

## EQUITIES ANNEX

### *Supplemental terms and conditions for transactions in equities*

This Annex constitutes an Annex to the TBMA/ISMA Global Master Repurchase Agreement dated **December 31, 2014** between **DEUTSCHE BANK AG** and **SOUTHERN FINANCIAL LLC** (the "*Agreement*").

#### **1. Scope**

- (a) The parties have agreed that -
- (i) the Transactions to which this Agreement applies may include Transactions in respect of which the Purchased Securities consist of or include equities; and
  - (ii) a transfer of Margin Securities may consist of or include equities,
- and the terms and conditions of this Annex shall apply to such Transactions and transfers of Margin Securities.
- (b) In relation to Transactions and transfers of Margin Securities to which this Annex applies, the Agreement shall be construed as if it had been amended and supplemented as set out in paragraphs 3 to 5 of this Annex.

#### **2. Interpretation**

- (a) In this Annex -
- (i) "equities" and "equity securities" include shares or stock in the share capital of a corporation, whether ordinary shares or preference shares or other kinds of shares or stock;
  - (ii) "Equivalent Margin Securities" and "Equivalent Securities" mean, in relation to Margin Securities and Purchased Securities which are equity securities and which are partly paid, or have been converted, subdivided, consolidated, redeemed, made the subject of a takeover, capitalisation issue, rights issue or event similar to any of the foregoing –
    - (A) in the case of conversion, subdivision or consolidation, securities equivalent to the securities into which the relevant Securities have been converted, subdivided or consolidated; provided that, if appropriate, notice has been given in accordance with paragraph 4 (a) of this Annex;
    - (B) in the case of redemption, a sum of money equivalent to the proceeds of the redemption;
    - (C) in the case of takeover, a sum of money or securities equivalent to the consideration or alternative consideration of which notice has been given in accordance with paragraph 4(a) of this Annex;
    - (D) in the case of a call on partly paid securities, securities equivalent to the paid-up securities; provided that, in the case of Equivalent Securities, Seller or, in the case of Equivalent Margin Securities, the party which transferred the relevant Margin Securities shall have paid to the other party a sum of money equal to the sum due in respect of the call;
    - (E) in the case of a capitalisation issue, securities equivalent to the relevant Securities together with the securities allotted by way of bonus thereon;
    - (F) in the case of a rights issue, securities equivalent to the relevant Securities together with the securities allotted thereon; provided that notice has been given to the other party in accordance with paragraph 4(a) of this Annex;
    - (G) in the event that income in the form of securities, or a certificate which may at a future date be exchanged for securities or an entitlement to acquire securities is distributed, securities equivalent to the relevant Securities together with securities or a certificate or an entitlement equivalent to those allotted; provided that notice has been given in accordance with paragraph 4(a) of this Annex;
    - (H) in the case of any event similar to any of the foregoing, securities equivalent to the relevant Securities together with or replaced by a sum of money or securities or other