236017/13.

In accordance with Sections 859A and 859J of the Companies Act 2006

MR01

Particulars of a charge

Laserform

A fee is payable with this form
Please see 'How to pay' on the last page

You can use the WebFiling service to file this form online.
Please go to www companieshouse gov uk

✓ **What this form is for**
You may use this form to register a charge created or evidenced by an instrument

✗ **What this form is NOT for**
You may not use this form to register a charge where there is no instrument Use form MR08

For further information, please refer to our guidance at www companieshouse gov uk

This form **must be delivered to the Registrar for registration within 21 days** beginning with the day after the date of creation of the charge delivered outside of the 21 days it will be rejected unless it is accompa court order extending the time for delivery

TUESDAY

A4DKYQM1
A13 11/08/2015 #8
COMPANIES HOUSE

You **must** enclose a certified copy of the instrument with this form Thi scanned and placed on the public record **Do not send the original**

1 Company details

Company number	0 0 0 4 8 1 2 5
Company name in full	The Ritz Hotel Limited

7 For official use

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

2 Charge creation date

Charge creation date	d3 d1 m0 m7 y2 y0 y1 y5

3 Names of persons, security agents or trustees entitled to the charge

Please show the names of each of the persons, security agents or trustees entitled to the charge

Name	Deutsche Pfandbriefbank AG (the **Security Agent**)
Name	
Name	
Name	

If there are more than four names, please supply any four of these names then tick the statement below

☐ I confirm that there are more than four persons, security agents or trustees entitled to the charge

MR01
Particulars of a charge

4 Brief description

Please give a short description of any land, ship, aircraft or intellectual property registered or required to be registered in the UK subject to a charge (which is not a floating charge) or fixed security included in the instrument

Please submit only a short description If there are a number of plots of land, aircraft and/or ships, you should simply describe some of them in the text field and add a statement along the lines of, "for more details please refer to the instrument"

Please limit the description to the available space

Brief description

5 Other charge or fixed security

Does the instrument include a charge (which is not a floating charge) or fixed security over any tangible or intangible or (in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box

[✓] **Yes**

☐ **No**

6 Floating charge

Is the instrument expressed to contain a floating charge? Please tick the appropriate box

[✓] **Yes** Continue

☐ **No** Go to **Section 7**

Is the floating charge expressed to cover all the property and undertaking of the company?

☐ **Yes**

7 Negative Pledge

Do any of the terms of the charge prohibit or restrict the company from creating further security that will rank equally with or ahead of the charge?
Please tick the appropriate box

[✓] **Yes**

☐ **No**

8 Trustee statement ❶

You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge

☐

❶ This statement may be filed after the registration of the charge (use form MR06)

9 Signature

Please sign the form here

Signature

X Allen & Overy LLP (legal advisers to the Security Agent) X

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

MR01
Particulars of a 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 The contact information you give will be visible to searchers of the public record

Contact name Pravesh Lallah

Company name Allen & Overy LLP

Address 52 Avenue Hoche

Post town Paris

County/Region

Postcode 7 5 0 0 8

Country France

DX

Telephone + 33 (0) 1 40 06 54 00

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 instrument with this form
- ☐ You have entered the date on which the charge was created
- ☐ You have shown the names of persons entitled to the charge
- ☐ You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- ☐ You have given a description in Section 4, if appropriate
- ☐ You have signed the form
- ☐ You have enclosed the correct fee
- ☐ Please do not send the original instrument, it must be a certified copy

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 filed on paper

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

P

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 48125

Charge code: 0004 8125 0007

The Registrar of Companies for England and Wales hereby certifies that a charge dated 31st July 2015 and created by THE RITZ HOTEL, LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 11th August 2015.

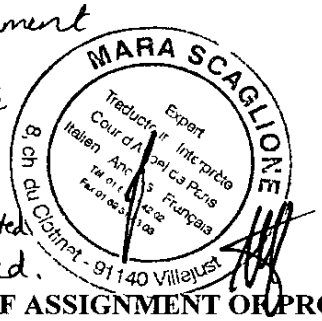
Given at Companies House, Cardiff on 18th August 2015

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

I certify that this document is a correct & accurate translation of the Acte de Cession de Créances Professionnelles dated 31 July 2015 and executed by The Ritz Hotel Limited.

Allen & Overy LLP
06.08.2015



Traduction
Certifié conforme à l'original :
N° d'inscription : 150825-5
Ecrit en langue : Français
Fait le 06/08/15

DEED OF ASSIGNMENT OF PROFESSIONAL RECEIVABLES

subject to articles L 313-23 to L 313-34 of the French Monetary and Financial Code

1. DEED OF ASSIGNMENT

This deed of assignment is made by way of security and subject to the provisions of articles L 313-23 to L 313-34 of the French Monetary and Financial Code and to the provisions of the master agreement for the assignment of receivables by way of security dated 31 July 2015 and made between the Ritz Hotel Limited as Assignor, DEUTSCHE PFANDBRIEFBANK AG as Security Agent and the Beneficiaries (the **Assignment of Receivables Agreement**)

Unless specified otherwise, capitalised terms used in this Deed of Assignment of receivables by way of security have the same meaning as those given to them in the Assignment of Receivables Agreement

2. ASSIGNOR COMPANY

THE RITZ HOTEL LIMITED, a company incorporated under the laws of England, registered under number 48125, with its registered office at 14, South Street, London W1Y 5PJ, Great Britain having its principal place of business at 15-17 place Vendôme, Paris (75001), registered at the trade and companies registry of Paris under the unique registration number 572 219 913 RCS Paris (the **Assignor**)

3. BENEFICIARY CREDIT INSTITUTIONS

(a) The Original Lender which has agreed to make credit facilities available to the Assignor under the French law credit agreement dated 31 July 2015 made between, among others, the Assignor as Borrower, the Security Agent and the credit institutions referred to in that agreement as lenders

DEUTSCHE PFANDBRIEFBANK AG, a company incorporated under the laws of Germany, with share capital of 380,376,059 67 Euros, with its registered office at Unterschleissheim (85716) (Germany), Freisinger Strasse 5, registered at the trade register B of the local first instant district court of Munich under number HRB 41054, acting through its Paris branch whose address is in Paris (75009), 11 rue Saint-Georges, registered in the trade and companies register of Paris under the unique registration number 487 699 175 RCS Paris

(b) Others

Any of their successors in title, permitted transferees or permitted assignees and any of their subsequent successors in title, permitted transferees or permitted assignees,

(all those listed in paragraphs (a) and (b) (inclusive) above being, in this deed of assignment, the **Beneficiaries**)

4. DESCRIPTION OF ASSIGNED RECEIVABLES

The Assignor assigns to the Beneficiaries all present, future and/or contingent receivables owed to it by the debtors listed below under the invoices or agreements listed below

Assigned debtor	References of the originating contract or invoices	Amount or estimated amount of assigned receivables (in Euros)	Place of payment	Maturity date
TASAKI FRANCE SAS 10 Place Vendôme – 75001 Paris no 800 097 206 RCS Paris	Commercial lease agreement between The Ritz Hotel Limited as lessor and Tasaki France SAS as lessee dated 15th June 2015 (the **Tasaki Lease Agreement**)	All present or future receivables in principal, plus interest, costs and ancillaries of which the Assignor is the holder under the Tasaki Lease Agreement	In accordance with the terms and conditions of the Tasaki Lease Agreement	In accordance with the terms and conditions of the Tasaki Lease Agreement

Together with all future receivables owed to the Assignor under any lease agreement entered into in respect of the property situated in PARIS (1st Arr), 15 to 19 place Vendôme, 38 to 48 rue Cambon and 3 place Henri Salvador, the property boundary of which appears in the land register section BC numbers 59, 84 to 85, and in respect of the volume no 2 of the building complex, section BC no 51

Executed in Paris

In one (1) original copy

MARA SCAGLIONE
Traducteur Expert
Cour d'appel de Paris
Italien Anglais Français
8, cit. du Clairet - 91...

Signature

THE RITZ HOTEL LIMITED
The Assignor
By KLEIN Frank J
Title Director

Date of assignment inserted by DEUTSCHE PFANDBRIEFBANK AG acting for and on behalf of the Beneficiaries in its capacity as Security Agent

31 July 2015 [1]

[1] The Security Agent must date the Assignment Deed upon receipt and insert the date here

Except for the material redacted pursuant to s 859G of the Companies Act 2006 I certify that this is a correct copy of the original document.

Allen & Overy LLP
52, Avenue Hoche
Paris 75008
03. 08. 2015

ACTE DE CESSION DE CRÉANCES PROFESSIONNELLES

soumis aux dispositions des articles L 313-23 à L 313-34 du Code monétaire et financier

1. ACTE DE CESSION

Cet acte de cession de créances professionnelles est conclu à titre de garantie et est soumis aux dispositions des articles L 313-23 à L 313-34 du Code monétaire et financier, ainsi qu'aux stipulations d'un contrat-cadre de cession de créances professionnelles à titre de garantie signé le 31 juillet 2015 entre la société The Ritz Hotel Limited en qualité de Cédant, DEUTSCHE PFANDBRIEFBANK AG en qualité d'Agent des Sûretés et les Bénéficiaires (le **Contrat de Cession de Créances**)

Sauf s'il en est stipulé autrement, les termes commençant par une majuscule utilisés dans ce bordereau de cession de créances professionnelles à titre de garantie auront la même signification que celle qui leur est attribuée dans le Contrat de Cession de Créances

2. SOCIÉTÉ CÉDANTE

THE RITZ HOTEL LIMITED, une société de droit anglais, immatriculée sous le numéro 48125, dont le siège social est situé au 14, South Street, Londres W1Y 5PJ, Grande-Bretagne, ayant son principal établissement au 15-17 place Vendôme, Paris (75001), immatriculée au Registre du Commerce et des Sociétés de Paris sous le numéro unique d'immatriculation 572 219 913 Paris (le **Cédant**)

3. ÉTABLISSEMENTS DE CRÉDIT BÉNÉFICIAIRES

(a) Le Prêteur Initial ayant accepté de mettre des facilités de crédit à la disposition du Cédant aux termes d'un Contrat de Crédits de droit français, conclu le 31 juillet 2015 entre, notamment, le Cédant en qualité d'Emprunteur, l'Agent des Sûretés et les établissements de crédit qui y sont identifiés en qualité de prêteur

DEUTSCHE PFANDBRIEFBANK AG, société de droit allemand au capital de 380.376 059,67 Euros, dont le siège social est situé à Unterschleissheim (85716) (Allemagne), Freisinger Strasse 5, où elle est identifiée sous le numéro HRB 41054 auprès du registre du commerce B du Tribunal d'instance du district de Munich, agissant par l'intermédiaire de sa succursale française située au 11 rue Saint-Georges, Paris (75009), immatriculée au Registre du Commerce et des Sociétés de Paris sous le numéro unique d'identification 487 699 175 RCS Paris

(b) Autres

Chacun de leurs cessionnaires ou successeurs autorisés, subrogés, ayants causes et ayants droits et des cessionnaires ou successeurs autorisés, subrogés, ayants causes et ayants droits postérieurs,

(toutes personnes listées aux paragraphes ((a)) à ((b)) inclus ci-dessus, ci-après ensemble, les **Bénéficiaires**)

4. DÉSIGNATION DES CRÉANCES CÉDÉES

Le Cédant cède aux Bénéficiaires toutes ses créances actuelles, futures et/ou éventuelles à l'encontre des débiteurs listés ci-dessous, au titre des factures ou contrats listés ci-dessous .

Débiteur cédé	Références du contrat ou facture donnant naissance à la créance cédée	Montant ou évaluation du montant des créances cédées (Euro)	Lieu de paiement	Echéance
TASAKI FRANCE SAS 10 place Vendôme – 75001 Paris n° 800 097 206 RCS Paris	Contrat de bail commercial conclu entre The Ritz Hotel Limited en qualité de bailleur et Tasaki France SAS en qualité de preneur en date du 15 juin 2015 (le **Contrat de Bail Tasaki**)	Toutes créances actuelles ou futures en principal, plus intérêts, frais et accessoires dont pourrait être titulaire le Cédant au titre du Contrat de Bail Tasaki	Selon les termes et conditions du Contrat de Bail Tasaki..	Selon les termes et conditions du Contrat de Bail Tasaki

Ainsi que l'ensemble des créances à naître au profit du Cédant au titre de tout contrat de bail à conclure sur l'immeuble situé à PARIS (1er arrondissement), 15 à 19 place Vendôme, 38 à 48 rue Cambon et 3 place Henri Salvador, dont le terrain d'assiette est cadastré section BC numéros 59, 84 et 85, et pour le volume n° 2 de l'ensemble immobilier section BC n°51

Fait à Paris

En un (1) exemplaire original,

[REDACTED]
Signature

THE RITZ HOTEL LIMITED
Le Cédant
Par : Karim Fiaudi
Qualité : Director

Date de cession apposée par DEUTSCHE PFANDBRIEFBANK AG agissant au nom et pour le compte des Bénéficiaires en sa qualité d'Agent des Sûretés

31 juillet 2015.[1]

[1] L'Agent des Sûretés doit dater le Bordereau à réception et apposer ici cette date