**Change of control requirements**

**Vendor Contracts**

**Introduction**

This section details the contracts under which a member of the Company Group buys goods and/or services from a supplier as set out below (**Supplier Contracts**), and that meet the following criteria:

* satisfy the Materiality Threshold;
* contain a 'change of control' provision (**Control Provision**) that applies to a member of the Company Group;
* the Control Provision will be triggered by the Proposed Transaction (**Control Event**); and
* the rights of the counterparty when a Control Event occurs.

Control Provisions are contractual clauses that define the consequences and obligations triggered by a change in ownership or control of a company. These provisions are particularly relevant in the context of an acquisition, where the acquiring entity assumes control over the target company. The purpose of change of control provisions is to protect the interests of the parties involved in the contract and to manage the potential risks associated with a change in ownership.

The acquiring entity can assess the impact of the acquisition on existing contractual relationships and take proactive measures to address any challenges that may arise.

| **Contract name**  | **Contract parties** | **Applies to which Company or Group Company** | **Definition of change of control** | **Type of restriction or prohibition** | **Rights of the Counterparty (Supplier) in the Event of Change of Control** | **Triggered by the proposed transaction (Control Event)?** | **Recommendations** |
| --- | --- | --- | --- | --- | --- | --- | --- |
| [Contract name]  | [Supplier name] ([**Supplier**]) [Company or Group Company] ([**Company**]) | Identify the company or group company that the change of control restriction or prohibition applies to | [Definition of change of control] | [Type of restriction or prohibition] | [What are the rights of the Counterparty in the Event of Change of Control?] | [Triggered by the proposed transaction?] | [Recommendations] |

**Glossary**

Capitalised terms used in this Report are defined at the end of the Report.

**Glossary**

| **Term** | **Definition** |
| --- | --- |
| Company | [Definition to be provided in actual document] |
| Company Group | The Group Company and the Company's interest in the Affiliated Company. |
| Control Event  | The triggering of a Control Provision by the Proposed Transaction |
| Control Provision  | A 'change of control' provision that applies to a member of the Company Group |
| Materiality Threshold  | [Definition to be provided in actual document] |
| Proposed Transaction  | [Definition to be provided in actual document] |
| Report | This due diligence report. |
| Supplier  | The party providing goods and/or services under a Supplier Contract |
| Supplier Contracts | Contracts under which a member of the Company Group buys goods and/or services from a supplier |