

MG01

Particulars of a mortgage or charge

Oyez

039487/13

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 Scottish company. To do this, please use form MG01s

THURSDAY



S1FFOL01

SCT

16/08/2012

#21

COMPANIES HOUSE

1

Company details

Company number

8 1 1 6 4 0 9

Company name in full

24 Bruton Place Limited (the "Chargor")

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

0 8 0 8 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

Third Party Charge over Securities (the "Charge")

4

Amount secured

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

Amount secured

4(t)
+
10

All or any monies and liabilities which will for the time being (and whether on, or at any time after, demand) be due, owing or incurred in whatsoever manner by the Borrower to any Finance Party under the relevant Finance Documents whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the relevant Finance Party shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which any Finance Party may in the course of its business charge or incur in respect of any of those matters or for keeping the Borrower's account, and so that interest shall be computed and compounded according to the terms

(Please see continuation page)

Continuation page

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

MG01

Particulars of a mortgage or charge

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 Bank of Scotland plc in its capacity as security

Address 4th Floor, New Ubertior House

11 Earl Grey Street, Edinburgh

Postcode E H 3 9 B N

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 Charged Securities and any Derivative Assets.

(For definitions please see continuation pages)

MG01

Particulars of a mortgage or charge

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

NA

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).

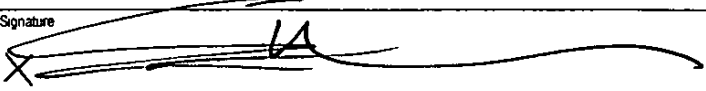
We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate 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


PARTNER FOR AND ON BEHALF OF DUNDAS & WILSON LLP

This form must be signed by a person with an interest in the registration of the charge

MG01

Particulars of a mortgage or charge



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

Kyle Abrey BOS001 5257

Company name

Dundas & Wilson CS LLP

Address

Saltire Court

20 Castle Terrace

Edinburgh

Post town

County/Region

Postcode

E

H

1

2

E

N

Country

DX

Telephone

0131 228 8000



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

MG01 - continuation page

Particulars of a mortgage or charge



4

Amount secured

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

Amount secured

of the relevant Finance Document as well after as before any demand made or decree obtained under the Charge.

(For definitions please see continuation pages)

MG01 - continuation page

Particulars of a mortgage or charge



5

Mortgagee(s) or person(s) entitled to the charge

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Name	trustee for itself and the Finance Parties (the
Address	"Security Trustee")
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	

MG01 - continuation page

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

Definitions

A Loan Agreement means the senior A term loan agreement originally dated 5 March 2003 between, among others, the Borrower, the Original Lenders, the Security Trustee and the Agent (each as defined therein) as amended, restated, varied, supplemented and/or novated from time to time;

A Finance Documents means the Finance Documents as defined in the A Loan Agreement;

A Finance Parties means the Finance Parties as defined in the A Loan Agreement,

Borrower means Agora Shopping Centres Limited with company number 04582001 and whose registered office is at Nations House, 103 Wigmore Street, London W1U 1AE;

C Loan Agreement means the senior C committed overdraft agreement originally dated 31 January 2008 between, among others, the Borrower, the Original Lenders, the Security Trustee and the Agent (each as defined therein) as amended, restated, varied, supplemented and/or novated from time to time;

C Finance Documents means the Finance Documents as defined in the C Loan Agreement,

C Finance Parties means the Finance Parties as defined in the C Loan Agreement;

Charged Securities means the 7,323,013 ordinary A shares of £1.00 each in the Issuer;

Derivative Assets means any Securities, money, rights or benefits at any time deriving from or arising or offered by way of dividend, income, capital, redemption, bonus, preference, option, conversion, consolidation, subdivision or otherwise in relation to any Charged Securities or to any such Securities, money, rights or benefits, Finance Documents means the A Finance Documents and the C Finance Documents;

Finance Documents means the A Finance Documents and the C Finance Documents;

Finance Parties means the A Finance Parties and the C Finance Parties, and **Finance Party** shall be construed accordingly,

Issuer means Agora Shopping Centres Limited (company number 04582001);

Loan Agreements means the A Loan Agreement and the C Loan Agreement; and

(See next continuation page)

MG01 - continuation page

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

Securities means stocks, shares and other equity instruments or securities, in each case whether constituted, evidenced or represented by a certificate or other document or by an entry in the accounts of the Issuer, a clearing house, a depository, a custodian or any other person or otherwise.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 8116409
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A THIRD PARTY CHARGE OVER
SECURITIES DATED 8 AUGUST 2012 AND CREATED BY 24
BRUTON PLACE LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE BORROWER 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 25 OF THE COMPANIES ACT 2006 ON THE 16
AUGUST 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21 AUGUST 2012

Post

