

MG01

Particulars of a mortgage or charge

249096/13



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LASERFORM

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 on a
company. To do this use
form MG01s

WEDNESDAY



LD3

L1J9A949

10/10/2012

#30

COMPANIES HOUSE

ase

uk

1 Company details

Company number 0 0 1 5 9 7 5 2

Company name in full VTB CAPITAL PLC

47 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 d2 d7 m0 m9 y2 y0 y1 y2

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

SECURITY ASSIGNMENT

4 Amount secured

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

Amount secured

The obligation owing to the Customer by the Account
Bank to return the Deposit and to credit any
accrued Interest Amount or, as applicable, any
accrued Interest Payable on Early Termination to
the Account, and to transfer the same to the
Customer's nominated account on the Termination
Date or, as applicable, the Early Termination Date
under or pursuant to the Deposit Agreement

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	Exillon Finance Limited	
Address	Fort Anne, Douglas, Isle of Man	
Postcode	I M 1 5 P D	
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	<p>All rights, title and interest, present and future, in, under and to the Loan Agreement</p> <p>In the Security Assignment and in this form MG01, the following words and expressions have the following meanings.</p> <p>Account the account established by the Customer with the Account Bank pursuant to the Deposit Agreement and as specified in the applicable Schedule thereto, into which the Deposit will be credited,</p> <p>Account Bank VTB Capital plc of 14 Cornhill, London EC3V 3ND, England,</p> <p>Business Day a day (other than a Saturday or Sunday) on which banks are open for general business in London, Moscow and New York,</p> <p>Customer Exillon Finance Limited of Fort Anne, Douglas, Isle of Man IM1 5PD,</p> <p>Deposit the credit balance on the Account and all rights, benefits and proceeds in respect thereof,</p> <p>Deposit Agreement a deposit agreement dated 26 March 2012 between the Account Bank and the Customer pursuant to which the Customer has agreed to deposit an amount of USD 20,000,000 into an account with the Account Bank,</p> <p>Early Termination Date. the date (if any) on which the Account is closed prior to the Termination Date;</p>	

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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

- 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

NIL

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 870).

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 866). 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

Signature

X Withers LLP X

This form must be signed by a person with an interest in the registration of the charge

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Particulars of a mortgage or charge



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 Alona Ligay

Company name Withers LLP

Address 16 Old Bailey

Post town London

County/Region

Postcode E C 4 M 7 E G

Country

DX DX 160 London, Chancery Lane

Telephone 020 7597 6258



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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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

MG01 - continuation page

Particulars of a mortgage or charge

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

Interest Amount the aggregate amount obtained by daily application of the Interest Rate to the Deposit calculated for the actual number of days elapsed during the Interest Period divided by 365 (or, if any portion of the Interest Period falls in a leap year, the sum of (A) the actual number of days in that portion of the calculation period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the calculation period falling in a non-leap year divided by 365),

Interest Payable on Early Termination has the meaning given to it in the applicable Schedule;

Interest Period each period determined in accordance with Clause 3.5 of the Deposit Agreement,

Interest Rate the interest rate specified in the applicable Schedule,

Loan Agreement a master loan facility agreement dated 13 December 2010 between the Account Bank as lender and VTB Bank as borrower as amended by and incorporated into the loan confirmation dated 26 March 2012 between the Account Bank as lender and VTB Bank as borrower pursuant to which the Account Bank made available to VTB Bank a loan in the amount of USD 20,000,000, maturing on 26 November 2012, following receipt by the Account Bank of a deposit in the amount of USD 20,000,000 from the Customer,

Rollover an agreement between Customer and the Account Bank at any time prior to the Termination Date or, as applicable, the Early Termination Date, to (a) retain all or part of the Deposit in the Account and (b) vary the terms of the Schedule;

Schedule in respect of the first Deposit made under the Deposit Agreement, Schedule 1 (Initial Schedule) or in respect of any subsequent Rollover of that Deposit, Schedule 2 (Rollover Schedule) agreed between the parties pursuant to Clause 3.6.2 of the Deposit Agreement,

Termination Date the termination date specified in the applicable Schedule, or the following Business Day if such specified date is not a Business Day,

VTB Bank VTB Bank (Open Joint Stock Company)



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 159752
CHARGE NO. 47**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY ASSIGNMENT DATED
27 SEPTEMBER 2012 AND CREATED BY VTB CAPITAL PLC FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO EXILLON FINANCE LIMITED 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 OCTOBER 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 OCTOBER
2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES