

MR01

Particulars of a charge

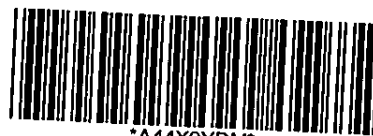
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35

A fee is payable with this form  
Please see 'How to pay' on the  
last page

You can use the WebFiling service to file this form online  
Please go to www.companieshouse.gov.uk

☒ **What this form is for**  
You may use this form to register  
a charge created or evidenced by  
an instrument

☒ **What this form is NOT for**  
You may not use this form to  
register a charge where the charge  
instrument Use form M



A07 08/04/2015 #250  
COMPANIES HOUSE

This form **must be delivered to the Registrar for registration within 21 days** beginning with the day after the date of creation of the charge. If delivered outside of the 21 days it will be rejected unless it is accompanied by a court order extending the time for delivery



You **must** enclose a certified copy of the instrument with this form. This will be scanned and placed on the public record. **Do not send the original**

**1 Company details**

Company number 08810865

Company name in full AGR Eastertown Limited

3 For official use

→ **Filing in this form**  
Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

**2 Charge creation date**

Charge creation date 02/04/2015

**3 Names of persons, security agents or trustees entitled to the charge**

Please show the names of each of the persons, security agents or trustees  
entitled to the charge

Name Investec Bank plc (as Security Trustee)

Name

Name

Name

If there are more than four names, please supply any four of these names then  
tick the statement below

☐ I confirm that there are more than four persons, security agents or  
trustees entitled to the charge

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## Particulars of a charge

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### Brief description

Please give a short description of any land, ship, aircraft or intellectual property registered or required to be registered in the UK subject to a charge (which is not a floating charge) or fixed security included in the instrument

Brief description

The Chargor's right, title and interest from time to time in and to the Real Property, Tangible Moveable Property, Project, Accounts (other than the Assigned Accounts), Intellectual Property, any goodwill and rights in relation to the uncalled capital, Investments, all Monetary Claims (and all Related Rights other than any claims which are otherwise subject to a fixed charge or assignment) and the benefit of all Consents and Related Rights (each as defined in the instrument) For more details please refer to the instrument

Please submit only a short description. If there are a number of plots of land, aircraft and/or ships, you should simply describe some of them in the text field and add a statement along the lines of, 'for more details please refer to the instrument'

Please limit the description to the available space

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### Other charge or fixed security

Does the instrument include a charge (which is not a floating charge) or fixed security over any tangible or intangible or (in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box

☒ Yes

☐ No

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### Floating charge

Is the instrument expressed to contain a floating charge? Please tick the appropriate box

☒ Yes Continue

☐ No Go to Section 7

Is the floating charge expressed to cover all the property and undertaking of the company?

☒ Yes

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### Negative Pledge

Do any of the terms of the charge prohibit or restrict the company from creating further security that will rank equally with or ahead of the charge? Please tick the appropriate box

☒ Yes

☐ No

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### Trustee statement <sup>1</sup>

You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge

☐

<sup>1</sup> This statement may be filed after the registration of the charge (use form MR06)

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### Signature

Please sign the form here

Signature

Signature

No Image Available

x *Watson Farley & Williams LLP*

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

# MR01

## Particulars of a 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. The contact information you give will be visible to searchers of public record.

Contact name  
Joanna Holden

Company name  
Watson Farley & Williams LLP

Address  
15 Appold Street, London

Post town  
London

County/Region

Postcode  
E C 2 A 2 H B

Country  
UK

DX  
530 City

Telephone  
02078148070



### 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 a certified copy of the instrument with this form
- ☐ You have entered the date on which the charge was created
- ☐ You have shown the names of persons entitled to the charge
- ☐ You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- ☐ You have given a description in Section 4, if appropriate
- ☐ You have signed the form
- ☐ You have enclosed the correct fee
- ☐ Please do not send the original instrument. It must be a certified copy.



### 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 filed on paper.

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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)



FILE COPY

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## **CERTIFICATE OF THE REGISTRATION OF A CHARGE**

Company number: 8810865

Charge code: 0881 0865 0003

The Registrar of Companies for England and Wales hereby certifies that a charge dated 2nd April 2015 and created by AGR EASTERTOWN LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 8th April 2015.

Given at Companies House, Cardiff on 22nd April 2015



**Companies House**



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

## DEED OF ACCESSION TO THE COMMON DEBENTURE

THIS DEED is dated 2 April 2015

### BETWEEN

- (1) **AGR EASTERTOWN LIMITED** (registered number 08810865) with its registered office at White Hart House, High Street, Limpsfield, Oxted, Surrey (the "**Additional Chargor**"), and
- (2) **INVESTEC BANK PLC** as security trustee for the Secured Parties (the "**Security Trustee**" which expression shall include any person for the time being appointed as trustee or as an additional trustee for the purpose of, and in accordance with, the Facility Agreement)

### BACKGROUND:

- (A) The Additional Chargor is a wholly-owned Subsidiary (as defined in the Facility Agreement) of the Borrower
- (B) The Additional Chargor has agreed to enter into this Deed and to become a Chargor under a security agreement dated 23 February 2015 between the Original Chargors and the Security Trustee (the "**Debenture**")
- (C) It is intended that this document takes effect as a deed notwithstanding the fact that a party may only execute this document under hand

### IT IS AGREED as follows

#### 1 INTERPRETATION

Terms defined in the Debenture have the same meaning in this Deed unless given a different meaning in this Deed. This Deed is a Finance Document.

#### 2 ACCESSION

With effect from the date of this Deed the Additional Chargor

- (a) will become a party to the Debenture as a Chargor,
- (b) grants Security to the Security Trustee on the terms of clause 3 (*Fixed Charges, Assignments and Floating Charge*), and
- (c) will be bound by all the other terms of the Debenture which are expressed to be binding on a Chargor

#### 3 MISCELLANEOUS

With effect from the date of this Deed

- (a) the Debenture will be read and construed for all purposes as if the Additional Chargor had been an original party in the capacity of Chargor (but so that the security created on this accession will be created on the date of this Deed), and
- (b) any reference in the Debenture to this Deed and similar phrases will include this Deed and all references in the Debenture to Schedule 2 (or any part of it) will include a reference to the schedule to this Deed (or relevant part of it)

#### 4 LAW

WE HEREBY CERTIFY THIS DOCUMENT TO BE A TRUE  
COPY OF THE ORIGINAL  
*Watson Farley & Williams LLP*  
WATSON FARLEY & WILLIAMS LLP  
15 Appold Street  
London EC2A 2HB  
United Kingdom

54865250v1

This Deed is governed by English law

**THIS DEED** has been executed and delivered as a deed on the date stated at the beginning of this Deed

EXECUTION PAGES

THE ADDITIONAL CHARGOR

EXECUTED as a DEED  
by AGR EASTERTOWN  
LIMITED  
acting by a director  
in the presence of

Signature of director

Name of director

Signature of witness

Name of Witness  
(in block capitals)

Address of Witness

Occupation of witness

JOAN MURPHY

JOANNA HOLDEN

Watson, Farley & Williams LLP  
15 Appold Street  
London  
EC2A 2HB

TRAINEE SOLICITOR

THE SECURITY TRUSTEE

SIGNED by  
INVESTEC BANK PLC

By

Address 2 GRESHAM STREET, LONDON,

Fax +44 207 597 4913

Attention GLOBAL LENDING OPERATIONS TRANSACTION MANAGEMENT TEAM

Signature of witness

Name of Witness  
(in block capitals)

Address of Witness

Occupation of witness

Matthew Dobbs  
Authorised Signatory

ANDREW  
NOSWORTHY

JESSICA LEVER

Watson, Farley & Williams LLP  
15 Appold Street  
London  
EC2A 2HB

TRAINEE SOLICITOR