

MG01

Particulars of a mortgage or charge



11 8101/13

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 for a
company. To do this, please
form MG01s

WEDNESDAY



A05 29/09/2010 194
COMPANIES HOUSE

1 Company details

Company number 0 5 0 2 4 4 6 6
Company name in full Elevate Partnerships Limited

3 For official use
→ **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 02 00 00 09 12 00 11 00

3 Description

Description Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'
Deed of Charge over Shares (the "Charge")

4 Amount secured

Amount secured Please give us details of the amount secured by the mortgage or charge
The Loan and all moneys, obligations and
liabilities whatsoever which may at the date of the
Charge or at any time in the future be due, owing
or incurred by the Borrower to any member of the
Lender's Group under the Senior Funding Documents
whether present or future, actual or contingent, on
any account whatsoever and in any manner whatsoever
and as principal or surety and whether alone or
jointly with any other party or parties including,
without limitation, interest, legal and other
costs, charges and expenses (the "Senior
Indebtedness").

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 The General Practice Finance Corporation Limited

Address Sentinel House, 37 Surrey Street

Norwich

Postcode 2 3 3 4 2 1 0

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

1. The Company, with full title guarantee and to the intent that the security created shall rank as a continuing security as aforesaid for the payment and discharge of the Senior Indebtedness subject to the provisions of the Funder's Direct Agreements hereby.

1.1 charges to the General Practice Finance Corporation Limited (the "Trustee") by way of first fixed charge the Shares, the certificates or other documents of title to which, together with transfers thereof duly executed by the Company in favour of the Trustee or its nominee, have been delivered to the Trustee; and

1.2 assigns to the Trustee by way of security all of its right, title and interest to and in the Distributions

2. Negative Pledge

For so long as it remains bound by the provisions of the Charge, the Company shall not without the prior written consent of the Trustee:

2.1 assign charge or in any other way divert the payment of any Distributions or any other moneys payable in respect of the Shares or any part thereof away from the Company (other than in accordance with the terms hereof or as permitted pursuant to the Intercreditor Deed),

2.2 enter into or permit to subsist any floating charge or other Encumbrance (other than a Permitted Encumbrance) over the whole or a substantial part (excluding for the avoidance of doubt the creation of any Encumbrance over any other subsidiary of the Company in connection with the entry into new Project Agreements (as defined in the Strategic Partnering Agreement) of its assets which would entitle any person to appoint an administrative receiver; (cont. .)

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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

N/a

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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 866).

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 870). 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).

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Signature

Please sign the form here

Signature

Signature

X

Mull & Pave LLP

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 Tom Barker

Company name Mills & Reeve LLP

Address Francis House

112 Hills Road

Post town Cambridge

County/Region Cambridgeshire

Postcode C B 2 1 P H

Country United Kingdom

DX DX 122891 Cambridge 4

Telephone 01223 222291



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 mortgage 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

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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

2.3 other than in accordance with the terms of the Loan Agreement amend its Memorandum or Articles of Association in a way which will contravene or result in contravention of any provision of this Charge; or

2.4 enter into any agreement which, for the avoidance of doubt, shall not include the Project Documents entered into on or about the date of the Charge which has or is likely to have a Material Adverse Effect upon the Company's ability to perform its obligations under the Charge (but for the avoidance of doubt, creation by the Company of new subsidiaries to enter into new Project Agreements (as defined in the Strategic Partnering Agreement) shall not constitute a breach of the foregoing).



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5024466
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF CHARGE OVER SHARES
DATED 20 SEPTEMBER 2010 AND CREATED BY ELEVATE
PARTNERSHIPS LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE BORROWER TO ANY MEMBER OF
THE LENDER'S GROUP ON ANY ACCOUNT WHATSOEVER
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 29 SEPTEMBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30 SEPTEMBER
2010

DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES