

MG04

Statement that part [or the whole] of the property
charged (a) has been released from the charge;
(b) no longer forms part of the company's property



✓ **What this form is for**
You may use this form to
register a statement that part
or the whole of the property
has a) been released from
the charge or b) ceased to
form part of the property

✗ **What this form is NOT for**
You cannot use this form to
register a statement that
the whole of the prop
been released from th
or b) no longer forms
the company's proper
company registered in
To do this, please use

For further information please



LD3 *L19GGPER* 22/05/2012 #77
COMPANIES HOUSE

TUESDAY

1 Company details

Company number 0 3 9 3 8 6 0 7

Company name in full INEOS Investments International Limited (the "Pledgor")

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 Creation of charge

Date charge created 03 01 2005 20 01 2005

Description ① French law financial securities account pledge agreement regarding
shares held by the Pledgor (the "Share Pledge Agreement")

Date of registration ② 08 06 2005 20 01 2005

① You should give a description of
the instrument (if any) creating or
evidencing the charge,
e.g. 'Legal charge'

② The date of registration may be
confirmed from the certificate

3 Name and address of chargee(s), or trustee(s) for the debenture holders

Please give the name and address of the chargee(s), or trustee(s) for the
debenture holders

Name Barclays Bank PLC (the "Pledgee")

Address 5 The North Colonnade

Canary Wharf

Postcode E 1 4 4 B B

Name

Address

Postcode

Name

Address

Postcode

Continuation page

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

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Statement that part [or the whole] of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property

4 Short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Please give the short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

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

Short particulars

See continuation pages

5 Property released or ceased to belong to the company

I confirm that with respect to the charge described above that **1**

- ☐ part of the property
☒ the whole of the property

has **1**

- ☒ been released from the charge
☐ ceased to form part of the company's property or undertaking
☐ been released from the charge and ceased to form part of the company's property

1 Please tick one box only

6 Signature

Please sign the form here

Signature

Signature

X *Slougher and May* X

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

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Statement that part [or the whole] of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property

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Short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Please give the short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Short particulars

INEOS Investments International Limited (Company No 03938607)

SCHEDULE

(1) Pursuant to Clause 2 1 (*Pledges*) of the Share Pledge Agreement, the Pledgor agreed to pledge the Pledged Accounts in accordance with Article L211-20 of the *French Code Monétaire et Financier*

(2) Pursuant to Clause 3 1 (*Scope of the Pledges*) of the Share Pledge Agreement, all Financial Securities initially registered in each Pledged Account, those which may have been substituted therefore or added thereto in any manner whatsoever as well as all Cash Proceeds were automatically incorporated in the scope of the relevant Pledge without any such operation constituting in any manner a novation of the rights or the security granted to the Secured Parties under the relevant Pledge, in accordance with Article L 211-20 of the *French Code Monétaire et Financier*

(3) Pursuant to Clause 3 2 (*Scope of the Pledges*) of the Share Pledge Agreement, if the Pledgor subsequently subscribed or purchased in any manner whatsoever other financial securities (*titres financiers*) issued by the relevant Account Holder that were not automatically included in the scope of the relevant Pledge pursuant to Clause 3 1 of the Share Pledge Agreement, the Pledgor would transfer the said financial securities to the relevant Pledge Account and the said financial securities would therefore be included in the scope of the relevant Pledge in accordance with Article L 211-20(I) of the *French Code Monétaire et Financier*. The Pledgor would execute all such documents and take all such other actions as were necessary or appropriate to effect such transfer

"Acceptance Notice" means a confirmation of acceptance substantially in the form attached to annex 1 (*Form of Acceptance Notice*) to the Invitation Memorandum

"Accession Document" means an agreement substantially in the form set out in schedule 6 (*Accession Document*) to the Senior Facilities Agreement under which a Group Company becomes a borrower and/or a guarantor under the Senior Facilities Agreement and becomes a party to the Intercreditor Deed

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Short particulars

"Account Holder" means, for each Pledged Account, the company, being IPS and ICL, that is the issuer of the registered Financial Securities registered in the relevant Pledged Account, in its capacity as account holder (*teneur de compte*)

"Additional Senior Secured Indenture" means any indenture pursuant to which any Additional Senior Secured Notes are issued (as amended, supplemented and/or waived from time to time)

"Additional Senior Secured Note Creditors" means any Additional Senior Secured Noteholders, any Additional Senior Secured Note Trustee and the Security Trustee (as defined in the Additional Senior Secured Indenture)

"Additional Senior Secured Noteholders" means the holders from time to time of any Additional Senior Secured Notes

"Additional Senior Secured Notes" means any Senior Secured Notes issued or to be issued by any Senior Secured Note Issuer after the Transaction Completion Date

"Additional Senior Secured Note Trustee" means any entity appointed as trustee for any Additional Senior Secured Noteholders

"Ancillary Documents" means all documents and agreements made by an Ancillary Lender and any Group Company in connection with the Ancillary Facilities

"Ancillary Facilities" means working capital facilities made available by an Ancillary Lender in Accordance with clause 6 (*Ancillary Facilities*) of the Senior Facilities Agreement

"Ancillary Lender" means each Lender which has agreed to make available Ancillary Facilities under an Ancillary Facility letter as referred to in the Senior Facilities Agreement

"Cash Proceeds" means all income and proceeds (*fruits et produits*) in cash payable in respect of the relevant Financial Securities, including without limitation all dividends and other distributions in cash to which the relevant Financial Securities gave right as well as all cash proceeds of any capital reduction and more generally all cash amounts in any currency whatsoever payable in respect of or in substitution for any of the relevant Financial Securities

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Short particulars

"Confirmation of Pledge" means in respect of each Pledge, the confirmation of pledge (*attestation de nantissement de compte de titres financiers*) in the form attached as Schedule 2 to the Share Pledge Agreement relating to that Pledge and **"Confirmations of Pledges"** means collectively the Confirmation of Pledge related to the IPS Pledge and the Confirmation of Pledge related to the ICL Pledge

"Delegate" means any delegate, agent, attorney or co-trustee appointed by the Security Agent

"Excluded Company" means

- (1) any receivables purchaser and any other limited liability company established or to be established solely for the purposes of the execution of a receivables securitisation permitted under the Senior Facilities Agreement and, for the avoidance of doubt, shall also include any other company or entity in which no Group Company owns any equity shares established or to be established solely for complying with legal and/or accounting requirements for securitisation transactions in any jurisdiction and forming part of a receivables securitisation permitted under the Senior Facilities Agreement, and
- (2) any subsidiary of any company referred to in (1)

"Existing Facilities Agreement" means the senior facilities agreement dated 14 December 2005 as amended from time to time and made between amongst others, INEOS Group Limited, Barclays Bank PLC as facility agent and security agent and Barclays Capital, Merrill Lynch International and Morgan Stanley Bank International Limited as arrangers as amended, waived or consented from time to time

"Facility Agent" means Barclays Bank PLC in its capacity as facility agent for the Lenders under the Senior Finance Documents

"Fees Letter" means each of the agency fee letter, the security agent fee letter and the mandate letter referred to in the Senior Facilities Agreement

"Financial Securities" means collectively IPS Financial Securities and the ICL Financial Securities

"Group" means INEOS Group Holdings SA (a company incorporated in Luxembourg with registered number B 157810) and its Subsidiaries from time to time (excluding for all purposes any Excluded Company)

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Short particulars

"Group Company" means a member of the Group

"Hedging Agreements" means Treasury Transactions entered into or to be entered into with the Hedging Lenders

- (1) for the purpose of managing or hedging interest rate risk provided that not more than 100 per cent of the principal amount of the floating rate financial indebtedness of the Group (excluding any intra Group financial indebtedness) shall be hedged and such Treasury Transactions are in respect of periods of not more than three years and in accordance with the terms of the Senior Facilities Agreement and the Intercreditor Deed,
- (2) for the purpose of managing or hedging currency risk provided that such Treasury Transactions hedge euro/dollar exposures for not more than the lower of (a) a maximum aggregate notional Euro amount, across all such Treasury Transactions with Hedging Lenders, of EUR 750,000,000 and (b) foreign currency exposures of members of the Group and such Treasury Transactions are for a period of no more than five years at a time and are in accordance with the terms of the Senior Facilities Agreement and the Intercreditor Deed, and
- (3) in respect of Treasury Transactions undertaken pursuant to paragraph (d) of the definition of Permitted Treasury Transaction (as defined in the Senior Facilities Agreement) to the extent that they hedge exposures in respect of refining margins for not more than a maximum aggregate amount, across all such Treasury Transactions with Hedging Lenders, of 150,000 barrels of crude oil throughput per day for periods of no more than two years at a time in accordance with the terms of the Senior Facilities Agreement and the Intercreditor Deed

"Hedging Lenders" means a Lender (or an affiliate of a Lender) in its capacity as a provider of currency and/or commodity and/or interest rate hedging under any Hedging Agreement which is or becomes party to the Intercreditor Deed

"Intercreditor Deed" means the intercreditor deed dated 12 May 2010 between, amongst others, the Obligors referred to therein, Barclays Bank PLC as security agent and as facility agent for the Senior Lenders and the Second Secured Creditors referred to therein, BP International Limited as collateral agent for the BP Creditors referred to therein and acceded to by The Bank of New York Mellon as the trustee for the Senior Secured Noteholders referred to therein and by The Bank of New York

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Short particulars

Mellon as trustee for the High Yield Noteholders referred to therein (as amended, restated, supplemented and/or waived from time to time)

"Invitation Memorandum" means the invitations memorandum dated 17 March 2010 (As supplemented by the supplement to the invitation memorandum dated 12 April 2010) published by or on behalf of INEOS Group Limited, the Principal Obligor, INEOS US Finance LLC and INEOS Tenderco Limited on the IntraLinks website for the information of all lenders in respect of the Existing Facilities Agreement

"ICL" means a company called INEOS Chemicals Lavera SAS, incorporated in France with registration number 490 702 800 RCS Aix-en-Provence

"ICL Financial Securities" means (i) at the date of the Share Pledge Agreement, 53,399,572 shares held by the Pledgor and representing 100% of the issued share capital of ICL and, (ii) at any time thereafter, all other financial securities referred to in Clause 3 of the Share Pledge Agreement which would be recorded in the relevant Pledged Account

"ICL Pledge" means a pledge relating to ICL

"IPS" means a company called INEOS Polymers Sarralbe SAS, incorporated in France with registration number 399 190 396 RCS Provence B

"IPS Financial Securities" means (i) at the date of the Share Pledge Agreement, 14,928 shares held by the Pledgor and representing 100% of the issued share capital of IPS and, (ii) at any time thereafter, all other financial securities referred to in Clause 3 of the Share Pledge Agreement which would be recorded in the relevant Pledged Account

"IPS Pledge" means a pledge relating to IPS

"Issuing Lender" means the Original Issuing Lender and any additional Issuing Lender appointed in accordance with clause 5 7(d) (*Issue of Bank Guarantees*) of the Senior Facilities Agreement

"Lenders" means the Term A Lenders, the Term B Lenders, the Term C Lenders, the Term D Lenders, the Term E Lenders and the Revolving Lenders each as referred to in the Senior Facilities Agreement

"Original Issuing Lender" means Barclays Bank PLC

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"Original Senior Secured Indenture" means the indenture dated 12 May 2010 pursuant to which the Original Senior Secured Notes are issued (As amended, supplemented and/or waived from time to time)

"Original Senior Secured Note Creditors" means the Original Senior Secured Noteholders, the Original Senior Secured Note Trustee and the Security Trustee (as defined in the Original Senior Secured Indenture)

"Original Senior Secured Note Issuer" means the wholly-owned direct Subsidiary of the Principal Obligor incorporated or acquired by it for the purpose of issuing the Original Senior Secured Notes, being INEOS Finance plc, a company incorporated in England and Wales with registered number 07084307

"Original Senior Secured Note Trustee" means The Bank of New York Mellon as trustee for the Original Senior Secured Noteholders

"Original Senior Secured Noteholders" means the holders from time to time of the Original Senior Secured Notes

"Original Senior Secured Notes" means the 9 25% €300,000,000 senior secured notes due 2015, the 9% US\$570,000,000 senior secured notes due 2015 and any additional senior secured notes due 2015 issued or to be issued under the Original Senior Secured Indenture

"Pledged Account" means, in respect of each Pledge, the (i) special financial securities account the details of which are specified in the relevant Statement of Pledge, opened in the name of the Pledgor in the books of the relevant Account Holder, in which the relevant Financial Securities are registered and (ii) the relevant Special Cash Account, and **"Pledged Accounts"** means collectively the Pledged Account related to the IPS Pledge and the Pledged Account related to the ICL Pledge

"Pledges" means collectively the IPS Pledge and the ICL Pledge

"Principal Obligor" means INEOS Holdings Limited, a company incorporated in England and Wales with registered number 4215887

"Receiver" means a receiver or receiver and manager or administrative receiver of the whole or any part of the Charged Property

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Short particulars

"Refinanced Second Secured Liabilities" has the meaning given to it in the Intercreditor Deed

"Relevant Secured Documents" means the Senior Facilities Agreement, the Original Senior Secured Indenture, any Additional Senior Secured Indenture and any Second Secured Indenture

"Second Secured Creditors" means any holders of any Second Secured Debt and any trustee in respect of such Second Secured Debt

"Second Secured Debt" means any amounts comprising Refinanced Second Secured Liabilities raised by way of note issuance permitted in accordance with the Senior Facilities Agreement and the Intercreditor Deed

"Second Secured Documents" means each document constituting, evidencing or relating to Refinanced Second Secured Liabilities

"Second Secured Indenture" means any indenture pursuant to which any Second Secured Debt is issued or is to be issued (As amended, supplemented and/or waived from time to time)

"Secured Parties" means the Senior Security Agent, each Senior Finance Party, the Security Trustee (as defined in the Senior Secured Note Documents) acting on its own behalf and on behalf of each other Senior Secured Note Creditor, each Second Secured Creditor and any Receiver or Delegate, together with each of their respective assignees, transferees and successors On the date of the Share Pledge Agreement, the Secured Parties are the entities listed in Schedule 1 to the Share Pledge Agreement

"Security Documents" means each of the security documents specified in schedule 2 (*Security Documents*) to the Senior Facilities Agreement and all other documents entered into by any Group Company or any other person creating, evidencing or granting a Security Interest in favour of any Senior Finance Party (whether alone or together with any Senior Secured Note Creditor) in relation to the obligations of any obligor or any other guarantor under any Senior Finance Documents, all other documents entered into by any Group Company or any other person creating, evidencing or granting any Security Interest granted or to be granted under any Senior Secured Note Documents, each document or instrument granting or creating the Security Interests granted in accordance with clause 6.2 (*High Yield Guarantees and Security*) of the Intercreditor Deed in favour of the security agent or the trustee(s)

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Short particulars

acting on behalf of the high yield creditors referred to in the Intercreditor Deed and any Security Interest granted under any covenant for further assurance in any of those documents

"Security Interest" means any mortgage, charge (fixed or floating), pledge, lien, hypothecation, right of set-off, security trust, assignment by way of security, assignation in security, standard security, reservation of title, any other security interest or any other agreement or arrangement (including a sale and repurchase arrangement) having the commercial effect of conferring security)

"Senior Facilities Agreement" means the senior facilities agreement dated 12 May 2010 made between, amongst others, INEOS Group Limited, the Principal Obligor and the Original Lenders referred to therein (as amended, restated, supplemented and/or waived from time to time)

"Senior Finance Documents" means the Senior Facilities Agreement, each Security Document, the Intercreditor Deed, each Hedging Agreement, each Ancillary Document, each Accession Document, each Transfer Certificate, each Fees Letter, the Invitation Memorandum, each Acceptance Notice and any other document designated as a Senior Finance Document by the Principal Obligor and the Facility Agent

"Senior Finance Parties" means Barclays Capital and JP Morgan plc each as joint mandated lead arrangers and joint bookrunners, the Facility Agent, the Security Agent, each Lender, each Ancillary Lender, each Issuing Lender and each Hedging Lender

"Senior Secured Note Creditors" means any Original Senior Secured Note Creditors and any Additional Senior Secured Note Creditors

"Senior Secured Note Issuer" means the Original Senior Secured Note Issuer, (to the extent it issues Senior Secured Notes permitted under the Senior Facilities Agreement and the Intercreditor Deed) the Principal Obligor and each other direct wholly-owned Subsidiary of the Principal Obligor established for the purpose of issuing Senior Secured Notes and incorporated in the European Union or in any state of the United States that complies with clause 20 49(b) (*Senior Secured Notes*) of the Senior Facilities Agreement

"Senior Secured Notes" means any senior secured notes issued or to be issued by any Senior Secured Note Issuer and complying with the Senior Secured Note

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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. The contact information you give will be visible to searchers of the public record.

Contact name CWHK/RNXB

Company name Slaughter and May

Address One Bunhill Row

Post town London

County/Region

Postcode E C 1 Y 8 Y Y

Country

DX

Telephone 020 7090 3088



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 correctly completed the charge details in Section 2
- ☐ You have given the name and address of the chargee, or trustee for the debenture holders
- ☐ You have completed the details of the short particulars of the property charged
- ☐ You have completed both parts of Section 5
- ☐ You have signed the form



Important information

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



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

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parameters set out in part 1 of schedule 17 (*Parameters*) to the Senior Facilities Agreement

"Senior Security Agent" means Barclays Bank PLC as trustee for and on behalf of the Secured Parties

"Special Cash Account" means, in respect of each Pledge, the special bank account opened in the name of the Pledgor in the books of the Special Cash Account Holder the details of which are specified in the relevant Statement of Pledge, which pursuant to Article L 211-20 of the French *Code Monétaire et Financier*, forms part of the Pledged Account, and **"Special Cash Accounts"** means collectively the Special Cash Account related to the IPS Pledge and the Special Cash Account related to the ICL Pledge

"Special Cash Account Holder" means BNP Paribas

"Subsidiary" means a subsidiary within the meaning of section 1159 of the Companies Act 2006 (excluding for all purposes any Excluded Company)

"Statement of Pledge" means, in respect of each Pledge, the statement of pledge (*declaration de nantissement de compte de titres financiers*) relating to that Pledge and **"Statements of Pledge"** means collectively the Statement of Pledge related to the IPS Pledge and the Statement of Pledge related to the ICL Pledge

"Transaction Completion Date" means 12 May 2010

"Transaction Security" means the Security Interests created or expressed to be created in favour of the Security Agent or any other Secured Party pursuant to the Security Documents

"Transfer Certificate" means a certificate substantially in the form set out in schedule 5 (*Transfer Certificate*) to the Senior Facilities Agreement or such other form as the Principal Obligor and the Facility Agent may agree

"Treasury Transaction" means any currency or interest, cap or collar agreement, forward rate agreement, interest rate or currency future or option contract, foreign exchange or currency purchase or sale agreement, interest rate swap, currency swap or combined interest rate and currency agreement, any commodity hedging agreement and any other similar agreement

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