

Certificate of Approval of a Prospectus  
in accordance with the Luxembourg Law on Prospectuses for Securities  
(transposing Articles 17 and 18 of Directive 2003/71/EC)

**To:**

Finanzmarktaufsicht (FMA) (Austria)  
Commission Bancaire, Financière et des Assurances (CBFA) (Belgium)  
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)  
Irish Financial Services Regulatory Authority (IFSRA) (Ireland)  
Autoriteit Financiële Markten (AFM) (The Netherlands)

**From:**

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 8 September 2010.

**Name of Issuer(s):**

Charlottenburg Capital International S.à.r.l. & Cie SECS

**Registered Office(s)/Seat(s):**

Luxembourg, Grand Duchy of Luxembourg

**Type of Securities:**

€ [•] Capital Notes

**References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up:**

V, VII, VIII, XI

**Guarantor(s) (if any):**

Not applicable

**Attachment(s):**

Prospectus (which includes the German translation of the summary)

Dutch translation of the summary

French translation of the summary

Ref.: C-09886

Luxembourg, 9 September 2010

Commission de Surveillance du Secteur Financier

