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CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

005444/180
395**A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.**Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering* Insert full name
of companyTo the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

☐ ☐ ☐ 2

3639795

Name of company

* Pennine Retail Systems (Holdings) Limited

Date of creation of the charge

29 November 2004

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

Guarantee and Debenture (the "Guarantee and Debenture")

Amount secured by the mortgage or charge

All present and future indebtedness, monies, obligations and liabilities due, owing or incurred of Torex Retail Plc (company number 5034556), each Chargor (as defined in the continuation sheet to this section) and/or any subsidiary of Torex Retail Plc to the Finance Parties (as defined in the Guarantee and Debenture) under the Guarantee and Debenture and/or each of the Finance Documents (as defined in the Guarantee and Debenture) in whatever currency denominated whether actual or contingent, present or future and whether owed jointly or severally or as principal or surety together with the Finance Parties' charges and commission, interest and Expenses (as defined in the Guarantee and Debenture) (the "Secured Liabilities")

See continuation sheet.

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

Lloyds TSB Bank plc (the "Security Trustee"), 25 Gresham Street, London
as trustee and agent for the Lenders (as defined in the Guarantee
and Debenture).

Postcode EC2 7HN

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

emw law
Seckloe House
101 North 13th Street MK9
3NX
DX 54473 MILTON KEYNES 1

For official use
Mortgage section

Time critical reference

Short particulars of all the property mortgaged or charged

The Company, as security for the payment, discharge and performance of all the Secured Liabilities charges to the Security Trustee:

1.1 by way of a first legal mortgage, the freehold and leasehold property set out in schedule 3 of the Guarantee and Debenture;

1.2 by way of first fixed charge all estates or interests in any other freehold or leasehold property both present and future;

1.3 by way of first fixed charge, rental income, fixed or other plant and machinery, insurances, licences on land, rights as tenant, book debts, other debt, bank accounts and deposits, securities, uncalled capital, goodwill, intellectual property, other IP rights, licences etc. credit agreements and contracts (all of which are more particularly set out in the Guarantee and Debenture).

2. The Company as security for the payment, discharge and performance of all the Secured Liabilities, charges in favour of the Security Trustee by way of a first floating charge all its undertaking and all its other property, assets and rights whatsoever, all the stock in trade of the Company and the property, assets and rights not otherwise effectively mortgaged, charged or assigned by way of first legal or equitable (see continuation sheet)

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

nil

Signed

Chunhao

Date

2.12.04

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

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. 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 CF4 3UZ.

*Delete as appropriate

Please do not
write in this
margin

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

3639795

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

Name of company

Pennine Retail Systems (Holdings)

Limited*

*Delete if
inappropriate

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

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

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write in this
margin

"Chargor" means:

Torex Retail Plc (company number 5034556)
Torex Retail Solutions Limited (company number 2168644)
Torex Retail (Holdings) Limited (company number 4204279)
Mercury Petroleum Systems Limited (company number 3739189)
POS Technologies (UK) Limited (company number 3593642)
Figure Retail Systems Limited (company number NI24037)
Retail Accounting Systems Limited (company number 4467908)
Retail Systems Support Limited (company number 4338359)
Arciris Limited (company number 3279479)
Arciris Holdings Limited (company number 4329902)
KPOS Limited (company number 2181791)
Torex Retail (KPOS) Limited (company number 1303280)
the Company (company number 3639795)
Alphameric Retail Limited (company number 1146442)
Channel Connect Limited (company number 3251528)
Compass Software Group Limited (company number 3126087)
Compass Software (UK) Limited (company number 3891814)
Guided Image Limited (company number 328729)

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

Please do not write
in this 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

Short particulars of all the property mortgaged or charged (continued)

Please do not
write in this
margin

Please complete
legibly, preferably
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lettering.

2. contd.

mortgage, first fixed charge or first legal or equitable assignment in
clause 1.

NOTE: By clause 5.6 of the Guarantee and Debenture the Company cannot
create or permit any charge over any of its assets without the prior
written consent of the Security Trustee and cannot sell, lease or
otherwise dispose of any of its assets (except for the disposal in the
ordinary course of trade of assets which are subject only to the floating
charge created by the Guarantee and Debenture).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03639795

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT GUARANTEE & DEBENTURE DATED THE 29th NOVEMBER 2004 AND CREATED BY PENNINE RETAIL SYSTEMS (HOLDINGS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM TOREX RETAIL PLC, EACH CHARGOR AND/OR ANY SUBSIDIARY OF TOREX RETAIL PLC TO THE FINANCE PARTIES 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 3rd DECEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th DECEMBER 2004.

DT
Pan



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES