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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 £10 is payable to Companies House in respect  
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[112]

3826434

Name of company

\* Cater Barnard plc (the "Company").

Date of creation of the charge

2 January 2002

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

A mortgage of shares dated 2 January 2002 and made between the (1)  
Company and (2) Rowland Capital (C.I.) Limited (the "Share Mortgage").

Amount secured by the mortgage or charge

The actual, contingent, present and/or future obligations and  
liabilities of the Company to the Secured Party under or pursuant to the  
Financing Documents (as defined below) (the "Secured Obligations").

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

Rowland Capital (C.I.) Limited, a company incorporated under the laws of  
Guernsey having its registered office at Havilland Hall, Le Vauquiedor,  
St. Andrews, Guernsey (the "Secured Party").

Postcode

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

Please return  
via  
CH London Counter

Denton Wilde Sapte  
One Fleet Place  
London  
EC4M 7WS

RZS/20903.00134/5592627.01

Time critical reference

For official Use  
Mortgage Section

Post room



LD6  
COMPANIES HOUSE

0357  
08/01/02

Short particulars of all the property mortgaged or charged

The Company with full title guarantee charged in favour of the Secured Party by way of a first legal mortgage all Securities (as defined below) held or acquired by it and/or any nominee on its behalf and all the CREST Rights (as defined below) as continuing security for the payment of all the Secured Obligations.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

*Denton Wilde Sayle*

Date 7 January 2002

On behalf of [company] [mortgagee/chargee] †

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

Company Number

3826434

Name of company

Cater Barnard plc

## Notes

The Company agreed that it will not without the prior written consent of the Secured Party or except as provided in the Share Mortgage:

- (a) permit any person other than the Secured Party (or its nominee or agent) to be registered as holder of the Securities (as defined below) or any part thereof; or
- (b) create or purport to create or permit to subsist any mortgage, charge, lien or encumbrance on or over the Mortgaged Property (as defined below) or any part thereof or interest therein, other than (A) in favour of the Secured Party and (B) any floating charge over the Securities (as defined below) other than the Shares (as defined below) in favour of a CREST Settlement Bank which has arisen pursuant to the obligations of a CREST Participant under the rules and regulations of CREST; or
- (c) sell, transfer, grant any option over or otherwise dispose of the Mortgaged Property or any part thereof or interest therein or attempt or agree to do so; or
- (d) do or cause or permit to be done anything which may in any way depreciate, jeopardise or otherwise prejudice the value to the Secured Party of the Mortgaged Property.

Company Number

3826434

Name of company

Cater Barnard plc

## Definitions

**"Certificated Shares"** means those Shares which are not Uncertificated Shares;

**"Convertible Loan Note"** means the £750,000 convertible loan note dated on or about 2 January 2002 and issued by the Company;

**"CREST"** means the relevant system (within the meaning of the Uncertificated Securities Regulations 1995) operated by CRESTCo Limited;

**"CREST Participant"** means a system participant (within the meaning of the Uncertificated Securities Regulations 1995) in respect of CREST;

**"CREST Rights"** means all of the Company's rights whatsoever present and future in, against and to:

- (i) any CREST Participant;
- (ii) any account forming part of CREST; and
- (iii) any payment obligation (and the proceeds thereof) of any CREST Settlement Bank,

in each case arising in respect of or in connection with the Uncertificated Shares;

**"CREST Settlement Bank"** means a settlement bank (within the meaning of the Uncertificated Securities Regulations 1995) in respect of CREST;

**"Financing Documents"** means the Convertible Loan Note and all related loan notes and all other related documents to those instruments and notes;

**"Mortgaged Property"** means the property, assets and income of the Company mortgaged or charged to the Secured Party by or pursuant to the Share Mortgage and each and every part thereof;

**"Securities"** means:

- (a) the Shares (as defined below); and
- (b) all stocks, shares, bonds and securities of any kind (marketable or otherwise), negotiable instruments and warrants, which the Company may acquire by virtue any rights attaching to the Shares,

and in each such case includes all dividends, interest or other distributions payable thereon and all allotments, accretions, offers, rights, bonuses, benefits and advantages whatsoever (whether by way of conversion, redemption, preference, option or otherwise) which accrue, are offered or arise in respect thereof;

**"Shares"** means all the right, title and interest of the Company in the shares listed in the Schedule and all other Securities in respect of which the Company may at any time in the future have an interest;

**"Uncertificated Shares"** means those Shares which are recorded in the share ownership register of each of the companies listed in the Schedule, or their nominees, as being held in uncertificated form in respect of which title may be transferred by means of CREST.

Company Number

3826434

Name of company

Cater Barnard plc

Definitions

**THE SCHEDULE**

<u>Name</u>	<u>Company Number</u>	<u>Number of Shares</u>
Envesta plc	597988	2,500,000 convertible redeemable preference shares which are Certificated Shares

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03826434

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF SHARES DATED THE 2nd JANUARY 2002 AND CREATED BY CATER BARNARD PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ROWLAND CAPITAL (C.I.) LIMITED (THE "SECURED PARTY") 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 8th JANUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JANUARY 2002.

*Dr C.*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES