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COMPANIES FORM No. 395

## Particulars of a mortgage or charge

# 395

Please do not write  
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Pursuant to section 395 of the Companies Act 1985

CHA 267

Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

To the Registrar of Companies

For official use

Company number

1031292

Name of company

\* CPL AROMAS PLC (the "Company")

\* insert full name  
of company

Date of creation of the charge

25 February 2000

Description of the instrument (if any) creating or evidencing the charge (note 2)

Composite Guarantee and Debenture between the Company (1), CPL Investments Limited (2), Mothoak Limited (3), H E Daniel Limited (4) and the Security Trustee (as defined below) (5) (the "Debenture")

Amount secured by the mortgage or charge

Presentor's name address and  
reference (if any):

**Norton Rose**  
Kempson House  
Camomile Street  
London EC3A 7AN

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Time critical reference

For official Use  
Mortgage Section

Post room



Norton Rose

Amount secured by the mortgage or charge

All moneys, obligations and liabilities from time to time due, owing or incurred by the Company under or pursuant to:

- (a) the following documents (together, and each as it may from time to time be amended, varied, novated, supplemented or replaced, the "Secured Documents"), namely:
  - (i) a senior facilities agreement dated 14 January 2000 and made between Broomco (1942) Limited (the "Parent") and Doubleforecast plc as a borrower and certain other subsidiaries of the Parent as borrowers (the "WCF Borrowers"), the Security Trustee (described below) and certain banks and financial institutions (the "Senior Facilities Agreement") insofar only as it evidences the indebtedness of the Company in respect of its borrowing under the refinancing facility granted by clause 2.1.1(a) of the Senior Facilities Agreement and the indebtedness of the WCF Borrowers in respect of the working capital facility granted under clause 2.1.2 of the Senior Facilities Agreement;
  - (iii) an ancillary facilities letter dated 25 February 2000 entered into by the Parent, Doubleforecast plc and the Security Trustee (described below);
- (b) the guarantees and indemnities given by the Company under the Debenture, which secure all the obligations under the Secured Documents of the Parent and Doubleforecast plc and each other subsidiary of the Parent which becomes a party to the Debenture; and
- (c) all other provisions of the Debenture.

Names and addresses of the mortgagees or persons entitled to the charge

The Royal Bank of Scotland plc of Waterhouse Square, 138-142 Holborn, London EC1N 2TH (the "Security Trustee") on behalf of itself and the banks and financial institutions from time to time parties to the Secured Documents

Short particulars of all the property mortgaged or charged

1. The Debenture charges all of the present and future assets of the Company.
2. It creates first fixed charges over all of the present and future assets of the Company of the following types:
  - (a) land, interests in land and fixtures
  - (b) plant, machinery and equipment
  - (c) stocks, shares, bonds and other securities of any kind
  - (d) debts and claims
  - (e) the proceeds of collection of debts and claims and credit balances at banks
  - (f) the benefit of insurances

Short particulars of all the property mortgaged or charged

(g) goodwill and uncalled capital

(h) intellectual property of all kinds,

in each case, together with all associated rights.

3. It also creates a first floating charge over all other present and future assets of the Company.

4. The Debenture contains a covenant by the Company that it will not, without the prior written consent of the Security Trustee:

(a) create or attempt to create or permit or subsist in favour of any person other than the Security Trustee any mortgage, charge (whether fixed or floating), pledge or lien or other security interest of any kind or any other type of preferential arrangement over any of its present or future assets (except for certain specific limited kinds of interest which are specifically permitted by the express terms of the Secured Documents or the Debenture);

(b) dispose or attempt or agree to dispose of (i) any debts or claims owed to it or (ii) any other assets except, in the case of such other assets as are charged by way of floating charge only, in the ordinary course of business.

5. If the Company creates or attempts to create a security interest of any kind over any of the assets subject to the floating charge otherwise than in accordance with the covenant referred to in paragraph 4(a) above or if any person levies or attempts to levy any form of execution or process in respect of any of such assets, the floating charge over the assets concerned will automatically be converted into a fixed charge.

Particulars as to commission allowance or discount (note 3)

Nil

Signed Norton Rose

Date 7 March 2000

On behalf of mortgagee/chargee

**Notes**

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where

section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.

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- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 01031292

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT COMPOSITE GUARANTEE AND DEBENTURE DATED THE 25th FEBRUARY 2000 AND CREATED BY CPL AROMAS PUBLIC LIMITED COMPANY FOR SECURING IN FAVOUR OF THE ROYAL BANK OF SCOTLAND PLC ON BEHALF OF ITSELF AND THE BANKS AND FINANCIAL INSTITUTIONS FROM TIME TO TIME PARTIES TO THE SECURED DOCUMENTS ALL MONEYS, OBLIGATIONS AND LIABILITIES FROM TIME TO TIME DUE, OWING OR INCURRED BY THE COMPANY UNDER OR PURSUANT TO: (a) THE FOLLOWING DOCUMENTS (TOGETHER, AND EACH AS IT MAY FROM TIME TO TIME BE AMENDED, VARIED, NOVATED, SUPPLEMENTED OR REPLACED, THE "SECURED DOCUMENTS"), NAMELY: (I) A SENIOR FACILITIES AGREEMENT DATED 14TH JANUARY 2000 AND (II) AN ANCILLARY FACILITIES LETTER DATED 25TH FEBRUARY 2000; (b) THE GUARANTEES AND INDEMNITIES GIVEN BY THE COMPANY UNDER THE DEBENTURE, WHICH SECURE ALL THE OBLIGATIONS UNDER THE SECURED DOCUMENTS OF THE PARENT AND DOUBLEFORECAST PLC AND EACH OTHER SUBSIDIARY OF THE PARENT WHICH BECOMES A PARTY TO THE DEBENTURE; AND (c) ALL OTHER PROVISIONS OF THE DEBENTURE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th MARCH 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th MARCH 2000.

*R*  
*GR*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



C O M P A N I E S   H O U S E