

M

CHWP000

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write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

COMPANIES FORM No. 395

000780/13

395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in
respect of each register entry for a mortgage
or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

3

02673204

Name of company

* INCLARITY PLC

Date of creation of the charge

7 DECEMBER 2006

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

DEBENTURE

Amount secured by the mortgage or charge

ALL MONEY AND LIABILITIES NOW OR IN FUTURE DUE, OWING OR INCURRED (BEFORE OR
AFTER ANY DEMAND) AND WHETHER ACTUAL OR CONTINGENT, BY THE COMPANY TO
AKTIVA VENTURES B.V. PURSUANT TO OR IN CONNECTION WITH THE COMPANY'S
£1,000,000 SENIOR SUBORDINATED SECURED DISCOUNTED LOAN NOTE DUE 28 FEBRUARY
2007.

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

AKTIVA VENTURES B.V., ZUIDPLEIN 156, WTC H-19, 1077 XV, AMSTERDAM

THE NETHERLANDS

Postcode

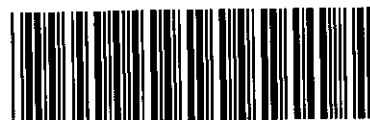
Presenter's name address and
reference (if any):
GIBSON, DUNN & CRUTCHER LLP
TELEPHONE HOUSE
2-4 TEMPLE AVENUE
LONDON EC4Y 0HB REF: RJM/WPJM

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

TUESDAY



AVNLHLHW

A38

19/12/2006

191

COMPANIES HOUSE


Short particulars of all the property mortgaged or charged

SEE CONTINUATION SHEET

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this margin

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

Particulars as to commission allowance or discount (note 3)

Signed  (ROBERT MOODY, SOLICITOR) Date 18 DECEMBER 2006.

On behalf of [company] mortgagee/chargee†

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge.
(See Note 5)*

† 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.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

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binding margin

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

* delete if
inappropriate

Company number

02673204

Name of company

INCLARITY PLC

limited*

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

Please do not
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binding margin

*Please complete
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bold block lettering*

Please do not
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binding margin

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

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

1. BY WAY OF SECOND FIXED CHARGE (THE "SECOND FIXED CHARGE") ALL LAND IN ENGLAND AND WALES CURRENTLY VESTED IN THE COMPANY; ALL OTHER LAND WHICH IS NOW OR IN FUTURE THE COMPANY'S PROPERTY; ALL PLANT, MACHINERY, VEHICLES, COMPUTER AND OFFICE AND OTHER EQUIPMENT OWNED OR TO BE OWNED BY THE COMPANY ATTACHED TO ANY LAND; ALL RENTAL AND OTHER INCOME AND ALL DEBTS AND CLAIMS NOW OR IN FUTURE OWING TO THE COMPANY; ALL SECURITIES AND RELATED PRODUCTS OWNED BY THE COMPANY; ALL INSURANCE POLICIES HELD OR TO BE HELD BY THE COMPANY WHICH RELATE TO PROPERTY CHARGED UNDER THE SECOND FIXED CHARGE, OR WHICH ARE NOW OR IN FUTURE DEPOSITED BY THE COMPANY TO AKTIVA VENTURES B.V., TOGETHER WITH THE COMPANY'S RIGHTS AND INTERESTS IN SUCH POLICIES OR MONEY PAYABLE THEREUNDER; ALL THE COMPANY'S PRESENT OR FUTURE INTELLECTUAL PROPERTY; ALL TRADE DEBTS NOW OR IN FUTURE OWING TO THE COMPANY; THE BENEFIT OF ALL INSTRUMENTS, GUARANTEES OR SIMILAR NOW OR IN FUTURE AVAILABLE TO THE COMPANY AS SECURITY IN RESPECT OF ANY ASSET SUBJECT TO THE SECOND FIXED CHARGE; AND

2. BY WAY OF FLOATING CHARGE, ALL THE COMPANY'S ASSETS PRESENT AND FUTURE, WHEREVER IN THE WORLD (TO THE EXTENT THESE ARE NOT ADEQUATELY CHARGED BY THE SECOND FIXED CHARGE), TOGETHER WITH ALL OF THE COMPANY'S ASSETS FOR THE TIME BEING SITUATED IN SCOTLAND.

*Please complete
legibly, preferably
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bold block lettering*

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02673204

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 7th DECEMBER 2006 AND CREATED BY INCLARITY PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AKTIVA VENTURES B.V. ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th DECEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd DECEMBER 2006.

Power



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES