

MR01

Particulars of a charge

138668/23.

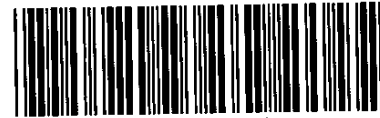


Companies House



Go online to file this information
www.gov.uk/companieshouse

A fee is be payable
Please see 'How to pay'



RCS *R7WMTZTU*
07/01/2019 #5
COMPANIES HOUSE
LD2 *L7WRUØVN*
09/01/2019 #95
COMPANIES HOUSE

☒ **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 is
instrument. Use form MR02.

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 1 1 3 0 8 6 2 6

Company name in full Treetop Zobe Bidco Limited

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 Charge creation date

Charge creation date d 1 d 7 m 1 m 2 y 2 y 0 y 1 y 8

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 UniCredit Bank AG, Milan Branch

(and its successors in title and permitted transferees)

Name UniCredit S.p.A.

(and its successors in title and permitted transferees)

Name HSBC Bank plc

(and its successors in title and permitted transferees)

Name Interbanca S.p.A.

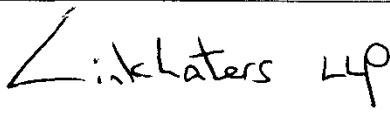
(and its successors in title and permitted transferees)

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.

MR01

Particulars of a charge

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	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. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
6	Floating charge Is the instrument expressed to contain a floating charge? Please tick the appropriate box. <input type="checkbox"/> Yes Continue <input checked="" type="checkbox"/> No Go to Section 7 Is the floating charge expressed to cover all the property and undertaking of the company? <input type="checkbox"/> 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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
8	Trustee statement 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. <input type="checkbox"/>	i This statement may be filed after the registration of the charge (use form MR06).
9	Signature Please sign the form here. Signature X  X This form must be signed by a person with an interest in the charge.	

MR01

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 **Paul Doe**

Company name **Linklaters LLP**

Address **Linklaters LLP**

One Silk Street

London

Post town

County/Region

Postcode

E C 2 Y 8 H Q

Country

DX

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:

- ☐ 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 £23 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 11308626

Charge code: 1130 8626 0002

The Registrar of Companies for England and Wales hereby certifies that a charge dated 17th December 2018 and created by TREETOP ZOBELE BIDCO LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 7th January 2019.

p

Given at Companies House, Cardiff on 22nd January 2019



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

To:

Treetop Zobebe BidCo Limited

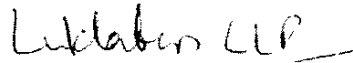
45 Pall Mall, London

SW1Y 5JG,

United Kingdom

Certified that, save for material redacted pursuant to section 859G of the Companies Act 2006, this copy instrument is a correct copy of the original instrument.

Linklaters LLP



Milan

17

December 2018

Dear Sirs,

We refer to your letter sent on the date indicated below, the contents of which we reproduce in full below.

* * *

"To:

UniCredit Bank AG, Milan Branch

Piazza Gae Aulenti 4, Milan

Attention of: Stefano Petrelli – Cecilia Marino

(in its capacity as Security Agent under the
Deed of Share Pledge referred to below)

Banco Bilbao Vizcaya Argentaria

Edificio Oceanía, 2º Planta – C/ Saucedo 28

28050, Madrid

Attention: Miriam Rodríguez-Carreño Poole / Corsino García-Rendueles

London, 17 December 2018

Dear Sirs

1. We refer to the deed of pledge over shares entered into on 1 February 2018 between, amongst others, Z Beta S.à r.l., a company incorporated under the laws of Luxembourg, with registered office at 28 Boulevard Royal, L-2449, Grand Duchy of Luxembourg, registered with the register of commerce and companies of Luxembourg under No. B121044 as pledgor ("**Z Beta**"), and UniCredit Bank AG, a company incorporated under the laws of Germany, with registered office at Kardinal-Faulhaber Straße 1, 80333 Munich, registered with the companies' register of Munich under No. HRB42148, acting through its Milan Branch, with registered office at Piazza Gae Aulenti 3, Torre C, 20121 Milan, Italy, registered with the companies' register of Milan under No. 09144100154 as agent and security agent for the other secured creditors (the "**Security Agent**"), under which, *inter alia*, Z Beta pledged all shares owned by it in Zobeles Holding S.p.A., a company incorporated in Italy as a società per azioni with a fully paid-up share capital equal to EUR 881,871.00, with registered office in Trento at via Fersina, 4, registered with the Chamber of Commerce of Trento at No. 05460820961 (the "**Company**") representing 100% of the issued share capital of the Company (as amended and supplemented, the "**Deed of Share Pledge**"). We hereby confirm that we have received a copy of the Deed of Share Pledge.

Unless otherwise defined, capitalised terms used herein shall have the meaning given to them in the Deed of Share Pledge.

2. We hereby inform you that, effective as of 6 December 2018, Z Beta has merged by way of incorporation into Treetop Zobeles BidCo Limited, a company incorporated under the laws of England and Wales, with registered office at 45 Pall Mall, London, SW1Y 5JG, United Kingdom, registered with the Companies' House under No. 11308626 ("**Z BidCo**") pursuant

to EU Directive on Cross Border Mergers of Limited Liability Companies (2005/56/EC) (the "**Merger**").

3. As a consequence of the Merger, the underwriting Z BidCo has become the sole shareholder and acquired all shares in the Company.
4. In light of the foregoing, we hereby:
 - (a) acknowledge and confirm that:
 - (i) the Merger has not affected the pledge over the shares in the Company created under the Deed of Share Pledge; and, therefore
 - (ii) the shares in the Company acquired by us in the context of the Merger were, and continue to be, pledged in favour of the Secured Creditors under (and as defined in) the Deed of Share Pledge as security for the Secured Obligations; and
 - (b) confirm that, by signing this letter, we agree to be bound by the provisions of the Deed of Share Pledge relating to the Charged Portfolio and the Pledge as if we were an original party to the Deed of Share Pledge as pledgor.

Sincerely yours,

Treetop Zobebe BidCo Limited

Name:

Title:

"

For acknowledgment and acceptance.

Kind regards,

[Redacted Signature]

UniCredit Bank AG, Milan Branch

acting as Security Agent under the Deed of Share Pledge

Name:

Title: **Lucia Balzarotti**
Associate Director

Cecilia Manno
Associate Director



Banco Bilbao Vizcaya Argentaria

By: JAVIER GRANEIRO

Title: VICE PRESIDENT



MIRIAM RODRIGUEZ-CARBEN

DIRECTOR

Certified that, save for material redacted pursuant to section 859G of the Companies Act 2006, this copy instrument is a correct copy of the original instrument

Linklaters LLP



To:

UniCredit Bank AG, Milan Branch
Piazza Gae Aulenti 4, Milan
Attention of: Stefano Petrelli – Cecilia Marino
(in its capacity as Security Agent under the
Deed of Share Pledge referred to below)

Banco Bilbao Vizcaya Argentaria
Edificio Oceanía, 2º Planta – C/ Saucedo 28
28050, Madrid
Attention: Miriam Rodriguez-Carreño Poole / Corsino García-Rendueles

LONDON, 17 December 2018

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Sincerely yours,


Treetop Zobebe BidCo Limited

Name: JOHN LEAHY

Title: DIRECTOR