

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
particulars of a charge for a
company. To do this, please
form MG01s

THURSDAY



LD2 01/04/2010 329
COMPANIES HOUSE

1 Company details

Company number 0 5 4 6 2 8 6 7

Company name in full Citadel Securities (Europe) Limited (the "Chargor")

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 01 09 2010 2010 09 01

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 A security deed dated 19 March 2010 (the "Deed") and made between
Citibank N A, London Branch (the "Chargee") and the Chargor

4 Amount secured

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

Amount secured Under the Deed, the Chargor shall on the demand of
the Chargee discharge each of the Secured
Obligations and pay to the Chargee or the relevant
Citi Service Provider when due and payable each sum
owing, due or incurred by the Chargor to the
Chargee in respect of the Secured Obligations, in
each case in accordance with and subject to the
terms of the Clearing and Settlement Services
Agreement

Unless otherwise specified, capitalised terms used
in this form MG01 have the meaning given to them in
the definitions section set out in section 6 and in
the continuation sheets to section 6 of this form
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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 , London Branch

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

The Chargor has charged by way of first fixed charge in favour of the Chargee as security for the payment and discharge of all the Obligations, all of the Deposits, the Securities, the Accounts, and the Securities Collateral

The fixed charge is given with full title guarantee

Further Assurance

The Deed contains covenants for further assurance

Negative Pledge

The Deed contains a negative pledge

Definitions

In this form MG01 and continuation sheets

"Accounts" means the Cash Account, the Settlement Account, the Collateral Accounts, the Margin Accounts and any other accounts maintained by the Chargor with a Citi Service Provider in connection with the Clearing and Settlement Services Agreement,

"Affiliate" means, in relation to any person, any entity that directly, or indirectly through one or more intermediaries, Controls or is Controlled by or is under common Control with the person,

"Cash Account" means a cash account or accounts established by a Citi Service Provider in its books and will be a current account for cash received by the Global Settlement Agent or the Settlement Agent in settling a Transaction. The Cash Account will be in the name of the Chargor,

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"Cash Collateral Account" means a cash account established by the Chargee in its books in the name of the Chargor for the purposes of receiving and holding cash collateral

"CCP" means the clearing house or central counterparty, on or through which certain Transactions are cleared, in respect of which the Chargor has requested to receive general clearing member services, as listed below

CC&G - Cleared

Borsa Italiana CC&G

LCH Clearnet Ltd - Equityclear Cleared

LSE-SETS (CREST eligible)

SIX Swiss Exchange-Swiss blue chip segment

SIX Swiss Exchange-mid & small cap segment

Equiduct

LCH Clearnet SA - Cleared

Euronext Amsterdam N V

Euronext Brussels S A /N V

Euronext Paris S A

Euronext Lisbon S A

Smartpool

Equiduct

Eurex Clearing AG - Cleared

Deutsche Borse Xetra

Deutsche Borse Floor Trading

SIX x-Clear AG - Cleared

SIX Swiss Exchange-Swiss blue chip segment

SIX Swiss Exchange-mid & small cap segment

Equiduct

EMCF Cleared

Chi-X

BATS Europe

NASDAQ OMX Europe

EUROCCP Cleared

Turquoise

Smartpool

NYSE Arca Europe

"Citi Affiliate" means a member of the Citigroup Organisation which the Chargor has appointed for the purposes of providing the services listed below

(a) a Settlement Agent to settle Transactions and provide custody services in respect of the Markets,

(b) the Global Settlement Agent to procure settlement services and custody services from a Sub- Settlement Agent in respect of the Markets,

(c) the Clearing Member as its general clearing member in relation to the CCPs specified above For the avoidance of doubt references to general clearing member include references to general clearing participants or any equivalent term under the Rules of the relevant CCP

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"Citigroup Organisation" means Citigroup, UK and any Company or other entity of which is an Affiliate of Citigroup, Inc for the purposes of the Clearing and Settlement Services Agreement, each branch of the Chargee and Citibank International Plc shall be a separate member of the Citigroup Organisation,

"Citi Service Providers" means the Global Settlement Agent, each Settlement Agent and the Clearing Member and "Citi Service Provider" means any of them,

"Clearing and Settlement Services Agreement" means the agreement identified as such, entered into by the Chargee, Citibank International plc and the Chargor on 19 March 2010, as amended from time to time,

"Collateral Accounts" means the Cash Collateral Account and the Securities Collateral Account,

"Control" means, in relation to any entity or person ("X"), the ability of another entity or person (or a number of persons acting in concert "Y" to directly or indirectly ensure that the affairs of X are conducted in accordance with Y's wishes including (but not limited to) by means of

(a) any shareholding or voting rights in X, or

(b) any rights provided for in any document or other agreement relating to or regulating X,

and the words "Controls" and "Controlled" should be construed accordingly,

"Country Schedule" means those set out below that amend, modify or supplement the terms of the Clearing and Settlement Services Agreement with respect to a Settlement Agent The terms of the relevant Country Schedule shall prevail in the event of any conflict between the Clearing and Settlement Services Agreement and the Country Schedule,

Country Schedules

Belgium - Euronext Country Schedule,

Denmark - TBD,

Finland - TBD,

France - Euronext Country Schedule,

Germany - Germany Country Schedule, Money Laundering Declaration, Local Declaration Deposit Insurance, Supplemental Security Annex,

Italy and Austria - Italy Country Schedule, Money Laundering Declaration, Cash Conditions, Account Opening Documentation,

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Netherlands - Euronext Country Schedule,

Norway - TBD,

Portugal - Euronext Country Schedule, Account Opening Documentation, Supplemental Security Deed - Portugal, Power of Attorney (Portugal),

Spain - TBD,

Sweden - TBD,

Switzerland - Settlement Account Pledge Agreement, Country Schedule (Switzerland),

United Kingdom - UK Country Schedule consisting of CREST Facility Letter, Annex A, Supplemental Security Deed (CREST), Side Letter to Supplemental Security Deed (CREST), Crest Notification Side Letter, UK Power of Attorney,

"CSD" means a central securities depository (and includes any settlement system associated therewith) used in connection with Securities which are the subject matter of Transactions cleared or settled pursuant to the Clearing and Settlement Services Agreement,

"Deposit" means each credit balance recorded from time to time on a Cash Account, the Cash Collateral Account or a Margin Account and all rights, benefits and proceeds in respect thereof,

"Global Settlement Agent" means the Chargee providing custodial and settlement services through contractual arrangements entered into by the Chargee with a Sub Settlement Agent,

"Mandatory External Agreement" means any supplementary agreement required by any Rules to be entered into by persons including the Chargor and any Citi Service Provider which relates to the Services,

"Margin Accounts" means the accounts established by the Clearing Member in its books for the purposes of receiving, holding and transferring Margin Collateral, together with the New York Margin Account,

"Mandatory External Agreement" means any supplementary agreement required by any Rules to be entered into by persons including the Chargor and any Citi Service Provider which relates to the Services,

"Market" means each country where the Chargor appoints the Global Settlement Agent,

"Net Transaction Cap" means the net aggregated value of the purchase and the sale Transactions that the Chargor may execute for a particular Trade Date in relation to a relevant CCP, which is initially in the amount

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indicated below

CCPs (and Exchanges, Trading Platforms and MTFs which they clear)	Net Transaction Cap (EUR unless otherwise stated)
CC&G – Cleared	
Borsa Italiana CC&G	
LCH Clearnet Ltd — Equityclear Cleared	
LSF-SEIS (CREST eligible)	USD\$20 000 000
SIX Swiss Exchange-Swiss blue chip segment	
SIX Swiss Exchange-mid & small cap segment	
Equiduct	USD\$150 000 000
LCH Clearnet SA — Cleared	
Euronext Amsterdam N V	
Euronext Brussels S A /N V	
Euronext Paris S A	
Euronext Lisbon S A	
Smartpool	
Equiduct	
Eurex Clearing AG — Cleared	
Deutsche Börse Xetra	
Deutsche Börse Floor Trading	
SIX x-Clear AG – Cleared	
SIX Swiss Exchange-Swiss blue chip segment	
SIX Swiss Exchange-mid & small cap segment	
Equiduct	
EMCF Cleared	
Chi-X	USD\$50 000 000
BATS Europe	USD\$15 000 000
NASDAQ OMX Europe	USD\$8 000 000
EUROCCP Cleared	
Turquoise	USD\$15 000 000
Smartpool	
NYSE Arca Europe	

"New York Margin Account" means a cash account established by Citibank N A , acting through its New York head office in its books,

"Rules" means the laws, rules, regulations and statements of practice and/or procedure promulgated by a System, the provisions of any relevant Mandatory External Agreement as amended from time to time, provided by a Citi Service Provider to the Chargor separately in the form of a document or a web link set out below, in the form of a Mandatory External Agreement agreed directly between the relevant Party and the relevant System, "

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otherwise, as they are applicable to the Parties

System Rules

	CCP	Weblink
1	LSE-SFTS (CREST eligible)	http://www.londonstockexchange.com/en-gb/products/membership/trading/rules/cg
2	Euronext Markets	http://www.euronext.com/tools/documentation/wide_documents-3388-1_N.html
3	Euronext Amsterdam N V	http://www.euronext.com/tools/documentation/wide_documents-3388-1_N.html
4	Euronext Brussels S A /N V	http://www.euronext.com/tools/documentation/wide_documents-3388-1_N.html
5	Euronext Paris S A	http://www.euronext.com/tools/documentation/wide_documents-3388-1_N.html
6	Euronext Lisbon S A	http://www.euronext.com/tools/documentation/wide_documents-3388-1_N.html
7	Borsa Italiana CC&G	http://www.borsaitaliana.it/documenti/regolamenti/regolamenti-regolamentoborsa/istruzionialtre/regolamento_cp.htm
8	Deutsche Borse Xetra	http://deutsche-borse.com/dbag/dispatch/en/notes/content/gdb_navigation/trading/40_admission_rules/400_fw_rules_regulations/IN11GRV11_zpd?notesDoc=KIR-1WB-Regelwerk&expand=1
9	Deutsche Borse Floor Trading	http://deutsche-borse.com/dbag/dispatch/en/notes/content/gdb_navigation/trading/40_admission_rules/400_fw_rules_regulations/IN11GRV11_zpd?notesDoc=KIR-1WB-Regelwerk&expand=1
10	SWX	http://www.swx-europe.com/regulation/rules.html
11	SWX Europe	http://www.swx-europe.com/regulation/rules.html
12	LCH Cleared	http://www.lchclearnet.com/rules_and_regulations/lcd/default.asp http://www.lchclearnet.com/rules_and_regulations/sa/default.asp
13	EMCF	www.eurocmf.nl
14	EuroCCP Cleared	http://www.euroccp.co.uk/legal/compliance.php
15	Turquoise	http://www.trade-turquoise.com/tq_resources.shtml
16	Smartpool	www.tradeonsmartpool.com
17	Chi-X	http://www.chi-x.com/Smarter.html
18	BATS Europe	http://www.batstrading.co.uk
19	NASDAQ OMX	http://www.nasdaqomxeurope.com

"Secured Obligations" means all obligations owing to the Chargee (and, in a local deed, to the relevant Citi Service Provider) by the Chargor on any account, whether present or future, actual or contingent (and whether incurred by the Chargor) alone or jointly, and whether as principal or surety or in some other capacity) pursuant to the Clearing and Settlement Services Agreement and this Deed, and includes, in relation to a Citi Service Provider, all such obligations owing by the Chargor to the Citi Service Provider to the Clearing and Settlement Services Agreement,

"Securities" means any bond, debenture, note, stock, share, warrant, unit

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or other security (whether constituted, evidenced or represented by a certificate or other document or by an entry in the books or any other permanent records of the issuer, a trustee or other fiduciary, or a CSD),

"**Securities Collateral**" means collateral in the form of securities,

"**Securities Collateral Account**" means a securities custody account established by the Chargee in its books for the purposes of receiving and holding Cash Collateral and Securities Collateral,

"**Services**" means the services to be provided under the terms of the Clearing and Settlement Services Agreement (and its respective Country Schedules),

"**Settlement Account**" means an account for the receipt, safekeeping and maintenance of securities,

"**Settlement Agent**" means each Chargee Affiliate appointed to settle Transactions and provide custody services in respect of the Markets,

"**Sub Settlement Agent**" means a third party, which has been appointed as the Global Settlement Agent pursuant to an agreement (which, for the avoidance of doubt, is not Clearing and Settlement Services Agreement) to act as its agent in effecting settlement of Transactions and providing related custody services in respect of the Market(s),

"**System**" means the trading platform, exchange, CCP or CSD on or through which Transactions are effected, settled or cleared,

"**Total Margin**" means the aggregate of initial margin and variation margin as calculated by the relevant CCP for the Clearing Member in respect of the Chargor in the manner contemplated by its Rules,

"**Total Margin Cap**" means the aggregate value of Total Margin that the Chargor may incur for a particular Trade Date on a relevant CCP, which is initially in the amount indicated in below but subject to modification

CCPs (and Exchanges, Trading Platforms and MIFs which they clear)	Total Margin Cap (EUR unless otherwise stated)
CC&G – Cleared	
Borsa Italiana CC&G	
LCH Clearnet Ltd – Equityclear Cleared	
LSE- SEIS (CRIS1 eligible)	USD\$12 500 000
SIX Swiss Exchange-Swiss blue chip segment	
SIX Swiss Exchange-mid & small cap segment	
Equiduct	USD\$50 000 000
LCH Clearnet SA – Cleared	
Euronext Amsterdam N V	

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Euronext Brussels S A /N V	
Euronext Paris S A	
Euronext Lisbon S A	
Smartpool	
Equiduct	
Eurex Clearing AG — Cleared	
Deutsche Borse Xetra	
Deutsche Borse Floor Trading	
SIX x-Clear AG – Cleared	
SIX Swiss Exchange-Swiss blue chip segment	
SIX Swiss Exchange-mid & small cap segment	
Equiduct	
EMCF Cleared	
Chi-X	USD\$30 000 000
BAIS Europe	USD\$9 500 000
NASDAQ OMX Europe	USD\$5 000 000
EUROCCP Cleared	
Turquoise	USD\$9 500 000
Smartpool	
NYSE Arca Europe	

"Trade Date" means the day on which the relevant Transaction was entered into,

"Transaction" means any transaction in securities entered into by the Chargor (i) over the counter in respect of cash equities or (ii) on an exchange or trading platform and cleared through one of the CCPs identified above and, in each case, which is to be cleared by the Clearing Member and/or settled by the Settlement Agent,

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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

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

Signature

X *Clifford Chance 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 Joe Khouri (70-40425577)

Company name Clifford Chance LLP

Address 10 Upper Bank Street

Canary Wharf

Post town London

County/Region

Postcode E 1 4 5 J J

Country

DX 149120 Canary Wharf 3

Telephone 020 7006 5413



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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5462867
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY DEED DATED 19
MARCH 2010 AND CREATED BY CITADEL SECURITIES
(EUROPE) LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO CITIBANK, N.A.,
LONDON BRANCH OR THE RELEVANT CITI SERVICE
PROVIDER ON ANY ACCOUNT WHATSOEVER WAS
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE
COMPANIES ACT 2006 ON THE 1 APRIL 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7 APRIL 2010



Companies House
— for the record —

DX/DJ



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES