



**Registration of a Charge**

Company name: **COBRA BIOLOGICS LIMITED**

Company number: **02710654**



X95EWMIX

Received for Electronic Filing: **19/05/2020**

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**Details of Charge**

Date of creation: **07/05/2020**

Charge code: **0271 0654 0009**

Persons entitled: **CRG SERVICING LLC AS ADMINISTRATIVE AGENT AND COLLATERAL AGENT**

Brief description: **A SECURITY INTEREST IN ALL OF ITS RIGHT, TITLE AND INTEREST IN, TO AND UNDER ALL OF ITS PERSONAL PROPERTY, IN EACH CASE WHETHER TANGIBLE OR INTANGIBLE, WHEREVER LOCATED, IN, AMONG OTHERS, ALL ACCOUNTS, EQUIPMENT, FIXTURES, INTELLECTUAL PROPERTY AND INVENTORY OWNED BY THE COMPANY. FOR MORE DETAILS PLEASE REFER TO THE JOINDER AGREEMENT.**

**Contains fixed charge(s).**

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**Authentication of Form**

This form was authorised by: **a person with an interest in the registration of the charge.**

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**Authentication of Instrument**

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S.859G OF THE COMPANIES ACT 2006 THE ELECTRONIC**

**COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION  
FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL  
INSTRUMENT.**

Certified by:

**MEGAN FLYNN**



## **CERTIFICATE OF THE REGISTRATION OF A CHARGE**

Company number: 2710654

Charge code: 0271 0654 0009

The Registrar of Companies for England and Wales hereby certifies that a charge dated 7th May 2020 and created by COBRA BIOLOGICS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 19th May 2020 .

Given at Companies House, Cardiff on 20th May 2020

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

I certify that save for material redacted pursuant to s859 G of the Companies Act 2006 the electronic copy instrument delivered as part of this application is a correct copy of the original instrument. Megan Aynn, associate, for Cooley (UK) LLP

#### JOINDER AGREEMENT

JOINDER AGREEMENT dated as of [7 May 2020] (this "**Joinder**") by COBRA BIOLOGICS HOLDINGS LIMITED, a company incorporated in England and Wales with registered number 04442927 and COBRA BIOLOGICS LIMITED, a company incorporated in England and Wales with registered number 02710654 (each an "**Additional Grantor**" and, collectively, the "**Additional Grantors**"), in favor of CRG SERVICING LLC, as administrative agent and collateral agent (in such capacities, together with its successors and assigns, the "**Administrative Agent**") for the benefit of the Secured Parties (as defined in the Security Agreement referred to below).

A. Reference is made to (i) the Term Loan Agreement, dated as of February 12, 2020 (as amended, supplemented, restated, extended, renewed or replaced from time to time, the "**Loan Agreement**"), among COGNATE BIOSERVICES, INC., a Delaware corporation ("**Borrower**"), the subsidiary guarantors from time to time party thereto, the Lenders from time to time party thereto and Administrative Agent, and (ii) the Security Agreement, dated as of February 12, 2020 (as amended, supplemented, restated, extended, renewed or replaced from time to time, the "**Security Agreement**"; capitalized terms used herein by not defined shall have the meaning ascribed to such terms therein), among Borrower, the other Grantors party thereto and Administrative Agent.

B. **Section 5.12** of the Security Agreement provides that additional Persons may from time to time after the date of the Security Agreement become Grantors under the Security Agreement by executing and delivering to the Secured Parties a supplemental agreement to the Security Agreement in the form of this Joinder.

C. To induce the Secured Parties to maintain the term loans pursuant to the Loan Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Additional Grantors have agreed to execute and deliver (i) a Guarantee Assumption Agreement under the Loan Agreement and (ii) this Joinder.

The Additional Grantors hereby agree to become a "Grantor" for all purposes of the Security Agreement (and hereby supplements each of the Schedules to the Security Agreement in the manner specified in **Appendix A** hereto). Without limitation, as collateral security for the payment in full when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations (other than contingent indemnification obligations for which no claim has been made), the Additional Grantors hereby pledge and grant to the Secured Parties as provided in **Section 3** of the Security Agreement a security interest in all of the Additional Grantors' right, title and interest in, to and under the Collateral of the Additional Grantors, in each case whether tangible or intangible, wherever located, and whether now owned by the Additional Grantors or hereafter acquired and whether now existing or hereafter coming into existence. In addition, the Additional Grantors hereby make the representations and warranties set forth in **Section 2** of the Security Agreement, with respect to themselves and their obligations under this Joinder, as if each reference in such Sections to the Loan Documents included reference to this Joinder and the Security Agreement, as hereby supplemented.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the Additional Grantors have caused this Joinder to be duly executed and delivered as of the day and year first above written.

COBRA BIOLOGICS HOLDINGS LIMITED  
as a Grantor

By

Name: James Kelly Ganjei  
Title: Director

COBRA BIOLOGICS LIMITED  
as a Grantor

By

Name: James Kelly Ganjei  
Title: Director

COBRA BIOMANUFACTURING PBT LIMITED,  
as a Grantor

By

Name: James Kelly Ganjei  
Title: Director

CRG SERVICING LLC, as Administrative  
Agent

By \_\_\_\_\_  
Name:  
Title:

# ANNEX A

## Supplemental Schedules to the Security Agreement

### SCHEDULE 1 to Security Agreement

#### CERTAIN GRANTOR INFORMATION

<u>Grantor</u>	<u>Legal Name</u>	<u>Type of Organization</u>	<u>Jurisdiction of Organization</u>	<u>Organization ID Number (if applicable)</u>	<u>Mailing Address</u>	<u>Chief Executive Office<sup>1</sup></u>	<u>Other Places of Business</u>	<u>Former Names (legal names and d/b/as)</u>	<u>Former Chief Executive Offices or Places of Business</u>
Cobra Biologics Holdings Limited	Cobra Biologics Holdings Limited	Private limited company	England and Wales	04442927	Stephenson Building, The Science Park, Keele, Staffordshire, ST5 5SP	Stephenson Building, The Science Park, Keele, Staffordshire, ST5 5SP	IC5, Innovation Way, Keele Science Park, Keele, Staffordshire, ST5 5NT Mab Lab & Room 008, Huxley Building, Keele University, Keele, Staffordshire, ST5 5NT	Cobra Bio-manufacturing Plc Recipharmcobra Holdings Plc Recipharmcobra Holdings Limited	5th Floor, 17 Hanover Square, W1S 1HU

<sup>1</sup> For each location, note whether Collateral in excess of \$250,000 is stored or located therein.

Cobra Biologics Limited	Cobra Biologics Limited	Private limited company	England and Wales	02710654	Stephenson Building, The Science Park, Keele, Staffordshire, ST5 5SP	Stephenson Building, The Science Park, Keele, Staffordshire, ST5 5SP	IC5, Innovation Way, Keele Science Park, Keele, Staffordshire, ST5 5NT	Foray 437 Limited  Therapeutic Expression Systems Limited  Therexsys Limited  Cobra Therapeutics Limited  Recipharmonic Biologics Limited	Ground Floor, 10 Newhall Street, Birmingham, B3 3LX
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## Schedule 1-2



**SCHEDULE 2**  
**to Security Agreement**

**PLEDGED SHARES**

<u>Grantor</u>	<u>Issuer</u>	<u>Number of Units</u>	<u>Pledged Units'</u> <u>Percentage of</u> <u>all</u> <u>Outstanding</u> <u>Units</u>	<u>Certificate No.</u>	<u>Date of Issuance of</u> <u>Units</u>
Cobra Biologics Holding AB	Cobra Biologics Holdings Limited	44,339,170 new ordinary shares of £0.01 each held by Cobra Biologics Holding AB	100%	1	June 30, 2011
		176,320,530 deferred shares of £0.01 each held by Cobra Biologics Holding AB		2	
Cobra Biologics Holdings Limited	Cobra Biologics Limited	13,889,913 ordinary shares of £0.10 each held by Cobra Biologics Holdings Limited	100%	1	June 6, 2002

**SCHEDULE 3**  
**to Security Agreement**

**INSTRUMENTS**

<u>Borrower</u>	<u>Lender</u>	<u>Original Principal Amount</u>	<u>Principal Amount as of May 7, 2020</u>	<u>Maturity Date</u>
Cobra Biologics Limited	Cobra Biologics Holding AB	GBP 11,850,000	GBP 11,850,000	This loan is undocumented and remains outstanding.
Various members of the Cobra Group	National Westminster Bank Plc	Multi-currency offset facility with a gross limit of GBP 1,000,000	Multit-currency offset facility	N/A - this is an essential requirement for the Cobra business.
Various members of the Cobra Group	National Westminster Bank Plc	GBP 500,000 Foreign exchange line	Foreign exchange line	N/A - this is an essential requirement for the Cobra business.
Various members of the Cobra Group	National Westminster Bank Plc	Credit card facility with a limit of GBP 75,000	Credit card facility	N/A - this is an essential requirement for the Cobra business.

**SCHEDULE 4**  
**to Security Agreement**

**DEPOSIT ACCOUNTS, SECURITIES ACCOUNTS AND COMMODITY ACCOUNTS**

<u>Grantor</u>	<u>Type of Account</u>	<u>Account Number</u>	<u>Name and Address of Financial Institution</u>
Cobra Biologics Limited			
Cobra Biologics Limited			
Cobra Biologics Limited			
Cobra Biologics Limited			
Cobra Biologics Limited			
Cobra Biologics Limited			
Cobra Biologics Limited			
Cobra Biologics Holdings Limited			

**SCHEDULE 5**  
**to Security Agreement**

**COMMERCIAL TORT CLAIMS**

None.