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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

Name of company

112

1808597

* Insert full name
of company

* HALCYON FINANCE LIMITED (the "Depositor")

Date of creation of the charge

27th November, 1995

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

Deed of Charge (the "Deed") dated 27th November 1995 between (1) the Depositor of North West House, 119 Marylebone Road, London NW1 5PX and (2) the Company and (3) the Bank.

Amount secured by the mortgage or charge

- (1) all amounts which are or may become payable (in respect of principal, interest or otherwise howsoever) by TF to the Company or the Bank under the Option Agreement or by the Issuer to the Company or the Bank respect of the Stock or pursuant to the Option Guarantee;
- (2) all costs, charges and expenses which may be or become due under the Deed or any instrument which may be executed pursuant hereto.

A - - -
E - - Triptych Finance A.G. to the chargees under the Option Agreement of even date or from Kingfisher plc in respect of the Stock (a.d.d.) or pursuant to the Option Guarantee

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

(1) RANGELOW, 72 London Wall, London (the "Company")

(Please see continuation sheet 1)

Postcode

EC2M 5NH

Presentor's name address and
reference (if any);

Slaughter and May,
35 Basinghall Street,
London EC2V 5DB.

TAK/TWB

Time critical reference

For official use
Mortgage Section

Post room



KLO *KPF2QGYU* 386
COMPANIES HOUSE 01/12/95

Short particulars of all the property mortgaged or charged

The Deposit and all accrued but unpaid interest.

(Please see continuation sheet 1)

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Particulars as to commission allowance or discount (note 3)

Signed Slougher and May Date 1st December 1995

On behalf of [company] [mortgagee/chargee]†

† delete as
appropriate

- 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.

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Names and addresses of the persons entitled to the charge (continued)

Please complete
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bold block lettering

- (2) DEUTSCHE BANK DE BARY N.V.,
P.O. Box 268, 1000 AG,
Amsterdam, Herengracht 450-454,
1017 CA Amsterdam (the "Bank"). ✓

Capitalised terms contained in this Form 395 (unless otherwise defined) shall have the following meanings:-

Please complete
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1. "Deposit" means a debt represented by the Deposit as defined in the Deposit Agreement;
2. "Deposit Agreement" means the deposit agreement of 27th November 1995 between the Depositor and the Bank (as amended from time to time);
3. "Issuer" means Kingfisher plc of North West House, 119 Marylebone Road, London, NW1 5PX;
4. "Option Agreement" means the amended and restated option agreement of 27th November 1995 entered into between TF and the Company (as amended from time to time);
5. "Option Guarantee" means the amended and restated guarantee of 27th November 1995 given by the Issuer to the Company in respect of TF's obligations under the Option Agreement (as amended from time to time);
6. "Stock" means the £225,673,867 nominal amount zero coupon loan stock 2003 of the Issuer;
7. "TF" means Triptych Finance A.G. of Baarerstrasse 10, 6300 Zug.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
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bold block lettering

Company Number

1808597

Name of Company

HALCYON FINANCE

* delete if
inappropriate

Limited*

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

Amount due or owing on the charge (continued)

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01808597

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 27th NOVEMBER 1995 AND CREATED BY HALCYON FINANCE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM TRIPTYCH FINANCE A.G. TO RANGELOW AND DEUTSCHE BANK DE BARY N.V. UNDER THE OPTION AGREEMENT OF EVEN DATE OR FROM KINGFISHER plc IN RESPECT OF THE STOCK (AS DEFINED THEREIN) OR PURSUANT TO THE OPTION GUARANTEE OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st DECEMBER 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th DECEMBER 1995.

N. S. [Signature]
N. S. [Signature]

for the Registrar of Companies

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C O M P A N I E S H O U S E

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