

406012 | 26  
**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 register particulars of a charge for a company. To do this, please use form MG01s

THURSDAY



\*A168K4WJ\*

A23

05/04/2012

#275

COMPANIES HOUSE

**1**

**Company details**

Company number

0 5 4 7 1 0 1 8

Company name in full

Neal's Yard Holdings Limited (the "Company")

5

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

2 9 0 3 2 0 1 2

**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

Fixed charge over shares made between (1) the Company and (2) Triodos Bank NV (the "Bank") dated 29 March 2012 (the "Charge")

**4**

**Amount secured**

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

Amount secured

4  
All present and future monies, obligations and liabilities owed by the Company to the Bank, whether actual or contingent and whether owed jointly or severally, as principal or surety and/or in any other capacity whatsoever together with all interest accruing on such monies and liabilities (the "Secured Liabilities")

**Continuation page**

Please use a continuation page if you need to enter more details

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## 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 Triodos Bank NV (UK Branch Registration Number BR3012)

Address Deanery Road

Bristol

Postcode B S 1 5 A S

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 Security

As continuing security for the payment and discharge of the Secured Liabilities, the Company with full title guarantee charged to the Bank, by way of first fixed charge, all present and future Charged Investments

#### 2 Disposals

The Company has not sold, transferred, granted options over, disposed of, assigned, created an Encumbrance over or encumbered in any manner and during the continuation of the security created by the Charge, will not and will not agree or attempt to sell, transfer, grant options over, dispose of, assign, create and Encumbrance over or encumber in any manner all, any part of the Charged Investments or any of its title, rights or interests in them

#### 3 Preservation of the Charged Investments

The Company shall ensure (in so far as it is able by the exercise of all voting rights, powers or control and any other means available to it) that no issue (not being a public company) of a Charged Investment will

3 1 consolidate or subdivide any of its stock or shares or reduce or reorganise its share capital in any way, or

3 2 issue any new shares or stock, or

3 3 refuse to register any transfer of any of its shares which may be lodged for registration by or on behalf of the Bank or the Company in accordance with the Charge

(see continuation sheet for definitions)

# 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

n/a

### 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 TCT 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 Georgiana Applegate

Company name TLT LLP

Address One Redcliff Street

Post town Bristol

County/Region

Postcode B S 1 6 T P

Country

DX 7815 Bristol

Telephone 0117 917 8018



### 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](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	<b>Short particulars of all the property mortgaged or charged</b>	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p><b>Definitions</b></p> <p><b>Accruing Property</b> means all stocks, shares or other securities, rights or other property accruing, offered or issued at any time in respect of any of the Charged Investments including previous Accruing Property,</p> <p><b>Charged Investments</b> means all the present stocks, shares, loan capital, securities, bonds, warrants and investments, short particulars of which are set out in Schedule 1 and</p> <p>(a) all future stocks, shares, loan capital, securities, bonds and investments (whether or not marketable) together with all Accruing Property,</p> <p>(b) all rights accruing or incidental to those investments from time to time, and</p> <p>(c) all dividends, interest and other income (not being Accruing Property),</p> <p>arising out of, or accruing due in respect of, Charged Investments (and references to the Charged Investments include references to all or any of the above property and rights),</p> <p><b>Encumbrance</b> means any mortgage, charge (whether fixed or floating, legal or equitable), pledge, lien, assignment by way of security or other security interest securing any obligation of and person or any other agreement or arrangement having a similar effect,</p> <p><b>Schedule 1</b> 500,000 ordinary shares of £1 00 each</p>	



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

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

**COMPANY NO. 5471018  
CHARGE NO. 5**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A FIXED CHARGE OVER SHARES  
DATED 29 MARCH 2012 AND CREATED BY NEAL'S YARD  
HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO  
BECOME DUE FROM THE COMPANY TO TRIODOS BANK NV  
ON ANY ACCOUNT WHATSOEVER WAS REGISTERED  
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT  
2006 ON THE 5 APRIL 2012**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 14 APRIL 2012**

