

MG01s

Particulars of a charge created by a company
registered in Scotland



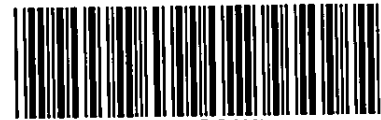
A fee is payable with this form.

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 charge created by a
Scottish company.

☐ **What this form is NOT for**
You cannot use this form to register
particulars of a mortgage
created by a company in
England and Wales or Northern Ireland.
If this, please use form MG01.

SATURDAY



SCT

S1KXDCA

03/11/2012

#66

COMPANIES HOUSE

1 Company details

Company number
Company name in full

For official use

6

→ **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

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge e.g. 'Standard security', 'Floating charge' etc.

Description

4 Amount secured

Please give us details of the amount secured by the charge.

Amount secured

(For definitions see Short Particulars of all
the property charged)

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

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 HSBC Bank plc ("**Security Agent**")

Address 8 Canada Square

London

Postcode E 1 4 5 H Q

Name

Address

Postcode

6

Short particulars of all the property charged

Please give the short particulars of the property charged.

Continuation page

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

Short particulars

In security for the payment and discharge of the Secured Obligations, the Company grants the Charge over the Secured Assets in favour of the Security Agent.

Definitions

"**Delegate**" means any delegate, sub-delegate, agent, attorney or co-trustee appointed by the Security Agent or by a Receiver;

"**Group**" has the same meaning as contained in the Facilities Agreement;

"**Facilities Agreement**" means a senior term and multicurrency revolving facilities agreement dated on or around the date of the Charge and made between (1) Industrial Safety Technologies, LLC as Parent, (2) GMI Group Holdings Limited as UK Borrower, (3) Detcon Holdco, Inc, and DSA Holdco, Inc, as US Borrowers, (4) the companies listed as Original Borrowers, (5) the companies listed as Original Guarantors, (6) HSBC Bank plc as Mandated Lead Arranger, (7) the financial institutions listed as Original Lenders, (8) the financial institutions listed as Original Hedge Counterparties, (9) HSBC Bank plc as Agent and (10) HSBC Bank plc as Security Agent, as the same may be amended, supplemented, novated and/or restated from time to time together with each other Finance Party (as defined therein) and any assignees, transferees or successors in title thereof under the Facilities Agreement from time to time pursuant to which the Original Lenders agreed to make certain facilities available to the borrowers;

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7 Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ①

Negative pledge and ranking

Save as otherwise provided in the Intercreditor Agreement:

- (a) the Company shall not create any fixed security or other floating charge over any part of the Secured Assets after its execution of the Charge except any fixed security in favour of the Security Agent; and
- (b) the Charge shall rank in priority to any fixed security or other floating charge created by the Company after its execution of the Charge except any fixed security in favour of the Security Agent.

① In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

Continuation page

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

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8 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

9 Delivery of instrument

A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge.

In the case of a charge created out of the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK. Certified copies of any other documents relevant to the charge should also be delivered.

10 Signature ②

Please sign the form here.

Signature

Signature

X

X

② Signature

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

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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 Lauren Hurcombe

Company name DLA Piper Scotland LLP

Address 249 West George Street

Post town GLASGOW

County/Region

Postcode G 2 4 R B

Country

DX DX: 561481 GLASGOW

Telephone 08700 111 111



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 a certified copy of the deed (if any) 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 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 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 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

MG01s - continuation page

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6 Short particulars of all the property charged

Please give the short particulars of the property charged.

Short particulars

"**Finance Document**" has the same meaning as contained in the Facilities Agreement;

"**Finance Party**" has the same meaning as contained in the Facilities Agreement;

"**Intercreditor Agreement**" means the intercreditor agreement dated on or around the date of the Charge and made between, among others, (1) HSBC Bank plc as Agent, (2) the financial institutions listed therein as Senior Lenders, (3) HSBC Bank plc as Arranger, (4) HSBC Bank plc as Original Hedge Counterparty, (5) the persons and entities specified therein as Investors, (6) Industrial Safety Technologies, LLC as the Parent, (7) the companies specified therein as Intra-Group Lenders and (8) the companies specified therein as Original Debtors;

"**Receiver**" means any receiver or administrative receiver appointed in respect of the Secured Assets under the Charge and includes joint receivers;

"**Secured Assets**" means the whole of the property (including uncalled capital) which is or may from time to time, while the Charge is in force, be comprised in the property and undertaking of the Company;

"**Secured Parties**" means each Finance Party and any Receiver or Delegate, each a "**Secured Party**".



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 25020

CHARGE NO. 6

I HEREBY CERTIFY THAT A CHARGE CREATED BY GAS
MEASUREMENT INSTRUMENTS LIMITED

ON 16 OCTOBER 2012

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF HSBC BANK PLC

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 3 NOVEMBER 2012

GIVEN AT COMPANIES HOUSE, EDINBURGH 5 NOVEMBER 2012



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES