

MG01

Particulars of a mortgage or charge

488288 / 13



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

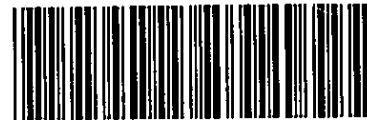
You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland



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

WEDNESDAY



A1ZOTX6X

A22

09/01/2013

#202

COMPANIES HOUSE

1

Company details

Company number 0 8 3 1 9 7 8 9

Company name in full Caesar Midco Limited whose registered office is at Brettenham House, Lancaster Place, London WC2E 7EN (the "Chargor")

2

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 d2 d2 m1 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 Charge over shares dated 22 December 2012 and made between the Chargor (1) and ECI Partners LLP (acting as agent and trustee for the Noteholders (as defined below)) (2) (the "Charge over Shares")

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Amount secured

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

Amount secured

All the Chargor's obligations and liabilities of any kind and in any currency due, owing or incurred to the Security Agent (as defined below) (whether for its own account or as trustee for the Noteholders (as defined below)) or any of the Noteholders under or in connection with the Finance Documents (as defined below) whether present or future, actual or contingent and whether owed by the Chargor as principal or surety or incurred solely or jointly or in any other capacity and whether owed to the original obligee or any other entity as a result of any transfer, amalgamation or acquisition including (without limitation) interest, fees, banking charges, commission and sums due in relation to costs and expenses (the "**Liabilities**")

Continuation page

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

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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 ECI PARTNERS LLP (registered number OC301604) whose registered office is

Address Brettenham House, Lancaster Place, London WC2E 7EN as agent

and trustee for the Noteholders (as defined below) (the "Security Agent")

Postcode W C 2 E 7 E N

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

Save as where stated otherwise, all clause references refer to clause references in the Charge over Shares

Definitions as set out in the Charge over Shares

"Dividends" means all present and future dividends and distributions of any kind, interest and any other income received or receivable in relation to any of the Shares

"Finance Documents" has the meaning given to that term in the Security Trust Deed

"Initial Shares" means those shares, stocks, debentures, bonds, warrants and other securities or investments (whether in certificated or uncertificated form) described in the Schedule to the Charge over Shares, being 775,835 ordinary shares of £0.01 each in Caesar Bidco Limited (company number 8319877) on the date of the Charge over Shares

"Noteholders" has the meaning given to that term in the Security Trust Deed

"Related Rights" means all present and future

- (a) shares, stocks, debentures, bonds, warrants, securities, investments, money or other assets arising by way of conversion, exchange, substitution, rights issue, redemption, bonus, preference, option or otherwise in relation to any of the Shares,
- (b) rights to subscribe for, purchase or otherwise acquire any Shares through options, warrants or otherwise, and

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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

N/A

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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

ST Bence LLP

X

This form must be signed by a person with an interest in the registration of the charge

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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 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 Simon Fulbrook

Company name S J Berwin

Address 10 Queen Street Place

Post town London

County/Region Greater London

Postcode E C 4 R 1 B E

Country United Kingdom

DX 255 Chancery Lane

Telephone



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:

- ☒ [X] The company name and number match the information held on the public Register
- ☒ [X] You have included the original deed with this form
- ☒ [X] You have entered the date the charge was created
- ☒ [X] You have supplied the description of the instrument
- ☒ [X] You have given details of the amount secured by the mortgagee or chargee
- ☒ [X] You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ [X] You have entered the short particulars of all the property mortgaged or charged
- ☒ [X] You have signed the form
- ☒ [X] 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

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

- (c) rights accruing or relating to any Shares deposited with or registered in the name of any depository, custodian, nominee, clearing house or investment manager or similar person whether on a fungible basis or otherwise and including all rights against such person, and,
- (d) all other rights and assets attaching to, deriving from or exercisable as a result of the ownership of any of the Shares

"Secured Assets" means the rights, interests and assets from time to time subject, or expressed to be subject, to the Security created or expressed to be created by the Charge over Shares

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

"Security Trust Deed" means the security trust deed dated on or about the date of the Charge over Shares made between, among others, (i) the Chargor, (ii) the Noteholders and (iii) the Security Agent (acting in its capacity as security agent for and on behalf of the Noteholders)

"Shares" means

- (a) all present and future shares in Caesar Bidco Limited (company number 8319877) owned legally or beneficially by the Chargor including the Initial Shares, and
- (b) all Related Rights

1 Undertaking to Pay

The Chargor undertook to pay all the Liabilities when due in accordance with the terms applicable to those Liabilities

2 Security

The Chargor, with full title guarantee and as continuing security for the discharge of all the Liabilities, charged all its present and future rights, title and interest in or in connection with the Shares and the Dividends in favour of the Security Agent by way of first fixed charge

3 Negative Undertakings

Security

- (a) The Chargor shall not create or permit to subsist any Security over the Secured Assets other than pursuant to the Charge over Shares
- (b) The Chargor shall not (nor 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 of the Secured Assets

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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>4 Intercreditor Deed</p> <p>The Charge over Shares is subject to the terms of an intercreditor deed dated the same date as the Charge over Shares and made between, inter alia, HSBC Bank plc, the Chargor and Caesar Bidco Limited</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 8319789
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED 22
DECEMBER 2012 AND CREATED BY CAESAR MIDCO LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO ECI PARTNERS LLP AS AGENT AND
TRUSTEE FOR THE NOTEHOLDERS (THE "SECURITY AGENT")
OR ANY OF THE NOTEHOLDERS ON ANY ACCOUNT
WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1
PART 25 OF THE COMPANIES ACT 2006 ON THE 9 JANUARY
2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14 JANUARY
2013

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Companies House



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