

MG01

Particulars of a mortgage or charge

IRIS Laserform

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
particulars of a charge for a
company. To do this, please
form MG01s



A69 17/12/2012 #58
COMPANIES HOUSE

A43 12/12/2012 #104
COMPANIES HOUSE

1 Company details

Company number 0 1 6 0 0 5 2 1

Company name in full Mean Fiddler Holdings Limited (the "Granter")

S8

→ 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 d1 d0 m1 m2 y2 y0 y1 y2

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 Standard security by the Granter in favour of HMV Group plc (the
"Grantee") dated 03 December 2012 (the "Standard Security").

4 Amount secured

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

Amount secured

All of the terms, conditions, provisions and
obligations incumbent on or undertaken by the
Purchaser in terms of or by virtue of Clause 5.4 of
the Share Purchase Agreement, including payment in
full of all sums due or to become due or which may
at any time hereafter become due in terms of Clause
5.4 of the Agreement

For definitions of capitalised terms, please see
MG01 continuation sheets (Short particulars of all
the property mortgaged or charged).

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	HMV Group plc
Address	Windsor House, Spittal Street, Marlow, Buckinghamshire
Postcode	S L 7 3 H J
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	Please see MG01 continuation sheets (Short particulars of all property mortgaged or charged).
-------------------	---

MG01

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

None.

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 Simmons & Simmons LLP 11.12.12

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

MG01

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 Jessica Blomfield

Company name Simmons & Simmons LLP

Address CityPoint

One Ropemaker Street

Post town London

County/Region

Postcode E C 2 Y 9 S S

Country

DX DX Box No 12 Chancery Lane London

Telephone 020 7825 4569

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

MG01 - continuation page

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	<p>The Granter grants a Standard Security over ALL and WHOLE those subjects known as and forming 31 Lothian Road, Edinburgh being the whole subjects registered in the Land Register of Scotland under Title Number MID4248, Together with (One) the whole buildings and other erections thereon (Two) the fittings and fixtures therein and thereon (Three) the parts, privileges and pertinents thereof and (Four) the Granter's whole right, title and interest, present and future therein and thereto (the "Security Subjects")</p> <p>The Granter shall not be entitled to sell, convey, dispose of or transfer the Security Subjects or any part thereof without the Grantee's prior written consent (such consent not to be unreasonably withheld where (i) the disposal is part of a solvent reorganisation of the Granter and it would not prejudice the efficacy or value of the Security Subjects, or (ii) it is a disposal between chargors) and any attempt to do so shall be an event of default in terms hereof Any conveyances granted without the Grantee's prior written consent, whether for value or not, shall be invalid</p> <p>The Granter shall not be entitled to burden, charge (whether by fixed or floating charge) or grant any servitudes, wayleaves or third party rights or Deeds of Conditions over the Security Subjects without the Grantee's prior written consent and any such burdens, charges or others granted without the Grantee's prior written consent shall be invalid</p> <p>In this form MG01, the following words and expressions have the following meaning</p> <p>"Purchaser" means Juno Newco Limited, incorporated under the Companies Acts in England and Wales (Registered Number 08249914) and having its registered office at 59-65 Worship Street, London EC2A 2DU</p> <p>"Agreement" means the share purchase agreement between the Purchaser and HMV Group plc, incorporated under the Companies Acts in England and Wales (Registered Number 3412290) and having its registered office at Windsor House, Spittal Street, Marlow, Buckinghamshire, SL7 3HJ dated on or about the date hereof, as same may be or may have been amended or varied from time to time, relative to the sale and purchase of the whole issued share capital of MAMA Group Limited, a company incorporated under the Companies Acts in England and Wales (Registered Number 04254431) and having its Registered Office at 59-65 Worship Street, London, EC2A 2EA and 50 per cent of the issued share capital of Mean Fiddler Group Limited, a company incorporated under the Companies Acts in England and Wales (Registered Number 06719532) and having its Registered Office at Windsor House, Spittal Street, Marlow, Buckinghamshire, SL7 3HJ</p>	

MG09

Certificate of registration of a charge comprising
property situated in another UK jurisdiction

✓ **What this form is for**

You may use this form to give notice
of a certificate of registration of a
charge comprising property situated
in another UK jurisdiction

✗ **What this form is NOT for**

You cannot use this form as a
certificate of registration of a charge
for a company registered
in Scotland

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

1	Company details	<div style="border: 1px solid black; width: 100px; height: 15px; margin-left: auto;"></div> For official use
Company number	0 1 6 0 0 5 2 1	→ Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	MEAN FIDDLER HOLDINGS LIMITED (THE "GRANTER")	

2	Date charge presented	
Date of, and parties to, the charge	It is hereby certified that the charge ① STANDARD SECURITY BY THE GRANTER IN FAVOUR OF HMV GROUP PLC DATED 3 DECEMBER 2012 was presented for registration on d 1 d 0 m 1 m 2 y 2 y 0 y 1 y 2	① As described on form MG01 'Particulars of a mortgage or charge' ② Please tick as appropriate
Jurisdiction	in ② <input checked="" type="checkbox"/> Scotland <input type="checkbox"/> England and Wales <input type="checkbox"/> Northern Ireland	

3	Signature	
	Please sign the form here	
Signature	Signature ✗ <i>Simmons & Simmons LLP 11.12.2012</i> ✗ This form must be signed by a person with an interest in the registration of the charge	

MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction

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
EMMA BENTALEB

Company name
SIMMONS & SIMMONS LLP

Address
CITYPOINT

ONE ROPEMAKER STREET

Post town
LONDON

County/Region

Postcode

E	C	2	Y		9	S	S
---	---	---	---	--	---	---	---

Country
UK

DX
DX 12 LONDON CHANCERY LANE

Telephone
020 7825 4627

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 shown the date of, and parties to, the charge in Section 2
- ☐ You have declared where the charge was presented for registration
- ☐ You have enclosed the form MG01 and a verified copy of the deed
- ☐ You have signed the form

Important information

Please note that all information on this form will appear on the public record

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. 1600521

CHARGE NO. 58

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 10
DECEMBER 2012 AND CREATED BY MEAN FIDDLER
HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO HMV GROUP PLC
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 17 DECEMBER 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 DECEMBER
2012



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES