

REPORT ON TITLE



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REFINANCE – SEPARATE REPRESENTATION

To	Proplend Security Limited (“PSL”)
From	Paris Smith LLP
Borrowers	Waltet Limited
Company Number	06550655
Property	Maryland, Bunny Lane, Timsbury, Romsey; and Land on the north side of Bunny Lane, Timsbury, Romsey
Is the Borrower the same as the Owner?	Yes
Advance Amount	Gross Loan: £1,950,000 Amount to be released to Paris Smith LLP on completion: £1,798,148.40
PG Required	Yes, Mark Richard Howard will be providing a personal guarantee limited to £487,500

1 **TITLE**

We certify that the Property is:

Tenure:	Freehold
Title Number:	Maryland – HP763789 Land on the north side of Bunny Lane – HP716357
Class of Title:	Title Absolute

- a. We certify that the Title to the Property is good and marketable and can be accepted by you as security.

- b. We annex hereto a copy of the plan to the title for the Property (“the **Title Plan**”) showing the Property **edged red**. The Title Plan accords with the plan attached to the Valuation.
- c. The Property is registered in the name of the Borrower.
- d. We confirm that the only material **Restrictive Covenants** which affect the Property are set out in the attached Schedule.
- e. We confirm that the only material **Adverse Interests/Rights** affecting the Property are referred to in the Schedule.
- f. No person other than the Borrower has an equitable or overriding interest in the Property save as disclosed in their report.
- g. PSL will obtain a **First Legal Charge** over the Property.
- h. The Property has the benefit of the material **Rights Benefitting** referred to in the Schedule as revealed by the title to the Property.

2 **SEARCHES:**

We confirm we hold:-

- a. Clear Land Registry Priority Search giving PSL priority beyond the date of completion.
- b. “No Search” Indemnity Policy will be instigated on completion in lieu of Local Authority, Water and Drainage and Chancel Repair Searches.
- c. Clear Bankruptcy Search(es) giving priority beyond the date of completion against the guarantor.

All other appropriate searches have been carried out and, save as referred to below, reveal no entries adverse to PSL’s security.

3 **VALUATION:**

We have read the Valuation Survey Report dated 24 February 2023 prepared by Avison Young (“**Valuation**”) and confirm that:-

- a. there are no discrepancies between the Valuation, the title documentation and the results of our searches save as highlighted in this Report.
- b. we are satisfied that PSL will obtain a legal mortgage over the whole of the land shown edged red on the Title Plan and

4 **SECURITY DOCUMENTATION:**

The following security documentation has been properly executed and witnessed and the originals are held by us.

- a. Legal Mortgage To be dated on completion.
- b. Debenture To be dated on completion.
- c. Personal Guarantee To be dated on completion.
- d. Directors Certificate to be dated on or before completion.
- e. Deed of Priority To be dated on completion.

5 **COMPLETION ARRANGEMENTS**

We now request to you to pay to us the Advance Amount and undertake that if you pay to us the said sum we shall use the same only to forward funds to the Borrower's conveyancer.

As agreed, we shall deduct our fees and disbursements from the Advance Amount before forwarding the balance to the Borrower's conveyancer to complete the refinance.

Our banking details are:

Account Name	Paris Smith LLP Client Account
Account Number	3755 9583
Bank	National Westminster Bank
Branch	High Street, Southampton
Sorting Code No	56-00-68
Completion Date	Tuesday 28 March 2023
Reference:	AZC.113022.181

SCHEDULE

RESTRICTIVE COVENANTS/ADVERSE INTERESTS/RIGHTS

The Borrower has confirmed in replies that in respect of the covenants, rights and use impacting the Property they are not aware of any breach.

1. **Title Matters**

(a) **Charges to be redeemed upon completion:**

Title No	Lender	Charge Date
HP763789 & HP716357	Handelsbanken Plc	29 January 2021

We have now been provided with a copy of the Handelsbanken redemption statement and can confirm that the redemption figure for completion on 29 March is £1,397,827.37. So the new PSL advance will more than cover the redemption figure.

(b) **Price Paid**

The price stated to have been paid on:

Title No	Price Paid	Date
HP763789 & HP716357	£3,950,000 (exc. VAT*) <i>*the Borrower has confirmed that no VAT election has been made in respect of the Property.</i>	29 January 2021

(c) **Property Address:**

Please refer to the "Property" on page 1 of this report.

Title Matters affecting both HP763789 & HP716357		
Date	Document	Comments
27 July 1990	Conveyance	This Conveyance contains the following covenants: <ul style="list-style-type: none">Not to excavate gravel, sand or soil within 7ft of the boundaries of the Property and such 7ft shall not be used except for the purpose of making a way or ways and not in the course of excavating gravel, sand or soil in the said Property to interfere with or endanger the support for the adjoining property.In the event of gravel, sand or soil being excavated from the property the space so excavated shall not be filled in with house refuse, animal, vegetable or other noxious matter whereby to attract rats or other vermin and nothing shall be done on a property within the course of excavating or otherwise that shall grow to be a nuisance or annoyance for the vendors of adjoining or neighbouring property provided always that the working of a modern ballast and gravel excavating washing and screening plant in a proper and sufficient manner with the least possible noise shall not be deemed to have breached the obligations under this clause
26 October 1965	Conveyance	The land tinted pink on the title plans is subject to the following rights: <ul style="list-style-type: none">such liability (if any) and as the land conveyed is

		<p>subject to in respect of a fee farm rent of £1.27 payable to George Morris and members of his family for the payment and discharge of any part of a liability to keep up and repair one half of the bridge formerly known as Upper or Higher Great Bridge and now known as Timsbury Bridge; and</p> <ul style="list-style-type: none"> exclusively unto the Vendor and his accompanied guests all shooting fowling and sporting rights over and upon the land hereinbefore conveyed together with the right to enter the said land for the purpose of exercising the said rights and to do all such things as may be reasonably necessary and proper for the maintenance encouragement and preservation of game. <p>Although it's not onerous we have asked whether the fee farm rent has ever been demanded or paid, and we have been advised that no payment have been made or demanded.</p>
5 February 1974	Conveyance	<p>The land tinted blue on the titles is subject of the same right in respect of the fee farm rent of £1.27, as is referred to in the Conveyance dated 26 October 1965, referred to above.</p> <p>As above, we have received confirmation that no payments have been made or demanded.</p>
Title Matters affecting HP763789		
Date	Document	Comments
10 February 1965	Conveyance	<p>The land in this title (HP763789) is subject to the following rights:</p> <ul style="list-style-type: none"> The right in common with the owner of the Property and all other persons having the like right at all times and for all purposes with or without horses, carts or other vehicles mechanically propelled or otherwise to pass and re-pass over and along the land coloured brown between points "A" and "B" on the conveyance plan (a copy of which is attached); The right to use and maintain, amend, repair and renew the existing telephone and electricity supply lines running in, over, upon, under or across the land and to alter the routes thereof from time to time. <p>We are advised that the exercise of the right of way does not impact the Borrowers use of the Property.</p>
29 July 2008	Assent	<p>The land in this title is subject to a right of way at all times and for all purposes over the access way coloured blue on the assent plan (a copy of which is attached) in favour of the adjoining land to the east.</p> <p>We are advised that the exercise of the right of way does not impact the Borrowers use of the Property.</p>
Title Matters affecting HP716357		
Date	Document	Comments
4 December 2013	Lease	<p>This is the lease which is referred to in section 15 of the valuation report, and we have received confirmation that this lease is no longer in place and an application has been submitted to have this entry removed.</p>

2. **Occupational Interests**

On completion the Property will be subject to a 5 year lease of the whole of the Property, details of which are set out below.

Premises	The land and buildings at Bunny Lane Timsbury Romsey SO51 0PG being the whole of the Property
Landlord	Waltet Limited
Tenant	Waltet Materials Limited (company number: 03230908) <i>Please note that the Tenant is a wholly owned subsidiary of Waltet Limited</i>
Date	To be dated on or before completion.
Term commencement date and expiry date	A term of 5 years from the date of completion (expiring 2028)
Excluded Tenancy	The Lease will be contracted out and we have asked to be provided with a copy of the tenant's statutory declaration before completion.
Rent and rent payment dates	£340,000 per annum, payable quarterly in advance on the usual quarter days.
Rent Review	The Lease states that if the term of the lease is greater than 3 years, then the rent will be reviewed every three years on an upward only open market basis.
Forfeiture (a) Rent unpaid for 7 days after due. (b) Breach of condition. (c) Tenant/Guarantor insolvency	(a) Yes, whether formally demanded or not. (b) Yes, if the Tenant fails to observe or perform any of the Tenant's covenants in the Lease (c) Yes
Use and any restrictions on use	As a recycling facility with ancillary activities
Repair and decoration	The Tenant will keep the Property in good and substantial repair and condition but shall not be obliged to put the Premises not any better repair and condition than it is at the date of the Lease.
Insurance	The Tenant covenants to insure and keep insured during the term the Premises. The Tenant covenants to take all reasonable steps to make good as soon as possible all damage caused to the Premises by an Insured Risk If for any reason the Tenant is prevented from reinstating or rebuilding the Premises for any reason beyond the Tenant's control then the reinstatement obligation shall cease and all insurance monies shall be paid to the Landlord who shall be solely entitled to all of the insurance proceeds. If following damage or destruction by an Insured Risk the Premises has not been reinstated for a reason beyond the Tenant's control so as to be fit for occupation and use within three years after the date of damage or destruction then either party may terminate the Lease by giving written notice to the other party. If the Lease is so determined then all insurance proceeds shall belong to the Landlord.
Alterations	The Tenant is not permitted to make any alterations or additions to the

(a) External/structural (b) Internal, non-structural alteration	Property.
Alienation	The Tenant cannot assign, underlet, mortgage, charge, hold on trust, or share or part with the possession or occupation of the whole or any part or parts of the Premises.
Service Charge	There are no service charge provisions in the lease as this is a lease of the whole of the Property and the Tenant is liable to keep the Property in 'good and substantial repair and condition.'
Break Clause	There are no break provisions in the Lease.
Landlord Covenants	Quiet enjoyment only
Lease registerable? (ie, granted for more than 7 years)	No, the Lease is not registerable

3. Searches

Date	Search	Material Matters Revealed
	Local	No Search Indemnity will be implemented on completion by the Borrowers Solicitors.
	Water and Drainage	No Search Indemnity will be implemented on completion by the Borrowers Solicitors.
17 March 2023	Environmental	<p>It is now standard procedure to undertake environmental desktop searches in transactions of this nature. However please note the limited nature of the search. The search is undertaken by independent search consultants at a limited cost and is compiled by the search consultants on the basis of inspection of documentary records only accessed by means of a "desk top" search. It does not, of course, arise from a physical inspection of the site. Clearly it will not reveal information which is not recorded in public documentation. The search should therefore be regarded as a general guide only. If you have concerns as to possible contamination of the site then you should discuss further with us the need for a more detailed survey (possibly including a site survey). You will understand that we are not qualified to advise on whether or not the search results are acceptable (or the level of risk involved) but we would be happy to discuss any particular queries with you and to consider with you whether further expert advice should be obtained on any matters arising from the search result itself and/or with regard to the site or your proposals generally.</p> <p>Subject to the comments above we would point out that the report has been certified as "Further Action" meaning that in the professional opinion of Groundsure the level of risk associated with the information disclosed in the report:</p> <ul style="list-style-type: none"> • Could have an adverse effect on the value of the building, and • Is such that the Property could be designated "Contaminated Land" within the meaning of Part 2A of the Environmental Protection Act 1990. <p>In particular the report flags the following points:</p>

		<p>A review of historical mapping has revealed the following historical or current potentially contaminative uses on site: a recycling business (2016).</p> <p>Environment Agency data has identified a former landfill on or within 25 metres of the site. The landfill located at Bunny Lane, Timsbury, Romsey, Hampshire is recorded under reference EAHL36057 as having accepted Not Supplied.</p> <p>Environment Agency - South East Region, Solent & South Downs Area data identifies landfilling on or within 25 metres of the site. The landfill located at Bunny Lane, Timsbury, Romsey, Hampshire is/was operated by Suez Recycling & Recovery Southern Ltd under licence no. 19836.</p> <p>Environment Agency - Southern Region, Hampshire Area data identifies a former waste treatment site on or within 25 metres of the search site. The site located at Land At Bunny Lane, Timsbury, Romsey, Hampshire was operated by J & W Tipper Hire Ltd under licence no. 4/93.</p> <p>Environment Agency - Southern Region data has identified environmental pollution incidents to controlled waters on 2002-03-19 caused by Other Pollutant on or within 25 metres of the site.</p> <p>Given that the Property is used as a waste recycling plant the results of this search are not unexpected.</p> <p>Please note that we have not been provided with a copy of the permit issued by the Environment Agency which permits the Property to be used as a waste recycling plant.</p> <p>In addition to the comments about the potential contamination the report also indicates that the Property is located in an area where there is a potential risk of surface water flooding.</p>
Information correct as at 24 March 2023	Company	<p>Name: Waltet Limited</p> <p>Active: Yes</p> <p>Directors: 1 – Mark Richard Howard</p> <p>Secretary: 1 – Mark James Middleton</p> <p>PSC: 1 – Mark Richard Howard</p> <p>Purpose: Activities of other holding companies not elsewhere classified (SIC: 64209)</p> <p>Charges: 3, detailed below:</p> <ol style="list-style-type: none"> 1. Debenture – Cynergy Business Finance Limited – dated 18 March 2022; 2. Legal Charge – Handelsbanken Plc – dated 29 January 2021 (secured against the Property); and 3. Debenture – Svenska Handelsbanken Ab (Publ) – dated 6 April 2018. <p>In relation to the Cynergy Debenture a deed of priority will be put in place on completion, and this will rank PSL ahead of Cynergy in respect of any receipts collected as part of any enforcement action by either Cynergy or PSL.</p> <p>The charges numbered 2 & 3, above, will be redeemed/satisfied on completion.</p>
Expires: 5 April 2023	Bankruptcy	Clear – against Mark Richard Howard
Expires: 28 April 2023	Land Registry Priority	<p>HP763789, In favour of Proplend Security Limited – Clear</p> <p>HP716357, in favour of Proplend Security Limited – This shows that an application to have the entry relating to the old lease (dated 4 December 2013) has been submitted by the Borrowers Solicitors.</p>
	SRA check	Paris Smith LLP (SRA Number: 408233)
	Source of Funds	Not applicable, the advance being provided by PSL will more than cover the redemption of the Handelsbanken charge.

	Official Copies	HP763789 – 7 February 2023 HP716357 – 7 February 2023
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OTHER

4. Buildings Insurance

We have yet to be provided with a copy of the final buildings insurance, but PSL have confirmed that no funds will be released until they have received satisfactory insurance documents.

5. Fire Risk Assessment / Asbestos Report / Access Audit / Energy Performance Certificate

Date	Report	Contents
3 April 2018	EPC	We have been provided with an EPC for the site office which give the following rating D(82), valid until 3 April 2028
	Asbestos Management Survey	We are advised that there is no Asbestos survey for the site. The Borrowers Solicitors have advised that the buildings on site consist of three Portacabins and an old cow shed made of steel girders, blocks and metal cladding
10 October 2022	Fire Risk Assessment ("FRA")	The FRA has been completed by Mark Middleton, who is also the Borrowers' company secretary. The FRA identified a number of actions which have been carried out to address any issues, and recommends that the assessment be reviewed in January 2024 Aside from the FRA the Borrower has advised that the site if monitored out of hours by thermal cameras with heat alarms. Please note there is also a clause in the new lease which put the following obligation on the Tenant: 4.18 Fire Safety To comply with the requirements of the Landlord and the fire and other enforcing authority relating to fire safety at the Property
13 October 2022	Waste Recycling Licence (permit number EPR/BP3098HN)	We have been provided with a copy of the operating companies licence, which sets out the operations which can be undertaken at the Property. A complete copy of the Licence has been provided to PSL.

6. Identification Documents

We have not received any identification documents for Mark Howard, but we assume the PSL are satisfied as to the identity of the director.

7. Valuation – Material Matters

Inspection Date	24 February 2023
Market Value	Market Value (existing leases or tenancies): £4,000,000 Market Value (vacant possession): £4,000,000 Market Rent: £340,000 per annum
Reinstatement	£720,000
Property	Maryland, Bunny Lane, Timsbury, Romsey SO51 0PG and Land on the north side

	of Bunny Lane, Timsbury, Romsey, SO51 0PG
Use	The Property comprises an established waste management site with a materials recycling facility (MRF) and an inert recycling operation which includes a wash plant together with large storage areas to the north and south of the site
Tenure	Freehold
Recommendations/Comments	<p>Fire Risk Assessment: Please refer to section 5, above.</p> <p>Title Covenants: We can confirm that the restrictive covenants referred to on the titles to the Property are not onerous.</p> <p>Lease dated 4 December 2013: As stated in section 1(c), above, the Borrowers Solicitor has made an application to have this entry removed.</p>

Policies to be put into place on completion
No Search Insurance – £4,000,000 limit of indemnity

Signed by:	
Signature Name:	Alexander Cheele
Position:	Associate
Authorised to sign for and on behalf of:	Paris Smith LLP
Date:	28 March 2023

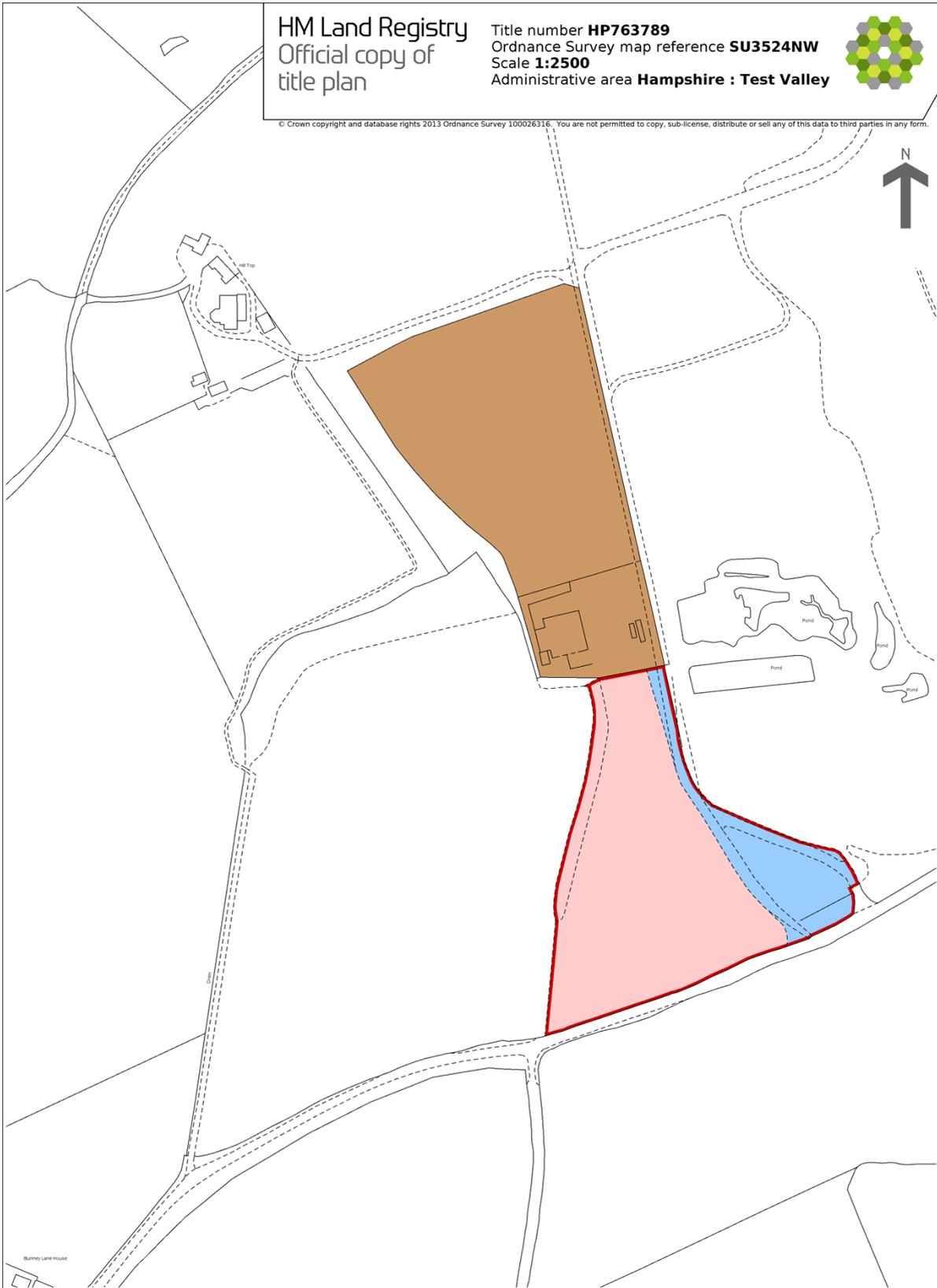
Title Plan – HP763789

HM Land Registry
Official copy of
title plan

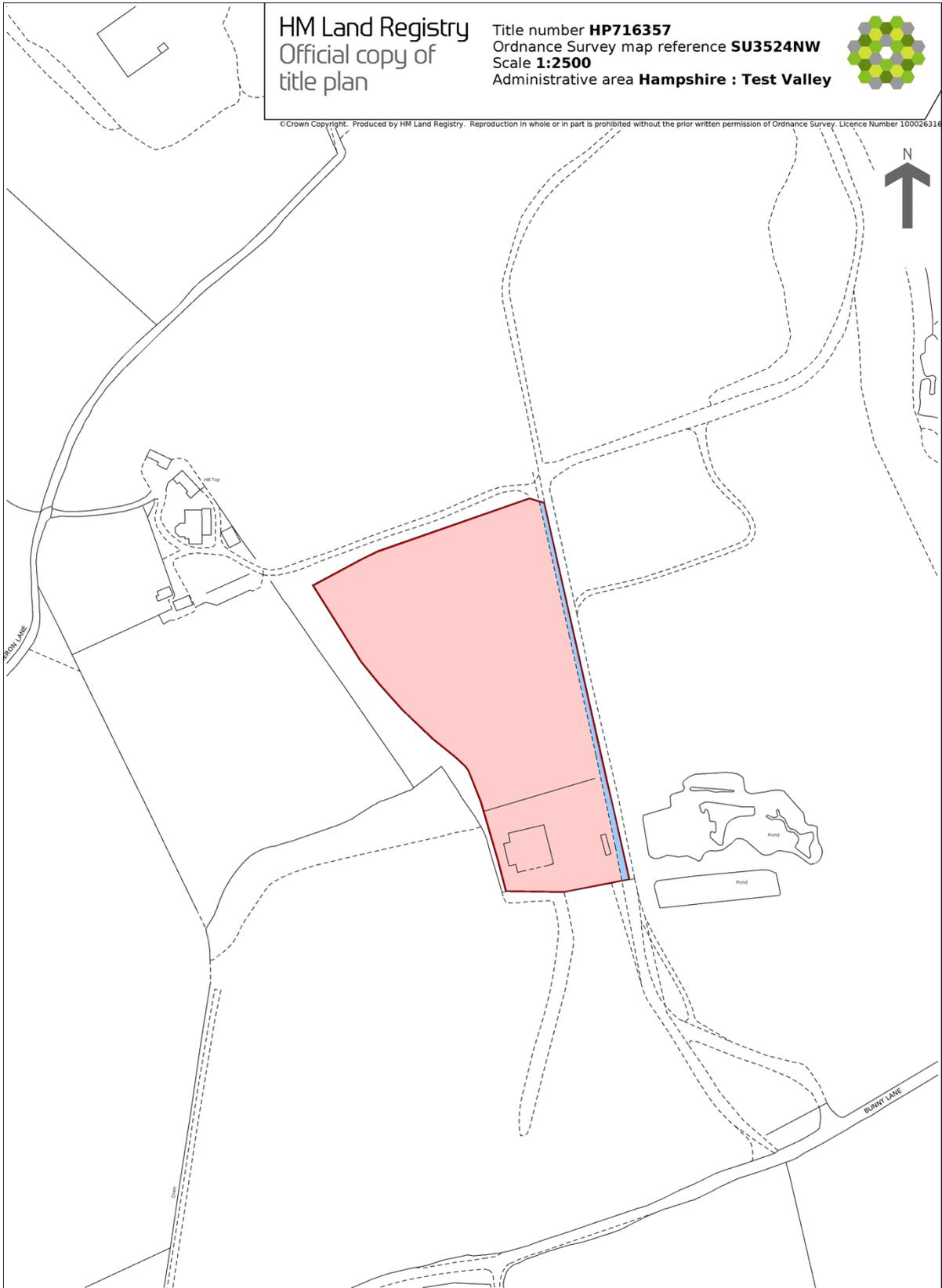
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Ordnance Survey map reference **SU3524NW**
Scale **1:2500**
Administrative area **Hampshire : Test Valley**



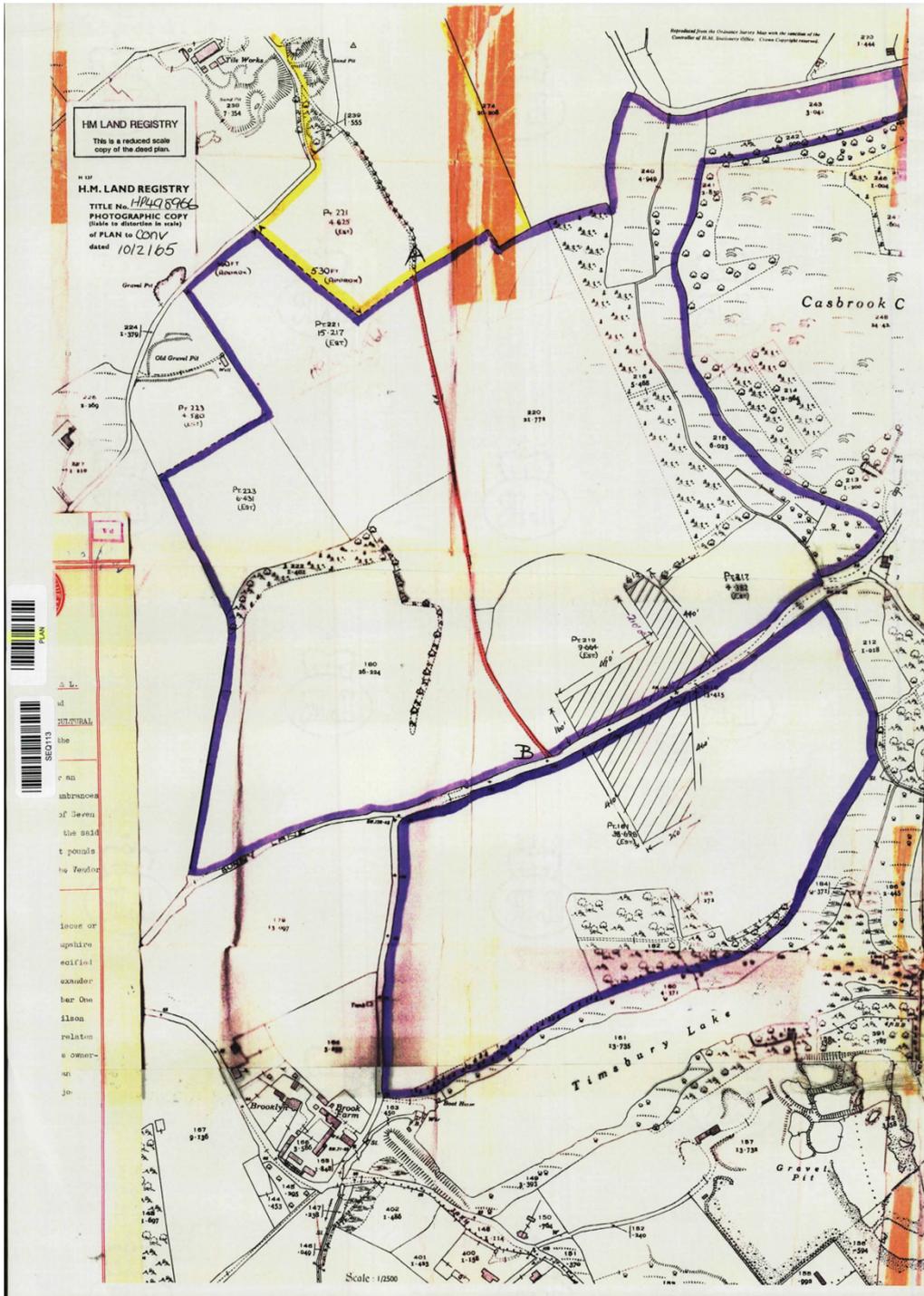
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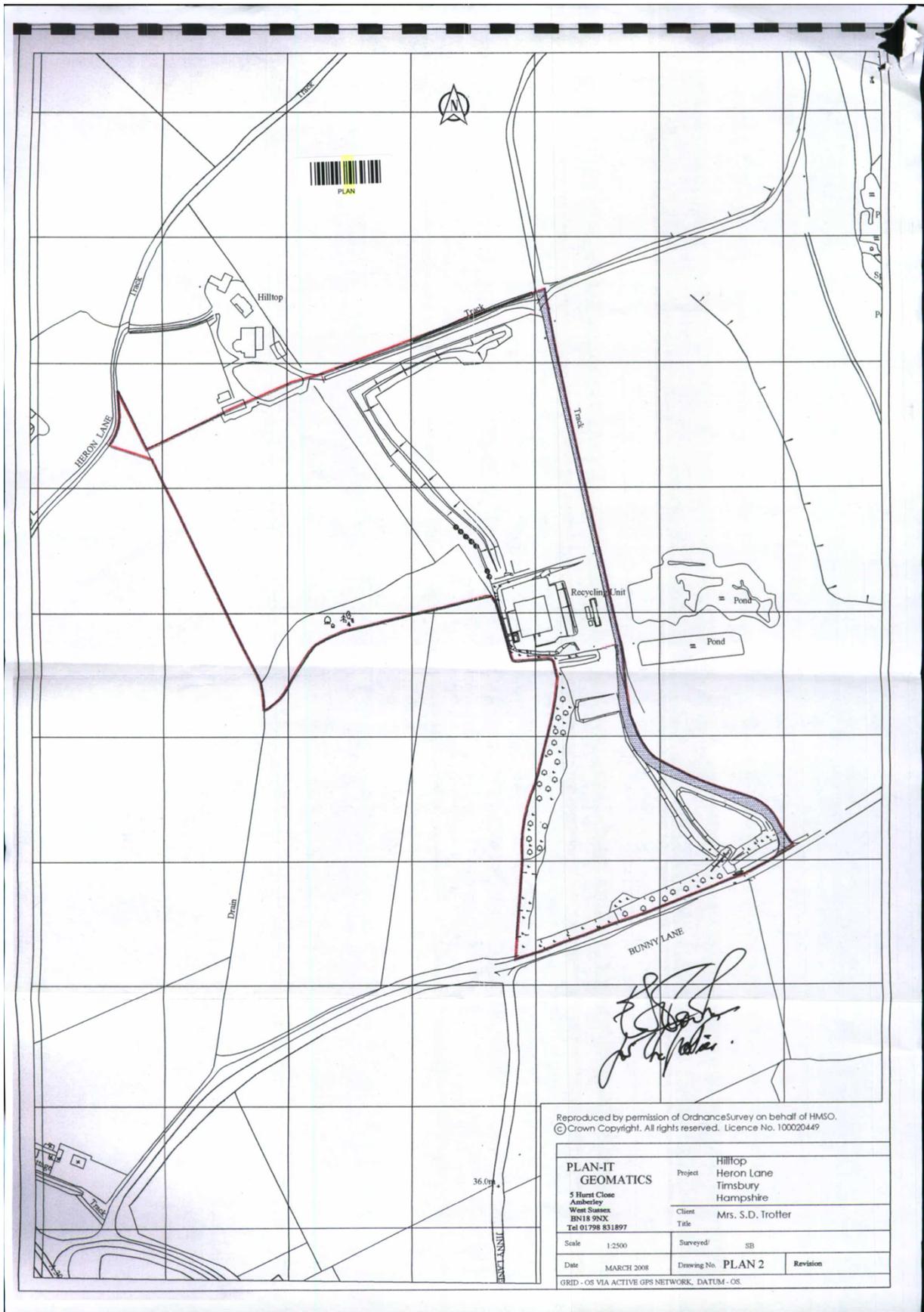
Title Plan –HP716357



1965 Conveyance Plan



2008 Assent Plan



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PLAN-IT GEOMATICS		Project	Hilltop Heron Lane Timsbury Hampshire
5 Hurst Close Alderbury West Sussex BN18 9NX Tel 01798 831897		Client	Mrs. S.D. Trotter
Scale	1:2500	Surveyed/	SB
Date	MARCH 2008	Drawing No.	PLAN 2
		Revision	

GRID - OS VIA ACTIVE GPS NETWORK, DATUM - OS