

# MR05

Statement that part or the whole of the property charged  
(a) has been released from the charge (b) no longer  
forms part of the company's property or undertaking



You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ **What this form is for**  
You may use this form to register  
a statement that part or the  
whole of the property charged  
has either (a) been released from  
the charge or (b) no longer forms  
part of the company's property

☐ **What this form is NOT**  
You may not use this form to  
register this statement at a  
LLP. Use form LL MR05.



A08 \*A3CEY4T1\* 18/07/2014 #11  
COMPANIES HOUSE

## 1 Company details

Company number 0 0 6 3 8 8 9 1

Company name in full Saga Group Limited

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

All fields are mandatory unless  
specified or indicated by \*

## 2 Charge creation

When was the charge created?

→ Before 06/04/2013 Complete Part A and Part C

→ On or after 06/04/2013 Complete Part B and Part C

## Part A Charges created before 06/04/2013

### A1 Charge creation date

Please give the date of creation of the charge

Charge creation date d d m m y y y y

### A2 Charge number

Please give the charge number. This can be found on the certificate

Charge number\*

### A3 Description of instrument (if any)

Please give a description of the instrument (if any) by which the charge is  
created or evidenced

Instrument description

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

**MR05**

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**A4****Short particulars of the property or undertaking charged**

Please give the short particulars of the property or undertaking charged

Short particulars

**Continuation page**

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

**Part B****Charges created on or after 06/04/2013****B1****Charge code**

Please give the charge code This can be found on the certificate

Charge code ❶

0	0	6	3	-	8	8	9	1	-	0	0	2	4
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**❶ Charge code**

This is the unique reference code allocated by the registrar

MR05

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## Part C To be completed for all charges

C1

### Cease or release

Please tell us about the property or undertaking

Part of the property or undertaking charged

- ☒ has been released from the charge.  
☐ no longer forms part of the company's property or undertaking  
☐ has been released from the charge and no longer forms part of the company's property or undertaking.

→ Go to **Section C2**

or

All of the property or undertaking charged

- ☐ has been released from the charge  
☐ no longer forms part of the company's property or undertaking  
☐ has been released from the charge and no longer forms part of the company's property or undertaking.

→ Go to **Section C3**

C2

### Description of assets or property ①

Please give a brief description of assets or property released from the charge and/or a brief description of any property which has ceased to form part of the company's property or undertaking

Description of assets or property

The Security Agent unconditionally and irrevocably releases and discharges all of the Released Assets from the Security created by the Security Accession Deed dated 23 May 2014 between, amongst others, Saga plc (formerly known as Saga Limited) (the "**Parent**") and HSBC Corporate Trustee Company (UK) Limited (the "**Security Agent**").

"**Continuing Assets**" means the Continuing Receivables, the Continuing Shares and the Continuing Share Rights;

see continuation page.

① This section must be completed where part of the property or undertaking has been released from the charge or no longer forms part of the company's property or undertaking

#### Continuation page

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

MR05

Statement that part or the whole of the property charged (a) has been released from the charge (b) no longer forms part of the company's property or undertaking

**C3** Details of the person delivering this statement and their interest in the charge

	Please give the name of the person delivering this statement	
Name	Clifford Chance LLP	
	Please give the address of the person delivering this statement	
Building name/number	10 Upper Bank Street	
Street		
Post town	London	
County/Region		
Postcode	E 1 4 5 J J	
	Please give the person's interest in the charge (e.g. chargor/chargee etc)	
Person's interest in the charge	Legal advisors to the Chargor	

**C4** Signature

	Please sign the form here	
Signature	Signature	
	X Clifford Chance X	



## MR05

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### 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 **Christopher Norman 70-40571720**

Company name **Clifford Chance LLP**

Address **10 Upper Bank Street**

Post town **London**

County/Region

Postcode 

E	1	4		5	J	J	
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Country **United Kingdom**

DX **149120 Canary Wharf 3**

Telephone **020 7006 1000**



### 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.

#### Part A Charges created before 06/04/2013

- ☐ You have given the charge date.  
☐ You have given the charge number (if appropriate)  
☐ You have completed the Description of instrument and Short particulars in Sections A3 and A4.

#### Part B Charges created on or after 06/04/2013

- ☒ You have given the charge code

#### Part C To be completed for all charges

- ☒ You have ticked the appropriate boxes in Section C1  
☒ You have given a description of assets or property released from the charge (if appropriate)  
☒ You have given the details of the person delivering this statement in Section C3  
☐ You have signed the form



### Important information

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



### 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 [enquires@companieshouse.gov.uk](mailto:enquires@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)**

## MR05 - continuation page

Statement that part or the whole of the property charged (a) has been released from the charge (b) no longer forms part of the company's property or undertaking

A3

### Description of instrument (if any)

Please give a description of the instrument (if any) by which the charge is created or evidenced

Instrument description

**"Continuing Receivables"** means (a) the intercompany receivables listed in schedule 3 (Continuing Receivables) of the Deed of Release and (b) any further intercompany receivables required to be or remain subject to the Transaction Security after a Qualifying IPO by paragraph (a)(iii)(D) of clause 27.40 (Transaction Security following a Qualifying IPO) of the Senior Facilities Agreement (as defined in the Debenture) and (c) all and any rights, title, benefits, claims and other interests related thereto and proceeds of such receivables and any books and records pertaining thereto;

**"Continuing Share Rights"** means Share Rights relating to or attributable to the Continuing Shares;

**"Continuing Shares"** means (a) the shares in the entities listed in schedule 4 (Continuing Share Security) of the Deed of Release and (b) the shares in any company or entity as described in (or whose shares are required to be subject to Qualifying IPO Share Security by) paragraph (a)(i)(I) of clause 27.40 (Transaction Security following a Qualifying IPO) of the Senior Facilities Agreement (as defined in the Debenture);

**"Debenture"** means the debenture dated 25 April 2014 between, amongst others, the Parent and the Security Agent;

**"Deed of Release"** means the deed of release dated 29 May 2014 between the Parent and the Security Agent;

**"Released Assets"** means all the assets and undertakings of the Companies which are subject to Security created by the Security Documents other than the Continuing Assets;

**"Security"** means a mortgage, charge, pledge, lien, security assignment, security transfer of title or other security interest having a similar effect;

see continuation page.

## MR05 - continuation page

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A4

### Short particulars of the property or undertaking charged

Please give the short particulars of the property or undertaking charged

Short particulars

**"Security Documents"** means the English law Security Accession Deed to the Debenture dated 23 May 2014 pursuant to which the following Companies acceded to the Debenture:

- a) Saga Leisure Limited;
- b) Saga Group Limited,
- c) Saga Services Limited;
- d) Saga Holdings Limited;
- e) Saga 200 Limited;
- f) Saga 300 Limited;
- g) Saga 400 Limited;
- h) Saga 500 Limited;
- i) Saga Publishing Limited;
- j) MetroMail Limited;
- k) Direct Choice Insurance Services Limited; and
- l) Premium Funding Limited;

**"Share Rights"** means, in relation to any shares, all dividends, distributions and other income paid or payable on such shares and all stocks, shares, securities (and the dividends or interest thereon), rights, money, allotments, title, benefits or property accruing or offered at any time by way of redemption, bonus, preference, option rights, claims or other interests or otherwise to or in respect of such shares or in substitution, conversion or exchange for any of those shares and the voting rights attaching to such shares and all proceeds of sale, redemption and disposal of such shares and including, without limitation, any books and records pertaining thereto;

see continuation page





## MR05 - continuation page

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**C2**

### Description of assets or property ①

Please give a brief description of assets or property released from the charge  
and/or a brief description of any property that has ceased to form part of the  
company's property or undertaking

① This section must be completed  
where part of the property or  
undertaking has been released  
from the charge or no longer forms  
part of the company's property or  
undertaking

Description of assets  
or property

#### **Schedule 3 (Continuing Receivables) of the Deed of Release**

1. All and any monies and/or intercompany receivables  
owing to Saga plc by members of the Group.
2. All and any monies and/or intercompany receivables  
owing to Saga Mid Co Limited by members of the  
Group
3. All and any monies and/or intercompany receivables  
owing to Saga Leisure Limited by members of the  
Group
4. All and any monies and/or intercompany receivables  
owing to Saga Group Limited by members of the  
Group.

#### **Schedule 4 (Continuing Share Security) of the Deed of Release (Companies whose shares remain subject to the Transaction Security)**

- 1 Saga Mid Co Limited.
2. Saga Holdings Limited.
3. Saga Leisure Limited.
4. Saga Group Limited.
- 5 Saga Services Limited.
6. Allied Healthcare International LLC.
7. Nestor Healthcare Group Limited.
8. Acromas Insurance Company Limited.

