

local law/s or regulation/s in any such jurisdiction. Prospective purchasers should seek appropriate legal advice prior to participating in the Offer.

This Notice is not for release, publication or distribution, in whole or in part, in the United States of America, its territories and possessions, any state of the United States of America, or the District of Columbia (together, the "U.S." or "United States") or to U.S. persons ("U.S. Persons") as defined in Regulation S ("Regulation S") under the United States Securities Act of 1933, as amended, (the "Securities Act"), and is neither an offer to sell nor a solicitation of an offer to buy any securities of the Company within the United States or to U.S. Persons. The Offer Shares have not been and will not be registered under (a) the Securities Act, or under the securities laws of any state of the United States and may not be offered or sold in the United States or to U.S. Persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act; (b) any other securities law of any Other Jurisdiction. The Offer Shares are being offered and sold (1) in the United States to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act ("QIBs")) and (2) outside the United States in offshore transactions in reliance upon Regulation S. Prospective purchasers of Offer Shares in the United States are hereby notified that the Seller may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

Prospective purchasers of the Offer Shares are hereby advised that any resale of Offer Shares must be made in accordance with the registration requirements of the Securities Act or otherwise pursuant to an available exemption from registration requirements under the securities laws of the United States.

The Company has not confirmed, and cannot confirm that as a result of the offer and sale of the Offer Shares contemplated herein will not become, a passive foreign investment company ("PFIC") within the meaning of Section 1297 of the United States Internal Revenue Code of 1986, as amended, and the Company cannot confirm that it has no plan or intention to take any action that would result in the Company becoming a PFIC in the future. No analysis has been undertaken to determine if the Company is a PFIC. If the Company were determined to be a PFIC, U.S. taxpayers that hold the Offer Shares (directly and, in certain cases, indirectly) may be subject to significant adverse tax consequences. In addition, U.S. taxpayers will also be subject to additional U.S. tax form filing requirements, and the statute of limitations for collections may be suspended if the taxpayer does not file the form. Certain holders may be able to mitigate these consequences by making a "mark-to-market" election (if available). The PFIC rules are complex. Prospective purchasers should consult their own tax advisors regarding the U.S. federal, state and local tax implications to them of acquiring the Offer Shares.

Except for the Seller's Brokers, no broker may solicit bids for the Offer Shares or accept orders for bids for the Offer Shares from persons in the United States.

By submitting a bid in connection with the Offer, each broker will also be deemed to have read and understood this Notice in its entirety and accepted and complied with the terms and conditions set out in this Notice. In addition, each broker, except for the Seller's Brokers, will be deemed to have represented that it is located outside the United States and that none of the brokers, its affiliates or any person acting on its or their behalf has (a) engaged or will engage in any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the Offer or sale of Offer Shares, (b) offered or will offer and sell the Offer Shares outside the United States in offshore transactions in reliance upon Regulation S or within the United States to persons reasonably believed to be QIBs in transactions exempt from the registration requirements of the Securities Act, and (c) engaged or will engage in any "directed selling efforts" (as defined in Regulation S) in connection with the Offer.