

MR01

Particulars of a charge

000036-13



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 where the
instrument Use form M



A38
"A2EAJ5YH"
08/08/2013
COMPANIES HOUSE
#294

This form must be delivered to the Registrar for registration
21 days beginning with the day after the date of creation of the
charge. If the form is not delivered outside of the 21 days it will be rejected unless it is accompanied by a court order extending the time for delivery

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 4 5 4 2 7 6 9

Company name in full Glencore Energy UK Ltd

For official use

158

→ 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 07 08 2013

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 Societe Generale (as Security Agent) 189, Rue d'Aubervilliers
Paris CEDEX 19 France 75886

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

Under the designation Notice, the chargor (to the extent it has not already done so) with full title guarantee assigns absolutely all its present and future right, title and interest in and to the contracts and documents identified as 'New' in the column headed 'Assigned Contract (Existing/New/Non-Recourse)' in Appendix A to the designation Notice, including all moneys payable to the Chargor, and any claims, awards and judgements in favour of receivable or received by the chargor, under or in connection with pursuant to such contracts or documents

'Finance Documents' means the facility Agreement, the parent company guarantee, each fee letter, each Security Document, each utilisation request, and each borrowing base report

'Security Document' means inter alia, the Security Agreement dated 25 February 2011, the AR Pledge Agreement dated 25 february 20011 and any Designation Notice

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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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)

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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 charge

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**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 **Edward Todd**

Company name **Glencore Energy UK Ltd**

Address **50 Berkeley Street**

Post town **London**

County/Region

Postcode **W 1 J 8 H D**

Country **UK**

DX

Telephone **0207 412 3105**

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



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 4542769

Charge code: 0454 2769 0158

The Registrar of Companies for England and Wales hereby certifies that a charge dated 7th August 2013 and created by GLENCORE ENERGY UK LTD was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 8th August 2013.

2

Given at Companies House, Cardiff on 9th August 2013



GLENCORE

ENERGY UK Ltd.

FORM OF DESIGNATION NOTICE

To Societe Generale, Paris
189, rue d'Aubervilliers
75886 Paris, CEDEX 19
France
Attention Rostislava Ninova (rostislava.ninova@sgcib.com)
Claire Jouanneau (claire.jouanneau@sgib.com)
Facsimile +33 1 5898 2170
Telephone +33 1 5898 3443
(the "Security Agent")

7th August 2013

- 1 Glencore Energy UK Ltd (the "Chargor") hereby gives notice under Clause 5.2 (*Designation Notice*) of the Security Agreement dated 25th February 2011 (the "Security Agreement") and Additional Security Agreement dated 14th August 2012 (the "Additional Security Agreement") between the Chargor and the Security Agent
- 2 In this notice, unless a contrary indication appears, terms used in the Security Agreement and the Additional Security Agreement have the same meaning and construction
- 3 The Chargor, with full title guarantee, hereby assigns absolutely to the Security Agent (as security for the payment of all Liabilities) all its present and future right, title and interest in and to the contracts and documents identified as "New" in the column headed "Assigned Contract (Existing/New/Non-Recourse)" in the Borrowing Base Report attached at Appendix A to this Designation Notice, provided that any assignment of contracts or documents effected in accordance with this paragraph shall only be to the extent that such contracts or documents have not already been assigned by the Chargor pursuant to Clause 5.1 (*Assignment of Contracts*) of the Security Agreement and the Additional Security Agreement and or by a Designation Notice delivered pursuant to Clause 5.2 (*Designation Notice*) of the Security Agreement and Additional Security Agreement
- 4 The Chargor hereby confirms that no Event of Default in respect of clauses 22.7 (*Insolvency and rescheduling*), 22.8 (*Winding-up*), 22.9 (*Execution or distress*) and 22.10 (*Analogous events*) of the Amended and Restated Facility Agreement has occurred and is continuing as at the date of this Designation Notice

Signed by



For and on behalf of
GLENCORE ENERGY UK LTD

Name Karen Davis

Title Authorised Signature

I certify that this is a true and complete copy



Date: 7/8/2013

Index	Company Name	Country	Market Cap (USD)	Revenue (USD)	Profit (USD)	Employees	Website	Industry	CEO	Chairman	Board Members	Shareholders	Dividend	ESG Rating	Notes
1	Apple Inc.	USA	2,800,000,000,000	260,000,000,000	90,000,000,000	1,600,000	apple.com	Technology	Tim Cook	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A+	Global leader in consumer electronics and services.
2	Microsoft Corp.	USA	2,400,000,000,000	210,000,000,000	75,000,000,000	1,300,000	microsoft.com	Technology	Satya Nadella	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A+	Global leader in software and cloud services.
3	Amazon.com	USA	1,800,000,000,000	370,000,000,000	30,000,000,000	1,000,000	amazon.com	Retail/Technology	Jeff Bezos	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A+	Global leader in e-commerce and cloud services.
4	Google LLC	USA	1,600,000,000,000	280,000,000,000	25,000,000,000	800,000	google.com	Technology	Sundar Pichai	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A+	Global leader in search engines and advertising.
5	Facebook Inc.	USA	1,200,000,000,000	200,000,000,000	15,000,000,000	600,000	facebook.com	Technology	Mark Zuckerberg	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in social media.
6	Netflix Inc.	USA	1,000,000,000,000	150,000,000,000	10,000,000,000	400,000	netflix.com	Entertainment	Reed Hastings	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in streaming entertainment.
7	Alphabet Inc.	USA	900,000,000,000	250,000,000,000	20,000,000,000	700,000	alphabet.com	Technology	Sundar Pichai	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A+	Parent company of Google and other subsidiaries.
8	Tesla Inc.	USA	800,000,000,000	100,000,000,000	5,000,000,000	200,000	tesla.com	Automotive	Elon Musk	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in electric vehicles and renewable energy.
9	Walmart Inc.	USA	700,000,000,000	150,000,000,000	1,000,000,000	1,200,000	walmart.com	Retail	Doug McMillon	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in retail and e-commerce.
10	Costco Wholesale	USA	600,000,000,000	100,000,000,000	2,000,000,000	800,000	costco.com	Retail	W. Craig Jelinek	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in membership-based retail.
11	Home Depot Inc.	USA	500,000,000,000	100,000,000,000	1,000,000,000	600,000	homedepot.com	Retail	Thomas J. Monaghan	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in home improvement retail.
12	Target Inc.	USA	400,000,000,000	80,000,000,000	1,000,000,000	700,000	target.com	Retail	Brian Cornell	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in general merchandise retail.
13	CVS Health Inc.	USA	300,000,000,000	100,000,000,000	1,000,000,000	1,000,000	cvs.com	Healthcare	Keith Wandell	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in retail pharmacy and healthcare services.
14	UnitedHealth Group	USA	250,000,000,000	100,000,000,000	1,000,000,000	1,000,000	uh.com	Healthcare	Andrew Witty	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in health insurance and services.
15	Johnson & Johnson	USA	200,000,000,000	100,000,000,000	1,000,000,000	1,000,000	jnj.com	Pharmaceuticals	Alexander M. Leitch	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in pharmaceuticals and medical devices.
16	Pfizer Inc.	USA	150,000,000,000	100,000,000,000	1,000,000,000	1,000,000	pfi.com	Pharmaceuticals	Albert Bourla	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in pharmaceuticals.
17	Novartis AG	Switzerland	120,000,000,000	100,000,000,000	1,000,000,000	1,000,000	novartis.com	Pharmaceuticals	Peter Brabeck-Letomat	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in pharmaceuticals.
18	Roche Holding AG	Switzerland	100,000,000,000	100,000,000,000	1,000,000,000	1,000,000	roche.com	Pharmaceuticals	Thomas Peter	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in pharmaceuticals.
19	Merck KGaA	Germany	80,000,000,000	100,000,000,000	1,000,000,000	1,000,000	merck.com	Pharmaceuticals	Frankfurt	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in pharmaceuticals.
20	Sanofi S.A.	France	70,000,000,000	100,000,000,000	1,000,000,000	1,000,000	sanofi.com	Pharmaceuticals	Stephane Labbe	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in pharmaceuticals.
21	Novo Nordisk A/S	Denmark	60,000,000,000	100,000,000,000	1,000,000,000	1,000,000	novonordisk.com	Pharmaceuticals	Michael J. G. Smith	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in pharmaceuticals.
22	Abbott Laboratories	USA	50,000,000,000	100,000,000,000	1,000,000,000	1,000,000	abbott.com	Pharmaceuticals	Robert J. Daicoff	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in pharmaceuticals.
23	Amgen Inc.	USA	40,000,000,000	100,000,000,000	1,000,000,000	1,000,000	amgen.com	Pharmaceuticals	Robert M. Davis	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in pharmaceuticals.
24	Regeneron Pharmaceuticals	USA	30,000,000,000	100,000,000,000	1,000,000,000	1,000,000	regeneron.com	Pharmaceuticals	Andrew Witty	Alphabet Inc.	Microsoft Corp.	Amazon.com	Google LLC	A	Global leader in pharmaceuticals.