

MG01

Particulars of a mortgage or charge



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 mortgage or charge
in England and Wales or Northern
Ireland

✗ **What this form is NOT for**
You cannot use this form to register
particulars of a charge on
company property. To do this, use
form MG01s

THURSDAY



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07/02/2013

#39

COMPANIES HOUSE

1 Company details

Company number 0 2 6 8 5 1 2 0

Company name in full Directors UK Limited ✓

3 For official use

→ **Filing 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 d3 d0 m0 m1 y2 y0 y1 y3 ✓

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description ✓ RENT DEPOSIT DEED dated 30 January 2013 (the "Rent Deposit Deed") between
(1) Diageo Pension Trust (Property Custodian) and Diageo Pension Trust
Limited (as trustees of the Diageo Pension Scheme) (together the
"Chargee") and (2) the Company

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured The monies from time to time standing to the credit
of the Account including any accrued interest (the
"Deposit Balance")

Continued on continuation page

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

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5 Mortgagee(s) or person(s) entitled to the charge (if any)

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 Diageo Pension Trust (Property Custodian) Ltd ✓

Address Lakeside Drive Park Royal London NW10 7HQ

c/o Ashurst LLP, 5 Appold Street, London

Postcode E C 2 A 2 H A

Name Diageo Pension Trust Ltd ✓

Address Lakeside Drive Park Royal London NW10 7HQ

c/o Ashurst LLP, 5 Appold Street, London

Postcode E C 2 A 2 H A

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

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

Short particulars

1 DEPOSIT

1 1 The Tenant acknowledged that it has paid the Initial Deposit to the Landlord in consideration of the acknowledgements and covenants of the Landlord contained in the Rent Deposit Deed

2 CHARGE AND RELATED PROVISIONS

2 1 As security for the payment to the Landlord of the Liabilities and for performance of its other obligations in the Lease and in the Rent Deposit Deed the Tenant charged to the Landlord by way of first fixed charge with full title guarantee all its right and entitlement to the Deposit Balance (and its right and entitlement to be repaid the same or an amount equal to the same in accordance with the Rent Deposit deed)

2 2 The Tenant warranted to the Landlord that the Deposit is free from any charge, encumbrance or other security interest in favour of any third party and the Tenant shall not assign or otherwise dispose to any person whatsoever the benefit of any of the Tenant's rights under the Rent Deposit Deed or the Tenant's interest in, nor create any further charge encumbrance or other security interest over, the whole or any part of the Deposit Balance or the Account

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7 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

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9 Signature

Please sign the form here

Signature

Signature

x Ashurst LLP. ✓ x
S. 2. 13

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

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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 Matthew Freeman (DIA01 962)

Company name Ashurst LLP

Address Broadwalk House

5 Appold Street

Post town London

County/Region

Postcode E C 2 A 2 H A

Country England

DX 639 London City

Telephone +44 (0)20 7638 1111



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 the original deed 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 mortgagee or 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 mortgaged or 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 mortgage or 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

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4	Amount secured
	Please give us details of the amount secured by the mortgage or charge
Amount secured	<p>In this form MG01 -</p> <p>"Account" means a separate interest-bearing account (to which the Deposit is to be credited as required by clause 2 1 of the Rent Deposit Deed) designated "DIRECTORS UK LIMITED - RENT DEPOSIT ACCOUNT FOR 8 - 10 DRYDEN STREET" with a Clearing Bank of the Landlord's choosing from time to time and includes any new account opened under clause 10 and any renewal re-designation or renumbering of any relevant account from time to time;</p> <p>"Clearing Bank" means a bank incorporated under the law of and with its principal place of business in the United Kingdom and which is a "sterling member" of CHAPS Clearing Company Limited;</p> <p>"Deposit" means the Initial Deposit and any further sums deposited pursuant to clause 6 of the Rent Deposit Deed;</p> <p>"Initial Deposit" means the sum of THIRTYSEVEN THOUSAND FIVE HUNDRED POUNDS (£37,500) plus an amount equal to Value Added Tax on such sum at the rate prevailing from time to time,</p> <p>"Landlord" means DIAGEO PENSION TRUST (PROPERTY CUSTODIAN) LIMITED (No 07047231) (as Trustee Custodian of the Diageo Pension Scheme) and DIAGEO PENSION TRUST LIMITED (No. 01024205) (as trustee of the Diageo Pension Scheme) both of whose registered offices are at Lakeside Drive Park Royal London NW10 7HQ</p> <p>"Lease" means a lease of the Premises made on the 30 January 2013 between (1) Diageo Pension Trust (Property Custodian) Limited (as Trustee Custodian of the Diageo Pension Scheme) and Diageo Pension Trust Limited (as trustee of the Diageo Pension Scheme) and (2) Directors UK Limited</p> <p>"Liabilities" means</p> <ul style="list-style-type: none"> (a) the rents reserved by and the other sums payable under the Lease which have not been paid within fourteen days after the due date for payment (in the case of the Principal Rent whether or not formally demanded), (b) in the event of forfeiture or disclaimer <ul style="list-style-type: none"> (i) mesne profits from the date of forfeiture or disclaimer until the date the Landlord obtains possession of the Premises, (ii) a sum equal to the rents and other sums which would have been payable under the Lease (had it not been forfeited or disclaimed) for the period beginning on the date on which the Landlord obtains possession until the earlier of the date from which a full market rent is payable under a new lease of the Premises granted on terms substantially similar to those contained in the Lease and the expiry of six months, (c) in the event of any breach of the obligations of the Tenant under the Lease or the Rent Deposit Deed not having been remedied within

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Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

two months following written notice to the Tenant such sums as would compensate the Landlord in respect of such breach;

(d) all reasonable and proper legal costs and other fees and expenses properly incurred by the Landlord in enforcing the terms of the Lease or the Rent Deposit deed,

together in each case with an amount equal to such Value Added Tax as is or would have been properly chargeable thereon;

"Premises" means the premises known as third and fourth floors 8-10 Dryden Street London WC2 and being more particularly described in the Lease

"Tenant" means DIRECTORS UK LIMITED (No 02685120) whose registered office is at Inigo Place 31 & 32 Bedford Street London WC2E 9ED

"Term" means the term of years granted by the Lease

"Value Added Tax" means value added tax or any other tax of a similar nature that may be substituted for or levied in addition to it in each

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6	Short particulars of all the property mortgaged or charged
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Please give the short particulars of the property mortgaged or charged
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Short particulars

3 FURTHER ASSURANCE AND GENERAL

The Tenant will at its own cost do all such acts and things and execute all such further documents as the Landlord shall reasonably require in order to perfect the security constituted by the Rent Deposit Deed or otherwise implement its provisions



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 2685120
CHARGE NO. 3**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 30
JANUARY 2013 AND CREATED BY DIRECTORS UK LIMITED.
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO DIAGEO PENSION TRUST (PROPERTY
CUSTODIAN) LTD AND DIAGEO PENSION TRUST LTD UNDER
THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 7 FEBRUARY 2013**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 11 FEBRUARY
2013**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

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