

ITEM 6 – EXCHANGE CONTROLS AND OTHER LIMITATIONS AFFECTING SECURITY HOLDERS

There are currently no governmental laws, decrees or regulations in the United Kingdom that restrict the export or import of capital, including, but not limited to, UK foreign exchange control restrictions, or that affect the remittances of dividends or other payments to non-resident holders of the company's Ordinary Shares, except as otherwise set forth in "Item 7 – Taxation" and except in respect of the government of, or any resident of, Iraq or Libya or any person treated as so resident.

There are no limitations under the laws of the United Kingdom restricting the right of non-residents to hold or to vote shares in the company. Except for the general limitations described below, which apply to both residents and non-residents, there are no limitations under the company's Articles of Association (the "Articles") restricting the right of non-residents to hold or to vote shares in the company.

Restrictions on voting

Under Articles 37 and 76 of the Articles no person shall, unless the Board of Directors of the company (the "Board") otherwise determine, be entitled to attend or to vote at any general meeting or to exercise any other right conferred by being a shareholder at or in relation to meetings of the company in respect of any Ordinary Shares held by him or her if:

- (i) he or she or any person appearing to be, directly or indirectly interested in those shares has been duly served with a notice under Section 212 of the UK Companies Act 1985 (which confers upon UK public companies the power to require information with respect to interests in their voting shares), and he or she or any such person is in default in supplying to the company the information requested within the time specified in such notice for compliance, which must be at least 14 days after the service of notice, and the Board resolves that those shares be disqualified. Such disqualification will continue until not more than seven days after the earlier of receipt by the company of notice that those shares have been sold to a bona fide third party who is not a connected person; due compliance, to the satisfaction of the company, with the notice; or the Board resolving to remove the disqualification, or
- (ii) the circumstances described below under "Limitation on shareholdings" apply.

Limitation on shareholdings

The limitation on interests in voting shares of the company imposed by Article 37 of the Articles is described briefly below. For the purpose of these provisions, the expression "interest" is broadly defined; it generally follows, but is more extensive than, the definition used in deciding whether a notification to the company would be required under Part VI of the UK Companies Act 1985. This requires any person who has a material interest in 3% or more, or a non-material interest in 10% or more, in voting shares (all as defined in Part VI of the UK Companies Act 1985), to notify the company of that interest.

If any person has, or appears to the Board to have, or (if the Board is unable to ascertain whether such a person has an interest in those shares and so resolves) is deemed to have, an interest in shares which carry 15% or more of the total votes attaching to relevant share capital (as that expression is defined in the UK Companies Act 1985), the Board shall serve a written notice on all persons (other than certain persons referred to below) who appear to it to have such interests and, if different, on the registered holder(s) of the shares concerned. Such notice will set out the restrictions referred to below and will call for the interest concerned to be reduced to less than 15% by sale or other disposal of shares within 21 days of the giving of the notice to the registered holder(s) (or such longer period as the Board considers reasonable). No transfer of the shares comprised in the interest may be made except for the purpose of reducing such interest to less than 15%.

If such a notice is served and is not complied with in all respects to the satisfaction of the Board and has not been withdrawn, the Board shall itself effect such a disposal on such terms as it may determine, based upon advice obtained by it for the purpose. A registered holder on whom a notice referred to above has been served is not entitled in respect of the share or shares comprised in the interest, until such notice has been withdrawn or complied with to the satisfaction of the Board, to attend or to vote at any general meeting of the company or meeting of the holders of voting shares and such rights will vest in the chairman of any such meeting, who may act entirely at his or her discretion in relation to such rights.

The Board is not required to serve notice on any person if it does not know either the identity or address of such person. The absence of serving such notice in such a case and any accidental error in or failure to give any notice to any person upon whom notice is required to be served will not prevent the implementation of or invalidate any

procedure under the relevant Article. Any resolution or determination of, or decision or exercise of any discretion or power by, the Board shall be conclusive and binding on all persons concerned and shall not be open to challenge.

Any person acting on behalf of HM Government and certain other specified shareholders, including the Depository for the ADRs, are not subject to these restrictions.