

MG02

Statement of satisfaction in full or in part of mortgage or charge



☒ **What this form is for**
You may use this form to register a
statement of satisfaction in full or in
part of a mortgage or charge

☐ **What this form is NOT for**
You cannot use this form to
a statement of satisfaction
or in part of a fixed charge
company registered in Scotland.
do this, please use form M

WEDNESDAY



1 Company details

Company number 0 3 2 8 8 1 1 6
Company name in full Soho House Limited (the "Chargor")

COMPANIES HOUSE

→ **Filling in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Creation of charge

Date charge created d0 d1 m0 m4 y2 y0 y1 y0
Description ① Charge Over Shares (the "Charge")
Date of registration ② d0 d7 m0 m4 y2 y0 y1 y0

- ① You should give a description of
the instrument (if any) creating or
evidencing the charge,
e.g. 'Legal charge'
- ② The date of registration may be
confirmed from the certificate

3 Name and address of chargee(s), or trustee(s) for the debenture holders

Please give the name and address of the chargee(s), or trustee(s) for the
debenture holders

Name Bank of Scotland PLC ("BoS")
Address The Mound
Edinburgh
Postcode EH 1 1 YZ

Name
Address
Postcode

Name
Address
Postcode

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

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4

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

Please see the continuation sheet attached

5

Satisfaction of the debt

I confirm that the debt for which the charge described above was given has been paid or satisfied ①

☒ In full

☐ In part

① Please tick one box only

6

Signature

Please sign the form here

Signature

Signature

X

Adhurst UP

X

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

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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. The contact information you give will be visible to searchers of the public record.

Contact name **Anne Chitan**Company name **OLSWANG LLP**Address **90 High Holborn**

Post town

County/Region **London**

Postcode

W**C****1****V****6****X****X**

Country

DX **37972 Kingsway**Telephone **020 7067 3000****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 completed the charge details in Section 2
- ☒ You have completed the name and address of the chargee, or trustee for the debenture holders
- ☒ You have completed the short particulars of the property mortgaged or charged
- ☒ You have confirmed whether the charge is to be satisfied in full or in part
- ☒ You have signed the form

**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.
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

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4	Short particulars of all the property mortgaged or charged
	Please give the short particulars of the property mortgaged or charged
Short particulars	<p>the Chargor, with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities, charged under the Charge in favour of BoS by way of first fixed charge -</p> <ul style="list-style-type: none"> (a) its entire right, title and interest in and to the Shares, (b) all rights, money or property of a capital nature at any time accruing on, or payable or receivable in respect of, any of the Shares whether by way of bonus, consolidation, conversion, exchange, option preference, return of capital or otherwise, and (c) all rights, money or property of an income nature, whether by way of dividend, distribution, interest or otherwise <p>In this Form MG02, the following terms have the following meanings</p> <p>"Capex Facility" means the committed capital expenditure facility of up to £50,000,000 made available under the Facility Letter,</p> <p>"Company" means Soho House Properties Limited (Company Number 07181524),</p> <p>"Facilities" means the Term Loan and Capex Facilities of up to £127,500,000,</p> <p>"Facility Letter" means the facility letter dated 16 January 2008 by BoS to , amongst others, the Parent in relation to the Facilities (as such letter is amended, varied, supplemented, novated or replaced from time to time),</p> <p>"Group" means the Parent and each of its Subsidiaries from time to time which is not dormant including, for the avoidance of doubt, on first drawdown of the Facilities, the Target Group and "Group Company" and "Group Companies" are construed accordingly,</p> <p>"Original Shares" means the one ordinary share of £1 value in the Company,</p> <p>"Parent" means SHG Acquisition (UK) Limited (Company Number 06395943) having its registered office at 26-28 Conway Street, London W1T 6BQ,</p> <p>"Shares" means the Original Shares together with all other shares in the capital of the Company held from time to time by the Chargor,</p> <p>"Secured Liabilities" means all or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by any Group Company, whether actually or contingently, solely or jointly and whether as principal or surety (or guarantor or cautioner), including any money and liabilities of the Chargor to a third party which have been assigned or novated to or otherwise vested in BoS and including interest, discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur in respect of any of those matters or for keeping the Chargor's account, and so that interest shall be computed and compounded according to the usual BoS rates and practice (or as otherwise agreed in writing) after as well as before any demand made or decree obtained under or in</p>

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Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

relation to the charge,

"Subsidiary" means, in respect of any company, person or entity, any company, person or entity directly or indirectly controlled by such company, person or entity (including any Subsidiary acquired after the date of the Facility Letter) and **"Subsidiaries"** shall mean all or any of them, as appropriate,

"Target" means Soho House Limited (Company Number 03288116), having its registered office at 72-74 Dean Street, London, W1D 3SG,

"Target Group" means the Target and each of its Subsidiaries from time to time which is not dormant and **"Target Group Company"** and **"Target Group Companies"** as construed accordingly, and

"Term Loan" means the term loan of up to £77,500,000 given under the Facility Letter and the amount of it outstanding at any time (as the context requires)