

M

Please do not write
in this margin

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

* Full name of
company

COMPANIES FORM No.395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

4

2548030

Name of company

* FITZWILTON INVESTMENTS plc (the "Company")

Date of creation of the charge

4th July 1996

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

Charge over stocks, shares and other securities (the "Charge") between (1) Fitzwilton Investments plc and (2) The Governor and Company of the Bank of Ireland as Agent and Trustee for itself and AIB Capital Markets plc, Allied Irish Banks plc, Intercontinental Finance, Irish Intercontinental Bank Limited and Ulster Investment Bank Limited (together the "Lenders").

Amount secured by the mortgage or charge

All monies and all other liabilities which then were or at any time thereafter might be or become due owing or incurred by the Company to the Governor and Company of the Bank of Ireland as agent and trustee for and on behalf of the Lenders under or pursuant to the terms of the Composite Guarantee and Indemnity dated 16th January 1995 entered into by Fitzwilton plc and others in favour of the Agent and the Lenders in respect of the liabilities of the Principals (as the same is defined in the Composite Guarantee and Indemnity) or the Composite Guarantee and Debenture dated 28th May 1993 (as amended) entered into by Fitzwilton (UK) plc the Company and others in favour of the Agent and the Lenders (as the same are defined in the Composite Guarantee and Debenture) in respect of all monies obligations and liabilities due to the Lenders or any such other agreement or arrangement (together the "Secured Obligations").

Name(s) and address(es) of the mortgagee(s) or person(s) entitled to the charge

The Governor and Company of the Bank of Ireland,
Lower Baggott Street
Dublin 2
Republic of Ireland (the "Agent")

Presentor's name address and reference (if any):

CAMERON MARKBY HEWITT

Sceptre Court
40 Tower Hill
London EC3N 4BB
PB/MLT/Z2878/16

B09

Time critical reference

For official use
Mortgage Section

Post room



All the following stocks, shares and other securities, rights, monies and other property (the "Charged Property"), namely:

- (a) All stocks, shares and other securities;
 - (i) for which the certificates and other documents had been or were about to be deposited by the Company with the Agent or its agents, including without limitation, all the stocks, shares and other securities described or referred to in the Second Schedule to the Charge;
 - (ii) for which the certificates and other documents were then held by the Agent or its agents for the account of the Company;
 - (iii) represented by any certificates or other documents from time to time thereafter deposited by the Company with the Agent or its agents or belonging to the Company and received by the Agent or its agents after the execution of the Charge
- irrespective of whether in any of such cases the deposit was made or the

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed Cameron Markby Hewitt

Date 5th July 1996

On behalf of [company] [mortgagee/chargee] †

† Delete as
appropriate

Notes

- 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 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF4 3UZ

Please do not write
in this binding
margin

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company number

2548030

Name of company

FITZWILTON INVESTMENTS plc (the "Company")

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

Please do not write in
this binding margin

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

Please do not write
in this binding
margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

certificates or other documents were received by the Agent or its agents for the purposes of safe custody, collection or otherwise;

(b) All stocks, shares or other securities, rights, monies, or other property (hereinafter collectively referred to as "Derivative Assets") accruing, offered or issued at any time by way of bonus, redemption, exchange, purchase, substitution, conversion, preference, option or otherwise in respect of any stocks, shares or other securities referred to in (a) above or in respect of any stocks, shares or other securities, rights, monies or other property previously accruing, offered or issued as mentioned in this paragraph (b); and

(c) All dividends, interest and other income at any time thereafter deriving from any stocks, shares or other securities, rights, monies or other property for the time being falling within (a) or (b) above or deriving from any investment of any such dividends, interest or other income.

NOTE:

The Company shall not at any time without the prior written consent of the Agent and otherwise than in accordance with and subject to any conditions which the Agent may attach to such consent, create, extend or permit to subsist any mortgage or other fixed security, floating charge, pledge, hypothecation or lien (other than a lien arising by operation of law in the ordinary course of business) or other security interest of anykind on or in the Charged Property (as defined in the Charge) or any part thereof whether in any case ranking in priority to or pari passu with or after the security created by the Company pursuant to the Charge.

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02548030

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER STOCKS SHARES AND OTHER SECURITIES DATED THE 4th JULY 1996 AND CREATED BY FITZWILTON INVESTMENTS P.L.C. FOR SECURING ALL MONIES AND ALL OTHER LIABILITIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND AS TRUSTEE FOR THE BENEFICIARIES (AS DEFINED) PURSUANT TO THE TERMS OF THE COMPOSITE GUARANTEE AND INDEMNITY DATED 16/1/95 AND 28/5/93 AND/OR THIS CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th JULY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JULY 1996.

A handwritten signature in cursive script, appearing to read 'R. L. Adams'.

R. L. ADAMS

for the Registrar of Companies



COMPANIES HOUSE

HC026B

Q2548030
10-7