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## COMPANIES FORM No. 403a Declaration of satisfaction in full or in part of mortgage or charge

# 403a

CHFP025

Please do not write in this margin

Pursuant to section 403(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies  
(Address overleaf)

For official use Company number

1 2

4433255

Name of company

\* Priory Group Limited (the "Chargor")

\* Insert full name of company

I, Paul Greensmith  
of Priory House, Randalls Way, Leatherhead, Surrey KT22 7TP

† Delete as appropriate

PKL

[a director] ~~secretary~~ ~~joint secretary~~ ~~trustee~~ ~~trustee for the debenture holders~~ ~~agent~~ ~~agent for the mortgage~~ ~~agent for the charge~~ ~~agent for the debentures~~ of the above company, do solemnly and sincerely declare that the debt for which the charge described below was given has been

‡ Insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

PKL

paid or satisfied in (full) ~~(part)~~ †

Date and Description of charge ‡ A Security Over Shares Agreement dated 20 December 2002 ✓

Date of Registration § 9 January 2003 ✓

PKL

Name and address of ~~chargor~~ [trustee for the debenture holders] Royal Bank of Scotland Plc, 135 Bishopsgate, London EC2M 3UR (the "Trustee").

§ The date of registration may be confirmed from the certificate

Short particulars of property charged ¶ See Schedule 1.

¶ Insert brief details of property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Priory House, Leatherhead Declarant to sign below

Day Month Year  
on 12 09 20 15

before me PK. Khysh

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presenter's name, address and reference (if any):  
Linklaters  
One Silk Street  
London  
EC2Y 8HQ  
A05451269

For official use Mortgage section Post room  
Barcode  
LD6 COMPANIES HOUSE 0877 16/09/05

## Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ

*PR. King  
S.A.C. 02/02*

**Schedule 1 to  
Companies Form 403a  
Short Particulars of the Property Charged**

The Chargor hereby charges the Charged Portfolio, with full title guarantee and by way of first fixed charge, in favour of the Trustee for the payment and discharge of all of the Secured Obligations.

The Chargor undertakes that it shall not, at any time during the subsistence of the Agreement, create or permit to subsist any security interest over all or any part of the Charged Portfolio other than a Permitted Security.

No Obligor shall (and the Company shall ensure that no member of the Group will):

- (i) sell, transfer or otherwise dispose of any of its assets in terms whereby they are or may be leased to or re-acquired by an Obligor or and member of the Group; or
- (ii) enter into any arrangement under which money or the benefit of a bank or other account may be applied, set-off or made subject to a combination of account.

Where:

**"Agreement"** means the security over shares agreement.

**"Charged Portfolio"** means the Shares and the Related Assets.

**"Permitted Security"** means any Security permitted under Clause 26.3 (*Negative Pledge*) of the Facility Agreement.

**"Related Assets"** means all dividend, interest and other monies payable in respect of the Shares and all other rights, benefits and proceeds in respect of or derived from the Shares (whether by way of redemption, bonus, preference, option, substitution, conversion or otherwise).

**"Shares"** means all of the shares in the share capital of Priory Securitisation Limited (registered number 03982134) held by, to the order or on behalf of the Chargor.