

MG01s

Particulars of a charge created by a company
registered in Scotland

COMPANIES HOUSE
FEE PAID £12
EDINBURGH



IRIS
LASERFORM

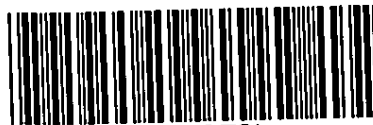
A fee is payable with this form.

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 charge created by a
Scottish company.

☐ **What this form is NOT for**
You cannot use this form to register
particulars of a mortgage or charge
created by a company in England
and Wales or Northern Ireland.
If you use this form in these areas,
this, please use form MG01.

WEDNESDAY



SSUYKVZQ
SCT 20/07/2011 653
COMPANIES HOUSE

1 Company details

Company number S C 0 3 0 9 8 7

Company name in full Barclay & Mathieson Limited (the 'Chargor')

For official use
30
→ **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 d1 d2 m0 m7 y2 y0 y1 y1

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge e.g. 'Standard security', 'Floating charge' etc.

Description Security Agreement (the 'Security')

4 Amount secured

Please give us details of the amount secured by the charge.

Amount secured All present and future obligations and liabilities
(whether actual or contingent and whether owed
jointly or severally or in any other capacity
whatsoever) of the Chargor to any Finance Party
under each Finance Document to which the Chargor is
a party, except for any obligation which, if it
were so included, would result in the Security
contravening Section 678 or 679 of the Companies
Act 2006 (the 'Secured Liabilities').

'Finance Party', 'Finance Document' and 'Security
Agent' shall have the meanings attributed to them
in the £115,000,000 credit agreement dated 12 July
2011 between (among others) the Chargor and the
Security Agent (the 'Credit Agreement').

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

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	Natixis S.A. as 'Security Agent'
Address	
Postcode	
Name	
Address	
Postcode	

6 Short particulars of all the property charged

Please give the short particulars of the property charged.

Continuation page

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

Short particulars

The Chargor creates by way of first fixed charge all its rights in respect of any amount standing to the credit of any Restricted Account and the debt represented by it.
(the 'Secured Assets')

'Account Bank' means the bank with which the Restricted Account is maintained.

'Blocked Accounts' shall have the meaning attributed to it in the Credit Agreement.

'Restricted Account' means the Blocked Accounts and includes:

- (a) if there is a change of Account Bank, any account into which all or part of a credit balance from a Restricted Account is transferred; and
- (b) any account which is a successor to a Restricted Account on any re-numbering or re-designation of accounts and any account into which all or part of a balance from a Restricted Account is transferred for investment or administrative purposes.

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Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ^①

The Chargor shall not:-

- (a) create or permit to subsist any Security Interest on any Security Asset; or
 - (b) sell, transfer, licence, lease or otherwise dispose of any Security Asset,
- except as expressly allowed under the Credit Agreement.

'Security Interest' has the meaning given to it in the Credit Agreement.

- ^① In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or *pari passu* with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

Continuation page

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

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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

A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge.

In the case of a charge created out of the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK. Certified copies of any other documents relevant to the charge should also be delivered.

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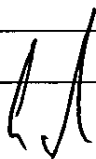
Signature ②

Please sign the form here.

Signature

Signature

X



for and on behalf of
Maclay Murray & Spens LLP

X

② Signature

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 HAFH/NAT/68/1

Company name Maclay Murray & Spens LLP

Address Quatermile One

15 Lauriston Place

Post town Edinburgh

County/Region Midlothian

Postcode E H 3 9 E P

Country United Kingdom

DX DX ED137 Edinburgh

Telephone 0131 228 7183

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 deed (if any) 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 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 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 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



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 30987

CHARGE NO. 30

I HEREBY CERTIFY THAT A CHARGE CREATED BY BARCLAY
& MATHIESON LIMITED

ON 12 JULY 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF NATIXIS S.A.

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 20 JULY 2011

GIVEN AT COMPANIES HOUSE, EDINBURGH 22 JULY 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES