

SKILLSOFT PUBLIC LIMITED CO  
Form DEF 14A  
September 02, 2009  
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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**  
**(Amendment No.      )**

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

**SKILLSOFT PUBLIC LIMITED COMPANY**

(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):

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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**SKILLSOFT PUBLIC LIMITED COMPANY**

**(REGISTERED IN IRELAND NO. 148294)**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is Hereby Given that the ANNUAL GENERAL MEETING of SkillSoft Public Limited Company ( SkillSoft ), a company incorporated under the laws of Ireland, will be held at the offices of Maples and Calder, Solicitors, 75 St. Stephen s Green, Dublin 2, Ireland on September 30, 2009, at 8:30 a.m., local time (the Meeting ), for the purpose of transacting the following ordinary business:

1. To receive and consider the consolidated financial statements of SkillSoft for the financial year ended January 31, 2009 and the Report of the Directors and Auditor thereon. (Resolution 1)
2. To re-elect as a director Mr. P. Howard Edelstein, who retires by rotation and, being eligible, offers himself for re-election in accordance with our Articles of Association. (Resolution 2)
3. To elect as a director Mr. William J. Boyce, who was appointed by our Board of Directors as a director in March 2009. (Resolution 3)
4. To authorize the Audit Committee of the Board of Directors to fix the remuneration of SkillSoft s auditor for the fiscal year ending January 31, 2010. (Resolution 4)

To conduct any other ordinary business as may properly come before the Meeting.

By Order of the Board

CHARLES E. MORAN

*Chairman and Chief Executive Officer*

August 26, 2009

**Registered Office:**

Belfield Office Park

Clonskeagh

Dublin 4

Ireland

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**NOTES:**

1. The foregoing items of business are more fully described and explained in the proxy statement accompanying this Notice in particular, beginning on page 34. You are urged to read the proxy statement carefully.
2. Those holders of ordinary shares whose names appear in the Register of Members of SkillSoft ( Members ) on the date the proxy statement is dispatched to shareholders are entitled to receive notice of the Meeting or any adjournment of the Meeting. In addition, Members on the date of the Meeting are entitled to attend and vote at the Meeting and any adjournment of the Meeting. Members may obtain directions to the location of the Meeting by contacting SkillSoft PLC at: 603-324-3000.
3. Holders of SkillSoft s American Depositary Shares ( ADSs ) may not vote at the Meeting; however, The Bank of New York Mellon, as depositary for the ordinary shares underlying and represented by the ADSs, has the right to vote all of the ordinary shares represented by ADSs, subject to certain limitations described in the proxy statement. Voting of the ADSs is more fully described in the proxy statement accompanying this Notice. The Bank of New York Mellon has set August 25, 2009, which is the same date as the record date set by SkillSoft (for holders of ADSs), as the record date for the determination of those holders of American Depositary Receipts representing such ADSs entitled to give instructions for the exercise of voting rights at the Meeting or any adjournment of the Meeting.
4. A Member entitled to attend and vote at the Meeting may appoint a proxy or proxies to attend, speak and vote in his, her or its place. A proxy does not need to be a Member of SkillSoft. To be valid, proxy forms must be deposited with SkillSoft s Registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland not less than 48 hours before the time appointed for the holding of the Meeting (not later than 8:30 a.m. on September 28, 2009) or adjourned Annual General Meeting. A Member is not precluded from attending the Meeting and from speaking or voting at the Meeting even if the Member has completed a proxy form. In the event that the Meeting is adjourned to a date that is less than seven days after the date of the Meeting, the proxy forms may be deposited with SkillSoft s Secretary at the commencement of the adjourned meeting.
5. The Register of Directors Interests and particulars of directors transactions in the share capital of SkillSoft and its subsidiary companies required to be kept under section 59 of the Companies Act, 1990 will be available for inspection at the Meeting from 8:15 a.m. until the conclusion of the Meeting. Otherwise they will be available for inspection at the registered office of SkillSoft during normal business hours on any weekday (Saturdays, Sundays and Irish public holidays excluded) from the date of this Notice until the date of the Meeting.
6. All currency referenced in this proxy statement is represented in U.S. dollars, unless otherwise indicated.
7. Our principal executive office in the United States is located at 107 Northeastern Boulevard, Nashua, New Hampshire, 03062. The address of our registered office in Ireland is Belfield Office Park, Clonskeagh, Dublin 4, Ireland.

**YOUR VOTE IS IMPORTANT**

**TO ENSURE YOUR REPRESENTATION AT THE MEETING, YOU ARE REQUESTED TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE. IF YOU ATTEND THE MEETING, YOU MAY VOTE IN PERSON EVEN IF YOU HAVE RETURNED A PROXY.**

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**SKILLSOFT PUBLIC LIMITED COMPANY**

**Belfield Office Park**

**Clonskeagh**

**Dublin 4, Ireland**

**PROXY STATEMENT**

**GENERAL INFORMATION CONCERNING THE ANNUAL GENERAL MEETING**

**General**

The enclosed proxy is solicited on behalf of SkillSoft Public Limited Company for use at the Annual General Meeting of Shareholders to be held on September 30, 2009 at the offices of Maples and Calder, Solicitors, 75 St. Stephen's Green, Dublin 2, Ireland at 8:30 a.m., local time, and at any adjournment of the Annual General Meeting, for the purposes set forth in the accompanying Notice of Annual General Meeting.

In this proxy statement, we refer to SkillSoft Public Limited Company as SkillSoft PLC, SkillSoft, we and us.

**These proxy solicitation materials are being mailed on or about September 2, 2009 to ADS holders and to all ordinary shareholders entitled to attend and vote at the Annual General Meeting as of such date.**

**Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting of Shareholders to be Held on September 30, 2009:**

**This proxy statement and our annual report to security holders are available for viewing, printing and downloading at <http://www.skillsoft.com/September2009AGM>**

**A copy of our Annual Report on Form 10-K for the fiscal year ended January 31, 2009, as filed with the Securities and Exchange Commission, is being furnished to ADS holders with this proxy statement. Exhibits will be provided upon written request and payment of an appropriate processing fee to SkillSoft PLC, 107 Northeastern Boulevard, Nashua, New Hampshire 03062, Attn: Investor Relations.**

**Record Date**

*Record Date for Holders of our Ordinary Shares.* Holders of our ordinary shares, or Members, whose names appear in the Register of Members maintained by our registrars, Computershare Investor Services (Ireland) Limited, on the date the proxy statement is mailed to Members are entitled to receive notice of the Annual General Meeting or any adjournment of the Annual General Meeting. In addition, any person who is a Member on the date of the Annual General Meeting is entitled to attend and vote at the Annual General Meeting and any adjournment of the Annual General Meeting.

*Record Date for Holders of our ADSs.* The Bank of New York Mellon, as the registrar and transfer agent for our ADSs, as well as the depository for the ordinary shares represented by the ADSs, has fixed the close of business on August 25, 2009, which date is the same as the record date set by us, as the record date for determining the ADS holders entitled to give instructions for the exercise of voting rights at the

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Annual General Meeting and any adjournment of the Annual General Meeting.

As of August 25, 2009, there were 95,939,298 of our ordinary shares, par value 0.11 per share, issued and outstanding held by approximately 10 holders of record. As of August 25, 2009, there were 95,261,276 of our

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ADSs issued and outstanding. Each ADS represents one ordinary share. The ADSs are quoted on the NASDAQ Global Select Market under the symbol SKIL. As of August 25, 2009, there were approximately 230 registered holders of our ADSs. The ordinary shares represented by the ADSs are owned of record by BNY (Nominees) Limited on behalf of The Bank of New York Mellon.

### **Quorum**

To conduct business at the Annual General Meeting, a quorum must be present. Our Articles of Association provide that the presence at an Annual General Meeting, either in person or by proxy, of three (3) persons entitled to vote at the Annual General Meeting, who together hold not less than one-third of our voting share capital in issue, each being a Member or a proxy for a Member or a duly authorized representative of a corporate Member, constitutes a quorum for the transaction of business. We will treat ordinary shares represented by a properly signed and returned proxy (including holders of shares who abstain or do not vote with respect to one or more of the matters presented for a vote) as present at the meeting for the purposes of determining the presence or absence of a quorum for the transaction of business.

### **Voting of Ordinary Shares**

*Generally.* Votes may be given at the Annual General Meeting either personally or by proxy. Voting at the Annual General Meeting will be by a show of hands, unless a poll (a count of the number of shares voted) is duly demanded. On a show of hands, each Member present in person and every proxy shall have one vote, provided, that no individual shall have more than one vote, and, on a poll, each Member shall have one vote for each share of which he, she or it is the registered holder. Where there is a tie, whether on a show of hands or on a poll, the chair of the meeting is entitled to a casting vote in addition to any other vote he may have. A poll may, subject to the provisions of the Companies Acts 1963 to 2009 of Ireland, be demanded by: (i) the chair of the meeting, (ii) at least three Members present (in person or by proxy) having the right to attend and vote at the meeting, (iii) any Member or Members present (in person or by proxy) representing in the aggregate not less than one-tenth of the total voting rights of all the Members having the right to attend and vote at the meeting or (iv) a Member or Members present (in person or by proxy) holding our shares conferring the right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right. On a poll, a person entitled to more than one vote need not use all his, her or its votes or cast all the votes he, she or it uses in the same way.

*Proxies.* Ordinary shares represented by a properly signed and dated proxy will be voted at the Annual General Meeting in accordance with instructions indicated on the proxy. Proxies that are properly signed and dated but which do not contain voting instructions will be voted **FOR** approval of each of the proposals presented at the Annual General Meeting as more fully described in this proxy statement. Subject to any limitations imposed by law, a proxy holder may vote the proxy in his or her discretion as to any other matter which may properly come before the Annual General Meeting.

*Abstentions.* A properly executed proxy marked **ABSTAIN** will be counted as present for purposes of determining whether a quorum is present, but the shares represented by that proxy will not be voted at the Annual General Meeting on the matter to which the abstention relates. An abstention will not have an effect on the vote for any of the proposals to be voted upon at the meeting. Shares held by Members who abstain from voting as to a particular matter, and shares held in street name by brokers or nominees who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular matter, will not be counted as votes in favor of such matter and will also not be counted as votes cast on such matter. Accordingly, abstentions and broker non-votes will have no effect on the proposals to be acted on at the Annual General Meeting.



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### **Voting of ADSs**

*Generally.* Holders of ADSs may not vote at the Annual General Meeting. The Bank of New York Mellon has the right, subject to certain limitations set forth in the Deposit Agreements among SkillSoft, The Bank of New York Mellon and the owners and beneficial owners of ADSs, to vote all of our ordinary shares represented by ADSs. Under the terms of the Deposit Agreements, however, The Bank of New York Mellon is required to cast its votes with respect to those ordinary shares for which it receives instructions from the holders of the ADSs representing such ordinary shares in accordance with the instructions received.

*Record Date; Notice of Annual General Meeting.* Under the terms of the Deposit Agreements, whenever The Bank of New York Mellon receives notice of any meeting of holders of ordinary shares, The Bank of New York Mellon is required to fix a record date, which shall be the record date, if any, established by us for the purpose of such meeting or, if different, as close to the date established by us as practicable, for the determination of the owners of ADSs who will be entitled to give instructions for the exercise of voting rights at any such meeting, subject to the provisions of the Deposit Agreements.

Upon receipt of notice of any of our meetings or the solicitation for consents or proxies from the holders of ordinary shares, The Bank of New York Mellon is required, if so requested in writing by us, as soon as practicable thereafter, to mail to all owners of ADSs a notice, the form of which shall be in the sole discretion of The Bank of New York Mellon, containing:

the information contained in the notice of meeting received by The Bank of New York Mellon from us;

a statement that the owners of ADSs at the close of business on a specified record date are entitled, subject to any applicable provisions of Irish law and our Articles of Association, to instruct The Bank of New York Mellon as to the exercise by The Bank of New York Mellon of the voting rights, if any, pertaining to the number of ordinary shares represented by their respective ADSs;

a statement that owners of ADSs who instruct The Bank of New York Mellon as to the exercise of their voting rights will be deemed to have instructed The Bank of New York Mellon or its authorized representative to call for a poll with respect to each matter for which instructions are given, subject to any applicable provisions of Irish law and our Articles of Association; and

a statement as to the manner in which the instructions may be given, including an express indication that instructions may be given or deemed to be given in accordance with the next paragraph, and if no instruction is received, to The Bank of New York Mellon to give a discretionary proxy to a person designated by us.

*Voting of Ordinary Shares Underlying ADSs.* Upon the written request of an owner of ADSs on the record date, received on or before the date established by The Bank of New York Mellon for the purpose of such meeting, The Bank of New York Mellon will, insofar as practicable, vote or cause to be voted the number of ordinary shares represented by such ADSs in accordance with the instructions set forth in such request. Accordingly, pursuant to our Articles of Association and applicable Irish law, The Bank of New York Mellon will cause its authorized representative to attend each meeting of holders of ordinary shares and (if necessary) call for a poll as instructed for the purpose of effecting such vote. The Bank of New York Mellon will not vote or attempt to exercise the rights to vote that attach to the ordinary shares other than in accordance with such instructions or deemed instructions.

ADSs purchased by us or our subsidiaries under our share purchase program cannot be voted.

*Discretionary Proxies.* The Deposit Agreements provide that if no instructions are received by The Bank of New York Mellon from any owner of ADSs with respect to any of the ordinary shares represented by the ADSs on or before the date established by The Bank of New York Mellon for the purpose of such meeting, The Bank of New York Mellon will deem such owner of ADSs to have instructed The Bank of New York Mellon to

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give a discretionary proxy to a person designated by us with respect to such ordinary shares and The Bank of New York Mellon will give a discretionary proxy to a person designated by us to vote such ordinary shares, under circumstances and according to the terms as set forth in the Deposit Agreements. However, no such instructions will be deemed given and no such discretionary proxy will be given if we notify The Bank of New York Mellon, and we have agreed to provide such notice as promptly as practicable in writing, that the matter to be voted upon is one of the following:

a matter not submitted to shareholders by means of a proxy statement comparable to that specified in Schedule 14A promulgated by the U.S. Securities and Exchange Commission (the "SEC") pursuant to the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act");

the subject of a counter-solicitation, or is part of a proposal made by a shareholder which is being opposed by our management (i.e., a contest);

relates to a merger or consolidation, except in limited circumstances involving a merger between SkillSoft and a wholly-owned subsidiary;

involves rights of appraisal;

authorizes mortgaging of property;

authorizes or creates indebtedness or increases the authorized amount of indebtedness;

authorizes or creates preference shares or increases the authorized amount of existing preference shares;

alters the terms or conditions of any shares then outstanding or existing indebtedness;

involves the waiver or modification of preemptive rights, except when the proposal is to waive such rights for ordinary shares being offered under share option or purchase plans involving the additional issuance of not more than 5% of our outstanding ordinary shares;

alters voting provisions or the proportionate voting power of a class of shares, or the number of its votes per share, except where cumulative voting provisions govern the number of votes per share for election of directors and the proposal involves a change in the number of directors by not more than 10% or not more than one;

changes existing quorum requirements for shareholder meetings;

authorizes the issuance of ordinary shares, or options to purchase ordinary shares, to our directors, officers, or employees in an amount which exceeds 5% of the total amount of the class outstanding. However, when a plan is amended to extend its duration, we shall factor into the calculation the number of ordinary shares that remain available for issuance, the number of ordinary shares subject to outstanding options and any ordinary shares being added. Should there be more than one plan being considered at the same

meeting, all ordinary shares will be aggregated;

authorizes (a) a new profit-sharing or special remuneration plan, or a new retirement plan, the annual cost of which will amount to more than 10% of our average annual income before taxes for the preceding five years, or (b) the amendment of an existing plan which would bring the annual costs above 10% of such average annual income before taxes. Should there be more than one plan being considered at the same meeting, all costs are aggregated; exceptions may be made in cases of: (1) retirement plans based on agreement or negotiations with labor unions or which have been or are to be approved by such unions, and (2) any related retirement plan for the benefit of non-union employees having terms substantially equivalent to the terms of such union-negotiated plan, which is submitted for action of shareholders concurrently with such union-negotiated plan;

changes our purposes or powers to an extent which would permit us to change to a materially different line of business and our stated intention is to make such a change;

authorizes the acquisition of property, assets or a company, where the consideration to be given has a fair value of 20% or more of the market value of our previously outstanding ADSs and ordinary shares;

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authorizes the sale or other disposition of 20% or more of our assets or earning power as measured prior to the closing of the transactions;

authorizes a transaction which is not in the ordinary course of business in which an officer, director or substantial security holder of SkillSoft has a direct or indirect interest; or

reduces our earned surplus by 51% or more, or reduces earned surplus to an amount less than the aggregate of three years' ordinary share dividends computed at the current dividend rate.

Each of the proposals to be acted upon at the Annual General Meeting, is a matter for which The Bank of New York Mellon may deem that instruction has been given for The Bank of New York Mellon to give a discretionary proxy to a person designated by us where no instruction is received. Therefore, The Bank of New York Mellon will give a discretionary proxy to a person designated by us to vote such ordinary shares for which no instruction has been given.

*Inspection of Reports.* The Bank of New York Mellon will make available for inspection by the owners of ADSs at its Corporate Trust Office any reports and communications, including any proxy soliciting material, received from us, which are both (a) received by The Bank of New York Mellon as the holder of the ordinary shares and (b) generally made available to the holders of ordinary shares. The Bank of New York Mellon will also send to the owners of ADSs copies of such reports when furnished by us pursuant to the Deposit Agreements.

### **Expenses of Solicitation of Proxies**

We will pay the cost of preparing, assembling, posting on the designated website, printing and mailing the proxy statement, the Notice of Annual General Meeting and the form of proxy, as well as the cost of soliciting proxies relating to the Annual General Meeting. Following the original mailing and posting on the designated website of the proxies and other solicitation materials, we will request banks, brokers, dealers and voting trustees or other nominees, including The Bank of New York Mellon in the case of the ADSs, to solicit their customers who are owners of shares listed of record and names of nominees, and will reimburse them for reasonable out-of-pocket expenses of such solicitation.

In addition to solicitation by mail, directors, officers and key employees of SkillSoft may solicit proxies in person or by telephone, telegram or other means of communications. These persons will receive no additional compensation for solicitation of proxies but may be reimbursed for reasonable out-of-pocket expenses.

### **Revocability of Proxies**

You may revoke your proxy before it is voted by:

providing written notice before the meeting that you have revoked your proxy by mail or facsimile to:

If you are a holder of our ordinary shares:  
Computershare Investor Services (Ireland) Limited

P.O. Box 954

Heron House Corrig Road

Sandyford Industrial Estate

Dublin 18, Ireland

Fax: +353 1 2163183

If you are a holder of our ADSs:  
The Bank of New York Mellon

101 Barclay Street

New York, New York 10286

Attention: Maura Keyes

Fax: 212-571-3050

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submitting a new signed proxy with a later date to us, if you are a holder of ordinary shares, or to The Bank of New York Mellon, if you are a holder of ADSs; or

if you are a holder of ordinary shares, attending the Annual General Meeting.

**Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth certain information as of August 1, 2009, with respect to the beneficial ownership of our ADSs by:

each person known to SkillSoft to own beneficially more than 5% of our outstanding securities;

each director;

our principal executive officer, our principal financial officer and our other three most highly compensated executive officers who were serving as executive officers on January 31, 2009, which we refer to as our named executive officers; and

our current directors and executive officers as a group.

The number of ADSs beneficially owned by each 5% shareholder, director or executive officer is determined under rules of the SEC. Under such rules, beneficial ownership includes any shares as to which the individual or entity has sole or shared voting power or investment power and includes any ADSs which the individual has the right to acquire on or before September 30, 2009 through the exercise of share options, and any reference in the footnotes to this table to shares subject to share options refers only to share options that are so exercisable. For purposes of computing the percentage of outstanding ADSs held by each person or entity, any shares which that person or entity has the right to acquire on or before September 30, 2009 are deemed to be outstanding but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, each person or entity has sole investment and voting power (or shares such power with his or her spouse) with respect to the shares set forth in the following table. The inclusion herein of any shares deemed beneficially owned does not constitute an admission of beneficial ownership of those shares.

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As of August 1, 2009, we had 95,750,098 ordinary shares outstanding. Our shareholders may elect to hold their respective shares of our outstanding securities in the form of ordinary shares or ADSs. In addition, holders of options to purchase ordinary shares of SkillSoft may, upon exercise of their options, elect to receive such ordinary shares in the form of ADSs. The 5% shareholders, directors and executive officers identified in the following table hold their respective shares of SkillSoft outstanding securities in the form of ADSs.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	
	ADSs	Percentage Owned
<i>5% Shareholders</i>		
Columbia Wanger Asset Management(1)	21,532,000	22.5
Wells Fargo & Company(2)	10,590,994	11.1
Blackrock Group(3)	9,291,268	9.7
SMALLCAP World Fund, Inc.(4)	7,225,000	7.6
Westfield Capital Management Company, LP(5)	6,610,702	6.9
Capital World Investors(6)	6,500,000	6.8
<i>Directors</i>		
Charles E. Moran(7)	2,338,388	2.4
Stewart K.P. Gross(8)	100,000	*
James S. Krzywicki(9)	95,000	*
Ferdinand von Prondzynski(10)	85,010	*
P. Howard Edelstein(11)	85,000	*
William F. Meagher, Jr.(12)	78,500	*
William J. Boyce		*
<i>Other named Executive Officers</i>		
Thomas J. McDonald(13)	1,393,925	1.4
Mark A. Townsend(14)	1,363,070	1.4
Jerald A. Nine, Jr.(15)	1,000,894	1.0
Colm M. Darcy(16)	222,556	*
All current directors and executive officers as a group (12 persons)(17)	6,898,905	6.8

\* Less than 1%

(1) On February 9, 2009, Columbia Wanger Asset Management, L.P. ( WAM ) filed Amendment No. 8 to Schedule 13G with the SEC reporting beneficial ownership with respect to 21,532,000 ADSs, consisting of 20,800,000 ADSs for which WAM has sole voting power and 21,532,000 ADSs for which WAM has sole dispositive power. This information is reported in reliance on such filing. WAM is an investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) under the Exchange Act. The ADSs reported include the ADSs held by Columbia Acorn Trust ( Acorn ), a Massachusetts business trust that is a discretionary client of WAM. Acorn holds 18.5% of our ADSs. WAM and Acorn file jointly pursuant to a Joint Filing Agreement dated January 27, 2009 among WAM and Acorn. The address of WAM is 227 West Monroe Street, Suite 3000, Chicago, Illinois 60606.

(2) On January 12, 2009, Wells Fargo & Company ( Wells Fargo ) filed Amendment No. 1 to Schedule 13G with the SEC reporting beneficial ownership with respect to 10,590,994 ADSs, consisting of 7,482,946 ADSs for which Wells Fargo has sole voting power, 10,575,241 ADSs for which Wells Fargo has sole





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dispositive power and 15,753 ADSs for which Wells Fargo has shared dispositive power. This information is reported in reliance on such filing. Wells Fargo is a holding company in accordance with Rule 13d-1(b)(1)(ii) under the Exchange Act. The shares reported include the shares held by Wells Capital Management Incorporated ( Wells Capital ), a subsidiary of Wells Fargo. Wells Capital holds 9,581,605 of our ADSs, consisting of 2,902,625 ADSs for which Wells Capital has sole voting power and 9,581,605 ADSs for which it has sole dispositive power. The address of Wells Fargo is 420 Montgomery Street, San Francisco, California 94163.

- (3) On August 4, 2009, the Blackrock Group provided a letter to our Corporate Secretary notifying us of its interests in the share capital of SkillSoft under the Irish Companies Acts, 1963 to 2009. The letter indicated that the Blackrock Group held 9,291,268 ADSs as of such date in connection with discretionary management arrangements entered into by the Blackrock Group or its subsidiaries. This information is reported in reliance on such letter. The address of Blackrock Group is 33 King William Street, London, EH4R 9AS.
- (4) On February 17, 2009, SMALLCAP World Fund, Inc. ( SCWF ) filed a Schedule 13G with the SEC reporting beneficial ownership with respect to 7,225,000 ADSs for which SCWF has sole voting power. This information is reported in reliance on such filing. SCWF is an investment company registered under the Investment Company Act of 1940 and is advised by Capital Research and Management Company ( CRMC ). The address of SCWF is 333 South Hope Street, Los Angeles, California 90071.
- (5) On February 4, 2009, Westfield Capital Management Company, LP ( Westfield Capital ) filed Amendment No. 5 to Schedule 13G with the SEC reporting beneficial ownership with respect to 6,610,702 ADSs, consisting of 4,763,409 ADSs for which Westfield Capital has sole voting power and 6,610,702 ADSs for which Westfield Capital has sole dispositive power. This information is reported in reliance on such filing. None of these ADSs are owned of record by Westfield Capital, and these ADSs are owned of record by certain mutual funds, institutional accounts and/or separate accounts managed by Westfield Capital as an investment advisor. Westfield Capital is an investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) of the Exchange Act. Westfield Capital disclaims any beneficial interest in such shares. The address of Westfield Capital is 1 Financial Center, Boston, Massachusetts 02111.
- (6) On February 12, 2009, Capital World Investors ( Capital World ), a division of Capital Research and Management Company, filed Amendment No. 1 to Schedule 13G with the SEC reporting beneficial ownership with respect to 6,500,000 ADSs, consisting of 6,500,000 ADSs for which Capital World has sole voting and sole dispositive power. This information is reported in reliance on such filing. Capital World is deemed to be the beneficial owner of 6,500,000 ADSs as a result of Capital Research Management Company acting as investment adviser to various investment companies. The address of Capital World is 333 South Hope Street, Los Angeles, California 90071.
- (7) Represents 2,329,657 ADSs issuable upon exercise of share options held by Mr. Moran, 11 ADSs held by Mr. Moran s wife, 6,353 ADSs beneficially owned by Mr. Moran s wife as trustee of the Susan M. Moran Revocable Trust and 2,367 ADSs held in a family trust, of which Mr. Moran is a trustee.
- (8) Includes 85,000 ADSs issuable upon exercise of share options held by Mr. Gross.
- (9) Represents 95,000 ADSs issuable upon exercise of share options held by Mr. Krzywicki.
- (10) Includes 85,000 ADSs issuable upon exercise of share options held by Dr. von Prondzynski.
- (11) Represents 85,000 ADSs issuable upon exercise of share options held by Mr. Edelstein.
- (12) Includes 75,000 ADSs issuable upon exercise of share options held by Mr. Meagher.

- (13) Includes 1,388,698 ADSs issuable upon exercise of share options held by Mr. McDonald, 1,953 ADSs beneficially owned by Mr. McDonald's wife, as trustee for the benefit of Mr. McDonald's family and 1,953 ADSs owned by Mr. McDonald's daughter. Mr. McDonald disclaims beneficial ownership of the shares held in trust and by his daughter.

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- (14) Includes 895,890 ADSs issuable upon exercise of share options held by Mr. Townsend and 57,050 ADSs beneficially owned by Mr. Townsend's wife as trustee of the MCM Trust. Mr. Townsend disclaims beneficial ownership of the shares held in trust.
  
- (15) Includes 906,859 ADSs issuable upon exercise of share options held by Mr. Nine and 43,714 ADSs held by Mr. Nine's wife as trustee of the Kimberly M. Nine Revocable Trust. Mr. Nine disclaims beneficial ownership of the ADSs held in trust.
  
- (16) Represents 222,556 ADSs issuable upon exercise of share options held by Mr. Darcy.
  
- (17) Includes 6,305,222 ADSs issuable upon exercise of share options by all current directors and officers as a group.

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**BOARD OF DIRECTORS AND CORPORATE GOVERNANCE INFORMATION**

**Directors**

The following is a list of our directors and certain information, as of August 1, 2009, about their background.

*Charles E. Moran*, age 54, was appointed Chairman of the Board of Directors in November 2006 and has served as a director and has held the position of President and Chief Executive Officer since our merger with SkillSoft Corporation in September 2002. Mr. Moran is a founder of SkillSoft Corporation and served as its Chairman of the Board, President and Chief Executive Officer from January 1998 until September 2002. Mr. Moran is also a director of Higher One.

*P. Howard Edelstein*, age 54, has served as a director since our merger with SkillSoft Corporation in September 2002. Mr. Edelstein has been the Chief Executive Officer of NYFIX, Inc., a provider of innovative solutions that optimize trading efficiency, since September 2006. Prior to joining NYFIX, Inc., Mr. Edelstein served as an Entrepreneur in Residence with Warburg Pincus LLC from January 2006 to September 2006. Mr. Edelstein served as President and Chief Executive Officer of Radianz, an Internet Protocol-based networking company for the global financial services industry, from July 2003 to January 2006. Mr. Edelstein is also a director of Alacra, Ness Technologies, Inc., and NYFIX, Inc.

*Stewart K.P. Gross*, age 49, has served as a director since our merger with SkillSoft Corporation in September 2002. Since April 2005, Mr. Gross has served as Managing Director of Lightyear Capital, LLC, a private equity firm concentrating on investments in the financial services industry. Mr. Gross served as a director of SkillSoft Corporation from January 1998 to September 2002. Mr. Gross was a Managing Director of Warburg Pincus LLC from July 1987 to December 2004. Mr. Gross is a director of Flagstone Reinsurance Holdings Limited and several privately held companies and not-for-profit organizations. Mr. Gross, who retires as a director of SkillSoft by rotation at the 2009 Annual General Meeting, has indicated to the Board of Directors his preference not to seek re-election and consequently the Board of Directors has decided not to nominate him for re-election at the 2009 Annual General Meeting.

*James S. Krzywicki*, age 57, has served as a director since October 1998. Since January 2008, Mr. Krzywicki has served as President and Chief Operating Officer of The Open Learning Exchange, a social benefit organization dedicated to advancing worldwide education. Prior to joining The Open Learning Exchange, Mr. Krzywicki was the President and Chief Executive officer of Treeno Software (formerly Docutron Systems), a provider of web-based document management software solutions that work in small business environments and connect with enterprise objectives, from April 2004 to December 2007. Mr. Krzywicki was Vice President, Channel Services for Parametric Technology Corporation, a provider of software solutions for manufacturers for product development and improvement, from April 2003 to April 2004.

*William F. Meagher, Jr.*, age 70, has served as a director since March 2004. Mr. Meagher was the Managing Partner of the Boston Office of Arthur Andersen LLP ( Arthur Andersen ) from 1982 until 1995, and spent a total of 38 years with Andersen. Mr. Meagher was a member of the American Institute of Certified Public Accountants and the Massachusetts Society of Certified Public Accountants. Mr. Meagher is a trustee of Living Care Villages of Massachusetts, Inc. d/b/a North Hill, the Dana Farber Cancer Institute and the Greater Boston YMCA. Mr. Meagher is also a director of Mac-Gray Corporation.

*Ferdinand von Prondzynski*, age 55, has served as a director since November 2001. Dr. von Prondzynski has been the President of Dublin City University, one of Ireland's leading higher education institutions, since July 2000. From January 1991 to July 2000, Dr. von Prondzynski served as Professor of Law and Dean of the Faculty of Social Services, the University of Hull, UK. Dr. von Prondzynski is a member of Ireland's National Competitiveness Council. Dr. von Prondzynski is also a director of Knockdrin Estates Ltd. and several private companies.

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*William J. Boyce*, age 61, has served as a director since March 2009. Mr. Boyce was a founding partner of Highland Capital Partners, a venture capital firm, where he was responsible for that firm's investments in telecommunication and telecommunication software companies. In 1993, Mr. Boyce retired from Highland and has been an active private investor since that time. Prior to founding Highland, Mr. Boyce was an early investor and cellular system operator through a joint venture with Continental Cablevision, and was one of the original board members of the Cellular Telephone Industry Association (CTIA), helping establish and shape the cellular telephone industry. Mr. Boyce also served as Vice President and a corporate officer of Affiliated Publications, Inc., where he was responsible for that company's initial investment in McCaw Communications.

## **Corporate Governance Guidelines**

We believe that good corporate governance is important to ensure that SkillSoft is managed for the long-term benefit of its shareholders. This section describes key corporate governance guidelines and practices that we have adopted. Complete copies of the corporate governance guidelines, committee charters and code of conduct described below are available on the Corporate Governance section of our website at [www.skillsoft.com](http://www.skillsoft.com).

Alternatively, you can request a copy of these documents by writing to SkillSoft Public Limited Company, c/o Investor Relations, 107 Northeastern Boulevard, Nashua, New Hampshire 03062.

The Board of Directors has adopted corporate governance guidelines to assist in the exercise of its duties and responsibilities and to serve the best interests of SkillSoft and our shareholders. These guidelines, which provide a framework for the conduct of the Board of Directors' business, provide that:

the principal responsibility of our directors is to oversee the management of SkillSoft;

a majority of the members of the Board of Directors shall be independent directors;

the Board of Directors shall propose nominees such that, should our shareholders elect those nominees at our annual general meeting, at least two-thirds of the members of the Board of Directors will be independent directors;

our independent directors shall meet in executive session at least four times in each fiscal year;

our directors shall have full and free access to management and, as necessary and appropriate, independent advisors;

the Board of Directors shall oversee and periodically review corporate compliance programs and shall review corrective actions taken by SkillSoft when significant corporate compliance problems are reported;

the Board of Directors shall establish performance criteria for directors and evaluate directors who are re-nominated based on such criteria;

new directors shall participate in an orientation program and all directors are expected to participate in continuing director education; and

at least annually the Board of Directors will conduct a self-evaluation of it and its committees.

**Determination of Independence**

NASDAQ rules require that the Board of Directors consist of a majority of independent directors. Under applicable NASDAQ rules, a director will only qualify as an independent director if, in the opinion of the Board of Directors, that person does not have a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Under the corporate governance guidelines we adopted in connection with the settlement of our securities class action litigation, the Board of Directors must propose director nominees for election such that, should our shareholders elect those nominees, two-thirds of the members of the Board of Directors will be independent directors. Our corporate governance guidelines also include a heightened definition of independence for purposes of that requirement.

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The Board has determined that none of Messrs. Gross, Boyce, Krzywicki, Meagher or von Prondzynski has a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is an independent director as defined under Rule 5605(a)(2) of the NASDAQ Stock Market, Inc. Marketplace Rules and our corporate governance guidelines.

### **Director Nomination Process**

The process followed by the Nominating and Corporate Governance Committee to identify and evaluate director candidates includes requests to members of the Board of Directors and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates and interviews of selected candidates by members of the Nominating and Corporate Governance Committee and the Board of Directors.

In considering whether to recommend any particular candidate for inclusion in the Board of Directors slate of recommended director nominees, the Nominating and Corporate Governance Committee applies the criteria set forth in our corporate governance guidelines. These criteria include the candidate's integrity, business acumen, knowledge of our business and industry, age, experience, diligence, conflicts of interest and the ability to act in the interests of all shareholders. In addition, the candidate must have experience in one of more of the following core competencies: business or management of complex and large consolidated companies or institutions; accounting or finance for complex and large consolidated companies or institutions; leadership, strategic planning or crisis response for complex and large consolidated companies or institutions; software development and e-learning industries; and other relevant areas identified by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for recommendation. We believe that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the Board of Directors to fulfill its responsibilities.

Shareholders may recommend an individual to the Nominating and Corporate Governance Committee for consideration as a director candidate by submitting the following information in writing to the Nominating and Corporate Governance Committee (i) the nominating shareholder's name, address and number of ordinary shares or ADSs beneficially owned by the nominating shareholder, (ii) a description of any arrangements between the nominating shareholder and the recommended candidate, (iii) such information regarding the candidate as would be required to be included in a proxy statement regarding a director candidate, (iv) confirmation that the candidate is an independent director under the requirements set forth in our corporate governance guidelines, (v) the consent of the recommended candidate to serve as a director if elected and (vi) a representation signed by the candidate that if elected, he or she will represent all shareholders in accordance with all applicable laws and our Memorandum and Articles of Association and will comply with all rules generally applicable to directors.

Nominating shareholders who wish to recommend any particular candidate for consideration must provide such written information to the Nominating and Corporate Governance Committee, c/o Investor Relations, SkillSoft Public Limited Company, 107 Northeastern Boulevard, Nashua, New Hampshire 03062 no less than 90 and no more than 150 days before the first anniversary of the preceding year's Annual General Meeting. If the date of the next Annual General Meeting is advanced by more than 30 days from the preceding year's Annual General Meeting, then such written information must be provided no earlier than 150 days prior to such annual general meeting date and not later than the close of business on the later of the 90th day prior to such annual general meeting date and the 10th day following the day on which notice of the date of the annual general meeting was mailed or public disclosure of the date was made.

Assuming that appropriate biographical and background material has been provided on a timely basis, the Nominating and Corporate Governance Committee will evaluate shareholder-recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows and applies for candidates submitted by others.

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In March 2009, William J. Boyce was appointed by our Board of Directors as a new director. Mr. Boyce was originally proposed to the Nominating and Corporate Governance Committee by the Company's Chief Executive Officer and the Board of Directors determined to include him among its nominees.