

MG01

Particulars of a mortgage or charge



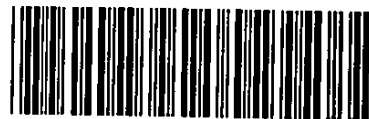
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A fee is payable with this form.
We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

☒ **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
company. To do this, please
use form MG01s

THURSDAY



LD4 *L6MLEV8F* 23/06/2011 8
COMPANIES HOUSE

1 Company details

Company number 03911278

Company name in full Itouch Limited (the "Pledgor")

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 Date of creation of charge

Date of creation 03/05/2011

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 A Spanish law governed pledge of participations agreement dated 31 May 2011 between
Buongiorno S p A (the "Borrower"), the Pledgor, Banca IMI S p A (the "Agent"), GE Capital S p A ,
Unicredit S p A , Agrileasing S p A , and Carparma S p A (together with the Agent, the "Lenders")

4 Amount secured

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

Amount secured

The Pledgor grants a right of pledge over the Participations (the
"Pledge") as security for the full and punctual compliance of all
the obligations of the Borrower under the Facilities Agreement,
both under Facility A and Facility RCF

For definitions of capitalised terms please see the short
particulars of all the property mortgaged or charged

Continuation page

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

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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	
Name	Banca IMI S.p.A.
Address	Piazzetta Giordano Dell'Amore 3, Milan 20121, Italy
Postcode	
Name	GE Capital S.p.A.
Address	Corso Venezia 56 Milan, Italy
Postcode	

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

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged	
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Continuation page
Please use a continuation page if you need to enter more details

Short particulars

- 1 **CREATION OF PLEDGE**
The Pledgor grants a right of pledge over the Participations
- 2 **EXTENTION OF THE PLEDGE**
The Pledge shall extend and shall comprise any title, security, asset (whether tangible or intangible) or funds that may substitute or correspond to any of the pledged Participations in case of merger, winding-up, increase or decrease of share capital, conversion or exchange, transformation, split or any other circumstance affecting the Company or the Participations Any reference made in the Pledge to the Participations shall be deemed to include all titles, securities, assets or funds that may substitute or correspond to them
3. **NON-TRANSFERABILITY OF THE SHARES**
During the term of the Pledge, the Pledgor shall not be entitled to sell, transfer, assign, substitute, encumber, charge or in any manner dispose of the Participations nor to create any option right or restriction on their free transferability, save as may be permitted under the Facilities Agreement
4. **DEFINITIONS**

"Company" means Itouch Spain Holdings, S L , of Spanish nationality, with domicile at Madrid, Calle Cinca 19, with Spanish tax identification number B83844621 and registered with the Mercantile Registry of Madrid under book, 19,546, sheet 1, section 8th, page M-343,354

"Facilities Agreement" means the facilities agreement (*Contratto di Finanziamento*) dated 27 May 2011 between the Lenders, Intesa Sanpaolo S p A , and the Borrower, governed by Italian law, for a maximum amount of EUR 94,000,000 split into two separate tranches (i) a facility A (the "Facility A") for an amount of EUR 74,000,000, and (ii) a revolving facility (the "Facility RCF") for an amount of EUR 20,000,000

"Participations" means the 702,263 participations of the Company owned by the Pledgor, representing 16.30% of its capital, numbers 3,606,103 to 4,308,365, both included

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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

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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).

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Signature

Please sign the form here

Signature

Signature

X

Simmons & Simmons LLP

X

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

CHFP025

03/11 Version 5.0

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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 Charlotte Snell

Company name Simmons & Simmons LLP

Address CityPoint

One Ropemaker Street

Post town

County/Region

Postcode E C 2 Y 9 S S

Country

DX DX Box No 12 Chancery Lane London

Telephone 020 7628 2020

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 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

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Particulars of a mortgage or charge

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Mortgagee(s) or person(s) entitled to the charge

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Name	Unicredit S.p.A
Address	Via Alessandro Specchi 16 Rome, Italy
Postcode	
Name	Banca Agrileasing S.p.A
Address	Via Lucrezia Romana no.41-47 Rome, Italy
Postcode	
Name	Cariparma S.p.A.
Address	Via Università, 1 43100 Parma, Italy
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3911278
CHARGE NO. 6**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SPANISH LAW GOVERNED
PLEDGE OF PARTICIPATIONS AGREEMENT EXECUTED
OUTSIDE THE UNITED KINGDOM OVER PROPERTY SITUATED
THERE DATED 31 MARCH 2011 AND CREATED BY ITOUCH
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE BORROWER 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 23 JUNE 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 JUNE 2011

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES