

# M

COMPANIES FORM No. 395

## Particulars of a mortgage or charge

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395  
- 2 MAR 2001  
RECEIVED

Please do not write  
in this margin

Pursuant to section 395 of the Companies Act 1985

CHA 267

Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

To the Registrar of Companies

For official use  
(1)

Company number

4954960

Name of company

\* insert full name  
of company

\* Wellcare Group Limited (the "Company")

Date of creation of the charge

19 February 2004

Description of the instrument (if any) creating or evidencing the charge (note 2)

A charge over shares between the Company and HCP Wellcare Progressive Lifestyles Limited ("HWP") (the "Charge over Shares")

Amount secured by the mortgage or charge

7 All the monies due, owing or incurred by and other liabilities arising under a licence agreement dated 19 February 2004 and entered into among HWP, the Company and European Wellcare Lifestyles Limited ("EWL") (as in force for the time being as amended in accordance with their terms, or as the case may be, with the agreement of the relevant parties) and owing by the Company to HWP from time to time (the "Secured Obligations").

Names and addresses of the mortgagees or persons entitled to the charge

Presentor's name address and  
reference (if any):

Norton Rose  
Kempson House  
Camomile Street  
London EC3A 7AN

BD3192791 v 1

Time critical reference

For official Use  
Mortgage Section

Post room



Norton Rose

Page

Names and addresses of the mortgagees or persons entitled to the charge

HCP Wellcare Progressive Lifestyles Limited (Company no 04944608) whose registered office is at 56 Green Street, London W1K 6RY.

Short particulars of all the property mortgaged or charged

1. The Charge over Shares creates a first fixed charge over all of the interest of HWP in:

(i) the shares in the capital of EWL registered in the name of the Company and beneficially owned by the Company being 1 share of £1, and shall include any other shares in the capital of EWL which may hereafter be registered in the name of, or beneficially owned by, the Company and / or its nominee or trustee (the "Shares"); and

(ii) all stock, shares, warrants, securites, rights, moneys or property (including the dividends, interest or income thereon or therefrom) accruing or acquired at any time and from time to time by way of redemption, purchase, bonus, preference, option, consideration, subdivision, dividend, interest or otherwise to or in respect of or derived from all or any of the Shares or any derivatives thereof, including (but without limitation) the proceeds of any sale of any of the Shares;

together the "Secured Property".

2. The Charge over Shares contains undertakings by the Company that it will not, without the prior written consent of HWP:

(i) create or permit to subsist any mortgage, debenture, charge, pledge, lien or encumbrance (other than in favour of HWP) on or over the Secured Property or any part thereof or interest therein; and

(ii) sell, transfer or otherwise dispose of the Secured Property or any part thereof or interest therein or attempt or agree to do so.

Particulars as to commission allowance or discount (note 3)

Nil

Signed

*Norton Rose*

Date

*27/2/2004*

On behalf of mortgagee/chargee

#### Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be

accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.

- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 04954960

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED THE 19th FEBRUARY 2004 AND CREATED BY WELLCARE GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HCP WELLCARE PROGRESSIVE LIFESTYLES LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd MARCH 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th MARCH 2004.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —