

MG01

Particulars of a mortgage or charge

COMPANIES HOUSE

FEES PAID

EDINBURGH

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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 a Scottish company. To do this, please use form MG01s

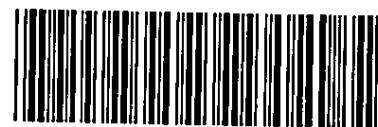
For further information, please

refer to our guidance at

www.companieshouse.gov.uk

1	Company details	<div>For official use</div> <div>Filing in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *</div>
Company number	0 2 4 9 5 6 4 5	
Company name in full	Poundland Limited (the "Chargor")	
2	Date of creation of charge	
Date of creation	3 0 10 20 10	
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 dated 24 October 2010	
4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	The payment, discharge and performance of all the Secured Obligations. Any capitalised terms not defined herein are defined in the MG01(C1) continuation page.	<div>Continuation page Please use a continuation page if you need to enter more details</div>

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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 detailsName Lloyds TSB Bank plc as agent and trustee (the "Security Agent")Address 25 Gresham StreetLondonPostcode E C 2 V 7 H NName 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

ALL and WHOLE the tenant's interest under the Lease between Neale House Properties (Clyde) Limited and John Menzies (Holdings) Limited dated 7 and 19 September 1978 (as subsequently varied) of ALL and WHOLE the subjects known generally as 11 Sylvania Way, Clydebank G81 2RR being the interest registered in the Land Register of Scotland under Title Number DMB63442 (the "Security Subjects")

MG01 - continuation page

Particulars of a mortgage or charge

4

Amount secured

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

Amount secured

DEFINITIONS

"Arrangers" means the financial institutions named on the signing pages as Arrangers in the Intercreditor Agreement

"Company" means Poundland Holdings Limited, a company incorporated in England and Wales with registration number 4386329

"Creditors" means the Senior Lenders, the Hedge Counterparties, the Intra-Group Lenders and any Subordinated Debt Providers as defined in the Intercreditor Agreement

"Debt Document" means each of the Intercreditor Agreement, the Hedging Agreements, the Finance Documents, the Security Documents, the Subordinated Debt Documents, any agreement evidencing the terms of the Structural Intra-Group Loans, the Subordinated Debt Liabilities or the Intra-Group Liabilities and any other document designated as such by the Security Agent and the Parent, all as defined in the Intercreditor Agreement

"Debtor" means each Original Debtor and any person which becomes a Party as a Debtor in accordance with the terms of Clause 16 (Changes to the Parties) of the Intercreditor Agreement

"Delegate" means any delegate, agent, attorney or co-trustee appointed by the Security Agent

"Group" means means the Parent and its Subsidiaries from time to time

"Facility Agent" means Lloyds TSB Bank plc, acting in its capacity as facility agent

"Facilities Agreement" means the facilities agreement dated on or about the date of the Intercreditor Agreement made between, among others, the Parent, the Company, the Senior Lenders, the Facility Agent and the Security Agent

"Finance Documents" means the Facilities Agreement, each Compliance Certificate, each Transaction Security Document, the Intercreditor Agreement, each Hedging Agreement, each Ancillary Document, each Accession Agreement, each Transfer Certificate, each Assignment Agreement, each Novation Certificate, the Fees Letters, the Turnover Letter, each Resignation Letter, each Selection Notice, each Increase Confirmation, each Utilisation Request, each Notifiable Debt Purchase Transaction Notice and any other document designated as a Finance Document by the Parent and the Facility Agent, all terms as defined in the Facilities Agreement

"Intercreditor Agreement" means the agreement dated 11 August 2010 between, amongst others, Poundland Retail Limited as the Parent, Poundland Retail Limited and Poundland Holdings Limited as the Original Debtors (as defined therein), the Original Lenders (as defined therein), the Arrangers (as defined therein) and Lloyds TSB Bank plc in its capacity as Facility Agent (as defined therein) and Security Agent in connection with, amongst other things, the Facilities Agreement (as defined therein)

"Liabilities" means all present and future liabilities and obligations at any time of any member of the Group to any Creditor under the Debt Documents, both actual and contingent and whether incurred solely or jointly or in any other capacity together with any of the following matters relating to or arising in respect of those liabilities and obligations under the Debt Documents (a) any refinancing, novation, deferral or extension, (b) any claim for breach of representation, warranty or undertaking or on an event of default or under any indemnity given under or in connection with any document or agreement evidencing or constituting any other liability or obligation falling within this definition, (c) any claim for damages or restitution, and (d) any claim as a result of any recovery by any Debtor of a Payment on the grounds of preference or otherwise, and any amounts which would be included in any of the above but for any discharge, non provability, unenforceability or non-allowance of those amounts in any insolvency or other proceedings, all terms as defined in the Intercreditor Agreement

"Parent" means Poundland Retail Limited, a company incorporated in England and Wales with registration number 07115540

"Receiver" means a receiver or receiver and manager or administrative receiver of the whole or any part of the Charged Property, as defined in the Intercreditor Agreement

"Secured Obligations" means all the Liabilities and all other present and future obligations (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) at any time due, owing or incurred by any member of the Group (including the Chargor) to any Secured Party under the Finance Documents, both actual and contingent and whether incurred solely or jointly and as principal or surety or in any other capacity

"Secured Party" means the Security Agent, any Receiver or Delegate, the Facility Agent, the Arrangers and the Senior Creditors from time to time but, in the case of the Facility Agent, the Arranger or any Senior Creditor, only if it is a party to the Intercreditor Agreement or (in the case of the Facility Agent or a Senior Creditor) has acceded to the Intercreditor Agreement, in the appropriate capacity, pursuant to Clause 16.9 (Creditor/Agent Accession Undertaking) of the Intercreditor Agreement, and all terms as defined in the Intercreditor Agreement

"Senior Creditors" means the Senior Lenders and the Hedge Counterparties as defined in the Intercreditor Agreement

"Subsidiary" means a subsidiary and a subsidiary undertaking as defined in sections 1159 and 1162 of the Companies Act 2006 respectively

MG01 - continuation page
Particulars of a mortgage or charge

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

MG01

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

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 866)

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 870). 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  X

Partner, for Tods Murray LLP

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 Thomas Murdock

Company name Tods Murray LLP

Address Edinburgh Quay

133 Fountainbridge

Post town Edinburgh

County/Region Midlothian

Postcode E H 3 9 A G

Country Scotland

DX DX ED58 Edinburgh

Telephone 0131 656 2000



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 charge
for a company registered
in Scotland

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1 Company details		For official use
Company number	0 2 4 9 5 6 4 5	→ Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	Poundland Limited (the "Chargor")	
2 Date charge presented		
Date of, and parties to, the charge	<p>It is hereby certified that the charge ①</p> <p>Being a standard security in favour of Lloyds TSB Bank plc (the "Security Agent") over ALL and WHOLE the subjects known generally as 11 Sylvania Way, Clydebank, G81 2RR, under Title Number DMB63442</p> <p>was presented for registration on</p> <p>d3 d0 m0 m9 y2 y0 y1 y0</p>	
Jurisdiction	<p>in ②</p> <p><input checked="" type="checkbox"/> Scotland <input type="checkbox"/> England and Wales <input type="checkbox"/> Northern Ireland</p>	
3 Signature		
Please sign the form here		
Signature	<p>Signature <i>R Murray</i></p> <p>✗ Partner, for Tods Murray LLP ✗</p>	
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 Thomas Murdock

Company name Tods Murray LLP

Address Edinburgh Quay

133 Fountainbridge

Post town Edinburgh

County/Region Midlothian

Postcode

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Country Scotland

DX DX ED58 Edinburgh

Telephone 0131 656 2000



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:
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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 NR 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. 2495645

CHARGE NO. 14

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 30
SEPTEMBER 2010 AND CREATED BY POUNDLAND LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
ANY MEMBER OF THE GROUP (INCLUDING THE COMPANY)
TO ANY SECURED 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 8 OCTOBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 OCTOBER
2010

2 X



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES