

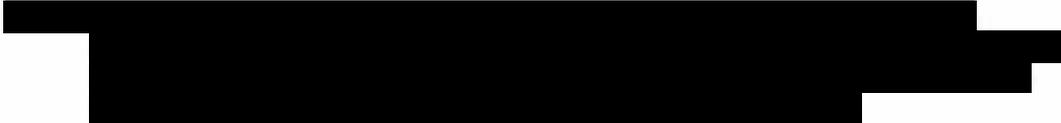
Schedule 21 – Permitted Change of Ownership and Permitted Change in Control

(clauses 1.1, 60.2, 60.3 and 60.4)

1. Part A – Permitted Change of Ownership

Permitted Change in Ownership means:

- (a) the issue of any Equity Interest to an Equity Investor as part of the Initial Equity Subscription or Deferred Equity Contribution or as consideration for the Founder Equity Contribution Amount (as those terms are defined in the Equity Documents), in accordance with the Equity Documents;
- (b) where an Equity Investor is:
 - (i) a trustee or a responsible entity of an entity (**Trust or Managed Investment Scheme**), a transfer of any Equity Interest by that Equity Investor to:
 - (A) any custodian appointed by that Equity Investor (provided OpCo gives the Principal prior written notice of the proposed custodian and the terms of the custodianship); or
 - (B) any replacement trustee or responsible entity of the Trust or Managed Investment Scheme that is a Related Body Corporate of that Equity Investor (provided OpCo gives the Principal prior written notice of the proposed replacement); or
 - (ii) a custodian, a transfer of any Equity Interest by that Equity Investor to the entity for whom the custodian holds the Equity Interests or to any replacement custodian appointed by that entity (provided OpCo gives the Principal prior written notice of the proposed replacement and the terms of the custodianship);
- (c) a transfer of Equity Interests from an Equity Investor to another Equity Investor which occurs by virtue of the exercise of a pre-emptive right under clauses 15.2 to 15.5, 15.8, 17.2 or 18.2 of the Shareholders Agreement (as at the date of this deed, or such amended version of the Shareholders Agreement with the prior written consent of the Principal), other than a transfer that takes effect prior to the later of the date which is:
 - (i) 2 years after the Date of Completion; or
 - (ii) the date on which all of the CDPD Conditions are satisfied in accordance with clause 28.4 of the Operative Provisions;
- (d) the issue of any Equity Interests to an Equity Investor which will, in effect, replace existing Equity Interests held by that same Equity Investor and any corresponding redemption of existing Equity Interests (in the same proportions); and



2. Part B – Permitted Change In Control

Not applicable.