In accordance with Section 878 of the Companies Act 2006.

MG01s

Particulars of a charge created by a company registered in Scotland

COMPANIES HOUSE

Companies House — for the record —

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.

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SCT 18/10/2011 11
COMPANIES HOUSE

✓ **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 r particulars of a mortgage or created by a company in Eng and Wales or Northern Ireland. To do this, please use form MG01.

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 *

1 Company details

Company number	S C 3 4 0 6 3 4
Company name in full	NESSCO GROUP HOLDINGS LIMITED

2 Date of creation of charge

Date of creation	d 0 d 4 m 1 m 0 y 2 y 0 y 1 y 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:

The aggregate of all moneys and liabilities, whether of principal, interest, charges, commissions, costs (on a full indemnity basis) or otherwise in whatever currency which may now or at any time hereafter be due owing or incurred by the Company to the Trustee and/or the Noteholders under the terms of the Loan Note Trust Deed) and whether actual or contingent and whether alone or jointly with others, as principal, cautioner, guarantor, surety or otherwise, and in whatever name or style ("the Secured Liabilities").

Definitions - see continuation.

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	Maven Capital Partners UK LLP (as Trustee)
Address	Queens Chambers, 5 John Dalton Street
	Manchester
Postcode	M 2 6 E T
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 property (including uncalled capital) which may from time to time, while the Floating Charge is in force, be comprised in the Company's property and undertaking ("the Secured Property")

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

Ranking:

Except as may be otherwise agreed in writing by the Trustee and subject to sub-section (2) of section 464 of the Companies Act 1985:-

1 the Floating Charge shall rank in priority and in preference to:-

1.1 any fixed security (a "Fixed Security") within the meaning of section 70(1) of the Insolvency Act 1986 which may be created by the Company hereafter, other than any such Fixed Security in favour of the Trustee which shall in all respects rank in priority and in preference to the Floating Charge; and
1.2 any other floating charge which may be created by the Company hereafter; and

2 no Fixed Security, other than any Fixed Security in favour of the Trustee, and no other floating charge shall rank in priority or preference prior to or equally with the Floating Charge.

Negative Pledge:

Without prejudice to the Ranking provisions above, until the Secured Liabilities have been irrevocably and unconditionally repaid and discharged in full, the Company shall not, without the consent in writing of the Trustee, create or attempt to create or permit to subsist any Security Interest in, over or in any way affecting any of the Secured Property.

❶ 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

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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 ❷

Please sign the form here.

Signature

Signature

X X

❷ **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 D. Cathie

Company name Brodies LLP

Address 2 Blythswood Square

Post town Glasgow

County/Region

Postcode G 2 4 A D

Country

DX

Telephone 0131 656 0197

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

In accordance with Section 878 of the Companies Act 2006.

MG01s - continuation page

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4 Amount secured

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

Amount secured

DEFINITIONS

"Loan Note Trust Deed" means the loan note trust deed executed by the Company of even date with the execution of the Floating Charge constituting the Loan Notes as the same may be varied, amended, modified, supplemented or replaced;
"Loan Notes" means the £962,500 14% Secured Loan Notes 2017 of the Company constituted by the Loan Note Trust Deed;
"Noteholder" means a noteholder as defined in the Loan Note Trust Deed
"Trustee" means Maven Capital Partners UK LLP a limited liability partnership registered in England and Wales and having its registered office at Queens Chambers, 5 John Dalton Street, Manchester M2 6EY or any successor in its capacity as trustee under the Loan Note Trust Deed;
"Company" means Nessco Group Holdings Limited;
"Security Interest" any charge, mortgage, pledge, lien, encumbrance or other security interest (whether fixed or floating);

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

COMPANY NO. 340634

CHARGE NO. 4

I HEREBY CERTIFY THAT A CHARGE CREATED BY NESSCO GROUP HOLDINGS LIMITED

ON 4 OCTOBER 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF MAVEN CAPITAL PARTNERS UK LLP

WAS DELIVERED PURSUANT TO SECTION 878 OF THE COMPANIES ACT 2006 ON 18 OCTOBER 2011

GIVEN AT COMPANIES HOUSE, EDINBURGH 18 OCTOBER 2011

Companies House
— for the record —

REGISTRAR OF COMPANIES FOR SCOTLAND
THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES