



Appendix A1

Agreement Among Managers (Versions 1 and 2)

- 2.11** This version is suitable for use whether or not there is a selling group. It assumes that, where there is a selling group, it is appointed by one or more of the Joint Bookrunners or Lead Manager(s) on its/their own behalf, not on behalf of the other Managers. The Joint Bookrunners/Lead Manager(s) are responsible for the terms and documentation of any Selling Group arrangements. It also assumes that none of the Managers is a member of the Selling Group. Amendments will be required if any of these assumptions does not apply in a particular case. *September 2015*
- 2.12** The provisions set out in paragraphs 6.5 and 6.6 of the New York Law Schedule for Non Equity-Related Issues Governed by New York Law apply to Managers that are subject to the requirements of Article 55 of Directive 2014/59/EU, as transposed in the relevant EU Member State in which they are established. They govern liabilities that have been created or which are subject to a material amendment after 1 January 2016, and provide for the acknowledgement and acceptance by the Manager's counterparty that the liability may be subject to the exercise of write-down and conversion powers by the Manager's resolution authority. The definition of Bail-in Legislation in paragraph 6.6 reflects the requirement to include a contractual term describing the write-down and conversion powers under the applicable national laws transposing the requirements of Article 55. In relation to a Manager that is organised under the laws of France, Germany or the UK, the definition of Bail-in Legislation provides the required description; in relation to a Manager that is organised under the laws of any other EU member state, the definition of Bail-in Legislation incorporates by reference the descriptions set out in the EU Bail-In Legislation Schedule published by the Loan Market Association on its website at <http://www.lma.eu.com/>. *December 2015*
- 2.13** This Introduction does not form part of the Agreement Among Managers. *September 2015*

Clause 14

6.5 Insert a new Clause 14:

December
2015

Notwithstanding any other provision of this Agreement or any other agreements, arrangements or understandings, in the event that a Manager becomes subject to the exercise of Bail-in Powers under an applicable Bail-in Legislation, each of the other Managers acknowledges, accepts and agrees to be bound by:

- (a) the effect of the exercise of such powers in relation to any Liability of such Manager arising under this Agreement that may include and result in any of the following, or some combination thereof:
 - (i) the reduction of all, or a portion, of such Liability;
 - (ii) the conversion of all, or a portion, of such Liability into shares, other securities, or other obligations of such Manager or another person (and the issue to or conferral on the other Managers of such shares, securities or obligations), including by means of an amendment, modification or variation of the terms of this Agreement;
 - (iii) the cancellation of such Liability;
 - (iv) the amendment or alteration of the amounts due in relation to such Liability, including any interest, if applicable, thereon, or the dates on which any payments are due, including by suspending payment for a temporary period;
- (b) the variation of the terms of this Agreement, if necessary, to give effect to the exercise of such powers.

Schedule

6.6 Insert the following new definitions in the Schedule:

December
2015

<i>Bail-in Legislation</i>	If the Manager is incorporated or organised under the laws of France, the Applicable Resolution Regime will be the laws, regulations, rules or requirements in effect in France relating to the transposition of the BRRD, including but not limited to the relevant provisions of the Ordinance (Ordonnance) N° 2015-1024 of 20 August 2015 as amended from time to time, or pursuant to, and in accordance with, Regulation 806/2014 establishing uniform rules and uniform procedures for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and Single Resolution Fund, as amended from time to time, and the instruments, rules and standards created thereunder.
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If the Manager is incorporated or organised under the laws of Germany, the Applicable Resolution Regime will be the laws, regulations, rules or requirements in effect in Germany relating to the transposition of the BRRD, including but not limited to the German Act on Recovery and Resolution of Institutions and Financial Groups, as amended from time to time, or pursuant to, and in accordance with, Regulation 806/2014 establishing uniform rules and uniform procedures for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and Single Resolution Fund, as amended from time to time, and the instruments, rules and standards created thereunder.

If the Manager is incorporated or organised under the laws of England and Wales, the Applicable Resolution Regime will be the laws, regulations, rules or requirements in effect in the United Kingdom relating to the transposition of the BRRD, including but not limited to the Banking Act 2009, as amended from time to time, and the instruments, rules and standards created thereunder.

If the Manager is incorporated or organised under the laws of any other member state of the European Economic Area which has implemented, or which at any time implements, Article 55 of BRRD, the Bail-in Legislation will be the laws, regulations, rules or requirements in effect in such member state relating to the transposition of the BRRD as described in the EU Bail-In Legislation Schedule from time to time.

Bail-in Powers

Any write-down, conversion, transfer, modification, or suspension power existing from time to time under, and exercised in compliance with, applicable Bail-in Legislation, pursuant to which any obligation of a Manager (or affiliate of a Manager) can be reduced, cancelled, modified, or converted into shares, other securities, or other obligations of such Manager or any other person (or suspended for a temporary period) or any right in a contract governing an obligation of the Manager may be deemed to have been exercised.

<i>BRRD</i>	Directive 2014/59/EU establishing a framework for the recovery and resolution of credit institutions and investment firms.
<i>EU Bail-In Legislation Schedule</i>	The document described as such, then in effect, and published by the Loan Market Association (or any successor person) from time to time at http://www.lma.eu.com/ .
<i>Liability</i>	Any liability as defined under the applicable Bail-in Legislation.