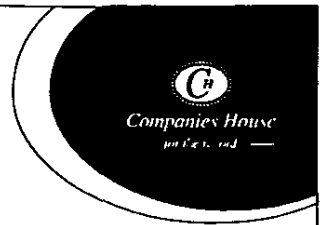


# MG01

## Particulars of a mortgage or charge

630941/117



A fee is payable with this form

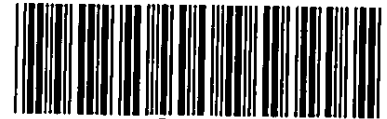
We will not accept this form unless you send the correct fee

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 reg  
particulars of a charge for a Scc  
company To do this, please use  
form MG01s

TUESDAY



\*LO35UKA5\*

LD6

25/05/2010

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COMPANIES HOUSE

### 1 Company details

Company number 0 2 7 3 1 6 9 1

Company name in full CHG Overseas Limited

For official use  
6  
→ **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 d 0 4 m 0 5 y 2 0 y 1 0

### 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 Unit Pledge Agreement

### 4 Amount secured

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

Amount secured All obligations and liabilities, at the date of the Unit Pledge Agreement  
dated 4 May 2010 or at any later time or times, due, owing or incurred  
to the Secured Parties under or by virtue of the 2007 Note Agreement  
and the 2007 Senior Notes Instruments (including without limitation,  
under any amendment, supplements or restatements of the 2007  
Note Agreement and the 2007 Senior Notes instruments or in relation  
to any new or increased advances or utilisations)

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

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Particulars of a mortgage or charge

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**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 Bank of Scotland PLC (as 2007 Note Trustee)

Address The Mound, Edinburgh

Postcode E H 1 1 Y Z

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

The Units and the Related Assets owned by the Company

The 2007 Note Trustee acknowledges and accepts that the Company grants, under a separate Facility Pledge Agreement and a 2009 Note Pledge Agreement, pledges over the Security Assets, in favour of the Facility Trustee and of the 2009 Note Trustee. The 2007 Note Trustee also acknowledges that any representations, warranties, covenants etc made by the Company under the Unit Pledge Agreement are made with regard to any other security interest, except the pledges created under the Facility Pledge Agreement and the 2009 Note Pledge Agreement.

The Company, the 2007 Note Trustee and Chemring Luxembourg Finance expressly acknowledge that the pledges contained in the Unit Pledge Agreement shall rank pari passu with the Facility Pledge and the 2009 Note Pledge.

(Con't on Continuation page)

# 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	<p>Definitions</p> <p>"CLF" means Chemring Luxembourg Finance,</p> <p>"Facility Pledge Agreement" means a pledge agreement between the Company, the Facility Trustee and CLF,</p> <p>"2009 Note Pledge Agreement" means a pledge agreement between the Company, the 2009 Note Trustee and CLF,</p> <p>"2007 Note Trustee", "2009 Note Trustee", "Pledgee" or "Facility Trustee" means Bank of Scotland Plc,</p> <p>"Related Assets" mean the Company's right, title and interest in all rights, proceeds moneys or property (including dividends, interest or income thereon or there from) accruing or acquired at any time and from time to time by way of redemption, purchase, bonus, preference, option, exchange, merger, consolidation, division, or otherwise to or in respect of or derived from all or any of the Units or any derivatives thereof, including the proceeds of any sale of any of the Units, whether now owned by the Company or hereafter acquired and whether now existing or hereafter coming into existence,</p> <p>"Security Assets" mean the Company's right title and interest in, to and under the Units and the Related Assets,</p> <p>"Secured Parties" means the 2007 Note Trustee and the Noteholders,</p> <p>"Units" mean all the units ("parts sociales") in the share capital of the Chemring Luxembourg Finance ("CLF") held by the Company at any time, including but not limited to the 3,505,594 (three million five hundred five thousand five hundred ninety-four) units held by the Company as of the date hereof representing all the issued, fully paid-up and subscribed share capital of the CLF, and (ii) any unit of the CLF which shall be held by the Company from time to time, whether by way of purchase, preference, option, exchange, merger, consolidation, division, issue of stock dividend, subscription for cash or otherwise (the "Future Units"), in which case such Future Units shall immediately be subject to the security interest created under the Pledge Agreement, and</p> <p>"2007 Note Agreement" means a note purchase agreement dated 12 November 2007 made among others between the 2007 Note Trustee as security trustee for the Noteholders ("Security Trustee") and the purchasers (as defined therein) and Chemring Group Plc (the Pledgor's ultimate holding company) (the "2007 Note Agreement"), pursuant to which Chemring Group Plc authorised the issue and sale of US \$125,000,000 aggregate principal amount of 6 28% senior secured notes due November 2017 and US \$12,500,000 aggregate principal amount of 6 81% senior secured notes due November 2017 (together the "2007 Notes") to the purchasers on the terms and conditions of the Note Purchase Agreement and the instruments constituting the Senior Notes (the "2007 Senior Notes Instruments")</p>	

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Particulars of a mortgage or charge

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**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

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**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)

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**Signature**

Please sign the form here

Signature

Signature

X *Blake Lapham*

X

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 **Claire Wheatley**

Company name **Blake Laphorn**

**Watchmaker Court**

Address **33 St John's Lane**

Post town **London**

County/Region

Postcode **E C 1 M 4 D B**

Country

DX **53323 Clerkenwell**

Telephone **020 7405 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS  
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. 2731691  
CHARGE NO. 6**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT AN UNIT PLEDGE AGREEMENT  
DATED 4 MAY 2010 AND CREATED BY CHG OVERSEAS LTD  
FOR SECURING ALL MONIES DUE OR TO BECOME DUE TO THE  
SECURED PARTIES 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 25 MAY 2010**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 28 MAY 2010**

*DT  
JL*



*Companies House*  
— for the record —



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**