

MG01

Particulars of a mortgage or charge

003101/169.



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

TUESDAY



A13NRPRC

A04

28/02/2012

#126

COMPANIES HOUSE

1 Company details

Company number 07904022

Company name in full 2M GROUP LIMITED

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 d 22 m 02 y 2012

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 DEBENTURE

4 Amount secured

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

Amount secured

all present and future indebtedness, liabilities and obligations
(whether actual or contingent and whether owed jointly or
severally or alone or in any other capacity whatsoever) of the
Company to the Mortgagee under or pursuant to any loan notes
issued to the mortgage pursuant a secured loan note instrument
dated on or around the date of this Debenture and executed by
2M Group Limited relating to the issue of £4,500,000 4 5 per
cent secured loan notes 2017 and/or under or pursuant to a
guarantee entered into on the same date as the Debenture
between the Company and others and the Mortgagee together
with all costs, charges and expenses payable by the Company
pursuant to the Debenture

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

IEUAN JENKIN THOMAS

Address

OAKWOOD, LADY MARGARET ROAD, SUNNINGDALE

BERKSHIRE

Postcode

S L 5 9 Q H

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 by way of legal mortgage

(a) all estates and interests in freehold, leasehold and other immovable property (wherever situated) now or in future belonging to the Company or in which the Company has an interest at any time (including the registered and unregistered land (if any) in England and Wales, together with (i) all buildings and fixtures (including trade fixtures) and fixed plant and machinery at any time thereon (ii) all easements, rights and agreements in respect thereof, and (iii) the benefit of all covenants given in respect thereof (together "Real Property") (if any) described in part 1 of the Schedule to the Debenture

(b) all other Real Property (if any) now vested in or charged to the Company (not charged by clause 1(a) above)

2 by way of fixed charge

(a) all other Real Property and all interests in Real Property (not charged by clause 1 above)

(b) the proceeds of sale of all Real Property, and

(c) all licences to enter upon or use land and the benefit of all other agreements relating to land

3 by way of fixed charge all plant and machinery (not charged by clauses 1 or 2 above) and the benefit of all contracts, licences and warranties relating to the same,

4 by way of fixed charge

(a) all computers, vehicles, office equipment and other equipment (not charged by clause 3 above), and

(b) the benefit of all contracts, licences and warranties relating to the same,

5 by way of fixed charge the goodwill of the Company and its uncalled capital for the time being,

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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

by way of fixed charge all accounts of the Company with any bank, financial institution or other person at any time and all monies at any time standing to the credit of such accounts, together with all interest from time to time accrued or accruing on such monies, any investment made out of such monies or account and all rights to repayment of any of the foregoing,

6 by way of fixed charge

(a) all legal and/or equitable interests (including, without limitation, the benefit of all licences in any part of the world) of the Company from time to time in, or relating to (i) any patents, trade marks, service marks, designs, business names, copyrights, database rights, design rights, domain names, moral rights, inventions, confidential information, know-how and other intellectual property rights and interests (which may now or in the future subsist), whether registered or unregistered, and (ii) the benefit of all applications and rights to use such assets of the Company (which may now or in the future subsist) ("Intellectual Property") (if any) specified in part 3 of the Schedule to the Debenture, and
(b) all other Intellectual Property (if any) (not charged by clause 6(a) above)

7 by way of fixed charge all chattels now or at any time hereafter hired, leased or rented by the Company to any other person together in each case subject to and with the benefit of the related hiring, leasing or rental contract and any guarantee, indemnity or other security for the performance of the obligations of any person under or in respect of such contract,

8 by way of fixed charge

(a) all stocks, shares, debentures, bonds, warrants, coupons, negotiable instruments, certificates of deposit or other securities or "investments" (as defined in part II of schedule II to the Financial Services and Markets Act 2000 as in force at the date of the Debenture) now or in future owned (legally or beneficially) by the Company, held by a nominee, trustee, fiduciary or clearance system on its behalf or in which the Company has an interest at any time ("Charged Securities") (if any) referred to in part 2 of the Schedule to the Debenture, and

(b) all other Charged Securities (if any) (not charged by clause 8(a) above),
in each case, together with (i) all dividends, distributions and other income paid or payable on the relevant Charged Security and all rights, monies or property accruing or offered at any time in relation to such Charged Security whether by way of redemption, substitution, exchange, bonus or preference, under option rights or otherwise ("Related Rights") from time to time accruing to those Charged Securities and (ii) all rights which the Company may have at any time against any clearance or settlement system or any custodian in respect of the Charged Securities and all present and future Related Rights accruing to all or any of the Charged Securities Charged Investments, and

9 by way of fixed charge (to the extent not otherwise charged or assigned in the Debenture)

(a) the benefit of all licences, consents, agreements and authorisations held or used in connection with its business or the use of its assets and the right to recover and receive all compensation which may be payable to it in respect of them, and

(b) any letter of credit issued in favour of the Company and all bills of exchange and other negotiable instruments held by it

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Particulars of a mortgage or charge

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

10 by way of first floating charge (i) all its undertaking and all its property and assets whatsoever and wheresoever situated, both present and future, but excluding property or assets otherwise effectively mortgaged or charged by way of fixed mortgage or charge or assigned under or pursuant to the Debenture and (ii) (whether or not effectively so charged or assigned) heritable property and all other property and assets in Scotland

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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

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 *C. J. Thomas* 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

Company name

Address

Post town

County/Region

Postcode

Country

DX

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 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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 7904022
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 22
FEBRUARY 2012 AND CREATED BY 2M GROUP LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO IEUAN JENKIN THOMAS ON ANY ACCOUNT
WHATSOEVER 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 28 FEBRUARY 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2 MARCH 2012

