

257967/23

In accordance with
Sections 859A and
859J of the Companies
Act 2006.

MR01

Particulars of a charge



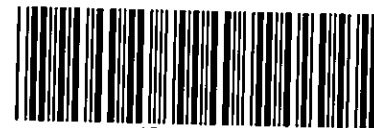
Companies House



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

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

SATURDAY



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08/04/2017

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COMPANIES HOUSE

refer to our guidance at:
www.gov.uk/companieshouse

☒ **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 there is no
instrument. Use form MR08.

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 S C 0 5 7 7 0 9
Company name in full STEWART MILNE GROUP LIMITED

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 2 9 0 3 2 0 1 7

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 THE TRUSTEES OF THE LOMBARD MERTON TRUST

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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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.	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.
Brief description	ALL AND WHOLE THAT AREA OF GORUND EXTENDING TO 4.94 ACRES; WHICH AREA OF GROUND FORMS PART OF ALL AND WHOLE THOSE AREAS OF GROUND AT HILLSIDE, SCHOOLHILL, PORTLETHEN EXTENDING TO NINETY EIGHT HECTARES BEING THE SUBJECTS REGISTERED IN THE LAND REGISTER OF SCOTLAND UNDER TITLE NUMBER KNC14898.		
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 type="checkbox"/> Yes <input checked="" 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 ^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. <input type="checkbox"/>		^① This statement may be filed after the registration of the charge (use form MR06).	
9	Signature		
Signature	Please sign the form here. Signature X <i>Andrew Charles Clark + Waller</i> 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 STE656

Company name RAEBURN CHRISTIE CLARK &

WALLACE

Address 12-16 ALBYN PLACE

Post town ABERDEEN

County/Region

Postcode A B 1 0 1 P S

Country

DX AB2

Telephone 01224332400



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



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 57709

Charge code: SC05 7709 0211

The Registrar of Companies for Scotland hereby certifies that a charge dated 29th March 2017 and created by STEWART MILNE GROUP LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 8th April 2017.

Given at Companies House, Edinburgh on 13th April 2017




Companies House




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

WE, STEWART MILNE GROUP LIMITED, a company incorporated under the Companies Acts with Registered Number SC057709 and having our Registered Office at Peregrine House, Mosscroft Avenue, Westhill Business Park, Westhill, Aberdeen, AB32 6TQ (Granter) hereby in security of the obligations upon the Granter to repay the Facility (as defined in the Loan Agreement aftermentioned) (together with all accrued interest and charges) in terms of the Loan Agreement dated Seventeenth January Two Thousand and Seventeen entered into between the Granter and EDWARD CYRIL KINGSLEY of Twenty Five Charnwood Avenue, Merton Park, London, STEWART MILNE, residing at Dalheby House, Baillieswells Road, Bieldside, Aberdeen and LESLIE SCOTT DALGARNO, residing at Eighteen Hillview Terrace, Cults, Aberdeen as Trustees of the LOMBARD MERTON TRUST, acting under a Deed of Amendment made Fifth April, Two Thousand and Six between the Granter, the said Stewart Milne, the said Leslie Scott Dalgarno and the said Edward Cyril Kingsley, (therein referred to as The Stewart Milne SSAS) which Deed is supplemental *inter alia* to a Trust Deed dated Twenty Ninth May, Nineteen Hundred and Ninety Two by which the Lombard Merton Trust (therein referred to as the Stewart Milne Group Ltd (1992) Directors' Pension Scheme) was established (LM), HEREBY GRANT a Standard Security in favour of the said Stewart Milne, the said Leslie Scott Dalgarno and the said Edward Cyril Kingsley as Trustees of LM and their respective successors and assignees, as such Trustees, over ALL and WHOLE that area of ground extending to 4.94 acres or thereby shown delineated in red on the plan annexed and signed as relative hereto; Which area of ground forms part of ALL and WHOLE those areas of ground at Hillside, Schoolhill, Portlethen extending to Ninety Eight hectares being the whole subjects registered in the Land Register of Scotland under Title Number KNC14898 (Security Land); Together with the whole parts, privileges and pertinents thereof and the Granter's whole right, title and interest, present and future in and to the Security Land; The Standard Conditions specified in Schedule 3 of the Conveyancing and Feudal Reform (Scotland) Act 1970 and any lawful variations thereof operative for the time being shall apply under declaration that the said Standard Conditions shall be varied to the effect specified in the Schedule of Variation of Standard Conditions annexed and executed as relative hereto: IN WITNESS WHEREOF these presents typewritten on this page, together with the Schedule and Plan annexed, are executed as follows:-

Signed for and on behalf of STEWART MILNE GROUP LIMITED

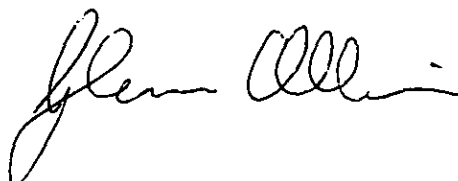

Director
GLENN FRASER WHYTE *ALLISON*
Full name
17/1/17
Date of Signature
WESTHILL, ABERDEEN
Place of Signature
AB32 6TQ

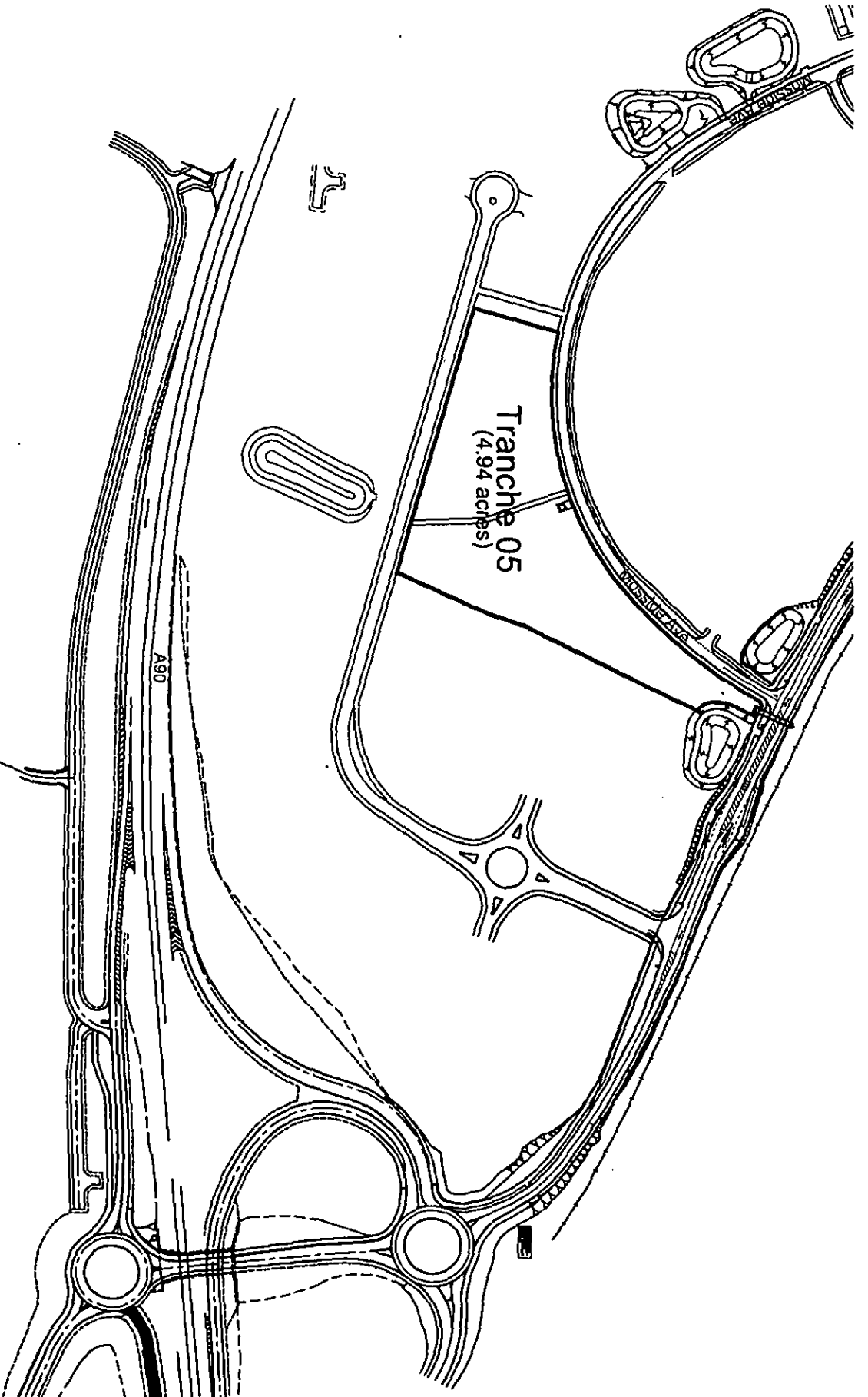

Witness
GILLIAN SMITH
Full Name
WESTHILL, ABERDEEN
Address
AB32 6TQ

This is the Schedule of Variations of Standard Conditions referred to in the foregoing Standard Security granted by Stewart Milne Group Limited in favour of the Trustees of The Lombard Merton Trust

- 1 Standard Conditions 1, 2, 4 and 5 shall be delete and shall not apply.
- 2 Condition 7 of the Standard Conditions shall apply as if references to "the standard conditions" therein are references to the Standard Conditions as varied hereby.
- 3 The Granter shall be entitled at any time during the continuance of the Standard Security to create a security or charge over the Security Land ranking subsequent to the Standard Security without any requirement to obtain the consent of LM.
- 4 The Granter shall at any time during the continuance of the Standard Security be entitled to grant deeds of conditions (creating real burdens), servitudes, wayleaves and other real rights in respect of the Security Land in respect of proposed development of the Security Land and neighbouring subjects subject to the Granter first satisfying LM acting reasonably that the creation of any such deeds of conditions, servitudes, wayleaves and other real rights shall not have any adverse effect on the value of the Security Land (for the avoidance of doubt, any decision made by LM to preserve its tax status shall be deemed reasonable).
- 5 Each of the provisions of the Standard Security is severable and distinct from the others and if at any time one or more of such provisions is or becomes invalid, illegal or unenforceable the validity, legality and enforceability of the remaining provisions hereof shall not in any way be effected or impaired thereby.
- 6 Words and expressions used in this Schedule shall unless the context otherwise requires have the same meanings as words and expressions in Schedule 3 of the Conveyancing and Feudal Reform (Scotland) Act 1970.

The headings in this Schedule are for guidance only and shall not affect the interpretation of the provisions hereof.

A handwritten signature in black ink, appearing to read 'Glen Allie', is located at the bottom center of the page.



This is the plan referred to in
 the Standard Security by Stewart Milne
 Group Limited in favour of the Trustees of
 the Stewart Milne Trust

Stewart Milne