

MG01

Particulars of a mortgage or charge

Oyez

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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 re-
particulars of a charge for a S
company To do this, please use
form MG01s

THURSDAY



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12/04/2012

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COMPANIES HOUSE

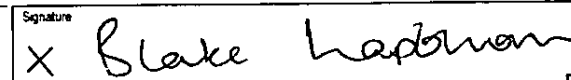
1 Company details		<small>For official use</small>
Company number	0 7 3 1 6 4 4 7	<input checked="" type="checkbox"/> Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	PARTICIPATE SPORT LIMITED	
2 Date of creation of charge		
Date of creation	0 4 / 0 4 / 2 0 1 2	
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	GUARANTEE AND DEBENTURE	
4 Amount secured		
Please give us details of the amount secured by the mortgage or charge		
Amount secured	The principal sum of £800,000 due under the Loan Note Instrument and represented by the Loan Notes created in favour of the Noteholder together with all present and future liabilities (whether actual or contingent and whether owed jointly or severally or alone or in any other capacity whatsoever) of the Company and any member of the Group to the Noteholder under or pursuant to any Finance Document (including all monies covenanted to be paid under the Debenture)	
		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	Investec Structured Products Calculus VCT plc	
Address	Beaufort House, 51 North Road Exeter	
Postcode	E X 4 4 E P	
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	<p>1 Subject to the Deed of Priorities, each Security Obligor charges and agrees to charge all of its present and future right, title and interest in and to the following assets which are at any time owned by it, or in which it from time to time has an interest</p> <p>1 1 by way of a first fixed charge</p> <p>(a) all Real Property,</p> <p>(b) all licences to enter upon and use land and the benefit of all other agreements relating to land,</p> <p>(c) the proceeds of sale of all Real Property</p> <p>1 2 by way of first fixed charge</p> <p>(a) all computers, vehicles, office equipment and other equipment, and</p> <p>(b) the benefits of all contracts, licences and warranties relating to the same,</p> <p>1 3 by way of first fixed charge all Securities Rights from time to time accruing to the Securities,</p> <p>1 4 by way of first fixed charge all rights which a Security Obligor may have at any time against any clearance or settlement system or any custodian in respect of any Securities,</p> <p>1 5 by way of first fixed charge all Securities,</p> <p>1 6 by way of first fixed charge.</p> <p>(a) all Securities Rights from time to time accruing to those Securities,</p> <p>(b) all rights which such Security Obligor may have at any time against any clearance or settlement system or any custodian in respect of any Securities,</p> <p>1 7 by way of first fixed charge all Receivables,</p> <p>1 8 by way of first fixed charge all Intellectual Property,</p> <p>1.9 insofar as it is legally able to do so and to the extent that any Assigned Asset is not effectively assigned under clause 7 2 of the Debenture, by way of first fixed charge, such Assigned Asset,</p> <p>1 10 insofar as it is legally able to do so and by way of first fixed charge (to the extent not otherwise charged or assigned in this Debenture)</p> <p>(a) the benefit of all licences, consents, agreements and authorisations held or used in connection with the business of such Security Obligor or the use of any of its assets, [See Continuation Page]</p>	

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<div data-bbox="130 371 178 421">7</div> <div data-bbox="130 725 339 779">Commission allowance or discount</div>	<div data-bbox="339 371 1026 407">Particulars as to commission, allowance or discount (if any)</div> <div data-bbox="352 418 1062 504">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</div> <div data-bbox="352 519 975 636"> <ul style="list-style-type: none"> - subscribing or agreeing to subscribe, whether absolutely or conditionally, or - procuring or agreeing to procure subscriptions, whether absolute or conditional, </div> <div data-bbox="352 647 1067 707">for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered</div>	
<div data-bbox="130 1182 178 1232">8</div>	<div data-bbox="339 1182 608 1223">Delivery of instrument</div> <div data-bbox="352 1238 1082 1431">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).</div> <div data-bbox="352 1444 1083 1612">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).</div>	
<div data-bbox="130 1675 178 1724">9</div> <div data-bbox="130 1780 233 1809">Signature</div>	<div data-bbox="339 1675 470 1713">Signature</div> <div data-bbox="352 1727 598 1758">Please sign the form here</div> <div data-bbox="352 1780 1101 1906"> <div data-bbox="352 1780 424 1803">Signature</div> <div data-bbox="352 1780 1101 1906">  as an authorised signatory of the mortgagee </div> </div> <div data-bbox="352 1910 1031 1973">This form must be signed by a person with an interest in the registration of the charge</div>	

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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

Gemma Cavanagh

Company name

Blake Laphorn

Address

New Kings Court

Tollgate

Chandlers Ford

Post town

Eastleigh

County/Region

Hampshire

Postcode

S O 5 3 3 L G

Country

United Kingdom

DX

155850 Eastleigh 7

Telephone

023 8085 7298



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

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Particulars of a mortgage or charge



6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>(b) any letter of credit issued in favour of such Security Obligor and all bills of exchange and other negotiable instruments held by it, and 1 11 by way of first fixed charge all of the goodwill and uncalled capital of such Security Obligor,</p> <p>2 Subject to the Deed of Priorities, each Security Obligor assigns and agrees to assign by way of security all its present and future right, title and interest in and to</p> <p>2 1 the proceeds of the sale of any Securities,</p> <p>2 2 the proceeds of the sale of any Intellectual Property,</p> <p>2 3 the Insurances, all claims under the Insurances and all proceeds of the Insurances,</p> <p>To the extent that any Assigned Asset described in paragraphs 2.1 to 2 3 inclusive is not assignable, the assignment which that paragraph purports to effect shall operate as an assignment of all present and future rights and claims of such Security Obligor to any proceeds of an Assigned Asset</p> <p>3 Subject to the Deed of Priorities, each Security Obligor charges and agrees to charge by way of first floating charge and of its present and future</p> <p>(a) assets and undertaking (wherever located) which are not effectively charged by way of first fixed mortgage or charge or assigned pursuant to paragraphs 1 and 2 or any other provision of the Debenture,</p> <p>(b) (whether or not effectively so charged or assigned) heritable property and all other property and assets in Scotland</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 7316447
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A GUARANTEE & DEBENTURE
DATED 4 APRIL 2012 AND CREATED BY PARTICIPATE SPORT
LIMITED FOR SECURING THE PRINCIPAL SUM OF £800,000 AND
ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY
AND ANY MEMBER OF THE GROUP TO THE NOTEHOLDER ON
ANY ACCOUNT WHATSOEVER 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 12 APRIL 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 APRIL 2012

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES