

MR04

laserform

Statement of satisfaction in full or in part of
a charge

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

✓ What this form is for
You may use this form to register
a statement of satisfaction in full
or in part of a mortgage or charge
against a company.

✗ What this form is for
You may not use this
register a statement
in full or in part of a
charge against an LL
MR04.

SATURDAY



A15 *A6YZVYF7* #281
COMPANIES HOUSE

1 Company details

Company number 0 7 2 0 9 7 1 0

Company name in full Mount Anvil New Holdings Limited (the "Chargor")

6

Filing in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Charge creation

When was the charge created?

→ Before 06/04/2013. Complete Part A and Part C

→ On or after 06/04/2013. Complete Part B and Part C

Part A Charges created before 06/04/2013

A1 Charge creation date

Please give the date of creation of the charge.

Charge creation date 1 0 0 8 2 0 1 1

A2 Charge number

Please give the charge number. This can be found on the certificate.

Charge number* 0 0 0 6

A3 Description of instrument (if any)

Please give a description of the instrument (if any) by which the charge is
created or evidenced.

Instrument description Share Charge (the "Security Document") dated 10
August 2011 between the Chargor and Hammer BV (the
"Security Agent"), as security agent for the
benefit of the Finance Parties

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

Statement of satisfaction in full or in part of a charge

Short particulars of the property or undertaking charged

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

Please see attached continuation sheets

Part B

B1

i Charge code
This is the unique reference code allocated by the registrar.

[illegible]

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A4

Short particulars of the property or undertaking charged

Please give the short particulars of the property or undertaking charged.

Short particulars

Mount Anvil New Holdings Limited (7208710)

Continuation page 1

1. EQUITABLE CHARGE

By Clause 3 of the Security Document, the Company, with full title guarantee and as security for the payment of all Liabilities (whether of that or any other charger), charged in favour of the Security Agent (as trustee for the Finance Parties) by way of first fixed charge all its present and future Shares and Dividends

2. SHARE CERTIFICATES

The Company shall on the date of the Security Document and, where Shares are acquired by it after the date of the Security Document, on the date of that acquisition, deliver to the Security Agent, or as it directs, all certificates representing Shares and transfers of the Shares executed in blank and shall promptly deliver to the Security Agent, or as it directs, any other documents relating to the Shares which the Security Agent requires

3. RESTRICTIONS AND FURTHER ASSURANCE

3.1. Security

The Company shall not create or permit to subsist any Security over any Charged Asset, nor do anything else prohibited by clause 17.5 (*Negative Pledge*) of the Facility Agreement, except as permitted by that clause

3.2. Disposal

The Company shall not (nor shall it agree to) enter into a single transaction or a series of transactions (whether related or not and whether voluntary or involuntary) to sell, lease, transfer or otherwise dispose of any Charged Asset except, in the case of Dividends, as permitted by Clause 5.4 of the Security Document (*Dividends before enforcement*)

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Short particulars

3.3. Further assurance

The Company shall promptly do whatever the Security Agent requires

- (a) to perfect or protect the Charges or the priority of the Charges, or
- (b) to facility the realisation of the Charged Assets or the exercise of any rights vested in the Security Agent or any Receiver,

Including executing any transfer, conveyance, charge, assignment or assurance of the Charged Assets (whether to the Security Agent or its nominees or otherwise), making any registration and giving any notice, order or direction

Note (1): In this Form, except to the extent that the context requires otherwise

"Borrower" means Mount Anvil Group Limited

"Buckhold Road SPV" means Mount Anvil (Buckhold Road) Limited (Company No 07493859) whose registered office is at 140 Aldersgate Street, London EC1A4HY

"Charged Assets" means the assets from time to time subject, or expressed to be subject, to the Charges or any part of those assets

"Charges" means all or any of the Security created or expressed to be created by or pursuant to the Security Document

"Dividends" means, in relation to any Share, all present and future

- (a) dividends and distributions of any kind and any other sum received or receivable in respect of that Share,
- (b) rights, shares, money or other assets accruing or offered by way of redemption, bonus, option or otherwise in respect of that Share,
- (c) allotments, offers and rights accruing or offered in respect of that Share, and

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Short particulars

- (d) other rights and assets attaching to, deriving from or exercisable by virtue of the ownership of, that Share

"Facility Agreement" means the mezzanine facility agreement dated 22 July 2010 as amended and restated on 10 August 2011 between Mount Anvil Group Limited as Borrower, the Company as Guarantor, Hammer B V as Agent and Hammer B V as Security Agent

"Finance Document" means

- (a) the Facility Agreement,
- (b) Mount Anvil Group Limited's articles of association, as the same may be amended from time to time,
- (c) the side letter entered into between Cornelius Killian Hurley, Mount Anvil Group Limited, Mount Anvil New Holdings limited and Hammer B V in relation to certain matters affecting the Group,
- (d) the Security Document and any other security document that may at any time be given as security for any of the Liabilities pursuant to or in connection with any Finance Document,
- (e) the fixed charge document between Mount Anvil Group Limited and Hammer B V as security agent,
- (f) the shareholders' agreement entered into between Mount Anvil Group Limited and Hammer B V following the issue of shares in Mount Anvil New Holdings Limited pursuant to the Warrant Instrument,
- (g) the Warrant Instrument, and
- (h) any other document designated as such by the Lender and the Borrower

"Finance Party" means the Security Agent or the Lender

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"Lender" means

- (a) the Original Lender, and
- (b) any entity which has become a Party in accordance with Clause 19 (Changes to the Lender) of the Facility Agreement,

which in each case has not ceased to be a Party in accordance with the terms of the Facility Agreement

"Original Lender" means the Security Agent "Party" means a party to the Facility Agreement

"Receiver" means a receiver and manager or other receiver appointed in respect of the Charged Assets and shall, if allowed by law, include an administrative receiver

"Security" means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect

"Share Charge" means the Security Document

"Shares" of the Company means

- (a) all present and future shares in Buckhold Road SPV, including the shares issued and outstanding at the date of the Security Document described in Schedule 2 (Shares) of the Security Document,
- (b) all rights relating to any of those shares which are deposited with or registered in the name of, any depositary, custodian, nominee, clearing house or system, investment manager, charge or other similar person or their nominee, in each case whether or not on a fungible basis (including any rights against any such person), and
- (c) all warrants, options and other rights to subscribe for, purchase or otherwise acquire any of those shares,

in each case now or in the future owned by it or (to the extent of its interest) in which it now or in the future has an interest

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Short particulars

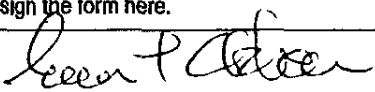
Any reference to a "**Finance Document**" or any other agreement or instrument is a reference to that Finance Document or other agreement or instrument as amended, novated, supplemented, extended, restated (however fundamentally and whether or not more onerously) or replaced and includes any change in the purpose of, any extension of or any increase in any facility or the addition of any new facility under that Finance Document or other agreement or instrument

Any reference to the "**Security Agent**" shall be construed so as to include its successors in title, permitted assigns and permitted transferees

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Part C To be completed for all charges

C1	Satisfaction	
	I confirm that the debt for the charge as described has been paid or satisfied. Please tick the appropriate box.	
	<input checked="" type="checkbox"/> In full	
	<input type="checkbox"/> In part	
C2	Details of the person delivering this statement and their interest in the charge	
	Please give the name of the person delivering this statement	
Name	the Chargor	
	Please give the address of the person delivering this statement	
Building name/number	140	
Street	Aldersgate Street	
Post town	London	
County/Region		
Postcode	E C 1 A 4 H Y	
	Please give the person's interest in the charge (e.g. chargor/chargee etc).	
Person's interest in the charge	Chargor	
C3	Signature	
	Please sign the form here.	
Signature	Signature 	
	X Director, for and on behalf of the Chargor X	

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**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. The contact information you give will be visible to searchers of the public record.

Contact name Aimee McArthur

Company name Dickson Minto W.S

Address 16 Charlotte Square

Edinburgh

Post town

County/Region

Postcode

E

H

2

4

D

F

Country

DX 199

Telephone +44 (0) 131 225 4455

**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.
- Part A Charges created before 06/04/2013**
- ☐ You have given the charge date.
- ☐ You have given the charge number (if appropriate)
- ☐ You have completed the Description of Instrument and Short particulars in Sections A3 and A4.
- Part B Charges created on or after 06/04/2013**
- ☐ You have given the charge code.
- Part C To be completed for all charges**
- ☐ You have ticked the appropriate box in Section C1.
- ☐ You have given the details of the person delivering this statement in Section C2.
- ☐ You have signed the form.

**Important Information**

Please note that all information on this form will appear on the public record.

**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