

## CORPORATE ADMINISTRATION & TRANSACTIONS COMMITTEE

### TERMS OF REFERENCE

(Approved by the Board by written resolution on 30<sup>th</sup> October 2002)

#### Role

To review and approve matters in connection with the administration of the Company's business, and in respect of certain corporate transactions.

#### Membership

Members	Directors, Corporate Executive Team members and the Company Secretary
Secretary	Company Secretary

#### Constitution

1. The Corporate Administration & Transactions Committee has full power and authority to exercise the powers of the Board of Directors.

#### Membership

2. All Directors, Corporate Executive Team members and the Company Secretary.

#### Quorum

3. Any two members of the Committee **except** when dealing with any matter described herein as a **Corporate Transaction** the Quorum must include one of the Chief Executive Officer, Chief Financial Officer or the General Counsel.

#### Committee Secretary

4. The Committee may at any meeting appoint any one of its members or the Secretary or any Deputy or Assistant Secretary of the Company as the Secretary of the Committee for that meeting.

#### Frequency of meetings

5. Meetings shall be held as required.

#### Authority & Duties

6. The duties and authorities of the Committee shall be:

#### **Administration**

- (a) To authorise and approve banking arrangements and transactions of or affecting the Company but not including major funding, borrowing or investment policies.

- (b) To authorise and approve all transfers, registrations and the sealing and issuing of all certificates relating to all securities of the Company.
- (c)
  - (i) To approve any document required to be signed under hand on behalf of the Company and to authorise any person to sign such document on behalf of the Company.
  - (ii) To approve any document requiring execution as a deed by the affixing of the Company Seal or in such manner as provided by law and to authorise and witness the affixing of the Seal of the Company to such document in compliance with the Articles of Association of the Company.
  - (iii) To authorise any person, in addition to those already empowered, to witness the affixing of the Seal.
- (d) To deal with all matters relating to or arising from the implementation and administration of any of the employee share, option and saving schemes previously sanctioned by the Board or the Remuneration Committee.
- (e) To approve and/or adopt trading styles or business names of the Company or its subsidiaries to ensure that overall Company policy is followed.
- (f) To grant powers of attorney or proxies authorising any person or persons on the Company's behalf:-
  - (i) to register, prosecute and defend any intellectual property rights of the Company;
  - (ii) to represent the Company at any shareholders' or statutory meetings of subsidiaries of the Company; and
  - (iii) do all acts necessary in respect of any transaction approved by the Board or one of its Committees.
- (g) To authorise and approve all transfers, registrations, capital injections, sealing and issuing of share certificates and any act necessary, advisable or conducive to the efficient legal entity structuring of the Company's business.
- (h) To do, agree or execute any act or document necessary or pertinent to the operation of the Company's Dividend Reinvestment Plan, its corporate ISA and Corporate Sponsored Nominee.
- (i) To do anything necessary, advisable or conducive to the administration of the Company's business.

### **Corporate Transactions**

- (a) Subject to items (e), (f) and (g) below, the Corporate Administration & Transactions Committee has full power and authority to exercise the powers of the Board of Directors:
  - (i) in relation to financial and securities transactions and in particular to loans, debt securities, swap transactions and other finance-related transactions;
  - (ii) in relation to the giving of guarantees, indemnities, bonds or other assurance against financial loss by the Company in

respect of the obligations of a third party (whether a subsidiary of the Company or not).

All the matters set out in paragraphs (i) and (ii) above are referred to herein as "Corporate Transaction(s)".

- (b) The authority of the Committee shall include full authority to negotiate, approve and execute all agreements, instruments, notices, letters or other documents necessary or expedient in connection with any Corporate Transaction, to authorise any acts, steps or thing which need to be taken or done by or on behalf of the Company in connection with any Corporate Transaction.
- (c) The Committee shall also have the fullest powers to deal, in accordance with the powers hereby delegated to it, with any Corporate Transactions or matters ancillary thereto in connection with any transaction which may have been duly approved by the Board or by any other committee of the Board.
- (d) The Committee shall have the following powers in relation to any documents arising out of or ancillary to any Corporate Transaction:-
  - (i) to approve any document required to be signed under hand on behalf of the Company and to authorise any person to sign such document on behalf of the Company;
  - (ii) to approve any document requiring execution as a deed and to authorise the affixing of the Seal of the Company to such document in compliance with the Articles of Association of the Company or the execution of such document in such manner as provided by law; and
  - (iii) to authorise any person, in addition to those already empowered, to witness the affixing of the Seal.
- (e) The authority of the Committee shall not extend to the approval of the issue of any share capital of the Company or of any rights or interests in or rights to convert into or subscribe for any share capital of the Company unless such issue has been approved in principle by the Board of Directors (or pursuant to authority granted by it) or arises on the conversion of a security or on the exercise of a warrant or similar security issued in connection with a Corporate Transaction where the issue of such warrant or security was itself authorised by the Board of Directors (or pursuant to authority granted by it).
- (f) The powers of the Committee set out in paragraphs (a), (b), (c) and (d) above shall be subject to any limitations or other restrictions which the Board of Directors may from time to time hereafter impose and, in the case of paragraphs (a), (b) and (d), where the Board of Directors has approved a budget, finance plan or similar plan, shall not extend to any Corporate Transactions which are inconsistent with or outside the scope or terms of such plan.
- (g) Notwithstanding any limitations or restrictions mentioned in paragraphs (a) to (f) above, a third party dealing with the Company in good faith shall not be concerned to enquire whether any transaction approved or purported to be approved by the Corporate Administration & Transactions Committee is within their authority to do so and such transaction shall be deemed to be approved within the powers hereby conferred and the exercise of the Corporate Administration & Transactions Committee's powers in connection therewith shall be valid and effectual accordingly.

- (h) The Corporate Administration & Transactions Committee may from time to time appoint one of its members as Chairman of the Committee for the purpose of that Committee meeting.

Reporting Procedures & Responsibilities

- 7. The Secretary of the Committee shall circulate minutes of the meetings to all members of the Board.