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# 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

FRIDAY



LD4 \*L13TWI4Q\* 02/03/2012 #50

COMPANIES HOUSE

For official use

### 1 Company details

Company number ✓ 0 7 9 3 7 8 5 1  
Company name in full ✓ Orchid Structureco 2 Limited  
(the "**Charging Company**")

→ **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 ✓ d2 d4 m0 m2 y2 y0 y1 y2

### 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 first ranking share charge dated 24 February 2012 granted by the  
Charging Company in favour of Deutsche Bank AG, acting through its London  
branch as security trustee for itself and the other Secured Parties (the  
"**Security Agent**") (the "**Share Charge**")

### 4 Amount secured

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

Amount secured 24 + 10  
All money or liabilities due, owing or incurred to  
any Secured Party by the Obligors under any Senior  
Finance Document at present or in the future, in  
any manner whether actual or contingent, whether  
incurred solely or jointly with any other person  
and whether as principal or surety, together with  
all interest accruing on it (the "**Indebtedness**")  
Capitalised terms used throughout this MG01 but not  
defined herein, have been defined in the  
definitions schedule

**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 Deutsche Bank AG acting through its London branch

Address Winchester House, 1 Great Winchester Street, London

Postcode E C 2 N 2 D 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 Charging Company, as security for the payment and discharge of the Indebtedness, has charged in favour of the Security Agent with full title guarantee all of the Subsidiary Shares and all corresponding Distribution Rights with the intention that such charge shall take effect as first equitable mortgage and shall rank ahead of any other present or future security over the Charged Property

The Share Charge contains a covenant for further assurance and negative pledge

**Definitions Schedule**

"Charged Property" means the assets mortgaged, charged or assigned which from time to time are the subject of the security created or expressed to be created in favour of the Security Agent by or pursuant to the Share Charge

"Distribution Rights" means all dividends, distributions and other income or monies paid or payable on or in respect of a Subsidiary Share, together with all shares or other property derived from that Subsidiary Share and all other allotments, accretions, rights, benefits, proceeds and advantages of all kinds accruing, offered or otherwise derived from or incidental to that Subsidiary Share (whether by way of conversion, redemption, bonus, preference, option, substitution, compensation or otherwise).

"Exisiting Obligors" means Midco 1 Limited, Midco 2 Limited and Midco 3 Limited

"Facility Agent" means Deutsche Bank AG, acting through its London branch

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## Particulars of a mortgage or charge

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### 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

None

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### 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).

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### Signature

Please sign the form here

Signature

Signature

X

Clifford Chance

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 Kirandeep Cheema (70-40497310)

Company name Clifford Chance LLP (va CH London Counter)

Address 10 Upper Bank Street

Post town London

County/Region

Postcode E 1 4 5 J J

Country United Kingdom

DX 149120 Canary Wharf 3

Telephone 020 7006 1000



### 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 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

**"Hedge Counterparty"** means Deutsche Bank AG, acting through its London branch

**"Lender"** means Deutsche Bank AG, acting through its London branch and a party that becomes a lender in accordance with the terms of the Propco Facilities Agreement

**"New Obligors"** means Topco, OHP Jersey Limited, Orchid Structureco 1 Limited and Orchid Structureco 2 Limited

**"Obligor"** means the Existing Obligors and the New Obligors

**"Propco Facilities Agreement"** means the facilities agreement dated 26 January 2007 (as amended and restated from time to time) under which certain lenders have made available facilities to Midco 1 Limited.

**"Secured Party"** means each Senior Finance Party

**"Senior Finance Document"** means each Senior Finance Document as defined in the Propco Facilities Agreement

**"Senior Finance Party"** means the Facility Agent, the Security Agent, a Lender and a Hedge Counterparty

**"Subsidiary Shares"** means 2 ordinary shares of £ 1 00 each of subsidiary Midco 3 Limited



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

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

**COMPANY NO. 7937851  
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A SHARE CHARGE DATED 24  
FEBRUARY 2012 AND CREATED BY ORCHID STRUCTURECO 2  
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME  
DUE FROM THE OBLIGORS TO ANY SECURED PARTY 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 2 MARCH 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7 MARCH 2012

DX

