

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.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

17

00030209

Name of company

* Harrods Limited (the "Chargor")

Date of creation of the charge

10 January 2007

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

Floating charge between the Chargor and Harrods Group Trustees Limited (the "Chargee") dated 10 January 2007 (the "Floating Charge")

Amount secured by the mortgage or charge

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 Harrods Holdings Limited or the Chargor to the Chargee 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 (the "Secured Liabilities").

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

Harrods Group Trustees Limited (Company number 0353351), whose registered office is at 87-135 Brompton Road, Knightsbridge, London.

Postcode SW1X 7XL

Presentor's name address and reference (if any):
CMS Cameron McKenna LLP
Mitre House
160 Aldersgate Street
London
EC1A 4DD

KSO/042693.02 (21977256)

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room



LD2
COMPANIES HOUSE

LEDELM52

440
12/01/2007

Please return via
CH London Counter

Please see attached rider.

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)

Nil.

Signed CMS Carmen McKenna

Date 11th January 2007

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)

Notes

† delete as
appropriate

- 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

Form M395

NAME OF COMPANY: Harrods Limited (the "Chargor")

COMPANY NUMBER: 30209

DOCUMENT: Floating charge dated 10th January 2007 and made between (1) the Chargor and (2) Harrods Group Trustees Limited (the "Chargee") (the "Floating Charge")

RIDER

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

As continuing security for the payment and discharge of the Secured Liabilities, the Chargor charges with full title guarantee in favour of the Chargee by way of a floating charge the Charged Property (as defined below).

NOTES

Note 1: Paragraph 14 of Schedule B1 to the Insolvency Act 1986 (incorporated by Schedule 16 to the Enterprise Act 2002) shall apply to the floating charge created pursuant to the Floating Charge.

Note 2: The Floating Charge also contains the following provisions:

The Chargor undertakes to the Chargee that it shall not:-

- 1.1 create or agree to create or permit to subsist any Security Interest (as defined below) over all or any part of the Charged Property; or
- 1.2 sell, lease, transfer or otherwise dispose of the whole or any part of the Charged Property (whether in a single transaction or in a series of transactions whether related or not), except for any disposal in the ordinary course or trading (as conducted by the Chargor at the date of this deed).

DEFINITIONS

"Charged Property" means all present and future items of stock in trade owned by the Chargor situated at the sites more particularly described in the Schedule to this form M395; and

"Security Interest" means any mortgage, charge, assignment by way of security, pledge, lien, any form of distress, attachment, execution or other legal process or any type of encumbrance or security interest or any other type of arrangement (including any title transfer and retention arrangement) having or intended to have a similar effect under the laws or any relevant jurisdiction.

SCHEDULE

- Harrods Department Store
87/135 Brompton Road,
London SW1X 7XL
- Harrods Depository,
Trevor Square,
London SW7
- Knightsbridge Crown Court,
1 Hans Crescent and
21/27, Basil Street,
London SW3
- Harrods Distribution Centre,
Grant Way, Syon Lane,
Osterley,
Hounslow,
Middlesex. TW7
- Wincanton Bonded Warehouse
101 Stephenson Street
Canning Town
London
E16 4SA
- Harrods retail outlets at Heathrow Airport,
Terminals 1, 2, 3 & 4 and Gatwick Airport Terminals North and South.
- Spicers of Hythe
Lympe Business Park
Hythe
Kent CT21 4LR

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00030209

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FLOATING CHARGE DATED THE 10th JANUARY 2007 AND CREATED BY HARRODS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY OR HARRODS HOLDINGS LIMITED TO HARRODS GROUP TRUSTEES LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th JANUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th JANUARY 2007.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

LICDMW