
WAIVER AND MODIFICATION NOTICE

To	NASDAQ OMX Group Inc
Address	One Liberty Plaza, 165 Broadway, New York, NY 10006 United States.
DFSA Firm Reference No.	F001025
Notice No.	W89/2009

THE DFSA HEREBY GIVES NOTICE THAT:

1. The Rules specified in Table A herein do not apply to the above mentioned Person.

AND

2. The Rules specified in the left hand column of Table B herein do not apply to the above mentioned Person in the form appearing in the Rulebook but instead apply as modified in the right hand column of the table.

RULES WAIVED

TABLE A	
Rulebook Module	Rule
OSR	A2.2.1 Item 3, A3.1.1 Item 2, A3.1.1 Item 3 and A3.1.1 Item 7

RULES MODIFIED

The Rules specified in the left hand column are modified to the extent shown in the right hand column of the table below. In this table, underlining indicates new text and striking through indicates deleted text, otherwise the Rule remains unaltered. Where a significant number of the paragraphs of the Rule remain un-altered the entire Rule may not be reproduced in the table accordingly. In this notice Table B shows only those items that have been modified. The remaining items are unaltered and remain in force.

TABLE B

Rule	Modified Text								
OSR A2.1.1, Item 7	Events	Requirements	Time	Shares	Warrants over Shares	Debentures	Warrants over Debentures	Certificates over Shares	Certificates over
	(a) A transaction other than a transaction of a revenue nature in the ordinary course of business between a Reporting Entity and a Connected Person, Associate or Group Director ; (b) any arrangements pursuant to which a Reporting Entity and a Connected Person, Associate or Group Director each invests in, or provides finance to a member of its Group; (c) a transaction other than a transaction of a revenue nature in the ordinary course of business between a Reporting Entity and any Person who exercises significant influence over the Reporting Entity; or (d) any transaction described by (a) and (b) between a Reporting Entity and any Person who is (or was within the 12 months preceding the date of the transaction) a Connected Person or Associate or Group Director.	Market disclosure of nature, content and details of any transactions.	Without delay or in accordance with the time permissible for the relevant US SEC filings	X	X			X	

OSR A2.1.1, Item 15	Events	Requirements	Time	Shares	Warrants over Shares	Debentures	Warrants over Debentures	Certificates over Shares	Certificates over
	Preliminary financial results.	Market disclosure of preliminary financial results.	Without delay but no later than 30 minutes before the market opens on the day after Governing Body approval <u>or in accordance with the time permissible for the relevant US SEC filings</u>	X	X				X

OSR A2.1.1, Item 16	Events	Requirements	Time	Shares	Warrants over Shares	Debentures	Warrants over Debentures	Certificates over Shares	Certificates over
	Interim financial statements.	(a) A Reporting Entity must publish a semi-annual financial statement for the first six months of each financial year or period <u>in accordance with the relevant US SEC filings;</u> and (b) if the figures have either been audited or reviewed by the auditors, comments to this effect should be included;	Without delay and in any event no later than 60 days of the end of the period to which the statement relates. Without delay and in any event no later than 60 of the end of the period to which the statement relates.	X	X			X	

OSR A2.1.1, Item 19	Events	Requirements	Time	Shares	Warrants over Shares	Debentures	Warrants over Debentures	Certificates over Shares	Certificates over
	Proposed, new issues and results of new issues of Securities.	Market disclosure of the class, number, date of issue, and consideration received for the issue of the Securities and details of changes in share capital.	Without delay <u>or in accordance with the time permissible for the relevant US SEC filings.</u>	X	X	X	X	X	X

OSR A2.2.1, Item 2	Events	Requirements	Time	Shares	Warrants over Shares	Debentures	Warrants over Debentures	Certificates over Shares	Certificates over
	Reduction of Share capital.	A Reporting Entity may only purchase its own Shares if: [Amended][VER2/08-05] (a) the purchase does not materially prejudice the Issuer's ability to pay creditors; (b) it obtains the consent set out in App3 <u>unless the purchase is made in accordance with the relevant US statute</u> ; and (c) prior to the meeting seeking the consent referred to in (b) files with the DFSA the notice of meeting and any accompanying documents relating to the purchase.	At all times.	X	X			X	

OSR A 3.1.1, Item 1	Event	Threshold for decision	Shares	Certificates Over Shares
	An alteration of the constitutional documents of the Reporting Entity including any alteration to the memorandum of association, articles of association, bye-laws or any other instrument constituting the Reporting Entity.	<u>Majority or in accordance with the Issuer's articles of association and the relevant US statute.</u>	X	X
OSR A 3.1.1, Item 5	Event	Threshold for decision	Shares	Certificates Over Shares
	The granting of Share components to the Issuers' Directors' or Employees' compensation schemes.	<u>Majority or in accordance with the rules of the NASDAQ Stock Market.</u>	X	X
OSR A3.1.1, Item 6.	Event	Threshold for decision	Shares	Certificates Over Shares
	The granting of authority to the Governing Body of the Issuer to allot Shares.	<u>Majority or in accordance with the Issuer's articles of association, rules of the NASDAQ Stock Market and the relevant US statute.</u>	X	X

OSR A3.1.1, Item 8	Event	Threshold for decision	Shares	Certificates Over Shares
	The placing of the Issuer into voluntary liquidation.	<u>Majority or in accordance with a resolution by the Governing Body to commence a voluntary liquidation if the company's liabilities exceed the value of its assets</u>	X	X

OSR A3.1.1, Item 11	Event	Threshold for decision	Shares	Certificates Over Shares
	<p>The approval of related party transactions where:</p> <p>(a) the Reporting Entity is agreeing to acquire or dispose of assets to or from a Director, Associate or a Connected Person and where the amount involved is greater than five per cent of the book value of the existing net assets of the Group;</p> <p>(b) agreeing to acquire or dispose of an interest in a Person in which a Connected Person or Associate of the Reporting Entity is a shareholder, where the amount involved is equal to or greater than five per cent of the net book value of the existing net assets of the Group; or</p> <p>(c) any series of transactions within a 12 month period would collectively fall or would fall within (a) or (b); but the following related party transactions that may fall under (a), (b) or (c) do not require approval:</p> <p>(d) the issue of new Securities for cash or pursuant to the exercise of conversion or subscription rights attaching to Securities where existing Shareholders have had the opportunity to subscribe for such Securities;</p> <p>(e) transactions made in accordance with an Employees' share scheme or long-term incentive scheme.</p>	<p><u>Majority or in accordance with rules of the NASDAQ Stock Market.</u></p>	<p>X</p>	<p>X</p>

OSR A3.2.1, Item 1.	Event	Threshold for decision	Shares	Certificates Over Shares	Units
	The removal or appointment of a Director or Partner to the Governing Body by an Issuer.	<u>Majority or in accordance with Issuer's articles of association and the relevant US statute</u>	X	X	X
OSR A3.2.1, Item 2.	Event	Threshold for decision	Shares	Certificates Over Shares	Units
	The removal of an auditor by an Issuer	<u>Majority unless the auditor is found to be negligent and/or acts contrary to US accounting and auditing rules and principles.</u>	X	X	X

<p>OSR A4.3.10</p>	<p>The annual report of a Reporting Entity must:</p> <ul style="list-style-type: none"> (a) identify the chairman, the Chief Executive, the Directors and the members of the nomination, audit and remuneration committees; (b) set out the number of meetings of the Governing Body and of those committees that were held; (c) set out a record of individual attendance by Directors at meetings <u>or in accordance with the relevant US statute</u>; (d) describe the manner of operation of the Governing Body, including as to which types of decisions are taken by the Governing Body and which are delegated to management; (e) describe the work of the nomination committee, including the process it has used in relation to Governing Body appointments; (f) contain a statement of remuneration policy and detail the remuneration of each Director (including the chairman) and the Chief Executive; and (g) describe the work of the audit committee in discharging its responsibilities; <u>or</u> (h) <u>set out the information required under (a) to (g) explicitly or be incorporated by reference to other statutory documents required to be published by the SEC which contain such information.</u>
<p>OSR A4.3.11</p>	<p>The Directors <u>or CEO and Chief Financial Officer</u> must, in the annual report:</p> <ul style="list-style-type: none"> (a) explain their responsibility for the accounts; and (b) report whether or not, in their opinion, the business of the Reporting Entity is a going concern, with supporting assumptions or qualifications as necessary, <u>as may be allowed under the relevant US statute.</u>

CONDITIONS

1. The Issuer must retain its primary listing on NASDAQ Stock Market and continues to be subject to the rules of NASDAQ Stock Market as amended or waived or modified from time to time.
2. Documents incorporated by reference in the annual report must be published in accordance with the time table for lodgment of annual report under OSR A2.1.1 item 13.

If any one or more of the conditions stated above is breached, this notice ceases to have effect forthwith and the Rules specified in the table herein apply to the above mentioned Person in the form set out in the applicable module of the Rulebook in force at the relevant time.

EFFECTIVE PERIOD

This notice comes into effect on the date of issue of this notice and remains in force until further notice.

INTERPRETATION

The provisions in this notice are to be construed in accordance with GEN section 6.2 as if these provisions are provisions of the Rulebook.

Defined terms are identified in this notice by the capitalisation of the initial letter of a word or of each word in a phrase and are defined in the Glossary (GLO). Unless the context otherwise requires, where capitalisation of the initial letter is not used, an expression has its natural meaning.

THIS NOTICE IS ISSUED UNDER ARTICLE 25 OF THE REGULATORY LAW 2004 BY:

Name : : Paul M Koster

Position : : Chief Executive

DATE OF ISSUE: : 27-January-2009