

060163/26

In accordance with
Sections 859A and
859J of the Companies
Act 2006

MR01

Particulars of a charge



Companies House

A fee is payable with this form
Please see 'How to pay' on the
last page

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to register
a charge created or evidenced by
an instrument

☒ **What this form is NOT for**
You may not use this form to
register a charge which is not
instrument. Use form

For further information, please
visit www.companieshouse.gov.uk

This form **must be delivered to the Registrar for registration**
21 days beginning with the day after the date of creation of
delivered outside of the 21 days it will be rejected unless it is
court order extending the time for delivery

MONDAY



LD2 *L2A7HAOQ* 10/06/2013 #36
COMPANIES HOUSE

You must enclose a certified copy of the instrument with this form. This will be
scanned and placed on the public record

1 Company details

Company number 0 2 2 6 3 9 5 1 ✓

Company name in full Goldman Sachs International ✓

163 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 Charge creation date

Charge creation date 0 3 0 6 2 0 1 3 ✓

3 Names of persons, security agents or trustees entitled to the charge

Please show the names of each of the persons, security agents or trustees
entitled to the charge

Name The Bank of New York Mellon, London Branch (in its capacity as
trustee) ✓

Name

Name

Name

If there are more than four names, please supply any four of these names then
tick the statement below

☐ I confirm that there are more than four persons, security agents or
trustees entitled to the charge

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Description

Please give a short description of any land (including buildings), ship, aircraft or intellectual property registered (or required to be registered) in the UK which is subject to this fixed charge or fixed security

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

Description

5

Fixed charge or fixed security

Does the instrument include a fixed charge or fixed security over any tangible or intangible (or in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box

☒ **Yes**

☐ **No**

6

Floating charge

Is the instrument expressed to contain a floating charge? Please tick the appropriate box

☐ **Yes** Continue

☒ **No** Go to **Section 7**

Is the floating charge expressed to cover all the property and undertaking of the company?

☐ **Yes**

7

Negative Pledge

Do any of the terms of the charge prohibit or restrict the chargor from creating any further security that will rank equally with or ahead of the charge? Please tick the appropriate box

☒ **Yes**

☐ **No**

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Particulars of a charge

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Trustee statement ¹

You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge

☐

¹ This statement may be filed after the registration of the charge (use form MR06)

9

Signature

Please sign the form here

Signature

Signature

X

Cleg Gottlieb Steen & Hamilton Ltd

X

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

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Particulars of a charge

**Presenter information**

We will send the certificate to the address entered below. All details given here will be available on the public record. You do not have to show any details here but, if none are given, we will send the certificate to the company's Registered Office address.

Contact name **Alec Bartlett**

Company name **Cleary Gottlieb Steen and Hamilton**

Address **City Place House**

55 Basinghall Street

Post town **London**

County/Region

Postcode **E C 2 V 5 E H**

Country **United Kingdom**

DX

Telephone **0207 614 2200**

**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 a certified copy of the instrument with this form
- ☐ You have entered the date on which the charge was created
- ☐ You have shown the names of persons entitled to the charge
- ☐ You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- ☐ You have given a description in Section 4, if appropriate
- ☐ You have signed the form
- ☐ You have enclosed the correct fee
- ☐ Please do not send the original instrument, it must be a certified copy

**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 filed on paper

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



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 2263951

Charge code: 0226 3951 0163

The Registrar of Companies for England and Wales hereby certifies that a charge dated 3rd June 2013 and created by GOLDMAN SACHS INTERNATIONAL was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 10th June 2013

Given at Companies House, Cardiff on 12th June 2013



GUARANTEED SENIOR SECURED NOTES PROGRAMME
issued by
GOLDMAN SACHS INTERNATIONAL

SERIES 2013-12 SENIOR SECURED FIXED RATE NOTES, DUE SEPTEMBER 3, 2013
("SERIES 2013-12")

SERIES AUTHORIZATION
DATED JUNE 3, 2013

This document constitutes the series authorization (the "Series Authorization") for the purposes of the Indenture, dated as of February 12, 2009 (as amended and restated, supplemented or otherwise modified from time to time), between the Company (as defined below), Goldman Sachs Ireland Finance Plc (formerly known as Goldman Sachs Bank (Europe) Plc) and The Bank of New York Mellon, acting through its London Branch in its capacity as Trustee (the "Indenture"), in connection with the above Series 2013-12 Capitalized terms used but not defined herein shall have the meaning specified in the Indenture

THE UNDERSIGNED, in his capacity as an Officer of Goldman Sachs International, a private company with unlimited liability incorporated under the laws of England and Wales (the "Company"), HEREBY CERTIFIES, pursuant to (i) Sections 2.2(a), 3.6, and 10.3 of the Indenture and (ii) the authority granted to the undersigned under the duly adopted written resolutions of the Executive Committee of the Board of Directors of the Company, executed on September 28, 1998, a copy of which is attached hereto as Schedule 1 (the "Written Resolutions"), THAT

- (A) There is hereby established, pursuant to this Series Authorization, a Series of Notes, Series 2013-12, to be issued under the Indenture which has the terms as set out in the Indenture and Final Terms of the Notes of Series 2013-12 dated June 3, 2013
- (B) The Company grants to the Trustee, for the benefit and security of the Holders of the Notes of Series 2013-12 and the Trustee, a first priority security interest in all of its right, title and interest in, to and under (in each case, whether now owned or existing, or hereafter acquired or arising) the Collateral for the Notes in respect solely of Series 2013-12
- (C) The Notes shall be substantially in the form of the Schedule 2 hereto, with such additions and changes as any Officer executing and delivering the Notes shall, in his or her discretion, approve, such approval to be conclusively evidenced by his or her delivery thereof
- (D) Each Managing Director of the Company, or any person duly appointed by such Managing Director in writing, is authorized and empowered to take all such further action, in the name of and on behalf of the Company, and to pay or provide for all such fees and expenses which shall in his or her judgment be deemed necessary, proper, advisable or appropriate, in connection with the issuance of the Notes
- (E) The undersigned has read the Indenture, including the provisions of Sections 2.2 and 3.6, and the definitions relating thereto, and the Written Resolutions which are attached as Schedule 1 hereto. In the opinion of the undersigned Officer of the Company, such Officer has made such examination or investigation as is necessary to enable such Officer to express an informed opinion as to whether or not all conditions precedent provided in the Indenture relating to the establishment of the form and terms of the Notes, as specified in this Series Authorization have been complied with. In the opinion of the undersigned, all such conditions precedent have been complied with
- (F) This Series Authorization and the Indenture set forth all of the terms of the Notes
- (G) This Series Authorization shall be governed by, and construed in accordance with, the law of the State of New York

WE HEREBY CERTIFY THAT, SAVE FOR MATERIAL REDACTED PURSUANT TO S 859G OF THE COMPANIES ACT 2006, THIS COPY INSTRUMENT IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT

Clay Gotthel Steen & Hamilton LLP
10/06/2013

IN WITNESS WHEREOF, the undersigned has hereunto executed this Series Authorization as of June 3, 2013



Name
Title

Mathew McDermott
Managing Director

**WRITTEN RESOLUTIONS OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS OF**

**GOLDMAN SACHS INTERNATIONAL
(the "Company")**

The undersigned, comprising the Executive Committee of the Board of Directors of Goldman Sachs International and acting pursuant to Regulation 93 of Table A scheduled to the Companies (Tables A-F) Regulations 1985, have this ~~28th~~ day of ~~September~~ 1998:

WHEREAS the Executive Committee now wishes to restate and update the authority of certain individuals to approve the issuance of warrants and debt instruments by the Company, it is hereby

RESOLVED that the Company be and hereby is authorised to issue warrants or debt instruments of any type relating to any equity, debt, commodity, currency, interest rate, swap rate, or index of any description, or any combination of or spread between any of the foregoing, whether listed on an exchange or not so listed, whether underwritten (either by Goldman, Sachs & Co. oHG, Goldman, Sachs & Co Bank or other companies) or not so underwritten (collectively "GSI Issues") the terms of which have been approved by any Managing Director of the Company;

RESOLVED that any Managing Director of the Company, any person given specific power of attorney by any Managing Director or any of the following named persons be and hereby is authorised to approve, execute and deliver any and all of the documents necessary or appropriate for issuance of a GSI Issue in such form as he or she may approve Kathrine L. Edwards, David J Grounsell, Robert F.C. Lawrie, Kenneth W. Willman in each case for so long as such person shall be an employee of the Company or any of its affiliates and any Executive Director within the Special Execution Group of the Investment Banking Division of the Company,

RESOLVED that any GSI Issue previously authorised in accordance with the foregoing be and hereby is ratified; and

RESOLVED that, without prejudice to any acts performed under such resolutions, the corresponding resolutions dated December 2, 1996 be and hereby are revoked.



Peter D. Sutherland



Richard M. Hayden

GOLDMAN SACHS INTERNATIONAL
SERIES 2013-12
REGULATION S GLOBAL SENIOR SECURED FIXED RATE NOTE

ISIN No *[As specified in the Final Terms for the Series 2013-12 Notes]*
Common Code *[As specified in the Final Terms for the Series 2013-12 Notes]*
Certificate No 1
[Principal amount and currency as specified in the Final Terms for the Series 2013-12 Notes]

GOLDMAN SACHS INTERNATIONAL, a private company with unlimited liability under the laws of England and Wales (the “Issuer”, which term includes any successor corporation under the Indenture referred to herein), for value received, hereby promises to pay to the person in the register maintained by the Registrar (as defined in the Indenture) on behalf of the Issuer (the “Register”) as holder of this Note, or registered assigns, *[Principal amount and currency as specified in the Final Terms for the Series 2013-12 Notes]* as revised by the Schedule of Changes in Global Note attached hereto, upon presentment and surrender of this Note on September 3, 2013 or on such date or dates as the then relevant principal sum may become payable in accordance with the provisions hereof and in the Series Authorization and the Indenture (each as defined herein)

The outstanding principal amount of this Note shall bear interest at the rate per annum specified in the Series Authorization and payable in arrears on each Interest Payment Date specified in such Series Authorization, all subject to and in accordance with the terms and conditions set forth herein and in the Series Authorization and the Indenture

This is to certify that the person whose name is entered in the Register is the duly registered holder of the Note. This Note is one of a duly authorized issue of the Series 2013-12 Senior Secured Fixed Rate Notes due September 3, 2013 (the “Notes”) issued and to be issued under the Indenture, dated as of February 12, 2009 (as amended and restated, supplemented or otherwise modified from time to time, the “Indenture”) between the Issuer, Goldman Sachs Ireland Finance Plc (formerly known as Goldman Sachs Bank (Europe) Plc), and The Bank of New York Mellon, acting through its London Branch, as trustee (the “Trustee,” which term includes any successor trustee as permitted under the Indenture), and under authority of the Executive Committee of the Board of Directors of the Issuer and an Officer’s Certificate, dated as of the Issue Date, establishing certain terms of the Notes executed by an authorized Officer of the Issuer (the “Series Authorization”). Reference is hereby made to the Indenture, all indentures supplemental thereto and the Series Authorization for a statement of the respective rights, limitations of rights, duties and immunities thereunder of the Issuer, the Trustee and the Holders of the Notes and the terms upon which the Notes are, and are to be, authenticated and delivered, which further provisions shall for all purposes have the same effect as if set forth at this place. Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Indenture or the Series Authorization, as applicable. In the event of any inconsistency between the definitions in the Series Authorization and the definitions in the Indenture, the Series Authorization shall govern.

THIS NOTE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAW OF STATE OF NEW YORK. THE STATE OF NEW YORK SHALL BE THE “SECURITIES INTERMEDIARY’S JURISDICTION” OF THE SECURITIES INTERMEDIARY FOR PURPOSES OF ARTICLE 8 OF THE UCC.

Unless the certificate of authentication herein has been executed by the Trustee or Authenticating Agent by the manual signature of one of its authorized signatories and this Note has been effectuated by Clearstream as Common Safekeeper (the “Common Safekeeper”), this Note shall not be entitled to any benefit under the Indenture or be valid or obligatory for any purpose.

IN WITNESS WHEREOF, the Company has caused this Note to be duly executed as of the date set forth below

Dated June 3, 2013

GOLDMAN SACHS INTERNATIONAL

By

Name

Title

TRUSTEE'S CERTIFICATE OF AUTHENTICATION

This is one of the Notes referred to in the within-mentioned Indenture

Date June 3, 2013

THE BANK OF NEW YORK MELLON,
ACTING THROUGH ITS LONDON
BRANCH
as Trustee

[By AUTHENTICATING AGENT
as Authenticating Agent]

By _____
Authorized Signatory

EFFECTUATION BY COMMON SAFEKEEPER

This Note is effectuated

Date June 3, 2013

COMMON SAFEKEEPER

By _____
Authorized Signatory

ASSIGNMENT FORM

For value received _____

does hereby sell, assign and transfer unto

Please insert social security or other identifying number of assignee

Please print or type name and address, including zip code, of assignee

the within Note and does hereby irrevocably constitute and appoint _____ Attorney to
transfer the Note on the books of the Issuer with full power of substitution in the premises

Date _____

Your Signature _____
(Sign exactly as your name
appears on the Note)

SCHEDULE OF CHANGES IN GLOBAL NOTE

This Note was initially made in the amount of [*Principal amount and currency as specified in the Final Terms for the Series 2013-12 Notes*]

The following changes of a part of this Global Note have been made

Date of Change	Amount of Decrease in Principal Amount of this Global Note	Amount of Increase in Principal Amount of this Global Note	Principal Amount of this Global Note following such Decrease (or Increase)	Signature of Authorized Officer of Trustee or Registrar