

MG01

Particulars of a mortgage or charge



A fee is payable with this form.
We will not accept this form unless you send the correct fee.
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☒ **What this form is NOT for**
You cannot use this form to
particulars of a charge for
company. To do this, please
form MG01s.

TUESDAY



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LD2

01/11/2011

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1 Company details

Company number 01122503

Company name in full GOLDMAN SACHS INTERNATIONAL BANK

15 For official use

→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation 28 10 2011

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description Collateral Agreement Governing Secured Borrowings by Participants in the Euroclear System ,
dated 28 OCT 2011

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

All amounts referred to in Section 2(a) of the Collateral Agreement,
being
all Borrowings (meaning Overdraft, fixed term advance or securities
borrowing, or any other extension of credit by Euroclear Bank SA/NV
to the Company (the "Borrower"), in whatever form, that relates to or
results from the Borrower's use of the Euroclear System, as well as
any fees or accrued interest with respect thereto), and other
obligations, in whatever form, that relate to or result from the
Borrower's use of the Euroclear System, now outstanding or which
may be outstanding at any time in the future of the Borrower to
Euroclear Bank SA/NV, Brussels and to any other office of Euroclear
Bank SA/NV

Continuation page
Please use a continuation page if
you need to enter more details.

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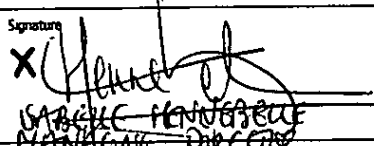
Particulars of a mortgage or charge

5	Mortgagee(s) or person(s) entitled to the charge (if any)		Continuation page Please use a continuation page if you need to enter more details.
Please give the name and address of the mortgagee(s) or person(s) entitled to the charge			
Name	EUROCLEAR BANK SA/NV		
Address	1, boulevard du Roi Albert II, 1210 Brussels, Belgium		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Name			
Address			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		

6	Short particulars of all the property mortgaged or charged		Continuation page Please use a continuation page if you need to enter more details.
Please give the short particulars of the property mortgaged or charged			
Short particulars	<p>All "Collateral" (as defined in Section 1 of the Collateral Agreement) including in particular cash and securities clearance accounts opened in connection with the Euroclear System by the Euroclear Bank SA/NV on its books in the name of the Company</p> <p>The Collateral Agreement prohibits the creation or subsistence of any other "lien" (as defined) over the Collateral</p> <p>"COLLATERAL" MEANS</p> <p>(I) THE SECURITIES COLLATERAL (BEING ALL OF THE BORROWER'S RIGHT, TITLE AND INTEREST IN AND TO ALL SECURITIES CLEARANCE ACCOUNTS WHICH EUROCLEAR BANK SA/NV CURRENTLY HAS OPENED OR AT ANY TIME IN THE FUTURE MAY OPEN IN THE NAME OF THE BORROWER (OTHER THAN UNENCUMBERED SECURITIES ACCOUNTS OR SUCH OTHER SECURITIES CLEARANCE ACCOUNTS AS EUROCLEAR BANK SA/NV MAY AGREE IN WRITING SHALL NOT BE A PLEDGED SECURITIES ACCOUNT), AND THE AMOUNT OF ALL SECURITIES WHICH ARE NOW OR AT ANY TIME IN THE FUTURE SHALL BE STANDING TO THE CREDIT OF A PLEDGED SECURITIES ACCOUNT) ;</p> <p>(II) THE CASH COLLATERAL (BEING ALL OF THE BORROWER'S RIGHT, TITLE AND INTEREST IN AND TO ALL CASH ACCOUNTS WHICH EUROCLEAR BANK SA/NV CURRENTLY HAS OPENED OR AT ANY TIME IN THE FUTURE MAY OPEN IN THE NAME OF THE BORROWER, OTHER THAN SUCH CASH ACCOUNTS AS EUROCLEAR BANK SA/NV MAY AGREE IN WRITING SHALL NOT BE PLEDGED CASH ACCOUNTS) ;</p> <p>(III) THE PLEDGED RECOVERY RIGHTS (BEING ALL RIGHTS WHICH THE BORROWER NOW HAS OR AT ANY TIME IN THE FUTURE MAY HAVE TO RECEIVE REPAYMENT IN A PLEDGED SECURITIES ACCOUNT OF LOAN SECURITIES OR A CASH EQUIVALENT THEREOF PURSUANT TO THE SUPPLEMENTARY TERMS AND CONDITIONS OF THE EUROCLEAR SYSTEM) ; AND</p> <p>(IV) ALL OTHER COLLATERAL WHICH THE BORROWER HAS AGREED OR MAY AT ANY TIME IN THE FUTURE AGREE WITH EUROCLEAR BANK SA/NV SHALL CONSTITUTE COLLATERAL OR SECURE THE OBLIGATIONS SECURED BY THE SECURITY INTEREST</p>		

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<p>7</p>	<p>Particulars as to commission, allowance or discount (if any)</p> <p>Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his.</p> <ul style="list-style-type: none"> - subscribing or agreeing to subscribe, whether absolutely or conditionally, or - procuring or agreeing to procure subscriptions, whether absolute or conditional, <p>for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered</p>	
<p>Commission allowance or discount</p>		
<p>8</p>	<p>Delivery of instrument</p> <p>You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 866).</p> <p>We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).</p>	
<p>9</p>	<p>Signature</p> <p>Please sign the form here</p> <p>Signature </p> <p>SARAH K. HENDERSON MANAGING DIRECTOR</p> <p>This form must be signed by a person with an interest in the registration of the charge.</p>	<p>X</p>

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record

Contact name	IRP
Company name	SLAUGHTER AND MAY ONE BUNHILL ROW LONDON EC1Y 8YY
Address	

**PLEASE RETURN VIA
CH LONDON COUNTER**

Post town	
Country/Region	
Postcode	
Country	
DX	
Telephone	



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following.

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created.
- ☐ You have supplied the description of the instrument.
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge.
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff.

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquires@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 1122503
CHARGE NO. 15**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A COLLATERAL AGREEMENT
GOVERNING SECURED BORROWINGS BY PARTICIPANTS IN
THE EUROCLEAR SYSTEM DATED 28 OCTOBER 2011 AND
CREATED BY GOLDMAN SACHS INTERNATIONAL BANK FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO EUROCLEAR BANK SA/NV UNDER THE TERMS
OF THE AFOREMENTIONED INSTRUMENT CREATING OR
EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO
CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 1
NOVEMBER 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4 NOVEMBER
2011

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES