

MR04

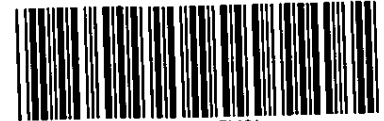
Statement of satisfaction in full or in part of a charge

You can use the **WebFiling service** to file this form online.
Please go to www.companieshouse.gov.uk

✓ **What this form is for**
You may use this form to register
a statement of satisfaction in full
or in part of a mortgage or charge
against a company.

✗ **What this form is NOT for**
You may not use this form to
register a statement of satisfi
in full or in part of a mortgage
charge against an LLP. Use f
LL MR04.

MONDAY



SCT *S4B2H5X6* #64
06/07/2015
COMPANIES HOUSE

1 Company details

Company number S C 4 1 2 5 9 8
Company name in full TMGL Holdings Limited (the "Chargor")

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Charge creation ①

When was the charge created?

- **Before 06/04/2013.** Complete **Part A** and **Part C**
- **On or after 06/04/2013.** Complete **Part B** and **Part C**

① **Property acquired**
If section 859C of the Companies
Act 2006 applies, this is the date
that the property was acquired.

Part A Charges created before 06/04/2013

A1 Charge creation date

Please give the date of creation of the charge. ②

Charge creation date ^d2 ^d9 ^m0 ^m2 ^y2 ^y0 ^y1 ^y2

② **Property acquired**
If section 859C of the Companies
Act 2006 applies, this is the date
that the property was acquired.

A2 Description of instrument (if any)

Please give a description of the instrument (if any) by which the charge is
created or evidenced.

Instrument description Share Pledge granted in favour of The Royal Bank of
Scotland plc as trustee, agent and security agent
for each of the Senior Secured Parties (as defined
therein) (the "Share Pledge")

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

A3

Short particulars of the property or undertaking charged

Short particulars

Please give the short particulars of the property or undertaking charged.

Continuation page

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

3.2 Pledge of Existing Shares

The Chargor pledges and assigns all its right, title and interest in the Existing Shares and the Related Rights derived therefrom.

3.3 Pledge of Further Shares

The Chargor undertakes to pledge and assign to the Security Agent all its right, title and interest in any Further Shares (and any Related Rights derived therefrom) to which it becomes entitled after the date of this Share Pledge promptly upon becoming entitled to the same and agrees that upon registration of any Further Shares in the name of the Security Agent or its nominee in accordance with Clause 5.2 (Further Shares) such Further Shares (and the Related Rights derived therefrom) shall be held by the Security Agent or its nominee in security for the payment of all the Secured Obligations in accordance with the terms of this Share Pledge.

4.2 Additional security

The Share Pledge shall be without prejudice and in addition to any other security which may at any time be held by the Security Agent or any other Senior Secured Party from the Chargor or any other person in respect of the whole or any part of the Secured Obligations and may be enforced independently of any such other security.

6 Restriction on Dealings

Save as permitted by the Facilities Agreement or the Intercreditor Agreement, the Chargor will not create or permit to subsist any Security on any part of the Charged Assets or dispose of or otherwise deal with any part of the Charged Assets.

Terms defined in the Facilities Agreement, unless otherwise defined in the Share Pledge or unless a contrary intention appears, bear the same meaning when used in the Share Pledge.

"Charged Assets" means the Shares and the Related Rights.

"Company" means each Company particulars of which are set out in schedule 1 of the Share Pledge (appended as Schedule 1 of this form MR04).

"Existing Shares" means the shares in the capital of each Company particulars of which are set out in schedule 1 of the Share Pledge (appended as Schedule 1 of this form MR04).

"Facilities Agreement" means the senior facilities agreement dated of even date with the Share Pledge between, among others, the Parent, Bank of Scotland plc, National Australia Bank Limited and The Royal Bank of Scotland plc as Arrangers, The Royal Bank of Scotland plc as Agent and Security Agent and the Original Lenders.

"Further Shares" means any shares (or other securities derived from any shares) in the capital of any Company (other than the Existing Shares) in which the Chargor has any interest from time to time.

"Related Rights" means all rights derived from the Shares including rights to dividends and other distributions paid or payable after the date of this Share Pledge on all or any of the Shares and all rights to stocks, shares or other securities (and dividends, interest and other distributions thereon) or other rights accruing or offered at any time by way of redemption, bonus, pre-emption or otherwise to or in respect of all or any of the Shares or in substitution or exchange for all or any of the Shares.

"Shares" means the Existing Shares and the Further Shares.

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Part B Charges created on or after 06/04/2013

B1

Charge code

Please give the charge code. This can be found on the certificate.

Charge code ①

 - -

① Charge code

This is the unique reference code allocated by the registrar.

Part C To be completed for all charges

C1

Satisfaction

I confirm that the debt for the charge as described has been paid or satisfied. Please tick the appropriate box.

☒ In full

☐ In part

C2

Details of the person delivering this statement and their interest in the charge

Please give the name of the person delivering this statement

Forename(s)

Dickson Minto W.S.

Surname

Please give the address of the person delivering this statement

Building name/number

16

Street

Charlotte Square

Post town

Edinburgh

County/Region

Postcode

E H 2 4 D F

Please give the person's interest in the charge (e.g. chargor/chargee etc).

Person's interest in the charge

Solicitors for the Chargor

C3

Signature

Please sign the form here.

Signature

Signature

X *Dickson Minto*

Solicitors for the Chargor

X

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Statement of satisfaction in full or in part of a charge



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. The contact information you give will be visible to searchers of the public record.

Contact name Drew MacDonald

Company name Dickson Minto W.S.

Address 16 Charlotte Square

Post town Edinburgh

County/Region

Postcode E H 2 4 D F

Country

DX DX 199 Edinburgh

Telephone 0131 225 4455



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.

Part A Charges created before 06/04/2013

- ☐ You have given the charge date.
☐ You have completed the Description of instrument and Short particulars in Sections A2 and A3.

Part B Charges created on or after 06/04/2013

- ☐ You have given the charge code.

Part C To be completed for all charges

- ☐ You have ticked the appropriate box in Section C1.
☐ You have given the details of the person delivering this statement in Section C2.
☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



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

Schedule 1

THIS IS THE SCHEDULE REFERRED TO IN THE FOREGOING SHARE PLEDGE GRANTED BY TMGL HOLDINGS LIMITED IN FAVOUR OF THE ROYAL BANK OF SCOTLAND PLC (AS SECURITY AGENT FOR ITSELF AND OTHERS)

THE SCHEDULE

THE EXISTING SHARES

Company in which shares held	Regd. No.	Class and nominal value of shares	Number of shares of that class	Issued share capital of that class
Miller Mining Limited	SC090434	Ordinary shares of £1 each	100	100
Miller Homes Holdings Limited	SC255430	Ordinary shares of £1 each	25,000,000	25,000,000
Miller Corporate Holdings Limited	SC288228	Ordinary shares of £1 each	15,000,000	15,000,000
Miller Holdings (International) Limited	SC115235	Ordinary shares of £1 each	1,000	1,000