

SCHEDULE 2

FORM OF REGULATION S TRANSFER CERTIFICATE

GALAXY PIPELINE ASSETS BIDCO LIMITED (the “Issuer”)

(Incorporated as a limited liability company under the laws of Jersey with its registered office at 2nd Floor Sir Walter Raleigh House, 48-50 Esplanade, St. Helier, Jersey, JE2 3QB and registration number 131580)

[U.S.\$ [●] 1.750 per cent. Senior Secured Bonds due 2027 /
U.S.\$ [●] 2.625 per cent. Senior Secured Bonds due 2036 /
U.S.\$ [●] 3.250 per cent. Senior Secured Bonds due 2040]
(the “Bonds”)

Reference is hereby made to the paying agency agreement (the “Agency Agreement”) dated [●] 2020 between the Issuer and the other parties named therein. Capitalised terms used but not defined herein shall have the meanings given to them in the Agency Agreement. Other terms shall have the meaning given to them in Regulation S (“Regulation S”) under the United States Securities Act of 1933, as amended (the “Securities Act”).

[BOND: INSERT (A) FOR TRANSFERS OF THE BONDS EVIDENCED BY INDIVIDUAL CERTIFICATES BEARING THE SECURITIES ACT LEGEND TO TRANSFEREES THAT TAKE DELIVERY IN INDIVIDUAL CERTIFICATES NOT BEARING THE SECURITIES ACT LEGEND. INSERT (B) FOR TRANSFERS OF INTERESTS IN THE BONDS EVIDENCED BY THE RULE 144A GLOBAL BOND CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN INDIVIDUAL CERTIFICATES NOT BEARING THE SECURITIES ACT LEGEND. INSERT (C) FOR TRANSFERS OF INTERESTS IN THE BONDS EVIDENCED BY THE RULE 144A GLOBAL BOND CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN INTERESTS IN THE BONDS EVIDENCED BY THE REGULATION S GLOBAL BOND CERTIFICATE]

- (a) [This letter relates to U.S.\$ [●] principal amount of Bonds registered in the name of [insert name of transferor] (the “Transferor”) and evidenced by individual definitive note certificates. The Transferor has requested a transfer or exchange of such Bonds for individual definitive note certificates registered in the name of [insert name of transferee] (the “Transferee”).]
- (b) [This letter relates to U.S.\$ [●] of Bonds which are held in the form of an interest in the Bonds evidenced by the Rule 144A Global Bond Certificate (CUSIP No. [●]) with The Depository Trust Company in the name of [insert name of transferor] (the “Transferor”). The Transferor has requested a transfer or exchange of such interest for individual definitive note certificates registered in the name of [insert name of transferee] (the “Transferee”).]
- (c) [This letter relates to U.S.\$ [●] principal amount of Bonds which are held in the form of an interest in the Bonds evidenced by the Rule 144A Global Bond Certificate (CUSIP No. [●]) with The Depository Trust Company in the name of [insert name of transferor] (the “Transferor”). The Transferor has requested a transfer of such interest for an interest evidenced by the Regulation S Global Bond Certificate to be held with [Euroclear][Clearstream, Luxembourg] (ISIN No. [●]) in the name of [insert name of transferee] (the “Transferee”).]

In connection with such request and in respect of such Bonds, the Transferor does hereby certify that (a) such transfer has been effected in accordance with the transfer restrictions set forth in the Agency Agreement and the Bonds and in accordance with any applicable securities laws of any state of the

United States and any other jurisdiction, and (b) such transfer has been effected pursuant to and in accordance with Regulation S, for the purposes of which the Transferor certifies that:

- (i) [at the time the buy order was originated, the Transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the Transferee was outside the United States;]
- [(i) the transaction was executed in, on or through the facilities of a designated offshore securities market 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;]
- (ii) no directed selling efforts have been made in contravention of the requirements of Regulation S;
- (iii) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and
- (iv) if the undersigned is an officer or director of the Issuer, or a distributor or any affiliate of the Issuer, such sale is made in accordance with the applicable provisions of Regulation S.

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

[Name of Transferor]

By: _____

Name:

[Date]

SCHEDULE 3

FORM OF RULE 144A TRANSFER CERTIFICATE

GALAXY PIPELINE ASSETS BIDCO LIMITED (the “Issuer”)

(Incorporated as a limited liability company under the laws of Jersey with its registered office at 2nd Floor Sir Walter Raleigh House, 48-50 Esplanade, St. Helier, Jersey, JE2 3QB and registration number 131580)

[U.S.\$ [●] 1.750 per cent. Senior Secured Bonds due 2027 /
U.S.\$ [●] 2.625 per cent. Senior Secured Bonds due 2036 /
U.S.\$ [●] 3.250 per cent. Senior Secured Bonds due 2040]
(the “Bonds”)

Reference is hereby made to the paying agency agreement (the “Agency Agreement”) dated [●] 2020 between the Issuer and the other parties named therein. Capitalised terms used but not defined herein shall have the meanings given to them in the Agency Agreement.

[BOND: INSERT (A) FOR TRANSFERS OF INTERESTS IN THE BONDS EVIDENCED BY THE RULE 144A GLOBAL BOND CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN INDIVIDUAL CERTIFICATES BEARING THE SECURITIES ACT LEGEND. INSERT (B) FOR TRANSFERS OF INTERESTS IN THE BONDS EVIDENCED BY THE REGULATION S GLOBAL BOND CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN INTERESTS IN THE BONDS EVIDENCED BY THE RULE 144A GLOBAL BOND CERTIFICATE]

- (a) [This letter relates to U.S.\$[●] principal amount of Bonds which are held in the form of an interest in the Bonds evidenced by the Rule 144A Global Bond Certificate (CUSIP No. [●]) with The Depository Trust Company in the name of *[insert name of transferor]* (the “Transferor”). The Transferor has requested a transfer or exchange of such Bonds for individual definitive note certificates registered in the name of *[insert name of transferee]* (the “Transferee”).]
- (b) [This letter relates to U.S.\$[●] principal amount of Bonds which are held in the form of an interest in the Bonds evidenced by the Regulation S Global Bond Certificate (ISIN No. [●]) with [Euroclear][Clearstream, Luxembourg] in the name of *[insert name of transferor]* (the “Transferor”). The Transferor has requested a transfer of such interest for an interest evidenced by the Rule 144A Global Bond Certificate (CUSIP No. [●]) held with The Depository Trust Company in the name of *[insert name of transferee]* (the “Transferee”).]

In connection with such request and in respect of such Bonds, the Transferor does hereby certify that (a) such transfer has been effected in accordance with the transfer restrictions set forth in the Agency Agreement and the Bonds and in accordance with any applicable securities laws of any state of the United States and any other jurisdiction, and (b) such transfer has been effected pursuant to and in accordance with Rule 144A under the United States Securities Act of 1933, as amended (“Rule 144A”), for the purposes of which the Transferor certifies that:

- (i) the Transferor reasonably believes the Transferee is purchasing for its own account or accounts as to which it exercises sole investment discretion; such person and each such account is a “qualified institutional buyer”, as defined in Rule 144A, that is also a “qualified purchaser”, within the meaning of Section 2(a)(51) of, and the rules and regulations thereunder, the U.S. Investment Company Act of 1940, as amended;

- (ii) the Transferee is aware that the sale to it is being made in reliance upon Rule 144A; and
- (iii) 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.

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

[Name of Transferor]

By: _____

Name:

[Date]