

# MG01

## Particulars of a mortgage or charge

COMPANIES HOUSE

30 JUN 2011

BELFAST



### 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



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30/06/2011

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COMPANIES HOUSE

## 1 Company details

Company number N 1 0 4 1 5 5 0

Company name in full Almac Sciences Limited (the "Company")

For official use  
3

### → Filing 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 <sup>d</sup>2 <sup>d</sup>4 <sup>m</sup>0 <sup>m</sup>6 <sup>y</sup>2 <sup>y</sup>0 <sup>y</sup>1 <sup>y</sup>1

## 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 Floating Charge (the "Floating Charge")

## 4 Amount secured

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

Amount secured

(a) Any and all sums and liabilities (whether incurred solely or jointly, whether as principal or surety or in any other capacity, whether actual or contingent, whether now existing or hereafter arising, whether or not for the payment of money and including without limitation, any obligation or liability to pay damages) which are or may become payable or owing by the Company to the Bank from time to time, including, without limitation, under and pursuant to the terms of the Finance Documents,  
(b) interest at the Interest Rate on such sums and liabilities as may be due and/or owing to the Bank under the Floating Charge,  
and (c) all legal and other costs charges and expenses which the Bank or any receiver may pay or incur in enforcing or trying to enforce payment under this mortgage or which are recoverable from the assets or which are paid or incurred in relation to any other matters under the Floating Charge (the "Secured Amounts")

### Continuation page

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



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## 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		<b>Continuation page</b> Please use a continuation page if you need to enter more details
Name	Northern Bank Limited (the "Bank")	
Address	Donegall Square West	
	Belfast	
Postcode	B T 1 6 J S	
Name		
Address		
Postcode		

**6 Short particulars of all the property mortgaged or charged**

Please give the short particulars of the property mortgaged or charged		<b>Continuation page</b> Please use a continuation page if you need to enter more details
Short particulars	<p>All the undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being (thereafter referred to as "the assets"), such charge to be a floating security</p> <p>Negative Pledge          The Company shall not be at liberty without the previous consent in writing of the Bank to create any mortgage or charge or confer any lien on the assets or any part thereof or to sell or deal with its book or other debts or securities for money otherwise than for the purpose of getting in and realising the same in the ordinary way of business</p> <p>Paragraph 15 of Schedule B1 to the Insolvency (Northern Ireland) Order 1989 (incorporated by Schedule 1 of the Insolvency (Northern Ireland) Order 2005) applies to the Floating Charge</p> <p>Definitions          "Facilities Agreement" means the facilities agreement dated 24 June 2011, between, inter alios, Almac Group Limited as the Company, Almac Group Limited as the NI Borrower, Almac Realty LLC, as US Borrower, the subsidiaries of the Company listed in Part II of Schedule 1 as the Original Guarantors, the financial institutions listed in Part III of Schedule 1 as Original Lenders, Northern Bank Limited as Agent, Arranger and Hedge Counterparty</p> <p>"Finance Documents" as defined in the Facilities Agreement</p> <p>"Interest Rate" means the interest rate or rates payable by the Company on the Secured Amounts, being the rate or rates agreed between the Company and the Bank from time to time (and in respect of sums due under the Finance Documents, determined in accordance with the provisions of Clause 9.3 of the Facilities Agreement) or, if no rate has been agreed in relation to any of the Secured Amounts, the rate which is one per cent per annum above the Bank's published base rate from time to time</p>	



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### 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

A + L Goodbody

X

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



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## 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	Aisling Owens
Company name	A&L Goodbody Solicitors
Address	6th Floor, Lesley Tower 42-46 Fountain Street
Post town	Belfast
County/Region	Antrim
Postcode	B T 1 5 E F
Country	Northern Ireland
DX	2016 NR Belfast 2
Telephone	02890 314466



### 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](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**

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

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

**COMPANY NO. NI41550  
CHARGE NO. 3**

**THE REGISTRAR OF COMPANIES FOR NORTHERN IRELAND  
HEREBY CERTIFIES THAT A FLOATING CHARGE DATED 24  
JUNE 2011 AND CREATED BY ALMAC SCIENCES LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
COMPANY TO NORTHERN BANK LIMITED WAS REGISTERED  
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT  
2006 ON THE 30 JUNE 2011**

**GIVEN AT COMPANIES HOUSE, BELFAST THE 4 JULY 2011**



*Companies House*  
— for the record —



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

