

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 (b) the Exchange is within the European Union, and the Shares are not immediately re-listed, re-traded or re-quoted on any of the exchanges or quotation systems located in Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, Luxembourg, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland or the United Kingdom.

**Additional Disruption Events:**

Change In Law: Applicable, except that Section 12.9(a)(ii) is amended by the replacement of the word "Shares" with "Hedge Positions"

Insolvency Filing: Applicable

Hedging Disruption: Applicable

Hedging Party: Party A

Increased Cost of Hedging: Applicable

Hedging Party: Party A

Increased Cost of Stock Borrow: Applicable. For the avoidance of doubt, "Initial Stock Loan Rate" shall be determined by the Calculation Agent and refers to the basis point fee used by stock lenders for the specific Shares underlying the Transaction and does not include the prevailing interest rate.

Hedging Party: Party A

