

Doc. 1



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary General

Brussels, 20 -06- 2005
SG/B/PPV/cc/D(2005) 6036
A/ 5406

Dear Mrs Murray,

1. Former Vice-President De Palacio has informed the Commission that she intends to accept a non-executive position at the Englefield Capital Renewable Energy Fund's Advisory Council. According to her letter, the aim of this Fund is to invest in new and existing wind energy developments throughout Europe.

2. It appears that the planned occupation is related to Mrs De Palacio's former portfolio, as she was responsible for Transport and Energy matters during President Prodi's Commission.

In effect, under her political guidance, there was a substantial development of the Community legal framework and financial support to renewable energies. However, according to the available information, the above-mentioned Fund did not receive, during her term of office, any direct or indirect financial support from the part of the Community budget managed by the Commission department responsible for Energy.

On this basis, and bearing in mind its advisory nature, it seems *prima facie* that such an occupation is compatible with the last paragraph of Article 213(2) of the Treaty.

Nevertheless, should the Commission, further to the findings of the Ethical Committee, share this position, it is proposed to remind Mrs De Palacio that she is required not to disclose information of the kind covered by the obligation of professional secrecy, in accordance with Article 287 of the EC Treaty.

3. Therefore, in compliance with the Code of Conduct for Commissioners and paragraph 2 of Article 2 of Commission Decision C(2003)3750, I hereby request the Ethical Committee to provide its opinion on the compatibility of Mr De Palacio's planned occupation at the earliest convenience, if possible by 24 June.

Yours sincerely,

David O'Sullivan

c.c.: Mr Pandolfi, Member of the *ad hoc* Ethical Committee
Mr Van Miert, Member of the *ad hoc* Ethical Committee

Mr J. Murray, Chairperson of the *ad hoc* Ethical Committee

Doc. 2

-----Original Message-----

From: JohnMurray@courts.ie [mailto:JohnMurray@courts.ie]
Sent: Wednesday, June 22, 2005 3:29 PM
To: CLAEYS BOUUAERT Donatienne (SG)
Cc: f.m.pandolfi@virgilio.it; Karel.vanmiert@skynet.be
Subject: Re: FW: Request for an opinion of the ad hoc ethical committee

Dear Mme. Claeys Bouuaert,

I acknowledge receipt of the above. I feel further information on this matter is required. There is not for example even the information that was made available in the instance of Mr. Christopher Patten - which was minimal and the opinion was given in the light of the non-remunerated and wholly non-commercial activity of the organisation involved in that case.

What is Englefield Capital? What does it (or its affiliates/subsidiaries) do in areas of the former V-P's portfolio? Ditto for their Renewable Energy Fund's Advisory Council? Is the investment in energy projects for commercial purposes rather than just public interest purposes? It seems to me impossible to evaluate the ethics of the situation unless details of what the proposed post involves with particular (but not only) reference to any links, directly or indirectly, to commercial activities.

Apart from the need for the above information I am afraid my schedule is unlikely to permit a response on my part in the short time frame to June 24.

Yours sincerely, John Murray



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary General

Doc. 3

Brussels, 28-06-2005
SG/B/PPV/aws/D(2005)6457
A/ 5519

Dear Mr. Bolkestein,

1. Former Commissioner Mr Bolkestein has informed the Commission that he has been invited to become a member of an advisory group to the Group Menatep, a holding company that is the main shareholder of the Russian oil company Yukos (for more information on Group Menatep, please check its website at <http://www.groupmenatep.com/index.cfm> which includes a press release on the addition of Mr Bolkestein to its Advisory Board http://www.groupmenatep.com/pdfs/Bolkestein_May_2005).

Mr Bolkestein added that the planned occupation, which will expire on 15 December 2005, is not related to his former work as member of the European Commission.

2. In effect, it appears that such an occupation is not directly related to Mr Bolkestein's former work as Commissioner responsible for the Internal Market portfolio.

However, it is worth noting that in 2001 Mr Bolkestein, on behalf of the Commission, gave an answer to a Parliamentary question on possible breaches to Directive 91/308/EC on prevention of the use of the financial system for the purpose of money laundering, in which there were allegations against Menatep and the Luxembourg-based clearing house Clearstream (annex n° 1).

Mr Bolkestein's answer to that Parliamentary question was given in accordance with the Commission's competences as guardian of correct implementation of Community law by the Member States.

3. It should also be noted that the judiciary authorities of Luxembourg concluded recently, further to an initial instruction, that the above-mentioned allegations of money laundering involving Clearstream and Menatep were not founded and therefore no judicial proceedings would be carried out (annex n° 2).
4. Against this background, and also bearing in mind its advisory nature, it seems *prima facie* that the planned occupation is compatible with Article 213(2) of the EC Treaty.
5. In compliance with the Code of Conduct for Commissioners and paragraph 2 of Article 2 of Commission Decision C(2003)3750, I hereby request the Ethical Committee to provide its opinion on the compatibility with Article 213(2) of the EC Treaty of Mr Bolkestein's planned occupation at the earliest convenience.

Yours sincerely

David O'Sullivan

D. Sullivan

29th August 2005

Doc. 4

Dear Mr. O'Sullivan,

Herewith opinion of the Ad Hoc Committee concerning Mr. Bolkestein.

As you will note, the Committee on the facts before it have decided that the position to be taken up by him is not, in principle, incompatible with the code of conduct or article 213(2).

The Committee did add a general observation at paragraph 6. The purpose of this paragraph is to underline that the primary responsibility for compliance must always rest with a former commissioner since it is the former commissioner which must decide whether he or she accepts the post and is in the best position to seek any information from the company or body with whom they are in contact. They are not absolved from this responsibility by reason only of the fact that the Commission with the benefit of a favourable opinion from the Ad Hoc Committee raises no objection to the post being accepted. The duty imposed on former members of the Commission under article 213(2) "to behave with integrity and discretion as regards the acceptance...of appointments or benefits". The general probity of the company or body concerned and perhaps its reputation in that respect is not an irrelevant factor. In the absence of objective material it would not be possible for the Ad Hoc Committee, nor perhaps the Commission, to assess the general reputation of a company and in particular the weight to be attached to informal allegations emanating from such sources as the media. In the end it is a matter for the judgment and the exercise of discretion by a former commissioner to decide whether he or she should accept a particular post with a particular company or body.

Yours sincerely,

The Hon. Mr. Justice John L. Murray
Chairperson

OPINION OF AD HOC ETHICAL COMMITTEE
RE MR. BOLKESTEIN

1. Mr. Bolkestein wishes to accept an appointment as a member of the Advisory Board of the group Menatep, the holding company that is the main shareholder of the Russian oil company Yukos.
2. It is stated that the planned occupation, which will expire on 15 December, 2005, is not related to his former work as a member of the European Commission.
3. It appears that allegations were made in some of the French press, and in a book published in France, concerning alleged illegal activity by the group Menatep. This led to a question being asked in the European Parliament concerning a possible breach of directive 91/308/EC on the prevention of the use of financial systems for the purpose of money laundering. In particular the question was concerned with the opening of an account in a Luxemburg based clearing house, Clearstream. Mr. Bolkestein answered the question on behalf of the Commission. His function was confined to pointing out, in response to the question, that the role of the Commission is to ensure that directives are properly implemented by national law at national level. It is then a matter for national authorities to enforce that law. He pointed out that Luxemburg had correctly incorporated the directive into its national law and that as far as the Commission is aware the Luxemburg authorities are applying it extensively and correctly.
4. The judicial authorities of Luxemburg conducted an investigation concerning the allegations of money laundering involving Clearstream and Menatep. Those authorities concluded that the allegations were not well founded and that no further judicial proceedings were required.
5. Having regard to the fact that the post is unrelated to his activity as a commissioner, (the response to the parliamentary question involving simply a formal statement concerning the observance by Member States of their obligations under the directive) the committee concludes that it has found no reason in principle why Mr. Bolkestein should not accept the appointment.
6. The committee considers that it should add, from a general perspective concerning its work, that it always remains the primary responsibility of a former member of the commission to judge whether his or her acceptance of a post is in compliance with the code of conduct for commissioners and article 213(2) of the EC Treaty. This imposes a duty on a former member of the Commission "to behave with integrity and discretion as regards the acceptance,...of certain appointments or benefits." This is a matter of judgment for the individuals concerned having regard to all the circumstances known to them. Where there are any circumstances known to a former member of the commission material to those matters all relevant information should be supplied to the Commission so that the Commission, and hence the Ad Hoc Committee, may exercise its functions accordingly. On the other hand the respective roles of the Commission and the Ad Hoc Committee are simply aids to ensure that there is compliance with the code of conduct and

article 213(2). Both the Commission, and hence the Ad Hoc Committee, can only act on the objective material in their possession. Thus the onus always remains with the former member of the Commission to exercise their judgment and discretion as to whether he or she should accept a particular appointment.

John L. Murray

Chairperson



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary General

Doc 15

Brussels, 15-04-2005
SG/B/PPV/cc/D(2005) 3596
A/3115

Dear Mr Murray,

1. Mr Nielson informed the Commission that he intends to accept a short term remunerated *ad hoc* assignment to participate in an evaluation of the Demobilisation and Reintegration Programme in Eritrea. Mr Nielson indicated that the evaluation is done by the Nordic Consulting Group for the World Bank, which is the main donor to and coordinator of the international support for the demobilisation.

The overall objectives of the Programme are to consolidate peace and contribute to economic recovery and fiscal stability through the reallocation of public resources from military to social and economic investments.

2. It appears that the planned occupation has a link with Mr Nielson's former portfolio (Development and Humanitarian Aid).

In effect, further to an official request made by the Government of Eritrea and to a development partners meeting, the European Union decided to support the above-mentioned Programme. To this end, the Commission adopted an initial funding decision in December 2002 in the framework of the European Development Fund.

The release of additional Community funding (second tranche) is linked to progress in the political situation and to the evaluation of the use of the initial funding (for more detailed information please check enclosed note).

3. Bearing in mind that the evaluation of the Programme's implementation should provide the Commission with a tool for deciding on possible additional funding, it seems, *prima facie*, that Mr Nielson's participation in that evaluation is compatible with the last paragraph of Article 213(2) of the Treaty.

However, in accordance with the Code of Conduct for Commissioners, if the planned occupation is related to the content of the Commissioner's portfolio, the Commission shall seek the opinion of the *ad hoc* Ethical Committee on whether the above occupation is compatible with the last paragraph of Article 213(2) of the Treaty.

Therefore, in accordance with paragraph 2 of Article 2 of Commission Decision C(2003)3750, I hereby request the Ethical Committee, which you chair, to provide its opinion on the compatibility of Mr Nielson's planned occupation by 25 April at the latest.

Yours sincerely


David O'Sullivan

Enclosure: Background note

c.c.: Mr Pandolfi, Member of the *ad hoc* Ethical Committee
Mr Van Miert, Member of the *ad hoc* Ethical Committee

Mr J. Murray
Chairperson of the *ad hoc* Ethical Committee

Doc 6

Mr. David O'Sullivan
Secretary General
European Commission

Dear Mr. O'Sullivan,

1. On behalf of the members of the Ethical Committee I acknowledge receipt, by email, of your letter dated 15th April, 2005 concerning the proposal of the former member of the Commission, Mr. Nielson, to accept a remunerated assignment to participate in an evaluation of the Demobilisation and Reintegration Programme in Eritrea.
2. It is noted that:
 - (a) The overall objectives of the Programme are to consolidate peace and contribute to economic recovery and fiscal stability through the re-allocation of public resources from military to social and economic investments;
 - (b) The release of additional community funding in support of the Programme is linked to progress in the political situation and to the evaluation of the use of the initial funding;
 - (c) The evaluation of the Programme's implementation should provide the Commission with a tool for deciding on possible additional funding;
 - (d) That the proposed occupation of Mr. Nielson has a link with his former portfolio, as a member of the Commission, Development and Humanitarian Aid;
 - (e) The appointment of Mr. Nielson is an ad hoc assignment to participate in the evaluation of the Programme and is short-term.
3. Having regard to the ad hoc short-term nature of the proposed occupation, the absence of any private commercial element in that occupation and the objectives of the Programme, the Ethical Committee is satisfied that the proposed occupation is compatible with the last paragraph of Article 213(2) of the Treaty.

Yours faithfully,

The Hon. Mr. Justice John L. Murray
Chairperson of the Committee

21.04.2005



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary General

Doc. 7

Brussels, 09-12-2004
SG/B/PPV/mb/D(2004) 10626
A/13041

Dear Mr Murray.

Mr Patten has informed the Commission of the occupations he intends to pursue after the end of his term of office as Commissioner.

Further to the examination of the planned occupations, it appears that that of co-chair of the International Crisis Group (ICG), a foreign affairs think-tank, has a link with Mr Patten's former portfolio.

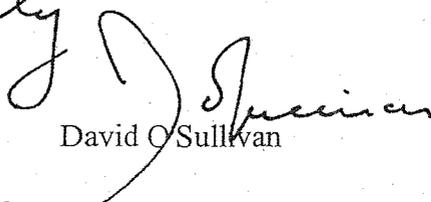
Mr Patten added that such occupation is non-executive and not remunerated and will be carried out on a part-time basis.

According to the information available at the internet, the ICG is an independent, non-profit, multinational organisation, with over 100 staff members on five continents, working through field-based analysis and high-level advocacy to prevent and resolve deadly conflict (<http://www.icg.org/home/index.cfm?l=1>).

Bearing in mind the nature of the occupation and of the organisation for which it will be carried out, it seems, *prima facie*, that the planned position is compatible with the last paragraph of Article 213(2) of the Treaty.

However, in accordance with the Code of Conduct for Commissioners, if the planned occupation is related to the content of the Commissioner's portfolio, the Commission shall seek the opinion of the *ad hoc* Ethical Committee on whether the above occupation is compatible with the last paragraph of Article 213(2) of the Treaty.

Therefore, in accordance with paragraph 2 of Article 2 of Commission decision C(2003)3750, I hereby request the Ethical Committee which you chair to provide its opinion on the compatibility of Mr Patten's above-mentioned planned occupation by 17 December at the latest.

Sincerely

David O'Sullivan

c.c.: Mr Pandolfi, Member of the *ad hoc* Ethical Committee
Mr Van Miert, Member of the *ad hoc* Ethical Committee

Mr J. Murray
Chairperson of the *ad hoc* Ethical Committee

Doc. 8

Dear Mr. O'Sullivan,

On behalf of the members of the Ethical Committee I acknowledge receipt, by email, of your letter dated December 9th concerning the participation of former Commissioner Mr. Patten in the International Crisis Group (ICG) as co-chairman of that organisation. Mr. Patten's position is to be non-executive, unremunerated and carried out on a part-time basis.

It is noted that the Commission takes the view that *prima facie* the position in question is compatible with the last paragraph of Article 213(2) of the Treaty. This is important because it would be incumbent on the Commission (as well as a former Commissioner) to provide information on any actual or potential conflict with EU interests, particularly in matters where such a potential may not be self-evident. In this matter it could be of importance that Mr Patten respects the confidentiality of confidential information, if any, arising from his portfolio concerning EU foreign policy issues or those of member state governments (or individuals within them). The Committee in arriving at its opinion, as expressed below, has taken into account, *inter alia* the absence of any expression of possible grounds for concern by the Commission, which would be uniquely within its knowledge.

The Committee have found it appropriate to arrive at its opinion in this matter by means of the written procedure provided for in its Rules of Procedure.

The Committee, noting that the ICG is a non-profit making organisation and that it has received funding from many governments of the member States of the EU (as stated in its website referred to in the letter from the Commission) and having to regard the non-commercial, conflict resolution, objectives of the ICG and the non-remunerated part-time post of co-chairman which Mr. Patten intends to exercise, is of the view that there is no conflict with Article 213(2) of the Treaty.

Yours faithfully,

John L. Murray
Chairman ad hoc Ethical Committee

16.12.2004



EUROPEAN COMMISSION
SECRETARIAT-GENERAL

The Secretary General

Doc. 9

Brussels, 22-11-2004
SG/B/PPV/mb/D(2004) 9891
A/12299

Dear Mr Byrne,

Mr Byrne has informed President Prodi of the occupations he intends to pursue after the end of his term of office as Commissioner.

Further to the examination of the planned occupations, it appears that that of Special Envoy of the Director-General of the World Health Organisation (WHO) for the revision of the International Health Regulation is related to the content of Mr Byrne's portfolio (Health and Consumer Protection).

In this respect, it should be stressed that the occupation in question would only concern a particular subject of Mr Byrne's portfolio, i.e. collaboration with the WHO in the domain of Public Health.

Regarding the nature of the activity, it appears from the attached terms of reference that the role of the Special Envoy is, further to the negotiations at the Intergovernmental working group in which the Commission is involved as an international organisation, to facilitate compromise solutions between the WHO Member States on pending issues concerning the revision of the International Health Regulation.

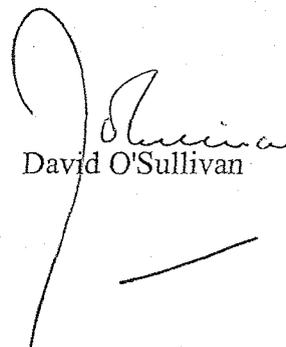
Mr Byrne also informed us that he expects to commit a maximum of 60 days to this function between the end of his term of office as Commissioner and the conclusions of the negotiations in May 2005.

Bearing in mind the nature of the occupation, the organisation for which it will be carried out and the fact that the Commission is also associated with the work on the revision of the International Health Regulation, it seems that the function of Special Envoy of the Director-General of the WHO is, *prima facie*, compatible with the last paragraph of Article 213(2) of the Treaty.

However, in accordance with the Code of Conduct for Commissioner (SEC (1999)1479), if the planned occupation is related to the content of the Commissioner's portfolio, the Commission shall seek the opinion of the *ad hoc* Ethical Committee on whether the above occupation is compatible with the last paragraph of Article 213(2) of the Treaty.

Therefore, in accordance with paragraph 2 of Article 2 of Commission decision C(2003)3750, I hereby request the Ethical Committee which you chair to provide its opinion on the compatibility of Mr Byrne's above-mentioned planned occupation by 26 November at the latest.

I take this opportunity to inform you and the other members of the Ethical Committee that the Commission, in its meeting of 16 November, after having examined the nature of the occupations envisaged by Commissioners Kinnock, Schreyer, Vitorino, Lamy and Telicka, considered that they are not related to the content of their portfolios and that they are compatible with the provisions of the last paragraph of Article 213(2) of the Treaty.



David O'Sullivan

Enclosure: Terms of reference for the Special Envoy of the Director-General of the World Health Organisation for the revision of the International Health Regulation

c.c.: Mr Pandolfi, Member of the *ad hoc* Ethical Committee
Mr Van Miert, Member of the *ad hoc* Ethical Committee

Mr J. Murray
Chairperson of the *ad hoc* Ethical Committee

Doc. 10

-----Original Message-----

From: JohnMurray@courts.ie [mailto:JohnMurray@courts.ie]
Sent: Thursday, November 25, 2004 10:28 AM
To: BENITEZ SALAS Maria Angeles (SG)
Subject: RE: FW: Request for an opinion of the ad hoc ethical committee

)) Dear Ms Benitez Salas,
I have spoken with Mr. Van Miert but I have not heard yet from Mr Pandolfi.

However we can act through two members of the ad hoc committee which I propose to do at this stage. Mr Van Miert and I are in accord and are of the view tha although the proposed engagment of Mr. Byrne relates directly to the portfolio held by him when Commissioner it is clear, having regard to all the circumstances, including the nature and purpose of his new role and the public interest objectives of the WHO, that no incompatibility with Article 213(2) of the EC treaty arises in this case.

Yours sincerely, John Murray, Chairman

p.s. My mobile no. remains the same which I confirm is (353) 872606675

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EUROPEAN COMMISSION
SECRETARIAT GENERAL

SG/B – Better Regulation and Administration
The Director

Doc. 11

Brussels, 07 MAI 2010
SG.B4 DCB/JTB Ares(2010)

Note to the Members of the Ad hoc Ethical Committee

Mr Michel Petite

Mr Terry Wynn

Mr. Rafael García-Valdecasas

Subject: Post-office occupations envisaged by Mr Günter Verheugen

Please find enclosed Mr Günter Verheugen's letter of 29 of April 2010 to me as well as the four fiches on his planned post office occupations. I would like to request the Ad hoc Ethical Committee's opinion on the compatibility of these functions with the Code of Conduct for Commissioners.

Mr Verheugen did not provide information on the expected remunerations corresponding to his new assignments. It is worthy to note that information on the expected remuneration is compulsory on an annual basis for former Commissioners who are entitled to a transitional allowance (which is not the case for Mr Verheugen, who is already retired).

I remain at the committee's disposal, should you need further information.

Kind regards,

Hubert Sztaszewski

Cc: Mrs Day

Encl: 5 (letter + 4 fiches)

Prof. Günter VERHEUGEN

29104 / 2010

European Commission
SG Dir B
Mr. Hubert Sztaszewski

00322 29 534 28

ADS Fax

~~4322 29 25 763~~

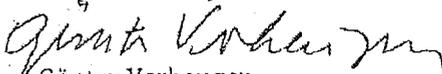
Your fax from April 15 2010
Dear Mr. Sztaszewski

Thank you very much for your letter from April 15 2010. According to Art. 1.1.1. of the Code of Conduct for Commissioners I wish to inform you about the following

1. I will work as a political adviser for the Bundesverband der Deutschen Volksbanken and Raiffeisenbanken BVR (this is the federation of cooperative banks in Germany). The BVR is not operating as a bank; it is the political representation of some 1200 local cooperative banks in Germany. My role will not include lobbying of any kind.
2. I will work as a senior adviser / Vice Chairman for the Royal Bank of Scotland, Niederlassung Deutschland. My role there is strictly advisory and does not include executive functions. In particular it does not include lobbying of any kind.
3. I have joined the international advisory board (IAB) of the US company FleishmanHillard International Communications. Again it is a strictly advisory role and excludes lobbying of any kind.
4. I am considering accepting the offer of TOBB (Union of chambers and commodity exchanges of Turkey) to advise the President of the organisation on international and bilateral Turkish German business relations.

All the above-mentioned activities do/ will have not the nature of an employment. They are not related to the content of portfolios, which I held during my 2 terms as a member of the European Commission.

Yours sincerely


Günter Verheugen

REQUEST FOR OPINION
BY THE AD-HOC ETHICAL COMMITTEE
4 May 2010

Name of the (former) Commissioner	Mr Günter Verheugen, Vice-President Entreprise and Industry
Date of the letter sent to the Commission	29.04.2010
Proposed post/occupation	Political adviser
Name of the "employer"	Bundesverband der Deutschen Volksbanken und Raiffeisenbanken (BVR – Federation of German cooperative banks)
Additional information	Mr Verheugen underlines that the BVR is not operating as a bank; it is the political representation of some 1200 local cooperative banks in Germany. Mr Verheugen's role will not include lobbying of any kind. http://www.bvr.de/public.nsf/index.html?ReadForm
Deadline	The Committee is kindly requested to deliver its opinion about the compatibility of the proposed occupation with the provisions of the Code of Conduct for Commissioners.

REQUEST FOR OPINION
BY THE AD-HOC ETHICAL COMMITTEE
4 May 2010

Name of the (former) Commissioner	Mr Günter Verheugen, Vice-President Entreprise and Industry
Date of the letter sent to the Commission	29.04.2010
Proposed post/occupation	Senior Adviser / Vice Chairman
Name of the "employer"	Royal Bank of Scotland (German branch)
Additional information	Mr Verheugen underlines that his role will be strictly advisory and will not include executive functions. In particular, it will not include lobbying of any kind. http://www.rbs.com/about-rbs/g1/group-structure.ashx
Deadline	The Committee is kindly requested to deliver its opinion about the compatibility of the proposed occupation with the provisions of the Code of Conduct for Commissioners.

REQUEST FOR OPINION
BY THE AD-HOC ETHICAL COMMITTEE
4 May 2010

Name of the (former) Commissioner	Mr Günter Verheugen, Vice-President Entreprise and Industry
Date of the letter sent to the Commission	29.04.2010
Proposed post/occupation	Member of the International Advisory Board
Name of the "employer"	Fleishman Hillard International Communications (US company)
Additional information	Mr Verheugen underlines that his role is strictly advisory and excludes lobbying of any kind. http://fleishmanhillard.com/ <i>(à noter : M. David Byrne, ancien Membre de la Commission, est un membre du Advisory Board de la société en question)</i>
Deadline	The Committee is kindly requested to deliver its opinion about the compatibility of the proposed occupation with the provisions of the Code of Conduct for Commissioners.

REQUEST FOR OPINION
BY THE AD-HOC ETHICAL COMMITTEE
4 May 2010

Name of the (former) Commissioner	Mr Günter Verheugen, Vice-President Entreprise and Industry
Date of the letter sent to the Commission	29.04.2010
Proposed post/occupation	<u>Possible</u> role of advisor of the President of TOBB, to advise on international and bilateral Turkish German business relations.
Name of the "employer"	Union of Chambers and Commodity Exchanges of Turkey (TOBB)
Additional information	http://www.tobb.org.tr/eng/organizasyon/organizasyon.php
Deadline	The Committee is kindly requested to deliver its opinion about the compatibility of the proposed occupation with the provisions of the Code of Conduct for Commissioners.

Doc. 12

Ad Hoc Ethical Committee

TO		DATE	28 June 2010
COPY TO		FILE REF	
FROM	Michel Petite Rafael Garcia-Valdecasas Terry Wynn	DIRECT DIAL	+33 1 44 05 52 44

Re:

- **Request n° 7 from the European Commission**
- **Mr Gunter Verheugen**

1. By letter of 7 May 2010, the Secretary General of the European Commission sent a request for an opinion from the Ad hoc Ethical Committee on envisaged post-office occupations of Mr Gunter Verheugen.

On the 1 June the Committee asked for further information on the request, to which a reply was given on 8 June after contacting Mr Verheugen.

2. The activities proposed are:

- i. Member of the International Advisory Board of Fleishman Hillard International Communications, a US private company doing business in Public Relations and Publicity. The role of this International Advisory Board is strictly advisory and excludes lobbying of any kind. The IAB is not a formal body or organ of the company and does not hold separate meetings. Members are expected to deliver speeches, attend seminars and conferences organised by the company.

- ii. Role of adviser to the President of TOBB (Union of Chambers and Commodity Exchanges of Turkey), to advise on international and bilateral Turkish/German business relations. The role is to meet with the President to give advise, not to sit on any organs of the company. Attending International events and giving speeches will be part of the role.

iii. Senior Adviser/Vice Chairman of Royal Bank of Scotland (German Branch). A strictly advisory role with no executive functions or lobbying. The VC title is purely decorative and the position does not demand sitting on organs of RBS.

iv. Political Adviser to Bundersverband der Deutschen Volksbanken und Raiffeisenbanken (BVR- Federation of Co-operative Banks). BVR is not a bank but the political representation of 1200 local Co-operative banks in Germany and the role will not include any lobbying. Once again the position does not involve sitting on organs of BVR but giving advice and speeches.

3. Considering the various roles do not conflict with the Code of Conduct of former Commissioners, the Ethical Committee is of the opinion that the considered activities are in conformity with article 245 (2) of the Treaty on the Functioning of the Union.



EUROPEAN COMMISSION
SECRETARIAT GENERAL

SG/B – Better Regulation and Administration
The Director

Doc. 13

Brussels,
SG.B4 dcb Ares(2010)

Note to the Members of the Ad hoc Ethical Committee

Mr Michel Petite

Mr Terry Wynn

Mr. Rafael García-Valdecasas

Subject: Post-Office activities of Prof. Günter VERHEUGEN (European Experience Company GmbH (EEC) – new company covering European and international policy matters)

Please find here attached a letter sent to Mr. Verheugen and his reply to the Secretary General on Wednesday 1 September 2010, concerning his activities as non executive director of a new company that he has co-founded.

Mr. Verheugen did not inform the Commission earlier as he considered that this does not constitute an occupation, but an investment.

The question of the obligation to notify such activity is resolved by the communication received from Mr. Verheugen and, following the Code of Conduct for Commissioners, the Commission will now have to adopt a Decision on whether the planned occupation is compatible with the last paragraph of Article 245 (2) of the TFEU.

In agreement with the Secretary General it has been decided to request the opinion of the Ad hoc Ethical Committee in order to assess whether the planned occupation is compatible.

Please let me know if further information would be necessary.

Hubert Szlaszewski

Encl: 2

Copy: Ms Day, Secretary General

Doc. 14

Opinion of the Ad Hoc Ethical Committee

FROM	Michel Petite Rafael Garcia-Valdecasas Terry Wynn	DATE	2 November 2010
TO	Mrs Day, General Secretary		

**Re: - Request n° 10 from the European Commission
- Prof Günther Verheugen**

1. By letter of the 1st September 2010, the Secretariat General of the European Commission requested the opinion of the Ad Hoc Ethical Committee, on an activity envisaged by Prof. Günther Verheugen, former Commissioner in charge of the Enterprise and Industry until the entry in office of the new Commission in 2010.

2. The activity considered is that of non-executive director of a newly founded "European Experience Company GmbH" (EEC). The new company is aimed at developing, on European and international policy matters:
 - briefing sessions and written briefings for top leaders;
 - management seminars in cooperation with experts from European institutions;
 - background papers and strategy recommendations;
 - support for public relations in European affairs speeches, media events, publications;
 - conflict mediation.

EEC excludes engaging in any lobbying activity. EEC is co-owned by Dr Petra Erler, managing director of the firm and Prof. Günther Verheugen, non-executive director.

3. Prof. Verheugen will receive no remuneration for this function of non-executive director function, and expects to be eventually remunerated as a shareholder of the company, out of its results.

4. In his former term of office as Commissioner, Prof. Verheugen was in charge of Enterprise and Industry, which implies covering a broad spectrum of economic activities, of which are excluded the area of services and a number of specific industrial sectors (*i.e.* energy, transport, telecoms).
5. In its web presentation EEC clearly implies that the services offered by the company will be delivered by either or both of its co-founders Dr Petra Erler and/or Prof. Günther Verheugen. The Committee is of the opinion that it is indifferent in this respect that Prof. Verheugen be employed by the company or co-own the company and be potentially remunerated accordingly; the relevant matter being that his services be offered as an economic activity to the operators

The Committee is therefore of the opinion that Prof. Günther Verheugen would engage in an occupation relevant to article 245(2) of the Treaty on the Functioning of the European Union.

6. The content of the services offered is very broad. It formally excludes lobbying activities. Nevertheless it covers briefings, recommendations, support for public relations in European affairs in an unspecified manner, in such a way that it could cover very general services as well as very specific issues which Prof. Verheugen could have come across in his previous function. Considering the broad and indiscriminate description of the services covered, the Committee feels unable to assess in an appropriate manner the scope of services offered, which could unduly overlap with the previous functions as Commissioner. It is of the view that, as described, it is inevitable that such a wide activity could at some point directly intersect with the scope of the Commissioner's former activity, in a manner which could not be dealt with by abstaining on a case-by-case basis.
7. The Ethical Committee is therefore of the opinion that, as presently so indiscriminately described, the considered activity cannot be viewed as in conformity with article 245(2) of the TPEU.



EUROPEAN COMMISSION
SECRETARIAT GENERAL

The Secretary General

Doc. 15

Brussels, 26/1/10
SG.B4 JTB Ares(2010) 39664

**Note to M. Michel Petite
Chairman of the Ad hoc Ethical Committee**

Subject: Commissioner Fischer Boel's post-office occupation

Please find enclosed the Commission's request for an opinion from the Ad hoc Ethical Committee on an envisaged post-office occupation of Mrs Fischer Boel.

The scope of this occupation might be linked to Mrs Fischer Boel's portfolio as it concerns food security.

Catherine Day

Encl: 1

Copy: Mr. Laitenberger, Head of President Barroso's private office

REQUEST NR. 5 FOR OPINION
BY THE AD-HOC ETHICAL COMMITTEE
20 January 2009

Name of the (former) Commissioner	Mariánn Fischer Boel Agriculture and rural development
Date of the letter sent to the President	14 January 2010
Proposed post/occupation	Member of the Board
Name of the "employer"	Rockwool Foundation
Additional information	<p>Established in 1981, the (Danish) Rockwool Foundation aims at supporting scientific, humanitarian, artistic and/or social activities and at contributing to improvement of environmental conditions and to development in society.</p> <p>The Rockwool Foundation is active inter alia in the field of food security and poverty alleviation, which presents a link to Mrs Fischer Boel's responsibilities at the Commission.</p> <p>http://www.rockwoolfonden.dk/about+the+foundation</p> <p>Proposed remuneration:  </p> <p>Position to be assumed as from 19 March 2010</p>
Comments	<p>Mrs Fischer Boels's participation to the Board of the Rockwell Foundation seems compatible with article 245 of the TFUE.</p> <p>To be noted that former Commission Vice-President Henning Christophersen is member of the Executive Committee and of the Board of the Rockwell Foundation.</p>
Deadline	The Committee is kindly requested to deliver its opinion about the compatibility of the proposed occupation with the provisions of the Code of Conduct for Commissioners, as soon as possible.

Doc. 16

Ad Hoc Ethical Committee

TO	Mrs Day, General Secretary	DATE	21 April 2010
COPY TO		FILE REF	
FROM	Michel Petite Rafael Garcia-Valdecasas Terry Wynn	DIRECT DIAL	+33 1 44 05 52 44

Re:

- Request n° 6 from the European Commission
- Mrs Fischer Boel

1. By letter of 26 January 2010, the Secretary General of the European Commission sent a request for an opinion from the Ad hoc Ethical Committee on an envisaged post-office occupation of Mrs Fischer Boel.

On the 2 February, the Committee asked for further information on the request, to which a reply was given on 9 April after contacting Mrs Fischer Boel.

2. The activity proposed is that of Member of the Board of the Rockwool Foundation.

The Danish Rockwool Foundation, established in 1981, aims at supporting scientific, humanitarian, artistic and social activities and at contributing to improvement of environmental conditions and to development in society. It promotes interaction between research and practical interventions. It is a non for profit organisation.

3. Mrs Fischer Boel will be a Board Member, with focused activities on the Programme Committee in charge of "Food Security and Poverty Alleviation". According to the Rockwool Foundation website, she will also be Member of the Executive Committee of the Foundation. The proposed remuneration mentioned in the request [REDACTED]

4. Mrs Fischer Boel's activities at the Rockwool Foundation will relate to food safety and combating poverty programs, through developing sustainable small scale farming and agribusinesses, small farmer groups with good governance, as well as micro-financial initiatives. Currently the Foundation prioritises support to projects in Africa.

Although such programs funded by the Foundation cannot be said to have no link with the former activities of Mrs Fischer Boel as Commissioner for Agriculture, it is clear that no conflict of interest is likely to arise between her previous function and her new responsibilities, and that the latter is fully in line with the required duty of integrity and discretion.

5. Considering the aims and the non for profit nature of the Foundation, the Ethical Committee is of the opinion that the considered activity is in conformity with article 245 (2) of the Treaty on the Functioning of the Union.

Doc. 17

Ref. Ares(2009)392884 - 21/12/2009



COMMISSION EUROPEENNE
SECRETARIAT-GENERAL

La Secrétaire générale

Brussels, 21.12.2009
SG.B4 JTB D(2009)

Note to the Members of the Ad Hoc Ethical Committee

Mr Terry Wynn
Mr. Rafael García-Valdecasas
Mr Michel Petite

Subject: Commissioner's post-office occupation

I am pleased to confirm that your appointment as members of the Ad Hoc Ethical Committee was formally approved by the Commission on 15 December.

Together with Johannes Laitenberger, Head of President Barroso's private office, I will be glad to welcome you in Brussels on Monday January 4th, at 12 am, for your inaugural meeting, which will be followed by a lunch.

A printed version of the background file, including examples of the previous decisions of the Ad-hoc Committee will also be provided.

One outgoing Commissioner has already written to President Barroso about planned future activities. You will find the confidential fiches in attachment.

There will also be a small conference room reserved for the day, in case you wish to have a quiet space to consult, before or after our meeting, and/or in case you wish to continue the Committee's proceedings.

May I wish you a peaceful Christmas and excellent New Year.

Catherine Day

Encl: 4 fiches

CC: Mr. Laitenberger, Head of President Barroso's private office

REQUEST NR. 1 FOR OPINION
BY THE AD-HOC ETHICAL COMMITTEE
18 December 2009

Name of the (former) Commissioner	Benita Ferrero-Waldner External relations and European neighbourhood policy
Date of the letter sent to the President	29 October 2009
Proposed post/occupation	Member of the supervisory board
Name of the "employer"	Munich RE (Münchener Rück)
Additional information	<p>Munich RE is a German re-insurance company. Information available in the internet shows that this company has a strong presence worldwide http://www.munichre.com/en/lines_of_business/reinsurance/munich_re_worldwide/default.aspx</p> <p>Proposed remuneration under discussion, probably in the order of [REDACTED]</p> <p>Position to be assumed rapidly after the end of the Commission mandate (possibly February 2010)</p>
Comments	Mme B F-W a marqué sa disponibilité à offrir toute information supplémentaire au Comité si nécessaire.
Deadline	The Committee is kindly requested to deliver its opinion about the compatibility of the proposed occupation with the provisions of the Code of Conduct for Commissioners, as soon as possible, and at the latest by the end of January 2010.

REQUEST NR. 2 FOR OPINION
BY THE AD-HOC ETHICAL COMMITTEE
18 December 2009

Name of the (former) Commissioner	Benita Ferrero-Waldner External relations and European neighbourhood policy
Date of the letter sent to the President	15 December 2009
Proposed post/occupation	Member of the supervisory board
Name of the "employer"	Gamesa Corporación Tecnológica
Additional information	<p>Gamesa Corporación Tecnológica is a Spanish company active in the area of renewable energy, particularly the construction of wind power infrastructure. Information available in the internet shows the wide geographical scope of the projects carried out. http://www.gamesacorp.com/es/donde-estamos</p> <p>Expected remuneration, on the basis of a per-diem compensation, in the order of [REDACTED]</p> <p>Position to be assumed rapidly after the end of the Commission mandate (possibly February 2010)</p>
Comments	Mme B F-W a marqué sa disponibilité à offrir toute information supplémentaire au Comité si nécessaire.
Deadline	The Committee is kindly requested to deliver its opinion about the compatibility of the proposed occupation with the provisions of the Code of Conduct for Commissioners, as soon as possible, and at the latest by the end of January 2010.

REQUEST NR. 3 FOR OPINION
BY THE AD-HOC ETHICAL COMMITTEE
18 December 2009

Name of the (former) Commissioner	Benita Ferrero-Waldner External relations and European neighbourhood policy
Date of the letter sent to the President	15 December 2009
Proposed post/occupation	Member of the international advisory board
Name of the "employer"	Norman Foster Associates
Additional information	Norman Foster Associates is a leading architectural consultancy based in the United Kingdom. Information available in the internet shows the wide geographical scope of the projects carried out. http://www.fosterandpartners.com/Projects/ByType/Default.aspx The post involves two meetings per year. Expected remuneration is [REDACTED] Position to be assumed rapidly after the end of the Commission mandate (possibly February 2010)
Comments	Mme B F-W a marqué sa disponibilité à offrir toute information supplémentaire au Comité si nécessaire.
Deadline	The Committee is kindly requested to deliver its opinion about the compatibility of the proposed occupation with the provisions of the Code of Conduct for Commissioners, as soon as possible, and at the latest by the end of January 2010.

REQUEST NR. 4 FOR OPINION
BY THE AD-HOC ETHICAL COMMITTEE
18 December 2009

Name of the (former) Commissioner	Benita Ferrero-Waldner External relations and European neighbourhood policy
Date of the letter sent to the President	15 December 2009
Proposed post/occupation	Member of the Advisory Committee
Name of the "employer"	FRIDE
Additional information	<p>FRIDE is a Spanish based international relations foundation (think tank) based in Madrid that aims to provide the best and most innovative thinking on Europe's role in the international arena. It strives to break new ground in its core research interests of peace and security, human rights, democracy promotion, and development and humanitarian aid, and mould debate in governmental and non-governmental bodies through rigorous analysis, rooted in the values of justice, equality and democracy</p> <p>http://www.fride.org/</p> <p>The function will not be remunerated</p> <p>Position to be assumed rapidly after the end of the Commission mandate (possibly February 2010)</p>
Comments	Mme B F-W a marqué sa disponibilité à offrir toute information supplémentaire au Comité si nécessaire.
Deadline	The Committee is kindly requested to deliver its opinion about the compatibility of the proposed occupation with the provisions of the Code of Conduct for Commissioners, as soon as possible, and at the latest by the end of January 2010.

Ceci résulte essentiellement du caractère non-exécutif desdites fonctions, ce qui élimine en principe l'éventualité que puisse être fait usage au profit de Munich Re de connaissances ou d'informations confidentielles acquises à raison des fonctions de Commissaire en charge des Relations Extérieures et de la Politique de Voisinage, concernant par exemple les risques politiques afférents à certains pays.

Dans l'hypothèse où la participation de Mme Ferrero-Waldner au Conseil de Surveillance l'amènerait à évoquer des sujets relevant de sa fonction précédente de Commissaire, il serait nécessaire que soit respectée la confidentialité de ces connaissances ou informations sensibles.

4. Il est à noter que l'activité envisagée a été précédemment exercée par M. Karel Van Miert.
5. Compte tenu de ce qui précède, le comité d'Ethique est d'avis que l'activité considérée est conforme à l'article 245(2) du Traité sur le Fonctionnement de l'Union Européenne.

Ceci résulte d'abord du caractère non-exécutif desdites fonctions. ✓

En outre, Gamesa Corporacion Tecnologica est une société qui opère dans le secteur de l'énergie renouvelable, et s'est progressivement surtout spécialisée dans les marchés d'infrastructures éoliennes.

Le Directeur Général d'EuropeAid (AIDCO) a pu confirmer l'absence d'implication de la Commissaire aux Relations Extérieures dans les décisions prises concernant des projets dans le secteur de l'énergie renouvelable. Lesdits projets sont en outre attribués selon des procédures réglementées.

4. Compte tenu de ce qui précède, le comité d'Ethique est d'avis que l'activité considérée est conforme à l'article 245(2) du Traité sur le Fonctionnement de l'Union Européenne.

Il ne comporte par ailleurs aucune fonction exécutive.

4. Compte tenu de ce qui précède, le comité d'Ethique est d'avis que l'activité considérée est conforme à l'article 245(2) du Traité sur le Fonctionnement de l'Union Européenne.

5. Il est à noter que l'actuel Président de son Conseil est M. Pedro Solbes, ancien Commissaire, et que le Commissaire Joaquin Almunia est membre du Comité Consultatif dont fera partie Madame Ferrero-Waldner.
6. Compte tenu de ce qui précède, le comité d'Ethique est d'avis que l'activité considérée est conforme à l'article 245(2) du Traité sur le Fonctionnement de l'Union Européenne.



EUROPEAN COMMISSION
SECRETARIAT GENERAL

SG/B – Better Regulation and Administration
The Director

Doc. 22

Brussels, 14 SEP. 2010
SG.B4 DCB/JTB Ares(2010)

Note to the Members of the Ad hoc Ethical Committee

Mr Michel Petite

Mr Terry Wynn

Mr. Rafael García-Valdecasas

Subject: Post-office occupation envisaged by Mrs Benita Ferrero Waldner

Please find herewith Mrs Benita Ferrero-Waldner's letter to President Barroso of 20.08.2010, concerning an occupation which she intends to accept as member of the Supervisory Board of ALPINE Holding GmbH.

Mrs Ferrero-Waldner states that her new responsibilities with ALPINE Holding GmbH present no link with her former responsibilities as member of the Commission. However, in view of the large geographical scope of ALPINE's construction works, which appears to go beyond the borders of the European Union (cf <http://www.alpine.at/en/bereiche>), I hereby request the Ad hoc Ethical Committee to deliver its opinion on the compatibility of this new occupation envisaged by Mrs Ferrero-Waldner with the Code of Conduct for Commissioners.

Kind regards,

Hubert Sztaszewski

Cc: Mrs Day

Encl: Mrs Ferrero-Waldner's letter to President Barroso of 20.08.2010

Jose Manuel Barroso
President of the European Commission
Brussels

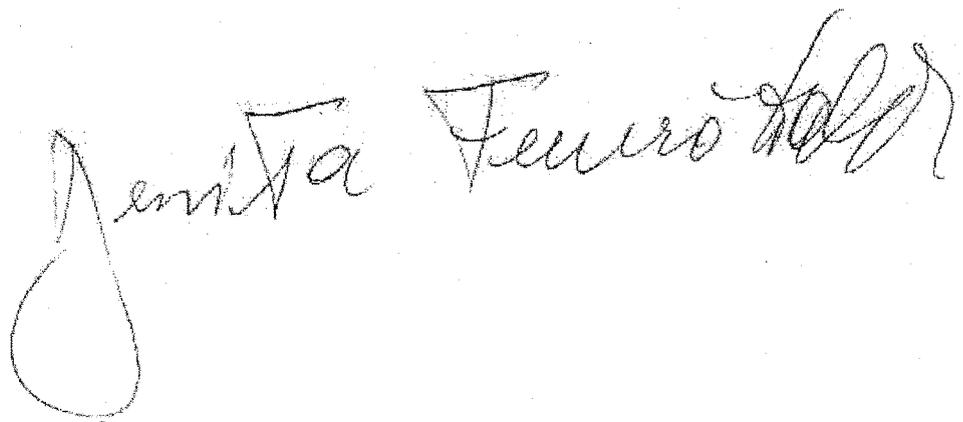
Madrid, 20 August, 2010

Dear President:

As you will see from the attached letter, I was asked by the company ALPINE Holding GmbH to become Member of their Board of Vigilance, in addition to my actual functions that you are aware of.

Since my activities in this respect will have nothing to do with my work as Member of the last Commission, I consider to accept this offer. Nevertheless I wanted to bring this to your knowledge in due from.

Yours sincerely,

A handwritten signature in dark ink, appearing to read 'Jose Manuel Barroso', with a large, stylized flourish extending downwards from the first letter 'J'.

Doc 123

Avis du Comité

A	Mrs. Day, General Secretary	DATE	3 décembre 2010
COPIE	Mr. Hubert Szlaszewski, General Secretariat	REF	
DE	Michel Petite Rafael Garcia-Valdecasas Terry Wynn	LIGNE DIRECTE	+33 1 44 05 52 44

**Re: - Request n° 11 from the European Commission
- Mrs Ferrero-Waldner**

1. Par lettre du 14 septembre 2010, la Secrétaire Générale de la Commission a transmis au Comité d’Ethique une demande d’avis concernant une activité envisagée par Mme Benita Ferrero-Waldner, ancienne Commissaire en charge des Relations Extérieures et de la politique de Voisinage, après la fin de son mandat de Commissaire.
2. L’activité considérée est celle de membre du Supervisory Board de Alpine Holding GmbH. La rémunération prévue est de l’ordre de [REDACTED] euros par an.
3. Dans sa réunion du 5 octobre 2010, le Comité d’Ethique a demandé plus de renseignements concernant les activités d’Alpine Holding GmbH ainsi que sur la portée des fonctions à exercer par Mme Ferrero comme membre du Supervisory Board.
4. Par lettre du 29 octobre 2010, le secrétariat général de la Commission a transmis au Comité d’Ethique les informations demandées.
5. Au vu de ces informations le Comité constate qu’Alpine Holding GmbH , dont le siège se trouve à Salzburg, est la société holding d’un groupe de sociétés dont l’objet principal est la réalisation de constructions dans les pays de l’Europe centrale et de l’est. Alpine Holding se consacre principalement à des aspects corporatifs.

6. Pour ce qui concerne les fonctions du Supervisory Board, le Comité relève que selon la loi autrichienne, celles-ci sont essentiellement la supervision de la direction des sociétés du groupe et qu'il n'a pas de fonctions d'administration ou de direction. Les membres du Supervisory Board ne peuvent pas exercer des fonctions de managers, directeurs ou employés d'aucune compagnie du groupe et non plus d'Alpine Holding.
7. S'agissant des fonctions à exercer par Mme Ferrero dans le Supervisory Board, elles consistent à participer à ses réunions, analyser et discuter la gestion, les résultats et le développement des compagnies du groupe. Elles n'ont pas de caractère exécutif.
8. Au vu de ce qui précède, le Comité estime que les activités envisagées n'apparaissent pas en relation avec le contenu du portefeuille des Relations Extérieures et de la politique de Voisinage, exercé par Mme Ferrero-Waldner durant son mandat.
9. Par conséquent, le Comité d'Ethique est d'avis que l'activité considérée est conforme à l'article 245(2) du Traité sur le Fonctionnement de l'Union européenne.



EUROPEAN COMMISSION
SECRETARIAT GENERAL

SG/B – Better Regulation and Administration
The Director

Doc. 24

Brussels, 30.03.2010
SG.B4 dcb Ares(2010)

Note to the Members of the Ad hoc Ethical Committee

Mr Michel Petite

Mr Terry Wynn

Mr. Rafael García-Valdecasas

Subject: Post-Office activities of Mr. Charlie McCREEVY (non executive director for Ryanair)

Please find here attached the information sent on Monday 29 March 2010, by Mr McCreevy to the Secretary General, concerning his envisaged activities as non executive director for Ryanair.

As you will see, Mr McCreevy considers that during his term of office as Commissioner, his activities were not related to Ryanair. I would like to request the opinion of the Ad hoc Ethical Committee, in order to assess whether the planned occupation is compatible with the Code of conducts of Commissioners.

Please let me know if further information would be necessary.

Although we are aware that it could be difficult to organise your work during the Easter break, a swift answer would be very much appreciated.

po Hubert Szałaszewski

Drays B. B. B. B.

Encl: 2

Copy: Ms Day, Secretary General

From: Noeleen Mccreevy [REDACTED]
Sent: Monday, March 29, 2010 9:25 AM
To: DAY Catherine (SG)
Subject: Appointments post commissionership

Dear Catherine,

Thank you for your letter. Please find attached draft appointment letter which Ryanair would intend issuing to me. This letter gives all the details regarding length of appointment; proposed remuneration; number of meetings etc.

As none of my work as Commissioner would have had anything to do with Ryanair, I was under the impression that there would have been no need for a very elaborate procedure for the Commission in approving the proposed appointment. Ofcourse, I understand if such is not the case.

Yours sincerely,

CHARLIE McCREEVY

IF YOU HAVE A PROBLEM OPENING THE ATTACHMENT, PLEASE SEND YOUR FAX NUMBER AND I WILL FORWARD IMMEDIATELY.

30/03/2010

Bellin → OMSC
on page

NON EXECUTIVE DIRECTOR APPOINTMENT LETTER

Dear

I am pleased that you have accepted the appointment as a Non Executive Director of the Board of Ryanair Holdings plc. Your appointment will be confirmed at the next Board Meeting, which is due to be held on the [] for a three year term, commencing on [] and is subject to the approval of the next Ryanair AGM in September [year]. In advance of this you are invited to attend the next Board Meeting on [] and I enclose herewith a set of papers for your review.

Remuneration of all Non Executive Directors of Ryanair has been set at [REDACTED] which will be paid quarterly in arrears. In addition you will be paid an annual consultancy fee of [REDACTED] to cover specific advice to be provided to the Board and Management on European Commission and Government relations including up to two annual visits with Senior Management to Brussels for meetings with the European Commission.

Board meetings of the company are scheduled quarterly in December, March, June and September of each year. There may be some additional meetings or telephone Board meetings necessary to approve significant transactions or other matters of importance, and you will be notified of these as and when they arise.

As an Non Executive Director of Ryanair, both you and your immediate family (Spouse and dependant children up to the age of 21 years) will qualify for free travel on all Ryanair services, as well as reduced rate interline travel on other airlines, which may be available through our Interline Department headed by [] who can be contacted at any time at +353 1 8121400.

May I welcome you to the Board of Ryanair and say how much we are all looking forward to working with you over the coming three years. We hope that you will have a long and successful association with Ryanair as we continue to grow across Europe.

Yours sincerely

Juliusz Komorek
Company Secretary

c.c. David Bonderman – Chairman
Michael O'Leary – Chief Executive

INFORMATION TO THE AD-HOC ETHICAL COMMITTEE
(29.03.2010)

Name of the (former) Commissioner	Mr. Charlie McCREEVY
Date of the letter sent to the Secretary General	Monday March 29, 2010
Proposed post/occupation	Non executive Director of Ryanair
Name of the "employer"	Ryanair
Additional information	Specific advice to the board and management on European Commission and Government relations.
Comments	See attached the draft letter concerning remuneration, consultancy fee and free travel facilities.

Doc. 25

Avis du Comité ad hoc d'Ethique

TO	Mrs Day, General Secretary	DATE	19 April 2010
COPY TO		FILE REF	
FROM	Michel Petite Rafael Garcia-Valdecasas Terry Wynn	DIRECT DIAL	+33 1 44 05 52 44

Re:

- Request n° 5 from the European Commission
- Mr Charlie Mc Creevy

1. By letter of 30 March 2010, the Secretariat General of the European Commission communicated to the Ad Hoc Ethical Committee a request for its opinion about an activity envisaged by Mr. Mc Creevy, former commissioner for the Internal Market until entry in office of the new Commission in 2010.
2. The activity considered is that of Non-Executive Director at the Board of RyanAir Holdings plc. It is due to be held for a three-year term, on the basis of a remuneration of [REDACTED]. In addition, a consultancy fee of [REDACTED] will cover specific advice to be provided to the Board and to the Management on European Commission and Government relations. This will include up to two annual visits with Senior Managements for meeting with the European Commission. Furthermore, non-executive directors of RyanAir benefit from free travel on all RyanAir services for themselves and their immediate family (spouse and dependent children up to the age of 21), as well as reduced rate interline travel on other airlines.

Board meetings of RyanAir Holdings plc. take place quarterly, with possible additional meetings, i.e. in case of necessary approval of significant transactions.

3. In his former term of office as Commissioner, Mr. Mc Creevy was in charge of the Internal Market. Although the Internal Market portfolio included the general competence over services, it did not include Transport, in particular Air Transport,

which was the subject of a separate portfolio due to its special sectorial specificities, for which Mr. Barrot then Mr. Tajani were successively in charge.

Mr. Mc Creevy has therefore not had, within his mandate of Commissioner, to be directly involved in any of the specific legislation or international agreements in the sector of air transport.

4. RyanAir as a company is presently or has been in the relevant past years an interested actor in several cases involving competition matters. Some have been in nature of acquisition cases, in which circumstances the matter has been followed by the Directorate General for Competition and Commissioner Mrs. Kroes, and others are in nature of State aid cases, in which circumstances they were followed by the Director General for Transport and Commissioners Barrot then Tajani. The latter cases of State aids are now transferred to the Competition portfolio.

In these cases, Mr. Mc Creevy was therefore not directly in charge. Nevertheless, when coming close to a Commission's significant decision on these matters, the Directorate General for Internal Market and Mr. Mc Creevy or his Cabinet, would be called to give an opinion on these draft decisions.

5. The nature of the activities considered with RyanAir does not appear to be related to the content of the Internal Market portfolio for which Mr. Mc Creevy was in charge during his term of office.

This results from the fact that all activities in the Commission linked to Air Transport in general and RyanAir in particular were dealt with elsewhere than in Mr. Mc Creevy's area of responsibility, and also from the non-executive character of the considered functions at the Board of RyanAir.

6. Nevertheless, it is suggested that in his function at the Board, in particular of specific advisor to be provided to the Board and to the Management on the European Commission and Government relations, Mr. Mc Creevy abstains from providing such advice where it would relate to a case involving RyanAir for which he, or his Cabinet, of the Directorate General for Internal Market, has been consulted during his term of office, as this could create at least the perception of a conflict of interest.
7. Taking account of and subject to the above, the Ethical Committee is of the opinion that the considered activity is in conformity with article 245(2) of the Treaty on the Functioning of the European Union.



EUROPEAN COMMISSION
SECRETARIAT GENERAL

SG/B – Better Regulation and Administration
The Director

Doi.26

Brussels, 22/07/2010
SG.B4 Ares(2010)

Note to the Members of the Ad hoc Ethical Committee

Mr Michel Petite

Mr Terry Wynn

Mr. Rafael García-Valdecasas

**Subject: Post-office activity of Mr. Charles McCreevy - Non Executive Director of
“De facto 1999 plc” (which will become “New Bank Investments plc”)**

Please find here attached the information sent on 16 July 2010 by former Commissioner Charles McCreevy to Secretary General Catherine Day, concerning his envisaged post-office activity as “Non Executive” Director of “De facto 1999 plc” (which will soon become “New Bank Investments plc”).

The consultation of the Ad hoc Ethical Committee is necessary insofar as this activity is linked to Mr McCreevy’s former portfolio as Commissioner in charge of Internal Market and Services.

Hubert Szałaszewski

Encl: 2

Copy: Ms Day, Secretary General

HUGHES Jacqueline (SG)

Subject: Letter from Mr McCreevy to Ms Catherine Day

From: "Charles McCreevy" <[REDACTED]>
To: "catherine.day@ec.europa.eu" <catherine.day@ec.europa.eu>
Subject: Approval

Dear Catherine,

Subject to relevant approvals I have consented to become a non executive director of "New Bank Investments PLC". This latter name (because it includes the word "bank") is also subject to separate approval by the Financial Services Authority of the UK. I am enclosing copy of letter of appointment which relates to De Facto 9999 plc. which will, subject to the FSA approval, become "New Bank Investments Plc".

There was some press coverage last weekend about this proposal. The chairman will be Lord Levene and the Board of Directors includes Sir David Walker, Lord McFall and Lord Brennan. The intention is to acquire branches in become a High Street bank in the UK. The intention is to list on the AIM in the next few weeks.

Of course, I will be glad to let you have any further information which may be required.

Yours sincerely,

Charles McCreevy
Co. Kildare,
Ireland.

REQUEST FOR OPINION
OF THE AD-HOC ETHICAL COMMITTEE
(16.07.2010)

Name of the (former) Commissioner	Mr. Charles McCREEVY
Former portfolio	Internal Market and Services
Date of the letter sent to the Secretary General	Friday July 16, 2010
Proposed post/occupation	"Non executive" Director
Name of the "employer"	Current "De Facto 9999 plc" , in the near future "New Bank Investments plc"
Additional information / Comments	<p>Mr McCreevy's future responsibilities seem to be related to the company's merger strategy in the banking sector.</p> <p>See attached Mr McCreevy's e-mail to Secretary General Catherine Day of 16.07.2010 and its annex: draft letter of appointment of "De facto 9999 plc"</p> <p>According to the draft terms of his contract with "De Facto 9999 plc", Mr McCreevy, as "Non-executive Director", will have the same general legal responsibilities to the company as any other director.</p>

Doc. 27

Opinion of the Ad Hoc Ethical Committee

TO	Mrs. Day, General Secretary	DATE	24 August 2010
COPY TO	Mr. Hubert Szlaszewski, General Secretariat	FILE REF	
FROM	Michel Petite Rafael Garcia-Valdecasas Terry Wynn	DIRECT DIAL	+33 1 44 05 52 44

Re: - Request n° 9 from the European Commission
- Mr. Charles McCreevy

1. By letter of the 22nd of July 2010, the Secretariat General of the European Commission requested the opinion of the Ad Hoc Ethical Committee, on an activity envisaged by Mr. McCreevy, former Commissioner in charge of the Internal Market and Services until the entry in office of the new Commission in 2010.
2. The activity considered is that of non-executive director of NBNK Investments Plc. NBNK Investments PLC will be a financial institution, subject to the approval of the UK regulator, the Financial Services Authority (FSA). Its business plan seems to be to acquire available branches on the retail banking market in the UK.
3. The activity is due to be held for an initial term of 3 years, subject to the Company's Articles of Association.

It is anticipated that there will initially be monthly board meetings, further board meetings to be called at short notice in particular in relation to the Company's acquisition programme. The time commitment may also increase in case of appointment to any Board committees.

The remuneration will consist in a fee of [REDACTED] up until the Company has completed its first acquisition, from which date it will rise to [REDACTED]

4. In his former term of office as Commissioner, Mr. McCreevy was in charge of the Internal Market and Services. This included the financial services as a whole, including banking and financial conglomerates.

In this respect, Mr. McCreevy was primarily competent for the conception and negotiation of the entire regulatory banking framework in the European Union. This framework became a paramount and priority issue due to the financial crisis, and Mr. McCreevy was in charge of its heavy recast.

It is therefore plain that Mr. McCreevy's envisaged activity is closely linked to his former portfolio as Commissioner in charge of the very sector.

5. It must be further noted that the financial crisis had a major effect in generating a considerable number of State aids to banks. These State aids are notified to the Commission. Some of them are the subject of formal enquiries, where the Commission has doubts on their compatibility with the EU State aid discipline. In such a case, frequent outcome have been major restructuring plans for the aided banks, which could include significant divestitures of business.

These restructuring plans are subject to the Commission's agreement and, although this discipline lies within the portfolio of the Commissioner in charge of Competition, the Directorate for Internal Market and Services and Mr. McCreevy and his cabinet are called to give an opinion and participate in the decisions.

6. The fact that the function is a non-executive has to be considered. It is nevertheless noted that in the present case, the non-executive directors have the same general legal responsibilities to the Company as any other director, and participate in the collective responsibility of the Board. The function includes advising on the Company's strategic aim, and the recurrence of Board meetings suggests that the Company's acquisition programme will be prominent on its agenda.

7. Taking account of the above, the Ethical Committee is of the opinion that, due to the nature of Mr. McCreevy's previous responsibilities as the Commissioner in charge of banks and financial institutions, and also bearing in mind the present sensitivity of this sector, the considered activity is so closely linked to the previous functions as to generate a situation of potential conflict of interest which could not adequately be dealt with by abstaining from certain specific decisions of the Board.

The Committee also believes that exercising the considered activity at this moment in time is likely to put the Commission under significant criticism, in contrast with the discretion called for in these circumstances.

The Ethical Committee is therefore of the opinion that the considered activity is not in conformity with article 245(2) of the Treaty on the Functioning of the European Union.



EUROPEAN COMMISSION
SECRETARIAT GENERAL

SG/B – Better Regulation and Administration
The Director

Doc. 23

Brussels, 20/04/2010
SG.B4 DCB/JTB Ares(2010)

Note to the Members of the Ad hoc Ethical Committee

Mr Michel Petite

Mr Terry Wynn

Mr. Rafael García-Valdecasas

Subject: Post-office occupation envisaged by Mrs Meglena Kuneva

I would like to request the Ad hoc Ethical Committee's opinion on the enclosed fiche concerning the occupation which Mrs Meglena Kuneva might decide to accept as Non Executive Member of the Board of Directors of BNP Paribas.

In order to facilitate your proceedings, I add the link to two pages of the BNP Paribas' website, containing information on the governance of the BNP Paribas:

<http://media-cms.bnpparibas.com/file/82/2/remuneration2008va.6822.pdf>

<http://invest.bnpparibas.com/en/pid748/registrationdocument.html> (cf. as from page 45)

Kind regards,

Hubert Szlaszewski

Cc: Mrs Day

Encl: 1 fiche; 3 press articles

REQUEST FOR OPINION
BY THE AD-HOC ETHICAL COMMITTEE
16 April 2010

Name of the (former) Commissioner	Mrs Meglena Kuneva Consumer protection
Date of the letter sent to the President	14.04.2010
Proposed post/occupation	Non-executive member of the Board
Name of the "employer"	BNP Paribas
Additional information	<p>Mrs Kuneva is considering membership of the Board of Directors of BNP Paribas. Her appointment will have to be confirmed by the General Assembly <i>which will take place on 12.05.2010</i></p> <p>Mrs Kuneva's remuneration will be based on the number of meetings of the Board.</p> <p>According to the information provided by Mrs Kuneva, a Non Executive Director within the Board of directors of BNP Paribas has no responsibility with regard to the operational management of BNP Paribas.</p> <p>Should the occasion arise, Mrs Kuneva could agree to belong to one of the Committees in charge of preparing the work of the Board of Directors (the Financial Statements Committee, the Internal Control, Risk Management and Compliance Committee, the Compensation Committee, Corporate Governance and the Nominations Committee). Her participation within one of these Committees would not modify her qualification as a Non Executive Director.</p> <p>http://bank.bnpparibas.com/en/pid611/corporategovernance.html</p>
Deadline	The Committee is kindly requested to deliver as soon as possible its opinion about the compatibility of the proposed occupation with the provisions of the Code of Conduct for Commissioners.

L'ex-commissaire européen Meglena Kuneva va entrer au conseil de BNP Paribas

La banque française BNP Paribas s'apprête à accueillir 4 nouveaux administrateurs lors de l'assemblée générale du 12 mai. Après l'acquisition de Fortis Banque l'an dernier et l'entrée de la Belgique dans son capital, deux Belges devraient faire leur entrée au conseil d'après un document publié hier au « BALO ». Ce sont Michel Tilmant, ex-dirigeant du bancassureur ING, ainsi qu'Emiel Van Broekhoven, professeur d'économie à l'université d'Anvers, qui ont été choisis par le gouvernement belge. Ils siègeraient depuis le printemps dernier comme censeurs au conseil de BNP Paribas.

Jean-Laurent Bonnafé, actuel directeur général délégué en charge de la banque de détail, sera aussi proposé à l'assemblée. Agé de quarante-neuf ans, il sera le seul dirigeant de BNP Paribas, hors Michel Pébereau, le président, et Baudouin Prot, le directeur général, à siéger au conseil. « Jean-Laurent Bonnafé dirige un pôle de 150.000 per-

sonnes sur 200.000 dans le groupe. Sa cooptation n'a rien d'étonnant », explique-t-on Rue d'Antin.

Plus surprenant en revanche, l'entrée de Meglena Kuneva, femme politique bulgare, commissaire européen chargée de la Protection des consommateurs entre 2007 et 2009. En septembre dernier, elle avait publié un rapport très critique sur les tarifs pratiqués par les établissements bancaires en Europe, notamment envers les français. « Sa cooptation correspond à la stratégie du groupe d'avoir un conseil composé de gens qui peuvent avoir un regard à la fois indépendant et compétent », explique la banque. *Avoir une femme non française était aussi important pour assurer une certaine diversité des regards sur le groupe.*

S'ils sont tous élus, les administrateurs passeraient de 14 à 18. Selon la 11^e résolution, ils se partageront la somme maximale de 975.000 euros en jetons de présence.

RÉJANE REIBAUD

Les Echos, 8/04/2010

LES EXCLUSIFS



BNP Paribas étouffe son conseil

Le conseil d'administration de BNP Paribas accueillera quatre nouveaux membres. Selon nos informations, l'assemblée générale du 12 mai prochain nommera Megana Kuneva, ancienne commissaire européenne en charge de la Protection des consommateurs dans la Commission Barroso. Par ailleurs, le directeur général délégué Jean Laurent Boninfe fera son entrée au board de la banque présidée par Michel Pebereau. Deux membres belges seront nommés : Michel Tilmant, CEO d'ING jusqu'en janvier 2009 et Eric Van Broekhoven, professeur d'économie à l'université d'Anvers. Les dix-neuf membres du conseil se partageront 975 000 euros de jetons de présence pour l'exercice 2010.



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d'autres analyses
WWW.WANSQUARE.COM

La Tribune, 08.04.10, p.23

NOUVEAUX ADMINISTRATEURS CHEZ BNP PARIBAS

Le 12 mai, l'assemblée générale de BNP Paribas nommera Michel Tilmant, un ancien d'ING, Meglena Kuneva, une ancienne commissaire européenne à la consommation, Emiel van Broekhoven, un économiste belge et Jean-Laurent Bonnafé administrateurs. M. Tilmant et M. van Broeckhoven ont été proposés par l'Etat belge qui détient 10,8% du capital de BNP Paribas.

Avis du Comité Ad Hoc d'Ethique

TO Mrs Day, General Secretary

DATE 10 Mai 2010

COPY TO

FROM Michel Petite
Rafael Garcia-Valdecasas
Terry Wynn**Objet :**

- **Demande n°7 de la Commission Européenne**
- **Mme Meglena KUNEVA**
- **Membre du Conseil d'Administration de BNP Paribas (Non-Exécutive)**

1. Par lettre du 20 Avril 2010, le Secrétariat Général de la Commission a transmis au Comité d'Ethique une demande d'avis concernant une activité envisagée par Mme Meglena Kuneva, commissaire en charge de la Santé et des Consommateurs jusqu'à la fin de son mandat le 9 février 2010.
2. L'activité considérée est celle de membre non-exécutif du Conseil d'Administration de BNP Paribas. La rémunération n'est pas encore connue car elle dépend des décisions de l'Assemblée générale devant se tenir le 12 mai, simultanément à la nomination de Mme Megleva. Selon le projet de résolution, une somme maximale de [REDACTED] euros serait répartie entre les 18 administrateurs.
3. La nature des activités envisagées à ce stade n'apparaît pas sans lien avec le contenu du portefeuille de commissaire exercé, dans son volet "protection des consommateurs". C'est ainsi notamment que Mme Kuneva a été durant son mandat amenée à procéder à des études et produire des conclusions – d'ailleurs critiques – concernant les niveaux et la lisibilité des tarifs bancaires en Europe.

Néanmoins, cette situation n'apparaît pas en l'espèce de nature à susciter un conflit d'intérêts, mais bien plutôt un utile complément d'éclairage dans les activités de la banque.

4. Compte tenu également du caractère non-exécutif des fonctions envisagées, le Comité d'Ethique est d'avis que l'activité considérée est à ce stade et en principe conforme à l'article 245(2) du Traité sur le Fonctionnement de l'Union Européenne.

Toutefois, il apparaît au Comité qu'une nouvelle analyse serait nécessaire, lorsqu'après sa nomination les tâches de Mme Kuneva au sein du Conseil seront exactement définies.