

MG01

Particulars of a mortgage or charge



079895/26

**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  
particulars of a charge for  
company. To do this, please  
use form MG01s

THURSDAY



\*AK8E4OT1\*

A29

04/11/2010

74

COMPANIES HOUSE

**1 Company details**

Company number 0 2 7 1 4 7 8 1

Company name in full CLS Holdings Plc (the "Chargor")

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 \*

**2 Date of creation of charge**

Date of creation 0 1 1 1 2 0 1 0

**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 Third Party Share Mortgage made between the Chargor (1) and the Agent (2)  
(the "Deed")

**4 Amount secured**

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

Amount secured (a) all obligations of each Obligor owed or expressed to  
be owed to the Finance Parties under or in connection  
with the Finance Documents whether owed jointly or  
severally, as principal or surety or in any other  
capacity,  
  
(b) in the case of any Obligor other than the Chargor any  
obligation referred to in (a) above which is or  
becomes Unenforceable and any cost, loss or liability  
which any Finance Party incurs as a result of any such  
Obligor not paying any amount expressed to be payable  
by it under any Finance Document on the date when it  
is expressed to be due  
  
(the "Secured Liabilities")

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

# MG01

## Particulars of a mortgage or charge

### 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 Deutsche Postbank AG, London Branch

Address 61 Queen Street, London as agent and security trustee for the Finance Parties (the "Agent")

Postcode E C 4 R 1 A F

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

#### 1 Security

As continuing security for the payment of the Secured Liabilities the Chargor with full title guarantee assigned to the Agent as trustee for the Finance Parties by way of equitable mortgage all its present and future rights and interest in

(a) the Investments, and

(b) all Dividends

#### 2 Negative Undertakings

##### 2 1 Negative pledge

The Chargor shall not create or permit to subsist any Security over any of the Charged Property other than a Permitted Security

##### 2 2 Disposals

The Chargor shall not sell, transfer or otherwise dispose or purport or agree to dispose of any Charged Property

##### 2 3 Centre of main interests

The Chargor shall not move its centre of main interests for the purposes of Council Regulation (EC) No 1346/2000 of 29 May 2000 on insolvency procedures outside England and Wales

##### 2 4 Other restrictions

The Chargor shall not without first obtaining the Agent's written consent merge or consolidate with any other person

# MG01 - continuation page

## Particulars of a mortgage or charge

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

Please give the short particulars of the property mortgaged or charged

#### Short particulars

#### Definitions

"**Agreement**" means a loan agreement dated 27 October 2010 and made between Apex Tower Limited (1), the Original Banks listed in schedule 2 thereto (2), Deutsche Postbank AG, London Branch as the Agent (3) and Deutsche Postbank AG, London Branch as Hedge Counterparty (4),

"**Charged Property**" means the assets mortgaged by the Chargor under the Deed,

"**Default Rate**" means the interest rate provided for in clause 8.3 of the Agreement in relation to Unpaid Sums,

"**Dividends**" means all dividends, interest and other money payable in respect of the Investments,

"**Financial Collateral Regulations**" means the Financial Collateral Arrangements (No 2) Regulations 2003 SI 2003/3226,

"**Insolvency Act**" means the Insolvency Act 1986,

"**Investments**" means

- (a) 5,325,000 (five million three hundred and twenty five thousand) ordinary shares of £1.00 each in the issued share capital of Apex Tower Limited (company number 03075022) whose registered office is at 86 Bondway, London SW8 1SF (the "**Company**"), and
- (b) all other stocks, shares and other securities of the Company now or at any time after the date of the deed owned by the Chargor including any offered by way of redemption, bonus, preference or option or otherwise in respect of any of the shares referred to in (a) above,

and all rights and benefits in respect of the assets referred to in (a) and (b) above other than the right to receive Dividends,

"**LPA**" means the Law of Property Act 1925, and

"**Unenforceable**" means void, voidable, invalid, unenforceable or otherwise irrecoverable (whether or not known to any Finance Party or the Chargor) and "**Unenforceability**" will be construed accordingly

# MG01

## Particulars of a mortgage or charge

### 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

Nil

### 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 866).

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 870). 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 *Taylor Wesley CEO* X

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

# MG01

## 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 UJME/UEJM

Company name Taylor Wessing LLP

Address 5 New Street Square

Post town London

County/Region

Postcode E C 4 A 3 T W

Country

DX 41 - London

Telephone



### 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 [enquires@companieshouse.gov.uk](mailto:enquires@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. 24**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A THIRD PARTY SHARE MORTGAGE  
DATED 1 NOVEMBER 2010 AND CREATED BY CLS HOLDINGS  
PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE  
FROM EACH OBLIGOR TO THE FINANCE PARTIES 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  
4 NOVEMBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4 NOVEMBER  
2010



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES