

# MG01

## Particulars of a mortgage or charge



024175/13

**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 on a company. To do this use form MG01s

WEDNESDAY



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12/09/2012

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COMPANIES HOUSE

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### Company details

Company number 03109613

Company name in full THE TEG GROUP PLC

9

**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 d3 d1 m0 m8 y2 y0 y1 y2

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 Second Ranking Charge over Securities (the "Charge")

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### Amount secured

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

Amount secured All present and future obligations and liabilities of the Borrower, TEG Biogas (London) Limited, (whether actual or contingent and whether owed jointly or severally or in any other capacity whatever) which are, or are expressed to be, or may become, due, owing or payable to the Security Trustee (whether for its own account or as agent or trustee for the Secured Parties) or to any of the other Secured Parties under or in connection with any of the Subordinated Finance Documents, together with all costs, charges, losses, liabilities, expenses and other sums and any taxes thereon incurred by the Security Trustee or any Secured Party which are, or are expressed to be, or may become due, owing or payable by the Chargors under or in connection with any Subordinated Finance Document

**Continuation page**

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

**MG01**

## 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 details

Name FORESIGHT FUND MANAGERS LIMITED

Address ECA COURT, 24-28 SOUTH PARK, SEVENOAKS, KENT

Postcode T N 1 3 1 D U

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

## Pusuant to Clause 3 1 of the Charge

the Chargor with full title guarantee as a second ranking fixed charge hereby charges to the Security Trustee (for the benefit of and as trustee for itself and each of the other Secured Parties), the Securities and their proceeds of sale as continuing security for the payment and discharge of the Secured Obligations, where "Securities" are defined as

- (a) the 120,265,000 B Shares of £0 000000118577 each held by the Chargor,
- (b) any further securities substituted or added from time to time pursuant to the provisions of the Charge,
- (c) any additional shares in the issued share capital of the Borrower in the future legally or beneficially owned by any Chargor,
- (d) any Securities Rights relating to the Charged Shares,
- (e) any proceeds, money, dividends, interest and other distributions, return of capital, marketable securities, accretions rights, benefits, or other property whatsoever now or in the future declared, payable or otherwise distributable in respect of the Charged Shares or the Securities Rights, whether by reason of a payment of a dividend, the making of a distribution of any kind, a rights issue, allotment, offer, conversion, exchange, substitution, consolidation, sub-division, redemption, pre-emption, sale, option, bonus, capitalisation, warrant, cancellation, re-classification, reconstruction, amalgamation, winding up or otherwise, in each case relating to the Charged Shares

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## 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

None

### 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 870).

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 866). 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 S. G. H Martineau LLP (JVC) X

This form must be signed by a person with an interest in the registration of the charge

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## 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 John Chandler

Company name SGH Martineau LLP

Address 1 America Square

Crosswall

Post town London

County/Region

Postcode E C 3 N 2 S G

Country

DX 700 London City

Telephone 0207 264 4444



### 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.**

- ☒ [x] The company name and number match the information held on the public Register
- ☒ [x] You have included the original deed with this form
- ☒ [x] You have entered the date the charge was created
- ☒ [x] You have supplied the description of the instrument
- ☒ [x] You have given details of the amount secured by the mortgagee or chargee
- ☒ [x] You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ [x] You have entered the short particulars of all the property mortgaged or charged
- ☒ [x] You have signed the form
- ☒ [x] 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](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)**

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## 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>Notes</p> <p><b>(1) Pursuant to Clause 2.1(b) of the Charge:</b></p> <p>Notwithstanding anything express or implied to the contrary in the Charge, the amount recoverable from any Chargor under and/or pursuant to the covenant in Clause 2 1(a) and any other provision of this Deed shall (to the extent permitted by law) be limited to the amount realised from the sale of the Securities charged by it under this Deed and for the avoidance of doubt no Chargor shall be required to make any payment hereunder pending such realisation</p> <p><b>(2) Pursuant to Clause 3.3 of the Charge:</b></p> <p>Until the Senior Discharge Date, all and any Security created by the Charge is fully subordinated to all and any Security created over the Securities under the Senior Finance Documents The Security created by the Charge shall rank in priority to all other Security created by each Chargor over the Securities other than (until the Senior Discharge Date) that created under the Senior Finance Documents</p> <p><b>(3) Pursuant to Clause 6.1(a) of the Charge:</b></p> <p>The Chargor hereby undertakes with the Security Trustee for itself and for the benefit of each of the other Secured Parties that during the continuance of this security, the Chargor will</p> <p>(a) <u>Negative covenants</u></p> <p>Not, other than as expressly permitted under the Intercreditor Agreement until the Senior Discharge Date and thereafter as permitted under the Investment Agreement</p> <ul style="list-style-type: none"> <li>(i) create or permit to subsist any Security over any of the Securities,</li> <li>(ii) enter into a single transaction or a series of transactions (whether related or not) and whether voluntary or involuntary to sell, transfer, assign, lease, licence, grant an option over or otherwise dispose of any interest in any of the Securities,</li> <li>(iii) permit any person other than it or the Security Trustee (or the nominees or agent of the Security Trustee) to be registered as the holder of the Securities or any part thereof, or</li> <li>(iv) do or cause or permit to be done anything which may in any way depreciate, jeopardise or otherwise prejudice the interest of the Security Trustee in, or the value to the Security Trustee of the Securities</li> </ul> <p>(b) <u>Liabilities</u></p> <ul style="list-style-type: none"> <li>(i) Ensure that there are no monies or liabilities outstanding in respect of any of the Securities, and</li> <li>(ii) Punctually pay all calls, subscription monies and other monies payable on or in respect of any of the Securities</li> </ul> <p><b>(4) All terms are as defined in the Charge.</b></p>	

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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

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## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

**Pursuant to section 869(5) & (6) of the Companies Act 2006**

COMPANY NO. 3109613  
CHARGE NO. 9

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A SECOND RANKING CHARGE OVER  
SECURITIES DATED 31 AUGUST 2012 AND CREATED BY THE  
TEG GROUP PLC FOR SECURING ALL MONIES DUE OR TO  
BECOME DUE FROM THE BORROWER, TEG BIOGAS (LONDON)  
LIMITED TO FORESIGHT FUND MANAGERS LIMITED OR TO  
ANY OF THE OTHER SECURED PARTIES ON ANY ACCOUNT  
WHATSOEVER AND ALL MONIES DUE OR TO BECOME DUE  
FROM THE CHARGORS TO FORESIGHT FUND MANAGERS  
LIMITED OR ANY SECURED PARTY 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 12  
SEPTEMBER 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14 SEPTEMBER  
2012

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*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES