

## FORM OF TRANSFER

**FOR VALUE RECEIVED** being the registered holder of this Note Certificate, hereby transfers to.....

.....  
of.....  
.....

.....  
[currency] in principal amount of the Notes and irrevocably requests and authorizes [Registrar], in its capacity as registrar in relation to the Notes (or any successor to [Registrar], in its capacity as such) to effect the relevant transfer by means of appropriate entries in the register kept by it.

We, as transferor of the Notes represented by this Note Certificate, hereby certify that such Notes are being transferred in accordance with the transfer restrictions set forth in the Offering Memorandum relating to the Notes dated [date] and in accordance with the terms of any legend on this Note Certificate and that we are transferring such Notes<sup>9</sup>:

1. ☐ to a person whom we reasonably believe is purchasing for its own account or accounts as to which it exercises sole investment discretion; such person and each such account is both a qualified institutional buyer (as defined in Rule 144A under the United States Securities Act of 1933, as amended (the "Securities Act")) and a "qualified purchaser" (as defined in section 2(A)(51) of the U.S. Investment Company Act of 1940, as amended); 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 or any other jurisdiction; or
2. ☐ to the Issuer or any of their respective affiliates; or
3. ☐ in accordance with Regulation S under the Securities Act, and, accordingly, we hereby certify that:
  - (a) the offer of the Notes was not made to a person in the United States;
  - ☐ (b) at the time the buy order was originated, the buyer was outside the United States or we or any person acting on our behalf reasonably believed that the buyer was outside the United States; or
  - ☐ (c) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither we nor any person acting on our behalf know that the transaction was prearranged with a buyer in the United States;
  - (d) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or 904(b) of Regulation S under the Securities Act, as applicable;

---

<sup>9</sup> Tick one of the following boxes 1, 2, 3 or 4.

- (e) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and
- (f) with regard to transfers occurring within the period prior to and including the fortieth day after the issue date of the Notes, the Notes to which this form of transfer relates shall be held through either Euroclear Bank SA/NV or Clearstream Banking S.A.; or

4. ☐ Pursuant to an exemption from registration provided by Rule 144 under the Securities Act, if available, and then only to a person whom we reasonably believe is a "qualified purchaser" (as defined in section 2(A)(51) of the U.S. Investment Company Act of 1940, as amended)..

If none of the foregoing boxes is ticked, the Registrar shall not be obliged to register the transfer of the Notes.

Dated: .....

By: .....  
(duly authorized)

## Notes

The name of the person by or on whose behalf this form of transfer is signed must correspond with the name of the registered holder as it appears on the face of this Note Certificate.

- (a) A representative of such registered holder should state the capacity in which he signs, *e.g.* executor.
- (b) The signature of the person effecting a transfer shall conform to any list of duly authorized specimen signatures supplied by the registered holder or be certified by a recognised bank, notary public or in such other manner as the Registrar may require.
- (c) Any transfer of Notes shall be in an amount equal to a Specified Denomination.