

consideration for Shares participating in such Tender Offer, then, notwithstanding anything set forth to the contrary herein or in the Equity Definitions, this Transaction may not be terminated pursuant to the "Optional Early Termination" provisions below during the period from and including the Tender Offer Expiration Date (as defined below) up to but excluding the Tender Offer Date. For the purpose hereof, the following term shall have the meaning indicated below:

"Tender Offer Expiration Date" shall mean the last business day on which a theoretical holder of the Shares may elect to tender its Shares pursuant to such Tender Offer, as provided in the documents related to such Tender Offer (subject to any extensions as provided pursuant to the documents related to such Tender Offer).

New Shares:

The definition of "New Shares" in Section 12.1(i) of the Equity Definitions shall apply provided however that:-

(a) if the Exchange mentioned therein is located in the United States, the definition of "New Shares" shall be amended by deleting subsection (i) in its entirety and replacing it with the following: "(i) publicly quoted, traded or listed on any of the New York Stock Exchange, the American Stock Exchange or the NASDAQ National Market System (or their respective successors)"; and

(b) if the Exchange mentioned therein is within the European Union, the definition of "New Shares" shall be amended by deleting subsection (i) in its entirety and replacing it with the following: "(i) publicly quoted, traded or listed on any of the exchanges or quotation systems located in United Kingdom, France, Germany, Italy, the Netherlands, Spain, Denmark, Finland, Sweden, Luxembourg, Austria, Ireland, Belgium, Portugal, Norway or Switzerland".

Consequences of Merger Events:

Share-for-Share:	Modified Calculation Agent Adjustment
Share-for-Other:	Modified Calculation Agent Adjustment
Share-for-Combined:	Modified Calculation Agent Adjustment

Determining Party: Party A

Tender Offer: Applicable

Consequences of Tender Offers:

Share-for-Share:	Modified Calculation Agent Adjustment
Share-for-Other:	Modified Calculation Agent Adjustment
Share-for-Combined:	Modified Calculation Agent Adjustment

Determining Party: Party A

Composition of Combined Consideration: Inapplicable

Nationalisation, Insolvency or De-listing: Cancellation and Payment

Determining Party: Party A

De-listing: In addition to the provisions of Section 12.6(a)(iii) of the Equity Definitions and for the avoidance of doubt, it will constitute a De-listing if (a) the Exchange is located in the United States and the Shares are not immediately re-listed, re-traded or re-quoted on any of the New York Stock Exchange, the American Stock Exchange or the NASDAQ National Market System (or their respective successors); and

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