

MR01

Particulars of a charge



Companies House



Go online to file this information
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A fee is be payable with this form
Please see 'How to pay' on the last page.

☒ **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 M01.



A16 *A78YF9J7* 27/06/2018 #1
COMPANIES HOUSE

This form **must be delivered to the Registrar for registration**
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 0 8 9 1 5 0 3 9 ✓
Company name in full Formula One Digital Media Limited ✓

0 0 0 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 Charge creation date

Charge creation date d 0 d 7 m 0 m 6 y 2 y 0 y 1 y 8 ✓

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.

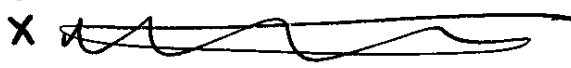
Name The Royal Bank of Scotland plc as security trustee ✓
Name
Name
Name

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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4	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 None	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.
5	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. ✓ <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
6	Floating charge Is the instrument expressed to contain a floating charge? Please tick the appropriate box. ✓ <input checked="" type="checkbox"/> Yes Continue <input type="checkbox"/> No Go to Section 7 Is the floating charge expressed to cover all the property and undertaking of the company? <input checked="" type="checkbox"/> Yes	
7	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. ✓ <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
8	Trustee statement ^① 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. <input type="checkbox"/>	① This statement may be filed after the registration of the charge (use form MR06).
9	Signature Please sign the form here. Signature ✓  X NICHOLAS JONES This form must be signed by a person with an interest in 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. The contact information you give will be visible to searchers of the public record.

Contact name **Nicholas Jones**

Company name **Baker Botts LLP**

Address **41 Lothbury**

Post town **London**

County/Region

Postcode **E C 2 R 7 H F**

Country **United Kingdom**

DX

Telephone **044 20 7726 3433**



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 £23 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 8915039

Charge code: 0891 5039 0002

The Registrar of Companies for England and Wales hereby certifies that a charge dated 7th June 2018 and created by FORMULA ONE DIGITAL MEDIA LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 27th June 2018.

(P)

Given at Companies House, Cardiff on 4th July 2018



Companies House



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


I hereby certify
this copy as a
true copy of the
original instrument

SECURITY ACCESSION DEED

THIS SECURITY ACCESSION DEED is made on 7 June 2018

BETWEEN:

- (1) **FORMULA ONE DIGITAL MEDIA LIMITED**, a company incorporated in England and Wales with registered number 08915039, (the "New Charging Company");
- (2) **FORMULA ONE MANAGEMENT LIMITED**, a company incorporated in England and Wales with registered number 01545332, (the "Company") for itself and as agent for and on behalf of each of the existing Charging Companies; and
- (3) **THE ROYAL BANK OF SCOTLAND PLC** as security trustee for itself and the other Senior Secured Parties (the "Security Agent").


Nicholas Jones
Baker Botts LLP
41 Cornhill London EC2R
7HF

RECITAL:

This deed is supplemental to a debenture dated 8 August 2014 between, inter alia, the Company, the Charging Companies named therein and the Security Agent, as previously supplemented and amended by earlier Security Accession Deeds (if any) (the "Debenture").

NOW THIS DEED WITNESSES AS FOLLOWS:

1. INTERPRETATION

1.1 Definitions

Terms defined in the Debenture have the same meaning when used in this deed.

1.2 Construction

Clause 1.2 (*Construction*) and clause 1.3 (*Other References*) of the Debenture will be deemed to be set out full in this deed, but with references in those clauses to the Debenture being deemed to be references to this deed.

2. ACCESSION OF NEW CHARGING COMPANY

2.1 Accession

The New Charging Company agrees to be a Charging Company for the purposes of the Debenture with immediate effect and agrees to be bound by all of the terms of the Debenture as if it had originally been a party to it as a Charging Company.

2.2 Covenant to pay

The New Charging Company as primary obligor covenants with the Security Agent (for the benefit of itself and the other Senior Secured Parties) that it will pay on demand the Indebtedness when it falls due for payment.

2.3 Fixed charges

The New Charging Company, as continuing security for the payment of the Indebtedness, charges in favour of the Security Agent with full title guarantee the following assets, both present and future, from time to time owned by it or in which it has an interest by way of first fixed charge:

- (a) all the Subsidiary Shares and all corresponding Distribution Rights;
- (b) all Book Debts and all rights and claims against other Group Companies and against any marketable security in respect of Book Debts;
- (c) all debts and monetary claims owed to the New Charging Company by other Group Companies (other than Book Debts) and all rights in respect of such debts and claims; and
- (d) the benefit of all consents and agreements held by it in connection with the use of any of its assets listed in this sub-clause 2.3;

2.4 Floating charge

As further continuing security for the payment of the Indebtedness, the New Charging Company charges with full title guarantee in favour of the Security Agent by way of first floating charge all its present and future assets, not effectively charged by way of first fixed charge under clause 2.3 (*Fixed Charges*) or assigned under clause 2.5 (*Security Assignment*).

2.5 Security Assignment

As further continuing security for the payment of the Indebtedness, the New Charging Company assigns absolutely with full title guarantee to the Security Agent all its rights, title and interest in the Assigned Agreements, provided that on payment or discharge in full of the Indebtedness the Security Agent will at the request and cost of the New Charging Company re-assign the Assigned Agreements to the New Charging Company (or as it shall direct).

Until the occurrence of a Declared Default, but subject to clause 8.7 (*Assigned Agreements*) of the Debenture, the New Charging Company may continue to deal with the counterparties to the relevant Assigned Agreements.

3. CONSTRUCTION OF DEBENTURE

The Debenture and this deed shall be read together as one instrument on the basis that references in the Debenture to "this deed" will be deemed to include this deed.

4. CONSENT OF EXISTING CHARGING COMPANIES

The existing Charging Companies agree to the terms of this deed and agree that its execution will in no way prejudice or affect the security granted by each of them under (and covenants given by each of them in) the Debenture.

5. COUNTERPARTS

This deed may be executed in any number of counterparts and this has the same effect as if the signatures on the counterparts were on a single copy of this deed.

6. NOTICES

The New Charging Company confirms that its address details for notices in relation to clause 21.1 (*Mode of Service*) of the Debenture are as follows:

Address: No. 2 St. James's Market, London, United Kingdom, SW1Y 4AH

Attention: Sacha Woodward Hill

With copy to: Adam Babiker and David Thomsen

7. LAW

This deed (and any dispute, controversy, proceedings or claims of whatever nature arising out of or in any way relating to this deed or its formation) shall be governed by, and construed in accordance with, English law.

IN WITNESS whereof this deed has been duly executed on the date first above written.

SIGNATURE PAGES

The New Charging Company

EXECUTED as a deed by)
FORMULA ONE DIGITAL MEDIA LIMITED)
acting by a director)

.....
Signature of director
.....
D F Loughran
.....
Name of director

in the presence of:

Signature of witness:
Name of witness: At. Fisher
Address of witness: 2 St James's Market
Occupation of witness: E. A

The Company

EXECUTED as a deed by)
FORMULA ONE MANAGEMENT)
LIMITED)
for itself and as agent for the existing)
Charging Companies acting by a director)

.....
Signature of director
.....
D F Loughran
.....
Name of director

in the presence of:

Signature of witness:
Name of witness: At. Fisher
Address of witness: 2 St James's Market, SW1X 4AA
Occupation of witness: E. A

The Security Agent

EXECUTED as a deed by
THE ROYAL BANK OF SCOTLAND PLC
acting by an authorised signatory

)
)
)



Authorised signatory

..... DANIEL CAVEIRO

in the presence of:



Signature of witness:

.....

Name of witness:

..... LILIAN SASS

Address of witness:

..... 28 Bishopsgate EC2N 4RT

Occupation of witness:

..... Banking