
CORPORATE ADMINISTRATION & TRANSACTIONS COMMITTEE

TERMS OF REFERENCE

**(Approved by the Board by written resolution on 30 October 2002. Last updated on
24 September 2018)**

Role

The Corporate Administration & Transactions Committee reviews and approves matters in connection with the administration of the Company's business, and certain corporate transactions.

Membership

Members	Directors SVP, Global Ethics and Compliance Chief Strategy Officer SVP, General Counsel Company Secretary
Secretary	Company Secretary

Constitution

1. The Board has established a committee of the Board known as the Corporate Administration & Transactions Committee (the "Committee").

Membership

2. The Committee comprises the Directors, certain Corporate Executive Team members (as listed above) and the Company Secretary. In accordance with the Company's Articles of Association, specifically Article 114 which states that the majority of the members of the Committee must be Directors of the Company.
3. The Committee may at any meeting appoint one of its members as Chairman for the purpose of that meeting.
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.

Quorum

5. The quorum shall be any two members of the Committee except when reviewing and approving any Corporate Transaction (as defined in paragraph 8 below), when the quorum must include one of the Chief Executive Officer, Chief Financial Officer or the General Counsel.

Frequency of meetings

6. Meetings shall be held as required.

Authority to approve matters in connection with the administration of the Company's business

7. The duties and authorities of the Committee in this regard shall be:
- (a) to authorise and approve banking arrangements and transactions of or affecting the Company but excluding the approval of:
 - (i) major funding, borrowing or investment policies;
 - (ii) arrangements and transactions that fall within the scope of authority of the Board; and
 - (iii) Corporate Transactions in respect of which authority is conferred under paragraphs 8 to 11 below;
 - (b) to authorise and approve all arrangements and transactions relating to internal restructuring or reorganisation of the Company's group (including, without limitation, any intra-group transfer of shares, businesses and/or assets and any intra-group funding, dividend, capital injection, subscription and/or capital return);
 - (c) to authorise and approve all transfers, registrations and the sealing and issuing of all certificates relating to all securities of the Company;
 - (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 approved by or on behalf of the Board (including, without limitation, any duly authorised committees of the Board);
 - (e) 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.
 - (f) to approve and/or adopt trading styles or business names of the Company or its subsidiaries to ensure that overall Company policy is followed.
 - (g) to do anything necessary, advisable or conducive to the general administration of the Company's business, including, without limitation:
 - (i) to grant powers of attorney or proxies authorising any person or persons on the Company's behalf to register, prosecute and defend any intellectual property rights of the Company, to represent the Company at any shareholders' or statutory meetings of members of the Company's group and/or to do all acts necessary in respect of any transaction approved by or on behalf of the Board (including, without limitation, any duly authorised committee of the Board)
 - (ii) 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;
 - (iii) to approve any document requiring execution as a deed and to authorise the affixing of the seal of the Company (the "Seal") 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;
 - (iv) to authorise any person, in addition to those already empowered, to witness the affixing of the Seal; and

(h) to ratify any arrangement, transaction, act or document which falls within the authority of the Committee.

Authority to approve Corporate Transactions

8. The duties and authorities of the Committee in this regard shall be:

- (a) Subject to paragraphs 9 and 10 below, to authorise and approve:
- (i) financial and securities arrangements and transactions (including, without limitation, loans, debt securities, swap transactions and other finance-related transactions) involving third parties outside the Company's group; and
 - (ii) the issue by the Company (or any member of the Company's group) of guarantees, indemnities, bonds or other assurance against financial loss in respect of the obligations of any third party (including, without limitation, any member of the Company's group).

each being a "Corporate Transaction".

- (b) to authorise and approve any Corporate Transaction or matter ancillary thereto in connection with any other arrangement or transaction which may have been duly approved by or on behalf of the Board (including, without limitation, any duly authorised committee of the Board);
- (c) to authorise and approve any agreement, instrument, notice, letter or other document necessary or expedient in connection with any Corporate Transaction, and to authorise any act, step or thing to be taken or done by or on behalf of the Company in connection with any Corporate Transaction; and
- (d) to do anything necessary, advisable or conducive to any Corporate Transaction, including, without limitation:
- (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.

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9. 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:
 - (a) has been approved in principle on behalf of the Board (including without limitation, any duly authorised committee of the Board); or
 - (b) 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 or on behalf of the Board (including without limitation, any duly authorised committee of the Board).
 10. The powers of the Committee set out in paragraph 8 above shall be subject to any limitations or other restrictions which the Board may from time to time hereafter impose and where the Board has approved or adopted a financial policy, 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 policy, budget or plan.
 11. Notwithstanding any limitations or restrictions mentioned in paragraphs 8, 9 or 10 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 Committee is within their authority, and such transaction shall be deemed to be approved within the powers hereby conferred and the exercise of the Committee's powers in connection therewith shall be valid and effectual accordingly.

Reporting Procedures

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