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395

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COMPANIES FORM No. 395

Particulars of a mortgage or charge

CHWP000

Please do not
write in
this margin

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

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

7

02673204

Name of company

* insert full name
of Company

* Inclarity Limited (the "Chargor")

Date of creation of the charge

14 May 2008

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

5

Debenture (the "Debenture") created by the Chargor in favour of Aktiva Invest International N V (the "Chargee")

Amount secured by the mortgage or charge

7

All money and liabilities now or in the future, due, owing or incurred (before or after that demand), and whether actual or contingent by the Chargor to the Chargee pursuant to or in connection a Loan Note Instrument dated 14 May 2008 (the "Loan Note")

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

Aktiva Invest International N V / Zuidplein 156, WTC H-19, 1077 XV Amsterdam, The Netherlands

Postcode

Presenter's name address and
reference (if any)

GIBSON, DUNN & CRUTCHER
2-4 TEMPLE AVENUE
LONDON EC4Y 0HB

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

SATURDAY



A6SSWZZU

A28

24/05/2008

30

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

[Please see Schedule 1 of the attached appendix for Definitions, and Schedule 2 for Short particulars of all property mortgaged or charged]

Please do not write in this margin

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

- bind
that
back

Particulars as to commission allowance or discount (note 3)

Signed Robert Moody (ROBERT MOODY, Date 23/5/2008,
On behalf of SOLICITOR ~~[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 situated 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.

Appendix

Schedule 1 - Definitions

"Assets" means all the Chargor's undertakings, property, assets, rights and revenues, whatever and wherever in the World, present and future, and includes each or any of them

"Floating Charge Assets" means those of the Assets that are for the time being comprised in the floating charge created by paragraph 2 Schedule 2 of this appendix to Form 395 (Clause 3 1 2 of the Debenture) but only insofar as concerns that floating charge

"Intellectual Property" means all patents (including supplementary protection certificates), utility models, registered and unregistered trade marks (including service marks), rights in passing off, copyrights, database rights, registered and unregistered rights in designs (including in relation to semiconductor products), business names, confidential information, know-how and other intellectual property rights, whether registered or otherwise and, in each case, any extensions and renewals of, and any applications for, these rights

"Securities" means all stocks, shares, debentures, debenture stock, loan stock, bonds and securities issued by any company or person (other than the Chargor), including all stocks, shares, debenture stock, loan stock, bonds and securities accruing or offered at any time in respect of them and all other investments (as listed in Part II of Schedule 2 to the Financial Services and Markets Act 2000)

- which now or in the future represent a holding in a subsidiary undertaking (as defined in section 258 of the Companies Act 1985) or an undertaking which would be a subsidiary undertaking if in sub-section (2)(a) of that section "30 per cent or more" were substituted for "a majority", or
- the certificates for which are now or in the future deposited by the Chargor with the Chargee or which, if uncertificated, are held in an escrow or other account in the Chargee's favour or held in the Chargee's name or that of our nominee or to the Chargee's order,

including in each case all rights and benefits arising and all money payable in respect of any of them, whether by way of conversion, redemption, bonus, option, dividend, interest or otherwise

Schedule 2 - Short particulars of all property mortgaged or charged

1 By way of fixed charge

- a) all land in England and Wales now vested in the Chargor (which charge shall be by way of legal mortgage),
- b) all other land which is now, or in the future becomes, the Chargor's property,
- c) all plant, machinery, vehicles, computer and office and other equipment owned by the Chargor now or in the future attached to any land,
- d) all rental and other income and all debts and claims which are due or owing to the Chargor now or in the future under or in connection with any lease, agreement or licence relating to land,
- e) all the Chargor's Securities;
- f) all insurance and assurance contracts and policies now or in the future held by or otherwise benefiting the Chargor.
 - which relate to Assets themselves subject to a fixed charge in the Chargee's favour, or
 - which are now or in the future deposited by the Chargor with the Chargee,

together with all the Chargor's rights and interests in these contracts and policies (including the benefit of all claims arising and all money payable under them),

- g) all the Chargor's goodwill and uncalled share capital for the time being,

- h) all the Chargor's Intellectual Property, present and future, including any Intellectual Property to which the Chargor is not absolutely entitled or to which the Chargor is entitled together with others,

the benefit of all agreements and licences now or in the future entered into or enjoyed by the Chargee relating to the use or exploitation of any Intellectual Property in any part of the World,

all trade secrets, confidential information and know-how owned or enjoyed by the Chargor now or in the future in any part of the World,

- i) all trade debts now or in the future owing to the Chargor;

all other debts and monetary claims now or in the future owing to the Chargor save for those arising on fluctuating accounts with associates (as defined in section 52(3) of the Companies Act 1989), and

- j) the benefit of all instruments, guarantees, charges, pledges and other rights now or in the future available to the Chargor as security in respect of any Asset itself subject to a fixed charge in our favour

2 By way of floating charge:

- a) all the Chargor's Assets which are not effectively charged by the fixed charges detailed above, and
- b) without exception all the Chargor's Assets insofar as they are situated for the time being in Scotland

3. The Chargor must not, except with the Chargee's prior written consent

- 3 1 create or attempt to create any fixed or floating security of any kind or any trust over any of the Assets, or permit any lien (other than a lien arising by operation of law in the ordinary course of your business and other than a lien made in the Chargee's favour) to arise or subsist over any of the Assets,
- 3 2 sell, assign, lease, license or sub-license, or grant any interest in, your Intellectual Property Rights, or purport to do so, or part with possession or ownership of them, or allow any third party access to them or the right to use any copy of them



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 2673204
CHARGE NO. 7**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 14 MAY 2008
AND CREATED BY INCLARITY LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
AKTIVA INVEST INTERNATIONAL N.V. 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 24
MAY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29 MAY 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES