

SCHEDULE 2
Transfer Certificate

Citibank N.A., London Branch as Principal Paying and Transfer Agent

[Date]

Dear Sirs,

Reference is hereby made to the trust deed dated 27 June 2007 (the "**Trust Deed**") in relation to the €700,000,000 5.381 per cent. loan participation notes due 2012 (the "**Notes**") of TransCapitalInvest Limited (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 €[•] in principal amount of our beneficial interest in the Notes [represented by the [Regulation S/Rule 144A]¹ Global Note], hereby request a transfer of².

- 1 ☐ our beneficial interest in the Regulation S Global Note (ISIN: XS0306900795) to a purchaser wanting to receive a beneficial interest in the Rule 144A Global Note (ISIN: US89354FAC59) (CHECK BOX A BELOW); or
- 2 ☐ our beneficial interest in the Rule 144A Global Note to a purchaser wanting to receive a beneficial interest in the Regulation S Global Note (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 22 June 2007 and in accordance with the terms of any legend on the Notes and that we are transferring such Note(s)³:

- (a) ☐ to a person whom the Transferor reasonably believes is purchasing for its own account or accounts as to which it exercises sole investment discretion; such person and each such account is a QIB that is also a QP; the purchaser is aware that the sale to it is being made in reliance upon Rule 144A; and such transaction meets the requirements of Rule 144A and is in accordance with any applicable securities laws of any State of the United States and any other relevant jurisdiction; or

¹ Delete as appropriate.

² Tick one of the following boxes.

³ Tick one of the following boxes.

- (b) ☐ to the Issuer or an affiliate of the Issuer; 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 is 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 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.