Part XII: Taxation

UK Taxation

The following paragraphs are a general statement about the principal UK tax consequences for the absolute beneficial owners of Ordinary Shares and are based upon UK law and HM Revenue and Customs practice in effect as of the date of this Prospectus which may be subject to change, perhaps with retroactive effect. In addition: (a) they only address the principal UK tax consequences for holders who hold the Ordinary Shares as capital assets and do not address the tax consequences which may be relevant to certain other categories of holders, for example, brokers or dealers; and (b) they do not address the tax consequences for holders that are banks, financial institutions, insurance companies, collective investment schemes, tax-exempt organisations, persons connected with the Company or shareholders who have (or are deemed to have) acquired the Ordinary Shares by virtue of an office or employment.

The statements below do not constitute advice to any shareholder on his or her personal tax position. Shareholders who are in doubt as to their UK tax position, and shareholders resident outside the United Kingdom or subject to tax in a jurisdiction other than the United Kingdom, should consult their own professional adviser.

Close Company status

The Company is presently a close company within the meaning of Section 414 of the UK Income and Corporation Taxes Act 1988 and it is considered that it will retain this status, both immediately after Admission and for the foreseeable future.

Taxation of dividends

Under current UK tax legislation, no taxation is withheld at source from dividend payments made by the Company to its shareholders.

Individual shareholders resident in the United Kingdom for tax purposes will be entitled to a tax credit in respect of a dividend paid by the Company at the rate of one ninth of the cash dividend received (equal to 10 per cent. of the aggregate of the cash dividend and the associated tax credit). Such shareholders will be liable to income tax on the aggregate of the dividend and the associated tax credit at, in the case of starting and basic rate taxpayers, the dividend ordinary rate (currently 10 per cent) or, in the case of higher rate taxpayers, the dividend upper rate (currently 32.5 per cent), subject in each case to an offset of the tax credit against their total income tax liability. Therefore, taxpayers who, after taking into account dividend income, are liable to UK income tax at only the starting or basic rate, will in effect have no further liability to income tax as a result of the dividend. Individual shareholders who are required to pay tax at the dividend upper rate will in effect have to pay tax equal to 25% of the cash dividend received.

Shareholders will generally not be able to claim to have the amount of dividend tax credits paid to them.

UK resident corporate shareholders will generally not be subject to corporation tax in respect of dividends received from the Company.

Taxation of chargeable gains

A disposal of Ordinary Shares by a shareholder resident or, in the case of an individual, ordinarily resident for tax purposes in the United Kingdom or a shareholder who carries on a trade, profession or vocation in the United Kingdom through a branch or agency or, in the case of a company, a permanent establishment and has used, held or acquired the Ordinary Shares for the purposes of such trade, profession or vocation or such branch, agency or permanent establishment may, depending on the shareholder's circumstances, and subject to any available exemptions, allowances or reliefs, give rise to a chargeable gain or an allowable loss for the purposes of UK taxation of chargeable gains. Special rules apply to disposals by individuals at a time when they are temporarily not resident or ordinarily resident in the United Kingdom.

Stamp duty and stamp duty reserve tax

No United Kingdom stamp duty or SDRT will arise on the issue by the Company of the New Ordinary Shares. Transfers of Ordinary Shares which are effected by means of an instrument of transfer will be liable to *ad valorem* stamp duty normally at the rate of 0.5 per cent of the actual consideration paid, rounded up to the nearest multiple of £5. A charge to SDRT, normally at the rate of 0.5 per cent of the consideration, arises, in the case of an unconditional agreement to transfer Ordinary Shares, on the date of the agreement and, in the case of a conditional agreement, on the date the agreement becomes unconditional. However, where an instrument of transfer is executed and the applicable stamp duty is paid before the expiry of a period of six years beginning with the date of that agreement (or the date on which the agreement becomes unconditional, as the case may be), the SDRT charge is cancelled to the extent that the SDRT has not been paid and if any of the SDRT has been paid, a claim may be made for its repayment. Transfers within CREST do not usually involve the execution of an instrument of transfer so are usually subject to SDRT rather than stamp duty.

The statements in this section summarise the current position and are intended as a general guide only. Special rules may apply to shares issued to operators of clearance systems or persons issuing depository receipts and to agreements made by, amongst others, market intermediaries.

The above paragraphs are a general guide only to the tax regime in the United Kingdom and are not exhaustive. If you are in any doubt as to your taxation position you should consult an appropriate professional adviser without delay.

US Taxation

United States federal income taxation

The following is a general discussion of the principal United States federal income tax considerations relating to the purchase, ownership and disposition of Ordinary Shares by US Holders (as defined below) who purchase New Ordinary Shares for cash in this Global Offer and hold Ordinary Shares as capital assets. This discussion is based on the income tax treaty between the United States and the United Kingdom (the "US Treaty"), the Internal Revenue Code of 1986, as amended (the "Code"), Treasury regulations promulgated thereunder and administrative and judicial interpretations thereof, all as in effect and available on the date hereof and all of which are subject to change, possibly with retroactive effect, or to different interpretation. This discussion is for general information only and does not address all of the US federal income tax considerations that may be relevant to specific US Holders in light of their particular circumstances or to US Holders subject to special treatment under US federal income tax law (such as banks, other financial institutions, insurance companies, tax-exempt entities, retirement plans, regulated investment companies, real estate investment trusts, S corporations, other pass-through entities, traders or dealers in securities or currencies, US expatriates, persons subject to the alternative minimum tax, persons who hold Ordinary Shares as part of a straddle, hedge, "synthetic security" or other integrated investment, risk reduction, or constructive sale transaction, persons that have a "functional currency" other than the US Dollar or persons who own (or are deemed to own) 10 per cent, or more (by voting power or value) of the Company's stock). This discussion does not address any US state or local tax considerations or any US federal estate, gift or alternative minimum tax considerations.

As used in this discussion, the term "US Holder" means a beneficial owner of Ordinary Shares that is, for US federal income tax purposes, (i) an individual who is a citizen or resident of the United States, (ii) a corporation (or entity treated as a corporation for US federal income tax purposes) created or organised in the United States, or under the laws of the United States or of any state, including the District of Columbia, (iii) an estate the income of which is included in gross income for US federal income tax purposes, regardless of the source thereof or (iv) a trust with respect to which a court within the United States is able to exercise primary supervision over its administration and one or more US persons have the authority to control all of its substantial decisions, or a trust that has a valid election in effect under applicable Treasury regulations to be treated as a United States person.

The Company has not obtained, nor does it intend to seek, a ruling from the United States Internal Revenue Service (the "IRS") or an opinion of counsel with respect to any of the tax matters discussed herein. Thus, there is no assurance that the IRS would not successfully challenge one or more of the statements made or the conclusions expressed in this discussion.

If a partnership holds Ordinary Shares, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the status and activities of the partnership. Prospective investors that are partnerships (or entities treated as partnerships for US federal income tax purposes) should consult their own tax advisors regarding the US federal income tax considerations to them and their partners of purchasing, owning and disposing of Ordinary Shares.

ANY TAX ADVICE CONTAINED IN THIS PROSPECTUS WAS NOT INTENDED OR WRITTEN TO BE USED AND CANNOT BE USED, FOR THE PURPOSE OF AVOIDING ANY FEDERAL TAX PENALTIES THAT THE IRS MAY ATTEMPT TO IMPOSE. SINCE ANY SUCH TAX ADVICE COULD BE VIEWED AS A "MARKETED OPINION" UNDER THE TREASURY REGULATIONS, PROSPECTIVE INVESTORS IN ORDINARY SHARES ARE HEREBY INFORMED THAT ANY SUCH TAX ADVICE WAS WRITTEN TO SUPPORT THE "PROMOTION OR MARKETING" OF THE MATTERS SET FORTH IN THIS PROSPECTUS. PROSPECTIVE INVESTORS SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR AS TO THE MATTERS ADDRESSED IN THIS PROSPECTUS, INCLUDING THE PARTICULAR TAX CONSIDERATIONS APPLICABLE TO THEM RELATING TO THE PURCHASE, OWNERSHIP AND DISPOSITION OF ORDINARY SHARES, THE APPLICABILITY OF US FEDERAL, STATE AND LOCAL TAX LAWS OR NON-US TAX LAWS, ANY CHANGES IN APPLICABLE TAX LAWS AND ANY PENDING OR PROPOSED LEGISLATION OR REGULATIONS.

Distributions

Subject to the discussion below in "—Passive foreign investment company considerations", the following rules generally will apply to any cash distribution made by the Company on Ordinary Shares.

Any cash distribution made by the Company on Ordinary Shares generally will be treated as a dividend includible in the gross income of a US Holder to the extent of the Company's current and/or accumulated earnings and profits, as determined under US federal income tax principles. To the extent the amount of such distribution exceeds the Company's current and accumulated earnings and profits as so computed, it will be treated first as a non-taxable return of capital to the extent of such US Holder's adjusted tax basis in such shares and, to the extent the amount of such distribution exceeds such adjusted tax basis, will be treated as gain from the sale or exchange of such shares. Consequently, the US tax authorities are likely to treat all distributions as fully taxable dividend income to a US Holder.

Dividends received by certain non-corporate US Holders from "qualified foreign corporations" may be subject to tax at reduced rates with respect to taxable years beginning on or before 31 December 2010, so long as specified holding period requirements are met and the US Holder refrains from entering into certain hedging transactions. A non-US corporation (other than a passive foreign investment company) generally will be considered to be a qualified foreign corporation if it is eligible for the benefits of a comprehensive income tax treaty with the United States which the US Treasury Department determines is satisfactory for purposes of this special rule and which includes an exchange of information programme (a "Qualifying Treaty"). For this purpose, the US Treaty is considered a Qualifying Treaty. The Company will qualify for benefits under the US Treaty provided that the Ordinary Shares are "regularly traded" on a recognised stock exchange in the United States or United Kingdom, such as the London Stock Exchange. However, no assurance can be given that the Company's Ordinary Shares will be regularly traded for these purposes, and consequently that such a reduced rate will apply to any dividends paid by the Company. Special rules apply for purposes of determining the treatment of "qualified dividend income" in computing the recipient's investment income (which limits deductions for investment interest) and foreign source income (which may affect the amount of foreign tax credit) and to certain extraordinary dividends. Each US Holder that is a non-corporate taxpayer is urged to consult its own tax advisor regarding the possible applicability of the reduced rate on dividends paid by the Company and the related restrictions and special rules.

Any dividends paid on Ordinary Shares generally will constitute income from sources outside the United States and be categorised as "passive category income" or, in certain cases "general category income" for US foreign tax credit limitation purposes, and will not be eligible for the "dividends received" deduction generally allowed to corporate shareholders with respect to dividends received from US corporations. In general, a US Holder may elect to claim a US foreign tax credit against its US federal income tax liability, subject to applicable limitations, for foreign tax withheld from dividends received in respect of the Ordinary Shares. A US Holder who does not elect to claim a US foreign tax credit may instead claim a deduction for foreign income tax withheld, but only for a taxable year in which the US Holder timely elects to do so with respect to all foreign income taxes paid or accrued in such taxable year. The rules relating to the determination of the US foreign tax credit and the limitations relating thereto are very complex. Each US Holder is urged to consult its own tax advisor regarding whether it should elect to claim US foreign tax credits or deductions with respect to foreign income taxes paid or accrued and whether and to what extent it is entitled to claim any US foreign tax credits or deductions.

The US Dollar value of any distribution made by the Company in a non-US currency (such as Sterling) is calculated by reference to the exchange rate in effect on the date of receipt of such distribution by the US Holder, regardless of whether the non-US currency is in fact converted into US Dollars. If the non-US currency so received is converted into US Dollars on the date of receipt, such US Holder generally should not recognise foreign currency exchange gain or loss on such conversion. If the non-US currency so received is not converted into US Dollars on the date of receipt, such US Holder will have a basis in the non-US currency equal to its US Dollar value on the date of receipt. Any gain or loss on a subsequent conversion or other disposition of the non-US currency generally will be treated as ordinary income or loss to such US Holder and generally will be income or loss from sources within the United States.

Sale, exchange or other disposition of Ordinary Shares

Subject to the discussion below in "—Passive foreign investment company considerations", the following rules generally will apply to any gain or loss upon a sale, exchange or other disposition of Ordinary Shares.

A US Holder generally will recognise gain or loss for US federal income tax purposes upon a sale, exchange or other disposition of Ordinary Shares in an amount equal to the difference between the amount realised from such sale, exchange or disposition (determined in US Dollars) and the US Holder's adjusted tax basis in such shares (determined in US Dollars). Such gain or loss generally will be a capital gain or loss and will be long-term capital gain (generally taxable at a reduced rate for non-corporate US Holders) or loss if, on the date of such sale, exchange or disposition, such shares were held by such US Holder for more than one year. The deductibility of capital losses by a US Holder is subject to limitations. In general, gain or loss recognised by a US Holder on the sale, exchange or other disposition of Ordinary Shares will constitute gain or loss from sources within the United States for foreign tax credit limitation purposes.

A US Holder's basis in an Ordinary Share will generally be its US Dollar cost. The US Dollar cost of an Ordinary Share purchased with non-US currency will generally be the US Dollar value of the purchase price on the date of the purchase or, in the case of Ordinary Shares traded on an established securities market, as defined in the applicable Treasury regulations, that are purchased by a cash basis US Holder (or an accrual basis US Holder that so elects), on the settlement date for the purchase. Such an election by an accrual basis US Holder must be applied consistently from year to year and cannot be revoked without the consent of the IRS.

Generally, if non-US currency is received on a sale, exchange or disposition of Ordinary Shares, the amount realised will be the US Dollar value of the non-US currency so received. If the non-US currency is converted into US Dollars on the settlement date, the US Holder will not recognise foreign currency exchange gain or loss on such conversion. If the non-US currency is not converted into US Dollars on the settlement date, such US Holder will have a basis in the non-US currency, equal to its US Dollar value on the settlement date. Any gain or loss on a subsequent conversion or other disposition of the non-US currency generally will be foreign currency exchange gain or loss. Foreign currency exchange gain or loss generally will be treated as ordinary income or loss to such

US Holder and generally will be income or loss from sources within the United States for foreign tax credit limitation purposes. A US Holder should consult its own tax advisor regarding the US federal income tax consequences of receiving non-US currency from a sale, exchange or other disposition of Ordinary Shares.

Passive foreign investment company considerations

The Directors believe that the Company is not currently, and the Directors do not expect the Company to become, a passive foreign investment company ("PFIC") for US federal income tax purposes. However, because this determination is made annually at the end of each taxable year and is dependent upon a number of factors (including the value of the Company's assets and the amount and type of its income), some of which are beyond the Company's control, there can be no assurance that the Company will not become a PFIC or that the IRS will agree with the Company's conclusion regarding the Company's PFIC status. If the Company is a PFIC in any year, US Holders could suffer adverse consequences as discussed below.

In general, a corporation organised outside the United States will be treated as a PFIC for US federal income tax purposes in any taxable year in which either (i) at least 75 per cent. of its gross income is "passive income" or (ii) on average at least 50 per cent. of the value of its assets is attributable to assets that produce passive income or are held for the production of passive income. Passive income for this purpose generally includes, among other things, dividends, interest, royalties, rents and gains from commodities and securities transactions (other than active business gains from the sale of commodities, if substantially all of the Company's commodities are inventory, stock in trade, depreciable property used in the Company's trade or business, or supplies of a type regularly used or consumed by the Company in the ordinary course of its trade or business). In determining whether a foreign corporation is a PFIC, a pro rata portion of the income and assets of each corporation in which it owns, directly or indirectly, at least a 25 per cent. interest (by value) is taken into account.

If the Company is a PFIC in any year during which a US Holder owns Ordinary Shares, such US Holder could be liable for additional taxes and interest charges upon certain distributions by the Company or upon a sale, exchange or other disposition of Ordinary Shares at a gain, whether or not the Company continues to be a PFIC. The tax will be determined by allocating such distributions or gain pro rata to each day of the US Holder's holding period. The amount allocated to the current taxable year and any taxable year in the US Holder's holding period before the Company became a PFIC will be included as ordinary income (rather than capital gain) in the US Holder's current taxable year. The amount allocated to other taxable years will be taxed at the highest marginal rates applicable to ordinary income for such taxable years and, in addition, an interest charge will be imposed on the amount of such taxes. In addition, if the Company is a PFIC, a person who acquires Ordinary Shares from a decedent will be denied the step-up of the tax basis for US federal income tax purposes for such Ordinary Shares to fair market value at the date of such decedent's death which would otherwise be available with respect to a decedent dying before 2010, and, instead, such person will have a tax basis equal to the lower of the fair market value or such decedent's tax basis in the Ordinary Shares.

The above rules do not apply if a "mark-to-market" election is available and a US Holder validly makes such an election. If such election is made, such US Holder generally will be required to take into account the difference, if any, between the fair market value and its adjusted tax basis in Ordinary Shares at the end of each taxable year as ordinary income or (to the extent of any net mark-to-market gains previously included in income) ordinary loss. In addition, any gain from a sale, exchange or other disposition of Ordinary Shares will be treated as ordinary income, and any loss will be treated (to the extent of any net mark-to-market gains previously included in income) as ordinary loss. A mark-to-market election is available to a US Holder only if the Ordinary Shares are considered "marketable stock" for these purposes. Generally, stock will be considered marketable stock if it is "regularly traded" on a "qualified exchange" within the meaning of applicable US Treasury regulations. A class of stock is, in general, regularly traded during any calendar year during which such class of stock is traded, other than in de minimis quantities, on at least 15 days during each calendar quarter. A non-US securities exchange will constitute a qualified exchange if it is regulated or supervised by a governmental authority of the country in which the market is located and meets certain trading, listing, financial disclosure and other requirements set forth in the

Treasury regulations. Although IRS has not ruled on whether the LSE constitutes a qualifying exchange, it appears that, under the Treasury regulation guidelines, the LSE should constitute a qualifying exchange.

The above rules also would not apply if a US Holder is eligible for and timely makes a valid "QEF election". If a QEF election is made, such US Holder generally will be required to include in income on a current basis its pro rata share of the ordinary income and net capital gains of the PFIC. In order for a US Holder to be able to make a QEF election, the Company would be required to provide such US Holder with certain information. The Company does not plan to provide US Holders with the required information, in which case a QEF election would be unavailable.

Prospective investors should consult their own tax advisors regarding the US federal income tax consequences of an investment in a PFIC.

Reportable transaction reporting

Under certain US Treasury regulations, US Holders that participate in "reportable transactions" (as defined in the regulations) must attach to their US federal income tax returns a disclosure statement on Form 8886. US Holders should consult their own tax advisers as to the possible obligation to file Form 8886 with respect to the purchase, ownership or disposition of the Ordinary Shares, or any related transaction, including without limitation, the disposition of any non-US currency received as a dividend or as proceeds from the sale of Ordinary Shares.

Backup withholding tax and information reporting requirements

Under certain circumstances, US federal backup withholding tax (currently, at a rate of 28 per cent.) and/or information reporting may apply to US Holders with respect to payments made on, or proceeds from the sale, exchange or other disposition of Ordinary Shares, unless an applicable exemption is satisfied. Backup withholding is not an additional US federal income tax, but rather an advance payment of US federal income tax that may be refunded to the extent it results in an overpayment of such tax so long as the required information is timely furnished to the IRS. Each US Holder is urged to consult its own tax advisor regarding the possible applicability of US federal backup withholding tax and information reporting rules with respect to payments made on, or proceeds from the sale, exchange or other disposition of Ordinary Shares.

The above description is not intended to constitute a complete analysis of all tax consequences relating to acquisition, ownership and disposition of Ordinary Shares. Prospective purchasers should consult their tax advisors concerning the tax consequences of their particular situations.