

MG01s

Particulars of a charge created by a company
registered in Scotland

COMPANIES HOUSE

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
particulars of a mortgage or
created by a company in En
and Wales or Northern Irela
this, please use form MG01

FRIDAY



SCT 03/06/2011 995
COMPANIES HOUSE

1 Company details

Company number S C 2 2 2 3 4 0

Company name in full Scarborough Group Developments Limited (the "Chargor")

For official use
20
→ **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 2 0 0 5 2 0 1 1

3 Description

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

Description Floating charge (the "Floating Charge")

4 Amount secured

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

Amount secured All present and future indebtedness, moneys,
obligations and liabilities of each Guarantor and
the Chargor to the Refinancing Fee Beneficiary
under the Refinancing Fee Documents (including this
Floating Charge), in whatever currency denominated,
whether actual or contingent and whether owed
jointly or severally or as principal or as surety
or in some other capacity, together with all
Expenses and all interest under clause 2.2 of the
Floating Charge (the "Secured Liabilities").

See continuation sheet for definitions.

ALL Sums due...

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

MG01s

Particulars of a charge created by a company registered in Scotland

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 Bank of Scotland plc as security trustee for the

Address Refinancing Fee Beneficiary(the "Security Trustee")

The Mound, Edinburgh

Postcode E H 1 1 Y Z

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 whole of the property, assets and undertaking (including uncalled capital) from time to time of the Chargor (the "Charged Assets").

MG01s

Particulars of a charge created by a company registered in Scotland

7

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

The Floating Charge shall, subject to section 464 (2) of the Companies Act 1985, rank in priority to any Fixed Security (other than any Fixed Security granted by the Chargor in favour of the Security Trustee which shall rank in priority to the Floating Charge) and to any other floating charge.

The Chargor shall not, without the prior written consent of the Security Trustee, create or permit to exist any Fixed Security or floating charge over all or any part of the Charged Assets which ranks in priority to or equally with the Floating Charge except for any Fixed Security granted by a Chargor in favour of the Security Trustee

Paragraph 14 of Schedule B1 to the Insolvency Act 1986 applies to the Floating Charge so that the Floating Charge shall be a "qualifying floating charge" for the purposes of that paragraph.

"Fixed Security" shall have the meaning given to it in section 486 of the Companies Act 1985.

- 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.

MG01s

Particulars of a charge created by a company registered in Scotland

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

None

9

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.

10

Signature ②

Please sign the form here.

Signature

Signature

X 

X

② Signature

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

FOR AND ON BEHALF OF
MACLAY MURRAY & SPENS LLP

CHFP025
03/11 Version 5.0

15188809

MG01s

Particulars of a charge created by a company registered in Scotland



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/CEXM/BAN/13/4472

Company name MacLay Murray & Spens LLP

Address Quatermile One

15 Lauriston Place

Post town Edinburgh

County/Region

Postcode E H 3 9 E P

Country United Kingdom

DX DX ED137 Edinburgh

Telephone 0131 228 7000

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

MG01s - continuation page

Particulars of a charge created by a company registered in Scotland

4

Amount secured

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

Amount secured

Definitions:-

"Delegate" shall mean any person appointed by the Security Trustee or any Receiver pursuant to clauses 10.2.1 to 10.2.3 of the Floating Charge and any person appointed as attorney of the Security Trustee and/or any Receiver or Delegate.

"Expenses" shall mean all costs (including legal fees and other professional fees), charges, expenses and damages sustained or incurred by the Security Trustee or any administering Receiver or Delegate at any time in connection with the Charged Assets or the Secured Liabilities or in taking, holding or perfecting this Floating Charge or in protecting, preserving, defending or enforcing the security constituted by this Floating Charge or in exercising any rights, powers or remedies provided by or pursuant to this Floating Charge (including any right or power to make payments on behalf of the Chargor under the terms of this Floating Charge) or by law in each case on a full indemnity basis.

"Facilities Agreement" shall mean the facilities agreement dated on or around the date of the Floating Charge and made between (1) Scarborough Group Holdings Limited, (2) the subsidiaries of Scarborough Group Holdings Limited listed in Part I of Schedule 1 to the Facilities Agreement as original guarantors, (3) Bank of Scotland plc as mandated lead arranger, (4) the financial institutions listed in Parts II and III of Schedule 1 to the Facilities Agreement as lenders, (5) Bank of Scotland plc as agent of the other Finance Parties and (6) the Security Trustee.

"Finance Parties" shall have the meaning given to it in the Facilities Agreement.

"Guarantor" shall have the meaning given to it in the Refinancing Fee Agreement.

"Receiver" shall mean any person or persons appointed (and any additional person or persons appointed or substituted) as receiver or receiver and manager of the whole or any part or parts of the Charged Assets by the Security Trustee under this Floating Charge and shall include joint Receivers.

"Refinancing Fee Agreement" shall mean the refinancing fee agreement dated on or about the date of the Floating Charge and made between (1) Scarborough Group Holdings Limited (2) the Guarantors and (3) Bank of Scotland plc as bank.

"Refinancing Fee Beneficiary" shall have the meaning given to it in the Facilities Agreement.

"Refinancing Fee Documents" shall have the meaning given to it in the Facilities Agreement.



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 222340
CHARGE NO. 20

I HEREBY CERTIFY THAT A CHARGE CREATED BY
SCARBOROUGH GROUP DEVELOPMENTS LIMITED

ON 20 MAY 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF BANK OF SCOTLAND PLC

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 3 JUNE 2011

GIVEN AT COMPANIES HOUSE, EDINBURGH 3 JUNE 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES