

MR01

Particulars of a charge



Companies House

182607/13

A fee is payable with this form  
Please see 'How to pay' on the  
last page

You can use the WebF  
Please go to www comp

☒ What this form is for  
You may use this form to register  
a charge created or evidenced by  
an instrument

☒ What this form is NOT  
You may not use this form  
to register a charge where 1  
instrument Use form MR

MONDAY



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LD2

09/06/2014

#79

COMPANIES HOUSE

This form must be delivered to the Registrar for registration within  
21 days beginning with the day after the date of creation of the charge. If  
delivered outside of the 21 days it will be rejected unless it is accompanied by a  
court order extending the time for delivery

☒ You must enclose a certified copy of the instrument with this form. This will be  
scanned and placed on the public record

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 Charge creation date

Charge creation date 2 0 0 5 2 0 1 4

3 Names of persons, security agents or trustees entitled to the charge

Please show the names of each of the persons, security agents or trustees  
entitled to the charge

Name State Corporation Bank for Development and Foreign

Economic Affairs (Vnesheconombank)

Name

Name

Name

If there are more than four names, please supply any four of these names then  
tick the statement below

☐ I confirm that there are more than four persons, security agents or  
trustees entitled to the charge

# MRO1

## Particulars of a charge

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### Description

Please give a short description of any land (including buildings), ship, aircraft or intellectual property registered (or required to be registered) in the UK which is subject to this fixed charge or fixed security

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

Description

5

### Fixed charge or fixed security

Does the instrument include a fixed charge or fixed security over any tangible or intangible (or in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box

☒ **Yes**

☐ **No**

6

### Floating charge

Is the instrument expressed to contain a floating charge? Please tick the appropriate box

☐ **Yes** Continue

☒ **No** Go to **Section 7**

Is the floating charge expressed to cover all the property and undertaking of the company?

☐ **Yes**

7

### Negative Pledge

Do any of the terms of the charge prohibit or restrict the chargor from creating any further security that will rank equally with or ahead of the charge? Please tick the appropriate box

☒ **Yes**

☐ **No**

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**Trustee statement <sup>1</sup>**

You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge

☐

<sup>1</sup> This statement may be filed after the registration of the charge (use form MR06)

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 charge

# MR01

## Particulars of a charge



### Presenter information

We will send the certificate to the address entered below. All details given here will be available on the public record. You do not have to show any details here but, if none are given, we will send the certificate to the company's Registered Office address.

Contact name  
Hannah Rowbotham

Company name  
Field Fisher Waterhouse LLP

Address  
Riverbank House

2 Swan Lane

Post town  
London

County/Region

Postcode  
E C 4 R 3 T T

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 a certified copy of the instrument with this form
- ☐ You have entered the date on which the charge was created
- ☐ You have shown the names of persons entitled to the charge
- ☐ You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- ☐ You have given a description in Section 4, if appropriate
- ☐ You have signed the form
- ☐ You have enclosed the correct fee
- ☐ Please do not send the original instrument, it must be a certified copy



### 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 filed on paper.

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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FILE COPY

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

Company number: 4128720

Charge code: 0412 8720 0003

The Registrar of Companies for England and Wales hereby certifies that a charge dated 20th May 2014 and created by BLUECASTLE ENTERPRISES LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 9th June 2014.

Given at Companies House, Cardiff on 12th June 2014



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

**ADDENDUM No. 1**  
**to the Shares Pledge Agreement of 28 March 2013 No. 110200/1342-DZA/2 between**  
**State Corporation "Bank for Development and Foreign Economic Affairs**  
**(Vnesheconombank)" and Bluecastle Enterprises Limited**

Moscow

"20" May 2014

State Corporation "Bank for Development and Foreign Economic Affairs (Vnesheconombank)" (the "**Pledgee**") represented by director of the Facility Operations Department Igor Nikolayevich Loginov acting on the basis of the power of attorney of 01.04 2013 No 184/150000 (registered in the register under No 5-224 on 1 April 2013 by the notary public of the city of Moscow Olga Igorevna Kapura), on one side, and

Bluecastle Enterprises Limited (the "**Pledgor**") represented by Vilis Dambins acting on the basis of the power of attorney of 8 January 2014 issued by Bluecastle Enterprises Limited, on the other side,

whereas the Pledgee and the Pledgor are hereinafter jointly referred to as the "Parties" and separately – as the "Party",

taking into consideration

- the Facility Agreement of 22 03 2013 No 110100/1342 (the "Facility Agreement") concluded in the city of Moscow between the Pledgee and Closed Joint Stock Company "Professional Football Club CSKA" ("PFC CSKA", C.J S.C.) (the "Borrower"),

- the Shares Pledge Agreement of 28 March 2013 No 110200/1342-DZA/2 concluded in the city of Moscow between the Pledgee and the Pledgor (the "Agreement"),

entered into this Addendum No 1 to the Agreement (the "**Addendum 1**") as follows

1 Restate clause 1.1 and clause 1 2 of the Agreement in the following way:

"1 1 As security for the Borrower's obligations and liabilities under the Facility Agreement, the Pledgor pledges the securities owned by him - ordinary registered non-documentary shares in (issued by) "PFC CSKA", C J S.C (the "Shares", the "Pledged Property") registered under the state registration numbers 1-01-03373-H, 1-03-03373-H, and the Pledgee accepts the Shares to be pledged

The pledged Shares have the following details (characteristics):

- Issuer – "PFC CSKA", C J.S.C.
- category (type) of securities – ordinary registered shares
- issue form – non-documentary
- nominal value of one share – RUB 600 (six hundred rubles)
- quantity – 658 (six hundred fifty eight) having state registration number 1-03-03373-H; 1454 (one thousand four hundred fifty four) having state registration number 1-01-03373-H

The Pledgor's rights to the Shares are registered and certified by an entry at the "DEPOSITORY" account No 80141 opened for the Pledgor with the Pledgee's Depository

The register of the owners of the Issuer's securities is kept by Joint Stock Company Noviy Registrator (address: Bujeninova Str , 30, Moscow; INN 7719263354) (the "Register Keeper")

The total amount of the pledged Shares is 2112 (two thousand one hundred and twelve) which corresponds to 76,44 % of the total amount of the allotted shares (charter capital) in (issued by) the Issuer as of the date hereof.

1 2 The Parties agreed that the total collateral value of the Shares to be pledged as of the date hereof shall be defined on the basis of the Shares' nominal value (RUB 1,267,200 (one million two hundred and sixty seven thousand two hundred rubles)) with 20% discount and, therefore, constitutes RUB 1,013,760 (one million thirteen thousand seven hundred sixty rubles) "

CERTIFIED TRANSLATION OF THE  
ORIGINAL ADDENDUM TO SHARE PLEDGE

**CORPORATE SECRETARIES LIMITED**

*Authorized Signatory*

2 Restate clause 2 1 10 of the Agreement in the following way:

"2 1 10 The Pledgor shall pledge in favor of the Pledgee any shares acquired by the Pledgor as a result of an additional issue within 30 (thirty) business days after the date of state registration of the report on results of the shares' issue in quantity required to keep the percentage of the shares pledged in favor of the Pledgee in the share capital of the Issuer the same as it was as of the date of the Agreement

If as a result of an additional issue the percentage of the shares of the Pledgor in the share capital of the Issuer becomes less than the percentage of the shares in the share capital of the Issuer pledged in favor of the Pledgee as of the date of the Agreement, the Pledgor shall within 30 (thirty) business days after registration of the report on results of the shares' issue pledge in favor of the Pledgee all shares acquired by the Pledgor as a result of such additional issue

The type, state registration number, nominal value and quantity of the shares to be pledged shall be determined on the basis of a decision of an authorized body of the Issuer on issue of shares and report on the results of the shares' issue

3 The Addendum 1 is an integral part of the Agreement

4 The Addendum 1 comes into force at the date of its execution by authorized representatives of the Parties

5 The Addendum 1 is concluded in 3 (three) original counterparts having equal legal force, one – for the Pledgor, one – for the Pledgee and one – for the Register Keeper

#### **ADDRESSES AND DETAILS OF THE PARTIES**

**State Corporation "Bank for Development  
and Foreign Economic Affairs  
(Vnesheconombank)"**

Akademika Sakharova Avenue, 9,  
Moscow, 107996,  
OGRN 1077711000102,  
INN 7750004150, KPP 775001001,  
c/a No 30101810500000000060 with OPERU  
Moscow

**Bluecastle Enterprises Limited**

registration number 4128720,  
registered office 4th Floor, Lawford House,  
Albert Place, London N3 1RL, UK

**On behalf of the Pledgee:**

director of the Facility Operations Department

[signature + seal]


IN Loginov


**On behalf of the Pledgor:**

Representative on the basis of the power of  
attorney

[signature]

Vilis Dambins

  
CORPORATE SECRETARIES LIMITED  
Authorized  
Signatory





**ДОПОЛНИТЕЛЬНОЕ СОГЛАШЕНИЕ №1**  
**к Договору залога акций от 28 марта 2013г. № 110200/1342-ДЗА/2 между**  
**государственной корпорацией «Банк развития и внешнеэкономической деятельности**  
**(Внешэкономбанк)» и компанией Bluecastle Enterprises Limited**

г Москва

20 мая 2014г

Государственная корпорация «Банк развития и внешнеэкономической деятельности (Внешэкономбанк)», именуемая в дальнейшем «Залогодержатель», в лице директора Департамента сопровождения кредитных операций Логинова Игоря Николаевича, действующего на основании доверенности от 01.04.2013 г. номер 184/150000 (зарегистрирована в реестре за номером 5-224 от 01 апреля 2013 г. нотариусом города Москвы Капура Ольгой Игоревной) с одной стороны, и

компания Bluecastle Enterprises Limited (Блюкасл Энтерпрайзис Лимитед), именуемая в дальнейшем «Залогодатель», в лице Вилиса Дамбинша, действующего на основании доверенности от 8 января 2014г. выданной Bluecastle Enterprises Limited (Блюкасл Энтерпрайзис Лимитед), с другой стороны,

при этом Залогодержатель и Залогодатель в дальнейшем совместно именуются «Стороны», а по отдельности – «Сторона»,

принимая во внимание

- Кредитное соглашение от 22.03.2013 № 110100/1342 (далее – «Соглашение»), заключенное между Залогодержателем и Закрытым акционерным обществом «Профессиональный футбольный клуб «ЦСКА» (далее – ЗАО «ПФК ЦСКА»), именуемое в дальнейшем «Заемщик», в городе Москве,

- Договор залога акций от 28 марта 2013г. № 110200/1342-ДЗА/2, заключенный между Залогодержателем и Залогодателем в городе Москве (в дальнейшем – «Договор»), заключили настоящее Дополнительное соглашение №1 к Договору (в дальнейшем – «Дополнение № 1») о нижеследующем.

1. Изложить пункт 1.1 и пункт 1.2 Договора в следующей редакции

«1.1 В обеспечение исполнения обязательств Заемщика по Соглашению Залогодатель передает принадлежащие ему на праве собственности, а Залогодержатель принимает в залог ценные бумаги - обыкновенные именные бездокументарные акции, эмитентом которых является ЗАО «ПФК ЦСКА» (далее – «Акции», «Предмет залога»), зарегистрированные за основными государственными регистрационными номерами: 1-01-03373-Н, 1-03-03373-Н

Передаваемые в залог акции имеют следующие реквизиты (характеристики):

- Эмитент – ЗАО «ПФК ЦСКА»
- вид, категория (тип) ценных бумаг – акции обыкновенные именные
- форма выпуска – бездокументарная
- номинальная стоимость одной акции – 600 (Шестьсот) рублей
- количество – 658 (Шестьсот пятьдесят восемь) штук, государственный регистрационный номер выпуска – 1-03-03373-Н, 1454 (Одна тысяча четыреста пятьдесят четыре) штуки, государственный регистрационный номер выпуска – 1-01-03373-Н

Учет и удостоверение прав Залогодателя на Акции осуществляется записью на счете «ДЕПО» № 80141, открытом Залогодателем в Депозитарии Залогодержателя

Реестр владельцев ценных бумаг Эмитента ведет ЗАО «Новый регистратор» (адрес: ул. Буженинова, д. 30, г. Москва, ИНН 7719263354) (далее – «Держатель реестра»).

Общее количество Акции, передаваемых в залог 2112 (Две тысячи сто двенадцать) штук, что составляет 76,44 % от общего количества размещенных акций (уставного капитала), эмитированных Эмитентом на дату подписания Договора

WE CERTIFY THAT, SAVE FOR MATERIAL REDACTED PURSUANT TO SECTION 859G OF THE COMPANIES ACT 2006, THIS COPY INSTRUMENT IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.

Field Fisher Waterhouse LLP 09.06.2014

1.2 Общая итоговая залоговая стоимость подлежащих передаче в залог Акций, на дату подписания Договора по соглашению Сторон составляет 1 013 760 (Один миллион тринадцать тысяч семьсот шестьдесят) рублей, которая определена исходя из номинальной стоимости составляющей 1 267 200 (Один миллион двести шестьдесят семь тысяч двести) рублей с применением дисконта в размере 20% »

2 Изложить пункт 2 1 10 Договора в следующей редакции

«2 1 10 Залогодатель обязан предоставить в залог Залогодержателю акции, полученные им в результате дополнительной эмиссии, в течение 30 (Тридцати) рабочих дней с даты регистрации отчета об итогах выпуска акций в количестве, необходимом для поддержания доли заложенных Залогодержателю ценных бумаг в уставном капитале Эмитента, существовавшей на дату заключения Договора.

В случае, если в результате дополнительной эмиссии доля Залогодателя в уставном капитале Эмитента стала менее доли заложенных Залогодержателю ценных бумаг в уставном капитале Эмитента, существовавшей на дату заключения Договора, Залогодатель обязан в течение 30 (Тридцати) рабочих дней с момента регистрации отчета об итогах выпуска акций предоставить в залог Залогодержателю все акции, полученные им в результате дополнительной эмиссии.

Категория, государственный регистрационный номер, номинал и количество, передаваемых в залог акций определяется на основании решения уполномоченного органа Эмитента о проведении эмиссии и отчета об итогах выпуска акций ».

3 Дополнение № 1 является неотъемлемой частью Договора.

4 Дополнение № 1 вступает в силу с момента его подписания уполномоченными представителями Сторон

5. Дополнение № 1 заключено в 3 (Трех) подлинных экземплярах, имеющих равную юридическую силу, по одному экземпляру для Залогодателя, Залогодержателя и Держателя реестра

## АДРЕСА И РЕКВИЗИТЫ СТОРОН

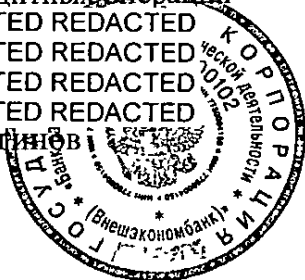
**Государственная корпорация  
«Банк развития и внешнеэкономической  
деятельности (Внешэкономбанк)»**  
проспект Академика Сахарова, д 9,  
г Москва, 107996,  
ОГРН 1077711000102,  
ИНН 7750004150, КПП 775001001,  
к/с № 30101810500000000060  
в ОПЕРУ Москва

**Компания  
Bluecastle Enterprises Limited**  
регистрационный номер 4128720,  
зарегистрированный офис по адресу 4-ый  
этаж Лофорд Хаус, Алберт Плейс, Лондон  
N3 1RL, Великобритания

**От Залогодержателя:**

Директор Департамента  
сопровождения кредитных операций  
REDACTED REDACTED REDACTED  
REDACTED REDACTED REDACTED  
REDACTED REDACTED REDACTED  
REDACTED REDACTED REDACTED  
REDACTED REDACTED REDACTED

И.И. Лопатин



**От Залогодателя**

Представитель по доверенности  
REDACTED REDACTED REDACTED  
REDACTED REDACTED REDACTED  
REDACTED REDACTED REDACTED  
REDACTED REDACTED REDACTED  
REDACTED REDACTED REDACTED  
/ Вилис Дамбинш



Директор Департамента сопровождения  
кредитных операций  
И.И. Дюванов

Прошито 3 л  
Bluecastle Enterprises Limited  
Вилис Дамбани (по доверенности)