

MG01

Particulars of a mortgage or charge

151401/13
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

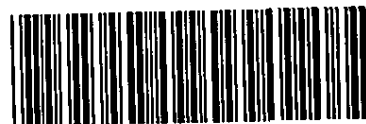
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



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

THURSDAY



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03/01/2013

#147

COMPANIES HOUSE

1

Company details

Company number 07289558

Company name in full PHP Healthcare Investments (Holdings) Limited
(the "Chargor")

2

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 d1 d7 m1 m2 y2 y0 y1 y2

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 Deed of Charge over Shares (the "Charge")

4

Amount secured

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

Amount secured All moneys, obligations and liabilities whatsoever
which may now or at any time in the future be due
or owing or incurred by any Group Member to the
Trustee or any Lender or for in respect of which
any Group Member may be liable to the Trustee or
any Lender whether present or future, actual or
contingent on any account whatsoever and in any
manner whatsoever, as principal or surety and
whether alone or jointly with any other party or
parties including, without limitation, interest,
legal and other costs, charges and expenses (the
"Indebtedness").

See section 6 for definitions

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 Aviva Public Private Finance Limited (the "Trustee")

Address 37 Surrey Street

Norwich, Norfolk

Postcode N R 1 3 U Y

Name

Address

Postcode

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

The Chargor, with full title guarantee and to the intent that the security created shall rank as a continuing security as aforesaid for the Indebtedness, hereby
1 charges to the Trustee by way of first fixed charge the Shares, the certificates or other documents of title to which, together with transfers thereof duly executed by the Chargor with the name of the transferee, date and the consideration left blank, and
2 assigns to the Trustee by way of security all of its right, title and interest to and in the Distributions

Definitions

"Borrower" means PHP Investments No 1 Limited (company number 07647909), a company registered in England and Wales, whose registered office is at Ground Floor Ryder Court, 14 Ryder Street, London SW1Y 6QB

"Borrowing Group" means the Chargor and any company from time to time which is a holding company or subsidiary of the Chargor and any subsidiary undertaking or associate of any such person and any entity which would but for the fact its shares are mortgaged to a third party fall within this definition

"Distributions" includes dividends, interest and other sums payable on account of the Shares

"Group Member" means each member of the Borrowing Group (including the Chargor) from time to time which has an obligation to any Lender in relation to the Indebtedness

"Lender" means

(a) the Trustee and Aviva plc,

(b) any company which is or becomes a holding company of any such company or subsidiary or associate of any such company or holding company, and

(c) any company which would, but for the fact its shares are mortgaged to a third party, be a Lender,

but excluding any company which would only be a Lender solely because another Lender has security over the shares in that company

"Shares" means all of the ordinary shares present and future in the Borrower held by the Chargor

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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 

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 Barbara Jamieson

Company name Maclay Murray & Spens LLP

Address 1 George Square

Post town Glasgow

County/Region

Postcode G 2 1 A L

Country United Kingdom

DX GW67

Telephone 0141 248 5011



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



DX

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 7289558
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF CHARGE OVER SHARES
DATED 17 DECEMBER 2012 AND CREATED BY PHP
HEALTHCARE INVESTMENTS (HOLDINGS) LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM ANY
GROUP MEMBER TO AVIVA PUBLIC PRIVATE FINANCE
LIMITED (THE "TRUSTEE") OR ANY LENDER ON ANY
ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO
CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 3
JANUARY 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8 JANUARY 2013



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**