

MG01

Particulars of a mortgage or charge

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IRIS

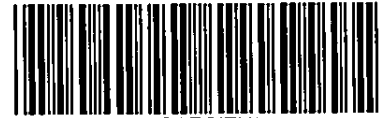
A fee is payable with this form.

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

"LQAZGIZH"

08/04/2010

102

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

→ **Filing 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 03 04 2010

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 supplemental security deed dated 30 March 2010 (the "CREST Deed"
made between Citibank, N A (the "Chargee") and the Chargor.

4 Amount secured

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

Amount secured The Chargor agreed to charge the stock held by it in
CREST in relation to the Business in favour of the
Chargee in respect of the Secured Obligations, subject
to the provisions of the security deed dated 19 March
2010, made between the Chargee and the Chargor (the
"Deed") and the CREST Deed

Under the CREST Deed, the Chargor acknowledged and
agreed that all obligations and liabilities due by it to
the Chargee which arose in connection with the following
should be included in the Secured Obligations

3.1.1 the UK Country Schedule and the CREST Deed,

3.1.2 the making of any Assured Payment and/or PTGS
Payments by the Chargee for the account of the Chargor,

Continuation page

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

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Amount secured

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

Amount secured

3.1 3 any transfer of stock to the Chargor in relation to the Business by means of CREST,

3.1 4 any issue of stock to the Chargor in relation to the Business by means of CREST

Unless otherwise specified capitalised terms used in this form MG01 have the meaning given to them in the definitions section set out in the continuation page of section 6 of this form MG01

MG01**Particulars of a mortgage or charge****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
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

As continuing security for the payment and discharge of all the Secured Obligations, the Chargor has charged by way of first floating charge

- (a) all Eligible Stock held by, or on behalf of or for the account of, the Chargor in CREST,
- (b) all and any property, property rights or interest of the Chargor in, or rights of the Chargor to, Eligible Stock in CREST, including (without limitation) interests of the kinds specified in Regulations 31(2)(b) and 31(4)(b) of the Regulations,
- (c) all and any sums or other benefits due or becoming due to the Chargor by reason of its holding of or entitlement to stock in CREST which at the time of the sums or benefits becoming due was Eligible Stock, and, without limitation, sums or benefits due or becoming due to the Chargor by way of repayment, bonus, allotment, dividend, interest, preference, redemption or conversion or accruing or offered in respect of Eligible Stock in which the Chargor has an interest,
- (d) all and any stock or rights (including property rights), title or interest of the Chargor in, or any sum or benefit deriving from, stock which is no longer in uncertificated form, whether by reason of the Chargor having become a former system-member of CREST, or such stock being converted into certificated form,
- (e) all sums and payments now and from time to time hereafter receivable by or for the account of the Chargor by reason or in respect of any transfer or debit of, or agreement to transfer or debit, stock from any Eligible Stock Account of or in the name of or otherwise referable to the Chargor in CREST or of any transfer by the Chargor of any of its right, title or interest to or in stock represented or to be represented by any credit balance for the time being on any such Eligible Stock Account, together with all rights and interests in such sums and payments, and

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(f) all sums and payments from time to time hereafter receivable by or for the account of the Chargor by reason of or in respect of the closing out or liquidation of any unsettled contract relating to any Eligible Stock in CREST

Further Assurance

The CREST Deed contains covenants for further assurance.

Definitions

In this form MG01 and continuation sheets:

"**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;

"**Assured Payment**" has the meaning given to it in the CREST Manual;

"**Business**" means the business carried on by Citadel in each Market and in respect of each CCP in relation to which Services are provided by a Citi Service Provider,

"**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

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

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6	Short particulars of all the property mortgaged or charged
Short particulars	<p data-bbox="316 409 1038 443">Please give the short particulars of the property mortgaged or charged</p> <p data-bbox="316 510 560 544">EUROCCP Cleared</p> <p data-bbox="316 546 464 580">Turquoise</p> <p data-bbox="316 580 461 613">Smartpool</p> <p data-bbox="316 613 576 647">NYSE Arca Europe</p> <p data-bbox="316 669 1509 770">"Chargee Affiliate" means a member of the Citigroup Organisation which the Chargor has appointed for the purposes of providing the services listed below</p> <p data-bbox="316 792 1398 860">(a) a Settlement Agent to settle Transactions and provide custody services in respect of the Markets;</p> <p data-bbox="316 882 1458 949">(b) the Global Settlement Agent to procure settlement services and custody services from a Sub-Settlement Agent in respect of the Markets;</p> <p data-bbox="316 972 1509 1106">(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</p> <p data-bbox="316 1128 1509 1285">"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,</p> <p data-bbox="316 1308 1509 1420">"Citi Service Providers" means the Global Settlement Agent, each Settlement Agent and the Clearing Member and "Citi Service Provider" means any of them;</p> <p data-bbox="316 1442 1509 1543">"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;</p> <p data-bbox="316 1565 1509 1700">"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</p> <p data-bbox="316 1722 1094 1756">(a) any shareholding or voting rights in X, or</p> <p data-bbox="316 1778 1509 1856">(b) any rights provided for in any document or other agreement relating to or regulating X;</p> <p data-bbox="316 1879 1509 1912">and the words "Controls" and "Controlled" should be construed accordingly,</p> <p data-bbox="316 1935 1509 2080">"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</p>

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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>and Settlement Services Agreement and the Country Schedule,</p> <p><u>Country Schedules</u></p> <p>Belgium - Euronext Country Schedule;</p> <p>Denmark - TBD,</p> <p>Finland - TBD,</p> <p>France - Euronext Country Schedule;</p> <p>Germany - Germany Country Schedule, Money Laundering Declaration, Local Declaration Deposit Insurance, Supplemental Security Annex,</p> <p>Italy and Austria - Italy Country Schedule, Money Laundering Declaration, Cash Conditions, Account Opening Documentation;</p> <p>Netherlands - Euronext Country Schedule,</p> <p>Norway - TBD;</p> <p>Portugal - Euronext Country Schedule, Account Opening Documentation, Supplemental Security Deed - Portugal, Power of Attorney (Portugal),</p> <p>Spain - TBD;</p> <p>Sweden - TBD;</p> <p>Switzerland - Settlement Account Pledge Agreement, Country Schedule (Switzerland),</p> <p>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,</p> <p>"CREST" means the computer-based system and procedures established by EUI to enable title to units of stock to be evidenced and transferred without a written instrument and to facilitate supplementary and incidental matters,</p> <p>"Eligible Stock" means stock represented by entries on one or more Eligible Stock Accounts,</p> <p>"Eligible Stock Account" means a stock account of Citadel relating to its Business in CREST;</p> <p>"Global Settlement Agent" means the Chargee providing custodial and settlement services through contractual arrangements entered into by the</p>

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Please give the short particulars of the property mortgaged or charged

Short particulars

Chargee with a Sub Settlement Agent;

"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 indicated below

CCPs (and Exchanges, Trading Platforms which they clear)	Net Transaction Cap (EUR unless otherwise stated)
CC&G - Cleared	
Borsa Italiana CC&G	
LCH.Clearnet Ltd - Equityclear Cleared	
LSE-SETS (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 Borse Xetra	
Deutsche Borse Floor Trading	
Six x-Clear AG - Cleared	

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6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

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	

"RTGs Payment" has the meaning given to it in the CREST Manual,

"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, or otherwise, as they are applicable to the Parties.

System Rules

	CCP	Weblink
1	LSE-SETS (CREST eligible)	http://www.londonstockexchange.com/en-gb/products/membershiptrading/rulesreg/
2	Euronext Markets	http://www.euronext.com/tools/documentation/wide/documents-3388-EN.html
3	Euronext Amsterdam N V	http://www.euronext.com/tools/documentation/wide/documents-3388-EN.html
4	Euronext Brussels S A /N V	http://www.euronext.com/tools/documentation/wide/documents-3388-EN.html
5	Euronext Paris S A.	http://www.euronext.com/tools/documentation/wide/documents-3388-EN.html
6	Euronext Lisbon S A	http://www.euronext.com/tools/documentation/wide/documents-3388-EN.html

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Short particulars

- | | | |
|-----|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7 | Borsa Italiana
CC&G | http://www.borsaitaliana.it/documenti/regolamenti/regolamenti/regolamentoborsa-istruzioniairegolamento_en.htm |
| 8 | Deutsche Borse Xetra | http://deutsche-boerse.com/dbag/dispatch/en/notescontent/gdb_navigation/trading/40_admission_rules/400_fw_b_rules_regulations/INTEGRATE/zpd?notesDoc=KIR+FWB-Regelwerk&expand=1 |
| 9 | Deutsche Borse Floor Trading | http://deutsche-boerse.com/dbag/dispatch/en/notescontent/gdb_navigation/trading/40_admission_rules/400_fw_b_rules_regulations/INTEGRATE/zpd?notesDoc=KIR+FWB-Regelwerk&expand=1 |
| 10 | SWX | http://www.swx europe.com/regulations/rules.html |
| 11 | SWX Europe | http://www.swx europe.com/regulations/rules.html |
| 12. | LCH Cleared | http://www.lchclearnet.com/rules_and_regulations/ltd/default.asp
http://www.lchclearnet.com/rules_and_regulations/sa/default.asp |
| 13 | EMCF | www.euromef.nl |
| 14 | EuroCCP Cleared | http://www.euroccp.co.uk/LegalCompliance.php |
| 15 | Turquoise | http://www.tradeturquoise.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 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 the CREST Deed and the Deed and includes, in relation to a Citi Service Provider, all such obligations owing by the Chargor to the Citi Service Provider pursuant to the Clearing and Settlement Services Agreement;

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

"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 by 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),

"Total Margin" means the aggregate of initial margin and variation margin as calculated by the relevant CCP for the Clearing Member in respect of

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Please give the short particulars of the property mortgaged or charged

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the Chargor in the manner contemplated by its Rules,

"**Total Margin Cap**" means the aggregate value of the 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 which they clear)	Net Transaction Cap (EUR unless otherwise stated)
CC&G - Cleared	
Borsa Italiana CC&G	
LCH.Clearnet Ltd - Equityclear Cleared	
LSE-SETS (CREST 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	
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	

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6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

SIX Swiss Exchange-mid & small cap segment	
Equiduct	
EMCF Cleared	
Chi-X	USD\$30,000,000
BATS 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



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 Joe Khouri

Company name Clifford Chance LLP

Address 10 Upper Bank Street

Canary Wharf

Post town London

Country/Region

Postcode E 1 4 5 J J

Country United Kingdom

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. 2

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL SECURITY
DATED 30 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. AND THE RELEVANT CITI SERVICE PROVIDER ON ANY
ACCOUNT WHATSOEVER 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 8 APRIL 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 APRIL 2010



Companies House
— for the record —

DX/DJ



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES