

Schedule 3
Form of Transfer Certificate

CITIBANK, N.A., LONDON BRANCH as Principal Paying Agent and Transfer Agent

[Date]

Dear Sirs,

Reference is hereby made to the trust deed dated 29 January 2020 (the **Trust Deed**) in relation to the U.S.\$600,000,000 4.700 per cent. loan participation notes due 2025 (the **Notes**) of CBOM Finance p.l.c (the **Issuer**). Terms used herein and defined in the Trust Deed are used herein as so defined. Other terms have the meaning given to them in Regulation S.

We, as transferor (the **Transferor**) of U.S.\$..... in principal amount of our beneficial interest in the Notes [represented by the [Unrestricted/Restricted]¹ Global Note], hereby request a transfer of².

1. ☐ our beneficial interest in the Unrestricted Global Note (ISIN: XS2099763075) to a purchaser wanting to receive a beneficial interest in the Restricted Global Note (US ISIN: US12504PAH38) (CHECK BOX A BELOW); or
2. ☐ our beneficial interest in the Restricted Global Note (US ISIN: US12504PAH38) to a purchaser wanting to receive a beneficial interest in the Unrestricted Global Note (ISIN: XS2099763075) (CHECK BOX B OR C BELOW).

In connection with such request, and in respect of such Notes, we as the Transferor do hereby certify that such Notes are being transferred in accordance with the transfer restrictions set forth in the prospectus relating to the Notes dated 27 January 2020 and in accordance with the terms of any legend on the Notes and that we are transferring such Note(s)³:

- (a) ☐ in accordance with Rule 144A, and accordingly we hereby certify the following and agree that the Notes will bear the Rule 144A Legend:
- (i) if the transferee is a U.S. Person within the meaning of Regulation S under the Securities Act and is located in the United States, it is (A) a qualified institutional buyer (a **QIB**) within the meaning of Rule 144A under the Securities Act that is also a qualified purchaser (a **QP**) within the meaning of Section 2(a)(51) of the Investment Company Act, (B) not a broker-dealer which owns and invests on a discretionary basis less than US\$25 million in securities of unaffiliated issuers, (C) not a participant-directed employee plan, such as a 401(k) plan, (D) acquiring such Notes for its own account, or for the account of one or more QIBs each of which is also a QP, (E) not formed for the purpose of investing in the Notes or the Issuer, and (F) aware, and each beneficial owner of such Notes has been advised, that the sale of such Notes to it is being made in reliance on Rule 144A;
 - (ii) it will (A) along with each account for which it is purchasing, hold and transfer beneficial interests in such Restricted Notes in a principal amount that is not

¹ Delete as appropriate.

² Tick one of the following boxes.

³ Tick one of the following boxes.

less than U.S.\$200,000 and (B) provide notice of these transfer restrictions to any subsequent transferees. In addition, it understands that the Issuer may receive a list of participants holding positions in the Issuer from one or more book-entry depositories;

(iii) it understands that the Notes have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except (A) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB that is also a QP purchasing for its own account or for the account of one or more QIBs, each of which is also a QP or (B) to a non-U.S. Person within the meaning of Regulation S in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act, in each case in accordance with any applicable securities laws of any State or another jurisdiction of the United States;

(iv) it understands that the Issuer has the right to refuse to honour the transfer of an interest in the Restricted Global Note to a U.S. Person who is not a QIB and a QP;

(v) it understands that any transfer, sale or other disposition of interests in the Restricted Global Note or of Restricted Definitive Note Certificates in an aggregate principal amount of less than U.S.\$200,000, (other than a transfer or any transfer, sale or other disposition resulting in a beneficial sale or other disposition) to a person who purchases or holds such interest in the form of an interest in the Unrestricted Global Note or Unrestricted Definitive Note Certificates or resulting in a beneficial owner holding interests in the Restricted Global Note, or a transferor holding interests in a Restricted Definitive Note Certificates, in an aggregate principal amount of less than U.S.\$200,000, shall be deemed to be void and of no legal effect whatsoever. It also understands that any such transferee shall be deemed not to be the beneficial owner of such interests in the Restricted Global Note or of Restricted Definitive Note Certificates for any purpose, including, but not limited to, the receipt of principal and interest on such interests in the Restricted Global Note or of Restricted Definitive Note Certificates and such transferee shall be deemed to have no interest whatsoever in such Restricted Global Note or of Restricted Definitive Note Certificates.

(vi) it understands and acknowledges that its purchase and holding of such Restricted Notes (or any interest therein) constitutes a representation and agreement by it that (1) either (A) it is not, and is not acting on behalf of (and for so long as it holds such Notes (or any interest therein) will not be (or be acting on behalf of)) an employee benefit plan (as defined in Section 3(3) of the U.S. Employee Retirement Income Security Act of 1974, as amended (**ERISA**)) subject to the provisions of part 4 of subtitle B of Title I of ERISA, a plan to which Section 4975 of the U.S. Internal Revenue Code of 1986, as amended (the **Code**), applies, or any entity whose underlying assets include “plan assets” by reason of any such plan’s investment in the entity (a **Benefit Plan Investor**) or a governmental, church or non-U.S. plan which is subject to any U.S. federal, state, local or non-U.S. laws or regulations that are substantially similar to the prohibited transaction provisions of Section 406 of ERISA or Section 4975 of the Code (**Similar Laws**) or laws or regulations that provide that the assets of the Issuer could be deemed to include “plan assets” of such plan, and no part of the assets used by it to purchase or hold such Notes (or any interest therein) constitutes the assets of such Benefit Plan Investor or such plan, or (ii) it is, or is acting on behalf of, a governmental, church or non-U.S. plan, and such purchase and holding of such Notes (or any interest therein) does not and will not result in a non-

exempt violation of any Similar Laws, and will not subject the Issuer to any laws, rules or regulations applicable to such plan solely as a result of the investment in the Issuer by such plan; and (2) it will not sell or otherwise transfer such Notes (or any interest therein) otherwise than to a person that is deemed to make these same representations, warranties and agreements with respect to its acquisition, holding and disposition of such Notes (or any interest therein);

(vii) it understands that if a beneficial owner of Notes that is required to be a QP is at any time not such a QIB that is a QP, the Issuer may (1) compel such beneficial owner to sell its Notes to a person who is a (A) a U.S. Person (within the meaning of Regulation S under the Securities Act) who is a QIB and a QP and that is otherwise qualified to purchase such Notes in a transaction exempt from registration under the Securities Act or (B) not a U.S. Person within the meaning of Regulation S under the Securities Act or (2) compel the beneficial owner to sell such Notes to the Issuer or an affiliate of the Issuer or transfer its interest in the Notes to a person designated by the Issuer or acceptable to the Issuer at a price equal to the lesser of (x) the purchase price paid by the beneficial owner for such Notes; (y) 100 per cent of the principal amount thereof; or (z) the fair market value thereof;

(viii) it acknowledges that, prior to any transfer of Definitive Note Certificates or of beneficial interests in the Global Notes, the holder of Definitive Note Certificates or the holder of beneficial interests in Global Notes, as the case may be, may be required to provide certification and other documentation relating to the manner of such transfer and submit such certification and other documentation as provided in this Agency Agreement and the Trust Deed; and

(ix) the Transferor certifies that (A) it has provided notice of these restrictions to the Transferee, (B) the Transferee has confirmed to the Transferor that it acknowledges that the Issuer, the Borrower, the Registrar, the Joint Lead Managers and their affiliates, and others will rely upon the truth and accuracy of the above acknowledgements, representations and agreements and agrees that, if any of the acknowledgements, representations or agreements deemed to have been made by it by its purchase of Restrictive Definitive Note Certificate is no longer accurate, it shall promptly notify the Issuer, the Borrower and the Joint Lead Managers. If the Transferee is acquiring any Notes as a fiduciary or agent for one or more investor accounts who are QIBs that are also QPs, the Transferee represents that it has sole investment discretion with respect to each such account, and that it has full power to make the above acknowledgements, representations and agreements on behalf of each such account, and (C) the Transferor will provide any purchaser from it of the Notes notice of the transfer restrictions set forth above; or

- (b) ☐ pursuant to an exemption from registration provided by Rule 144 under the Securities Act; or
- (c) in accordance with Regulation S, and accordingly the Transferor does hereby certify that:
 - (i) ☐ the offer of the Notes was not made to a person in the United States;

- (ii) ☐ ⁴at the time the buy order was originated, the buyer was outside the United States or the Transferor or any person acting on its behalf reasonably believed that the buyer was outside the United States;

OR

- ☐ ⁵the transaction was executed in, or on or through the facilities of a designated offshore securities market, as described in Rule 902(b) of Regulation S, and neither the Transferor nor any person acting on its behalf knows that the transaction was pre-arranged with a buyer in the United States;
- (iii) no directed selling efforts have been made in contravention of the requirements of Rule 903(a)(2) or 904(a)(2) of Regulation S, as applicable;
- (iv) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and
- (v) with regard to transfers within the period prior to and including the fortieth calendar day after the Issue date (as defined in the Prospectus), any beneficial interest in the Regulation S Global Note shall be held through either Euroclear or Clearstream, Luxembourg.

If none of the foregoing boxes are ticked, the Registrar shall not be obliged to inform the common depositary or custodian, as the case may be, of the transfer of the beneficial interest in the relevant Global Note contemplated by this transfer certificate.

This transfer certificate and the statements contained herein are made for your benefit and the benefit of the Issuer.

[Name of Transferor]

Date

⁴ Tick box for alternative sub-paragraph (ii), as appropriate.

⁵ Tick box for alternative sub-paragraph (ii), as appropriate.