

234204/13

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

MR01

Particulars of a charge



Companies House

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

You can use the Web
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 the
instrument is not a legal document

THURSDAY



A24

A3DRL3KT

07/08/2014

#212

COMPANIES HOUSE

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. If
delivered outside of the 21 days it will be rejected unless it is accompanied by a
court order extending the time for delivery

☒ You must enclose a certified copy of the instrument with this form. This will be
scanned and placed on the public record. **Do not send the original**

1 Company details

Company number 02450579

Company name in full PAREX LTD

4 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 05/08/2014

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 BNP PARIBAS (as '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

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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

Brief description

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

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 statement¹

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

☐

¹ This statement may be filed after the registration of the charge (use form MR06)

9

Signature

Please sign the form here

Signature

Signature

X Allen & Overy LLP on behalf X
of the Security Agent

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 **JAMES BAKER**

Company name **Allen & Overy LLP**

Address **One Bishops Square**

Post town **London**

County/Region

Postcode **E 1 6 A D**

Country **United Kingdom**

DX

Telephone **020 3088 2153**

**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



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 2450579

Charge code: 0245 0579 0004

The Registrar of Companies for England and Wales hereby certifies that a charge dated 5th August 2014 and created by PAREX LTD was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 7th August 2014

[Handwritten signature]

Given at Companies House, Cardiff on 14th August 2014



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

Except for material redacted pursuant to s859G of the Companies Act 2006

I certify that this is a correct copy of the original document

Allen & Overy LLP
Allen & Overy LLP Date 07/08/14

THIS SECURITY ACCESSION DEED is made on 5 August 2014

BETWEEN

- (1) **PARIX LTD**, a company incorporated in England and Wales with registered number 2450579 (the **New Chargor**), and
- (2) **BNP PARIBAS** (the **Security Agent**) as agent and trustee for the Secured Parties (as defined in the Intercreditor Agreement)

RECITAL

This accession deed is supplemental to a debenture dated 13 June 2014 between, amongst others, the Chargors named therein and the Security Agent, as previously supplemented and amended by earlier Security Accession Deeds (if any) (the **Debenture**)

NOW THIS DEED WITNESSES as follows

1. INTERPRETATION

1.1 Definitions

Terms defined in the Debenture shall have the same meaning when used in this accession deed

1.2 Construction

Clause 1.2 (Construction) of the Debenture will be deemed to be set out in full in this accession deed, but as if references in such clause to the Debenture were references to this accession deed

2. ACCESSION OF NEW CHARGOR

2.1 Accession

The New Chargor agrees to be a Chargor for the purposes of the Debenture with immediate effect and agrees to be bound by all of the terms of the Debenture as if it had originally been a party to it as a Chargor

2.2 Covenant to pay

The New Chargor covenants to pay or discharge the Secured Liabilities in the manner provided for in the Secured Debt Documents

2.3 Specific Security

The New Chargor grants such security as is created by the Debenture, as if it had originally been a party to it as a Chargor, this includes security assets specified in the Schedule hereto, which supplements schedule 2 (Secured Assets) to the Debenture

3. CONSENT OF EXISTING CHARGORS

The existing Chargors agree to the terms of this accession deed and agree that its execution will in no way prejudice or affect the security granted by each of them under (and covenants given by each of them in) the Debenture

4. CONSTRUCTION OF DEBENTURE

The Debenture and this deed shall be read together as one instrument on the basis that references in the Debenture to "this Deed" will be deemed to include this accession deed

5. GOVERNING LAW

This deed (and any dispute, controversy, proceedings or claims of whatever nature arising out of or in any way relating to this deed or its formation) and obligations of the Parties hereto and any matter, claim or dispute arising out of or in connection with this deed (including any non-contractual claims arising out of or in association with it) shall be governed by and construed in accordance with English law

IN WITNESS whereof this deed has been duly executed on the date first above written

SIGNATORIES TO DEED OF ACCESSION

New Charge:

EXECUTED AS A DEED by)
PAREX LTD)
acting by)

Director)
[REDACTED]

Witness Name *ARIAND LOIC*

Witness Occupation *LAWYER*

Witness [REDACTED]

Notice Details

Address: 19 Place de la Resistance, 92130 Issy les Moulineux, France

Facsimile: +33 1 41 17 45 45

Attention: Frederic Herbaut

Security Agent

BNP PARIBAS

By

SIGNATORIES TO DEED OF ACCESSION

New Chargor

EXECUTED AS A DEED by)
PAREX LTD)
acting by)

Director

Witness Name

Witness Occupation

Witness

Notice Details

Address 19 Place de la Resistance, 92130 Issy les Molineux, France

Facsimile +33 1 41 17 45 45

Attention Frederic Herbaut

Security Agent

BNP PARIBAS
[REDACTED]

By

Isabelle BLANDIN

Frederic Ag 27

Dry Mix Solutions UK Limited

EXECUTED AS A DEED by)
Dry Mix Solutions UK Limited,)
on behalf of each of the existing Chargors)
acting by)

Director
[REDACTED]

Witness Name *ARAND LOIC*

Witness Occupation *LAWYER*

Witness
[REDACTED]

SCHEDULE TO DEED OF ACCESSION

Supplementing Schedule 2 to the Debenture

Properties

Chargor	County and District (or London Borough)	Address or description	Freehold or Leasehold	Title No.
Parex Ltd	Warwickshire	Atherstone	Leasehold	WK317994
Parex Ltd	Lancashire	Chorley	Leasehold	LA552521

Shares And Investments

100% of the shares in Easipoint Marketing Ltd.

Intellectual Property

N/A

Fixed Assets/Machinery

Valued at 2,517,649 GBP

Intercompany Loans

Loan from Parex Group SA £1,636,394 This loan will be repaid on 10/07/2014 Loan to Parex Group SA of £1,261,690 The balance of the loan to ParexGroup Sa will remain in place until September 2014

Trade Receivables

2 2M GBP

Accounts

Name of Chargor	Name and address of institution at which account is held	Account Number	Sort Code
Parex Ltd	NatWest Bank plc, 2 Market Street, Tamworth, Staffordshire, B79 7LS	(REDACTED) 2824	60-21-50
Parex Ltd	NatWest Bank plc, 2 Market Street, Tamworth, Staffordshire, B79 7LS	(REDACTED) 3365	60-21-50
Parex Ltd	NatWest Bank plc, 2 Market Street, Tamworth, Staffordshire, B79 7LS	(REDACTED) 0677	60-21-50
Parex Ltd	NatWest Bank plc, 2 Market Street, Tamworth, Staffordshire, B79 7LS	(REDACTED) 5910	60-21-50

Insurance Policies

Name of Chargor(s)	Insurer	Policy Number	Type of Risk Insured ¹
Parex Ltd	Zurich	CN827578	Employers Liability
Parex Ltd	Zurich	NDA 110088	Plant Insurance
Parex Ltd	XL Insurance Company Plc	FR00008229LI14A	General Liability - Product Liability
Parex Ltd	ACE European Group Ltd	FRENV14261	Environmental Liability
Parex Ltd	ACE European Group Ltd	FRPKNA14226	Damages to Property
Parex Ltd	AIG Europe Limited	2331 1405 0107 V2	D&O
Parex Ltd	AIG Europe Limited	2334-1405-0006	Fraud
Parex Ltd	Allianz Iard	011 929 718	Business Travel BTA

¹For example "property", "business interruption", "sabotage and terrorism"