

403a

Please do not
write in
this margin

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

For official use

Company number

5

2204070

Name of company

* Insert full name
of company

*Marconi Communications International Holdings Limited (the **Chargor**)

1, Craig George Donaldson

of 35 Fellows Road, Beeston, Nottingham NG9 1AO

† Delete as appropriate

*[a director] ~~XXXXXXXXXXXX~~ ~~XXXXXXXXXXXX~~ ~~XXXXXXXXXXXX~~ ~~XXXXXXXXXXXX~~ † 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.

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

Date and Description of charge ‡ Please see continuation sheet.

Date of Registration \$ 4 June 2003.

Name and address of [chargee] ~~XXXXXX XXXXX XXXXX XXXXX XXXXX~~ The Law Debenture Trust Corporation p.l.c., Fifth Floor, 100 Wood Street, London EC2V 7EX (the **Security Trustee**).

§ The date of registration may be confirmed from the certificate

Short particulars of property charged ☐ Please see continuation sheet.

Ø 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 Leamington Spa

Declarant to sign below

on

Day	Month	Year
11	11	2004

before me

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

S.C. Homer

Solicitor

Field Overell

42, Warwick Street

Leamington Spa CV32 5JS

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

Allen & Overy LLP
One New Change
London EC4M 900

KRW/ALIJBK:2053592.1

For official use
Mortgage section

Post room



A32
COMPANIES HOUSE

0727
16/11/04

DATE AND DESCRIPTION OF CHARGE

An Australian asset fixed and floating charge (the **Charge**) dated 19 May 2003 made by the Chargor, among others, in favour of The Law Debenture Trust Corporation p.l.c. as Security Trustee for certain secured creditors, on the terms and conditions set out in the Security Trust and Intercreditor Deed.

SHORT PARTICULARS OF PROPERTY CHARGED

In the Charge the Chargor as beneficial owner charged all of its interest in the Charged Property to the Security Trustee as security for the due and punctual payment and performance of all present and future indebtedness, liabilities and obligations of the Chargor and others under certain documents by way of:

- (a) a fixed charge;
- (b) a floating charge; and
- (c) an assignment to the Security Trustee all its right, title and interest from time to time in and to certain intra-group loan contracts.

DEFINITIONS

Unless defined above, capitalised terms used in this form 403a shall have the following meanings:

Charged Property means all of the present and future undertaking, assets and rights of the Chargor including, but not limited to, all real and personal property, choses in action, goodwill, uncalled and called but unpaid capital, but excluding:

- (a) any undertaking, assets and rights of the Chargor which, as at the date of this deed or at any time after that date, are located, or taken for the purposes of any Australian State or Territory stamp duty law to be located outside Australia; and
- (b) any MAHL Shares.

Corporations Act means the Australian Corporations Act 2001.

MAHL Shares means the Marketable Securities in Marconi Australia Holdings Pty Limited ACN 004 344 272.

Marketable Securities has the following meaning:

- (a) the meaning given to that expression in the Corporations Act; and
- (b) any units (whatever called) in a trust estate which represent a legal or beneficial interest in any of the income or assets of that trust estate and includes, but is not limited to, any options to acquire any units as described.

Security Trust and Intercreditor Deed means the document so entitled dated 19 May 2003 between, *inter alia*, the Chargor and other obligors and the Security Trustee.