

MG01

Particulars of a mortgage or charge

101795/26

IRIS Laserform

A fee is payable with this form.

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☐ **What this form is NOT for**
You cannot use this form to
register particulars of a charge for
company. To do this, please
use form MG01s

FRIDAY



SCT *S26LEX7K* 19/04/2013 #45

COMPANIES HOUSE

1 Company details

Company number 0 0 2 1 3 6 2 9

Company name in full ROM Limited (the "Chargor")

For official use

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation d0 d5 m0 m4 y2 y0 y1 y3

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description Standard Security (the "Standard Security") dated 27 March 2013 by the Chargor in favour of The
Royal Bank of Scotland plc as agent and trustee for the Original Creditors (the "Security Agent")

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured All present and future obligations and liabilities (whether actual or
contingent and whether owed jointly or severally or in any other
capacity whatsoever) of each Obligor to any Original Creditor under
any Secured Document (other than a Burdale Document or an ABL
Document), except for any obligation or liability which, if it were so
included, would result in the Standard Security contravening any law
(including section 678 or section 679 of the Companies Act 2006)

Capitalised terms used in this Form MG01 and not otherwise defined
shall have the meaning given to them in the attached continuation
pages

Continuation page
Please use a continuation page if
you need to enter more details

MG01

Particulars of a mortgage or charge

5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page

Please use a continuation page if you need to enter more details

Name The Royal Bank of Scotland plc

Address 36 St Andrews Square

Edinburgh

Postcode E H 2 2 Y B

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

That piece of ground extending to 3 755 acres or thereby Imperial Standard Measure, lying in the Parish of Whitburn in the County of West Lothian, being the piece of ground lying on the south side of the public road leading from Edinburgh to Glasgow at its junction with Bog Road, Whitburn being the subjects more particularly described in and delineated and coloured red on the plan annexed and subscribed as relative to Disposition by William Fisher in favour of Highland Engineering Limited, dated 15 December 1960 and recorded in the Division of the General Register of Sasines applicable to the County of West Lothian on 22 December 1960, TOGETHER WITH the factory premises and whole other buildings and erections on the said piece of ground and the parts, privileges and pertinents thereof but UNDER EXCEPTION OF the subjects Unit 18, Murraysgate Industrial Estate, Whitburn being the whole subjects registered in the Land Register of Scotland under Title Number WLN12196

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Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>2004 Handelsbanken Mortgage Facility has the meaning given to it in the Restructuring Agreement</p> <p>2006 Handelsbanken Mortgage Facility has the meaning given to it in the Restructuring Agreement</p> <p>2008 Handelsbanken Mortgage Facility has the meaning given to it in the Restructuring Agreement</p> <p>ABL Document means</p> <ul style="list-style-type: none"> (a) each ABL Facility Agreement, (b) each ABL Security Document, (c) each document that has been designated a Finance Document under and as defined in each ABL Facility Agreement (other than the ING Facility Agreement), and (d) each document that has been designated a Facility Document under and as defined in the ING Facility Agreement <p>ABL Facility has the meaning given to it in the Restructuring Agreement</p> <p>ABL Facility Agreement means</p> <ul style="list-style-type: none"> (a) the Burdale Facility Agreement, or (b) the ING Facility Agreement <p>ABL Lender has the meaning given to it in the Restructuring Agreement</p> <p>ABL Security Document means each Existing Security Document to which an ABL Lender is party including any substitute or replacement thereof as permitted or required under the terms of the applicable ABL Facility</p> <p>Ancillary Document has the meaning given to it in the Consolidated Facilities Agreement</p> <p>Ancillary Facility means each facility provided pursuant to the terms of the Ancillary Documents</p> <p>Ancillary Lender means each of the financial institutions listed in Schedule 1 (Original Parties) to the Restructuring Agreement under the heading "Ancillary Lenders" as lenders under the Ancillary Facilities</p> <p>Banesto CCF Facility has the meaning given to it in the Restructuring Agreement</p> <p>Banesto Chattel Mortgage has the meaning given to it in the Restructuring Agreement</p> <p>Banesto Mortgage Facility has the meaning given to it in the Restructuring Agreement</p> <p>Borrower means</p> <ul style="list-style-type: none"> (a) the Chargor, (b) Celsa (UK) Holdings Limited, (c) Celsa (Wales) Limited, 	

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Particulars of a mortgage or charge

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

(d) Celsa Steel Service (UK) Limited, or

(e) Celsa Manufacturing (UK) Limited

Burdale Agent has the meaning given to that term in the Intercreditor Agreement

Burdale Document means a Finance Document as defined in the Burdale Facility Agreement

Burdale Facility Agreement means the facility agreement dated 27 March 2013 between BRC Limited and others as Borrowers and/or Guarantors, the Burdale Agent, the Burdale Security Trustee and Burdale Financial Limited as Arranger

Burdale Security Trustee has the meaning given to that term in the Intercreditor Agreement

Celsa Steel Security Document has the meaning given to it in the Restructuring Agreement

Confirming Facilities has the meaning given to it in the Restructuring Agreement

Consolidated Facilities means

(a) the Consolidated RCF,

(b) the Ancillary Facilities,

(c) Facility B1, or

(d) Facility B

Consolidated Facilities Agent has the meaning given to it in the Restructuring Agreement

Consolidated Facilities Agreement means the facilities agreement dated 27 March 2013 between, among others, the Obligors, the Consolidated RCF Lenders, the Ancillary Lenders and the Consolidated Facilities Agent (as amended from time to time)

Consolidated Facilities Supplemental Agreement has the meaning given to it in the Restructuring Agreement

Consolidated RCF means the term loan facility made available under the Consolidated Facilities Agreement

Consolidated RCF Lender means each of the financial institutions listed in Schedule 1 (Original Parties) to the Restructuring Agreement under the heading "Consolidated RCF Lenders" as lenders under the Consolidated RCF

Effective Date has the meaning given to it in the Restructuring Agreement Second Supplemental Agreement

Excluded Group Member means each of the companies listed in Schedule 1 (Original Parties) to the Restructuring Agreement under the heading "Excluded Group Members"

Existing Facility has the meaning given to it in the Restructuring Agreement

Existing Facility Agreement has the meaning given to it in the Restructuring Agreement

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Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>Existing Security Document means each document listed in Schedule 5 (Existing Security Documents) to the Restructuring Agreement and the Banesto Chattel Mortgage</p> <p>Facility means</p> <ul style="list-style-type: none"> (a) the Existing Facilities, (b) the Confirming Facilities, (c) the Consolidated Facilities, or (d) the WG Facility <p>Facility Agreement means any agreement constituting a Facility, as amended from time to time</p> <p>Facility B means the term loan facility made available under the Consolidated Facilities Agreement</p> <p>Facility B Lender means each of the financial institutions listed in Schedule 1 (Original Parties) to the Restructuring Agreement under the heading "Facility B Lenders" as lenders under Facility B</p> <p>Facility B1 means the term loan facility made available under the Consolidated Facilities Agreement</p> <p>Facility B1 Lender means each of the financial institutions listed in Schedule 1 (Original Parties) to the Restructuring Agreement under the heading "Facility B1 Lenders" as lenders under Facility B1</p> <p>Fee Letter has the meaning given to it in the Restructuring Agreement</p> <p>Finance Document means</p> <ul style="list-style-type: none"> (a) the Restructuring Agreement, (b) the Consolidated Facilities Agreement, (c) the Consolidated Facilities Supplemental Agreement, (d) the KfW Amendment Agreement, (e) the KfW Facility Second Supplemental Agreement, (f) the WG Facility Agreement, (g) the Intercreditor Agreement, (h) the Intercreditor Agreement Supplemental Agreement, (i) a New Security Document, (j) a Super Priority Security Document, (k) the Subordination Agreement, (l) a Fee Letter, 	

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Particulars of a mortgage or charge

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Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

(m) a Ranking Agreement, or

(n) any other document designated as such by the Restructuring Agent and the Parent

Group means the Parent and each of its Subsidiaries for the time being other than the Excluded Group Members

Group Debenture has the meaning given to it in the Restructuring Agreement

Guarantor means

(a) the Chargor,

(b) Celsa (UK) Holdings Limited,

(c) Celsa (Wales) Limited,

(d) Celsa Steel Service (UK) Limited,

(e) Celsa Manufacturing (UK) Limited,

(f) ROM Group Limited,

(g) ROM Limited,

(h) ROMTECH Limited,

(i) RFA-TECH Limited, or

(j) RFA (Penistone) Limited

HSBC Mortgage Facility has the meaning given to it in the Restructuring Agreement

ING Facility Agreement means the multi-purpose facility agreement dated 28 November 2005 between ING Bank N V, the Parent and Celsa Manufacturing (UK) Limited (as amended from time to time)

Intercreditor Agreement means the intercreditor agreement dated 23 February 2011 between, among others, the Chargor and the Security Agent, as amended and restated from time to time, including on 27 March 2013

Intercreditor Agreement Supplemental Agreement has the meaning given to it in the Restructuring Agreement

KfW Amendment Agreement has the meaning given to it in the Restructuring Agreement

KfW Facility means the facility made available pursuant to the terms of the KfW Facility Agreement

KfW Facility Agreement has the meaning given to it in the Restructuring Agreement

KfW Facility Second Supplemental Agreement has the meaning given to it in the Restructuring Agreement

KfW Lender means each of the financial institutions listed in Schedule 1 (Original Parties) to the Restructuring Agreement under the heading "KfW Lenders" as lenders under the KfW Facility

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Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>Mortgage Facility means</p> <ul style="list-style-type: none"> (a) the Banesto Mortgage Facility, (b) the Banesto CCF Facility, (c) the 2004 Handelsbanken Mortgage Facility, (d) the 2006 Handelsbanken Mortgage Facility, (e) the 2008 Handelsbanken Mortgage Facility, or (f) the HSBC Mortgage Facility <p>Mortgage Lender means each of the financial institutions listed in Schedule 1 (Original Parties) to the Restructuring Agreement under the heading "Mortgage Lenders" as lenders under the Mortgage Facilities</p> <p>New Security Document means</p> <ul style="list-style-type: none"> (a) the Group Debenture, or (b) a Scottish Security Agreement <p>Obligor means the Parent, a Borrower or a Guarantor</p> <p>Original Creditor means</p> <ul style="list-style-type: none"> (a) a Mortgage Lender, (b) a Consolidated RCF Lender, (c) an Ancillary Lender, (d) a Facility B1 Lender, (e) a Facility B Lender, (f) a KfW Lender, or (g) WG, <p>each in its capacity as such</p> <p>Original Stand Alone BACS Facilities has the meaning given to that term in the Intercreditor Agreement</p> <p>Parent means Celsa (UK) Holdings Limited</p> <p>Parent Share Mortgage has the meaning given to it in the Restructuring Agreement</p> <p>Ranking Agreement has the meaning given to it in the Restructuring Agreement</p> <p>Restructuring Agent means The Royal Bank of Scotland plc</p>	

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Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>Restructuring Agreement means the restructuring agreement dated 23 February 2011 between, among others, the Chargor and the Security Agent, as amended and restated from time to time, including on 27 March 2013</p> <p>Restructuring Agreement Second Supplemental Agreement has the meaning given to it in the Restructuring Agreement</p> <p>Scottish Security Agreement has the meaning given to it in the Restructuring Agreement</p> <p>Secured Document means</p> <ul style="list-style-type: none"> (a) a Transaction Document, (b) a Burdale Document (c) an ABL Document, (d) the WG Facility Agreement, or (e) a Stand Alone BACS Facility Agreement <p>Stand Alone BACS Creditor has the meaning given to that term in the Intercreditor Agreement</p> <p>Stand Alone BACS Facility means</p> <ul style="list-style-type: none"> (a) the Original Stand Alone BACS Facilities, and (b) each facility made available to a member of the Wider Group by a Stand Alone BACS Creditor by way of BACS or CHAPS other than pursuant to an Ancillary Facility <p>Stand Alone BACS Facility Agreement means a facility agreement setting out the terms of a Stand Alone BACS Facility</p> <p>Subordination Agreement has the meaning given to it in the Restructuring Agreement</p> <p>Subsidiary means</p> <ul style="list-style-type: none"> (a) a subsidiary within the meaning of section 1159 of the Companies Act 2006, and (b) unless the context otherwise requires, a subsidiary undertaking within the meaning of section 1162 of the Companies Act 2006 <p>Super Priority Scottish Security Agreement has the meaning given to it in the Restructuring Agreement</p> <p>Super Priority Security Document means</p> <ul style="list-style-type: none"> (a) the Security Agreement dated 27 March 2013 between, among others, the Chargor and the Security Agent, (b) the Super Priority Scottish Security Agreement, or (c) the Parent Share Mortgage 	

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Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>Transaction Document means</p> <ul style="list-style-type: none"> (a) each Finance Document, (b) each Facility Agreement, (c) each Existing Security Document (other than an ABL Security Document or a Celsa Steel Security Document), (d) each document that has been designated a Finance Document (as defined in each Existing Facility Agreement) under each Facility Agreement, and (e) any other document designated as such by the Restructuring Agent and the Parent <p>WG means Welsh Ministers as lender under the WG Facility</p> <p>WG Borrower means Celsa Manufacturing (UK) Limited in its capacity as Borrower under the WG Facility Agreement</p> <p>WG Facility means the term loan facility made available by WG to the WG Borrower under the WG Facility Agreement</p> <p>WG Facility Agreement means the facility agreement dated on or about the Effective Date between, among others, the WG Borrower and the WG</p> <p>Wider Group means each member of the Group and each Excluded Group Member</p>	

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Particulars of a mortgage or charge

7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

Nil

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9 Signature

Please sign the form here

Signature

Signature



☒ For and on behalf of Shepherd and Wedderburn LLP (acting on behalf of the Security Agent) ☒

This form must be signed by a person with an interest in the registration of the charge

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Andrew Kinnes

Company name Shepherd and Wedderburn LLP

Address 1 Exchange Crescent

Conference Square

Post town Edinburgh

County/Region

Postcode E H 3 8 U L

Country UK

DX DX 551970 Edinburgh 53

Telephone 0131 228 9900



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

MG09

Certificate of registration of a charge comprising
property situated in another UK jurisdiction



✓ **What this form is for**
You may use this form to give notice
of a certificate of registration of a
charge comprising property situated
in another UK jurisdiction

✗ **What this form is NOT for**
You cannot use this form as a
certificate of registration of a c
for a company registered
in Scotland

1 Company details

Company number 0 0 2 1 3 6 2 9

Company name in full ROM Limited (the "Chargor")

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date charge presented

Date of, and parties to, the charge It is hereby certified that the charge ①
being a standard security by the Chargor in favour of The Royal Bank
of Scotland plc as agent and trustee for the Original Creditors (as
defined in the Form MG01) dated 27 March 2013
was presented for registration on

d0 d5 m0 m4 y2 y0 y1 y3

Jurisdiction

in ②
☒ Scotland
☐ England and Wales
☐ Northern Ireland

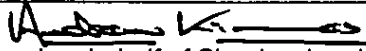
① As described on form MG01
'Particulars of a mortgage
or charge'

② Please tick as appropriate

3 Signature

Please sign the form here

Signature

Signature 
✗ For and on behalf of Shepherd and Wedderburn LLP (acting
on behalf of the Security Agent) ✗

This form must be signed by a person with an interest in the registration of
the charge

MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction



Presenter information

You do not have to give any contact information but if you do, it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Andrew Kinnes

Company name Shepherd and Wedderburn LLP

Address 1 Exchange Crescent

Conference Square

Post town Edinburgh

County/Region

Postcode E H 3 8 U L

Country UK

DX DX 551970 Edinburgh 53

Telephone 0131 228 9900



Important information

Please note that all information on this form will appear on the public record.



Where to send

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For companies registered in England and Wales.

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date of, and parties to, the charge in Section 2
- ☐ You have declared where the charge was presented for registration
- ☐ You have enclosed the form MG01 and a verified copy of the deed
- ☐ You have signed the form



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



FILE COPY
CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

COMPANY NO. 213629

CHARGE NO. 24

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY DATED 27
MARCH 2013 WHICH WAS PRESENTED FOR REGISTRATION IN
SCOTLAND ON 5 APRIL 2013 AND CREATED BY ROM LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
EACH OBLIGOR TO ANY ORIGINAL CREDITOR ON ANY
ACCOUNT WHATSOEVER UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART 25 OF THE COMPANIES ACT 2006 ON THE 19 APRIL 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24 APRIL 2013

DX



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES