

any such change on a full indemnity basis. "Lender" means any third party entity resident for tax purposes in the jurisdiction of the Issuer of the Shares who may be engaged in securities lending transactions with Party A in connection with the Transaction involving securities identical or equivalent to (or involving securities of the same issuer in respect of) the Shares.

Share Adjustments:

Method of Adjustment:

Calculation Agent Adjustment

Extraordinary Events:

Extraordinary Dividend:

As determined by the Calculation Agent, (x) any cash dividend or distribution declared on the Shares at a time when the issuer has not previously declared or paid dividends or distributions on such Shares for the prior four quarterly periods; or (y) any increase in the dividends or distributions paid on the Shares; or (z) any other "special" cash or non-cash dividend or distribution with respect to, the Shares which is, by its terms or declared intent, declared and paid outside the normal operations or normal dividend procedures of the Issuer; provided that, in all cases, the related Record Date occurs during the Dividend Period.

For the avoidance of doubt, the Calculation Agent shall make the relevant adjustment to this Transaction in respect of any Extraordinary Dividend in accordance with Section 11.2(c)(C) of the Equity Definitions.

Additional Tender Offer Terms:

Party A and Party B each acknowledges that, if during the term of this Transaction, (i) the Shares hereunder are, or become, the subject of a Tender Offer and (ii) the parties agree that, as a consequence of the Tender Offer, the definition of "Shares" shall be adjusted to reflect the 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

