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

\* insert full name  
of Company

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in  
respect of each register entry for a mortgage  
or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number

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06127260

Name of company

\* UNITED SPIRITS (GREAT BRITAIN) LIMITED (the "Chargor")

Date of creation of the charge

16 May 2007

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

SHARE PLEDGE (the "Share Pledge")

Amount secured by the mortgage or charge

SEE PAPER APART ONE

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

ICICI BANK UK PLC (Registered Number 04663024), 21 KNIGHTSBRIDGE, LONDON

FOR ITSELF AND AS TRUSTEE FOR THE FINANCE PARTIES (the "Security Agent")

Postcode SW1X 7LY

Presenter's name address and  
reference (if any)

BRODIES LLP  
DX ED10  
EDINBURGH-1 (BS/ICI3 1)

Time critical reference

For official Use (02/06)  
Mortgage Section

Post room

THURSDAY



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31/05/2007

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COMPANIES HOUSE

000451/13

# 395

Short particulars of all the property mortgaged or charged

SEE PAPER APART TWO

Please do not  
write in  
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Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Particulars as to commission allowance or discount (note 3)

NONE

Signed

*Ken / Auth for Brodie's L.P.*

Date

*30 May 2007*

On behalf of ~~company~~ [mortgagee/chargee]†

A fee is payable  
to Companies  
House in  
respect of each  
register entry  
for a mortgage  
or charge  
(See Note 5)

† delete as  
appropriate

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 situated 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.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ.

**Paper Apart to Form 395 re Share Pledge**

**Company: UNITED SPIRITS (GREAT BRITAIN) LIMITED**

**Registered Number: 06127260**

**PAPER APART 1 - Amount Secured by the charge**

The security created under the Share Pledge is security for the payment, discharge and performance of all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of each Obligor to any Finance Party under each Finance Document (the "**Secured Liabilities**")

**PAPER APART 2 - Short Particulars of all the property charged**

The Chargor pledges and assigns to the Security Agent (for itself and as trustee for the Finance Parties)

- (i) all the Shares, and
- (ii) all Related Rights

**Definitions:**

**The following expressions shall have the following meanings in this Form 395 and paper apart;**

**"Credit Agreement"** means the £325,000,000 credit agreement dated 16 May 2007 between (among others) the Chargor and the Security Agent

**"Finance Documents"** has the meaning ascribed to it in the Credit Agreement

**"Finance Parties"** has the meaning ascribed to it in the Credit Agreement

**"Obligor"** has the meaning ascribed to it in the Credit Agreement

**"Related Rights"** means

- (a) any dividend, interest or other distribution paid or payable in relation to the Shares, and
- (b) any right, money or property accruing or offered at any time in relation to any Shares by way of redemption, substitution, exchange, bonus or preference, under option rights or otherwise, and
- (c) any sale proceeds thereof

**"Shares"** means 349,728 Ordinary shares in Whyte and Mackay Group Limited (SC221954) as detailed in the Schedule to the Share Pledge

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 06127260

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE PLEDGE DATED THE 16th MAY 2007 AND CREATED BY UNITED SPIRITS (GREAT BRITAIN) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO ANY FINANCE PARTY ON ANY ACCOUNT WHATSOEVER 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 31st MAY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th JUNE 2007.



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES