

SCHEDULE 3

MATTERS REQUIRING BOARD APPROVAL PURSUANT TO CLAUSE 6.2(B)

1. **INED Suitability Criteria** Adopt or amend the INED Suitability Criteria.
2. **Annual Business Plan** Except in relation to an Annual Business Plan referred to in clause 9.1(c) that: (i) seeks to address the concerns of those Directors who did not approve the Annual Business Plan pursuant to clause 9.1(b); and (ii) fulfils the criteria set out in Annex 4, adopt any Annual Business Plan or amend any Annual Business Plan.
3. **Long Term Business Plan** Except in relation to a Long Term Business Plan referred to in clause 9.2(c) that: (i) seeks to address the concerns of those Directors who did not approve the Long Term Business Plan pursuant to clause 9.2(b); and (ii) fulfils the criteria set out in Annex 4, adopt any Long Term Business Plan or amend any Long Term Business Plan.
4. **Strategic decisions** Any suspension, cessation or abandonment of any material activity of the Company or any Group Company.

Any material change to the nature, primary focus of or geographical area of the Business or the closing of any material operating establishment of the Business.
5. **Acquisitions, disposals, etc.** Any material acquisition or disposal, in one or a series of related transactions, by the Company or any Group Company of:

(a) any undertaking, business, company or securities of a company; or
(b) any assets or property (other than in the ordinary course of business).
6. **Corporate structure** Any material actual or proposed reorganisation or liquidation or similar of any Group Company.
7. **Issue of Securities** In one or a series of related transactions, issue any Securities, or grant any person rights to be issued any Securities, representing more than 10 per cent. of the issued share capital of the Company, other than in accordance with any equity incentive scheme of the Company approved by the Board on the recommendation of the Remuneration Committee.
8. **Dilutive transactions** Issue any Securities, or grant any person rights to be issued any Securities, on a non-pre-emptive or non-pro-rata basis, other than in accordance with any equity incentive scheme of the Company approved by the Board on the recommendation of the Remuneration Committee.
9. **Listing** Agree a change of listing venue, additional listing venue or cancellation of any listing.
10. **Country of incorporation** Change the country of incorporation of the Company.
11. **Amendments to Constitution** Amend or repeal the Constitution or adopt a new Constitution.
12. **Material contracts** Enter into any commitment or arrangement which is material to the business of the Group outside the ordinary course, and not specifically identified in the Annual Business Plan.
13. **Transaction Documents** Agree to any material variation or modification to, or waiver of, any right or claim under, any of the Transaction Documents.
14. **Auditor** The appointment or removal of the auditors of any Group Company.
15. **Name change** Change the Company's name or any business name under which it trades.