

MR04

Statement of satisfaction in full or in part of a charge

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 statement of satisfaction in full
or in part of a mortgage or charge
against a company

☐ **What this form is for**
You may not use this form to
register a statement of satisfaction
in full or in part of a mortgage or
charge against a company

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1 Company details

Company number

Company name in full

4

→ **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 ①

When was the charge created?

→ **Before 06/04/2013** Complete **Part A** and **Part C**

→ **On or after 06/04/2013** Complete **Part B** and **Part C**

① Property acquired

If section 859C of the Companies
Act 2006 applies, this is the date
that the property was acquired

Part A Charges created before 06/04/2013

A1 Charge creation date

Please give the date of creation of the charge ②

Charge creation date

② Property acquired

If section 859C of the Companies
Act 2006 applies, this is the date
that the property was acquired

A2 Description of instrument (if any)

Please give a description of the instrument (if any) by which the charge is
created or evidenced

Instrument description

Continuation page

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

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A3

Short particulars of the property or undertaking charged

Short particulars

Please give the short particulars of the property or undertaking charged

Continuation page

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

Fixed Security

The issued ordinary shares of Royal Mail Estates Limited which are legally and beneficially owned by the Company, being the entire issued share capital of Royal Mail Estates Limited and all Related Share Rights and all Related Property Rights in respect thereof (the "Shares")

Floating Charge

The whole of the Company's property, assets, rights and revenues, whatsoever and wheresoever, present and future, other than any assets validly and effectively charged or assigned (whether at law or in equity) pursuant to the clause in the Debenture creating fixed Security, and the Excluded Assets

Definitions

Related Share Rights means all allotments, rights, benefits and advantages (including all voting rights) whatsoever at any time accruing, offered or arising in respect of or incidental to any Share and all money or property accruing or offered at any time by way of conversion, redemption, bonus, preference, option, dividend, distribution, interest or otherwise in respect of those Shares

Related Property Rights means, where used in relation to a particular property, asset (or class of assets) or right, the following (A) the proceeds of sale and/or other realisation of that property, asset (or class of assets) or right (or any part thereof or interest therein), (B) all Security, options, agreements, rights, easements, benefits, indemnities, guarantees, warranties or covenants for title in respect of such property or asset, and (C) all rights under any agreement for lease, sale or use in respect of such property or asset

Excluded Assets means (A) the assets listed in Schedule 2 (*Excluded Assets*) of the Debenture, (B) the Company's rights to and title and interests in the Note Circulation Scheme Accounts and any securities standing to the credit of such accounts, (C) the Company's legal and beneficial interest in its shareholding in N D C 2000 Limited and Quadrant Catering Limited, which are listed in Schedule 3 (*Excluded JV Vehicles*) of the Debenture,

Please see continuation page

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Short particulars of the property or undertaking charged

Please give the short particulars of the property or undertaking charged

Short particulars

Continued definition of Excluded Assets

(D) the Company's legal and beneficial interest in its shareholding in Romec Limited (company number 04235613) and any right or obligation of the Company (i) under the articles of association of Romec Limited, (ii) as a member of Romec Limited, (iii) under the shareholders agreement (the "**Shareholders Agreement**") dated 29 September 2002 between, among others, the Company and Haden Building Management Limited, and (iv) any other Transaction Document (as such term is defined in the Shareholders Agreement), (E) the assets secured pursuant to the RMG Pensions Security Agreement, and (F) the Company's rights to and title and interests at any time in any credit balances on any of the RBS Accounts and the debts represented thereby except to the extent that the aggregate amount of all such credit balances at such time exceeds the aggregate amount of all the debit balances on such RBS Accounts at that time, provided that the assets referred to in paragraph (A) above shall cease to be "Excluded Assets" if and to the extent that the contractual arrangements relating thereto which prohibit the Company from granting Security to the lender over its rights to or title and interests in such assets as at the date of this debenture cease to be in force or otherwise cease to prohibit the grant of such Security

Note Circulation Scheme Accounts means (A) the account in the Crest system held in the name of The Governor and Company of the Bank of England a/c CCBM (account number 6644), and (B) the Bank of England custody system account in the name of Royal Mail Group plc (account number 700486)

RMG Pensions Security Agreement means the security agreement entered into or was to be entered into on or around the Effective Date between the Company and Royal Mail Pensions Trustees Limited securing certain liabilities of the Company in relation to the Group pension scheme

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Short particulars of the property or undertaking charged

Please give the short particulars of the property or undertaking charged

Short particulars

Continued definitions

Effective Date means the date on which the Lender confirms to the Company that it has received each of the documents listed in Schedule 1 (*Conditions Precedent*) of the Amendment and Restatement Deed of 19 March 2007 relating to a Credit Facilities Agreement dated 20 December 2002 in a form and substance satisfactory to the Lender (acting reasonably)

Group means Postal Services Holding Company plc (formerly known as Royal Mail Holdings plc) (i.e. the Original Guarantor) and its Subsidiaries for the time being

Subsidiary means a subsidiary undertaking within the meaning of section 258 of the Companies Act 1985

RBS Account means each bank account held by the Company with National Westminster Bank plc to which the netting agreement between the Company and The Royal Bank of Scotland plc dated on or before 7 February 2003 applies

Security means any mortgage, charge, pledge, lien, assignment or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect

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Part B Charges created on or after 06/04/2013

B1

Charge code

Please give the charge code This can be found on the certificate

Charge code ①

□ □ □ □ - □ □ □ □ - □ □ □ □

① Charge code

This is the unique reference code allocated by the registrar

Part C To be completed for all charges

C1

Satisfaction

I confirm that the debt for the charge as described has been paid or satisfied
Please tick the appropriate box

☒ In full

☐ In part

C2

Details of the person delivering this statement and their interest in the charge

Please give the name of the person delivering this statement

Forename(s)

Slaughter and May

Surname

Please give the address of the person delivering this statement

Building name/number

One

Street

Bunhill Row

Post town

London

County/Region

Postcode

E C 1 Y 8 Y Y

Please give the person's interest in the charge (e.g. chargor/chargee etc)

Person's interest in the charge

Solicitors acting on behalf of the Company

C3

Signature

Please sign the form here

Signature

Signature

X *for gchm* X
IAN JOHNSON.

CHFP025

04/13 Version 1.0

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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 ISJ/KZLM/EJNM

Company name Slaughter and May

Address One Bunhill Row

Post town London

County/Region London

Postcode E C 1 Y 8 Y Y

Country United Kingdom

DX 11, Chancery Lane

Telephone 020 7600 1200



Important information

Please note that all information on this form will appear on the public record.



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



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

Part A Charges created before 06/04/2013

- ☐ You have given the charge date
☐ You have completed the Description of instrument and Short particulars in Sections A2 and A3

Part B Charges created on or after 06/04/2013

- ☐ You have given the charge code

Part C To be completed for all charges

- ☐ You have ticked the appropriate box in Section C1
☐ You have given the details of the person delivering this statement in Section C2
☐ You have signed the form



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