

MG01

Particulars of a mortgage or charge

177759113
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

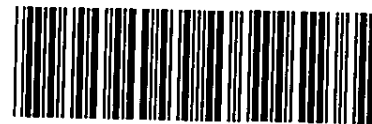
You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland



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

SATURDAY



A09 *A268T7LC* 13/04/2013 #95
COMPANIES HOUSE

1 Company details

Company number 0 4 1 2 8 7 2 0

Company name in full Bluecastle Enterprises Limited

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 d8 m0 m3 y2 y0 y1 y3

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

Shares pledge agreement No 110200/1342-DZA/2 (the "**Pledge**") dated 28 March 2013 entered into by Bluecastle Enterprises Limited (the "**Pledgor**") and State Corporation "Bank for Development and Foreign Economic Affairs (Vnesheconombank)" (the "**Pledgee**")

4 Amount secured

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

Amount secured

7
The due performance by the Borrower of the entire amount of its obligations under the Facility Agreement as of the date of their satisfaction, in particular the Loan, the Interest, the penalty accrued for late performance, charges under the Facility Agreement, losses caused by the late performance by the Borrower under the Facility Agreement, and compensation of the Pledgee's expenses related to enforcement of the Pledge and sale of the Pledged Property, and the Borrower's obligations under the Facility Agreement in case of the Facility Agreement's invalidity (together the "**Secured Obligations**")

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	State Corporation Bank for Development and Foreign Economic Affairs (Vnesheconombank)	
Address	107996, Moscow, Akademika Sakharova Prospekt, 9, the Russian Federation	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Name		
Address		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

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	<p>1 By Clause 1 1 of the Pledge, as security for the Secured Obligations, the Pledgor pledged the Pledged Property and the Pledgee accepted the Pledged Property to be pledged</p> <p>2 By Clause 1 5 of the Pledge, complete or partial replacement of the Pledged Property may only be permitted with the prior written consent of the Pledgee</p> <p>3 By Clause 1 6 of the Pledge, a second ranking pledge of the Pledge Property pledged is permitted with the prior written consent of the Pledgee (save for a second ranking pledge in favour of the Pledgee)</p> <p>4 In this MG01</p> <p>"Borrower" means Closed Joint Stock Company "Professional Football Club CSKA" a legal entity registered in the Russian Federation with principal state registration number 1027739880893 and whose registered office is at the Russian Federation, 125167, Moscow, Leningradsky Prospekt, Domain 39, Building 1,</p> <p>"Facility Agreement" means the facility agreement number 110100/1342 made in Moscow on 22 March 2013 between the Pledgee and the Borrower,</p> <p>"Interest" means the interest paid by the Borrower to the Pledgee for use of the Loan, as set out in the Facility Agreement,</p> <p>(Please see continuation sheet)</p>	

MG01 - continuation page

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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

"Loan" means monetary funds in a form of a facility with a limit of transfer equivalent to USD 280,000,000, and

"Pledged Property" means 684 ordinary registered non-documentary shares in the Borrower with a nominal value of RUB 600 (six hundred rubles) and registered under the state registration numbers 1-01-03373-H and 1-03-03373-H

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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 Nil

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 Field Fisher Waterhouse LLP. X

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

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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 **Hannah Salton**

Company name
Field Fisher Waterhouse LLP

Address **35 Vine Street**

Post town **London**

County/Region

Postcode **E C 3 N 2 A A**

Country **United Kingdom**

DX **CDE 823**

Telephone **020 7861 4000**



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



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4128720
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SHARE PLEDGE AGREEMENT NO.
110200/1342-DZA/2 DATED 28 MARCH 2013 AND CREATED BY
BLUECASTLE ENTERPRISES LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
STATE CORPORATION BANK FOR DEVELOPMENT AND
FOREIGN ECONOMIC AFFAIRS (VNESHECONOMBANK) 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 APRIL 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18 APRIL 2013