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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

1513

03197756

Name of company

* QPR Holdings Limited (the "Company")

Date of creation of the charge

28 July 2008

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

Option Agreement relating to the freehold property known as Loftus Road Stadium, South Africa Road, Hammersmith, London W12 7PA registered at HM Land Registry with title absolute under title number LN64521 (the "Property") between the Company and Amulya Property Limited ("Amulya") dated 28 July 2008 (the "Option Agreement")

Amount secured by the mortgage or charge

The payment by the Company to Amulya of all sums payable under the Loan Agreement.

"Loan Agreement" means the loan agreement entered into between the Company and Amulya on 28 July 2008 pursuant to which Amulya made available to the Company a facility of £10,000,000 (ten million pounds sterling)

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

Amulya Property Limited, OMC Chambers, PO Box 3152, Road Town, Tortola, British Virgin Islands

Presenter's name address and
reference (if any)

Withers LLP
16 Old Bailey
London EC4M 7EG
DX 160 London Chancery Lane

Ref JMW/CZW/MN00065.5

Time critical reference

JMW/CZW/5164242

For official Use (02/06)
Mortgage Section



PMO 31/07/2008 370
COMPANIES HOUSE
AYTMP21F
A20 06/08/2008 397
COMPANIES HOUSE
A39 31/07/2008 154
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company grants Amulya an option during the Option Period to buy the freehold of the Property for the purchase price of £10,000,000 (ten million pounds sterling) (exclusive from VAT) from the Company with full title guarantee.

The Company undertakes that during the whole of the period during which the Option Agreement subsists it will not without the prior consent in writing of Amulya (such consent not to be withheld unreasonably)

- a) submit any planning application in respect of the Property or
- b) grant any lease, charge, easement, right, licence, tenancy or other encumbrance affecting the Property.

"Option Period" means the period commencing on the Repayment Date and ending on the earlier of (i) the date 3 months after the Repayment Date or (ii) 28 July 2029.

"Repayment Date" means the repayment date of the loan set out in clause 6 of the Loan Agreement.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Not applicable

Signed



Date

30/7/08

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [chargee] †

A fee is payable to Companies House in respect of each register entry for a mortgage or charge (See Note 5)

† delete as appropriate

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
- 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
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

Company number

03197756

Name of company

*insert full name
of Company

* QPR Holdings Limited (the "Company")

Addendum 1/4

1 Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Addendum 2/4

2 Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3 Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4 Short particulars of all the property mortgaged or charged (continued)



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3197756
CHARGE NO. 53**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN OPTION AGREEMENT DATED 28
JULY 2008 AND CREATED BY QPR HOLDINGS LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO AMULYA PROPERTY LIMITED UNDER THE
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT
TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE
31 JULY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 AUGUST 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES