

MG01

Particulars of a mortgage or charge

COMPANIES HOUSE
FEE PAID
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 re-
gister particulars of a charge for a S
company. To do this, please use
form MG01s.

THURSDAY



J1B19D18
JNI 14/06/2012 #5
COMPANIES HOUSE

1 Company details

Company number N I 0 6 5 0 8 6

Company name in full UTV Media 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 3 1 0 5 2 0 1 2

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 Charge of Shares (the "Charge of Shares")

4 Amount secured

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

Amount secured All monies, obligations and liabilities (including in respect of principal,
interest, commission, discounts, fees, costs and expenses) now or
hereafter due, owing or incurred by the Company to any Secured
Party pursuant to, or in connection with, the Secured Documents
(whether actual or contingent, whether solely or jointly or jointly and
severally, in whatever style, or name and whether as principal or as
surety or in some other capacity, whether originally incurred by it or
some other person and whether originally due owing or incurred by
the Company to any Secured Party or some other person) including
all monies obligations and liabilities covenanted or guaranteed to be
paid or discharged by the Company under or in connection with the
Charge of Shares

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

COMPANIES HOUSE
14 JUN 2012
BELFAST

MG01

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.

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

Name	The Governor and Company of the Bank of Ireland (as security									
Address	trustee, the "Security Trustee")									
	40 Mespil Road, Dublin									
Postcode	N	W	1		3	A	N			
Name										
Address										
Postcode										

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged.

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

Short particulars

All of the Company's respective rights, title, benefit and interest whatsoever, present and future, to or in respect of its shares (whether in certificated, de-materialised or uncertificated form) in UTV Media (GB) Limited, a company incorporated in England and Wales (registered number 03949697), being 10,000 ordinary shares of £0.10 each, together with all present and future dividends, distributions and other income paid or payable on such shares, all rights, monies or property accruing or offered at any time in relation to such shares whether by way of redemption, substitution, exchange, bonus or preference under option rights or otherwise, all rights deposited with or registered in the name of any depositary, custodian, nominee, clearing house or system, investment manager, chargee or similar person, and all other rights attaching or relating and all cash or other securities or investments in the future deriving from such shares or such rights.

Definitions:

"Secured Documents" means the Finance Document and the Bilateral Facilities Agreements but excluding, for the avoidance of doubt, any document of any nature documenting the terms of the Restricted Bilateral Facilities or the Barclays Hedging Facilities including any hedging agreement entered into in respect of the Barclays Hedging Facilities;

"Secured Parties" means each Finance Party from time to time party to this Agreement, each Hedge Counterparty (save for Barclays acting in its capacity as provider of the Barclays Hedging Facilities), each Bilateral Lender (save for each member of the AIB Group or the Barclays Group acting in their capacity as the provider of a Restricted Bilateral Facility or Barclays acting in its capacity as provider of the Barclays Hedging Facilities) and any Receiver or Delegate.

MG01

Particulars of a mortgage or charge

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

None

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 866).

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 870). 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).

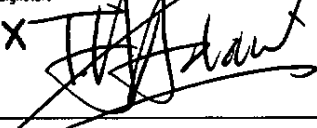
9

Signature

Please sign the form here.

Signature

Signature

X  X

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

MG01

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 **Thomas H Adair**

Company name **Carson McDowell**

Address **Murray House**

4 Murray Street

Post town **Belfast**

County/Region **Antrim**

Postcode **B T 1 6 D N**

Country **Northern Ireland**

DX **403 NR Belfast**

Telephone **028 9034 8823**



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 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



FILE COPY

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

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

**COMPANY NO. NI65086
CHARGE NO. 7**

THE REGISTRAR OF COMPANIES FOR NORTHERN IRELAND
HEREBY CERTIFIES THAT A CHARGE OF SHARES DATED 31
MAY 2012 AND CREATED BY UTV MEDIA PLC FOR SECURING
ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY
TO THE GOVERNOR & COMPANY OF THE BANK OF IRELAND
UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 14 JUNE 2012

GIVEN AT COMPANIES HOUSE, BELFAST THE 15 JUNE 2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES