

MG01

Particulars of a mortgage or charge



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LASERFORM

192263/£13

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

TUESDAY



A002M875

A11

13/12/2011

#209

COMPANIES HOUSE

1

Company details

Company number 0 2 7 0 0 3 8 6

Company name in full ELWA LIMITED (the "Chargor")

5

For official use

→ Filing 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 d0 d1 m1 m2 y2 y0 y1 y1

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

SUPPLEMENTAL CHARGE dated 1 December 2011 between the Chargor and the Security Agent
(the "Supplemental Charge")

4

Amount secured

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

Amount secured

04

All money or liabilities due, owing or incurred to any Finance Party
by the Chargor under the Finance Documents as at 1 December
2011 or in the future, in any manner whether actual or contingent,
whether incurred solely or jointly with any other person and
whether as principal or surety, together with all interest accruing
thereon (the "Indebtedness")

Continued on continuation page

Continuation page

Please use a continuation page if
you need to enter more details

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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 SUMITOMO MITSUI BANKING CORPORATION EUROPE LIMITED

Address 99 Queen Victoria Street, London as agent and trustee for itself
and the other Finance Parties (the "Security Agent")

Postcode E C 4 V 4 E H

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

1 CHARGING CLAUSE

1 1 The Chargor, as continuing security for the payment of the Indebtedness, has charged in favour of the Security Agent

(a) with full title guarantee and by way of first legal mortgage, the Property together with all buildings and fixtures (including trade fixtures) on the Property, and

(b) by way of first fixed charge, all monies standing to the credit of the Project Accounts (with the exception of the Distribution Account) and any other account it may from time to time have with any bank, financial institution or other person

2 NEGATIVE PLEDGE AND DISPOSAL RESTRICTIONS

The Chargor shall not

(a) create or agree to create or permit to subsist any Security Interest over all or any part of the Property;

(b) sell, transfer, lease out, lend or otherwise dispose of all or any part of the Property or the right to receive or to be paid the proceeds arising on the disposal of the same, or agree or attempt to do so, or

(c) dispose of the equity of redemption in respect of all or any part of the Property,

except as permitted by the Finance Documents or with the prior consent of the Security Agent

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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

N/A

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

Ashurst LLP

X

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

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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 DMCCOR/MPENTE/SUM06 00034/21528856

Company name
Ashurst LLP

Address Broadwalk House

5 Appold Street

Post town London

County/Region

Postcode E C 2 A 2 H A

Country England

DX 639 London City

Telephone +44 (0)20 7638 1111



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 enquires@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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4	Amount secured Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>NOTE</p> <p>In this Form MG01</p> <p>"Account Bank" means The Royal Bank of Scotland N V (formerly known as ABN AMRO Bank N V),</p> <p>"Credit Agreement" means the credit agreement dated 23 December 2002 between the Chargor, the financial institutions named therein as arrangers, the financial institutions named therein as lenders, the financial institution named therein as the facility agent, the Original Security Agent, the Account Bank and the financial institution named therein as technical bank,</p> <p>"Debenture" means the debenture dated 23 December 2002 between, amongst others, the Chargor and the Original Security Agent,</p> <p>"Distribution Account" means the account opened in the name of the Chargor on the books of the Account Bank and designated "ELWA Limited - Distribution Account" or any successor account opened in relation thereto,</p> <p>"Finance Documents" means the Finance Documents as such term is defined in the Credit Agreement,</p> <p>"Finance Party" means each of the Finance Parties as such term is defined in the Credit Agreement,</p> <p>"Original Security Agent" means The Royal Bank of Scotland N V (formerly known as ABN AMRO Bank N V),</p> <p>"Project Accounts" means the accounts specified in schedule 2 to the Supplemental Charge, as set out in the schedule hereto,</p> <p>"Property" means all that leasehold land and buildings known as <u>Frog Island</u> registered at the Land Registry under title number EGL468620, and</p> <p>"Security Interest" means any mortgage, charge (fixed or floating), pledge, lien, hypothecation, right of set-off, security trust, assignment by way of security, reservation of title, any other security interest or any other agreement or arrangement (including a sale and repurchase arrangement) having the commercial effect of conferring security</p>	

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6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

3 FURTHER ASSURANCE

3 1 The Chargor will, at its own expense, as soon as is reasonably practical following request by the Security Agent, execute such deeds and other agreements and otherwise take whatever action the Security Agent acting reasonably may require

(a) to perfect and/or protect the security created (or intended to be created) by the Supplemental Charge,

(b) to facilitate the realisation or enforcement of such security,

(c) to facilitate the exercise of any of the Security Agent's rights, powers or discretions under the Supplemental Charge, and/or

(d) to confer on the Security Agent security over any assets of the Chargor (in whatever jurisdiction situated) equivalent or similar to the security intended to be conferred by the Supplemental Charge,

including the conversion of charges to assignments, equitable security to legal security, the execution of any transfer, conveyance, assignment or assurance whatsoever and the giving of all notices, orders, instructions and directions whatsoever.

3 2 Any security document required to be executed by the Chargor under clause 5 1 of the Debenture, as set out in this clause 3, will contain clauses corresponding to the provisions set out in the Supplemental Charge

SCHEDULE

The Project Accounts

The Buy Down Account

The Capex and Maintenance Reserve Account

Change in Law Reserve Account

Compensation Account

Debt Service Reserve Account

Distribution Account

Holding Account

Insurance Proceeds Account

Joint Insurance Account

Lifecycle Retention Account

Proceeds Account

All such Project Accounts are held at

Sumitomo Mitsui Banking Corporation Europe Limited

99 Queen Victoria Street

London

EC4V 4EH



FILE COPY

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

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 2700386
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL CHARGE DATED
1 DECEMBER 2011 AND CREATED BY ELWA LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO ANY FINANCE PARTY ON ANY ACCOUNT
WHATSOEVER 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 13 DECEMBER 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 DECEMBER
2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES