

MG01

Particulars of a mortgage or charge

WEDNESDAY



L1GC400Y

LD4

29/08/2012

#69

COMPANIES HOUSE

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

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 04008957

Company name in full IG Markets Limited

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 17/08/2012

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 The prime brokerage cash account agreement (the PBCA) dated 17 August 2012 between (1) IG Markets Limited, an English company (the Client), and (2) Morgan Stanley & Co. International plc (MSI plc) acting for itself and as agent for the Associated Firms and Morgan Stanley Securities Limited (MSSL)

4 Amount secured

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

Amount secured Please see attached continuation sheets

Continuation page

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

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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

Name Morgan Stanley & Co International plc

Address 25 Cabot Square, Canary Wharf, London

Postcode E 1 4 4 Q A

Name Morgan Stanley Securities Limited

Address 25 Cabot Square, Canary Wharf, London

Postcode E 1 4 4 Q A

Continuation page

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

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 attached continuation sheets

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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

None applicable

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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)

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Signature

Please sign the form here

Signature

Signature

x Freshfields Bruckhaus Deringer LLP x

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 **Ferdisha Snagg/James Smethurst**

Company name **Freshfields Bruckhaus Deringer LLP**

Address **65 Fleet Street**

Post town **London**

County/Region **England**

Postcode **E C 4 Y 1 H S**

Country **United Kingdom**

DX **DX 23 London/Chancery Lane**

Telephone **020 7936 4000**



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

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4	Amount secured
Amount secured	<p data-bbox="331 365 1031 392">Please give us details of the amount secured by the mortgage or charge</p> <p data-bbox="331 409 1461 705">The Client grants the charge to MSI plc, MSSL and the Associated Firms as continuing security for the payment and discharge of the aggregate (as determined by MSI plc) of all monies, debts, liabilities and obligations which now are or have been or at any time hereafter may be or become due, owing or incurred by the Client to MSI plc, MSSL or any Associated Firm under the Customer Agreement and/or the ISDA Master Agreement, any transaction, contract or otherwise, together with any reasonable costs, charges or expenses (including, without limitation, reasonable legal fees) which Morgan Stanley may incur in perfecting, enforcing or maintaining, or attempting to perfect, enforce or maintain, any of its rights under the PBCA, the Customer Agreement and/or the ISDA Master Agreement, any transaction there-under or otherwise (the Liabilities)</p> <p data-bbox="331 745 1398 806">Unless defined elsewhere in this form MG01, capitalised terms used in this form shall have the meanings given to them in the continuation pages attached hereto</p> <p data-bbox="331 846 1461 907">Unless the context otherwise requires, capitalised terms importing the plural include the singular and vice versa</p>

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Mortgagee(s) or person(s) entitled to the charge

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Name	Associated Firms (as defined in these particulars)
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	

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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	<p>As security for the Liabilities the Client hereby charges to MSI plc acting for itself and as trustee for MSSL and the Associated Firms by way of first fixed charge with full title guarantee and free of any adverse interest</p> <p>(a) all cash credited to the Account(s) and any other account with any third party appointed by Morgan Stanley pursuant to the Customer Agreement,</p> <p>(b) all sums of money held by Morgan Stanley for the Client, the benefit of all accounts in which any such money may be held and all the Client's rights, title and interest relating to such accounts, and</p> <p>(c) any rights or claims of the Client under the PBCA, the ISDA Master Agreement and/or the Customer Agreement,</p> <p>in each case so that the covenants implied by the Law of Property (Miscellaneous Provisions) Act 1994 in the charges contained or created pursuant to the PBCA are construed with the omission of (i) the words other than any charges, encumbrances or rights which that person does not and could not reasonably be expected to know about in section 3(1), and (ii) section 6(2) of the Act Sections 93 and 103 of the Law of Property Act 1925 will not apply to the PBCA</p>	

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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

Negative pledge Except for the Security the Client will not create or have outstanding any other security interest whatsoever on or over the cash which is subject to the Security

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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	<p>Account means an account opened for the Client pursuant to the Customer Agreement and includes the Cash Margin Account,</p> <p>Associated Firms means any undertaking in the Morgan Stanley group of companies from time to time and includes but is not limited to those companies listed in Schedule 2 of the Customer Agreement as may be amended from time to time,</p> <p>Cash Margin Account means the Account opened for the Client to hold money transferred from the Client to MSI plc as margin in order to meet its margin requirements,</p> <p>Client means IG Markets Limited,</p> <p>Customer Agreement means Morgan Stanley's standard terms of business issued by MSI plc as agent for the Associated Firms and MSSL,</p> <p>ISDA Master Agreement means the ISDA Master Agreement between MSI plc and the Client dated 9 November 2010,</p> <p>Morgan Stanley means MSI plc, MSSL or any Associated Firm,</p> <p>MSI plc means Morgan Stanley & Co International plc,</p> <p>MSSL means Morgan Stanley Securities Limited,</p> <p>PBCA means the prime brokerage cash account agreement dated 17 August 2012 between (1) IG Markets Limited, an English company, and (2) MSI plc acting for itself and as agent for the Associated Firms and MSSL, and</p> <p>Security means the security created by, or pursuant to, the PBCA</p>



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4008957
CHARGE NO. 12**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A THE PRIME BROKERAGE CASH
ACCOUNT AGREEMENT DATED 17 AUGUST 2012 AND
CREATED BY IG MARKETS LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
MORGAN STANLEY & CO. INTERNATIONAL PLC, MORGAN
STANLEY SECURITIES LIMITED AND ASSOCIATED FIRMS
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 29 AUGUST 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3 SEPTEMBER
2012

DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES