

MG01s

Particulars of a charge created by a company registered in Scotland



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
this, please use form MG01.

FRIDAY



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05/08/2011

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COMPANIES HOUSE

1	Company details
Company number	S C 2 8 5 0 3 1
Company name in full	EWM (IP) Limited (the "Chargor")

For official use
4
→ 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	d2 d5 m0 m7 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. Debenture (the "Deed")

4	Amount secured
Amount secured	Please give us details of the amount secured by the charge. All monies and liabilities now or after the date of this Deed due, owing or incurred by that Chargor to: (a) the Finance Parties (or any of them) under the Finance Documents (or any of them); and (b) each Bilateral Lender under the Bilateral Documents, in any manner and in any currency or currencies and whether present or future, actual or contingent, whether incurred solely or jointly with any other person and whether as principal or surety, together with all interest accruing on such monies and liabilities and all costs, charges and expenses incurred by any Finance Party under any Finance Document and a Bilateral Lender under any Bilateral Document, except for any obligation which, if it were included here, would constitute unlawful financial assistance, or its equivalent in any other jurisdiction.

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

Barclays Bank plc (the "Security Trustee")

Address

1 Churchill Place

London

Postcode

E 1 4 5 H P

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

All of the Chargor's assets and undertaking the subject of any Security created by, under or supplemental to, the Deed in favour of the Security Trustee.

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

No Chargor shall:

- (1) create or permit to subsist any Security over any of its assets;
- (2) sell, transfer or otherwise dispose of any of its assets on terms whereby they are or may be leased to or re-acquired by a Chargor or any other member of the Group;
- (3) sell, transfer or otherwise dispose of any of its receivables on recourse terms;
- (4) enter into any arrangement under which money or the benefit of a bank or other account may be applied, set-off or made subject to a combination of accounts; or
- (5) enter into any other preferential arrangement having a similar effect.

Please refer to the continuation sheets for a list of definitions.

- 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

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.

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 Calum McNiven

Company name Burness LLP

Address 50 Lothian Road, Festival Square

Post town Edinburgh

County/Region Midlothian

Postcode E H 3 9 W J

Country

DX ED73 EDINBURGH

Telephone 0131 473 6030



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

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4	Amount secured	
	Please give us details of the amount secured by the charge.	
Amount secured	<p>"Bilateral Documents" means</p> <p>(a) each document relating to or evidencing the terms of a Bilateral Ancillary Facility;</p> <p>(b) the guarantee entered into or to be entered into by the Company in favour of Barclays Bank plc, in its capacity as Bilateral Lender in respect of the Target Overdraft Facility; and</p> <p>(c) the counter indemnity entered into or to be entered into by the Company in favour of Barclays Bank plc as a Bilateral Lender in connection with the Bilateral Ancillary Facilities made available to the Target.</p> <p>"Bilateral Lender" means a Lender.</p> <p>"Company" means The Edinburgh Woollen Mill (Group) Limited (registered in Scotland with number SC307281).</p> <p>"Facility Agreement" means the Facility Agreement between the Company and others as Original Borrowers, the Company and others as Original Guarantors, Barclays Corporate and Santander UK PLC as Mandated Lead Arrangers, Barclays Bank PLC as Agent and Security Trustee and dated on 25 July 2011 under which the Lenders agree to make available to the Borrowers a revolving credit facility.</p> <p>"Finance Parties" means the Agent, each Arranger, the Security Trustee, a Lender, a Hedge Counterparty, or a Bilateral Lender.</p> <p>"Finance Documents" means this Agreement, any Accession Deed, any Compliance Certificate, any Fee Letter, any Hedging Agreement, the Ranking Deed, any Resignation Letter, any Transaction Security Document, any Utilisation Request, any Bilateral Document and any other document designated as a Finance Document by the Agent and the Company.</p> <p>"Group" means The Edinburgh Woollen Mill (Group) Limited (registered number SC307281) and each of its Subsidiaries excluding EWM Property Company Limited (registered number SC118794); Jane Norman Limited (registered number SC392903); and EWM (2011) Limited (registered number SC396749).</p> <p>"Security" means a mortgage, charge, pledge, lien, assignment or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.</p> <p>"Subsidiaries" means a subsidiary undertaking within the meaning of section 1162 of the Companies Act 2006.</p> <p>All other definitions not herein defined are contained within the Facility Agreement.</p>	



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 285031

CHARGE NO. 4

I HEREBY CERTIFY THAT A CHARGE CREATED BY EWM (IP)
LIMITED

ON 25 JULY 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF BARCLAYS BANK PLC

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 5 AUGUST 2011

GIVEN AT COMPANIES HOUSE, EDINBURGH 10 AUGUST 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES