are amortizable in accordance with SFAS 142, was \$233,000, \$578,000, and \$796,000 in 2005, 2004 and 2003, respectively.

*Property and Equipment*

Property and equipment is stated at cost. Depreciation of leasehold improvements is computed using the shorter of the lease term or estimated useful life. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

Computer equipment	3 years
Office equipment	5 years
Leasehold improvements	4 to 15 years
Furniture and fixtures	3 to 10 years

Depreciation expense was \$2,123,000, \$2,482,000 and \$4,666,000 in 2005, 2004 and 2003, respectively.

During the year ended December 31, 2003, the Company recorded a \$3,191,000 charge for the impairment of property and equipment and related costs for property and equipment no longer in use, as a result of the restructuring activities in 2003.

*Software Development Costs*

The Company capitalizes certain software development costs associated with the development of its website and other internal financial software. These costs incurred are accounted for in accordance with Statement of Position 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use* (SOP 98-1). In accordance with SOP 98-1, internal and external costs incurred to develop internal-use computer software during the application development stage are capitalized. Application development stage costs generally include software configuration, coding, installation and testing. Costs incurred for maintenance, testing minor upgrades and enhancements are expensed as incurred. Capitalized internal-use software development costs are included in property and equipment, and are amortized on a straight-line basis over the estimated useful lives of the related software, typically 3 years.



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The Company capitalized approximately \$401,000, \$13,000, and \$189,000 of software development costs during 2005, 2004 and 2003 respectively. Amortization associated with capitalized software development costs totaled approximately \$417,000, \$353,000, and \$544,000 during 2005, 2004 and 2003, respectively. At December 31, 2005, the Company has approximately \$778,000 of unamortized software development costs.

### *Concentration of Credit Risk*

The Company sells its products to companies in various industries throughout the world and maintains reserves for potential credit losses. To date such losses have been within management's expectations. The Company had an allowance for doubtful accounts of approximately \$740,000 and \$1,073,000 at December 31, 2005 and 2004, respectively. The Company generally requires no collateral from its customers. No customer accounted for more than ten percent of our total revenue in 2005, 2004 or 2003.

The Company invests its excess cash in low-risk, short-term deposit accounts with high credit-quality banks in the United States, China, Japan, British West Indies and Ireland. At December 31, 2005, \$23,685,000 was invested in marketable securities held for trading purposes, comprised of \$3,475,000 in corporate bonds and \$20,210,000 in U.S. government agency securities, under the management of two financial institutions. The Company performs periodic evaluations of the relative credit standing of all of the financial institutions with which it deals and considers the related credit risk to be minimal.

### *Compensated Absences*

Prior to 2005, the Company did not accrue for the liability associated with employees' absences from employment because of illness, holiday, vacation or other reasons as the amount of compensation was not reasonably estimable. In the fourth quarter of 2005, the Company was able to implement a process to estimate its obligation for accrued vacation and consequently recorded a first time non-cash charge of \$1,104,000.

### *Accounting for Income Taxes*

The Company uses the asset and liability method in accounting for income taxes in accordance with Statement of Financial Accounting Standards No. 109 Accounting for Income Taxes (SFAS 109). Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws which will be in effect when the differences are expected to reverse.

### *Stock-Based Compensation*

At December 31, 2005, the Company has five stock-based employee compensation plans, which are more fully described in Notes 13 and 14.

The Company has elected to follow Accounting Principles Board Opinion No. 25 Accounting for Stock Issued to Employees and related interpretations (collectively, APB 25) in accounting for its employee stock options. Accordingly, compensation cost for stock options is measured as the excess, if any, of the fair market value of IONA's shares at the date of the grant over the amount an employee must pay to acquire the shares. This cost is deferred and charged to expense ratably over the vesting period (generally four years).

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Pro forma information regarding net (loss) income and net (loss) income per share is required by Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation ( SFAS 123 ) and has been determined as if the Company had accounted for its stock options under the fair value method of SFAS 123. The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions:

	2005	2004	2003
Risk-free interest rate	4.39%	4.00%	4.25%
Expected dividend yield			
Expected volatility	0.770	0.951	1.086
Expected life (years)	3.89	3.77	5

The fair value for rights to purchase awards under the 1999 Employee Share Purchase Plan was estimated at the date of grant using the following weighted-average assumptions:

	2005	2004	2003
Risk-free interest rate	2%	2%	2%
Expected dividend yield			
Expected volatility	0.780	0.938	1.093
Expected life	6 months	6 months	6 months

The following table illustrates the effect on net (loss) income and net (loss) income per share if the Company had applied the fair value recognition provisions of SFAS 123 to stock-based employee compensation:

	Year Ended December 31,		
	2005	2004	2003
	(U.S. dollars in thousands, except per share data)		
Net (loss) income, as reported	\$ (843)	\$ 192	\$ (44,236)
Add: Stock-based compensation expense included in reported net (loss) income, net of related tax effects		38	199
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(11,516)	(21,299)	(33,645)
Pro forma net loss	\$ (12,359)	\$ (21,069)	\$ (77,682)
Net (loss) income per share:			
Basic-as reported	\$ (0.02)	\$ 0.01	\$ (1.33)
Basic-pro forma	\$ (0.35)	\$ (0.61)	\$ (2.33)
Diluted-as reported	\$ (0.02)	\$ 0.01	\$ (1.33)
Diluted-pro forma	\$ (0.35)	\$ (0.61)	\$ (2.33)

On May 8, 2001, a wholly-owned subsidiary of IONA merged with and into Netfish Technologies, Inc. ( Netfish ), for total consideration of 5,036,318 newly-issued ordinary shares and replacement options, and \$30,885,000 of closing costs incurred in connection with the merger. The portion of the total intrinsic value, measured at the consummation date, of replacement unvested options granted by IONA in exchange for outstanding unvested options held by Netfish employees, that the future vesting period bears to the total vesting period (\$10,380,000) was, in accordance with the requirements of FASB Interpretation No. 44 Accounting for Certain Transactions Involving Stock Compensation, accounted for as deferred stock-based compensation and is charged to expense as stock compensation ratably over the remaining vesting period of each tranche of unvested options. During the years ended December 31, 2004 and 2003, the Company reversed \$41,000 and \$146,000, respectively, of deferred stock-based compensation related to the unvested replacement options of terminated Netfish employees and unvested replacement options accepted for exchange under the Exchange Offer, as





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described in Note 13. Stock compensation expense recognized for vested options of Netfish Employees was nil, \$38,000, and \$199,000 for the years ended December 31, 2005, 2004 and 2003, respectively.

Stock compensation expense of \$38,000 and \$199,000 for the periods ended December 31, 2004 and 2003, respectively, can be attributed to the research and development line item in the Consolidated Statement of Operations.

### *Defined Contribution Plans*

The Company sponsors and contributes to defined contribution plans for certain employees and directors. Contribution amounts by the Company are determined by management and allocated to employees on a pro rata basis based on employees' contributions. The Company contributed approximately \$1,057,000, \$1,066,000 and \$1,433,000 to the plan in the years ended December 31, 2005, 2004 and 2003, respectively. The decrease in the Company's contributions from 2003 to 2004 is due to a reduction in workforce as a result of restructuring plans in 2004 and 2003.

### *Advertising and Promotion Expense*

All costs associated with advertising and promoting products are expensed as incurred. Advertising and promotion expense was \$2,167,000, \$2,092,000 and \$2,013,000 for the years ended December 31, 2005, 2004 and 2003, respectively.

### *Reclassifications*

Certain amounts from prior periods have been reclassified to conform to the current period presentation. In 2005, the Company concluded that it was appropriate to classify commercial paper as cash equivalents. Previously, such funds had been classified as marketable securities. We made reclassifications amounting to \$8.2 million, \$11.6 million and \$54.0 million in 2004, 2003 and 2002, respectively, to reflect this reclassification by reducing marketable securities and increasing cash and cash equivalents. These reclassifications had no impact on our working capital or consolidated statements of operations.

### *Recent Accounting Pronouncements*

In May 2005 the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 154 Accounting Changes and Error Corrections (SFAS 154). This statement replaces Accounting Principles Board Opinion No. 20, Accounting Changes (APB 20) and Statement of Financial Accounting Standards No. 3, Reporting of Accounting Changes in Interim Financial Statements and changes the requirements for the accounting for and reporting of a change in accounting principle. Previously, most voluntary changes in accounting principles required recognition via a cumulative effect adjustment within net income of the period of the change. SFAS 154 requires retrospective application to prior periods' financial statements, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS 154 is effective for accounting changes made in fiscal years beginning after December 15, 2005; however, SFAS 154 does not change the transition provisions of any existing accounting pronouncements.

In December 2004, and as amended in April 2005, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123R Share-Based Payment (SFAS 123R), which replaces SFAS 123 and supersedes APB 25. SFAS 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The pro forma disclosures previously permitted under SFAS 123 no longer will be an alternative to financial statement recognition. SFAS 123R is effective for fiscal years beginning after June 15, 2005. Early application of SFAS 123R is encouraged, but not required. The Company adopted SFAS 123R on January 1, 2006.

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Public companies are required to adopt the new standard using a modified prospective method and may elect to restate prior periods using the modified retrospective method. Under the modified prospective method, companies are required to record compensation cost for new and modified awards over the related vesting period of such awards prospectively and record compensation cost prospectively for the unvested portion, at the date of adoption, of previously issued and outstanding awards over the remaining vesting period of such awards. No change to prior periods presented is permitted under the modified prospective method. Under the modified retrospective method, companies record compensation costs for prior periods retroactively through restatement of such periods using the exact pro forma amounts disclosed in the companies' footnotes. Also, in the period of adoption and after, companies record compensation cost based on the modified prospective method. The Company adopted SFAS 123R using the modified prospective method.

The Company has not completed its evaluation of the effects of adopting SFAS 123R. However, the Company anticipates it will recognize an aggregate of \$9.9 million as compensation expense in years 2006 to 2009. This assumes there are no adjustments to compensation expense due to actual cancellations, modifications or new awards granted.

**2. Marketable Securities**

Marketable securities are considered to be trading securities per SFAS 115 and are carried on the balance sheet at their market value. As previously discussed, approximately \$8.2 million was reclassified from marketable securities to cash equivalents as of December 31, 2004 to conform to the current period presentation.

	As of December 31, 2005		
	Cost	Unrealized loss	Market Value
	(U.S. dollars in thousands)		
Corporate bonds	\$ 3,484	\$ (9)	\$ 3,475
U.S. government agency securities	20,240	(30)	20,210
<b>Total marketable securities</b>	<b>\$ 23,724</b>	<b>\$ (39)</b>	<b>\$ 23,685</b>

	As of December 31, 2004		
	Cost	Unrealized loss	Market Value
	(U.S. dollars in thousands)		
Corporate bonds	\$ 3,923	\$ (11)	\$ 3,912
U.S. government agency securities	19,386	(128)	19,258
<b>Total marketable securities</b>	<b>\$ 23,309</b>	<b>\$ (139)</b>	<b>\$ 23,170</b>

The change in unrealized (loss) gain included in net (loss) income is as follows:

	2005	2004	2003
	(U.S. dollars in thousands)		
Unrealized (loss) gain at beginning of year	\$ (139)	\$ (42)	\$ 62
Included in net (loss) income for the year	100	(97)	(104)
<b>Unrealized loss at end of year</b>	<b>\$ (39)</b>	<b>\$ (139)</b>	<b>\$ (42)</b>

As of December 31, 2005, the Company held certain U.S. government agency securities that had been in a continuous unrealized loss position for more than 12 months. Such unrealized losses were the result of rising market interest rates.



**Table of Contents****3. Acquisition of Netfish Technologies, Inc.**

In May 2001, a wholly-owned subsidiary of IONA merged with and into Netfish, for a total consideration of 5,036,318 newly-issued ordinary shares and replacement options, and \$30,885,000 of closing costs incurred in connection with the merger. Of the 4,221,216 newly-issued ordinary shares, 504,598 were held back by the Company in 2001 as a source of indemnification payments that may become due to the Company. If the Company no claims for indemnification, 75% of the 504,598 ordinary shares, or 378,448 shares, would have been distributed to the former holders of Netfish shares in May 2002 and 25% of the 504,598 ordinary shares, or 126,150 shares, would be distributed in May 2003. In May 2002, the Company held back 142,045 ordinary shares to cover indemnification claims made by the Company. In May 2003, an additional 126,150 ordinary shares were held back to cover the indemnification claims that the Company previously made. If pending indemnification claims are resolved in a manner unfavorable to the Company, up to 268,195 ordinary shares held back by the Company could be distributed to the former holders of Netfish shares.

**4. Restructuring**

During 2004, 2003 and prior periods, the Company's management and board of directors approved restructuring plans, which included consolidation of excess facilities, a reduction in workforce, and other related costs. Total restructuring costs of nil and \$20,525,000 were recorded related to these initiatives in 2004 and 2003, respectively. The restructuring charges in prior years were accounted for in accordance with EITF 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity. The restructuring charge recorded in 2004 and 2003 were accounted for in accordance with SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities.

During 2004, the Company recorded a charge of \$560,000 for severance and benefit costs related to cost reduction actions for eight sales employees. Also during 2004, the Company released \$560,000 of restructuring accruals related to severance and benefit costs from previous restructurings, based on the final payments for such severance and benefits.

During 2005, the Company released \$189,000 of restructuring accruals of which \$97,000 related to severance and benefit costs from previous restructurings, based on the final payments for such severance and benefits and \$92,000 related to facilities costs for our Dublin and Reading, UK offices.

Cash outlays associated with the restructuring plans initiated in 2004, 2003 and previous periods totaled approximately \$5,791,000 during 2005, including approximately \$264,000 in severance and related benefits paid to employees worldwide and \$5,527,000 in facility closure costs.

Amounts of restructuring costs remaining accrued at December 31, 2005 of \$1,952,000 relate to remaining separation and facility closure and consolidation costs. The Company expects cash outlays of \$815,000 will be made in the next twelve months, with the remaining cash outlays of \$1,137,000 to be made through the end of 2013.

Although we do not anticipate additional significant changes to our restructuring accruals, the actual costs may differ from those recorded in the event that the subleasing assumptions require adjustment due to changes in economic conditions surrounding the real estate market or we terminate our lease obligations prior to the scheduled termination dates.

The Company was required to make certain estimates and assumptions in assessing the amount accrued for excess facilities arising from these restructurings. The charge was calculated by taking into consideration (1) the committed annual rental charge associated with the vacant square footage, (2) an assessment of the sublet rents that could be achieved based on current market conditions, vacancy rates and future outlook, (3) an assessment of the period of time the facility would remain vacant before being sub-let, (4) an assessment of the percentage increases in the

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primary lease rent at each review, and (5) the application of a discount rate of 4% over the remaining period of the lease or break clause. The following sets forth our accrued restructuring costs as of December 31, 2005:

	Excess Facilities	Severance	Total
	(U.S. dollars in thousands)		
2001 charges	\$ 2,023	\$ 3,682	\$ 5,705
Cash outlays in 2001	(657)	(3,682)	(4,339)
Balance at December 31, 2001	1,366		1,366
2002 charges	8,512	12,251	20,763
Cash outlays in 2002	(2,653)	(9,280)	(11,933)
Balance at December 31, 2002	7,225	2,971	10,196
2003 charges	9,491	11,034	20,525
Cash outlays in 2003	(5,676)	(11,141)	(16,817)
Balance at December 31, 2003	11,040	2,864	13,904
2004 charges		560	560
Cash outlays in 2004	(3,469)	(2,503)	(5,972)
2004 adjustments in estimates		(560)	(560)
Balance at December 31, 2004	7,571	361	7,932
Cash outlays in 2005	(5,527)	(264)	(5,791)
2005 adjustments in estimates	(92)	(97)	(189)
Balance at December 31, 2005	\$ 1,952	\$	\$ 1,952

**5. Restricted Cash**

At December 31, 2005, the Company has approximately \$495,000 in restricted cash deposits with Citizens Bank which includes annual renewable letter of credit facilities for certain leased facilities. Should the Company not renew these letter of credit facilities or default on its rental obligations, \$495,000 will be payable to the lessors. During 2005, restrictions associated with \$3,000,000 payable upon demand for use toward satisfaction of amounts owed to a previous landlord were released. At December 31, 2004, the Company had approximately \$3,495,000 in restricted cash deposits with Citizens Bank which included \$495,000 of annual renewable letter of credit facilities for certain leased facilities and the aforementioned \$3,000,000 payable to a previous landlord.

**6. Other Accrued Liabilities**

Other accrued liabilities consist of the following:

	As of December 31, 2005	2004
	(U.S. dollars in thousands)	
Income and other taxes payable	\$ 4,497	\$ 3,997
Restructuring (Note 4)	815	5,517
Legal costs	783	783
Other	4,131	3,837

Total other accrued liabilities	\$ 10,226	\$ 14,134
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**Table of Contents****7. Fair Value of Financial Instruments**

The carrying amount of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximates fair value due to the short-term maturities of these investments. The fair value of trading securities are based on quoted market prices at year end.

The estimated fair value of the Company's financial instruments are as follows:

	As of December 31,			
	2005	2004		2004
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(U.S. dollars in thousands)			
<b>Non Derivatives</b>				
<i>Current assets:</i>				
Cash and cash equivalents	\$ 27,936	\$ 27,936	\$ 33,250	\$ 33,250
Restricted cash	495	495	3,495	3,495
Marketable securities trading	23,685	23,685	23,170	23,170
Accounts receivable	17,949	17,949	12,912	12,912
<i>Current liabilities:</i>				
Accounts payable	2,406	2,406	2,602	2,602
Other accrued liabilities	10,226	10,226	14,134	14,134

The carrying amounts in the table are included in the consolidated balance sheets under the indicated captions. As previously discussed, approximately \$8.2 million was reclassified from marketable securities to cash equivalents as of December 31, 2004 to conform to the current period presentation.

**8. Operating Lease Commitments**

The Company leases office space under non-cancelable operating leases with various expiration dates through 2013 and certain leases have renewal options with rentals based upon changes in the fair market value of the property. Rent expense under all operating leases was approximately \$4,237,000, \$7,122,000, and \$9,374,000 in 2005, 2004 and 2003, respectively. The decrease in rent expense in both 2005 and 2004 compared to the previous year is related to our restructuring activities. Rental income under all operating subleases was approximately \$2,589,000, \$1,542,000, and \$908,000 in 2005, 2004 and 2003, respectively. Future minimum lease payments under all operating leases as of December 31, 2005 are as follows (U.S. dollars in thousands):

Year ending December 31,	Future Lease Payments	Future Rental Income
2006	\$ 5,072	\$ 2,369
2007	3,980	1,908
2008	3,863	835
2009	3,641	310
2010	3,519	280
Thereafter	7,332	701
<b>Total</b>	<b>\$ 27,407</b>	<b>\$ 6,403</b>

As of December 31, 2005, approximately \$1,952,000 of the \$27,407,000 contractual operating lease obligations has been accrued as a result of our restructuring plans in 2003, 2002, and 2001.



**Table of Contents****9. Other Non-Current Assets**

Other non-current assets consist of the following:

	As of December 31, 2005                      2004 (U.S. dollars in thousands)	
Amortizable intangible assets		
Purchased technology	\$ 3,429	\$ 3,429
Accumulated amortization	(3,355)	(3,122)
 Total amortizable intangible assets	 74	 307
Security deposits and other non-current assets	117	134
 Total other non-current assets, net	 \$ 191	 \$ 441

**10. Goodwill, Indefinite Lived Intangible, and Other Non-Current Assets**

Identifiable intangible assets comprise goodwill, which is not amortizable, and certain intangible other non-current assets, which are amortizable.

In October 2004, the Company received \$600,000 from its insurers in connection with the favorable resolution of an acquisition contingency, relating to litigation, which resulted in the recognition of \$600,000 of income.

Other non-current asset amortization for the years ended December 31, 2005, 2004 and 2003 was \$233,000, \$578,000 and \$796,000, respectively. Other non-current asset amortization is estimated to be approximately \$49,000 in 2006 and \$25,000 in 2007.

Intangible assets are analyzed as follows:

	As of December 31, 2005                      2004 (U.S. dollars in thousands)	
Purchased Technology	\$ 3,429	\$ 3,429
Accumulated Amortization	(3,355)	(3,122)
 Net	 \$ 74	 \$ 307

In October 2003, in accordance with SFAS 142, the Company completed its assessment of the carrying value of purchased technologies and completed the relevant impairment tests as required by SFAS 144. Due to unfavorable market conditions and changes in the Company's product strategy, it was determined that the carrying values of purchased technologies exceeded their fair value resulting in the Company recording a non-cash impairment charge of \$80,000 in 2003.

**Table of Contents****11. Property and Equipment**

Property and equipment consists of the following:

	As of December 31,	
	2005	2004
	(U.S. dollars in thousands)	
Computer equipment	\$ 14,165	\$ 13,762
Leasehold improvements	6,199	6,193
Office equipment	745	653
Furniture and fixtures	1,110	1,104
<b>Total property and equipment</b>	<b>\$ 22,219</b>	<b>\$ 21,712</b>
Accumulated depreciation	(18,326)	(16,861)
<b>Total property and equipment, net</b>	<b>\$ 3,893</b>	<b>\$ 4,851</b>

During 2005, the Company reduced its cost and accumulated depreciation by \$658,000 related to asset retirements.

**12. Redeemable Preference Shares and Shareholders Equity**

IONA's authorized share capital is divided into redeemable preference shares ( preference shares ) of 0.0025 par value per share and ordinary shares of 0.0025 par value per share.

The preference shares confer on the holders thereof the right to receive notice of and to attend all general meetings of IONA but not the right to vote on any resolution proposed therefor. They confer on the holders thereof the right to be paid out of the profits available for distribution, in priority to any payment of dividend on any other class of shares in IONA, a fixed cumulative preference dividend at a rate of 6% per annum on the amount paid up on the preference shares. Upon winding up of IONA, the preference shares confer upon the holders thereof the right to repayment of the capital paid thereon, together with payment of all arrears of preferential dividend, whether declared or not, to the date of redemption of the preference shares in priority to payment of any dividend or repayment of capital to the holders of the ordinary shares in the capital of IONA. Such preference shares do not, however, confer upon the holders thereof any further rights to participate in the assets of IONA.

Dividends may only be declared and paid out of profits available for distribution determined in accordance with generally accepted accounting principles in Ireland and applicable Irish Company Law. Any dividends on the ordinary shares, if and when declared, will be declared and paid in U.S. dollars. The amount of retained earnings available for distribution as dividends at December 31, 2005, 2004 and 2003, at the exchange rates in effect on those dates, was nil.

**13. Share Option Schemes**

The Company has elected to follow Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees ( APB 25 ) and related interpretations in accounting for its stock options. Under APB 25, the Company recognized compensation expense of nil, \$38,000 and \$199,000 during 2005, 2004 and 2003, respectively, for those instances in which the exercise prices of IONA's stock options were less than the estimated market price of the underlying shares on the date of grant and for the stock compensation arising on the Netfish acquisition (Note 3).

IONA's Executive Share Option Scheme has authorized the grant of options to purchase up to an aggregate of 1,125,500 ordinary shares to personnel. All options granted have seven year terms and generally vest in equal

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installments on each of the first, second, third and fourth anniversaries of the date of grant. As of December 31, 2005, an aggregate of 5,145 ordinary shares remain issuable upon the exercise of options outstanding under the Executive Share Option Scheme.

During 1997, IONA's Board of Directors and shareholders approved the 1997 Share Option Scheme which provides for the grant of share options to employees, consultants, directors and officers of IONA. The 1997 Share Option Scheme initially provided for the issuance of up to 2,250,000 of IONA's ordinary shares. In 1998, IONA's Board of Directors and shareholders approved an amendment to the 1997 Share Option Scheme, providing for an increase in the number of ordinary shares that may be issued under the 1997 Share Option Scheme to an aggregate of 4,750,000. In 2000, IONA's Board of Directors and shareholders approved an amendment to the 1997 Share Option Scheme, providing for an increase in the number of ordinary shares that may be issued under the 1997 Share Option Scheme to an aggregate of 8,900,000.

In 2001, IONA's Board of Directors and shareholders approved an amendment to the 1997 Share Option Scheme, providing for an increase in the number of shares that may be issued under the 1997 Share Option Scheme to an aggregate of 12,900,000. Options granted under the 1997 Share Option Scheme expire ten years from the date of grant or five years from the date of grant in the case of an incentive stock option granted to an employee holding more than 10% of the total combined voting power of IONA. As of December 31, 2005, an aggregate of 9,433,044 ordinary shares remain issuable upon the exercise of options outstanding and options available for grant under the 1997 Share Option Scheme.

During 1997, IONA's Board of Directors and shareholders also approved the 1997 Director Share Option Scheme which provides for the grant of options to purchase a maximum of 250,000 ordinary shares of IONA to non-employee directors of IONA. In July 2002, the Board of Directors and shareholders approved an amendment to the 1997 Director Share Option Scheme to increase the number of ordinary shares issuable under that scheme from 250,000 to 500,000 shares. As of December 31, 2005, an aggregate of 446,000 ordinary shares remain issuable upon the exercise of options outstanding and options available for grant under the 1997 Director Share Option Scheme.

In the fourth quarter of 2002, the Company made an offer to its employees, including executive officers other than the Chief Executive Officer and Chief Operating Officer, to exchange their outstanding options to purchase IONA's ordinary shares that had an exercise price of more than \$3.00 per share. Eligible options included options granted under the 1997 Share Option Scheme, the Genesis Development Corporation 1997 Stock Option Plan, the Object-Oriented Concepts, Inc. Stock Option Plan and the Netfish Technologies, Inc. 1999 Stock Option Plan. In exchange for eligible options, employees received a commitment for new stock options to be granted under the 1997 Share Option Scheme on or after May 15, 2003. Only those participants in the option exchange who were employees of the Company on the date the new options were granted were eligible to receive the new grant. Participating executive officers were required to forfeit, without exchange, all options granted on or after April 16, 2002. A total of 4,815,444 options were accepted for exchange under the offer and accordingly were canceled in November 2002. An additional 869,150 options were canceled without exchange. The Company granted new options to purchase approximately 3,191,884 shares on May 15, 2003. The new options granted under the offer have an exercise price of \$1.99, which represented the fair market value of IONA's ordinary shares, as determined by the last reported sale price of IONA's ordinary shares on the NASDAQ National Market on May 14, 2003.

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A summary of IONA's stock option activity, and related information for the years ended December 31, 2005, 2004 and 2003 follows:

	2005		As of Year Ended December 31, 2004		2003	
	Number of Options	Weighted- Average Exercise Price	Number of Options	Weighted- Average Exercise Price	Number of Options	Weighted- Average Exercise Price
Outstanding-beginning of period	5,605,339	\$ 4.93	4,103,777	\$ 3.87	820,994	\$ 14.57
Granted	2,469,850	4.05	3,075,250	5.54	5,817,534	2.19
Forfeitures	(1,070,080)	4.67	(954,049)	4.22	(1,689,831)	4.21
Exercised	(383,464)	2.06	(619,639)	2.09	(844,920)	1.98
Outstanding-end of period	6,621,645	\$ 4.81	5,605,339	\$ 4.93	4,103,777	\$ 3.87
Exercisable at end of period	2,715,672	\$ 5.74	1,836,493	\$ 6.41	1,171,027	\$ 7.55

	2005		As of Year Ended December 31, 2004		2003	
	Fair Value	Weighted- Average Exercise Price	Fair Value	Weighted- Average Exercise Price	Fair Value	Weighted- Average Exercise Price
Weighted-average fair value of options granted during the year for options whose exercise price equals the market price of the ordinary shares on the date of grant	\$ 2.43	\$ 4.05	\$ 3.75	\$ 5.54	\$ 1.92	\$ 2.19

Exercise prices for options outstanding as of December 31, 2005 ranged from \$0.32 to \$74.50 per share. An analysis of options outstanding at December 31, 2005 is as follows.

Exercise Price	Options Outstanding			Options Exercisable	
	Number of Shares	Weighted Average Remaining Contractual Life (in years)	Weighted- Average Exercise Price	Number of Shares	Weighted- Average Exercise Price
Less than \$5.00 per share	4,228,625	8.4	\$ 2.86	1,830,369	\$ 2.61
Greater than \$5.00 per share and less than \$15.00 per share	2,264,715	8.3	6.49	756,998	7.61
Greater than \$15.00 per share	128,305	5.3	39.33	128,305	39.33
Total	6,621,645	8.3	\$ 4.81	2,715,672	\$ 5.74

**14. 1999 Employee Share Purchase Plan**

In August 1999, the Company established a qualified Employee Share Purchase Plan, the terms of which allow for qualified employees (as defined) to participate in the purchase of designated shares of IONA's ordinary shares at a price equal to the lower of 85% of the closing price at the beginning or end of each semi-annual stock purchase period. As of December 31, 2005, 2004 and 2003, 1,174,949, 1,001,476 and 823,221 shares have been issued under the plan, respectively.

**Table of Contents****15. Net (Loss) Income Per Ordinary Share And ADS**

The following sets forth the computation of basic and diluted net (loss) income per ordinary share and ADS:

	Year Ended December 31,		
	2005	2004	2003
(In thousands, except per share data)			
<b>Numerator:</b>			
Numerator for basic and diluted net (loss) income per ordinary share and ADS (loss) income available to ordinary shareholders	\$ (843)	\$ 192	\$ (44,236)
<b>Denominator:</b>			
Denominator for basic net (loss) income per ordinary and ADS share weighted-average ordinary shares and ADS	35,139	34,570	33,335
Effect of employee stock options		1,763	
Denominator for diluted net (loss) income per ordinary share and ADS	35,139	36,333	33,335
Basic net (loss) income per ordinary share and ADS	\$ (0.02)	\$ 0.01	\$ (1.33)
Diluted net (loss) income per ordinary share and ADS	\$ (0.02)	\$ 0.01	\$ (1.33)

In 2005 and 2003, all outstanding stock options granted have been excluded from the calculation of the diluted net loss per share because all such securities were anti-dilutive. The total number of shares related to the outstanding options excluded from the calculations of diluted net loss per share were approximately 860,000 and 700,000 for the years ended December 31, 2005 and 2003, respectively.

**16. Income Taxes**

Income (loss) before provision for income taxes consists of the following:

	Year Ended December 31,		
	2005	2004	2003
(U.S. dollars in thousands)			
Ireland*	\$ (2,717)	\$ (1,118)	\$ (43,355)
Rest of World	2,794	1,876	67
Total	\$ 77	\$ 758	\$ (43,288)

\* Domestic

The provision for income taxes consists of the following:

	Year Ended December 31,		
	2005	2004	2003
(U.S. dollars in thousands)			
<b>Current:</b>			
Ireland	\$ 448	\$ 92	\$ 392
Rest of World	472	474	556

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Total current	920	566	948
Deferred:			
Ireland			
Rest of World			
Total deferred			
Total provision for income taxes	\$ 920	\$ 566	\$ 948

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The provision for income taxes differs from the amount computed by applying the statutory income tax rate to income (loss) before taxes. The sources and tax effects of the differences are as follows:

	Year Ended December 31,		
	2005	2004	2003
	(U.S. dollars in thousands)		
Income taxes computed at the Irish statutory income tax rate of 12.5%	\$ 10	\$ 95	\$ (5,411)
Income (loss) from Irish manufacturing operations at lower rates	123	25	1,047
Operating losses not utilized	490	192	4,952
Operating losses utilized	(1,548)	(372)	
Income (loss) subject to different rates of tax	1,736	405	(142)
Income not subject to tax	(106)	(37)	(59)
Non-deductible expenses	101	324	524
Other items	114	(66)	37
<b>Total provision for income taxes</b>	<b>\$ 920</b>	<b>\$ 566</b>	<b>\$ 948</b>

The effect on basic and diluted net (loss) income per ordinary share and per ADS of the Irish manufacturing operations being taxed at a lower rate than the Irish Statutory income tax rate was nil for the years ended December 31, 2005 and 2004, and an increase in net loss per share of \$0.03 and \$0.03, respectively, for the year ended December 31, 2003.

	Year Ended December 31,		
	2005	2004	2003
	(U.S. dollars in thousands)		
Deferred tax assets:			
Principally net operating loss carryforwards	\$ 62,040	\$ 55,629	\$ 53,620
<b>Total deferred tax assets</b>	<b>62,040</b>	<b>55,629</b>	<b>53,620</b>
Valuation allowance	(62,040)	(55,629)	(53,620)
<b>Net deferred tax assets</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>

The valuation allowance increased \$6,411,000 in 2005 and \$2,009,000 in 2004.

At December 31, 2005 the Company has a net operating loss carryforward of approximately \$118,903,000, including approximately \$65,000,000 pre-acquisition losses from the Netfish acquisition, for U.S. federal tax purposes which will expire in the tax years 2011 through 2024 if not previously utilized. Similar amounts are available for state purposes with expiration generally through 2010. Utilization of the net operating loss carryforward may be subject to an annual limitation due to the change in ownership rules provided by the Internal Revenue Code of 1986. This limitation and other restrictions provided by the Internal Revenue Code of 1986 may reduce the net operating loss carryforward such that it would not be available to offset future taxable income of the U.S. subsidiaries.

At December 31, 2005 approximately \$31,000,000 of the net operating loss carryforwards in the United States result from disqualifying dispositions. The tax value of the disqualifying dispositions has not been recognized in the tax reconciliation note as the utilization of the net operating loss carryforwards will result in an increase in Additional Paid-In Capital and not a reduction in Provision for Income Taxes. At December 31, 2005, \$12,560,000 of the valuation allowance related to disqualifying dispositions.

At December 31, 2005 the Company also had net operating loss carryforwards totaling approximately \$124,500,000 for Irish income tax purposes which carry forward indefinitely.

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At December 31, 2005 the Company also had net operating loss carryforwards totaling approximately \$2,900,000 for Australian income tax purposes which carry forward indefinitely. However, as of December 31, 2005, the Company no longer had active operations in Australia.

The utilization of these net operating loss carryforwards is limited to the future profitable operation of the Company in the related tax jurisdictions in which such carryforwards arose. Valuation allowances of 100% have been provided against the net operating loss carryforwards because of the history of operating losses in the related tax jurisdictions.

Significant judgment is required in determining the Company's worldwide income tax expense provision. In the ordinary course of a global business, there are many transactions and calculations where the ultimate tax outcome is uncertain. Some of these uncertainties arise as a consequence of income sharing and cost reimbursement arrangements among related entities, the process of identifying items of income and expense that qualify for preferential tax treatment and segregation of foreign and domestic income and expense to avoid double taxation. The Company has reserves for taxes that may become payable in future periods as a result of tax audits. It is the Company's policy to establish reserves for taxes that may become payable in future years as a result of examination by tax authorities. The tax reserves are analyzed at each balance sheet date and adjustments are made as events occur to warrant adjustment to the reserves. At any given time the Company may be undergoing tax audits in several jurisdictions and covering multiple years. The tax reserve is the Company's best estimate of the potential liability for tax contingencies. Inherent uncertainties exist in estimates of tax contingencies due to changes in tax law, both legislated and concluded through the various jurisdictions' court systems. It is the opinion of the Company's management that the possibility is remote that costs in excess of those accrued will have a material adverse impact on the Company's consolidated financial statements. The Company expects the completion of certain of these tax audits in the near term. However, based on the currently available information, The Company is not able, at this time, to determine if it is reasonably possible that the final outcome of tax examinations will result in a materially different outcome than assumed in its tax reserves.

## **17. Industry and Geographic Information**

Statement of Financial Accounting Standards No. 131, Disclosures about Segments of an Enterprise and Related Information (SFAS 131), established standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company has one reportable segment: enterprise infrastructure software. The Company also provides professional services, consisting of consulting and training, customer support of all its products, and, to a limited extent, product customization and enhancements.

The accounting policies of the reportable segment are the same as those described in the summary of significant accounting policies.

Although the Company operates as a single, integrated business, certain product groups accounted for a significant portion of the Company's revenue. For the years ended December 31, 2005, 2004 and 2003 our Artix family of products accounted for 14%, 6% and 2% of revenue, respectively. For the years ended December 31, 2005, 2004 and 2003 our CORBA family of products accounted for 86%, 94% and 98% of revenue, respectively.



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The following is a summary of enterprise-wide geographic areas information:

**Revenue by Geographic Region:**

	Year Ended December 31,		
	2005	2004	2003
	(U.S. dollars in thousands)		
Americas	\$ 32,196	\$ 34,860	\$ 38,338
European Countries	26,857	22,804	24,657
Rest of World	7,753	10,355	11,195
Consolidated total	\$ 66,806	\$ 68,019	\$ 74,190

Revenue are attributed to countries based on the location of customers.

**Long Lived Assets:**

	As of December 31,		
	2005	2004	2003
	(U.S. dollars in thousands)		
<b>Country of Domicile</b>			
Ireland	\$ 2,469	\$ 3,498	\$ 4,647
<b>Foreign Countries</b>			
Americas	1,228	1,352	2,152
Rest of World	387	442	406
Consolidated total	\$ 4,084	\$ 5,292	\$ 7,205

**18. Related Party Transactions**

In August 2003, the Company entered into a consulting agreement with a company called Claright, founded by Mr. Peter M. Zotto, the Company's Chief Executive Officer. Under this agreement, Mr. Zotto, prior to his becoming an employee of the Company, was hired through Claright to provide marketing and related consulting services to the Company. The consulting arrangement was terminated in October 2003, prior to Mr. Zotto being hired as the Company's Chief Operating Officer. The Company paid Claright fees of approximately \$101,750 for such services.

Since July 2003, the Company has engaged K Capital Source Limited, or K Capital, to provide capital market communication and advisory services. Mark Kenny, a principal of K Capital, is the son of one of IONA's directors, Dr. Ivor Kenny. Under its agreement with K Capital, the Company currently pays \$45,000 per fiscal quarter for such services. No amounts relating to services rendered were outstanding as of December 31, 2005. The Company paid K Capital fees of approximately \$175,000, \$190,000 and \$80,000 for such services in 2005, 2004 and 2003, respectively.

The Company provides product-related consulting services and support services to eircom PLC, or eircom, both for software that eircom licenses from the Company and from third parties. Kevin Melia, the Chairman of IONA's Board of Directors, and John Conroy, one of IONA's Directors, are members of the board of directors of eircom. During the second quarter of 2005, the Company provided consulting services to eircom pursuant to a consulting agreement. Under the terms of the consulting agreement, eircom paid the Company approximately 15,000 for consulting services. During the third quarter of 2005, the Company agreed to a software maintenance and support arrangement with eircom. Under the terms of this one-year support services agreement, eircom paid the Company approximately 25,000.



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The Company provides support services to Royal Bank of Scotland (the parent of Ulster Bank), or Royal Bank, for the software that Royal Bank licenses from the Company. During the third quarter of 2005, the Company renewed its software maintenance and support arrangement with the Royal Bank of Scotland. Under the terms of this one-year support services agreement, the Royal Bank of Scotland paid the Company approximately 236,000. At the time of the foregoing transaction, William Burgess, a member of IONA's Board of Directors, was a member of the board of directors of Ulster Bank.

The Company provides software maintenance and support services to Fineos Corporation Limited, or Fineos, for the software that Fineos licenses from the Company. During the fourth quarter of 2005, the Company renewed its software maintenance and support arrangement with Fineos. Under the terms of this one-year support services agreement, Fineos paid the Company approximately 65,000. At the time of the foregoing transaction, William Burgess was a member of the board of directors of Fineos Corporation Limited.

The Company provided support services to Manugistics, Inc., or Manugistics, for the software that Manugistics licensed from the Company. Under the terms of this one-year support services agreement, Manugistics paid us approximately \$255,000. Kevin Melia is a member of the board of directors of Manugistics.

**19. Litigation**

The Company is involved in various legal proceedings and disputes that arise in the normal course of business. Disputes can be expensive and disruptive to normal business operations. The Company believes that it has meritorious defenses to these matters. In 2003 the Company settled a lawsuit which arose in connection with the termination of a Netfish employee by Netfish prior to IONA's acquisition of Netfish. Since settlement of the underlying lawsuit, the Company has also reached settlement with Netfish's insurers over payment of the legal fees incurred by the Company. Netfish's former Chief Executive Officer asserts that the Company is obligated to reimburse him for his legal expenses incurred in connection with this suit. The Company vigorously disputes and is in discussions with the former Netfish Chief Executive Officer over the matter.

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**US GAAP FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED DECEMBER 31, 2006 AS INCORPORATED IN THE ANNUAL REPORT FILED ON FORM 20-F**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of IONA Technologies PLC

We have audited the accompanying consolidated balance sheets of IONA Technologies PLC (the Company) as of December 31, 2006 and 2005 and the related consolidated statements of operations, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2006. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of IONA Technologies PLC as of December 31, 2006 and 2005, and the consolidated results of its operations and its consolidated cash flows for each of the three years in the period ended December 31, 2006, in conformity with U.S. generally accepted accounting principles.

/s/ ERNST & YOUNG

Dublin, Ireland

April 27, 2007

**Table of Contents****IONA TECHNOLOGIES PLC****CONSOLIDATED BALANCE SHEETS**

(U.S. dollars in thousands, except share and per share data)

	December 31,	
	2006	2005
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 37,569	\$ 27,936
Restricted cash (Note 5)	295	495
Marketable securities (Note 2)	16,100	23,685
Accounts receivable, net of allowance for doubtful accounts of \$653 at December 31, 2006 and \$740 at December 31, 2005	26,484	17,949
Prepaid expenses	1,524	2,033
Other current assets	126	921
<b>Total current assets</b>	<b>82,098</b>	<b>73,019</b>
Property and equipment, net (Note 8)	2,859	3,893
Other assets, net	140	191
<b>Total assets</b>	<b>\$ 85,097</b>	<b>\$ 77,103</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 957	\$ 2,406
Accrued payroll and related expenses	7,109	5,385
Deferred revenue	20,351	21,618
Other accrued liabilities (Note 6)	10,912	10,226
<b>Total current liabilities</b>	<b>39,329</b>	<b>39,635</b>
Long-term deferred revenue	976	1,090
Other liabilities (Note 4)	995	1,137
Commitments and contingencies		
Redeemable preference shares, 0.0025 par value, 101,250,000 shares authorized; None issued and outstanding (Note 9)		
Shareholders' equity:		
Ordinary shares, 0.0025 par value; 150,000,000 shares authorized; 35,929,627 and 35,360,538 shares issued and outstanding at December 31, 2006 and 2005, respectively (Note 9)	99	98
Additional paid-in capital	501,992	495,957
Accumulated deficit	(458,294)	(460,814)
Accumulated other comprehensive income		
<b>Total shareholders' equity</b>	<b>43,797</b>	<b>35,241</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 85,097</b>	<b>\$ 77,103</b>

The accompanying notes are an integral part of these consolidated financial statements.

Certain amounts reported in the prior year have been reclassified to conform with the presentation in 2006.



**Table of Contents****IONA TECHNOLOGIES PLC****CONSOLIDATED STATEMENTS OF OPERATIONS**

(U.S. dollars in thousands, except share and per share data)

	Year Ended December 31,		
	2006	2005	2004
<b>Revenue:</b>			
Product revenue	\$ 42,056	\$ 33,630	\$ 30,735
Service revenue	35,782	33,176	37,284
Total revenue (Note 14)	77,838	66,806	68,019
<b>Cost of Revenue:</b>			
Cost of product revenue	523	636	435
Cost of service revenue	13,220	11,684	11,790
Total cost of revenue	13,743	12,320	12,225
Gross profit	64,095	54,486	55,794
<b>Operating expenses:</b>			
Research and development	15,946	15,848	17,204
Sales and marketing	33,221	30,293	29,263
General and administrative	12,375	9,287	8,808
Amortization of other assets		94	374
Restructuring (Note 4)		(189)	
Adjustment of acquisition liabilities (Note 3)			(600)
Total operating expenses	61,542	55,333	55,049
Income (loss) from operations	2,553	(847)	745
Interest income, net	1,738	825	286
Net exchange (loss) gain	(559)	99	(273)
Income before provision for income taxes	3,732	77	758
Provision for income taxes (Note 13)	1,212	920	566
Net income (loss)	\$ 2,520	\$ (843)	\$ 192
Basic net income (loss) per ordinary share and per ADS	\$ 0.07	\$ (0.02)	\$ 0.01
Shares used in computing basic net income (loss) per ordinary share and per ADS	35,648	35,139	34,570
Diluted net income (loss) per ordinary share and per ADS	\$ 0.07	\$ (0.02)	\$ 0.01
Shares used in computing diluted net income (loss) per ordinary share and per ADS (Note 12)	36,269	35,139	36,333

The accompanying notes are an integral part of these consolidated financial statements.

Certain amounts reported in the prior year have been reclassified to conform with the presentation in 2006.





**Table of Contents****IONA TECHNOLOGIES PLC****CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY**

(U.S. dollars in thousands, except share data)

	Number of Shares	Share Capital	Additional Paid-in Capital	Accumulated Deficit	Deferred Share-Based Compensation	Other Comprehensive Income	Total Shareholders Equity
Balance at December 31, 2003	34,005,707	\$ 94	\$ 493,260	\$ (460,163)	\$ (79)	\$	\$ 33,112
Amortization of deferred share-based compensation					38		38
Employee share purchase plan (Note 11)	178,255	1	393				394
Reversal of deferred share-based compensation on expiry or forfeiture of options			(41)		41		
Issuance of ordinary shares on exercise of options (Note 10)	619,639	1	1,225				1,226
Net income				192			192
Balance at December 31, 2004	34,803,601	96	494,837	(459,971)			34,962
Employee share purchase plan (Note 11)	173,473	1	425				426
Issuance of ordinary shares on exercise of options (Note 10)	383,464	1	695				696
Net loss				(843)			(843)
Balance at December 31, 2005	35,360,538	98	495,957	(460,814)			35,241
Employee share purchase plan (Note 11)	172,729		473				473
Issuance of ordinary shares on exercise of options (Note 10)	396,360	1	945				946
Share-based compensation (Note 10)			4,617				4,617
Other comprehensive income							
Net income				2,520			2,520
Balance at December 31, 2006	35,929,627	\$ 99	\$ 501,992	\$ (458,294)	\$	\$	\$ 43,797

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****IONA TECHNOLOGIES PLC****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(U.S. dollars in thousands)

	Year Ended December 31,		
	2006	2005	2004
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income (loss)	\$ 2,520	\$ (843)	\$ 192
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	2,007	2,356	3,060
Share-based compensation	4,617		38
Provision for doubtful accounts	88	(333)	188
(Profit) loss on marketable securities	(233)	(199)	138
Loss on disposal of property and equipment	1	4	50
Changes in operating assets and liabilities:			
Restricted cash deposits	200	3,000	250
Purchase of marketable securities	(8,927)	(33,291)	(27,721)
Sale of marketable securities	8,700	32,975	25,800
Accounts receivable	(8,623)	(4,704)	10,155
Prepaid expenses	509	(430)	936
Other assets	671	200	(617)
Accounts payable	(1,449)	(196)	119
Accrued payroll and related expenses	1,724	(149)	(1,726)
Other liabilities	544	(5,186)	(6,724)
Deferred revenue	(1,381)	1,529	(2,731)
Net cash provided by (used in) operating activities	\$ 968	\$ (5,267)	\$ 1,407
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchase of property and equipment	\$ (799)	\$ (1,169)	\$ (1,122)
Purchase of other assets			(176)
Proceeds from disposal of property and equipment			4
Purchase of marketable securities	(58,163)		
Sale of marketable securities	66,208		
Net cash used in investing activities	\$ 7,246	\$ (1,169)	\$ (1,294)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Issuance of shares, net of issuance costs	\$ 1,419	\$ 1,122	\$ 1,620
Net cash provided by financing activities	\$ 1,419	\$ 1,122	\$ 1,620
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>\$ 9,633</b>	<b>\$ (5,314)</b>	<b>\$ 1,733</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>27,936</b>	<b>33,250</b>	<b>31,517</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 37,569</b>	<b>\$ 27,936</b>	<b>\$ 33,250</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>			
Income taxes paid	\$ 1,312	\$ 263	\$ 609

The accompanying notes are an integral part of these consolidated financial statements.

Certain amounts reported in the prior year have been reclassified to conform with the presentation in 2006.



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**IONA TECHNOLOGIES PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization and Summary of Significant Accounting Policies**

*Organization*

IONA Technologies PLC (IONA) is organized as a public limited company under the laws of Ireland. IONA Technologies PLC and its subsidiaries, all of which are wholly-owned (the Company), provide infrastructure software. The Company also provides professional services, consisting of customer consulting and training and, to a limited extent, product configuration and enhancement, as well as customer technical support. The Company's major customers, based on revenue earned, are corporate information technology departments of U.S. businesses. The Company also earns significant revenue from similar customers in European countries and the rest of the world.

*Basis of Presentation and Principles of Consolidation*

The accompanying Consolidated Financial Statements are prepared in accordance with United States generally accepted accounting principles (U.S. GAAP). The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying footnotes. Actual results could differ from those estimates.

The accompanying Consolidated Financial Statements include IONA and its wholly-owned subsidiaries in the United States, British West Indies, Europe, Australia, Japan, China, Canada, Singapore and Korea after eliminating all material intercompany accounts and transactions.

*Companies Acts, 1963 to 2006*

The financial information relating to IONA included in this document does not comprise full group accounts as referred to in Regulation 40 of the European Communities (Companies: Group Accounts) Regulations 1992, copies of which are required by that Act to be annexed to a Company's annual return. The auditors have made reports without qualification and without reference to an emphasis of matter under Section 193 of the Companies Act, 1990 in respect of the Consolidated Financial Statements for the years ended December 31, 2005 and 2004. Copies of the Consolidated Financial Statements for each of the years ended December 31, 2005 and 2004 have been so annexed to the relevant annual returns, and a copy of the Consolidated Financial Statements for the year ended December 31, 2006 together with the report of the auditors thereon will in due course be annexed to the relevant annual return, which will be filed after the annual general meeting of IONA in 2007.

*Foreign Currency Translation*

The U.S. dollar is the functional currency for the Company. In accordance with Statement of Financial Accounting Standards (SFAS) No. 52, *Foreign Currency Translation* (SFAS 52), assets and liabilities denominated in foreign currencies are translated at year end exchange rates while revenue and expenses are translated at rates approximating those ruling at the dates of the related transactions. Resulting gains and losses are included in net income (loss) for the year.

*Revenue Recognition*

The Company's revenue is derived from product license fees and charges for professional services. The Company follows the revenue recognition criteria of Statement of Position (SOP) 97-2, *Software Revenue Recognition*, as amended by SOP 98-4 and SOP 98-9 issued by the Accounting Standards Executive Committee of the American Institute of Certified Public Accountants and related interpretations (collectively, SOP 97-2).

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The Company does not enter into arrangements to deliver software requiring significant production, modification or customization to its software products.

Under the terms of SOP 97-2, the Company recognizes revenue when all of the following criteria are met:

persuasive evidence of an arrangement exists;

delivery has occurred;

fee is fixed or determinable; and

collectability is probable.

For arrangements with multiple elements, the Company allocates revenue to each element of a transaction based upon its fair value as determined by vendor specific objective evidence (VSOE). VSOE of fair value for each element of an arrangement is based upon the normal pricing and discounting practices for each element when sold separately, including the renewal rate for support services. The Company maintains management approved price lists for its product licenses, customer support and professional services. The Company infrequently offers discounts on its customer support or professional services, and if offered, such discounts are usually insignificant. If the Company cannot objectively determine the fair value of any undelivered element included in the multiple element arrangement, revenue is deferred until all elements are delivered, services have been performed, or until fair value can be objectively determined. When the fair value of a delivered element cannot be established, the Company uses the residual method to record revenue, provided the fair value of all undelivered elements is determinable. Under the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is allocated to the delivered elements and is recognized as revenue.

The Company believes that its normal pricing and discounting practices provide a basis for establishing VSOE of fair value for the undelivered elements based on the following facts:

Support contracts are regularly sold on a stand-alone basis to customers that choose to renew the support contract beyond the initial term. Support contract pricing is based on established list pricing. The renewal purchases at consistent pricing provide the basis for VSOE on the support contracts. Support revenue is recognized ratably over the contract term.

Consulting contracts are regularly sold on a stand-alone basis to customers requesting these services. Consulting contract pricing is at a daily flat rate and customers purchase an appropriate number of service days. The consulting services delivered on a stand-alone basis at consistent pricing provide the basis for VSOE on the consulting contracts. Consulting revenue is recognized as the services are performed.

The Company performs a quarterly analysis of all contracts to ensure that the actual allocation of fair value to undelivered elements is not significantly different from the established VSOE rates for the individual elements. The analysis is segmented by geographical region, level of support, and type of customer (i.e. end-user licensee or licensee with rights of distribution).

The Company assesses whether fees are fixed or determinable at the time of sale and recognizes revenue if all other revenue recognition requirements are met. The Company's standard payment terms are generally net 30 days. Payment terms, however, may vary based on the country in which the agreement is executed. Payments that extend beyond 30 days from the contract date, but that are due within twelve months, are generally deemed to be fixed or determinable based on the Company's successful collection history on such arrangements, and thereby satisfy the required criteria for revenue recognition.



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The Company assesses whether collection is probable at the time of the transaction based on a number of factors, including the customer's past transaction history and credit-worthiness. If the Company determines that the collection of the fee is not probable, the fee is deferred and revenue is recognized at the time collection becomes probable, which is generally upon the receipt of cash.

The Company delivers products by overnight courier F.O.B origin or electronically, and its software arrangements typically do not contain acceptance provisions. Accordingly, delivery is satisfied when the product leaves the Company's premises, or if shipped electronically, when the customer has been provided with access codes to allow them to take immediate possession of the software.

Revenue from royalty arrangements in excess of guaranteed amounts is recognized upon notification of such royalties payable by the customer.

*Allowances for Doubtful Accounts*

The Company makes judgments on its ability to collect outstanding receivables and provide allowances for the portion of receivables when collection becomes doubtful. Provisions are made based upon a specific review of all significant outstanding receivables. In determining the provision, the Company analyzes the historical collection experience and current economic trends.

The following is a summary of the allowance for doubtful accounts for the periods indicated (in thousands):

	<b>Balance at Beginning of Period</b>	<b>Additions (Reversals)</b>	<b>Deductions(1)</b>	<b>Balance at End of Period</b>
Year ended December 31, 2006	\$ 740	\$ 88	\$ 175	\$ 653
Year ended December 31, 2005	\$ 1,073	\$ (333)		\$ 740
Year ended December 31, 2004	\$ 1,093	\$ 188	\$ 208	\$ 1,073

(1) Actual write-offs of uncollectible accounts receivable.

*Cost of Revenue*

Cost of revenue includes the costs of products and services. Cost of product revenue consists primarily of product media and duplication, manuals, packaging materials, shipping and handling expenses, third-party royalties and, to a lesser extent, the salaries and benefits of certain personnel and related operating costs of computer equipment. Cost of service revenue consists primarily of personnel costs for consultancy, training, customer support, product configuration and implementation, and related operating costs of computer equipment and travel expenses.

*Cash Equivalents*

The Company considers all highly liquid investments with insignificant interest rate risk and purchased with a maturity of three months or less to be cash equivalents.

*Financial Instruments*

The carrying value of cash and cash equivalents, restricted cash, accounts receivable, accounts payable, and other accrued liabilities approximates fair value due to short-term maturities of these assets and liabilities. Fair values of short-term investments are based on quoted market prices at the date of measurement.

*Marketable Securities*

Marketable securities consist of corporate bonds and U.S. government agency fixed income securities. Marketable securities are stated at market value, and by policy, the Company invests primarily in high grade marketable securities to reduce risk of loss. On April 1, 2006, following a periodic review of its investment





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policy, management determined that it no longer intended to actively and frequently buy and sell these securities with the objective of generating profits on short-term differences in price and, accordingly, the Company's investments in marketable securities were prospectively classified as available-for-sale under the provisions of SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities* (SFAS 115), and unrealized holding gains and losses would be reflected in the Company's accumulated other comprehensive income. Until April 1, 2006, these investments were classified as trading securities. The specific identification method is used to determine the cost basis of marketable securities disposed of.

*Research and Development*

Research and development expenditures are generally charged to operations as incurred. SFAS No. 86, *Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed* (SFAS 86), requires capitalization of certain software development costs subsequent to the establishment of technological feasibility. Based on the Company's product development process, technological feasibility is established upon completion of a working model. Development costs incurred by the Company between completion of the working model and the point at which the product is ready for general release have been insignificant.

*Other Assets*

Other assets represent costs of technology purchased or acquired from acquisitions, which have reached technological feasibility. The costs of technology have been capitalized and will be written off over their useful economic life estimated between three and four years in accordance with SFAS 86.

In accordance with SFAS No. 144, *Accounting for Impairment of Long-Lived Assets*, the Company is required to test its other assets for impairment whenever events or circumstances indicate that the value of the assets may be impaired. Factors the Company considers important, which could trigger impairment include:

significant underperformance relative to expected historical or projected future operating results;

significant changes in the manner of the Company's use of the acquired assets or the strategy for its overall business;

significant negative industry or economic trends;

significant decline in IONA's share price for a sustained period; and

significant decline in IONA's market capitalization relative to net book value.

*Property and Equipment*

Property and equipment is stated at cost. Depreciation of leasehold improvements is computed using the shorter of the lease term or estimated useful life. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

Computer equipment	3 years
Leasehold improvements	4 to 15 years
Office equipment	5 years
Furniture and fixtures	3 to 10 years

Depreciation expense was \$1.8 million, \$2.1 million and \$2.5 million in 2006, 2005 and 2004, respectively.



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### *Software Development Costs*

The Company capitalizes certain software development costs associated with the development of its website and other internal financial software. These costs incurred are accounted for in accordance with Statement of Position 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use* (SOP 98-1). In accordance with SOP 98-1, internal and external costs incurred to develop internal-use computer software during the application development stage are capitalized. Application development stage costs generally include software configuration, coding, installation and testing. Costs incurred for maintenance, testing minor upgrades and enhancements are expensed as incurred. Capitalized internal-use software development costs are included in property and equipment, and are amortized on a straight-line basis over the estimated useful lives of the related software, typically 3 years.

The Company capitalized approximately \$0.2 million, \$0.4 million and less than \$0.1 million of software development costs during 2006, 2005 and 2004 respectively. Amortization associated with capitalized software development costs totaled approximately \$0.5 million, \$0.4 million, and \$0.4 million during 2006, 2005 and 2004, respectively. At December 31, 2006, the Company has approximately \$0.5 million of unamortized software development costs.

### *Concentration of Credit Risk*

The Company sells its products to companies in various industries throughout the world and maintains reserves for potential credit losses. To date such losses have been within management's expectations. The Company generally requires no collateral from its customers. Due in part to industry consolidation in some of the vertical markets the Company serves, sales to its two largest customers when aggregated represented approximately 28% of its net revenue for the year ended December 31, 2006. No customer accounted for more than 10% of the Company's revenue in 2005 or 2004. Additionally, the same two customers accounted for approximately 45% of the Company's gross accounts receivable balance as of December 31, 2006. No customer accounted for more than 10% of the Company's gross accounts receivable balance as of December 31, 2005.

The Company invests its excess cash in low-risk, short-term deposit accounts with high credit-quality banks in the United States, China, Japan, British West Indies and Ireland. The Company performs periodic evaluations of the relative credit standing of all of the financial institutions with which it deals and considers the related credit risk to be minimal.

### *Compensated Absences*

The Company accrues for the liability associated with employees' absences from employment because of illness, holiday, vacation or other reasons in accordance with SFAS 43, *Accounting for Compensated Absences*. Prior to 2005, the Company did not accrue for this liability as the amount of compensation was not reasonably estimable. In the fourth quarter of 2005, the Company was able to implement a process to estimate its obligation for accrued vacation and consequently recorded a first time non-cash charge of \$1.1 million.

### *Accounting for Income Taxes*

The Company uses the asset and liability method in accounting for income taxes in accordance with SFAS No. 109, *Accounting for Income Taxes* (SFAS 109). Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws which will be in effect when the differences are expected to reverse.

### *Share-Based Compensation*

At December 31, 2006, the Company has five share-based employee compensation plans, which are more fully described in Note 10.

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On January 1, 2006, the Company adopted the fair value recognition provisions of SFAS No. 123 (revised 2004), *Share-Based Payment* (SFAS 123R). Prior to January 1, 2006, the Company accounted for share-based payments under the recognition and measurement provisions of APB Opinion No. 25, *Accounting for Stock Issued to Employees* and related interpretations (collectively, APB 25). In accordance with APB 25, compensation cost for share options was measured as the excess, if any, of the fair market value of IONA's shares at the date of the grant over the amount an employee must pay to acquire the shares. This cost was deferred and charged to expense ratably over the vesting period (generally four years).

The Company adopted SFAS 123R using the modified prospective transition method. Under that transition method, compensation cost recognized in year ended December 31, 2006, includes: a) compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the fair value on the date of grant estimated in accordance with the original provisions of SFAS No 123, *Accounting for Share-based Compensation* (SFAS 123) and b) compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the fair value on the date of grant estimated in accordance with the provisions of SFAS 123R. The results for the prior periods have not been restated.

The following table illustrates the effect on net (loss) income and net (loss) income per share if the Company had applied the fair value recognition provisions of SFAS 123 to share-based employee compensation (in thousands except per share amounts):

	<b>Year Ended December 31,</b>	
	<b>2005</b>	<b>2004</b>
Net (loss) income, as reported	\$ (843)	\$ 192
Add: Share-based compensation expense included in reported net (loss) income, net of related tax effects		38
Deduct: Total share-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(11,516)	(21,299)
Pro forma net loss	\$ (12,359)	\$ (21,069)
<b>Net (loss) income per share:</b>		
Basic and diluted as reported	\$ (0.02)	\$ 0.01
Basic and diluted pro forma	\$ (0.35)	\$ (0.61)

*Defined Contribution Plans*

The Company sponsors and contributes to defined contribution plans for certain employees and directors. Contribution amounts by the Company are determined by management and allocated to employees on a pro rata basis based on employees' contributions. The Company contributed approximately \$1.0 million, \$1.1 million and \$1.1 million to the plan in the years ended December 31, 2006, 2005 and 2004, respectively.

*Advertising and Promotion Expense*

All costs associated with advertising and promoting products are expensed as incurred. Advertising and promotion expense was \$2.0 million, \$2.2 million and \$2.1 million for the years ended December 31, 2006, 2005 and 2004, respectively.

*Comprehensive Income (Loss)*

The Company accounts for comprehensive income (loss) in accordance with the provisions of SFAS No. 130, *Reporting Comprehensive Income* (SFAS 130). SFAS 130 establishes guidelines for the reporting and display of

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comprehensive income and its components in the financial statements. The components of comprehensive income (loss), net of tax, for the year ended December 31, 2006 are as follows (in thousands):

	<b>2006</b>
Net income	\$ 2,520
Other comprehensive income (loss):	
Unrealized holding losses arising during period	
Less: reclassification adjustment for gains realized in net income	
<b>Net unrealized losses on investments</b>	
Total comprehensive income	\$ 2,520

*Reclassifications*

Certain amounts from prior periods have been reclassified to conform to the current period presentation. In 2005, the Company concluded that it was appropriate to classify commercial paper as cash equivalents. Previously, such funds had been classified as marketable securities. The Company made reclassifications amounting to \$8.2 million and \$11.6 million in 2004 and 2003, respectively, to reflect this reclassification by reducing marketable securities and increasing cash and cash equivalents. These reclassifications had no impact on the Company's working capital or consolidated statements of operations. However it did result in a \$3.4 million decrease in cash provided by operating activities in 2004.

*Recent Accounting Pronouncements*

In July 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), which prescribes a recognition threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return. Additionally, FIN 48 provides guidance on derecognition, classification, accounting in interim periods and disclosure requirements for uncertain tax positions. The accounting provisions of FIN 48 will be effective for the Company beginning January 1, 2007. The Company has substantially completed its assessment of the impact of the adoption of FIN 48 and expects that the financial impact of the initial adoption, if any, will be immaterial to its financial position or results of operations.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of SFAS 157 are effective as of January 1, 2008. The Company is currently evaluating the impact of adopting SFAS 157 but does not expect that the adoption of SFAS 157 will have any material impact on its consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115* (SFAS 159). SFAS 159 permits a company to choose, at specified election dates, to measure at fair value certain eligible financial assets and liabilities that are not currently required to be measured at fair value. The specified election dates include, but are not limited to, the date when an entity first recognizes the item, when an entity enters into a firm commitment or when changes in the financial instrument causes it to no longer qualify for fair value accounting under a different accounting standard. An entity may elect the fair value option for eligible items that exist at the effective date. At that date, the difference between the carrying amounts and the fair values of eligible items for which the fair value option is elected should be recognized as a cumulative effect adjustment to the opening balance of retained earnings. The fair value option may be elected for each entire financial instrument, but need not be applied to all similar instruments. Once the fair value option has been elected, it is irrevocable. Unrealized gains and losses on items for which the fair value option has been elected will be reported in earnings. The accounting provisions of SFAS 159 will be effective for the Company beginning January 1, 2008. The Company is currently assessing the effect of adopting SFAS 159.

**Table of Contents****2. Marketable Securities**

Marketable securities consist of corporate bonds and U.S. government agency fixed income securities. Marketable securities are stated at market value, and by policy, the Company invests primarily in high grade marketable securities to reduce risk of loss. As of December 31, 2006, marketable securities consist of auction rate securities with reset dates of up to March 2007 and maturity dates of up to March 2045. The weighted-average effective interest rates on the marketable securities was approximately 5.4%.

	Amortized Cost	As of December 31, 2006 Gross Unrealized Gains Unrealized Losses (U.S. dollars in thousands)		Market Value
Corporate bonds	\$			\$
Auction rate securities	16,100			16,100
<b>Total marketable securities</b>	<b>\$ 16,100</b>	<b>\$</b>	<b>\$</b>	<b>\$ 16,100</b>

	Amortized Cost	As of December 31, 2005 Gross Unrealized Gains Unrealized Losses (U.S. dollars in thousands)		Market Value
Corporate bonds	\$ 3,484		(9)	\$ 3,475
U.S. government agency securities	20,240	9	(39)	20,210
<b>Total marketable securities</b>	<b>\$ 23,724</b>	<b>\$ 9</b>	<b>\$ (48)</b>	<b>\$ 23,685</b>

The change in unrealized loss included in net income (loss) is as follows:

	2006	2005	2004
	(U.S. dollars in thousands)		
Unrealized loss at beginning of year	\$ (39)	\$ (139)	\$ (42)
Included in net income (loss) for the year	39	100	(97)
<b>Unrealized loss at end of year</b>	<b>\$</b>	<b>\$ (39)</b>	<b>\$ (139)</b>

**3. Acquisition of Netfish Technologies, Inc.**

In May 2001, a wholly-owned subsidiary of IONA merged with and into Netfish Technologies, Inc. (Netfish), for a total consideration of 5,036,318 newly-issued ordinary shares and replacement options, and \$30.9 million of closing costs incurred in connection with the merger. Of the 4,221,216 newly-issued ordinary shares, 504,598 were held back by the Company in 2001 as a source of indemnification payments that may become due to the Company. If the Company made no claims for indemnification, 75% of the 504,598 ordinary shares, or 378,448 shares, would have been distributed to the former holders of Netfish shares in May 2002 and 25% of the 504,598 ordinary shares, or 126,150 shares, would have been distributed in May 2003. In May 2002, the Company held back 142,045 ordinary shares to cover indemnification claims made by the Company. In May 2003, an additional 126,150 ordinary shares were held back to cover the indemnification claims that the Company previously made. If pending indemnification claims are resolved in a manner unfavorable to the Company, up to 268,195 ordinary shares held back by the Company could be distributed to the former holders of Netfish shares.

In October 2004, the Company received \$0.6 million from its insurers in connection with the favorable resolution of an acquisition contingency, relating to litigation costs, which resulted in the recognition of \$0.6 million of income.



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During prior periods, the Company's management and Board of Directors approved restructuring plans, which included consolidation of excess facilities, a reduction in workforce, and other related costs.

During 2006, the Company recorded a \$0.2 million charge related to a revision of lease estimates for previous restructurings. The Company also released \$0.2 million of restructuring accruals related to the negotiation of a new sublease in the United Kingdom.

During 2005, the Company released \$0.2 million of restructuring accruals of which \$0.1 million related to severance and benefit costs from previous restructurings, based on the final payments for such severance and benefits and \$0.1 million related to facilities costs for the Company's Dublin and Reading, UK offices.

During 2004, the Company recorded a charge of \$0.6 million for severance and benefit costs related to cost reduction actions for eight sales employees. Also during 2004, the Company released \$0.6 million of restructuring accruals related to severance and benefit costs from previous restructurings, based on the final payments for such severance and benefits.

The Company expects cash outlays of \$0.3 million will be made in the next twelve months, with remaining cash outlays of \$1.0 million to be made through the end of 2013.

Although the Company does not anticipate additional significant changes to its restructuring accruals, the actual costs may differ from those recorded in the event that the subleasing assumptions require adjustment due to changes in economic conditions surrounding the real estate market or the Company terminates its lease obligations prior to the scheduled termination dates.

The Company was required to make certain estimates and assumptions in assessing the amount accrued for excess facilities arising from these restructurings. The charge was calculated by taking into consideration (1) the committed annual rental charge associated with the vacant square footage, (2) an assessment of the sublet rents that could be achieved based on current market conditions, vacancy rates and future outlook, (3) an assessment of the period of time the facility would remain vacant before being sub-let, (4) an assessment of the percentage increases in the primary lease rent at each review, and (5) the application of a discount rate of 4% over the remaining period of the lease or break clause.

The following sets forth the Company's accrued restructuring costs as of December 31, 2006:

	<b>Excess Facilities</b>	<b>Severance</b>	<b>Total</b>
	<b>(U.S. dollars in thousands)</b>		
Balance at December 31, 2003	\$ 11,040	\$ 2,864	\$ 13,904
2004 charges		560	560
Cash outlays in 2004	(3,469)	(2,503)	(5,972)
2004 adjustments in estimates		(560)	(560)
Balance at December 31, 2004	7,571	361	7,932
Cash outlays in 2005	(5,527)	(264)	(5,791)
2005 adjustments in estimates	(92)	(97)	(189)
Balance at December 31, 2005	1,952		1,952
2006 charges	207		207
Cash outlays in 2006	(645)		(645)
2006 adjustments in estimates	(207)		(207)
Balance at December 31, 2006	\$ 1,307	\$	\$ 1,307





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**5. Restricted Cash**

At December 31, 2006, the Company has approximately \$0.3 million in restricted cash deposits with Citizens Bank which includes annual renewable letter of credit facilities for certain leased facilities. Should the Company not renew these letter of credit facilities or default on its rental obligations, \$0.3 million will be payable to the lessors. During 2006 and 2005, restrictions associated with \$0.2 million and \$3.0 million, respectively, payable upon demand for use toward satisfaction of amounts owed to a landlord were released.

**6. Other Accrued Liabilit**