

**STANDING OFFER ARRANGEMENT – DEED OF AGREEMENT**  
**MAJOR DIFFERENCES BETWEEN VERSION 002 DATED 1 JULY 2009 AND VERSION 003 DATED 13 JULY 2011**

The most significant differences between Version 002 and Version #004 of the Standing Offer Arrangement – Deed of Agreement are outlined below.  
*This document does not represent a comprehensive list of every amendment incorporated in the new Version dated 13 July 2011.*

CLAUSE TITLE	CLAUSE REFERENCE	SIGNIFICANT DIFFERENCES BETWEEN VERSIONS
<b>Definitions</b>	1.1	<u>New definition:</u> <ul style="list-style-type: none"> <li>• Additional Provisions.</li> </ul> <u>Existing definitions with amendments:</u> <ul style="list-style-type: none"> <li>• Deed of Agreement; and</li> <li>• Standing Offer Arrangement Conditions.</li> </ul>
<b>Terms of the Standing Offer Arrangement</b>	1.2.1 & 1.2.2	<ul style="list-style-type: none"> <li>• clauses deleted.</li> </ul>
	1.2.1 – 1.2.6	<ul style="list-style-type: none"> <li>• new clauses reflecting amendments to clause 5 (documents that form the Arrangement) of the Standing Offer Arrangement Conditions.</li> </ul>
<b>Compliance with the Standing Offer Arrangement</b>	1.3	<ul style="list-style-type: none"> <li>• new clause - compliance with Standing Offer Arrangement.</li> </ul>
<b>Term</b>	1.4	<ul style="list-style-type: none"> <li>• previous clause 1.3 is now clause 1.4.</li> </ul>
<b>Execution Page</b>		<ul style="list-style-type: none"> <li>• execution by a Contractor (which is a partnership) amended to allow for an <i>authorised signatory</i> to sign on behalf of the partnership.</li> </ul>
<b>Schedule 1 – Arrangement Details</b>	No. 4 - Customer	<ul style="list-style-type: none"> <li>• item amended, (as per changes in item 3 in <i>Section 1 Invitation to Offer Details</i>, so the Principal has to specify those entities excluded from being Customers under the Arrangement.</li> </ul>
	No. 15 Intellectual Property Rights	<ul style="list-style-type: none"> <li>• item amended to more clearly specify requirements of clause 22.</li> </ul>
	No. 19 Liability	<ul style="list-style-type: none"> <li>• item amended to clarify that where no amount or “nil” is inserted as the liability cap, then the liability of the Party will be unlimited.</li> </ul>
	No. 20 Insurance – Professional Indemnity	<ul style="list-style-type: none"> <li>• item amended to include requirements where an Offeror is a member of scheme under the Professional Standards Act.</li> </ul>

CLAUSE TITLE	CLAUSE REFERENCE	SIGNIFICANT DIFFERENCES BETWEEN VERSIONS
<b>Schedule 2 – Goods and/or Services and Pricing</b>	Other Pricing Issues	<ul style="list-style-type: none"> <li>• new item.</li> </ul>
	Discount and Rebate	<ul style="list-style-type: none"> <li>• new item.</li> </ul>
	Payment Methods	<ul style="list-style-type: none"> <li>• new item.</li> </ul>
<b>Schedules 4 - 7</b>	Schedule 4 – Conditions Relating to Price Variations (Exchange Rate Variations)	<ul style="list-style-type: none"> <li>• new Schedule inserted (if applicable).</li> </ul>
	Schedule 5 – Cost Breakdown of Price	<ul style="list-style-type: none"> <li>• new Schedule inserted (if applicable).</li> </ul>
	Schedule 6 – Conditions Relating to Price Variations (CPI)	<ul style="list-style-type: none"> <li>• new Schedule inserted (if applicable).</li> </ul>
	Schedule 7 – Conditions Relating to Price Variations (Other factors)	<ul style="list-style-type: none"> <li>• new Schedule inserted (if applicable).</li> </ul>

*#Version 003 was released 1 July 2011 and Version 004 dated 13 July 2011 was later released to include changes to Schedule 2 and Schedules 4-7.*