

127470/52  
**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**

You cannot use this form  
particulars of a charge for  
company. To do this, please  
use form MG01s

WEDNESDAY



LD4 09/11/2011 18

COMPANIES HOUSE

25 For official use

→ **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 0 2 7 1 4 7 8 1

Company name in full CLS Holdings plc (the **"Mortgagor"**)

**2**

**Date of creation of charge**

Date of creation d2 d4 m1 m0 y2 y0 y1 y1

**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 A Mortgage over securities dated 24 October 2011 entered into between (1)  
the Mortgagor and (2) The Royal Bank of Scotland plc (the **"Mortgagee"**)  
(the **"Mortgage"**)

**4**

**Amount secured**

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

Amount secured The liabilities of the Borrowers to the Mortgagee  
under or pursuant to the Finance Documents except  
for any liabilities which, if secured by  
the Mortgage, would result in a contravention by the  
Mortgagor of the prohibitions in Chapter 2  
(Financial assistance for purchase of own shares)  
of Part 18 of the Companies Act 2006 (the **"Secured  
Liabilities"**)

**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 The Royal Bank of Scotland plc

Address 280 Bishopsgate

London

Postcode E C 2 M 4 R B

Name

Address

Postcode

**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

The Mortgagor with full title guarantee as a continuing security to secure the payment and charge of the Secured Liabilities, charges by way of fixed charge in favour of the Mortgagee

a) the Shares, and

b) the Dividends

The Mortgagor shall not create or permit to subsist any Security over any Security Asset

**Definitions**

**Dividends** means all dividends, interest and other distributions paid or payable on or in respect of the Shares,

**Security** means a mortgage, charge, pledge, lien, assignment by way of security, retention of title provision, trust or flawed asset arrangement (for the purpose of, or which has the effect of, granting security) or other security interest securing any obligation of any person or any other agreement or arrangement in any jurisdiction having a similar effect,

**Security Assets** means all of the assets of the Mortgagor which are the subject of any Security created or to be created by the Mortgage, and

(please see continuation page)

## MG01 - continuation page

### Particulars of a mortgage or charge

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#### Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

**Shares** means the shares which are listed or described in the Schedule being 100 ordinary shares of £1 00 in Buspace Studios Limited and 2,000 ordinary shares of £1 00 in Quayside Lodge Limited and any additional shares in respect of which the Mortgagor deposits documents with the Mortgagee together with (i) all allotments, accretions, offers, options, rights, bonuses, benefits and advantages, whether by way of conversion, redemption, preference, option or otherwise (except for Dividends) which at any time accrue to or are offered or arise in respect of them, and (ii) any Equivalent Financial Collateral provided in accordance with Clause 9 1 5 of the Mortgage (*Rights and powers of the Mortgagee*)

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**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 Nil

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**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).

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**Signature**

Please sign the form here

Signature

Signature

X *Stephenson Harwood* X

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

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## Particulars of a mortgage or 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 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 A3008/1066/50-02105

Company name Stephenson Harwood

Address 1 Finsbury Circus

Post town London

County/Region

Postcode E C 2 M 7 S H

Country United Kingdom

DX DX 64 Chancery Lane

Telephone 020 7809 2199



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 2714781  
CHARGE NO. 25**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A MORTGAGE OVER SECURITIES  
DATED 24 OCTOBER 2011 AND CREATED BY CLS HOLDINGS  
PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE  
FROM THE BORROWERS TO THE ROYAL BANK OF SCOTLAND  
PLC 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 9 NOVEMBER 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14 NOVEMBER  
2011

Dx



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES