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COMPANIES FORM No. 395

099265 / 13

Particulars of a mortgage or charge

395

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

CHFP131

Pursuant to section 395 of the Companies Act 1985

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

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

For official use Company number

*insert full name of Company

Name of company

Featurecode 2 Holdings Limited ("Chargor")

Date of creation of the charge

15 December 2006

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

Share Charge with Floating Charge ("deed")

Amount secured by the mortgage or charge

T
(r)
All monies, obligations and liabilities which shall from time to time (and whether on or at any time after any demand or judgment) be due, owing or incurred from each Obligor to the Finance Parties under the Finance Documents whether actually or contingently and whether solely or jointly with any other person and in whatever style or name and whether as principal or surety.

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

P
The Royal Bank of Scotland plc
135 Bishopsgate
London

("Security Trustee")

Postcode EC2M 3UR

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

Berwin Leighton Paisner LLP
Adelaide House
London Bridge
London, EC4R 9HA
DX 92 London
Tel: 020 7760 1000

[GSNA: R0399.339] [5484707.1]

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

See continuation sheet.

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)

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

Signed

Bernie Heighton-Paisley (Date) *22/12/06*

On behalf of ~~[company]~~ ~~[mortgagee]~~ ~~[chargee]~~ ☐

☐ 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 £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Order are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ.

CHFP131

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No. 1
to Form No 395 and 410 (Scot)

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

Company Number

59853333

Name of Company

* delete if
inappropriate

Featurecode 2 Holdings

Limited*

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

Please do not write
in this binding
margin

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

• Please do not write
in this binding
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Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

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

The deed provides:

1 General

All the security created under this deed is created in favour of the Security Trustee as continuing security for the payment and discharge of the Liabilities with full title guarantee.

2 Fixed charge

The Chargor charges the Investments by way of fixed charge including all rights of enforcement of the same.

The deed contains the following definitions:

Act means the Law of Property Act 1925;

Borrower means Featurecode 2 Limited (intended to be renamed Harrods Property Limited) (company number 5985365);

Charged Assets means each and all of the assets, property, undertaking and other interests from time to time assigned or charged or intended to be assigned or charged by this deed and the subject matter of each of them;

Facility Agreement means a facility agreement dated on or about the date of this deed and made between, among others, the Borrower (1) the Security Trustee (2) and the Parent (3) and any letter, agreement, charge, deed or other instrument entered into under or supplemental to it;

Investments means the existing or future interest of the relevant person in the entire issued share capital of the Borrower including any income, offer, right or benefit in respect of any such investment;

Liabilities means all monies, obligations and liabilities which shall from time to time (and whether on or at any time after any demand or judgment) be due, owing or incurred from each Obligor to the Finance Parties under the Finance Documents whether actually or contingently and whether solely or jointly with any other person and in whatever style or name and whether as principal or surety;

Parent means Featurecode 2 Holdings Limited (company number 5985365);

Receiver means any one or more receiver or manager, or receiver and manager, administrator or administrative receiver appointed by the Security Trustee under this deed (whether sole, joint and/or several and including any substitute); and

Security Interest means any mortgage, pledge, lien, charge, security assignment, hypothecation, security trust, encumbrance or security interest and any other agreement or arrangement entered into to create or confer security over any asset;

Note: The deed also provides that unless the contrary intention is expressed, defined or interpreted all defined terms in the Facility Agreement shall have the same meaning here.

Note: The deed further provides:

4. Covenants

The Chargor gives the undertakings in this clause 4 which remain in force from the date of this agreement until this deed is discharged.

4.1 Negative pledge

It shall not create or permit to subsist any Security Interest over any of the Charged Assets.

4.2 Disposals

It shall not sell, lease, transfer or otherwise dispose of any Charged Asset.

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05985333

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE CHARGE DATED THE 15th DECEMBER 2006 AND CREATED BY FEATURECODE 2 HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO THE FINANCE PARTIES ON ANY ACCOUNT WHATSOEVER 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 22nd DECEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd JANUARY 2007.

[Handwritten signature]



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES