

MG01

Particulars of a mortgage or charge



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**iris**  
LASERFORM

**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**

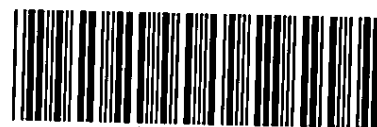
You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland.



**What this form is NOT for**

You cannot use this form to register particulars of a charge for a Scottish company. To do this, please use form MG01s.

MONDAY



LD3 11/01/2010  
COMPANIES HOUSE

33

1

**Company details**

Company number 05120722

Company name in full Grove Investments UK Limited (the "Company")

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 d3 d0 m1 m2 y2 y0 y0 y9

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 Share Charge (the "Charge")

4

**Amount secured**

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

Amount secured

All obligations owing to the Secured Parties by the Company under or pursuant to the Loan Notes, whether present or future, actual or contingent (and whether incurred by the Company alone or jointly, and whether as principal or surety or in some other capacity) together with all costs and expenses which Grove may incur in enforcing or obtaining or attempting to enforce or obtain payment of any amounts due under Clause 14 (Costs and Expenses) of the Charge.

**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	Grove Limited ("Grove")									
Address	22 Grenville Street, St Helier, Jersey									
Postcode	J	E	4	8	P	X				
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

By way of fixed charge the Investments.

Notes:

- The Company undertakes to Grove for the duration of the Charge that it shall:
  - not sell, assign, transfer or otherwise dispose of all or any part of the Charged Property (other than pursuant to the security created under the Prior Charge);
  - not create, grant or permit to subsist any security interest over all or any of its right, title and interest in the Charged Property (other than pursuant to the security created under the Prior Charge);
  - not do or permit to be done any act or thing which might jeopardise the rights of Grove in the Charged Property or which might adversely affect or diminish the value of the Charged Property; and
  - promptly notify Grove of any circumstances which give rise, or may reasonably be expected to give rise, to a claim on or under the Charged Property.
- The Charge provides that following an Event of Default (as defined in the Charge) which is continuing, Grove may (without notice to or consent from the Company and in the Company's name or otherwise) exercise any rights (including the right to collect dividends, interest, principal or other payments of money) in respect of the Investments and may do anything necessary to complete any transfer form in favour of itself or otherwise.
- The Charge provides that the Company shall promptly execute all documents and do all things that Grove may reasonably specify for the purpose of (a) exercising all its rights powers and remedies under the Charge, (b) securing and perfecting its security over or title to all or any part of the Charged Property or (c) facilitating any dealings by Grove pursuant to the powers granted to Grove under the Charge.

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

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 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).

9

**Signature**

Please sign the form here.

Signature

Signature

X *Bovin Leighton Burns UKX*

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 JPLM/ESTA/22346.18

Company name Berwin Leighton Paisner LLP

Address Adelaide House

London Bridge

Post town London

County/Region

Postcode E C 4 R 9 H A

Country

DX 92 LONDON/CHANCERY LN

Telephone +44 (0)20 7760 1000



### 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
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)

# 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

4. The Charge contains or incorporates the following definitions:

"**Charged Property**" means the rights and property expressed to be secured by the Charge and described at above.

"**Deed Poll**" means the deed poll of the Company constituting £25,000,000 secured floating rate loan notes due 2012 dated on or about the date of the Charge.

"**Investments**" means the existing or future interest of the Company in 14,018,149 ordinary A shares in the issued share capital of Cygnet 2008 Limited including any income, offer, right or benefit in respect of any such investment.

"**Loan Notes**" means the £25,000,000 secured floating rate loan notes due 2012 issued by the Company to Grove pursuant to the Deed Poll on or about the date of the Charge.

"**Noteholder**" means each and every holder from time to time of the Loan Notes.

"**Prior Charge**" means the prior ranking charge over the Charged Property granted by the Company in favour of Garnett International S.A., dated on or about the date of the Charge.

"**Secured Parties**" means Grove and each Noteholder.



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

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

**COMPANY NO. 5120722  
CHARGE NO. 1**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A SECOND RANKING SHARE  
CHARGE DATED 30 DECEMBER 2009 AND CREATED BY GROVE  
INVESTMENTS UK LIMITED FOR SECURING ALL MONIES DUE  
OR TO BECOME DUE FROM THE COMPANY TO THE SECURED  
PARTIES 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  
11 JANUARY 2010**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 JANUARY  
2010**



*Companies House*  
— for the record —



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