

MG01

Particulars of a mortgage or charge

V087517/13



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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



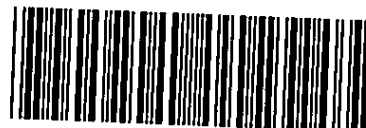
What this form is for

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 mortgage or charge in Scotland or the Republic of Ireland



L25WDV8R

LD3

09/04/2013

#46

COMPANIES HOUSE

For information, please visit the Companies Act website at www.gov.uk

1

Company details

Company number 08390503

Company name in full TIO Trading Limited (the Company)

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 05/04/2013

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

Sales Contract Assignment Agreement (the Security Assignment)

4

Amount secured

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

Amount secured

All obligations and liabilities of any kind incurred by the Company or any Obligor (as defined in the Facility Agreement) from time to time under or in connection with

- (a) the pre-export finance facility agreement dated 5 April 2013 between, amongst others, Tonkolili Iron Ore (SL) Limited and African Railway and Port Services (SL) Limited as borrowers, the Company as a group guarantor and Standard Bank plc as security trustee, as it may from time to time be amended, restated, novated or replaced, however fundamentally (the **Facility Agreement**),
- (b) the Security Assignment,
- (c) any other document defined as a Finance Document in the Facility Agreement, and
- (d) any other document designated a Finance Document by the Agent and the Borrowers (as those parties are defined in the Facility Agreement) acting reasonably

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 Standard Bank plc as trustee (the **Security Trustee**)

Address 20 Gresham Street, London, United Kingdom

Postcode E C 2 V 7 J E

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 Security Assignment assigns absolutely by way of security all of the Company's rights, privileges, power, or immunity, or any interest or remedy, of any kind, whether it is personal or proprietary which it now has and which it obtains at any time in the future (the **Rights**) in:

(a) the Export Contract (as defined in the Facility Agreement);

(b) the CRM Offtake Contract (as defined in the Facility Agreement);

(c) any other sales contract or other contract which is designated as an "Assigned Sales Contract" pursuant to the Facility Agreement,

(d) any contract which amends or replaces the contracts described at (a) - (c) above,

in each of (a) - (c) above as it may from time to time be amended, restated, novated or replaced (however fundamentally), but excluding any such contract that ceases to be designated as an "Assigned Sales Contract" (except for the purposes of cover ratios only) by the Agent (as defined in the Facility Agreement) pursuant to the Facility Agreement, and

(e) all letters of credit and other negotiable instruments of any description relating to (a) - (d) above in relation to which any assignor has any Rights, if such Rights are capable of assignment as a matter of law (together with the contracts described in (a) - (d) above the **Assigned Contracts**),

and any Rights accruing to, derived from, or otherwise connected with the Assigned Contracts (including proceeds, insurances, guarantees and Security (as defined in the Facility Agreement))

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 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

Norton Rose LLP.

X

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 Collect from London Counter

Company name Norton Rose, Clive Weston /
Tom Vince

Address

Post town

County/Region

Postcode

Country

DX

Telephone +44 (0)20 7283 3397



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



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY NO. 8390503

CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SALES CONTRACT ASSIGNMENT
AGREEMENT DATED 5 APRIL 2013 AND CREATED BY TIO
TRADING LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY OR ANY OBLIGOR TO
STANDARD BANK PLC AS TRUSTEE (THE SECURITY TRUSTEE)
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 9 APRIL 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 APRIL 2013

