

**BENCHMARKING GRID
BEST EFFORTS AGENCY AGREEMENT
(Initial Public Offering)**

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1.00 INSTRUCTIONS

If this is your first attempt at using one of our benchmarking grids we recommend that you consult document number **0004500** for instructions on how best to use this tool, which can be found in **Chapter 00 - Contractual Process** in the Contract Forms available on our website.

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2.00 BENCHMARKING GRID

BENCHMARK AGREEMENT: D03.200	MATCHING PROVISION(S)	VARIATIONS/OBSERVATIONS 1
IDENTIFICATION AND ADDRESSES		
IDENTIFICATION OF PARTIES :		
ISSUER		
AGENT		
RECITALS		
(A) Describe Offering		
(B) Appointment and role of AGENT		
(C) Appointment and role of escrow agent		
(D) Original copy of commercial paper		
(E) Over-Allotment Option – Calculation		
(F) Over-Allotment Option – Discretion of AGENT and time limit		
(G) Legal instrument		

1 If the clause situated in the Matching Provisions column is deficient in some way (see list of deficiency codes located after list of deficiencies), we recommend placing an asterisk next to that clause number and to record the deficiency in the list of deficiencies that appears at page 21 of this document.

BENCHMARK AGREEMENT: D03.200		MATCHING PROVISION(S)	VARIATIONS/OBSERVATIONS 1
(H)	Mutual agreement		
0.00	INTERPRETATION		
0.01	Definitions		
0.01.01	Activities		
0.01.02	Additional Shares		
0.01.03	Agreement		
0.01.04	AMF		
0.01.05	Best Efforts		
0.01.06	Breach		
0.01.07	Business Days		
0.01.08	Closing Date for Additional Shares		
0.01.09	Closing Date for Initial Shares		
0.01.10	Closing Session for Additional Shares		
0.01.11	Closing Session for Initial Shares		