

MG01s

Particulars of a charge created by a company registered in Scotland

Oyez

COMPANIES HOUSE
FEE PAID
EDINBURGH

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 re-
gister particulars of a mortgage or charge
created by a company in England
and Wales or Northern Ireland.
If this is the case, please use form MG01.

WEDNESDAY



SWUT3RPU

SCT

16/02/2011

10

COMPANIES HOUSE

1 Company details		For official use
Company number	S C 0 9 6 0 6 8	Filing in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company name in full	LLOYDS TSB FOUNDATION FOR SCOTLAND ("the Borrower")	
2 Date of creation of charge		
Date of creation	d1 d1 m0 m2 y2 y0 y1 y1	
3 Description		
Description	Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc. Restricted Floating Charge ("the Floating Charge")	
4 Amount secured		
Amount secured	Please give us details of the amount secured by the charge. 1 All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or as principal debtor, guarantor, surety or otherwise or as the equivalent obligor under the laws of any other jurisdiction) of the Borrower to the Lender under the Finance Documents (together, the "Secured Documents"). (continued on continuation page)	
		Continuation page Please use a continuation page if you need to enter more details.

MG01s - continuation page

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Amount secured

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

Amount secured

2. The parties to the Facility Agreement may from time to time agree to make amendments to the terms of those documents and may enter into such supplemental agreements as are required from time to time in order to give effect to such amendments. Such amendments may include, inter alia, the increase or reduction of the facilities made available under those documents and, for the avoidance of doubt; those facilities will form part of the Secured Liabilities under and in terms of the Floating charge.

Where:

"Borrower" means Lloyds TSB Foundation for Scotland, (Scottish Charity Number SC009481) a private company limited by guarantee, incorporated in Scotland (Registered Number SC096068) and having its registered office at Riverside House, 502 Gorgie Road, Edinburgh EH11 3AF;

"Facility Agreement" means the facility agreement (as such agreement is amended, varied, supplemented, novated or replaced from time to time) dated on or around the date of the Floating Charge between inter alia, (1) the Borrower and (2) the Lender named therein;

"Finance Documents" means the "Finance Documents" as defined in the Facility Agreement and any other document which the Lender and the Borrower agree shall be designated a Finance Document; and

"Lender" means Noble Grossart Investments Limited (Registered Number SC46538) of 48 Queen Street, Edinburgh EH2 3NR and shall include its permitted successors, assignees and transferees.

Terms defined in parts 1 and 3 to this Form MG01s shall have the same meaning as those used in this part 4 to this Form MG01s.

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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	Noble Grossart Investments Limited ("the Lender")									
Address	48 Queen Street									
	Edinburgh									
Postcode	E	H	2		3	N	R			
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	<p>The Borrower in security of the Secured Liabilities grants in favour of the Lender a floating charge over the Secured Assets.</p> <p>Where:</p> <p>"Related Rights" means all dividends, interest, distributions and other rights of whatever nature at the date of the Floating Charge or thereafter payable on or arising or accruing in respect of the Shares including, without limiting that generality, all shares or other securities (and dividends, interest, distributions and other rights relating thereto) offered or otherwise arising or accruing by way of redemption, bonus, substitution, exchange or otherwise in respect of the Shares;</p> <p>"Secured Assets" means the Shares and Related Rights; and</p> <p>"Shares" means the 8,000,000 ordinary shares of 10 pence each in Lloyds Banking Group plc (Registered Number SC95000).</p> <p>Terms defined in parts 1, 3, 4 and 5 to this Form MG01s shall have the same meaning as those used in this part 6 to this Form MG01s.</p>
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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

Please see Rider 7 attached.

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.

8

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

Not applicable

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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

Please sign the form here.

Signature

Signature

X *John Brown* X
(DIRECTOR, NOLLE GADSCART INVESTMENTS LTD)

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

TOM DUGUID

Company name

TURCAN CONNELL

Address

PRINCES EXCHANGE

1 EARL GREY STREET

EDINBURGH

Post town

County/Region

Postcode

E H 3 9 E E

Country

DX DX 723300 - EDINBURGH 43

Telephone

0131 228 8111



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

LLOYDS TSB FOUNDATION FOR SCOTLAND

(Registered Number SC096068)

**a private company limited by guarantee incorporated in Scotland
(Scottish Charity Number SC009481)**

FORM MG01s RIDER 7

Restricted Floating Charge dated 11th February 2011

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

1. The Borrower shall not, on or after the date of execution of the Floating Charge by the Borrower, grant or create or permit to subsist any fixed security or other floating charge (other than in accordance with the Finance Documents) and (in particular but without prejudice to the generality of the foregoing) the Borrower shall not and is hereby expressly prohibited from granting or creating on or after the date of its execution of the Floating Charge any such fixed security or floating charge over its assets or any part thereof which will rank in priority to, or pari passu with, the floating charge created by the Floating Charge.
2. The security constituted by, or pursuant to, the Floating Charge shall be in addition to and independent of, and shall not in any way prejudice or be prejudiced by, any other security, right or remedy against any person which the Lender may at any time hold for the satisfaction of the Secured Liabilities or any part thereof.
3. The Floating Charge shall, subject to Section 464(2) of the Companies Act 1985, rank in priority to any fixed security or floating charge created by the Borrower after its execution of the Floating Charge.

Where:

"Companies Act 1985" means the Companies Act 1985 (as amended).



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 96068
CHARGE NO. 3

I HEREBY CERTIFY THAT A CHARGE CREATED BY LLOYDS
TSB FOUNDATION FOR SCOTLAND

ON 11 FEBRUARY 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF NOBLE GROSSART INVESTMENTS LIMITED

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 16 FEBRUARY 2011

GIVEN AT COMPANIES HOUSE, EDINBURGH 16 FEBRUARY
2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES