Part C: Certificate to be delivered by Holders of Notes exchanging or transferring Notes (or interests therein) for interests in Global Note

Check as applicable:

Transfers of Interests in a Global Rule 144A Note to interests in a Global Reg S Note)

We are the holder of a beneficial interest in a Global Rule 144A Note, exchanging our interest for, or transferring our interest to a person who wishes to take delivery thereof in the form of, an interest in the corresponding Global Reg S Note, and we confirm, for the purposes of a transfer or exchange of interests in Global Rule 144A Note to interests in a Global Reg S Note that the proposed exchange or transfer is being made in compliance with the transfer restrictions applicable to the Global Note Certificates (including, as applicable, that we (in the case of an exchange) are not a U.S. Person (as defined in Regulation S under the United States Securities Act of 1933, as amended (the "**Securities Act**")) or the proposed transferee (in the case of a transfer) is not a U.S. Person (as defined in Regulation S under the Securities Act) and that the proposed exchange or transfer is being made pursuant to and in accordance with Regulation S under the Securities Act. We hereby make the representations and warranties in Clause 3.6 (*Deemed Representations*) of the Note Trust Deed.

Transfers of Interests in a Global Reg S Note to interests in a Global Rule 144A Note

We are the holder of a beneficial interest in a Global Reg S Note, exchanging our interest for, or transferring our interest to a person who wishes to take delivery thereof in the form of, an interest in the corresponding Global Rule 144A Note, and we confirm, for the purposes of transfer or exchange of interests in Global Reg S Note to interests in a Global Rule 144A Note that (i) in the case of an exchange, we are a "qualified institutional buyer" as defined in Rule 144A under the United States Securities Act of 1933, as amended ("**Qualified Institutional Buyer**"), and a "qualified purchaser" ("**Qualified Purchaser**") as defined under Section 2(a)(51) of the United States Investment Company Act of 1940, as amended (the "**Investment Company Act**"), and the rules thereunder, and (ii) in the case of a transfer, we reasonably believe that the transferee is a Qualified Institutional Buyer and a Qualified Purchaser and is obtaining such interest 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. We hereby make the representations and warranties in Clause 3.6 (*Deemed Representations*) of the Note Trust Deed.

Date: [*Insert date*]

Signed for and on behalf of: ***[Insert name of Holder]***

By: _____
Title ***[Insert position/title of signatory]***
Name ***[Insert name]***