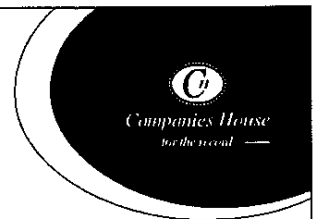


OS MG01

Particulars of a mortgage or charge by an overseas company



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
by an overseas company

☐ **What this form is NOT for**
You cannot use this form
overseas company which
registered at Companies House

MONDAY



A09 14/03/2011 9
COMPANIES HOUSE

| | | |
|--|---|---|
| 1 Overseas company details | | 3 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 * |
| Company number | F C 0 2 5 3 5 8 | |
| Company name in full | IRIS INVESTMENTS 1 LIMITED | |
| 2 Date of creation of charge | | |
| Date of creation | d 2 d 5 m 0 m 2 y 2 y 0 y 1 y 1 | |
| 3 Description | | |
| Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc | | |
| Description | The security interest created in the loan agreement dated as of 25th February 2011 between Citibank N A (the "Lender") and Iris Investments 1 Limited (the "Company") (the "Loan Agreement") | |
| 4 Amount secured | | |
| Please give us details of the amount secured by the charge | | |
| Amount secured | The obligations of the Company to transfer to the Lender the \$750,000,000 face amount medium term note(s) issued by the Issuer due February 2016 that bear interest at 3-month USD LIBOR plus 110 bps, with a 15 business day issuer call right, CUSIP No 06739GBW8 (the "Preliminary Exchange Notes") | |
| | | Continuation page Please use a continuation page if you need to enter more details. |

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Particulars of a mortgage or charge by an overseas company

| | | |
|-------------------|--|---|
| 5 | 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 | Continuation page Please use a continuation page if you need to enter more details. |
| Name | Citibank N A | |
| Address | 390 Greenwich Street | |
| | New York, NY | |
| Postcode | 1 0 0 1 3 | |
| Name | | |
| Address | | |
| Postcode | | |
| 6 | Short particulars of all the property charged | |
| | Please give the short particulars of the property charged | Continuation page Please use a continuation page if you need to enter more details. |
| Short particulars | <p>Pursuant to Clause 5 1 of Appendix A to the Loan Agreement the Company grants to the Lender a security interest in the Company's right, title and interest in and to the following (collectively the "Collateral")</p> <p>A the Preliminary Exchange Notes and other instruments, if any, evidencing the indebtedness owed to the Company pursuant to the Preliminary Exchange Notes, and all interest, cash, instruments and other property from time to time received, receivable or otherwise distributed in respect of or in exchange for any or all of the Preliminary Exchange Notes, and</p> <p>B all proceeds of, collateral for, income and other payments now or hereafter due and payable with respect to, and supporting obligations relating to, any and all of the type of property described in the Loan Agreement and, to the extent not otherwise included, all cash received in respect of the Collateral</p> | |

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Particulars of a mortgage or charge by an overseas company

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Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision¹

¹In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge, and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it

Continuation page

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

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Particulars of a mortgage or charge by an overseas company

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Particulars as to commission allowance or discount

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

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Delivery of instrument

A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge

In the case of a charge created outside the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK

Certified copies of any other documents relevant to the charge should also be delivered

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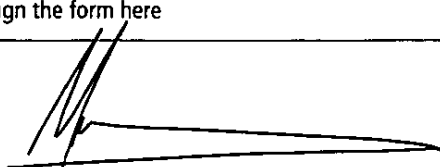
Signature

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

OS MG01

Particulars of a mortgage or charge by an overseas company



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 **DANNY HAYES**

Company name **BARCLAYS CAPITAL**

Address **5 THE NORTH COLONNADE**

CANARY WHARF

Post town **LONDON**

County/Region

Postcode **E 1 4 4 B B**

Country **UK**

DX

Telephone



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 deed (if any) 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 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 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 charge.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address:

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

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)

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



f .

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to regulation 10 of The Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009

COMPANY NO. FC25358
CHARGE NO. 3

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LOAN AGREEMENT DATED 25
FEBRUARY 2011 AND CREATED BY IRIS INVESTMENTS 1
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO CITIBANK N.A. UNDER THE
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT
TO THE OVERSEAS COMPANIES (EXECUTION OF DOCUMENTS
AND REGISTRATION OF CHARGES) REGULATIONS 2009 ON
THE 14 MARCH 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 MARCH 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES