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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £13 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

05298056

Name of company

* Torquil Clark Holdings plc

Date of creation of the charge

07/04/2006

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

Debenture

Amount secured by the mortgage or charge

The Company covenants with Davenham Trade Finance Limited ("Davenham") to pay and discharge on demand all monies, obligations and liabilities now or at any time hereafter due, owing or incurred by the Company to Davenham in whatsoever manner, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not Davenham shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which Davenham may in the course of business charge or incur in respect of any of those matters and in particular but not limited to all such monies and liabilities arising from the Company to Davenham under the terms of a Facility Letter entered into on or around the same date as the Debenture between the Company and Davenham and so that interest shall be computed and compounded according to Davenham's usual rates and practice as well after as before any demand made or decree obtained under or in relation to the Debenture.

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

Davenham Trade Finance Limited, 8 St. John Street, Manchester

Postcode M3 4DU

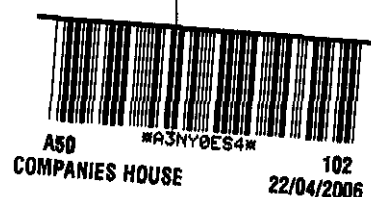
Presentor's name address and reference (if any):

Shakespeares
Somerset House
37 Temple Street
Birmingham
B2 5DJ

For official Use (06/2005)

Mortgage Section

Post room



Time critical reference

Please see Rider A attached.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Signed



~~Signature~~
~~Seal of the Registrar~~
~~The Registrar~~
~~Birmingham Sec 001~~

Date

20/4/16

On behalf of ~~company~~ mortgagee/charged ^t

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge.
(See Note 5)*

^t 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Rider A to form M395 for Torquil Clark Holdings plc

The Company with full title guarantee hereby charges to Davenham:

1. by way of legal mortgage all estates or interests in the freehold and leasehold property described in the Schedule to the Debenture together with all present and future buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on any such property;
2. by way of fixed charge:
 - 2.1 all estates or interests in any freehold or leasehold property belonging to the Company now or at any in the future (other than any property charged in terms of 1. above) together with all buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property;
 - 2.2 all the Company's present and future interests in or over land or the proceeds of sale of it and all the Company's present and future licences to enter upon or use land and the benefit of all other agreements relating to land to which the Company is or may become party or otherwise entitled and all fixtures (including trade and tenant's fixtures) which are at any time on the property charged under the Debenture;
 - 2.3 all present and future plant and machinery not otherwise charged under this paragraph and all the Company's other present and future chattels (excluding any for the time being forming part of the Company's stock in trade or work in progress);
 - 2.4 all present and future stocks, shares and other securities owned (at law or in equity) by the Company and all rights and interests accruing or offered at any time in relation to them;
 - 2.5 all rights and interests in and claims under all policies of insurance and assurance held or to be held by the Company or insuring to the Company's benefit and the benefit of all rights and claims to which the Company is now or may be entitled under any contracts;
 - 2.6 all patents, patent applications, trade marks, trade mark applications, trading names, brand names, service marks, copyrights, rights in the nature of copyright, moral rights, inventions, design rights, registered designs, all trade secrets and know-how, computer rights, programmes, systems, tapes, disks, software, all applications for registration of any of them and other intellectual property rights held or to be held by the Company or in which the Company may have an interest and the benefit of all present and future agreements relating to the use of or licensing or exploitation of any such rights (owned by the Company or others) and all present and future fees, royalties or similar income derived from or incidental to any of the foregoing in any part of the world;
 - 2.7 all the Company's goodwill and uncalled capital for the time being; and
 - 2.8 all the Company's present and future bank accounts, cash at bank and

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credit balances with any bank or other person whatsoever and all rights relating or attaching to them (including the right to interest);

3. by way of floating charge all the Assets not otherwise effectively mortgaged, charged or assigned by paragraphs 1 or 2 (including, without limitation, any of the Company's immovable property in Scotland and any Assets in Scotland falling within any of the types mentioned in paragraph 2) and for the avoidance of doubt all the Company's present and future book and other debts and monetary claims whether payable now or in the future and the benefit of all the Company's present and future rights and claims against third parties relating to them and capable of being satisfied by the payment of money (save as charged under 2.5).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05298056

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 7th APRIL 2006 AND CREATED BY TORQUIL CLARK HOLDINGS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DAVENHAM TRADE FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER 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 22nd APRIL 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th APRIL 2006.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES