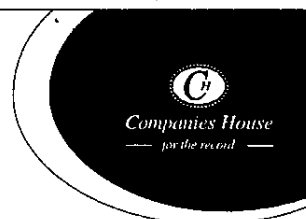


MG01s

Particulars of a charge created by a company
registered in Scotland

SE

13/119910

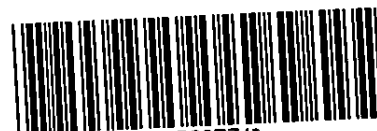


A fee is payable with this form.
We will not accept this form unless you send the correct fee.
Please see 'How to pay' on the last page.

☒ 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-
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.

THURSDAY



S1B22ZZ4

SCT 14/06/2012 #165

COMPANIES HOUSE

1 Company details

Company number S C 2 7 9 2 3 0

Company name in full GIO GOI BRANDS LIMITED

→ 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 d 0 d 1 m 0 m 6 y 2 y 0 y 1 y 2

3 Description

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

Description TRADEMARK ASSIGNATION IN SECURITY

4 Amount secured

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

Amount secured

any and all monies and obligations due, owing or incurred by GIO
GOI Brands Limited to the Group Members (or any of them) in any
manner and in any currency or currencies, whether present or future,
actual or contingent, incurred alone or jointly with any other person
and whether as principal, guarantor, cautioner or surety including
interest, costs, charges and expenses incurred by the Group
Members (or any of them) in respect of those monies or obligations.

"Group Member" means a member of the Security Trustee and its
Subsidiaries for the time being.

"Subsidiary" means a subsidiary undertaking within the meaning of
section 1162 of the Companies Act 2006.

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.

Name SANTANDER UK PLC (for itself and as security trustee for each

Address Group Member) the "Security Trustee"

2 TRITON SQUARE, REGENT'S PLACE, LONDON

Postcode N W 1 3 A N

Name

Address

Postcode

Continuation page

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

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

All right, title and interest in and to the Trade Marks including:

1 all statutory and common law rights attaching to the Trade Marks, together with the goodwill of the business relating to the goods or services in respect of which the Trade Marks are registered or used; and

2 the right to bring, make, oppose, defend, appeal proceedings, claims or actions and obtain relief (and to retain any damages recovered) in respect of any infringement, or any other cause of action (including passing off) arising from ownership, of any of the Trade Marks whether occurring before, on or after the date of this Assignment.

"Trade Marks" means the trade marks registered with the UK Intellectual Property Office under the following registration numbers:

2440755

2440754

2459094

2459095

2480881

2480885

2500901

1471928

2435722

2237524

2381065

2536820

2440756

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

N/A

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

N/A

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

Signature²

Please sign the form here.

Signature

Signature

X *John Smith for Goodies LLP* X

² Signature

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

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 LEIGH KIRKPATRICK

Company name BRODIES LLP

Address 15 Atholl Crescent

Post town Edinburgh

County/Region Midlothian

Postcode E H 3 8 H A

Country Scotland

DX DX 10 Edinburgh

Telephone 0131 228 3777



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. 279230

CHARGE NO. 4

I HEREBY CERTIFY THAT A CHARGE CREATED BY GIO GOI
BRANDS LIMITED

ON 1 JUNE 2012

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF SANTANDER UK PLC

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 14 JUNE 2012

GIVEN AT COMPANIES HOUSE, EDINBURGH 15 JUNE 2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES