

SCHEDULE 4

PARAGRAPH 12.04 AUCTION PROCEDURE FOR THE RESOLUTION OF COMPETITIVE SITUATIONS

1. Interpretation

Auction Day 1	The market day immediately following Day 46.
Auction Day 2	The market day immediately following Auction Day 1.
Auction Day 3	The market day immediately following Auction Day 2.
Auction Day 4	The market day immediately following Auction Day 3.
Auction Day 5	The market day immediately following Auction Day 4.
Day 46	The 46 th day from the date the offer document is dispatched by the second competing offeror or, if the second competing offeror is proceeding by means of a scheme of arrangement, such date as the SC shall determine.
Offer announcement	An announcement of a revised offer by a competing offeror during the auction procedure.
Revised offer	Any offer which represents an increase in the level of the consideration offered by a competing offeror (including the introduction of a new form of consideration or an alternative offer).

2. Introduction

- (a) This Schedule sets out the procedure normally to be followed pursuant to Paragraph 12.04 when a competitive situation continues to exist at 5.00 p.m on Day 46 and no alternative procedure has been agreed between the competing offerors, the offeree board and the SC.
- (b) Prior to the commencement of the auction, the SC will set out the detailed procedural requirements in writing to each competing offeror and the offeree company to give effect to the auction.

- (c) This Schedule assumes that there are two competing offerors. If a competitive situation involves more than two competing offerors, the SC will modify the auction procedure as it considers appropriate.

3. General

- (a) Except with the consent of the SC, the latest time by which either competing offeror may announce or make a revised offer, other than in accordance with the auction procedure, is 5.00 p.m on Day 46.
- (b) If a competitive situation continues to exist at 5.00 p.m on Day 46, a competing offeror may announce a revised offer thereafter only in accordance with the auction procedure.
- (c) If, after 5.00 p.m on Day 46, a person other than the then competing offerors announces a firm intention to make an offer for the offeree company, the auction procedure will end and the SC must be consulted as to the applicable timetable.
- (d) A competing offeror which is permitted to announce a revised offer on any day during the auction procedure may make only one offer announcement on the relevant day.
- (e) The offeree board shall announce the receipt of the revised offer during the auction procedure.
- (f) A competing offeror must not announce a revised offer the consideration of which is calculated by reference to a formula that is determinable by reference to the value of a revised offer by the other competing offeror.
- (g) If a competing offeror announces a revised offer which the SC determines to be contrary to the provisions of the auction procedure, the SC may declare the revised offer to be invalid, and the competing offeror concerned shall not be permitted to proceed with an offer on the terms set out in the announcement.
- (h) Except with the consent of the SC, during the auction procedure, the competing offerors, the offeree company and any person acting in concert with any of them must not–
 - (i) make any public statement which could reasonably be expected to affect the orderly operation of the auction procedure; or

- (ii) deal in relevant securities of the offeree company or take any steps to procure an irrevocable commitment or letter of intent in relation to either competing offeror's offer or to amend, vary, update or replace any irrevocable commitment or letter of intent previously procured.
- (i) Following the end of the auction procedure at 5.00pm on any of Auction Days 1 to 5, the SC will make an announcement confirming that the auction procedure has ended.
- (j) Between the end of the auction procedure and the end of the offer period, a competing offeror and any person acting in concert with it must not place itself in a position where it would be required to revise its offer. See also Note 2 to Paragraph 12.03.

4. Auction days 1 to 4

- (a) The auction procedure will commence on Auction Day 1. Either or both of the competing offerors may announce a revised offer on Auction Day 1. If neither competing offeror announces a revised offer on Auction Day 1, the auction procedure will end at 5.00 p.m on Auction Day 1.
- (b) A competing offeror may announce a revised offer on Auction Day 2 provided that the other competing offeror announced a revised offer on Auction Day 1. If no such revised offer is announced on Auction Day 2, the auction procedure will end at 5.00 p.m on Auction Day 2.
- (c) A competing offeror may announce a revised offer on Auction Day 3 provided that the other competing offeror announced a revised offer on Auction Day 2. If no such revised offer is announced on Auction Day 3, the auction procedure will end at 5.00 p.m on Auction Day 3.
- (d) A competing offeror may announce a revised offer on Auction Day 4 provided that the other competing offeror announced a revised offer on Auction Day 3. If no such revised offer is announced on Auction Day 4, the auction procedure will end at 5.00 p.m on Auction Day 4.
- (e) If a competing offeror is permitted to announce a revised offer on any of Auction Days 1 to 4 and wishes to do so, that competing offeror must submit an offer announcement to the SC before 4.00 p.m on the relevant day.
- (f) Unless the SC otherwise consents or directs, if the relevant competing offeror submits an offer announcement to the SC in accordance with paragraph (e),

that competing offeror must announce the revised offer by submitting that offer announcement, in the same form as the announcement submitted to the SC, before 5.00 p.m on the relevant day, embargoed for publication until that time.

- (g) If the relevant competing offeror does not submit an offer announcement to the SC in accordance with paragraph (e) on any of Auction Days 1 to 4, that competing offeror may not then announce a revised offer on that day.

5. Auction day 5

- (a) If a competing offeror which is permitted to announce a revised offer on Auction Day 4 does so, either or both of the competing offerors may announce a revised offer on Auction Day 5. In any event, the auction procedure will then end at 5.00 pm on Auction Day 5.
- (b) If either competing offeror wishes to announce a revised offer on Auction Day 5, that competing offeror must submit an offer announcement to the SC before 4.00 p.m on that day. The offer announcement may be submitted subject to a condition that the revised offer will be announced only if the other competing offeror also submits an offer announcement to the SC before 4.00pm on that day (but not subject to any other conditions, such as the level of a competing offeror's revised offer). If an offer announcement is submitted to the SC subject to such a condition, the SC will, before 4.30 p.m on Auction Day 5, notify the relevant competing offeror whether the condition has been satisfied. If both competing offerors submit an offer announcement subject to a condition as referred to in this paragraph 5(b), both conditions will be deemed to have been satisfied.
- (c) Unless the SC otherwise consents or directs, if a competing offeror submits an offer announcement to the SC on Auction Day 5 in accordance with paragraph 5(b) and either:
 - (i) The offer announcement is not subject to a condition as referred to in paragraph 5(b); or
 - (ii) The offer announcement is subject to a condition as referred to in paragraph 5(b) and the SC notifies that competing offeror that the condition has been satisfied,

that competing offeror must announce the revised offer by submitting that offer announcement, in the same form as the announcement submitted to the SC, before 5.00 p.m on that day, embargoed for publication until that time.

6. Offer timetable after the end of the auction

- (a) Competing offerors are required to dispatch the revised offer documents by Day 58. However, in consultation with the offeree company, the SC may dispense with the requirement for a competing offeror to dispatch its revised offer document, if it is clear that the value of the competing offeror's offer is lower than the value of the other competing offeror's offer.
- (b) The offeree company is required to dispatch its revised independent advice circulars on the revised offers by Day 65. Where the SC has dispensed with the requirement for a competing offeror to dispatch a revised offer document, the offeree company is not required to dispatch an independent advice circular on that offer.
- (c) The latest date which either offer made by the competing offerors may become or be declared unconditional as to acceptances will be 14 days after the posting of the revised offer documents.