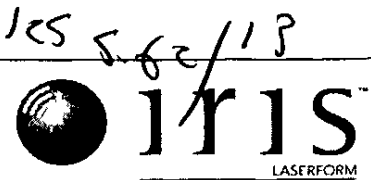


MG01

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**

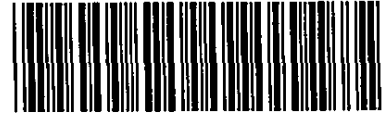
You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland



**What this form is NOT for**

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

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04/03/2011

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COMPANIES HOUSE

1

**Company details**

Company number

0 6 2 8 0 4 3 1 ✓

Company name in full

Sorbic International plc (the "**Company**")

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

✓ 2 4 / 0 2 / 2 0 1 1

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

✓ A debenture dated 24 February 2011 (the "**Debenture**") between the Company as Borrower and Albany Capital Group Limited as Principal Lender (the "**Chargee**")

4

**Amount secured**

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

Amount secured

All present and future monies, obligations and liabilities owed by the Company to the Lenders, whether actual or contingent and whether owed jointly or severally, as principal or surety and/or in any other capacity whatsoever, under or in connection with the Instrument or the Debenture (including, without limitation, those arising under clause 12.3 of the Debenture) together with all interest (including, without limitation, default interest) accruing in respect of such monies or liabilities (the "**Secured Liabilities**")

*(Please see the attached continuation page for definitions)*

**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 Albany Capital Group Limited (Cayman Islands company no HL226725)

Address Clifton House, 75 Fort Street

PO Box 1350, Grand Cayman KY1-1108, Cayman Islands

Postcode K Y 1 1 1 0 8

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 As a continuing security for the payment and discharge of the Secured Liabilities, the Company with full title guarantee has charged to the Chargee

(a) by way of mortgage, all the Properties listed in Schedule 1 to the Debenture,

(b) by way of fixed charge

(i) all Properties acquired by the Company in the future,

(ii) all present and future interests of the Company not effectively mortgaged or charged under the above provisions in or over freehold or leasehold property,

(iii) all present and future rights, licences, guarantees, rents, deposits, contracts, covenants and warranties relating to the Properties,

(iv) all licences, consents and authorisations, statutory or otherwise held or required in connection with the Company's business or the use of any Charged Property and all rights in connection with them,

(v) all present and future goodwill and uncalled capital for the time being of the Company, and

(vi) all Equipment. and

(c) by way of floating charge, all the undertaking, property, assets and rights of the Company at any time not effectively mortgaged, charged or assigned pursuant to (a) and (b) above

*(please see continuation page)*

# 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

Nil

### 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 *Stephenson Harwood.* X

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 Nicola Travis

Company name Stephenson Harwood

Address One, St Paul's Churchyard

London

Post town

County/Region

Postcode E C 4 M 8 S H

Country

DX DX 64 Chancery Lane

Telephone 0207 809 2015



### 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

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p><b>Definitions:</b></p> <p><b>"B Notes"</b> means the one thousand £1,000 secured convertible loan notes for an amount of up to £1 million</p> <p><b>"B Note Investors"</b> means from time to time, the investors whose names are set out in Schedule 6 to the Instrument and <b>"B Note Investor"</b> shall mean any of them</p> <p><b>"Instrument"</b> means the convertible loan note instrument executed by the Company on the date of the Debenture for the issue of loan notes secured by the Debenture</p> <p><b>"Lenders"</b> means the Noteholders as defined in the Instrument</p> <p><b>"Noteholders"</b> means the several persons for the time being entered in the register as holders or joint holders of the Notes, at the date of the Debenture comprising the B Note Investors</p> <p><b>"Notes"</b> means the B Notes constituted by the Instrument or, as the case may be, the principal amount from time to time issued and paid up and outstanding, and principal amount shall be construed accordingly</p>	

# 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	<p>2 The floating charge created by 1 (c) above shall automatically and immediately (without notice) be converted into a fixed charge over the relevant Charged Property if</p> <ul style="list-style-type: none"> <li>(a) the Company <ul style="list-style-type: none"> <li>(i) creates, or attempts to create, over all or any part of the Charged Property an Encumbrance without the prior written consent of the Chargee or any trust in favour of another person, or</li> <li>(ii) disposes or attempts to dispose of all or any part of the Charged Property (other than property subject only to the floating charge while it remains uncrystallised which property may be disposed of in the ordinary course of business), or</li> </ul> </li> <li>(b) a receiver is appointed over all or any of the Charged Property that is subject to the floating charge, or</li> <li>(c) any person levies or attempts to levy any distress, attachment execution or other process against all or any part of the Charged Property, or</li> <li>(d) the Chargee receives notice of the appointment of, or a proposal or an intention to appoint, an administrator of the Company</li> </ul> <p><b>Definitions:</b></p> <p>"<b>Charged Property</b>" means all the assets, property and undertaking for the time being subject to the security interests created by the Debenture (and references to the Charged Property include references to any part of it)</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 any person or any other agreement or arrangement having a similar effect</p> <p>"<b>Equipment</b>" means all present and future equipment, plant, machinery, tools, vehicles, furniture, fittings, installations and apparatus and other tangible moveable property for the time being owned by the Company, including any part of it and all spare parts, replacements, modifications and additions</p> <p>"<b>Properties</b>" means all freehold and leasehold properties (whether registered or unregistered) and all commonhold properties, now or in the future (and from time to time) owned by the Company or in which the Company holds an interest whether via a subsidiary or otherwise (including (but not limited to) the properties which are briefly described in Schedule 1 of the Debenture) and Property means any of them</p>



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

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

**COMPANY NO. 6280431  
CHARGE NO. 3**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED 24  
FEBRUARY 2011 AND CREATED BY SORBIC INTERNATIONAL  
PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE  
FROM THE COMPANY TO THE LENDERS 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 4 MARCH 2011**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 8 MARCH 2011**



**Companies House**  
— for the record —



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