

MG01s

Particulars of a charge created by a company
registered in Scotland

COMPANIES HOUSE
FEE PAID £13
EDINBURGH



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 charge created by a
Scottish company.

☐ **What this form is NOT for**
You cannot use this form to register
particulars of a mortgage or charge
created by a company in England
and Wales or Northern Ireland. To
this, please use form MG01.

WEDNESDAY



SCT 25/05/2011 119
COMPANIES HOUSE

1 Company details

Company number S C 1 1 2 8 7 2
Company name in full REGENERIS (GLASGOW) 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 ^d1 ^d2 ^m0 ^m5 ^y2 ^y0 ^y1 ^y1

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge e.g. 'Standard security', 'Floating charge' etc.
Description Floating Charge (the "Charge")

4 Amount secured

Please give us details of the amount secured by the charge.
Amount secured See attached MG01s continuation form

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

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813 DIAP 355

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 See Part I of the attached schedule

Address

Postcode

Name

Address

Postcode

Continuation page

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

6 Short particulars of all the property charged

Please give the short particulars of the property charged.

Continuation page

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

Short particulars

The whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company (the "Charged Property")

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Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ①

See attached MG01s continuation form

① In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

8

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

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Delivery of instrument

A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge.

In the case of a charge created out of the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK. Certified copies of any other documents relevant to the charge should also be delivered.

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Signature ②

Please sign the form here.

Signature

Signature

X



X

② Signature

This form must be signed by a person with an interest in the registration of the 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 **Ashleigh Bruce**

Company name **HBJ Gateley**

Address **Exchange Tower**

19 Canning Street

Post town **Edinburgh**

County/Region **Midlothian**

Postcode **E H 3 8 E H**

Country **Scotland, UK**

DX **DX ED 27**

Telephone **0131 228 2400**

**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 deed (if any) 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 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 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 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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
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

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Amount secured

Please give us details of the amount secured by the charge.

Amount secured

All money and liabilities whatever, whenever and however incurred whether now or in the future due, or becoming due, from the Company to the Secured Parties, including, but not limited to:-

(a) overdrafts, loans or other facilities and further advances of money;

(b) guarantees and indemnities to the Secured Parties and any of the Company's other contingent liabilities;

(c) discount, commission and other lawful charges and expenses;

(d) interest in accordance with any agreement between the Company and the Secured Parties and, if there is no agreement, interest on any money and liabilities due from the Company at an annual rate of 3% above the Bank's base rate from time to time computed and compounded monthly and/or according to the Bank's then current practice. Such interest applies before and after any demand or judgement; and

(e) money agreed to be paid by the Company under Clause 21 of the Charge.

(See Part II of the attached Schedule for definitions)

**SCHEDULE REFERRED TO IN FORM MG01s relating to the FLOATING CHARGE by
REGENERSIS (GLASGOW) LIMITED (Company Number SC112872)**

Part I

Mortgagee or person entitled to the charge

HSBC BANK plc, 8 Canada Square, London, E14 5HQ (14259) (the "**Bank**") as security agent for the Secured Parties.

Part II Definitions

For the purposes of this Schedule and the Form MG01s to which this Schedule relates, the following definitions will apply:-

"Agent" means the Bank as agent;

"Arranger" means the Bank as mandated lead arranger;

"Creditors" means the Bank and the Hedge Counterparties;

"Delegate" means any delegate, agent, attorney or co-trustee appointed by the Security Agent;

"Facility Agreement" means the Facility Agreement between the Bank, Regeneris plc and others dated on or around the date of the Charge;

"Hedge Counterparty" means any person who becomes party to the Security Trust Deed, as a Hedge Counterparty pursuant to Clause 13.5 of the Security Trust Deed, which, in each case, is or has become party to the Facility Agreement as a Hedge Counterparty;

"Receiver" means a receiver or receiver and manager or administrative receiver of the whole or any part of the Charged Property;

"Secured Parties" means the Security Agent, any Receiver or Delegate, the Agent, the Arranger and the Creditors from time to time but, in the case of the Agent, Arranger or Creditor, only if it is a party to the Security Trust Deed or (in the case of the Agent or a Creditor) has acceded to the Security Trust Deed, in the appropriate capacity, pursuant to Clause 13.5 of the Security Trust Deed;

"Security Agent" means the Bank as security trustee for the Secured Parties; and

"Security Trust Deed" means the Security Trust Deed between the Bank, the Company and others dated on or around the date of the Charge.

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7 Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ①

(1) Subsequent to the execution by the Company of the Charge, the Company is prohibited from creating any fixed security or any other floating charge over the Charged Property or any part of it except with the prior written consent of the Bank or where the fixed security or floating charge is in favour of the Bank;

(2) Any fixed security granted by the Company at any time in favour of the Bank shall rank in priority to the Charge. If the Company grants or creates any fixed security or floating charge to a third party without the Bank's consent or with the Bank's consent but with no written agreement of the Bank as to the ranking of them, the Charge shall rank in priority to that fixed security or floating charge.

① In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 112872

CHARGE NO. 8

I HEREBY CERTIFY THAT A CHARGE CREATED BY
REGENERESIS (GLASGOW) LIMITED

ON 12 MAY 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF HSBC BANK PLC

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 25 MAY 2011

GIVEN AT COMPANIES HOUSE, EDINBURGH 27 MAY 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES