

# M

CHFP025

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legibly, preferably  
in black type, or  
bold block lettering

\*insert full name  
of Company

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

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

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number

115

00472253

Name of company

\* Vita International Limited (the "Chargor")

Date of creation of the charge

7 December 2007

Description of the instrument (if any) creating or evidencing the charge (note 2)

Share charge dated 7 December 2007 between J.P. Morgan Europe Limited (the  
"Security Agent") and the Chargor (the "Deed")

Amount secured by the mortgage or charge

Please see Part 1 of the attached continuation sheet.

All capitalised terms used in this Form 395 shall have the meaning given to  
them in Part 3 of the attached continuation sheet unless defined elsewhere  
in this Form 395.

Names and addresses of the mortgagees or persons entitled to the charge

J P. Morgan Europe Limited of 125 London Wall, London (as security agent  
for the Secured Parties)

Postcode EC2Y 5AJ

Presentor's name address and  
reference (if any)

Freshfield Bruckhaus Deringer  
65 Fleet Street  
London  
England EC4Y 1HS  
~~BX 23 London/Chancery Lane~~

GH01.632035.07007/21599564

Time critical reference  
133204-0010

For official Use  
Mortgage Section

(Deed  
Rec'd)



PMO 28-12-07 486  
COMPANIES HOUSE

LD9 21/12/2007 99  
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Please see Part 2 of the attached continuation sheet.

Please do not  
write in  
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*Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering*

Particulars as to commission allowance or discount (note 3)

Nil

Signed Freshfields Bruders Deringer Date 20 December 2007

On behalf of ~~XXXXXX~~ (mortgagee/chargee) Chargor

A fee is payable  
to Companies  
House in  
respect of each  
register entry  
for a mortgage  
or charge  
(See Note 5)

† delete as  
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395) If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398) A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No 398 is submitted
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given
- 3 In this section there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his,
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return The rate of interest payable under the terms of the debentures should not be entered
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

## APPENDIX

### PART 1

#### AMOUNT SECURED BY THE MORTGAGE OR CHARGE

All obligations owing to the Secured Parties or to the Security Agent (whether for its own account or as trustee for the Secured Parties) by British Vita Unlimited under or pursuant to the Guarantees whether present or future, actual or contingent (and whether incurred by the Chargor alone or jointly, and whether as principal or surety or in some other capacity) (the "Secured Obligations")

### PART 2

#### SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

- 1 The Chargor has charged the Charged Portfolio by way of a fixed charge, in favour of the Security Agent (to hold on trust for the Secured Parties) for the payment and discharge of all the Secured Obligations
- 2 The charge set out in paragraph 1 above takes priority over all other security of the Chargor other than the Senior Share Charge
- 3 Notwithstanding any other provision of the Deed, the Chargor acknowledged and agreed that its rights under the Deed are subject to the terms of the Intercreditor Agreement
- 4 The Chargor has undertaken it shall promptly execute all documents (including transfers or Corporations Act forms) and do all things (including the delivery, transfer, assignment or payment of all or part of the Charged Portfolio to the Security Agent or its nominee(s)) that the Security Agent may reasonably specify for the purpose of (i) exercising the Collateral Rights or (ii) securing and perfecting its security over or title to all or any part of the Charged Portfolio

### PART 3

#### DEFINITIONS

"BVPF Deed of Guarantee"	means the deed of guarantee dated 7 December 2007 entered into by British Vita Unlimited as guarantor and British Vita Pension Fund Trustees Limited as beneficiary
"BVSED Deed of Guarantee"	means the deed of guarantee dated 7 December 2007 entered into by British Vita Unlimited as guarantor and British Vita SE&D Pension Fund Trustees Limited as beneficiary
"Charged Portfolio"	<u>means the Shares and the Related Assets</u>
"Corporations Act"	means the Corporations Act 2001 (Cth)

<b>"Guarantees"</b>	means each of the BVPF Deed of Guarantee and the BVSED Deed of Guarantee
<b>"Intercreditor Agreement"</b>	means the intercreditor agreement dated 7 December 2007 between, among others, J P Morgan Europe Limited (as senior agent, senior security agent and pension security agent), UBS Limited (as mezzanine agent) and the Secured Parties
<b>"Related Assets"</b>	means all dividends, interest and other monies payable in respect of the Shares and all other rights, benefits and proceeds in respect of or derived from the Shares (whether by way of redemption, bonus, preference, option, substitution, conversion or otherwise)
<b>"Secured Parties"</b>	means each of British Vita Pension Fund Trustees Limited and British Vita SE&D Pension Fund Trustees Limited
<b>"Senior Share Charge"</b>	means the share charge dated 2 December 2005 granted by the Chargor in favour of the Security Agent
<b>"Shares"</b>	means all of the shares in the share capital of Australia Vita Pty Ltd (ABN 63 004 919 162) held by, to the order or on behalf of the Chargor at any time

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No 00472253

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE CHARGE DATED THE 7th DECEMBER 2007 AND CREATED BY VITA INTERNATIONAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM BRITISH VITA UNLIMITED TO THE SECURED PARTIES OR TO THE SECURITY AGENT ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th DECEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd JANUARY 2008

*XMG*  
*PO*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES