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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

092416/26

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

[] [] [] [] [] [] [] [] [] []

2909098

Name of company

* The National Botanic Garden of Wales (the "Company")

Date of creation of the charge

22 January 2009

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

Charge over Deposit with the Bank (the "Charge")

Amount secured by the mortgage or charge

The Company has covenanted that it will on demand discharge all the Company's liabilities to The Royal Bank of Scotland plc (the "Bank") of any kind and in any currency (including a letter of credit agreement dated 22 January 2009 between the Company and the Bank) (whether present, future, actual or contingent and whether incurred alone or jointly with another) together with:

- (i) the Bank's charges;
- (ii) the Bank's commission;
- (iii) interest at the rate(s) charged to the Company by the Bank from time to time; and
- (iv) all expenses (on a full indemnity basis) incurred by the Bank at any time in connection with the Deposit or the Company's liabilities to the Bank or in taking or perfecting the Charge or in preserving, defending or enforcing the security created by or pursuant to the Charge or in exercising any power under the Charge or otherwise with interest from the date they are incurred.

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

The Royal Bank of Scotland plc, 36 St Andrew Square, Edinburgh (the 'Bank')

Postcode EH2 2YB

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

Burges Salmon LLP
Narrow Quay House
Narrow Quay
Bristol
BS1 4AH
34511.3

Time critical reference

Jacob Preisner (0117 307 6876)

For official Use (02/00)
Mortgage Section

Post room

FRIDAY



A58

30/01/2009
COMPANIES HOUSE

148

Short particulars of all the property mortgaged or charged

The Company as absolute owner with full title guarantee has charged to the Bank by way of fixed charge as a continuing security for the discharge of the Company's obligations the deposit initially of a minimum amount of £9,656,794.53 credited to account number: 10154318, sort code: 16-15-21 in the name of the Company with the Bank (the "Account") and any addition to that deposit and any deposit or account from time to time of any other currency description or designation which derives in whole or in part from such deposit or Account (including any monies credited to the linked treasury deposit account) and including any interest accrued on such deposit (the "Deposit").

Note 1

Despite any term to the contrary in relation to any deposit or credit balance on any account of the Company with the Bank (including the Deposit) that deposit or balance will not be capable of being assigned, dealt with mortgaged or charged (other than an assignment, mortgage or charge in favour of the Bank);

Note 2

On the Bank's request, the Company will execute any deed or document, or take any other action required by the Bank, to complete or perfect the Charge of the Deposit to the Bank.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Benjamin Salmon LLP

Date 28 January 2009

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [chargee] †

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

- 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.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 2909098
CHARGE NO. 11**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER DEPOSIT DATED
22 JANUARY 2009 AND CREATED BY THE NATIONAL BOTANIC
GARDEN OF WALES FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO ROYAL BANK OF
SCOTLAND PLC UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 30 JANUARY
2009**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 3 FEBRUARY
2009**



Companies House
— for the record —



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