

SCHEDULE 24

CONDITIONS PRECEDENT

Part 1 – Contractor Conditions Precedent

The documents listed below shall be delivered by the Contractor to the Authority in the form and substance satisfactory to the Authority (acting reasonably). Where listed as a duly certified copy, the relevant document shall be certified by a director or the secretary of the Contractor as being true and correct:

- 1.1 A copy, duly certified, of the Contractor's certificate of incorporation and of any certificate of incorporation on change of name or certificate of re-registration as a public company of the Contractor.
- 1.2 A copy, duly certified, of HoldCo's certificate of incorporation and of any certificate of incorporation on change of name or certificate of re-registration as a public company of HoldCo.
- 1.3 An executed copy, duly certified, of the Shareholders' Agreement between HoldCo and the Shareholders.
- 1.4 A copy, duly certified, of the Contractor's and HoldCo's memorandum and articles of association.
- 1.5 A copy, duly certified, of minutes of a meeting of the board of directors of the Contractor evidencing:
 - 1.5.1 consideration by the board of directors of:
 - (A) a draft of this Agreement, the other Project Documents and the Ancillary Documents to which the Contractor is a party;
 - (B) the Contractor's rights and obligations under this Agreement, the Project Documents and the Ancillary Documents to which the Contractor is a party; and
 - (C) any limit or restriction on any of the Contractor's powers or any limit or restriction on the right or ability of the Contractor's directors to exercise any of the Contractor's powers; and
 - 1.5.2 a resolution of the board of directors approving the execution, delivery and performance by the Contractor of (i) this Agreement and (ii) the Project Documents and (iii) the Ancillary Documents and authorising certain directors to sign or execute as a deed and deliver this Agreement, all Project Documents, and all Ancillary Documents to which the Contractor is a party on behalf of the Contractor and to approve any amendments to the draft of the same produced to the Contractor's directors and authorising a specified person or persons to sign and despatch all notices and other communications required or permitted to be given by the Contractor under any Project Documents and Ancillary Documents to which the Contractor is a party.
- 1.6 A specimen of the signature of each person authorised by the Contractor to sign this Agreement, any Project Document and any Ancillary Document to which the Contractor is a party and to sign and despatch all notices and other communications required or

permitted to be given by the Contractor under this Agreement, any Project Document and any Ancillary Document to which the Contractor is a party.

- 1.7 An executed copy, duly certified, of each Ancillary Document to which the Authority is not a party.
- 1.8 A copy, duly certified, of the general statement of health and safety policies of the Contractor and the Principal Sub-contractor.
- 1.9 Evidence that the insurances referred to in Clause 47 and Schedule 23 (Insurance) have been taken out and that the relevant policies comply with the requirements of this Agreement.
- 1.10 An executed copy, duly certified, of the Financing Agreements together with evidence that all conditions precedent to the Financing Agreements and the Lenders' Direct Agreement have been satisfied or waived, other than any relating to the unconditionality of this Agreement.
- 1.11 An executed copy of the Lenders' Direct Agreement.
- 1.12 An executed copy of the Custody Agreement.
- 1.13 An executed copy of the Principal Sub-Contractor Direct Agreement.
- 1.14 An executed copy of the Main Sub-Contractor Direct Agreement.
- 1.15 A copy, duly certified, of the model auditor's report in respect of its audit of the Financial Model.
- 1.16 The duly executed Performance Bond.
- 1.17 A signed copy of the Brokers Letter of Undertaking.
- 1.18 The agreed version 1.0 of the Submissions Programme.
- 1.19 The Financial Model.
- 1.20 The Cost Model.

Part 2 – Authority Conditions Precedent

The documents listed below shall be delivered by the Authority to the Contractor in the form and substance satisfactory to the Contractor (acting reasonably):

- 2.1 The List of Non-HA Project Land (version 0.2) (which list shall be non-exhaustive) pursuant to the CRP Process and Clause 16.13 of this Agreement.