



**Representations for UK Securities--  
to be included in DTC Letter of Representations**

Issuer is incorporated in the United Kingdom and represents that: [Note: *Issuer must make the representation in either paragraph (a), (b), or (c) and cross out the others.*]

either (please check as appropriate):

- (a) The Securities are nonconvertible Debt<sup>1</sup> securities (with no rights of acquisition of other securities);
- (b) The Securities are depository receipts for shares; or
- (c) the issue or transfer of the Securities or the registration of the Securities in the name of Cede & Co. will not subject Cede & Co. or DTC to any United Kingdom stamp duty reserve tax ("Tax"). Issuer shall be liable for and shall indemnify DTC for, and shall hold DTC harmless from, any Tax (and any interest, penalty, or the like payable in respect of any Tax) imposed on Cede & Co. or DTC due to the issuance or transfer of the Securities or the registration of Securities in the name of Cede & Co.

Issuer

\_\_\_\_\_  
By:  
Title:

Received and Accepted:  
The Depository Trust Company

\_\_\_\_\_  
By:

\_\_\_\_\_  
<sup>1</sup>For purposes of this rider, a "Debt security" is defined as a security that qualifies for the loan capital exemption from UK stamp duty contained in section 79(4) of the UK Finance Act of 1986 (as amended from time to time).