

## SUMMARY OF PROVISIONS RELATING TO THE GDRs WHILE IN MASTER FORM

*The GDRs will be initially evidenced by (i) a single International Master GDR in registered form and (ii) a single Rule 144A Master GDR in registered form. The International Master GDR will be deposited with Citibank N.A. as custodian for the Depository Trust Company of New York ("DTC") and registered in the name of Cede & Co. as nominee of DTC, for the respective accounts of Euroclear and Cedel Bank. The Rule 144A Master GDR will be deposited with Citibank N.A. as custodian for DTC and registered in the name of Cede & Co. as nominee of DTC. The International Master GDR and the Rule 144A Master GDR contain provisions which apply to the GDRs while they are in Master form, some of which modify the effect of the Terms and Conditions of the GDRs set out in "Terms and Conditions of the Global Depositary Receipts". The following is a summary of certain of those provisions. Unless otherwise defined herein, terms defined in the Terms and Conditions shall have the same meanings herein.*

### Exchange

The International Master GDR and the Rule 144A Master GDR will only be exchanged for certificates in definitive registered form evidencing GDRs in the circumstances described in (i), (ii), (iii) or (iv) below, in whole but not in part. The Depository will irrevocably undertake in the Deposit Agreement and the International Master GDR and the Rule 144A Master GDR to deliver certificates evidencing GDRs in definitive registered form in exchange for either the International Master GDR or the Rule 144A Master GDR to Holders within 60 days in the event that:

- (i) DTC or any successor entity advises the Company in writing that it is unwilling or unable to continue as depository and a successor depository is not appointed within 90 calendar days; or
- (ii) DTC or any successor entity ceases to be a "clearing agency" registered under the United States Securities Exchange Act of 1934, as amended; or
- (iii) either DTC, Euroclear or Cedel Bank is closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or announces an intention permanently to cease business or does in fact do so and no alternative clearing system satisfactory to the Depository is available within 45 days; or
- (iv) the Depository has determined that, on the occasion of the next payment in respect of the GDRs, the Depository or its agent would be required to make any deduction or withholding from any payment in respect of the GDRs which would not be required were the GDRs evidenced by certificates in definitive registered form.

Within 60 days of the occurrence of any event in (i), (ii), (iii) or (iv) above, any affected person appearing in the records maintained by DTC, Cedel Bank or Euroclear as entitled to any interest in the International Master GDR or the Rule 144A Master GDR shall be entitled to require the Holder to procure the exchange of an appropriate part of the International Master GDR or the Rule 144A Master GDR, as the case may be, for a certificate evidencing a GDR in definitive registered form for an interest held by such person in the International Master GDR or the Rule 144A Master GDR upon written notice to the Holder. Any such exchange shall be at the expense (including printing costs) of the Company.

The GDRs in definitive registered form will be required to bear a legend with respect to restrictions on transfers as set forth under "Transfer Restrictions".

Upon any exchange of a part of the International Master GDR or the Rule 144A Master GDR for certificates evidencing GDRs in definitive registered form, any reduction in the number of GDRs represented by the International Master GDR or the Rule 144A Master GDR following any withdrawal of Shares pursuant to Condition 2, any distribution of GDRs pursuant to Conditions 5, 6, 8 or 11, or any increase in the number of GDRs following the deposit of Shares pursuant to Condition 1, the relevant details will be entered by the Depository on the register maintained by the Depository, whereupon the number of Shares represented by the International Master GDR or the Rule 144A Master GDR will be reduced or increased (as the case may be) accordingly.

### Settlement and Clearance

Ownership of interests in the of GDRs evidenced by a Master GDR will be limited to persons who have accounts with DTC ("DTC participants") or persons who hold interests through DTC participants, including Cedel Bank and Euroclear. Ownership of such interests will be shown on, and the transfer of that ownership will

be effected only through, records maintained by DTC or its nominee (with respect to interests of DTC participants) and the records of DTC participants (with respect to interests of persons other than DTC participants).

So long as DTC, or its nominee, is the registered owner or holder of a Master GDR, DTC or such nominee, as the case may be, will be considered the sole owner of the GDRs evidenced by such security for all purposes under the Deposit Agreement and the GDRs. In addition, no owner of an interest in the GDRs evidenced by a Master GDR will be able to transfer that interest except in accordance with DTC's applicable procedures (in addition to those under the Deposit Agreement, and if applicable, those of Cedel Bank and Euroclear).

Transfers between DTC participants will be effected through DTC and will settle in next day funds. The laws of some jurisdictions require that certain persons take physical delivery of securities in definitive form. Consequently, the ability to transfer interests in the GDRs evidenced by a Master GDR to such persons may be limited. Because DTC can only act on behalf of DTC participants, who in turn act on behalf of indirect participants, the ability of a person having an interest in the GDRs evidenced by a Master GDR to pledge such interest to persons or entities that do not participate in the DTC system, or otherwise, take action in respect of such interest, may be affected by the lack of physical individual definitive securities in respect of such interest. Transfers between account holders in Cedel Bank or Euroclear will be effected in the ordinary way in accordance with their respective rules and operating procedures.

Subject to compliance with the transfer restrictions applicable to the GDRs described under "Transfer Restrictions", cross-market transfers between DTC participants, on the one hand, and directly or indirectly through Cedel Bank or Euroclear account holders, on the other, will be effected through DTC in accordance with DTC rules on behalf of Cedel Bank or Euroclear, as the case may be, by its respective depository; however, such cross-market transactions will require delivery of instructions to Cedel Bank or Euroclear, as the case may be, by the counterparty in such system in accordance with its rules and procedures and within its established deadlines. Cedel Bank or Euroclear, as the case may be, will, if the transaction meets its settlement requirements, deliver instructions to its respective depository to take action to effect final settlement on its behalf by delivering or receiving interests in the GDRs, as the case may be, and making or receiving payment in accordance with normal procedures for settlement, applicable to DTC. Cedel Bank or Euroclear account holders may not deliver instructions directly to the depositories for Cedel Bank or Euroclear.

Because of time zone differences, the securities account of a Cedel Bank or Euroclear account holder purchasing an interest in a security from a DTC participant will be credited during the securities settlement processing day (which must be a business day for Cedel Bank and Euroclear, as the case may be) immediately following the DTC settlement date and such credit of any transactions in interests in such securities settled during such processing day will be reported to the relevant Cedel Bank or Euroclear account holder on such day. Cash received in Cedel Bank or Euroclear as a result of sales of interests in securities by or through a Cedel Bank or Euroclear account holder to a DTC participant will be received for value on the DTC settlement date but will be available in the relevant Cedel Bank or Euroclear cash account only as of the business day following settlement in DTC.

DTC will take any action permitted to be taken by a holder of GDRs, only at the discretion of one or more DTC participants to whose account or accounts with DTC interests in the GDRs evidenced by the Master GDRs are credited and only in respect of such portion of the number of GDRs, as to which such DTC participant or DTC participants has or have given such discretion. However, in the limited circumstances described above, DTC will exchange the Master GDRs for individual definitive securities, which will be distributed to its participants. Holders of indirect interests in securities evidenced by Master GDRs through DTC participants have no direct rights to enforce such interests while the securities are in global form.

DTC is a limited purpose trust company organised under New York Banking Law, a "banking organisation" within the meaning of New York Banking Law, a member of the US Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered pursuant to the provisions of Section 17A of the Exchange Act. DTC holds securities for DTC participants and facilitates the settlement of securities transactions, such as transfers and pledges, between DTC participants through electronic computerised book-entry changes in DTC participants' accounts, thereby eliminating the need for physical movement of certificates. Direct participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Access to the DTC system also is available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a direct participant either directly or indirectly.

### **Payments and Distributions**

Payments of cash dividends and other amounts (including cash distributions) in respect of the GDRs represented by the International Master GDR or the Rule 144A Master GDR will be made by the Depositary through DTC in respect of the International Master GDR and the Rule 144A Master GDR on behalf of persons entitled thereto upon receipt of funds therefor from the Company. A free distribution or rights issue of Shares to the Depositary on behalf of Holders will result in the record of the Depositary being adjusted to reflect the enlarged number of GDRs represented by the International Master GDR and/or Rule 144A Master GDR.

### **Surrender of GDRs**

Any requirement in the Conditions or the Deposit Agreement relating to the surrender of a GDR to the Depositary will be satisfied by the production by DTC, in respect of the International Master GDR or the Rule 144A Master GDR, as the case may be, on behalf of a person entitled to an interest therein, of such evidence of entitlement of such person as the Depositary may reasonably require, which is expected to be a certificate or other documents issued by DTC. The delivery or production of any such evidence will be sufficient evidence, in favour of the Depositary, any Agent and the Custodian of the title of such person to receive (or to issue instructions for the receipt of) all moneys or other property payable or distributable and to issue voting instructions, in respect of the Deposited Property represented by such GDRs.

### **Notices**

For so long as the International Master GDR and the Rule 144A Master GDR are registered in the name of DTC (or its nominee), notices to Holders may be given by the Depositary by delivery of the relevant notice to DTC for communication to Holders in substitution for the notification requirements stated in the Conditions and the Deposit Agreement, except that so long as the GDRs are listed on the London Stock Exchange and that Exchange so requires, notices will be published in a leading newspaper having general circulation in London (which is expected to be the *Financial Times*).