

# MG01

## Particulars of a mortgage or charge

049293/26



**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

THU  
THURSDAY



\*L71WXTVR\*

LD4

05/05/2011

1

COMPANIES HOUSE

\*L7RI9TOR\*

LD8

28/04/2011

121

COMPANIES HOUSE

1

### Company details

Company number

6 0 6 1 8 9

Company name in full

GROUP LOTUS PLC

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

d1 d5 m0 m4 y2 y0 y1 y1

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

SHARE MORTGAGE

4

### Amount secured

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

Amount secured

ALL MONIES, OBLIGATIONS AND LIABILITIES OF ANY KIND  
NOW OR AT ANY TIME IN THE FUTURE DUE, OWING,  
INCURRED OR PAYABLE BY THE BORROWER UNDER OR  
PURSUANT TO ANY FINANCE DOCUMENTS TO ANY FINANCE  
PARTY IN ANY CURRENCY OR CURRENCIES WHETHER PRESENT  
OR FUTURE, ACTUAL OR CONTINGENT, WHETHER INCURRED  
SOLELY OR JOINTLY WITH ANY OTHER PERSON, WHETHER AS  
PRINCIPAL OR SURETY OR IN SOME OTHER CAPACITY AND  
WHETHER ON ACCOUNT OF PRINCIPAL, INTEREST, FEES,  
EXPENSES, INDEMNITY PAYMENTS, LOSSES, DAMAGES OR  
OTHERWISE

#### 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 CIMB BANK BERHAD, LABUAN OFFSHORE BRANCH

Address LEVEL 7, WISMA AMANAH RAYA BERHAD, JALAN SEMANTAN

DAMANSARA HEIGHTS, KUALA LUMPUR, MALAYSIA

Postcode 5 0 4 9 0

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 PLEASE SEE THE ATTACHED CONTINUATION SHEET FOR SHORT PARTICULARS OF THE PROPERTY MORTGAGED OR CHARGED

# MG01 - continuation page

## Particulars of a mortgage or charge

### 6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

#### PART I - PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

- 1 By Clause 2 1 (*Grant of Security*) of the Security Agreement, the Mortgagor hereby, with full title guarantee, mortgages in favour of the Security Trustee by way of first equitable mortgage as security for the payment and discharge of the Secured Obligations, all of the Mortgagor's right, title and interest from time to time in and to the Shares.

#### PART II - DEFINITIONS

"Mortgagor" means Lotus Group Plc a company incorporated in England and Wales with registered number 606189 and having its registered office at Potash Lane, Hethel, Norwich, Norfolk NR14 8EZ, England

"Security Trustee" means CIMB BANK BERHAD, LABUAN OFFSHORE BRANCH] (Company No 13491-P and Licence No 0901100D)

"Secured Obligations" means all monies, obligations and liabilities of any kind now or at any time in the future due, owing, incurred or payable by the Borrower under or pursuant to any Finance Documents (or any of them) (including this Deed) to any Finance Party in any currency or currencies whether present or future, actual or contingent, whether incurred solely or jointly with any other person, whether as principal or surety or in some other capacity and whether on account of principal, interest, fees, expenses, indemnity payments, losses, damages or otherwise

"Shares" means all those shares constituting the entire issued share capital of the Borrower, the details of which are more particularly set out in Schedule 1 (*Details of Shares*) and all Derivative Rights with respect thereto, whether any of the same are held directly by or to the order of the Mortgagor or are deposited with or registered in the name of any trustee, fiduciary, depository, custodian, nominee, clearing house or system, investment manager, chargee or other similar person or their nominee on behalf of the Mortgagor (in each case whether or not on a fungible basis) or whether the same have been delivered to or to the order of the Security Trustee (or its nominee)

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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

X *BAKER & MCKENZIE LLP* X

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

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## 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

Company name

Address

Post town

County/Region

Postcode

E

C

4

V

6

J

A

Country

DX

Telephone



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 606189  
CHARGE NO. 11**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A SHARE MORTGAGE DATED 15  
APRIL 2011 AND CREATED BY GROUP LOTUS PLC FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
BORROWER TO ANY FINANCE PARTY 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 5 MAY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10 MAY 2011

*DX*



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES