

MR01

Particulars of a charge

842250/13



A fee is payable with this form
Please see 'How to pay' on the last page

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 charge created or evidenced by an instrument

What this form is NOT for
You may not use this form to register a charge which is evidenced by an instrument. Use form MR02 for this purpose.



R2NLKK3T
RCS 20/12/2013 #210
COMPANIES HOUSE
A2NN0283
A04 20/12/2013 #225
COMPANIES HOUSE

This form **must be delivered to the Registrar for registration 21 days** beginning with the day after the date of creation of the charge. If the form is delivered outside of the 21 days it will be rejected unless it is accompanied by a court order extending the time for delivery.

You **must** enclose a certified copy of the instrument with this form. The instrument must be scanned and placed on the public record.

1 Company details

Company number 0 5 1 1 3 8 2 0 ✓

Company name in full REGENERIS PLC ✓

0016 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 Charge creation date

Charge creation date d1 d0 m1 m2 y2 y0 y1 y3 ✓

3 Names of persons, security agents or trustees entitled to the charge

Please show the names of each of the persons, security agents or trustees entitled to the charge

Name HSBC BANK PLC (AS SECURITY AGENT) ✓

Name

Name

Name

If there are more than four names, please supply any four of these names then tick the statement below

I confirm that there are more than four persons, security agents or trustees entitled to the charge

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Description

Please give a short description of any land (including buildings), ship, aircraft or intellectual property registered (or required to be registered) in the UK which is subject to this fixed charge or fixed security

Continuation page

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

Description

5

Fixed charge or fixed security

Does the instrument include a fixed charge or fixed security over any tangible or intangible (or in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box

Yes

No

6

Floating charge

Is the instrument expressed to contain a floating charge? Please tick the appropriate box

Yes Continue

No Go to **Section 7**

Is the floating charge expressed to cover all the property and undertaking of the company?

Yes

7

Negative Pledge

Do any of the terms of the charge prohibit or restrict the chargor from creating any further security that will rank equally with or ahead of the charge? Please tick the appropriate box

Yes

No

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8

Trustee statement ①

You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge

① This statement may be filed after the registration of the charge (use form MR06)

9

Signature

Please sign the form here

Signature

Signature

X Gateley LLP X

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

MR01

Particulars of a charge



Presenter information

We will send the certificate to the address entered below. All details given here will be available on the public record. You do not have to show any details here but, if none are given, we will send the certificate to the company's Registered Office address.

Contact name

Company name

Gateley LLP

Address

Post town

County/Region

Postcode

B

3

2

H

J

Country

DX 13033 Birmingham 1

Telephone 0121 234 0000



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 instrument with this form
- You have entered the date on which the charge was created
- You have shown the names of persons entitled to the charge
- You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- You have given a description in Section 4, if appropriate
- You have signed the form
- You have enclosed the correct fee
- Please do not send the original instrument, it must be a certified copy



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 filed on paper.

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 CHARGE

Company number: 5113820

Charge code: 0511 3820 0016

The Registrar of Companies for England and Wales hereby certifies that a charge dated 10th December 2013 and created by REGENERIS PLC was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 20th December 2013.

Given at Companies House, Cardiff on 16th January 2014

DX



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

I, Sebastian Jack Robert LABOVITCH, Notary Public of the City of London, England, by Royal Authority duly admitted and sworn, practising in the said City,

DO HEREBY CERTIFY AND ATTEST:

THAT the hereunto annexed Amendment to Share Pledge Agreement has been signed for and on behalf of the English Company styled "REGENERESIS PLC", a public limited company duly incorporated and existing in accordance with the laws of England, registered at the Companies Registration Office for England and Wales under number 5113820, and also with Registered Office at 4th Floor, 32 Wigmore Street, London W1U 2RP, England, by Jog DHODY, whose identity I, the Notary, attest, one of the Directors of the said "REGENERESIS PLC",

THAT the said annexed Amendment to Share Pledge Agreement has likewise been signed for and on behalf of the English Company styled "REGENERESIS (GROUP) LTD", a private limited company duly incorporated and existing in accordance with the laws of England, registered at the Companies Registration Office for England and Wales under number 2966414 and having its Registered Office at 4th Floor, 32 Wigmore Street, London W1U 2RP, England, by the said Jog DHODY, one of the Directors of the said "REGENERESIS (GROUP) LTD",

AND THAT the said Amendment to Share Pledge Agreement, having been, in both of the above mentioned cases, signed in the presence of the attesting witness, Kate Heloise SULLIVAN, is validly executed by and binding on the said REGENERESIS PLC and REGENERESIS (GROUP) LTD, respectively, in accordance with the provisions of English law.

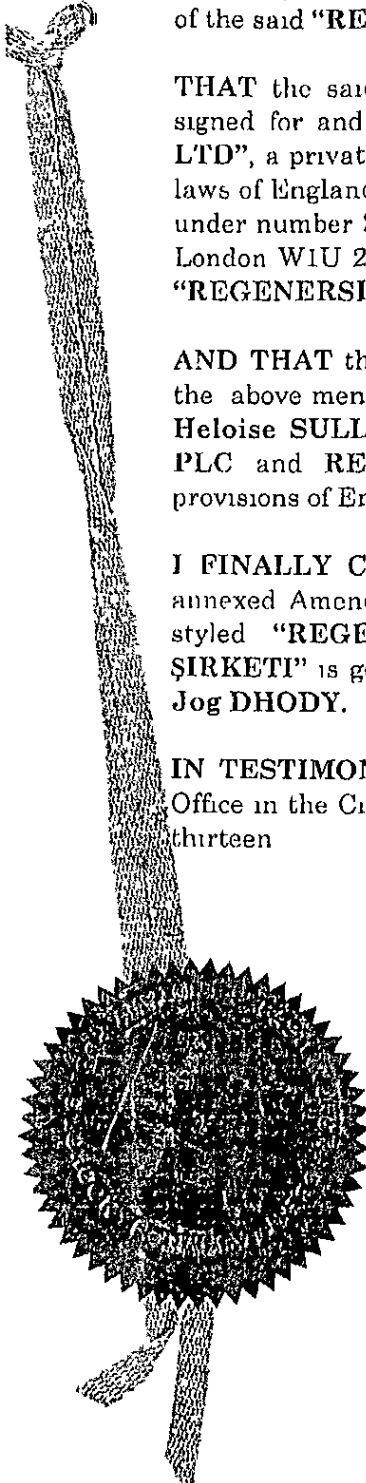
I FINALLY CERTIFY THAT the signature set and subscribed at foot of the said annexed Amendment to Share Pledge Agreement in respect of the Turkish Company styled "REGENERESIS İSTANBUL TEKNOLOJİ DANIŞMANLIĞI LIMITED ŞİRKETİ" is genuine, the same being in the own true and proper handwriting of said Jog DHODY.



IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my Seal of Office in the City of London aforesaid this eleventh day of December Two thousand and thirteen



Sebastian Jack Robert LABOVITCH
Notary Public of London, England

CERTIFIED TRUE COPY OF THE ORIGINAL
Gateley LLP
Gateley LLP



APOSTILLE (Convention de La Haye du 5 octobre 1961)	
1 Country. Pays/Pais	United Kingdom of Great Britain and Northern Ireland
This public document Le présent acte public / El presente documento publico	
2 Has been signed by a été signé par ha sido firmado por	Sebastian Jack Robert Labovitch
3 Acting in the capacity of agissant en qualité de quien actua en calidad de	Notary Public
4 Bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public
Certified Attesté / Certificado	
5 at à / en	London
6. the le / el día	11 December 2013
7 by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8. Number sous no / bajo el numero	J879049
9. Seal / stamp Sceau / timbre Sello / timbre	
10. Signature Signature Firma	J Farrell 

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If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961 it should be presented to the consular section of the mission representing that country.

AMENDMENT TO SHARE PLEDGE AGREEMENT

ENTERED INTO BY AND BETWEEN

REGENERESIS PLC

AND

REGENERESIS (GROUP) LIMITED

AND

HSBC BANK PLC

REGENERESIS İSTANBUL TEKNOLOJİ DANIŞMANLIĞI LİMİTED ŞİRKETİ

ON 10 DECEMBER 2013

This Amendment to the Share Pledge Agreement (hereinafter referred to as the "Amendment") is concluded in 10 on 10.12.2013 by and among
2013

- (1) **REGENERISIS PLC** (Company No 05113820) whose registered office is at 4th Floor 32 Wigmore Street London United Kingdom W1U 2RP ("Regenerisis PLC"),
 - (2) **REGENERISIS (GROUP) LIMITED** (Company No 02966414) whose registered office is at 4th Floor 32 Wigmore Street London United Kingdom W1U 2RP ("Regenerisis Group"),
 - (3) **HSBC BANK PLC** in its capacity as security agent for the Finance Parties under the Security Trust Deed ("HSBC"), and
- Regenerisis PLC, Regenerisis Group and HSBC shall be called as the "Parties" collectively and the "Party" individually
- (4) **Regenerisis Istanbul Teknoloji Danışmanlığı Limited Şirketi** registered with the Istanbul Trade Registry under number 770617 (the "Company")

Unless otherwise indicated, all terms used in this Amendment shall have the same meaning as used in the Share Pledge Agreement

WHEREAS

- A The Share Pledge Agreement was signed on 23 October, 2013 by and between the Regenerisis PLC, Regenerisis Group, HSBC and the Company
- B Subsequently, the Parties have agreed to enter into amendment and restatement agreement according to which the Facility Agreement will be amended and restated (the "Amendment and Restatement Agreement"),
- C In the Share Pledge Agreement, the Pledged Shares were indicated, however, the Company increased its share capital prior to the signature of Share Pledge Agreement. Accordingly, the number of Pledged Shares needs to be amended
- D The Parties and the Company now agree that share pledge given by the Share Pledge Agreement is (i) to include the amendments made to the Facility Agreement by Amendment and Restatement Agreement, and (ii) to reflect current shareholding in the Company and the correct number of the Pledged Shares

AMENDMENT TO THE SHARE PLEDGE AGREEMENT

ARTICLE I

The definition of Facility Agreement under whereas A is amended as follows

the £30,000,000 revolving loan facility agreement made between the Patent, the Guarantors and HSBC Bank plc (as Arranger, Agent, Lender and Security Agent) originally dated 11 May 2011 as amended and restated on 31 January 2012 and further amended on 21 December 2012, 16 April 2013

and 3 December 2013, and any further amendments and restatements to be made to the Revolving Facility Agreement from time to time (the "Facility Agreement")

ARTICLE II

With regard to Article 1 "Definitions and Interpretations", the definition of Finance Document is amended as follows

Finance Document shall have the meaning given in the Facility Agreement (as may be amended and restated from time to time)

ARTICLE III

With regard to Article 1 "Definitions and Interpretations", the definition of Secured Obligations is amended as follows

Secured Obligations shall have the meaning given in the Security Trust Deed (as may be amended and restated from time to time)

ARTICLE IV

With regard to Article 1 "Definitions and Interpretations", the definition of Pledged Shares under Article 1 of the Share Pledge Agreement is amended as follows.

"Pledged Shares" shall mean all registered shares owned by the Pledgors in the Company, including

- (i) the 4,975 registered shares owned by Regeneris PLC (the details of which is attached as Schedule I hereto), each with a nominal value of 25 TRY (twenty five Turkish Liras),
- (ii) the 25 registered shares owned by Regeneris Group (the details of which is attached as Schedule I hereto), each with a nominal value of 25 TRY (twenty five Turkish Liras), and
- (iii) all other or additional shares or other securities or property which may be issued in respect of the Pledged Shares by reason of any consolidation, merger, exchange of shares, conveyance or assets, liquidation or similar corporate reorganisation or otherwise

ARTICLE V

With regard to Article 1 "Definitions and Interpretations", the Schedule I of the Share Pledge Agreement is amended as follows

Schedule I List of Shares

The List of the Shareholders holding shares in Regeneris İstanbul Teknoloji Danışmanlığı Limited Şirketi

Shareholder	Number of Shares	Nominal value of Each Share (TL)	Total Value of the Shares
Regeneris PLC	4,975	25.00	124,375.00
Regeneris (Group) Ltd	25	25.00	625.00
TOTAL	5,000		125,000.00

000
This Amendment consisting of five Articles is issued in two originals in English

10 December, 2013

for Regeneris PLC

Witness: 
Kate Sullivan

10 December, 2013

for Regeneris Group Limited

Witness: 
Kate Sullivan

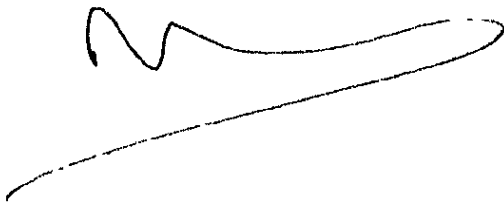
03 December 2013

for HSBC Bank PLC

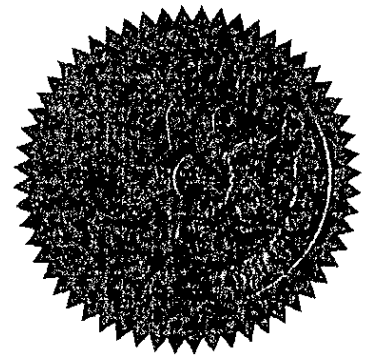
10 December, 2013

for Regeneris İstanbul Teknoloji Danışmanlığı Limited Şirketi



Daniel John Wright signed in my presence being duly authorised to sign on behalf of HSBC Bank plc pursuant to a Power of Attorney dated 2nd September 2013.



Ms. Emily Hughes
Solicitor
17, 18 & 19, St. Pauls
Lumley, Birmingham
B1 1PL



3/12/13

APOSTILLE (Convention de La Haye du 5 octobre 1961)	
1. Country Pays/Pais	United Kingdom of Great Britain and Northern Ireland
This public document Le present acte public / El presente documento publico	
2. Has been signed by a été signé par ha sido firmado por	John Bailey Hughes
3. Acting in the capacity of agissant en qualité de quien actua en calidad de	Notary Public
4. Bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public
Certified Atesé / Cernificado	
5. at a / en	London
6. the le / el día	05 December 2013
7. by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8. Number sous no / bajo el numero	J871091
9. Seal / stamp Sceau / timbre Sello / timbre	
10. Signature:	A Muscella
Signature Firma	

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