

MG01

Particulars of a mortgage or charge



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

MONDAY



A16 28/06/2010 103  
COMPANIES HOUSE

**1**

**Company details**

Company number

0 3 3 8 5 0 2 5

Company name in full

Peel Airports Limited (the "**Company**")

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

d2 d1 m0 m6 y2 y0 y1 y0

**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

Share Charge dated 21 June 2010 given by the Company in favour of Peel  
Holdings Limited ("**PHL**") (the "**Share Charge**")

**4**

**Amount secured**

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

Amount secured

The aggregate principal amount of all moneys,  
obligations and liabilities, whether actual or  
contingent, due or owing to PHL under the PHL  
Guarantee or incurred by PHL as a consequence of it  
entering into the PHL Guarantee including interest,  
commission, fees, charges and all legal and other  
costs, expenses (the "**Secured Obligations**")

*Please see continuation sheet 1*

**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 Peel Holdings Limited

Address Billown Mansion House

Malew, Isle of Man

Postcode I M 9 3 D L

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. Charge**

Pursuant to the Share Charge the Company charged by way of first fixed charge and agreed to mortgage with full title guarantee in favour of PHL as security for the payment and discharge of the Secured Obligations, all the Company's right, title and interest from time to time in and to the Shares and all Related Rights

**2. Negative Pledge**

2 1 Pursuant to the Share Charge the Company agreed that it shall not, at any time during the subsistence of the Share Charge, create or permit to subsist any Security over all or any part of the Charged Property

2.2 Subject to the terms of the Shareholders Agreement the Company agreed that it shall not at any time during the subsistence of the Share Charge

2 2 1 execute any transfer or assignment of all or any part of the Charged Property,

2 2 2 create any legal or equitable estate or other interest in, or over, or otherwise relating to, all or any part of the Charged Property, or

2 2 3 lend or otherwise dispose of, or grant any rights (whether of pre-emption or otherwise) over, all or any part of the Charged Property

**Please see continuation sheet 2**

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## 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 866)

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 870). 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

Travers Smith 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 Miriam Law (P.2495-17)

Company name Travers Smith LLP

Address 10 Snow Hill

Post town London

County/Region

Postcode E C 1 A 2 A L

Country UK

DX London 79

Telephone 020 7295 3482



### 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 mortgage 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

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Particulars of a mortgage or charge

<b>4</b>	<b>Amount secured</b> Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p><b>Continuation sheet 1</b></p> <p><b>"Bank"</b> means Barclays Bank PLC</p> <p><b>"Bank Guarantee"</b> means the bank guarantee given by the Bank to EIB in accordance with the extension of a guarantee facility given by the Bank to the Company on or around the date of the Share Charge</p> <p><b>"EIB"</b> means European Investment Bank</p> <p><b>"PHL Guarantee"</b> means the guarantee to be given by PHL to the Bank on or around the date of the Share Charge as a consequence of the Bank maintaining the Bank Guarantee</p>	

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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><b>Continuation sheet 2</b></p> <p><b>"Charged Property"</b> means the Shares and the Derivative Assets and any assets and undertaking of the Company which from time to time are the subject of security created or expressed to be created in favour of PHL by or pursuant to the Share Charge</p> <p><b>"Derivative Assets"</b> means all assets derived from any of the Shares including all allotments, accretions, offers, rights, dividends, interest, income, benefits and advantages whatsoever at any time accruing, offered or arising in respect of or incidental to any of the Shares and all stocks, shares, rights, money or property accruing or offered at any time by way of conversion, redemption, bonus, preference, exchange, purchase, substitution, option, interest or otherwise in respect thereof</p> <p><b>"Related Rights"</b> means in relation to the Shares</p> <ul style="list-style-type: none"> <li>(a) the proceeds of sale of all or any of the Shares,</li> <li>(b) all rights, benefits, claims, contracts, warranties, remedies, security, indemnities or covenants for title in respect of the Shares,</li> <li>(c) any monies and proceeds paid or payable in respect of the Shares, and</li> <li>(d) any Derivative Assets</li> </ul> <p><b>"Security"</b> means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect</p> <p><b>Please see continuation sheet 3</b></p>	

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## 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

**Continuation sheet 3**

**"Shareholders Agreement"** means the agreement to be entered into on or around the date of the Share Charge between, inter alia, the Company and PHL

**"Shares"** means:

- (a) all of the shares in the capital of Doncaster Sheffield Airport Limited ("**DSAL**") from time to time (in each case whether held directly by, to the order or on behalf of the Company or by any trustee, nominee, fiduciary or clearance system),
- (b) all rights to subscribe for, convert into, or otherwise acquire such shares,
- (c) where such shares are held by a trustee, nominee, fiduciary or clearance system, all rights against such persons, and
- (d) including, without limitation, the 100 ordinary shares of £1 each in DSAL specified in Schedule 1 of the Share Charge



FILE COPY

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

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

**COMPANY NO. 3385025  
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A SHARE CHARGE DATED 21 JUNE  
2010 AND CREATED BY PEEL AIRPORTS LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
COMPANY TO PEEL HOLDINGS LIMITED 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 28 JUNE 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1 JULY 2010



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES