

Appendix

Schedule of Reserved Matters

1. Transactions of the Company or its subsidiaries that are material. For these purposes "material" means transactions which fall in the following categories. In the case of items (a) to (c) the terms are defined in the Listing Rules issued by the UK Listing Authority:
 - (a) reserve takeovers;
 - (b) class 1; and
 - (c) a takeover bid subject to the Takeover Code.
2. Setting or variation of senior management authority levels.
3. Amendment of terms of reference of any committee of the Board.
4. Approval of the annual budget, estimates and forecast, including profit, dividend or other forecasts made public.
5. The declaration of interim dividends, the recommendation of final dividends and the making of any other distributions.
6. The entering into of any indemnities or guarantees where the maximum amounts payable could in aggregate exceed £250m other than any banking facilities (including any indemnities, guarantees or facilities in substitution for or renewal of existing arrangements).
7. Approval of interim or preliminary announcements.
8. Approval of annual report and accounts of the Company.
9. Appointment and removal of Directors and of the Company Secretary.
10. Recommendations for the alteration of the memorandum and articles of association of the Company.
11. Alteration of the accounting reference date, registered office and the name of the Company.
12. Giving financial assistance for the purposes of the acquisition of the Company's own shares.
13. Issue of any debt instruments for amounts in excess of £250m including bond issues, debenture issues and loan stock instruments.
14. Any other matter requiring the convening of a general meeting of shareholders or any class of shareholders.