

failure of the Company. This clause will not apply if there is another Scheme Member which is the Holding Company of the Company unless both the Company and that Holding Company give a notice to the Scheme Agent that this clause will apply in respect of the Company and not the Holding Company while the Company remains a Scheme Member.

3.4 The Company covenants in favour of all Scheme Members to act in good faith towards the Council members, Scheme Members and the Scheme Agent in relation to the operation and administration of the Scheme, but this obligation shall not in any way limit or restrict the Company from making or not making any decision, or taking or not taking any action, on any matter having regard to what it perceives to be its best commercial interests.

3.5 If the Company defaults in any of its obligations under the Code, the Company agrees to submit to the enforcement mechanisms contained in the Code to enforce the obligations contained in the Code.

3.6 The Company agrees to pay the Scheme Fees to the Scheme Agent in accordance with the Code and the Scheme TOR.

3.7 The Company acknowledges that the Scheme Agent is responsible as principal (and not as agent) for invoicing, and recovering all amounts invoiced to, the Company in respect of the Scheme Fees including, without limitation, interest for late payment of undisputed amounts of the Scheme Fees. The Company agrees to pay all such amounts to the Scheme Agent.

3.8 The Company agrees that the Scheme Agent may take action against the Company in respect of the Scheme Fees, provided such action is exercised in accordance with the Code, the Scheme TOR and the agreement between the TCF and the Scheme Agent in relation to the provision of services as Scheme Agent in respect of the Scheme.

4 IRREVOCABLE

4.1 This deed poll is irrevocable, except as provided for in the Scheme TOR.

5 GOVERNING LAW

5.1 This deed is governed by and shall be construed in accordance with New Zealand law.

SIGNED AS A DEED POLL

[_____] **LIMITED** hereby acknowledges the terms of this deed poll and agrees to be bound by them.

Signed by:

_____ Signature of Director

_____ Name of Director

_____ Signature of Director

_____ Name of Director