

Selina

To: Certain holders of ordinary shares of Selina Hospitality PLC (the “*Company*”)

Re: Process for selling ordinary shares of the Company (the “*Ordinary Shares*”) and warrants of the Company exercisable into Ordinary Shares (“*Warrants*”)

Date: February 15, 2023

On February 15, 2023 the Company’s resale registration statement on Form F-1, as amended (the “***Resale Registration Statement***”) was declared effective by the United States Securities and Exchange Commission. Upon the continuing effectiveness of the Resale Registration Statement, you will be able to sell your Ordinary Shares and Warrants in the manner described and by following the instructions as set forth herein.

Which of the Company’s securities were registered for resale on the Resale Registration Statement?

Almost all of the Company’s securities have been registered for resale under the Resale Registration Statement. Specifically, the Resale Registration Statement relates to, among other things, the resale by the selling securityholders named in the Resale Registration Statement under the caption “Selling Securityholders” (the “***Selling Securityholders***”) of the following:

1. 7,666,666 Ordinary Shares issuable upon the exercise of publicly traded warrants (the “***Public Warrants***”) to purchase Ordinary Shares (the “***Public Warrant Shares***”), which were originally issued by BOA Acquisition Corp. (“***BOA***”) in connection with the initial public offering of BOA, and subsequently assigned to, and assumed by, the Company;
2. 6,575,000 warrants (the “***Private Placement Warrants***”) to purchase Ordinary Shares, which were originally issued by BOA to Bet on America LLC in a private placement concurrent with the initial public offering of BOA, and subsequently assigned to, and assumed by, the Company;
3. 6,575,000 Ordinary Shares issuable upon the exercise of the Private Placement Warrants (the “***Private Placement Warrant Shares***”);
4. 4,274,929 warrants (the “***Convertible Note Warrants***” and, together with the Public Warrants and the Private Placement Warrants, the “***Warrants***”) to purchase Ordinary Shares, which were issued in connection with the issuance by the Company of \$147.5 million aggregate principal amount of unsecured convertible notes (the “***Convertible Notes***”);
5. 4,274,929 Ordinary Shares issuable upon the exercise of the Convertible Note Warrants (the “***Convertible Note Warrant Shares***” and, together with the Public Warrant Shares and the Private Placement Warrant Shares, the “***Warrant Shares***”);
6. 82,261,678 Ordinary Shares beneficially owned by those Selling Securityholders that owned securities of the Company prior to October 27, 2022 (the “***Legacy Shares***”);
7. 5,445,000 Ordinary Shares issued to certain accredited investors (the “***PIPE Investors***”) pursuant to a series of subscription agreements (the “***PIPE Subscription Shares***”) entered into in connection with the Company’s business combination with BOA;
8. 1,230,000 Ordinary Shares (the “***Prepayment Shares***”) issued to certain PIPE Investors to satisfy pre-funding fees owed to such PIPE Investors in connection with the Company’s business combination with BOA;
9. 450,000 Ordinary Shares issued to BTIG, LLC in lieu of a cash payment in respect of the services it performed in connection with the initial public offering of BOA (the “***BTIG Shares***” and, together with the Prepayment Shares and the PIPE Subscription Shares, the “***PIPE Shares***”);

10. 375,000 Ordinary Shares issued to HG Vora Special Opportunities Master Fund, Ltd. (“**HG Vora**”) in connection with the execution of a \$25.0 million bridge loan facility to the Company (the “**HG Vora Shares**”);
11. up to 4,496,663 Ordinary Shares issued or issuable to certain of the Company’s third-party services providers and joint venture partners in lieu of cash payments due to them (the “**Service Provider Shares**” and, together with the Legacy Shares, the PIPE Shares and the HG Vora Shares, the “**Issued Shares**”); and
12. 13,595,652 Ordinary Shares issuable upon conversion of the Convertible Notes or the application of certain interest-make-whole provisions (the “**Convertible Note Shares**”).

The Warrants, the Warrant Shares, the Issued Shares and the Convertible Note Shares are collectively referred to herein as the “**Securities**.”

What are depository receipts, and are my Securities held in such form?

As the Company is a public company incorporated in the United Kingdom any issuances and any transfers of its Ordinary Shares, including to the clearing agent, Cede & Co. (“**DTC**”), is subject to the tax regime of the United Kingdom. In relevant part, this means that if your Issued Shares were issued to you in certificated form any subsequent transfer of such shares would result in a stamp duty charge in the United Kingdom, generally:

- at a rate of 1.5%, generally payable by you, if you wished to transfer your Issued Shares to the systems of DTC in order to trade such shares on the Nasdaq; or
- at a rate of 0.5%, generally payable by the purchaser although this may impact the consideration you receive for your Issued Shares, if your Issued Shares are sold or transferred while in certificated form.

In order to mitigate the potential stamp duty impact on you and other investors who hold Ordinary Shares, the Company engaged Computershare, Inc. (collectively, with its affiliates, “**Computershare**”) to provide a depository receipt program (the “**DR Program**”). Accordingly, following the Closing, you would have received your Issued Shares in the form of depository receipts held in a Computershare nominee account with Computershare as the holder of record on the register of the Company. It is anticipated that the subsequent transfer of your Issued Shares from the Computershare depository to DTC will fall within a stamp duty exemption and therefore not be subject to stamp duty.

All of the Issued Shares are held in the form of depository receipts.

However, the Warrants are not held in the form of depository receipts, and the Warrant Shares and the Convertible Note Shares, when issued, will not be held in the form of depository receipts.

How do I sell my Issued Shares held in the DR Program with Computershare?

Now that the Resale Registration Statement is effective (and provided that the Resale Registration Statement remains effective at the time of sale), you may sell your Issued Shares by completing the following steps:

1. Contact your DTC participant (your broker or custodian) to (a) notify them of the deposit ensuring they are able and ready to submit the required DWAC instruction, (b) ask that they provide the required Medallion Signature Guarantee¹ (“**MSG**”) and (c) obtain the DTC participant account details.

¹ A Medallion Signature Guarantee (“MSG”) is a stamp provided by a financial institution that is member of a medallion program. This stamp certifies that the signature is genuine, the person has legal authority to act and the guarantor assumes financial responsibility associated with the transfer. The MSG contains a unique number with a letter prefix based on the dollar value of the security. This letter prefix establishes limit values of the transfer that can be executed with the stamp and the MSG on the transfer forms noted above must cover the value of the securities being transferred. MSGs can be obtained from a member of an acceptable Medallion Signature Guarantee Program (STAMP, SEMP, and MSP). In the U.S., many commercial banks, savings banks, credit unions, and all broker dealers participate in a Medallion Signature

2. You must complete a Depositary Receipt Withdrawal and Share Transfer form (see [Exhibit C](#)) and obtain an MSG stamp from your broker.
3. You must deliver a **signed** representation letter substantially in the form attached hereto as [Exhibit A](#) to the Company's outside counsel, Morgan, Lewis & Bockius UK LLP, and Computershare, by electronic mail, post or courier to the addresses for such parties as set out in [Exhibit A](#).
4. Your broker must deliver a **signed** representation letter, substantially in the form attached hereto as [Exhibit B](#), to Morgan, Lewis & Bockius UK LLP and Computershare by electronic mail, post or courier to the addresses for such parties as set out in [Exhibit B](#).
5. If you are selling Issued Shares over multiple consecutive days (up to 7 consecutive days), please deliver a consolidated set of documents mentioned 2, 3 and 4 to the relevant parties.
6. You must return by post or hand deliver (a) the original depositary receipt certificate(s) along with (b) the completed and MSG-stamped Depositary Receipt Withdrawal and Share Transfer Form (see [Exhibit C](#)) and (c) a certificate of incumbency² to Computershare at . 150 Royall Street, Suite 101, Canton, MA 02021.
7. Upon receipt of the valid documentation, Computershare will then cancel your depositary receipts and the Computershare depositary will transfer the underlying Issued Shares to Cede & Co., as nominee for DTC. Book-entry interests in the Issued Shares will be deposited to the account of the designated DTC participant.
8. Your broker will need to initiate a DWAC (Deposit/Withdrawal At Custodian) request to Computershare in order for your broker to receive the book-entry interests into their DTC participant account on your behalf. *(Note: Computershare will contact your broker to request the initiation of the DWAC at the correct time, but prior notice from you, as per step 1 above, is vital to ensure your broker is ready to assist.)*
9. Upon receipt of the DWAC request from your broker, Computershare will accept the request and deliver your Issued Shares to your broker's DTC participant account.
10. If you did not withdraw the full amount of the depositary receipts, Computershare will issue a balance depositary receipt certificate to you. A physical form of this certificate will be mailed to you by post to your registered address.

Are my Securities subject to a "lock-up period" during which they cannot be sold?

Certain holders of Securities are subject to a contractual lock-up restriction under the Investor Rights Agreement, dated October 27, 2022 (the "[IRA](#)"). A copy of the IRA can be found [HERE](#). You will not be able to transfer these locked-up shares to your broker until the lock-up restriction has been lifted.

How long will a transfer take to process once Computershare has confirmed receipt of the required letters of representation and the DR cancelling documents?

To transfer your Issued Shares via DWAC, such a transfer will typically take approximately five business days from the time Computershare receives your documents in good order (the Depositary Receipt Withdrawal and Share Transfer Form with Medallion Signature Guarantee, attached hereto as [Exhibit C](#), original depositary receipt certificate, representation letters, and supporting documents (as applicable) as set out above).

Guarantee Program. Outside of the U.S., one can obtain a Medallion Signature Guarantee from a broker or financial institution that has a North American affiliate.

² If the seller is an entity and the value of the underlying shares to be transferred is over \$14m, a Certificate of Incumbency is required to verify the individual signing the Depositary Receipt Withdrawal and Share Transfer Form is authorized to transact on behalf of the entity.

Are there any fees for selling pursuant to the Resale Registration Statement?

No. You are not subject to any fees for selling the Issued Shares, other than any brokerage fees that may be charged by your broker for executing trades on your behalf.

Who can I contact with questions?

For assistance, please contact Computershare through the following numbers only, between 8:30am and 6:00pm Eastern Time on any US business date:

- 866-644-4127 (inside the U.S.); or
- 1-781-575- 2906 (outside the U.S.).

Exhibit A

FORM OF SELLER REPRESENTATION LETTER

[DATE]

Selina Hospitality PLC
6th Floor, 2 London Wall Place
Barbican, London
EC2Y 5AU
England

Computershare Trust Company, N.A., as
Depository and Transfer Agent
GTU Ops Inc.
150 Royall Street
Canton, MA 02021

Morgan, Lewis & Bockius UK LLP
Condor House,
5-10 St. Paul's Churchyard
London EC4M 8AL
England
SelinaResales@morganlewis.com

Ladies and Gentlemen:

In connection with the rendering by Morgan, Lewis & Bockius UK LLP of its opinion, dated February 15, 2023 to Computershare Trust Company, N.A. regarding the removal of a restrictive legend (the “*restrictive legend*”) from [●] Ordinary Shares, having a nominal value of 0.005064 per share (the “*Shares*”) of Selina Hospitality PLC (the “*Company*”) owned by [INSERT EXACT NAME OF SELLER AS INDICATED ON DEPOSITARY RECEIPT] (the “*Seller*”), the Seller represents, warrants and agrees as follows:

1. The Shares have been sold or, that the Seller has an immediate intention to sell (as defined in Section 2(b) below), in each case, by the Seller pursuant to the Company’s registration statement on Form F-1 (File No. 333- 268587) (the “*Registration Statement*”) in a transaction contemplated in the “Plan of Distribution” section of the prospectus included in the Registration Statement.
2. The Seller has:
 - a. confirmed that the Registration Statement is currently effective and that no stop order suspending the effectiveness of the Registration Statement has been issued under the Securities Act of 1933, as amended (the “*Securities Act*”);
 - b. determined that Seller has an immediate intention to sell the Shares. This means that Seller intends to sell the Shares within seven (7) trading days; and
 - c. not received any notification that any proceeding or examination relating to the Registration Statement under Section 8(d) or 8(e) of the Securities Act has been instituted or is pending or that the Company has imposed any blackout period with respect to the resale of the Shares under the Registration Statement or that the Registration Statement or the prospectus contained therein is not current.

Very truly yours,

[SELLER]

By:

Name: [●]
Title: [●]

Exhibit B

FORM OF BROKER REPRESENTATION LETTER

[DATE]

Selina Hospitality PLC
6th Floor, 2 London Wall Place
Barbican, London
EC2Y 5AU
England

Computershare Trust Company, N.A., as
Depositary and Transfer Agent
GTU Ops Inc.
150 Royall Street
Canton, MA 02021

Morgan, Lewis & Bockius UK LLP
Condor House,
5-10 St. Paul's Churchyard
London EC4M 8AL
England
SelinaResales@morganlewis.com

Ladies and Gentlemen:

You are hereby advised that [●] (the “***Seller***”) has sold [NUMBER OF SHARES] Ordinary Shares, having a nominal value of 0.005064 per share (the “***Shares***”) of Selina Hospitality PLC (the “***Company***”).

The undersigned hereby represents and agrees as follows with respect to the sale of the Shares by the Seller:

- (i) the Shares were sold (or there is a current intention by Seller to sell the Shares within seven (7) trading days of the date hereof), by the undersigned broker on behalf of the Seller pursuant to the Company’s registration statement on Form F-1 (File No. 333- 268587) (the “***Registration Statement***”) in a transaction contemplated in the “Plan of Distribution” section of the prospectus included in the Registration Statement; and
- (ii) any prospectus delivery requirements under the Securities Act of 1933, as amended, have been satisfied.

Very truly yours,

[BROKER]

By: _____

Name: _____

Title: _____

Exhibit C

DEPOSITARY RECEIPT WITHDRAWAL AND SHARE TRANSFER FORM



SLNA DR
Withdrawal Form.pc



Computershare
PO Box 43078
Providence, RI 02940-3078
Toll Free Number: 1-866-644-4127
Toll Number: 1-781-575-2906
www.computershare.com/investor

The IRS requires that we report the cost basis of certain shares acquired after January 1, 2011 and then sold. Shares transferred out of an account will be done using our default cost basis calculation of first in, first out (FIFO) unless otherwise instructed. Please visit our website, review the enclosed FAQ, or consult your tax advisor if you need additional information about cost basis.

Dear Holder:

As requested, enclosed are the form and instructions needed to withdraw your depositary receipts and transfer the shares to another registration or into certificated form in your name. This form may be used for both living and decedent transfers.

Please do **NOT** use this form under the following circumstances:

- when you are transferring shares that are in certificate form
- when you are transferring your depositary receipts to another depositary receipt holder
- when you are transferring a decedent's shares under the above two circumstances

We have enclosed answers to Frequently Asked Questions (FAQs) to assist you with completing the form and to answer transfer related questions you may have. You can find additional helpful information in the "Help" section of our website, www.computershare.com/investor.

To request a depositary receipt withdrawal and transfer of shares, please complete the following steps:

Step 1: Depositary Receipt Withdrawal and Share Transfer Form – Complete the enclosed Depositary Receipt Withdrawal and Share Transfer Form. All current and/or surviving depositary receipt holders or a legally authorized representative must sign the "Authorized Signatures" section (section 6). If the transfer of shares is to your broker in DTC, or to another shareholder, a Medallion Signature guarantee is required for each signature. A Medallion Signature guarantee is not required if the request is to issue a share certificate in the name of the depositary receipt holder. An individual signing on behalf of the current or deceased depositary receipt holder must indicate his or her capacity next to the signature on the form (e.g., John Smith, Executor or John Smith, Custodian). See the enclosed FAQ document for additional information.

Note that you may not have to secure a Medallion Signature Guarantee stamp if you are a US resident, your total account value of the depositary receipts is under \$10,000 AND you submit your transfer paperwork with a check payable to Computershare in the non-refundable amount of \$50. Please also enclose a copy of a government issued picture identification such as a license or passport if electing the option not to provide a Medallion Signature Guarantee stamp.

Please include the original depositary receipt certificate(s) along with the form. If a certificate is lost, please contact us to find out the cost and process for requesting a replacement. Lost certificates must be replaced prior to transferring the receipts.

Step 2: Decedent Forms (if applicable) - Obtain either (a) or (b), as applicable, assuring that the Date of Death is clearly noted in one of the options selected:

- (a) If the decedent resided in a state in which an inheritance tax waiver is required, an Inheritance Tax Waiver form.
- (b) If the decedent did not reside in a state in which an inheritance tax waiver is required, either (i) a Notarized Affidavit of Domicile or (ii) an Inheritance Tax Waiver stamp affixed next to the signature on the Depositary Receipt Withdrawal and Share Transfer Form. See the enclosed FAQ document for additional information on these items and how to obtain them.

Step 3: Certification – Form W-9 - The new holder should sign and date section 12 of the enclosed Depositary Receipt Withdrawal and Share Transfer Form. If the new holder is unable to provide tax certification at this time, we will send them a Form W-9 (Request for Taxpayer Identification Number and Certification) once the transfer request is processed. Computershare will be required to withhold taxes on any dividends or other cash distributions until tax certification is received by us.

Step 4: United Kingdom Stamp Duty - Some types of share transfers are liable to the United Kingdom's HM Revenue and Customs ("HMRC") Stamp Duty.

If the transfer is liable to Stamp Duty, the completed form will need to be submitted to the HMRC Stamp Duty Office ("Stamp Office") in Birmingham, U.K. and affixed with a stamp from the HMRC before the transfer can be processed. This may delay the effectiveness of the transfer.

Any queries regarding the payment of Stamp Duty should be directed to the Stamp Office Helpline on +44 1726 209 042. HMRC provides detailed information on its website regarding Stamp Duty, including how to send the transfer form to HMRC to be stamped and a calculator for the amount of Stamp Duty payable, at <http://www.hmrc.gov.uk/sd/shares/sharetransfers.htm>. See also the enclosed FAQ document for additional information.

Step 5: Delivery - Send all required documents outlined above to:

Regular mail:

Computershare
PO Box 43078
Providence, RI 02940-3078

Overnight/certified/registered delivery:

Computershare
150 Royall Street, Suite 101
Canton, MA 02021

It is important that you follow the steps above to ensure that your transfer can be completed. Your transfer should be completed within 10 business days of receipt provided it is in good order. If the request is to issue a share certificate, a share certificate will be sent to the registered holder upon completion of the transfer. Please note that the certificate cannot be sent to a third party by us. If your depositary receipt withdrawal and share transfer cannot be processed due to missing or incomplete documentation, we will attempt to contact you for more information.

If the value of the receipts you are withdrawing exceeds \$14 million, or if you have any questions, please contact us using the "Contact Us" section of the website or by dialing the customer service number provided at the top of this letter.

Sincerely,

Computershare

Enclosures

Computershare
PO Box 43078
Providence, RI 02940-3078
Toll Free Number: 1-866-644-4127
Toll Number: 1-781-575-2906
www.computershare.com/investor

Depository Receipt Holder Account Number

Company Name: Selina Hospitality PLC

Depository Receipt Withdrawal and Share Transfer Form — See enclosed instructions

PLEASE PRINT CLEARLY

DEPOSITARY RECEIPT HOLDER INFORMATION

1

Name of Current Depositary Receipt Holder

Address

City, State, Zip

2

Daytime Telephone Number

Depository Receipts to be Withdrawn and Shares to be Transferred

PLEASE NOTE: Whole receipts and/or shares cannot be divided into fractional receipts and/or shares.

3

Withdraw ALL Receipts and Transfer ALL Shares, being: OR

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If this box is checked and the number filled in,
do not complete section 4.

4

Partial Withdrawal and Transfer

(number of whole receipts to be withdrawn and shares to transfer)

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Important: Original certificate(s) must be submitted for your withdrawal and transfer to be executed.

5

If the current Depositary Receipt holder is deceased, please indicate date of death:

Date of death (mm / dd / yyyy)

			/			/				
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6 Authorized Signatures — This section must be signed and Medallion Signature Guarantee stamped for your transfer to be executed.

The undersigned does (do) hereby irrevocably constitute and appoint Computershare as attorney to transfer the said shares on the books and registers of the company to the person(s) set out in section 8, 9 or 11 on the reverse side, with full power of substitution in the premises. The undersigned does (do) hereby request that such entries be made in the books and registers of the company to give effect to this transfer.

If the Depository Receipt holder(s) is a natural person, the signature(s) below on this Depository Receipt Withdrawal and Share Transfer Form must correspond exactly with the name(s) as shown upon the face of the depository receipt certificate, without alteration, enlargement or any change whatever. The below must be signed by all current registered holders, or a legally authorized representative with indication of his or her capacity next to the signature.

NOTE: Signature(s) must be stamped with a Medallion Signature Guarantee by a qualified financial institution, such as a commercial bank, savings bank, savings and loan, US stockbroker and security dealer, or credit union, that is participating in an approved Medallion Signature Guarantee Program. **(A NOTARY SEAL IS NOT ACCEPTABLE)**. Signatures are not required to be stamped with a Medallion Signature Guarantee if the request is to issue a share certificate in the name of the depositary receipt holder.

Signature of All Current Holders or Legal Representatives

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Required ► Medallion Guarantee Stamp
(Notary Seal Is Not Acceptable)

Affix the medallion stamp below. If your total account value is under \$10,000, and you live in the United States, you may be eligible to utilize our Medallion Waiver option. See the cover letter for further details and instead use this box to record the check number you will be enclosing in non-refundable payment of the Medallion Waiver option, along with a copy of a government issued photo ID if electing the option not to provide a Medallion Signature Guarantee stamp.

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Date (mm / dd / yyyy)

		/			/				
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IMPORTANT ► You must complete both sides of this form for it to be valid.



EXXXUTR



7 GTU OPS — Authorized Signatures

PLEASE LEAVE THE SIGNATURE AND DATE BOX IN THIS SECTION 7 BLANK; COMPUTERSHARE WILL ARRANGE FOR THE CUSTODIAN TO SIGN AND DATE.

We, GTU Ops Inc., as registered holder of the number of Class A ordinary shares of Selina Hospitality PLC specified in section 3 or 4 above (as applicable) the ("Transferred Shares"), hereby transfer the Transferred Shares out of our name to the name of (as applicable): (i) if section 8 below is completed, Cede & Co of PO Box 20, Bowling Green Stn, New York, NY, 10274 for further issuance to the designated participant; (ii) if section 9 below is completed, the Depository Receipt Holder indicated in section 1; or (iii) if section 10 below is completed, the transferee indicated in section 11, and we request that such entries be made in the register as are necessary to give effect to this transfer.

Signature of GTU Ops Inc Representative

Date (mm / dd / yyyy)

I HEREBY REQUEST THE CUSTODIAN TO TRANSFER THE SHARES: SELECT EITHER 8, 9 OR 10**8 ☐ To a DTC Participant****DTC PARTICIPANT INFORMATION**

● Designated Participant Firm Name:

● DTC Participant Number:

● Account Number with DTC Participant:

● DTC Participant Contact Name:

● Contact Phone Number:

● Contact Email:

9 ☐ To the Depository Receipt Holder indicated in Section 1**10 ☐ To the transferee as indicated below in Section 11. Note: if this option is selected, Sections 10A, 10B and Section 11 must be completed; otherwise your request will be rejected.****10A Consideration Money**

PLEASE ENTER NIL IF NOT APPLICABLE

NOTE: If an amount other than NIL is entered and the transfer is exempt from Stamp Duty, one of the certifications under section 10B must be completed. Failure to complete this section could result in this form being rejected. Please refer to the FAQ.

US\$ _____ (in words)

Equivalent Pounds Sterling _____ (in words)

Foreign Exchange Rate US\$ to Pounds Sterling _____

Equivalent Pounds Sterling _____

Date (mm / dd / yyyy)

AFFIDAVIT OF DOMICILE

To be completed for decedent transfers only.

Account Name: _____ Account Number: _____

Name of Stock: _____

Deceased Holder's Taxpayer Identification or Social Security Number: _____

The undersigned, _____

residing at _____

being duly sworn, deposes and says that he/she is _____

Describe your status, i.e. Executor, Administrator, Survivor in Joint Tenancy, etc.

(If a corporate fiduciary show title of affiant and name of corporation)

of (the estate of) _____

who died on _____

that at the time of death the domicile (legal residence) of said decedent was at

and that (s)he resided in the State of _____

for _____ years prior to death and was not a resident of any (other) state within the United States of America at time of death.

Signature: _____

Sworn to before me, a notary public, this

AFFIX SEAL

_____ day of _____, 20 _____

Signature: _____

(official administering oath)

Title: _____

My commission expires _____

CURRENT HOLDER INFORMATION

Depositary Receipts to be Withdrawn and Shares to be Transferred

See the **Frequently Asked Questions (FAQs)** section for more information about number and type of securities.

- 1** Enter the Depositary Receipt Holder Information.
- 2** Enter a daytime telephone number where we can attempt to reach you should we have any questions regarding this depositary receipt transfer request.
- 3** Check this box only if you wish to withdraw all of the receipts represented by the depositary receipt certificate. **If this box is checked, do not complete section 4.**
- 4** If you did not check Box 3 and if you would like to make a partial withdrawal of whole depositary receipts and transfer the shares, please indicate the number of receipts here.
- 5** If a party from whom depositary receipts are to be withdrawn from is deceased, please complete this section with the actual date of death.
- 6** **Authorized Signatures – This section must be completed for your transfer to be executed.**

After reviewing the form to ensure that all information provided is correct, please sign and date the form in the appropriate boxes. Please note, if you are signing on behalf of the current depositary receipt holder you must indicate your capacity (e.g., John Smith, Executor).

Signature(s) must be stamped with a Medallion Signature Guarantee from a qualified financial institution, such as a commercial bank, savings bank, savings and loan, US stockbroker and securities dealer, or credit union that is participating in an approved Medallion Signature Guarantee Program. See the following FAQ section for more information. **A Notary Seal is NOT acceptable.** Note that you may not have to secure a Medallion Signature Guarantee stamp if you are a US resident, your total account value of the receipts is under \$10,000 AND you submit your transfer paperwork with a check payable to Computershare in the non-refundable amount of \$50. Please also enclose a copy of a government issued picture identification such as a license or passport if electing the option not to provide a Medallion Signature Guarantee stamp. **If requesting a share certificate be issued in the depositary receipts holders name then a Medallion Signature Guarantee is not required.**

- 7** Please leave this section blank a representative from Computershare will sign in this section.

Please indicate where you would like the shares transferred to. Please select the instructions under either 8, 9 or 10.

- 8** If you wish to transfer your shares to your broker in DTC, please tick the relevant box and have your broker complete this section to ensure accuracy.
- 9** If you wish to have a share certificate issued in the depositary receipts holder's name please tick this section.
- 10** If you wish the shares to be transferred to another recipient, please complete this section. It's important that sections 10A, 10B and 11 are complete, otherwise your request will be rejected.

Consideration Money:

- 10A** Consideration Nil: If the consideration money paid for the transfer is Nil there will be no Stamp Duty payable. Write "Nil" in section 10A. Transfer exempt: If the transfer is exempt from Stamp Duty, for example, transfer in connection with divorce or dissolution of a civil partnership, or if the consideration given is not chargeable consideration, complete Certificate 2 under section 10B.

Consideration paid – under the equivalent value of £1000: If the consideration money paid for the transfer is, in the equivalent value, between £0.01 and £1000, please write the amount paid in section 1 and complete Certificate 1 under section 10B.

Consideration paid – over the equivalent value of £1000: If the consideration money paid for the transfer is above the equivalent value of £1000 then Stamp Duty needs to be paid to the UK Stamp Office in Birmingham. Please write the amount paid in section 10A and indicate if the amount is noted in US\$. Please also write the foreign exchange rate from US\$ to Pounds Sterling and the Pounds Sterling equivalent. The foreign exchange rate used MUST be the foreign exchange rate noted on the date the Depositary Receipt Withdrawal and Share Transfer Form was executed under section 6. Please refer to the FAQ for more information regarding Stamp Duty.

- 10B** Form of Certificate Required - Transfers not liable to Stamp Duty. If consideration is paid in connection with the transfer that is between the equivalent values of £0.01 and £1,000 then section 10B, certificate 1 must be completed. If the transfer is exempt from Stamp Duty, for example, for transfers in connection with divorce or the dissolution of a civil partnership, or if the consideration given is not chargeable consideration, then section 10B, certificate 2 must be completed.

Failure to complete certificate 1 or 2 for transfers applicable under section 10B will cause the transfer to be rejected. If the transfer is liable to Stamp Duty, the completed Depositary Receipt Withdrawal and Share Transfer Form must be submitted to the UK Stamp Office. Please see the FAQ for details.

NEW HOLDER INFORMATION

To Existing Share holder: If the new holder already owns shares in the company under the exact account name being requested, transfer the shares to the existing account by entering the new holder's 11-digit Computershare account number, which starts with a "C".

To a New Share Holder: If you are transferring to multiple new holders, feel free to photocopy the "New Holder/Recipient" page of the form prior to completion. This page must be completed for each new holder. Please be sure to clearly note at the top of each new holder/recipient page with the number of shares (not a percentage) to be transferred to each recipient.

- 11** **Account Type –** Mark only one box with an "X" indicating the type of account into which you are transferring shares. Complete additional sections as indicated.

Definitions of Account Types:

- An **individual** registration, e.g., John T. Smith, is used if there is only one account holder. There is only one individual listed on the account.
- A **joint** tenant registration with right of survivorship, e.g., John T. Smith and Jane T. Doe JT TEN, is used if there are two or more equal holders listed on the account. Please note, the registration must read "and." The word "or" cannot appear in the registration. In the event of the death of one of the listed holders, the securities in the account become the property of the surviving joint holder. Joint holder registrations are limited to no more than 4 joint holders.
- A **custodial with minor** registration under the Uniform Gifts to Minors Act (UGMA) or Uniform Transfer to Minors Act (UTMA) of your state, e.g., John Doe Custodian for Jonathan Doe UTMA NY, is used if the securities are held by a custodian on behalf of a minor. The named custodian is given the legal authority to act on the account on behalf of the minor, until the minor reaches the age of majority under the applicable state's law. The Social Security number associated with the account is that of the minor. Such registrations are only available for minors residing in the United States and a W-9 for the minor must be provided when setting up such accounts.
- An **estate** registration, e.g., John Smith Executor for the Jane Doe Estate, is used to allow a court-appointed legal representative to act on the account. The account is registered in the decedent's estate.
- A **transfer on death (TOD)** registration, e.g., John Smith TOD Mary Smith, is used to allow an individual (John Smith) or joint owners with rights of survivorship (John Smith and Mary Smith JT TEN) to designate one individual (Mary Smith) or entity as the beneficiary of the account upon the death of the registered holder (John Smith). Please note that the assigning of receipts to the beneficiary is not automatic and will require a written request at the time of transfer. NOTE: Only one TOD can be named per account. The TOD registration may not be available for all companies or for all states. This registration type is only available to holders who reside in the United States.
- **Other** common registrations include community property, Limited Liability Company (LLC), nominee, partnership, tenants by entireties and unincorporated association.

- A** If the new holder already owns shares in the company under the exact account name being requested, transfer the shares to the existing account by entering the new holder's existing 11-digit Computershare account number, which starts with a "C".
- B** Enter the new holder's 9-digit Social Security Number (SSN) or Employer Identification Number (EIN). Do not include hyphens. If the new account will be in more than one person's name, provide the information for the first name on the account or for the person who will be responsible for paying taxes. If the account is being registered as a custodial account, provide the Social Security Number of the minor.
- C** Enter the new holder's name (first, middle initial, last) if the account type is individual, custodial, trustee, executor or other.
- D** Enter the name (first, middle initial, last) of the second new holder on the account if the account type is joint, minor, co-trustee, TOD beneficiary or other (if applicable).
- E** Enter the name of the estate (if applicable).
- F** Enter the street address or PO Box for the new holder whose name was entered in section 11C. If applicable, enter apartment or unit number.
- G** Enter the new holder's city or town.
- H** Enter the new holder's state.
- I** Enter the new holder's zip code.

- 12** ***Form W-9: This section must be signed by the NEW HOLDER. If the new holder is unable to provide tax certification at this time, we will send them a Form W-9 (Request for Taxpayer Identification Number and Certification) once the transfer request is processed. Computershare will be required to withhold taxes on any dividends or other cash distributions until tax certification is received by us.**

Frequently Asked Questions (FAQs)

Below you will find answers to common questions regarding:

- Depositary Receipt Withdrawal and Share Transfer
- Stamp Duty
- Uncashed Checks
- Depositary Receipt Withdrawal and Share Transfer Form
- Share Certificates
- Medallion Signature Guarantee
- Decedent Related Information
- Managing Your Account Online (Investor Center)

Note: Reference to our website – www.computershare.com/investor – is made throughout this document.

Depositary Receipt Withdrawal and Share Transfer

I want to give my shares resulting from my depositary receipt withdrawal to someone I know. Do I have to transfer the shares to them?

Yes. When you give your shares to someone, you are transferring ownership to them.

My legal name has changed, do I have to transfer the shares to myself?

Yes. In the case of a legal name change, such as through marriage, complete a Depositary Receipt Withdrawal and Share Transfer Form and sign using your old name, which is the current name on the account. Please enter your new legal name in section 11C of the form.

Now that I am of age I would like to remove the custodian from my account. Do I have to transfer the shares to myself?

Yes. You will need to transfer the shares to a new account in your name. Your completed Depositary Receipt Withdrawal and Share Transfer Form must be signed by the named custodian. Refer to the enclosed form instructions for information on the different account types that are available to you for the new account, e.g., an individual account listing just you as the holder. Also please note the age of majority for purposes of UTMA/UGMA differs from state to state.

What do I do if I want to transfer shares to several other parties?

If you are transferring to multiple new holders, feel free to photocopy the "New Holder/Recipient" page of the form prior to completion. This page must be completed for each new holder. Please be sure to clearly note the top of each page with the number of shares (not a percentage) to be transferred to each recipient. Note the restrictions mentioned in this document as to the types of transfer to use this form for.

Will account features I previously selected automatically carry over from the old account to the new account?

No. Account features, such as direct deposit of dividends or reinvestment of dividends, do not carry over to a new account. Once the transfer is complete, the new holder can easily set up his or her account options online after creating a login ID to use Investor Center. Please note, any change in registration, including changing a name, will result in a new account.

What do I do if I want to use a different option for transferring my receipts other than FIFO?

Please consult your tax advisor and then please contact us at the number listed on the front of this package for further instruction.

What legal documents do I need to submit when requesting a transfer on behalf of another?

The institution from which you obtain a Medallion Signature Guarantee will require documentation to verify your identity, legal authority and capacity. For transfer requests valued at less than \$14 million, Computershare does not require copies of the legal documents; however, we may require other documentation for tax purposes, e.g., an Affidavit of Residence for a deceased holder. If the value of the receipts you are transferring exceeds \$14 million, please call us at the customer service number listed on the top

right corner of the enclosed Depositary Receipt Withdrawal and Share Transfer Form for further requirements. Please note, you will need to sign the Depositary Receipt Withdrawal and Share Transfer Form in your capacity (e.g., John Smith, Executor). See below for decedent related legal documents that may be needed.

Is there a fee to withdraw depositary receipts and transfer the shares?

Computershare does not charge a fee; however you may incur fees from other institutions. For example, you may be charged a fee by the institution that provides the Medallion Signature Guarantee.

Will you return the paperwork I send to you?

All submitted documents will be treated as part of Computershare's records and will not be returned to you.

Stamp Duty

What is Stamp Duty?

Stamp Duty is a tax applied by the UK authority, HM Revenue & Customs ("HMRC"), to share transfer forms. If Stamp Duty is payable on a transfer form, then the transfer cannot be registered by the company's registrar or transfer agent unless the Stamp Duty is paid. Stamp Duty is usually payable by the transferee i.e. the recipient of shares from a transfer. You can find out more information about UK Stamp Duty from the Stamp Office Helpline on +44 1726 209 042 or at <http://www.hmrc.gov.uk/sd/shares/sharetransfers.htm>.

How is Stamp Duty Calculated?

Unless a transfer is exempt, Stamp Duty is calculated at the rate of 0.5% of the consideration money (in pounds sterling) paid for the transfer, rounded up to the nearest £5.

What are the exemptions from Stamp Duty?

- Shares that you receive as a gift.
- Shares that someone leaves to you in their Will.
- Shares held in trust that are transferred from one trustee or another.
- Shares that are transferred when you get divorced, or when your civil partnership is dissolved.
- Transfer of shares that a liquidator makes as settlement to Shareholders when a business is wound up.
- Transfers of shares where the consideration money is less than £1000.

If the Consideration you gave for the shares is £1,000 or less and the transfer does not form part of a larger transaction or series of transactions where the total exceeds £ 1,000, Certificate 1 under section 10B must be completed.

If the transfer is exempt from Stamp Duty, or the consideration given is not a chargeable consideration, Certificate 2 under section 10B must be completed.

Frequently Asked Questions (FAQs)

How do I arrange to have my Stock Transfer Form stamped?

Your completed Stock Transfer Form, and required payment, must be sent to:

Birmingham Stamp Office
9th Floor, City Center House
30 Union St BIRMINGHAM B2 4AR UNITED KINGDOM
Tel: +44 1726 209 042 Fax: +44 121 643 8381
www.hmrc.gov.uk

Please contact the Stamp Office if you have any questions. It may also be possible to pay stamp duty online through HMRC's website.

Uncashed Checks

Can you reissue uncashed dividend or other checks in the name of the new holder?

No. If any uncashed checks have been lost, we can reissue a check in the name of the original receipt holder. Please contact us at the customer service number listed on the top right corner of the enclosed Depositary Receipt Withdrawal and Share Transfer Form to find out the process for requesting a check replacement. Holders may also be able to replace checks online via Investor Center; refer to the Investor Center information provided in this FAQ.

Depositary Receipt Withdrawal and Share Transfer Form

Who can I call for help completing the form?

Please call us at the customer service number listed on the top right corner of the enclosed Depositary Receipt Withdrawal and Share Transfer Form.

I can't fit all the information in the space provided. What should I do?

Please feel free to attach additional pages as needed.

What are examples of other account type choices for the new holder?

Other common account types include community property, Limited Liability Company (LLC), nominee, partnership, tenants by entireties and unincorporated association.

Share Certificates

Note that this form is only for use in withdrawing depositary receipts and to transfer the shares. If you are transferring share certificates please contact us for the correct forms.

Medallion Signature Guarantee

What is a Medallion Signature Guarantee? Where can I obtain one?

A Medallion Signature Guarantee is a special stamp provided by a bank, broker or credit union (guarantor institutions) that indicates that the individual signing a form is legally authorized to conduct the requested transaction. Please contact us at the customer service number listed on the top right corner of the enclosed Depositary Receipt Withdrawal and Share Transfer Form if you have any questions about how to obtain a Medallion Signature Guarantee.

Decedent Related Information

How can I find out the decedent's current depositary receipt balance?

Depositary receipts are certificated holdings; each certificate indicates the number of receipts it represents directly on the certificate.

I am listed as a joint holder on the decedent's account. Do I need to withdraw the receipts and transfer the shares to myself to have the decedent's name removed for the account?

Yes. You need to complete a Depositary Receipt Withdrawal and Share Transfer Form to withdraw the receipts and transfer the shares to a new account in your name. The surviving holder(s) or a legally authorized representative must sign the "Authorized Signatures" section (section 6) of the form. You must either (1) provide an original death certificate or certified copy, or (2) obtain a Medallion Signature Guarantee for each signature on the form.

What do I do if I want to withdraw the receipts and transfer the decedent's shares to several other parties?

If you are transferring to multiple new holders, feel free to photocopy the "New Holder/Recipient" page of the form prior to completion. This page must be completed for each new holder. Please be sure to clearly note the top of each page with the number of shares (not a percentage) to be transferred to each recipient. Please note the instructions as to when the use of this form is appropriate to the circumstance to which you are transferring ownership.

The new share holder has an existing account to which I want the shares transferred. Where can I find the account number of the account to which I want to transfer the shares? What if I can't find it?

The new holder should be able to obtain the account number from a statement or other document for that account. If you do not have the account number, please provide all the information you have on the Depositary Receipt Withdrawal and Share Transfer Form, and note "unable to locate" in section 11A of the form so that we know you would like the receipts transferred to an existing account. We may or may not be able to do this based on the information provided. If we are unable to locate the account we may reject the transfer to you for more information.

Will account features the decedent previously selected automatically carry over from the old account to the new account?

No. Account features, such as direct deposit of dividends or reinvestment of dividends, do not carry over to a new account. Once the transfer is complete, the new holder can easily set up his or her account options online after creating a login ID to use Investor Center. Please note, any change in registration, including removing a name, will result in a new account.

What do I do if more than one owner on the account is deceased?

Please indicate the date of death for the most recent decedent. Please consult your tax advisor.

Frequently Asked Questions (FAQs)

Inheritance Tax Waiver Form and Affidavit of Domicile

When is an Inheritance Tax Waiver form required? How can I obtain one?

An Inheritance Tax Waiver form may be required depending on the decedent's state of legal residence and date of death. A list of the locations that may require this form is below. You can obtain an Inheritance Tax Waiver form and instructions on how to complete the form from the state tax agency of the decedent's state of residence.

Alabama	Missouri	Oklahoma
Arizona	Montana	Puerto Rico
California	New Jersey	Rhode Island
Hawaii	New York	Tennessee
Illinois	North Dakota	West Virginia
Indiana	Ohio	

What if the decedent's state of legal residence does not require an Inheritance Tax Waiver form?

Complete the enclosed **Affidavit of Domicile** attesting to the decedent's state of residency, and have the completed form notarized. The form is also available through the "Printable Forms" section of the website listed at the beginning of this FAQ document.

Alternatively, you can obtain an **Inheritance Tax Waiver stamp**, which certifies that no inheritance tax waiver is required. The stamp should be placed next to the authorized signature on the Depositary Receipt Withdrawal and Share Transfer Form (section 6) and may be obtained from the same financial institution providing the Medallion Signature Guarantee. Please be certain to note the Date of Death with such stamp.

Managing Your Account Online (Investor Center)

I am a new share holder. Can I access my account online?

Yes. Non-business entity accounts can gain access through "Investor Center" at www.computershare.com/investor.

Computershare's Investor Center is a free online service that provides you with a wide variety of self-service tools to help track and manage your personal holdings in the companies we service. Investor Center allows you to manage your holdings in several different companies simultaneously. Please note that Computershare does not permit online access to accounts registered as a business such as corporations, banks, associations, nominees, etc.

What can I do with Internet account access?

Here are some of the things you can accomplish through Investor Center:

- View current account balances
- Sign up to receive documentation electronically (where available)
- View transaction history
- View payment history
- View stock prices
- Change your mailing address
- Certify your tax status online (Form W-9 certification)
- Update your bank account details to have funds directly deposited into your bank account
- Replace checks
- Download forms

How do I start using Investor Center?

To access your account, just follow these easy steps:

Step 1: Go to www.computershare.com/investor and click "Create Login"

Step 2: Fill in the required information

Step 3: Enter the required validation information, fill in your member details, review our terms and conditions and if you agree to them, select the option to agree

Step 4: To get immediate access select "Verify Online" when prompted during the registration process. You will be asked several questions to verify personal information about yourself based on information from public records. If you do not want to use this method you may select "Verify by Mail" and an access code will be mailed to your address of record. You will need to enter the code before getting full access to the site. Once received, return to the site, enter your ID and password, and you will be prompted for the access code.

Is my Investor Center account information secure?

Yes. All communication between our Web server and your computer use industry-standard Secure Sockets Layer (SSL) 128-bit encryption when you are viewing any details of your holding(s). This is the same type of encryption used by financial institutions worldwide.