

## SCHEDULE 8

### FORM OF TRANSFER CERTIFICATE

*[This certificate is not required for transfers of interests in a Registered Global Note to persons who wish to hold the transferred interest in the same Registered Global Note]*

[DATE]

To: Citibank, N.A.  
Citigroup Global Markets Deutschland AG & Co. KGaA  
MDC - GMTN B.V.

**MDC - GMTN B.V. (the Issuer)**  
**[Title of Series of Notes] (the Notes)**  
**issued pursuant to a Global Medium Term Note Programme (the Programme)**

Reference is made to the terms and conditions of the Notes (the **Conditions**) set out in Schedule 2 to the Agency Agreement (the **Agency Agreement**) dated 28 April 2009, as supplemented, amended, novated or restated from time to time, between the Issuer and the other parties named in it relating to the Programme. Terms defined in the Conditions or the Agency Agreement shall have the same meanings when used in this Certificate unless otherwise stated.

This certificate relates to [*insert Specified Currency and nominal amount of Notes*] of Notes which are held in the form of [one or more Definitive IAI Registered Notes bearing a restrictive legend (CUSIP No. [*specify*], serial numbers [*specify*])],\* [beneficial interests in one or more Regulation S Notes (ISIN No. [*specify*]) represented by a Regulation S Global Note]\* [beneficial interests in one or more Rule 144A Notes (ISIN No. [*specify*]) represented by a Rule 144A Global Note] in the name of [*transferor*] (the **Transferor**). The Transferor has requested an exchange or transfer of such beneficial interest for an interest in [Definitive Notes]\* [Regulation S Notes represented by a Regulation S Global Note]\* [Rule 144A Notes represented by a Rule 144A Global Note]\*.

In connection therewith, the Transferor certifies that such exchange or transfer has been effected in accordance with the transfer restrictions set forth in the Notes and in accordance with any applicable securities laws of the United States of America, any State of the United States of America or any other jurisdiction and any applicable rules and regulations of DTC, Euroclear and Clearstream, Luxembourg from time to time and, accordingly, the Transferor certifies as follows (terms used in this paragraph that are defined in Rule 144A or in Regulation S are used herein as defined therein):

***EITHER:***

- [(1) the offer of the Notes was not made to a person in the United States;
- (2) either (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 the Transferor's behalf knows that the transaction was pre-arranged with a transferee in the United States or (ii) the transferee is outside the United States, or the Transferor and any person acting on its behalf reasonably believes that the transferee is outside the United States;
- (3) no directed selling efforts have been made in contravention of the requirement of Rule 903(b) or 904(b) of Regulation S, as applicable; and

(4) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.]]<sup>(1)</sup>

**OR:**

[Such Notes are being transferred in accordance with Rule 144A to a transferee that the Transferor reasonably believes is both a "qualified institutional buyer" within the meaning of Rule 144A and a "qualified purchaser" within the meaning of Section 2(a)(51)(A) of the Investment Company Act purchasing the Notes for its own account or any account which is both a "qualified institutional buyer" within the meaning of Rule 144A and a "qualified purchaser" within the meaning of Section 2(a)(51)(A) of the Investment Company Act, in each case in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any State of the United States or any other jurisdiction.]]<sup>(2)</sup>

**OR:**

[The transferee of such Definitive IAI Registered Note is both an institutional "accredited investor" within the meaning of Rule 501(a)(1), (2), (3) or (7) under the Securities Act which has delivered an IAI Investment Letter and a "qualified purchaser" within the meaning of Section 2(a)(51)(A) of the Investment Company Act.]]<sup>(3)</sup>

**OR:**

[The Notes are being transferred in a transaction permitted by Rule 144 under the Securities Act that will not cause the Issuer to become required to register as an investment company under the Investment Company Act.]]<sup>(4)</sup>

The Transferor understands that this certificate is required in connection with certain securities or other legislation in the United States and/or in connection with the Notes being eligible for clearance in one or more clearance systems. If administrative or legal proceedings are commenced or threatened in connection with which this certificate is or might be relevant, the Transferor irrevocably authorises each entity to which this certificate is addressed to produce this certificate or a copy hereof to any interested party in such proceedings.

This certificate and the statements contained herein are made for the benefit of the addressees hereof and for the benefit of the Dealers of the Notes.

[Insert name of Transferor]

By:

Name:

Title:

Dated:

Notes

\* Delete as appropriate.

- (1) Include as applicable. Relevant only if the proposed transfer or exchange is being made to a person holding in the form of or for a beneficial interest in one or more Regulation S Global Notes.
- (2) Include as applicable. Relevant only if the proposed transfer or exchange is being made to a person holding in the form of or for a beneficial interest in one or more Rule 144A Global Notes.
- (3) Include as applicable. Relevant only if the proposed transfer or exchange is being made to a person holding in the form of one or more Definitive IAI Registered Notes.
- (4) Include as applicable.