

102737/13
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 register
particulars of a charge for a Scottish
company. To do this, please use
form MG01s

WEDNESDAY



LD5 10/02/2010 186
"LSO34HE3"
COMPANIES HOUSE

1 Company details

Company number 2 5 9 3 2
Company name in full LCH Clearnet Limited (the "Company")

23 For official use

→ **Filing 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 / d0 d9 m0 m2 y2 y0 y1 y0

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 T A supplemental security deed dated 9 February 2010 (the "Supplemental
Security Deed") made by the Company in favour of Citibank, N A (the
"Chargee")

4 Amount secured

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

Amount secured 07 Please see the three (3) MG01 (C1) continuation
sheets.

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

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5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge		Continuation page Please use a continuation page if you need to enter more details
Name	Citibank, N.A.	
Address	Citigroup Centre, Canada Square, Canary Wharf, London, England.	
Postcode	E 1 4 5 L B	
Name		
Address		
Postcode		

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged		Continuation page Please use a continuation page if you need to enter more details
Short particulars	Please see the one (1) MG01 (C3) continuation sheet	

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7	Particulars as to commission, allowance or discount (if any) 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 <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, for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered	
Commission allowance or discount	None	
8	Delivery of instrument 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) 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)	
9	Signature Please sign the form here Signature X Clifford Chance X Clifford Chance LLP This form must be signed by a person with an interest in the registration of the charge	

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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 Owen Lysak (70-40373921)

Company name Clifford Chance LLP (via CH London Counter)

Address 10 Upper Bank Street

Post town Canary Wharf

County/Region London

Postcode E 1 4 S J J

Country UK

DX 149120 Canary Wharf 3

Telephone 020 7006 1000



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 enquiries@companieshouse.gov.uk

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

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Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p><u>Definitions</u></p> <p>"Assured Payment" has the meaning given to that term in the CREST Manual,</p> <p>"Business" means the central counterparty business carried on by the Company from time to time in each Market,</p> <p>"Citi Affiliate" means a member of the Citigroup Organisation which the Company has appointed for the purposes of providing Settlement Services and which is fully and properly identified the Settlement Services Agreement,</p> <p>"Citigroup Organisation" means Citigroup, Inc and any company or other entity of which Citigroup, Inc is directly or indirectly a shareholder or owner For purposes of the Settlement Services Agreement, each branch of the Chargee shall be a separate member of the Citigroup Organisation,</p> <p>"Clearance System" means the Company or any clearing agency, settlement system or depository, including for the avoidance of doubt each CSD used in connection with Transactions and any nominee of the foregoing (unless the context otherwise requires),</p> <p>"Country Schedule" means any schedule (as set out in the Settlement Services Agreement) that amends, modifies or supplements the terms of the Settlement Services Agreement with respect to a Settlement Agent,</p> <p>"CREST" means the computer-based system and procedures established by EUI to enable title to units of stock to be evidenced and transferred without a written instrument and to facilitate supplementary and incidental matters,</p> <p>"CREST Settlement Bank and Sponsor Services Facility Letter" means the CREST Settlement Bank and Sponsor Services Facility Letter between the Chargee and the Company dated 8 January 2010, together with its annex and supplement to the annex,</p> <p>"CSD" means a central securities depository (which also includes both a national and international central securities depository, including Euroclear and Clearstream),</p> <p>"Eligible Stock" means stock represented by entries on one or more Eligible Stock Accounts,</p> <p>"Eligible Stock Account" means a stock account of the Company relating to its Business;</p> <p>"Excluded Stock Account" means Excluded Stock Accounts as defined under the Deed of Priorities in place between the Bank of England, HSBC and Citi from time to time in respect of CREST participant IDs of LCH,</p> <p>"Global Settlement Agent" means the Chargee providing Global Settlement Services through contractual arrangements entered into by the Chargee with a Sub-Settlement Agent,</p>	

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Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>"Global Settlement Services" means the Global Settlement Agent providing custody and settlement services to the Company in connection with the settlement of Transactions where settlement will have to be procured by the Global Settlement Agent from a Sub-Settlement Agent not affiliated to the Chargee,</p> <p>"Market" means each market in which the Company appoints a Settlement Agent (which term for the purposes of this definition includes the Global Settlement Agent) in accordance with the Settlement Services Agreement and as more specifically identified in the Settlement Services Agreement, as amended from time to time,</p> <p>"Regulations" means the Uncertificated Securities Regulations 2001 (SI 2001 No 3755) and such other regulations made under Sections 784, 785 or 788 of the Companies Act 2006 by virtue of Section 1297 of that same Act, as are applicable to EUI and/or the CREST relevant system and are for the time being in force;</p> <p>"RTGS Payments" has the meaning given to that term in the CREST Manual,</p> <p>"Securities" means any financial asset (other than derivatives contracts of any kind) including (i) an obligation of an issuer or any person or a share, participation or other interest in an issuer or a person or in property or an enterprise of an issuer or a person, which is, or is of a type, dealt in or traded on financial markets, or which is recognised in any area in which it is issued or dealt in as a medium for investment, and (ii) any other non-cash property that the Global Settlement Agent or a Settlement Agent holds subject to the Settlement Services Agreement,</p> <p>"Services" means the services to be provided under the terms of the Settlement Services Agreement (and its respective Country Schedules),</p> <p>"Settlement Agent" means a Cit1 Affiliate performing the Services,</p> <p>"Settlement Services" means the Global Settlement Agent and each Settlement Agent settling, or procuring the settlement of, Transactions in respect of those jurisdictions in which the Global Settlement Agent or the relevant Settlement Agent provides Services,</p> <p>"Settlement Services Agreement" means the agreement identified as such, entered into by the Chargee and the Company dated 24 March 2009,</p> <p>"Sub-Settlement Agent" means a Third Party, which has been appointed by the Global Settlement Agent pursuant to an agreement (which, for the avoidance of doubt, is not the Settlement Services Agreement) to act as a sub-settlement agent,</p> <p>"Third Party" means a person who is not a party to the Settlement Services Agreement,</p>	

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Particulars of a mortgage or charge

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Amount secured

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

Amount secured

"**Transaction**" means any transaction in Securities which is to be settled through the Global Settlement Agent or through a Settlement Agent or pursuant to their respective instructions to the extent that such transactions are entered into on or to be settled through a Clearance System, whether directly by the Company or on its behalf,

AMOUNT SECURED BY THE MORTGAGE OR CHARGE

- 1 All obligations owing to the Chargee or relevant Settlement Agent by the Company on any account, whether present or future, actual or contingent (and whether incurred by the Company alone or jointly, and whether as principal or surety or in some other capacity) in connection with the Settlement Services Agreement and includes, in relation to a Settlement Agent, all such obligations owing by the Company to the Settlement Agent pursuant to the Settlement Services Agreement
- 2 All obligations and liabilities due by the Company to the Chargee which arise in connection with
 - (i) the CREST Settlement Bank and Sponsor Services Facility Letter and the Supplemental Security Deed,
 - (ii) the making of any Assured Payment and/or RTGS Payments by the Chargee for the account of the Company,
 - (iii) any transfer of stock to the Company by means of CREST, and
 - (iv) any issue of stock to the Company by means of CREST

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Particulars of a mortgage or charge

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Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

In the Supplemental Security Deed the Company

1 charged by way of first floating charge

- (a) all Eligible Stock held by, or on behalf of or for the account of, the Company in CREST,
- (b) all and any property, property rights or interest of the Company in, or rights of the Company to, Eligible Stock in CREST, including (without limitation) interests of the kinds specified in Regulations 31(2)(b) and 31(4)(b) of the Regulations,
- (c) all and any sums or other benefits due or becoming due to the Company by reason of its holding of or entitlement to stock in CREST which at the time of the sums or benefits becoming due was Eligible Stock, including, without limitation, sums or benefits due or becoming due by way of repayment, bonus, allotment, dividend, interest, preference, redemption or conversion or accruing or offered in respect of Eligible Stock in which the Company has an interest,
- (d) all and any stock or rights (including property rights), title or interest of the Company in, or any sum or benefit deriving from, stock which is no longer in uncertificated form, whether by reason of the Company having become a former system-member of CREST, or such stock being converted into certificated form,
- (e) all sums and payments now and from time to time hereafter receivable by or for the account of the Company by reason or in respect of any transfer or debit of, or agreement to transfer or debit, stock from any Eligible Stock Account of or in the name of or otherwise referable to the Company in CREST or of any transfer by the Company of any of its right, title or interest to or in stock represented or to be represented by any credit balance for the time being on any such Eligible Stock Account in CREST, together with all rights and interests in such sums and payments, and
- (f) all sums and payments from time to time hereafter receivable by or for the account of the Company by reason of or in respect of the closing out or liquidation of any unsettled contract relating to any Eligible Stock in CREST

provided that no property shall be treated as secured except to the extent it derives from LCH's participation in CREST under participant ID ARMAV
For the avoidance of doubt, the Excluded Stock Accounts shall not be treated as secured

The Supplemental Security Deed contains covenants for further assurance



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 25932
CHARGE NO. 23**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL SECURITY DEED
DATED 9 FEBRUARY 2010 AND CREATED BY LCH.CLEARNET
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO CITIBANK, N.A. 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
10 FEBRUARY 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 FEBRUARY
2010

LC/PO/DJ



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES