

MR01

Particulars of a charge

237202113



A fee is payable with this form.
Please see 'How to pay' on the
last page

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 charge created or evidenced by
an instrument

☐ What this form is NOT for
You may not use this form to
register a charge where the charge
instrument Use form MR02



LD9 *L55X4GMR* #319
29/04/2016
COMPANIES HOUSE

This form must be delivered to the Registrar for registration within
21 days beginning with the day after the date of creation of the charge. If
delivered outside of the 21 days it will be rejected unless it is accompanied by a
court order extending the time for delivery

 You must enclose a certified copy of the instrument with this form. This will be
scanned and placed on the public record. Do not send the original.

1 Company details

Company number 8 3 1 9 7 8 9

Company name in full Caesar Midco Limited

For official use

→ 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 date

Charge creation date d2 d5 m0 m4 y2 y0 y1 y6

3 Names of persons, security agents or trustees entitled to the charge

Please show the names of each of the persons, security agents or trustees
entitled to the charge

Name GLAS Trust Corporation Limited

Name

Name

Name

If there are more than four names, please supply any four of these names then
tick the statement below

☐ I confirm that there are more than four persons, security agents or
trustees entitled to the charge

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4

Brief description

Please give a short description of any land, ship, aircraft or intellectual property registered or required to be registered in the UK subject to a charge (which is not a floating charge) or fixed security included in the instrument

Brief description

N/A

Please submit only a short description if there are a number of plots of land, aircraft and/or ships, you should simply describe some of them in the text field and add a statement along the lines of, "for more details please refer to the instrument"

Please limit the description to the available space

5

Other charge or fixed security

Does the instrument include a charge (which is not a floating charge) or fixed security over any tangible or intangible or (in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box

☒ Yes

☐ No

6

Floating charge

Is the instrument expressed to contain a floating charge? Please tick the appropriate box

☒ Yes Continue

☐ No Go to Section 7

Is the floating charge expressed to cover all the property and undertaking of the company?

☐ Yes

7

Negative Pledge

Do any of the terms of the charge prohibit or restrict the company from creating further security that will rank equally with or ahead of the charge? Please tick the appropriate box

☒ Yes

☐ No

8

Trustee statement ¹

You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge

☐

¹ This statement may be filed after the registration of the charge (use form MR06)

9

Signature

Please sign the form here

Signature

Signature

X Allen & Overy LLP on behalf of the chargee X

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

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

Contact name **Kai Zhang**Company name
Allen & Overy LLPAddress **One Bishops Square**

Post town

County/Region **London**

Postcode

E 1 6 A DCountry **United Kingdom**

DX

Telephone **02030882115****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 a certified copy of the instrument with this form
- ☐ You have entered the date on which the charge was created
- ☐ You have shown the names of persons entitled to the charge
- ☐ You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- ☐ You have given a description in Section 4, if appropriate
- ☐ You have signed the form
- ☐ You have enclosed the correct fee
- ☐ Please do not send the original instrument, it must be a certified copy

**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 filed on paper

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 enquires@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 8319789

Charge code: 0831 9789 0004

The Registrar of Companies for England and Wales hereby certifies that a charge dated 25th April 2016 and created by CAESAR MIDCO LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 29th April 2016.

f

Given at Companies House, Cardiff on 6th May 2016



Companies House



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

Allen & Overy LLP
28/04/2016

SECURITY ACCESSION DEED

THIS SECURITY ACCESSION DEED is made on 25 April 2016

BETWEEN

- (1) **CAESAR MIDCO LIMITED**, a company incorporated in England and Wales with registered number 8319789 (the **New Chargor**), and
- (2) **GLAS Trust Corporation Limited** (the **Security Agent**) as agent and trustee for the Secured Parties (as defined in the Security Agreement (defined below))

RECITAL

This accession deed is supplemental to a security agreement dated 9 March 2016 between, amongst others, the Chargors named therein and the Security Agent, as previously supplemented and amended by earlier Security Accession Deeds (if any) (the **Security Agreement**)

NOW THIS DEED WITNESSES as follows

1 INTERPRETATION

1.1 Definitions

Terms defined in the Security Agreement shall have the same meaning when used in this accession deed

1.2 Construction

Clause 1.2 (Construction) of the Security Agreement will be deemed to be set out in full in this accession deed, but as if references in such clause to the Security Agreement were references to this accession deed

2. ACCESSION OF NEW CHARGOR

2.1 Accession

The New Chargor agrees to be a Chargor for the purposes of the Security Agreement with immediate effect and agrees to be bound by all of the terms of the Security Agreement as if it had originally been a party to it as a Chargor

2.2 Covenant to pay

The New Chargor covenants to pay or discharge the Secured Liabilities in the manner provided for in the Finance Documents

2.3 Specific Security

The New Chargor grants such security as is created by the Security Agreement, as if it had originally been a party to it as a Chargor, this includes security assets specified in the Schedule hereto, which supplements schedule 1 (Security Assets) to the Security Agreement

3 CONSENT OF EXISTING CHARGORS

The existing Chargors agree to the terms of this accession deed and agree that its execution will in no way prejudice or affect the security granted by each of them under (and covenants given by each of them in) the Security Agreement

4. CONSTRUCTION OF SECURITY AGREEMENT

The Security Agreement and this deed shall be read together as one instrument on the basis that references in the Security Agreement to "this Deed" will be deemed to include this accession deed

5. GOVERNING LAW

This accession deed (and any dispute, controversy, proceedings or claims of whatever nature arising out of or in any way relating to this accession deed or its formation) and obligations of the Parties hereto and any matter, claim or dispute arising out of or in connection with this accession deed (including any non-contractual claims arising out of or in association with it) shall be governed by and construed in accordance with English law

IN WITNESS whereof this accession deed has been duly executed as a deed on the date first above written

SCHEDULE

SHARES

Chargor	Name of company in which shares are held	Class of shares held	Number of shares held	Issued share capital (£)
Caesar Midco Limited	Caesar Bidco Limited	Ordinary	775,835	7,758 35 00

RESTRICTED ACCOUNTS

Chargor	Sort Code	Account	Account Bank
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None at the date of this deed

RELEVANT CONTRACTS

- 1 Intra group loan agreement between Caesar Bidco Limited as borrower and Caesar Midco Limited as lender dated 22 December 2012
- 2 Intra group loan agreement between Caesar Bidco Limited as borrower and Caesar Midco Limited as lender dated 14 August 2013

REAL PROPERTY

Chargor	Address	Freehold or Leasehold and Title Number (or, if unregistered, root of title)
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None at the date of this deed

MATERIAL INTELLECTUAL PROPERTY

Proprietor	Country	Registration Number	Classes	Status
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None at the date of this deed

INSURANCES

Chargor	Policy Number	Insurer	Cover Policy
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None at the date of this deed

SIGNATORIES

SIGNATORIES TO DEED OF ACCESSION

New Chargor

EXECUTED as a DEED

By CAESAR MIDCO LIMITED

REDACTED SIGNATURE OF DIRECTOR

Signature of Director

DAVID BURKE

Name of Director

in the presence of

REDACTED SIGNATURE OF WITNESS

Signature of witness

ERICA MACKAY

Name of witness

REDACTED ADDRESS OF WITNESS

Address of witness

PA

Occupation of witness

Notice Details

Address:

Kings Court
Water Lane
Wilmslow
Cheshire East SK9 5AR
United Kingdom

Facsimile

REDACTED

Attention:

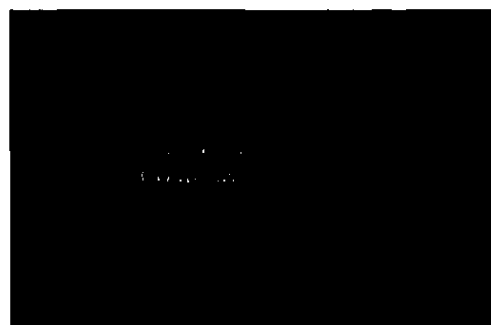
David Burke

Security Agent

GLAS TRUST CORPORATION LIMITED)

)

By **Anthony Stanford)**
Transaction Manager



EXECUTED as a DEED

By **CITATION HOLDCO LIMITED** for itself
and on behalf of each existing Chargor

REDACTED UNDER S859G OF THE
COMPANIES ACT 2006

Signature of Authorised Signatory

DAVID SEARCE

Name of Authorised Signatory

in the presence of

REDACTED UNDER S859G OF THE
COMPANIES ACT 2006

Signature of witness

ORICA MACKAY

Name of witness

REDACTED UNDER S859G OF THE
COMPANIES ACT 2006

Address of witness

PA

Occupation of witness