

THE COMPANIES ACTS 1948 TO 1981

**Particulars of a mortgage or charge**

Pursuant to section 95 of the Companies Act 1948

M147/24 Jan/Cf.

47

Please do not  
write in this  
binding margin

For official use

Company number

[M147/24 Jan/Cf.]

1655859

Name of company

PROCESS AUTOMATION AND COMPUTER SYSTEMS

Limited\*

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

SINGLE DEBENTURE

DATED 4TH JANUARY 1985.

Amount due or owing on the mortgage or charge

All sums from time to time due to KBC Process Automation Limited from the Company under a Loan Agreement dated 4th January 1985. between the Company and KBC Process Automation Limited together with interest and all other monies intended to be thereby secured.

Names, addresses and descriptions of the mortgagees or persons entitled to the charge

KBC PROCESS AUTOMATION LIMITED

Chapel House, 12A Berkeley Street, London, W.1

Presentor's name, address and  
reference (if any):

BristowsCooke & Carpmael  
10, Lincolns Inn Fields  
LONDON WC2A 3BP  
Ref; 329/D

For official use

Mortgage section

Post room

REGISTERED

24 JAN 1985



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not  
write in this  
binding margin



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

All undertaking and property whatsoever and  
wheresoever both present and future of the  
Company including its stocks and book and  
other debts for the time being and any uncalled  
capital (if any)

Particulars as to commission, allowance or discount (note 3)

Signed Ernest J. J. & Co. Ltd.

Date 23 Jan 85

Designation of position in relation to the company

Company Solicitor

### Notes

- 1 The original instrument creating or evidencing the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95(1)). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument or copy instrument could in due course of post, and if despatched with due diligence, have been received in the United Kingdom (Section 95(3)). A copy of the instrument creating the charge will be accepted where the property charged and the charge so created are both outside the United Kingdom (Section 95(3)) and in such cases the copy must be verified as a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company. A copy will also be accepted where Section 95(5) applies and Form 47c is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount of rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in 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 of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 4th January 1985 and created by PROCESS AUTOMATION AND COMPUTER SYSTEMS LIMITED for securing all sums from time to time due to KBC Process Automation Limited from the Company under a Loan Agreement dated 4th January 1985 between the Company and KBC Process Automation Limited and all other moneys intended to be thereby secured was registered pursuant to section 95 of the Companies Act, 1948, on the 24th January 1985

Given under my hand at the Companies Registration Office,  
Cardiff the 31 JAN 1985

No. 1655859

R. M. GROVES

an authorised officer

Certificate and instrument received by

..... *Post* .....

.....

Date ..... 29.1.85 .....

# M

COMPANIES FORM No. 403a

## Declaration of satisfaction in full or in part of mortgage or charge

# 403a

Please do not  
write in  
this margin

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

MS 177/May 14/87

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

To the Registrar of Companies

For official use Company number

[ ] [ ] [ ] [ ]

1655859

Name of company

\*

PROCESS AUTOMATION AND COMPUTER SYSTEMS LIMITED

\* Insert full name  
of companyI, Edward John Urenof Biscovey, Ridgway, Pyrford, Woking, Surrey.† delete as  
appropriate‡ Insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.a director/the secretary of the above company, do solemnly and sincerely declare that the debt for  
which the charge described below was given has been paid or satisfied in [full] [part] 253Date and Description of charge: Debenture dated 4th January 1985Date of Registration: 24th January 1985

Name and address of [chargee][trustee for the debenture holders]

KBC Process Automation Ltd. 12A Upper Berkeley Street, W1H 7PE§ the date of  
registration may be  
confirmed from the  
certificateShort particulars of property charged: all undertaking and property§ Insert brief  
details of  
propertyAnd 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 48 Church Street

Declarant to sign below

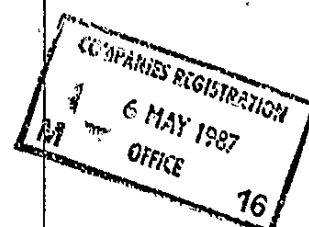
Weybridge, Surreythe 15th day of Aprilone thousand nine hundred and eighty sevenbefore me [Signature]A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

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**Jordans**JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 261010Presenter's name address and  
reference (if any): 2436**MILNE ROSS**  
**CHARTERED ACCOUNTANTS**  
**53 EDEN STREET**  
**KINGSTON UPON THAMES**  
**SURREY KT1 1BW**For official Use  
Mortgage Section

6 MAY 1987

Post room





COMPANIES FORM No. 395

**Particulars of a mortgage or charge****395**Please do not  
write in  
this margin

Pursuant to section 395 of the Companies Act 1985

M161

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

1655859

Name of company

\* Process Automation &amp; Computer Systems Limited

\* insert full name  
of company

Date of creation of the charge

Twelfth January 1990

Description of the instrument (if any) creating or evidencing the charge (note 2)

Fixed and Floating Charge dated

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

Names and addresses of the mortgagees or persons entitled to the charge

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode

EC2P 2BX

Presentor's name address and  
reference (if any):

Midland Bank plc

POULTRY

LONDON EC2P 2BX

For official Use  
Mortgage Section**REGISTERED**

24 JAN 1990

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not  
write in  
this margin

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

First Fixed Charge on all book debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as the Bank may have specifically agreed in writing to exclude from such first fixed charge; and

Floating Charge on all other the Undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to above which are not charged under the said first fixed charge (collectively called "the assets") but so that the Company shall not except with the prior written consent of the Bank:

- (a) create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or *pari passu* with the said floating charge; or
- (b) part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the assets; or
- (c) deal with its book or other debts or securities for money forming part of the assets otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to the selling or assigning or in any other way factoring or discounting of any of the said debts or securities.

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

12/1/90

On behalf of [company] [mortgagee/chargee]†

† delete as  
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

FILE COPY



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

Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge dated the 12th JANUARY 1990  
and created by PROCESS AUTOMATION & COMPUTER SYSTEMS LIMITED

for securing all moneys now due, or hereafter to become due, or from time  
to time accruing due from the company to MIDLAND BANK plc

on any account whatsoever


was registered pursuant to Chapter I Part XII of the Companies Act  
1985, on the 24th JANUARY 1990

Given under my hand at the Companies Registration Office,  
Cardiff the 1st FEBRUARY 1990 .

No. 1655859

L/c

1/2

  
R. M. GROVES  
an authorised officer

C.69a

M

3410-0  
395 SUPP CHG

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not  
write in  
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

MS6C  
For official use

Company number

12N  
Name of company

[ ] [ ] [ ] [ ] [ ] [ ]

1655859

\* insert full name  
of company

\* PROCESS AUTOMATION AND COMPUTER SYSTEMS LIMITED

Date of creation of the charge

7. August 1991

Description of the instrument (if any) creating or evidencing the charge (note 2)

Charge dated

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

Names and addresses of the mortgagees or persons entitled to the charge

Midland Bank plc, whose registered office is at Poultry, in the City of London.  
Postcode EC2P 2BX

12/8  
Presentor's name address and  
reference (if any):

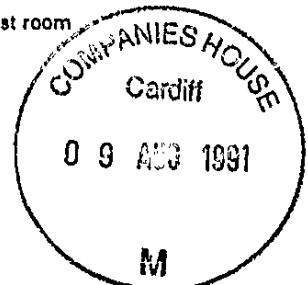
MIDLAND  
HAMPSHIRE AREA OFFICE  
CUMBERLAND HOUSE  
15-17 CUMBERLAND PLACE  
SOUTHAM

For official Use  
Mortgage Section

REGISTERED

- 9 AUG 1991

Post room



Time critical reference



Short particulars of all the property mortgaged or charged

First Fixed Charge on all goodwill and uncalled capital for the time being of the Company; and all patents patent applications inventions trade marks trade names registered designs copyrights know how and other intellectual property rights and all licences and ancillary rights and benefits including all royalties fees and other income deriving from the same both present and future of the Company.

Please do not  
write in  
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 7. August 1991

On behalf of [company][mortgagee/chargee]†

† delete as  
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

File Copy



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

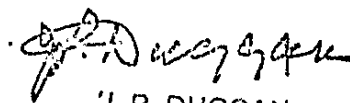
*Pursuant to section 401(2) of the Companies Act 1985*

I hereby certify that a mortgage or charge dated the 7th AUGUST 1991 and created by PROCESS AUTOMATION AND COMPUTER SYSTEMS LIMITED for further securing all moneys due or to become due from the Company to MIDLAND BANK PLC on any account whatsoever supplemental to the Principal Charge dated 12th JANUARY 1990

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 9th AUGUST 1991

Given under my hand at the Companies Registration Office,  
Cardiff the 15th AUGUST 1991

No. 1655859

  
J. P. DUGGAN  
an authorised officer

**M**

Please do not  
write in  
this margin

COMPANIES FORM No. 395

**395****Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

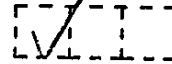
M23

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

\*Insert full name  
of company

To the Registrar of Companies

For official use Company number



1655859

Name of company

\* PROCESS AUTOMATION AND COMPUTER SYSTEMS LIMITED

Date of creation of the charge

17TH FEBRUARY 1992

Description of the instrument (if any) creating or evidencing the charge (note 2)

Legal Charge dated 17th February 1992 and made between the Company  
and Euroventures Switzerland II ("EVCH")

Amount secured by the mortgage or charge

The aggregate of (a) the sum of £200,000 advanced by EVCH in respect of  
the £200,000 8% Convertible Loan Note issued by the Company on 17th  
February 1992 and repayable on 28th February 1994 and (b) all monies and  
liabilities which now are or shall at any time hereafter be due owing or  
incurred to EVCH by the Company whether actually or contingently and  
whether presently or in the future and whether solely or jointly with any  
other person and whether as principal or surety or in any way whatsoever  
including (as well after as before any demand made or judgement obtained)  
interest discount commission and other lawful charges and expenses  
computed and compounded from time to time in accordance with the terms  
agreed between the Company and EVCH relating thereto.

67a.

Names and addresses of the mortgagees or persons entitled to the charge

EUROVENTURES SWITZERLAND II

16 RUE DU GRAND BUREAU

1227 GENEVA, SWITZERLAND

Postcode

Presenter's name, address and  
reference (if any):

WATSON FARLEY & WILLIAMS  
15 APPOLD STREET  
LONDON EC2A 2HB

REF: DGH

For official use  
Mortgage section**REGISTERED**

-3 MAR 1992

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

1. First fixed charge over all book debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as EVCH may have specifically agreed in writing to exclude from such first fixed charge.
2. Floating charge over all other the undertaking of the Company and all other its property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to in 1. which are not charged by way of first fixed charge.
3. The Company shall not except with the prior written consent of EVCH create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or pari passu with the Legal Charge unless such security exists at 17th February 1992.

Please do not  
write in  
this margin

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

Particulars as to commission allowance or discount (note 3)

None

Signed

Walt Lally + Wil  
Solicitors

Date

3/3/92

On behalf of [company] ~~(Mortgagee/chargee)~~

\*Delete as  
appropriate

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provided insufficient space the particulars must be entered on the prescribed continuation sheet.

Page 2



The Solicitors' Law Stationery Society plc, Paulton House, 8 Shephardess Walk, London N1 7LB

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

Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge dated the 17th FEBRUARY 1992  
and created by PROCESS AUTOMATION & COMPUTER SYSTEMS LIMITED

for securing all moneys now due, or hereafter to become due, or from time  
to time accruing due from the company to EUROVENTURES SWITZERLAND II

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act  
1985, on the 3rd MARCH 1992

Given under my hand at the Companies Registration Office,  
Cardiff the 9th MARCH 1992

No. 1655859

*Jennifer V Evans*  
JENNIFER V. EVANS  
an authorised officer

C.69a

9/3/92