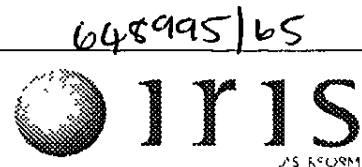


MG01

Particulars of a mortgage or charge



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 r
particulars of a charge for a s
company To do this, please
form MG01s

FRIDAY



A17 *A15B1ZMA* #3
23/03/2012
COMPANIES HOUSE

For official use

1 Company details

Company number 0 3 3 8 2 1 3 4

Company name in full Bezier Holdings Limited ("the Chargor")

→ **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 d1 d5 m0 m3 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 Debenture dated 15 March 2012 and made between the Chargor, Bezier Holdings Limited, Coutts Retail Communications Limited, HIG Europe - Magenta II Limited, Pointer Design and Manufacture Limited (each one a "Charging Company") and RBS Invoice Finance Limited ("RBSIF") (the "Debenture")

4 Amount secured

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

Amount secured

1 Charging Companies Obligations

Each Charging Company will pay to RBSIF on demand the
whole of the Obligations The **Obligations** are the
aggregate of each Charging Company's liabilities to RBSIF
(present, future, actual or contingent and whether
incurred alone or jointly with another).

**All definitions used in this form but not defined in this form
shall have the meaning set out in the Debenture**

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 RBS Invoice Finance Limited

Address Smith House PO Box 50, Elmwood Avenue

Feltham, Middlesex

Postcode T W I 3 7 Q D

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

See continuation sheet C3 attached.

MG01

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

Nil.

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 Wragge & Co LLP 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 **Neil Brandrick/2064324/PXF1**

Company name
Wragge & Co LLP

Address **55 Colmore Row**

Post town **Birmingham**

County/Region **West Midlands**

Postcode

B	3			2	A	S
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Country **United Kingdom**

DX **DX 13036 Birmingham 1**

Telephone **01212331000**



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,
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

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>1. Charge</p> <p>The Chargor, as a continuing security for its Obligations and with full title guarantee, gives to RBSIF</p> <p>1 1 a fixed charge over following property of the Chargor, owned now or in the future</p> <p>1 1 1 all Land vested in or charged to the Chargor, all fixtures and fittings attached to that Land and all rents receivable from any lease granted out of that Land</p> <p>References to Property include any part of it and references to Land are to any interest in heritable, freehold or leasehold land</p> <p>1 1 2 all plant and machinery, including any associated warranties and maintenance contracts</p> <p>1 1 3 all the goodwill of the Chargor's business</p> <p>1 1 4 any uncalled capital</p> <p>1 1 5 all stock, shares and other securities held by the Chargor at any time in any Subsidiary and all income and rights relating to those stocks, shares and securities</p> <p>A Subsidiary is an entity controlled, directly or indirectly, by the Chargor or by a Subsidiary of the Chargor "Control" means the ability to appoint or remove directors or exercise the majority of voting rights, alone or with the agreement of others</p> <p>1 1 6 all intellectual property, licences, claims, insurance policies, proceeds of any insurance and any other legal rights</p> <p>1 1 7 the benefit of any hedging arrangements, futures transactions or treasury instruments</p> <p>1 1 8 all Fixed Charge Debts and their Related Rights</p> <p>Fixed Charge Debts means all Debts which fail to vest in RBSIF under any Debt Purchase Agreement</p> <p>Related Rights and Debts have the meaning given to them under any Debt Purchase Agreement</p> <p>Debt Purchase Agreement means the Facility Agreement and any other debt purchase facility entered into between the Clients and RBSIF</p> <p>Facility Agreement means the receivables finance facility agreement entered into between the Clients and RBSIF dated 15 March 2012</p> <p>1 2 a floating charge over all the other property, assets and rights of the Chargor owned now or in the future which are not subject to an effective fixed charge under this deed or under any other security held by RBSIF</p> <p>2 Restrictions</p>	

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>The Chargor will not, without RBSIF's consent or except as not prohibited under the Facility Agreement</p> <p>2 1 permit or create any mortgage, standard security, charge or lien on the Property</p> <p>2 2 dispose of the Property charged by the fixed charges listed above</p> <p>2 3 dispose of the Property charged by floating charge listed above, other than in the ordinary course of business</p> <p>2 4 call on, or accept payment of, any uncalled capital</p> <p>2 5 grant, or accept a surrender of, any lease or licence of any of its Land or consent to a tenant assigning or sub-letting</p> <p>2 6 dispose of, part with or share possession or occupation of any of its Land</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3382134
CHARGE NO. 13**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 15 MARCH
2012 AND CREATED BY BEZIER HOLDINGS LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM
EACH CHARGING COMPANY TO RBS INVOICE FINANCE
LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 23 MARCH 2012**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30 MARCH 2012



Companies House
— for the record —



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

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