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legibly, preferably
in black type or
bold block
lettering* Insert full name
of company

COMPANIES FORM No. 395

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.**

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

22

02689249

Name of company

Charlton Athletic Holdings Limited (the "Company")

Date of creation of the charge

19 March 2008

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

Debenture (the "Debenture")

Amount secured by the mortgage or charge

The amount secured is the "Secured Liabilities" defined as 'all or any monies and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Bondholders [mortgagee] by the Company in relation to the secured convertible corporate bonds of £0 30 pence each created pursuant to a resolution of the board of directors and of the members of the Company passed on 10 March 2008 and in issue from time to time (the "Bonds"), whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Bondholders [mortgagee] shall have acquired the Bonds by transfer or transmission, and including interest, and other lawful charges or expenses in respect of any of those matters'.

ON ANY ACC + 10

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

Richard Alan Murray of 2 Northumberland Place, Richmond-upon-Thames, Surrey and Derek Chappell of 13 Walton Place, London

Postcode TW10 6TS and SW3 1RJ

Presenter's name, address and
reference (if any)

Time critical reference

For official use (02/2006)
Mortgage Section

Post room

TUESDAY



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08/04/2008

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COMPANIES HOUSE

M395/1

Short particulars of all the property mortgaged or charged

1 By way of fixed charge

- (1) all estates or interests in any freehold or leasehold property belonging to the Company (including any equitable interest in any such property),
- (11) all present and future interests of the Company in or over the land or proceeds of sale and all present and future licences of the Company to enter upon or use land together with the benefit of all other agreements relating to land and fixtures on property charged,
- (111) all present and future plant and machinery and all other present and future chattels of the Company (excluding stock in trade or WIP),
- (1v) all present and future stocks, shares and other securities owned by the Company and all rights and interests relating to the same,
- (v) all rights and interests in and claims under insurance and assurance policies including benefit of all rights and claims to which the Company is or may be entitled,
- (vi) all intellectual property rights (including without limitation all patents, trademarks, trading names, brand names, service marks, copyrights, registered designs, trade secrets and know-how, computer rights) and all present and future income derived from them,
- (vii) all Company's goodwill and uncalled capital for the time being,
- (viii) all present and future book and other debts and monetary claims of the Company, and
- (ix) all present and future bank accounts, cash at bank and credit balances of the Company
- 2 By way of floating charge all the property (including uncalled capital) comprised in the property and undertaking of the Company, not subject to a fixed charge (including immovable property) [Please see Continuation Sheet for further details]

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

A fee is payable to Companies House in respect of each register entry for a mortgage or charge (See Note 5)

† Delete as appropriate

Particulars as to commission allowance or discount (note 3)

Signed

Date

7th April 2008

On behalf of [company]

Signed for and on behalf of
VERTEX LAW (CO SECRETARIAL) LIMITED

Director / Secretary

Notes

- 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.
- A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 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
 - subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - 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.
- If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders are to be made payable to Companies House.
- The address of the Registrar of Companies is - Companies House, Crown Way, Cardiff CF4 3UZ.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

02689249

Please complete
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bold block lettering

*Delete if
inappropriate

Name of company

Charlton Athletic Holdings Limited

Limited*

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

See attached Form 395

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

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See attached Form 395

Com 395cont-2/4

Please do not write in this 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

See attached Form 395

Short particulars of all the property mortgaged or charged (continued)

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3 The terms of the Debenture are subject to the terms of the deed of priorities of the same date as the Debenture, entered into between (1) HSBC Bank Plc (2) Lombard North Central Plc (3) Charlton Athletic plc, the Company and Charlton Athletic Football Club Limited (4) Richard Alán Murray and Derek Chappell (as trustees for and on behalf of the Bondholders)

4. The mortgagee can at any time, by notice to the Company, immediately convert the floating charge created under the Debenture into a fixed charge over any of the assets specified in that notice.

5. Please note that the Debenture contains covenants by the Company with the mortgagee that it will not without the previous written consent of the mortgagee

(a) create or attempt to create or permit to arise any mortgage, charge, lien or encumbrance on all or any of its assets;

(b) sell, transfer, assign, factor, lease or otherwise dispose of or part with possession in any way of all or any of its assets other than any assets subject to a floating charge (but excluding any fixed charge or mortgages) on arms length terms in the ordinary course of trading, or

(c) in any way dispose of the equity of redemption of any such asset or any interest in any such asset

6. The Debenture gives the mortgagee power to appoint a Receiver and/or an Administrator



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY NO. 2689249
CHARGE NO. 22

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 19 MARCH
2008 AND CREATED BY CHARLTON ATHLETIC HOLDINGS
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO THE TO THE BONDHOLDERS ON
ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 8 APRIL 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11 APRIL 2008



