

20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

**E. Taxation**

The information set forth under the headings "Additional Information–Shareholder Information–Taxation for US residents", "–UK and US income taxation of dividends", "–Taxation on capital gains", "–Passive Foreign Investment Company (PFIC) rules", "–Information reporting and backup withholding", "–UK inheritance tax" and "–UK stamp duty reserve tax and stamp duty" on pages 227 to 229 of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

**F. Dividends and Paying Agents**

Not applicable.

**G. Statement by Experts**

Not applicable.

**H. Documents on Display**

The information set forth under the heading "Additional Information–Shareholder Information–Documents on display" on page 227 of the Company's "Annual Report and Form 20-F Information" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

In addition, we file reports and other information with the United States Securities and Exchange Commission (the "SEC"). You can read and copy these reports and other information at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You can call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) which contains in electronic form each of the reports and other information that we have filed electronically with the SEC.

**I. Subsidiary Information**

Not applicable.

**ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The information (including graphs and tabular data) set forth under the headings "Strategic Report–Financial Review–Financial risk management" on pages 82 and 83 and "Financial Statements–Note 23–Financial risk management objectives and policies" on pages 169 to 173, in each case of the Company's "Annual Report and Form 20-F Information 2013" included as exhibit 15.1 to this Form 20-F dated March 20, 2014 is incorporated by reference.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

**A. Debt Securities**

Not applicable.

**B. Warrants and Rights**

Not applicable.

**C. Other Securities**

Not applicable.

#### **D. American Depositary Shares**

##### *Fees and Charges Payable by ADR Holders*

The Company's American Depositary Receipt ("ADR") program is administered by JPMorgan Chase Bank, N.A. ("J.P. Morgan"), as the depository. The holder of an ADR may have to pay the following fees and charges to J.P. Morgan in connection with ownership of the ADR:

<b>Category</b>	<b>Depositary actions</b>	<b>Associated fee or charge</b>
(a) Depositing or substituting the underlying shares	Issuances against deposits of shares, including deposits and issuances pursuant to a stock dividend or stock split declared by the Company or issuances pursuant to a merger, exchange of securities or any other transaction or event affecting the ADSs or the deposited securities	Up to \$5.00 for each 100 ADSs (or portion thereof) issued or delivered (as the case may be) The depository may sell (by public or private sale) sufficient securities and property received in respect of share distributions, rights and other distributions prior to such deposit to pay such charge
(b) Receiving or distributing dividends <sup>(1)</sup>	Cash distributions made pursuant to the deposit agreement	\$0.05 or less per ADS
(c) Selling or exercising rights	Distribution or sale of securities, the fee being in an amount equal to the fee for the execution and delivery of ADSs which would have been charged as a result of the deposit of such securities	Up to \$5.00 for each 100 ADSs (or portion thereof)
(d) Withdrawing, cancelling or reducing an underlying security	Acceptance of ADSs surrendered for withdrawal, cancellation or reduction of deposited securities	Up to \$5.00 for each 100 ADSs (or portion thereof) surrendered, cancelled or reduced (as the case may be) The depository may sell (by public or private sale) sufficient securities and property received in respect of share distributions, rights and other distributions prior to such deposit to pay such charge
(e) Transferring, combination or split-up of receipts	Transfer, combination and split-up of ADRs	\$1.50 per ADR
(f) General depository services, particularly those charged on an annual basis <sup>(1)</sup>	Services performed by the depository in administering the ADRs	\$0.05 or less per ADS per calendar year (or portion thereof), payable at the sole discretion of the depository by billing ADR holders or by deducting such charge from one or more cash dividends or other cash distributions
(g) Fees and expenses of the depository	Fees and expenses incurred by the depository or the depository's agents on behalf of holders, including in connection with:	Expenses payable at the sole discretion of the depository by billing ADR holders or by deducting such charges from one or more cash dividends or other cash distributions

Category	Depository actions	Associated fee or charge
	<ul style="list-style-type: none"> <li>compliance with foreign exchange control regulations or any law or regulation relating to foreign investment</li> <li>stock transfer or other taxes and governmental charges</li> <li>cable, telex and facsimile transmission and delivery charges</li> <li>fees for the transfer or registration of deposited securities in connection with the deposit or withdrawal of deposited securities</li> <li>expenses of the depository in connection with the conversion of foreign currency into US dollars</li> <li>any other charge payable by the depository or the depository's agents in connection with the servicing of the shares or other deposited securities (which charge shall be assessed against holders as of the record date or dates set by the depository)</li> </ul>	

(1) J.P. Morgan has agreed that it shall not charge ADR holders any of these fees without the Company's prior written consent. No such fees have been charged for the year ended December 31, 2013 or from January 1, 2014 to the date hereof.

*Fees and Payments Made by the Depository to us*

J.P. Morgan, as ADR depository, has agreed to reimburse certain expenses related to the Company's ADR program and incurred by the Company in connection with the program. For the year ended December 31, 2013, the ADR depository reimbursed to the Company, or paid on its behalf to third parties, a total sum of \$1,655,684 (comprised of reimbursements of \$1,500,000 and payments to third parties of \$155,684, in each case as detailed in the tables below). The ADR depository also waived certain of its fees for standard costs associated with the administration of the ADR program in a total amount of \$215,000.

The table below sets forth the types of expenses that the ADR depository has agreed to reimburse and the amounts reimbursed within each such category for the year ended December 31, 2013:

Category of Expenses - Direct Payments	Reimbursement for the year ended December 31, 2013
ADR program expenses, including investor relations costs and legal fees	\$ 1,500,000
Total	\$ 1,500,000

The ADR depository has paid certain expenses directly to third parties on behalf of the Company and has agreed to waive certain of its fees for standard costs associated with the administration of the ADR program. The table below sets forth those expenses that the ADR depository paid directly to third parties, and those fees waived, in each case for the year ended December 31, 2013.