

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 re-
particulars of a charge for a Sc
company To do this, please use
form MG01s

TUESDAY



LD6 *LO360KAC* 25/05/2010 10
COMPANIES HOUSE

1	Company details	for official use 8
Company number	0 2 7 3 1 6 9 1	→ 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	CHG Overseas Limited	

2	Date of creation of charge
Date of creation	d 0 d 4 m 0 m 5 y 2 y 0 y 1 y 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	Continuation page Please use a continuation page if you need to enter more details.
Amount secured	Please give us details of the amount secured by the mortgage or charge 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)	

MG01

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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

Name	Bank of Scotland PLC (as 2007 Note Trustee)
Address	The Mound, Edinburgh
Postcode	E H 1 1 Y Z
Name	
Address	
Postcode	

Continuation page

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

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

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 Security 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 Holding ("CLH") expressly acknowledge that the pledges set out in the Unit Pledge Agreement shall rank pari passu with the Facility Pledge and the 2009 Note Pledge.

(Con't on continuation page)

Continuation page

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

MG01 - continuation page

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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>"CLH" means Chemring Luxembourg Holding, a company incorporated in Luxembourg,</p> <p>"Facility Pledge Agreement" means a pledge agreement between CHG Overseas Limited as Company, the 2009 Note Trustee as Security Trustee and Chemring Luxembourg Holding,</p> <p>"2009 Note Pledge Agreement" means a pledge agreement between the Company, the 2009 Note Trustee and CLH,</p> <p>"2007 Note Trustee", "2009 Note Trustee", "Pledgee" and "Facility Trustee" means Bank of Scotland Plc,</p> <p>"2009 Note Pledge Agreement" means a pledge agreement between between the Company, the 2009 Note Trustee and the Company,</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 Holding ("CLH") held by the Company at any time, including but not limited to the 1,042,411 (one million forty-two thousand four hundred eleven) units held by the Company as of the date hereof representing all the issued, fully paid-up and subscribed share capital of the CLH, and (ii) any unit of CLH 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>"2009 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 Company'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>	

MG01

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<div data-bbox="98 331 148 376">7</div> <div data-bbox="98 712 331 768">Commission allowance or discount</div>	<div data-bbox="331 331 1094 376">Particulars as to commission, allowance or discount (if any)</div> <div data-bbox="339 387 1121 483"> <p>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</p> </div> <div data-bbox="339 499 1018 618"> <ul style="list-style-type: none"> - subscribing or agreeing to subscribe, whether absolutely or conditionally, or - procuring or agreeing to procure subscriptions, whether absolute or conditional, </div> <div data-bbox="339 633 1121 701"> <p>for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered</p> </div>	
<div data-bbox="98 1193 148 1238">8</div>	<div data-bbox="331 1193 624 1238">Delivery of instrument</div> <div data-bbox="339 1261 1121 1469"> <p>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)</p> </div> <div data-bbox="339 1485 1121 1664"> <p>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)</p> </div>	
<div data-bbox="98 1720 148 1765">9</div> <div data-bbox="98 1832 201 1865">Signature</div>	<div data-bbox="331 1720 456 1765">Signature</div> <div data-bbox="339 1776 592 1809">Please sign the form here</div> <div data-bbox="339 1832 1121 1966"> <div data-bbox="339 1832 403 1854">Signature</div> <div data-bbox="339 1865 770 1910">X Blake Lapham</div> <div data-bbox="1090 1865 1121 1910">X</div> </div> <div data-bbox="339 1977 1070 2045"> <p>This form must be signed by a person with an interest in the registration of the charge</p> </div>	

MG01

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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 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
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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 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



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. 8**

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
Jf



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES