

SCHEDULE 8

CONSEQUENTIAL AND FURTHER PROVISIONS

Modifications of Part XIII A of the 1985 Act

9.—(1) Where an offeror (as defined in section 428 of the 1985 Act) proposes to give a notice to any holder of uncertificated shares under section 429 or section 430A(3) of the 1985 Act it shall inform the company of that fact and the company shall, within 2 working days, issue a general call for instructions, specifying such date (being a date which may be the subject of a general call for instructions) as the offeror shall request as the date by reference to which the register of members is to be updated (save that such a general call shall not be issued if the date requested is a fixed register date with respect to the shares).

(2) Within 3 working days of receipt of proper instructions to register received in response to the general call, the company shall update its register of members and supply a copy of the same to the offeror.

(3) The offeror shall be entitled to rely on that copy of the register of members for the purposes of sending out any notice under the provisions of Part XIII A notwithstanding the fact that such a register may include the name of any controller's default nominee.

(4) Section 430(6) of the 1985 Act shall not apply in the case of a takeover offer (as defined in section 428 of the 1985 Act) in relation to uncertificated shares.

(5) Section 430(5) shall be construed in the case of a takeover offer for uncertificated shares (or such part of a takeover offer as relates to uncertificated shares) as requiring the notice referred to in that subsection to be sent to the Operator and the company.

(6) In addition to sending the notice referred to in section 430(5) of the 1985 Act the offeror shall notify the Operator and the company of the name of the controller which is to hold the entitlements to the shares to which the notice relates ("the offeror's controller").

(7) The receipt of the notices under paragraphs (5) and (6) by the Operator has the same effect as if the Operator had:

- (a) received a notification of a transaction under which the entitlements to the shares to which the notice relates are to be transferred to the offeror's controller; and
- (b) obtained the consent to the transfer of those entitlements from any controller concerned.

(8) Where the offeror's controller is a primary company controller, the company shall send any notice received by it under paragraphs (5) and (6) to such controller and, if it has more than one, to each of its primary company controllers and the receipt of the notice:

- (a) by the company, where the company has more than one such controller, has the same effect as if it had:
 - (i) received a notification of a transaction under which any entitlements to the shares to which the notice relates which are held by another primary company controller are to be transferred to the offeror's controller; and
 - (ii) obtained the consent to the transfer of those entitlements from any controller concerned; and
- (b) by the offeror's controller has the same effect as if it had received an instruction under regulation 33 under which any entitlements to the shares to which the notice relates which are held by it are to be held for the offeror.

(9) In the case of uncertificated shares, any communication referred to in sections 430(3)(a), 430A(1) or 430A(2) may be made, where the entitlements concerned are held by a commercial controller, by means of the Operator's part of the system instead of in writing.