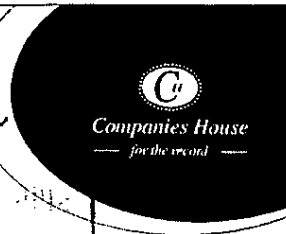


MG01s

Particulars of a charge created by a company
registered in Scotland

COMPANIES HOUSE
FEE PAID
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
created by a company in
England, Wales or Northern Ireland.
If you are creating such a mortgage
this, please use form MG01.

SATURDAY



SCT
13/08/2011
COMPANIES HOUSE 614

1 Company details

Company number S C 1 4 1 4 9 6

Company name in full Cafedirect plc (the "Company")

→ 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 d 1 d 0 m 0 m 8 y 2 y 0 y 1 y 1

3 Description

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

Description Bond and Floating Charge

4 Amount secured

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

Amount secured All sums due or to become due by the Company to the Bank (as
hereinafter defined) together with all interests, costs and expenses.

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

MG01s

Particulars of a charge created by a company registered in Scotland

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.

Continuation page

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

Name Triodos Bank N.V. ("the Bank")
Address Brunel House, 11 The Promenade, Clifton
Bristol

Postcode B S 8 3 N N

Name

Address

Postcode

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 from time to time while the Bond and Floating Charge is in force be comprised in the property and undertaking of the Company ("the Charged Assets").

MG01s

Particulars of a charge created by a company registered in Scotland

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

See Paper Apart 1

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.

Continuation page

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

MG01s

Particulars of a charge created by a company registered in Scotland

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

N/A

9 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.


10 Signature

Please sign the form here.

Signature

Signature

X



X

Signature

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

MG01s

Particulars of a charge created by a company registered in Scotland



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 **Scott Wyper**

Company name **Brechin Tindal Oatts**

Address **48 St Vincent Street**

Post town **Glasgow**

County/Region

Postcode **G 2 5 H S**

Country

DX **GW96**

Telephone **0141 221 8012**



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,
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

Page Apart 1

"Financing Documents" means the facility agreement between the Company and the Bank dated on or about the date of the Bond and Floating Charge granted by the Company in favour of the Bank ("this Instrument") together with the Security Documents as defined therein.

"Security Period" means the period from 10 August 2011 ending on the date upon which all sums due or to become due by the Company to the Bank have been irrevocably paid and discharged or this Instrument has been released or discharged.

1. The floating charge created by this Instrument shall, subject to Section 464(2) of the Companies Act 1985, rank in priority to any fixed security which shall be created by the Company after its execution of this Instrument, other than a fixed security in favour of the Bank and to any other floating charge which shall be created by the Company in favour of the Bank after or simultaneously with execution of this Instrument and no such fixed security or other floating charge shall rank in priority to or equally with or postponed to the floating charge created by this Instrument.
2. Except with the prior written consent of the Bank, the Company shall not during the Security Period create, incur, assume or permit to subsist any encumbrance on all or any part of the Charged Assets except for: -
 - (a) any encumbrance arising under or pursuant to or expressly permitted by the terms of any of the Financing Documents; or
 - (b) liens arising solely by operation of law in the ordinary course of the Company's trade or business provided that any such lien must be discharged by the Company within seven days of it arising.



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 141496

CHARGE NO. 4

**I HEREBY CERTIFY THAT A CHARGE CREATED BY
CAFEDIRECT PLC**

ON 10 AUGUST 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF TRIODOS BANK N.V.

**WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 13 AUGUST 2011**

GIVEN AT COMPANIES HOUSE, EDINBURGH 15 AUGUST 2011



Companies House
— for the record —



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