

MG01

Particulars of a mortgage or charge

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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

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

FRIDAY
WEDNESDAY



AXTIESH5

A11 16/03/2011 112

COMPANIES HOUSE

AYXLZSCT

A48 11/03/2011 223

COMPANIES HOUSE

For official use

1

Company details

Company number 0 6 3 9 1 0 2 2

Company name in full Noved Investment One Limited

→

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 8 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 28 February 2011 made between HSBC Private Bank (UK)
Limited ("**the Bank**") (1) and Noved Investment One Limited ("**the Company**")
(2) ("**the Debenture**")

4

Amount secured

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

Amount secured

All money and liabilities whatever, whenever and
however incurred whether now or in the future due,
or becoming due from the Company to the Bank ("**the
Debt**") This includes but is not limited to

- (a) overdrafts, loans or other facilities and
further advances of money,
 - (b) guarantees and indemnities to the Bank and
any of the Company's other contingent
liabilities,
 - (c) discount, commission and other lawful charges
and expenses,
- (continued)

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 HSBC Private Bank (UK) Limited

Address 78 St James's Street

London

Postcode S W 1 A 1 J B

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

The Company, with full title guarantee, and as security for the payment and discharge of the Debt, charges -

(a) By way of legal mortgage, all freehold and leasehold land now vested in the Company together with all buildings fixtures, fittings and fixed plant and machinery now or at any time afterwards on it This includes (without limitation) the land described or referred to in Part I of the First Schedule below subject only to the other mortgages or matters (if any) mentioned in Part 2 of the First Schedule below

(b) By way of first fixed charge, the chattels (including all additions and improvements to, and replacements of, them from time to time), securities, intellectual property and/or other property mentioned in the Second Schedule below

c) By way of first fixed charge (except as already charged above) -

(1) All the present and future right, title and interest of the Company in or to any freehold on leasehold land or other immovable property wherever situated and all fixtures, fittings and fixed plant and machinery now or at any time afterwards on it

(11) All chattels now or at any time afterwards belonging to the Company. This excludes any of them for the time being forming part of the stock in trade or work-in-progress of the Company or which are, for the time being, otherwise effectively charged by way of legal mortgage or fixed charge by the Debenture

(continued)

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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 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

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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 Emma Warne

Company name Stephenson Harwood

Address One St Paul's Churchyard

Post town London

County/Region

Postcode E C 4 M 8 S H

Country

DX DX 64 Chancery Lane

Telephone 020 7809 2552



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 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

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>(d) interest in accordance with any agreement between the Company and the Bank and, if there is no agreement, interest on any money and liabilities due from the Company at an annual rate of 3% above the Bank's base rate from time to time computed and compounded monthly and/or according to the Bank's then current practice Interest as above applies before and after any demand or judgement,</p> <p>(e) money agreed to be paid by the Company under Clause 25 of the Debenture, namely, all costs, charges and expenses (including, without limitation, all amounts reasonably determined by the Bank to be necessary to compensate it for internal management or administration costs, charges and expenses) properly incurred by the Bank -</p> <p>(1) in ensuring the Debenture is effective;</p> <p>(11) in connection with the improvement, perfection or protection of the security created by the Debenture,</p> <p>(i11) in the exercise of any rights, remedies, powers, authorities and discretions conferred under, or in connection with the Debenture (together with any value added tax or similar tax charged or chargeable in respect of it)</p> <p>All such amounts shall be debited to an account in the name of Company Until they are reimbursed they shall bear interest at the rate of three per cent per annum over the Bank's Base Rate from time to time calculated and compounded monthly and/or according to the Bank's then current practice and shall be payable on demand They will be secured as part of the Debt by this Debenture</p>	

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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

- (iii) The benefit of all rights, licences, guarantees, rent deposits, contracts, deeds, undertakings and warranties relating to any land or other property mentioned above and/or to any trade or business from time to time carried on by the Company
- (iv) All book debts and other debts and monetary claims and any rents, licence fees or other payments due from any lessee, licensee or occupier of any immoveable property wherever situated) now or at any time afterwards due owing or incurred to the Company In addition, the full benefit of all guarantees and securities for them and all liens, reservations of title and other rights enabling the Company to enforce any such debts or claims (collectively called the "debts") This excludes such debts and claims (if any) as the Bank may from time to time have agreed in writing with the Company which shall not be subject to this fixed charge and also such debts and claims as are charged in accordance with paragraph (v) below
- (v) Any credit balance on any account of the Company with the Bank
- (vi) Any credit balance on any account of the Company with any bank (other than the Bank) or other person
- (vii) All goodwill and uncalled capital for the time being of the Company
- (viii) All stocks, shares, debentures, bonds, loan capital and other securities of any description of any other person (including, without limitation, any subsidiary or subsidiary undertaking of the Company) In addition,
 - (a) all rights to subscribe to or convert other securities into or otherwise acquire any such securities now or at any time afterwards belonging to the Company,
 - (b) all dividends, interest and other income and all other rights of whatsoever kind deriving from or incidental to, any of these (together with any securities mentioned in the Second Schedule below, collectively called, the "securities").
- (ix) All letters patent, trademarks, service marks, designs, utility models, copyrights, design rights, applications for

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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	<p>registration of any of them and the right to apply for them in any part of the world In addition, moral rights, inventions, confidential information, know-how and rights of a similar nature arising or subsisting anywhere in the world in relation to all or any of the above (whether registered or unregistered) now or at any time afterwards belonging to the Company (together with any of the same mentioned in the Second Schedule below, collectively called the "intellectual property")</p> <p>(x) All policies of life insurance or assurance and all rights and claims to which the Company is now, or may at any time afterwards, become entitled in relation to the proceeds of them or of any other policies of insurance of any description (including, without limitation, the insurances mentioned to in Clause 8(a) of the Debenture)</p> <p>(x1) All rights and other property to which the Company is now, or may at any time afterwards, become entitled as a result of, or in connection with, any proceedings threatened or commenced under the Insolvency Act 1986 or any similar legislation in any jurisdiction</p> <p>(x11) The benefit of all agreements for the provision by the Company to any person of any loan or credit or other financial accommodation of any description (including, without limitation, any finance leases and hire or hire-purchase agreements) now, or at any time afterwards, entered into by the Company</p> <p>(x111)The proceeds of sale of any property mentioned above.</p> <p>(d) By way of floating charge, all the undertaking of the Company and all its property whatsoever and wheresoever both present and future. This will not include any part of the same which is, for the time being, effectively charged by way of legal mortgage or fixed charge by this Debenture and recognised as effectively so charged under the laws of the jurisdiction in which the same is situated</p> <p>The property referred to in paragraphs (a), (b), (c) and (d) above is collectively called the "charged property" The property referred to in paragraphs (a), (b) and (c) (together with any property for the time being effectively charged by way of fixed charge by the application of Clause 5 below) is collectively called the "fixed charged property".</p>

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6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

The First Schedule referred to above

Part 1

(Freehold and/or leasehold land)

Registered Title

All the property(ies) comprised in the following title(s) at HM Land Registry

Title Number NGL771123

Short description of the Property

107-109 Charing Cross Road, London WC2H 0DT

Unregistered Title

All the property(ies) now vested in the Company and comprised in the Deed(s) referred to below

Short description of the Property

Date:

Deed/Document:

Parties:

Part 2

(Prior mortgages or other matters relating to the properly described below)

Short description of the Property

Legal/Mortgage/Charge dated:

Parties:

The Second Schedule referred to above

(Chattels and/or other property)

Description

Serial/registration number(s):

Location:



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6391022
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 28
FEBRUARY 2011 AND CREATED BY NOVED INVESTMENT ONE
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO HSBC PRIVATE BANK (UK)
LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 16 MARCH 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 MARCH 2011

DP



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES