



**Registration of a Charge**

Company name: **SIMPLICITY MARKETING LIMITED**

Company number: **04339257**



X909ZQ28

Received for Electronic Filing: **06/03/2020**

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**Details of Charge**

Date of creation: **24/02/2020**

Charge code: **0433 9257 0007**

Persons entitled: **SILICON VALLEY BANK AS SECURITY AGENT**

Brief description:

**Contains fixed charge(s).**

**Contains negative pledge.**

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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: **WE 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: **OSBORNE CLARKE LLP**



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

Company number: 4339257

Charge code: 0433 9257 0007

The Registrar of Companies for England and Wales hereby certifies that a charge dated 24th February 2020 and created by SIMPLICITY MARKETING LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 6th March 2020 .

Given at Companies House, Cardiff on 9th March 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

We certify that, save for material redacted pursuant to s. 859G of the Companies Act 2006, this copy instrument is a correct copy of the original instrument.

Dated this 2 March 2020

Signed Osborne Clarke LLP (ecr)

#### FIRST AMENDMENT TO STOCK PLEDGE AGREEMENT

Osborne Clarke LLP

This First Amendment to Stock Pledge Agreement (this "Amendment") is made as of February 24, 2020 by and between **SILICON VALLEY BANK**, a California corporation, with its principal place of business at 3003 Tasman Drive, Santa Clara, California 95054, acting through its branch at Alphabeta, 14-18 Finsbury Square, London EC2A 1BR, with Treaty Passport scheme reference number 13/S/0299723/DTTP and tax resident in the United States of America, in its capacity as lender under the Senior Credit Agreement ("SVB") and its capacity as security agent for the lenders under the Senior Credit Agreement and the Mezzanine Credit Agreement ("Security Agent") and **SIMPLICITY MARKETING LIMITED**, a limited liability company incorporated under the laws of England & Wales with company number 04339257 and its registered office at 5th Floor, 19-22 Rathbone Place, London W1T 1HY ("Pledgor").

#### Recitals

A. Pledgor and SVB have previously entered into that certain Credit Agreement dated as of September 5, 2019 (as has been amended, modified, restated, replaced, or supplemented from time to time, the "Senior Credit Agreement").

B. Pledgor and **WESTRIVER INNOVATION LENDING FUND VIII, L.P.**, a Delaware limited partnership ("WRG"), have previously entered into that certain Mezzanine Credit Agreement dated as of September 5, 2019 (as has been amended, modified, restated, replaced, or supplemented from time to time, the "Mezzanine Credit Agreement").

C. To secure its obligations and liabilities to SVB and WRG, Pledgor has previously granted to Security Agent a security interest in the capital stock of Flashtalking, Inc. pursuant to that certain Stock Pledge Agreement dated as September 5, 2019 (as amended, modified, restated, replaced, and/or supplemented from time to time, the "Pledge Agreement"). Capitalized terms used but not otherwise defined herein shall have the same meaning as in the Pledge Agreement.

D. Pledgor and SVB are, concurrently herewith, amending and restating the Senior Credit Agreement pursuant to that certain Credit Agreement Amendment and Restatement Agreement dated as of even date herewith.

E. Pledgor and WRG are, concurrently herewith, amending and restating the Mezzanine Credit Agreement pursuant to that certain Mezzanine Credit Agreement Amendment and Restatement Agreement dated as of even date herewith.

F. Pledgor and Security Agent have agreed to enter into this Amendment.

NOW, THEREFORE, PLEDGOR AND BANK AGREE AS FOLLOWS:

#### A. MODIFICATION TO THE PLEDGE AGREEMENT.

1. The Pledge Agreement shall be amended by deleting the following text, appearing in the recitals thereof:

" A. Bank has made loans and credit accommodations to Pledgor, **FLASHTALKING, INC.**, a Delaware corporation and **SPONGECELL, INC.**, a Delaware corporation (each such party, including Pledgor, are jointly and severally, individually and collectively referred to herein as "**Obligor**") pursuant to a Credit Agreement dated as of the date hereof (as may be amended, modified, restated, replaced or supplemented from time to time, the "**Senior Credit Agreement**").

B. **WESTRIVER INNOVATION LENDING FUND VIII, L.P.**, a Delaware limited partnership (“WRG”) has made loans and credit accommodations to Obligor pursuant to a Mezzanine Credit Agreement dated as of the date hereof (as may be amended, modified, restated, replaced or supplemented from time to time, the “**Mezzanine Credit Agreement**”).”

and inserting in lieu thereof the following:

“ A. Bank has made loans and credit accommodations to Pledgor, **FLASHTALKING, INC.**, a Delaware corporation and **SPONGECCELL, INC.**, a Delaware corporation (each such party, including Pledgor, are jointly and severally, individually and collectively referred to herein as “**Obligor**”) pursuant to a Credit Agreement dated as of September 5, 2019, as amended and restated by a certain Credit Agreement Amendment and Restatement Agreement dated as of February 24, 2020 (as has been and as may be further amended, modified, restated, replaced or supplemented from time to time, the “**Senior Credit Agreement**”).

B. **WESTRIVER INNOVATION LENDING FUND VIII, L.P.**, a Delaware limited partnership (“WRG”) has made loans and credit accommodations to Obligor pursuant to a Mezzanine Credit Agreement dated as of September 5, 2019, as amended and restated by a certain Mezzanine Credit Agreement Amendment and Restatement Agreement dated as of February 24, 2020 (as has been and as may be further amended, modified, restated, replaced or supplemented from time to time, the “**Mezzanine Credit Agreement**”).”

B. RATIFICATION OF PLEDGE AGREEMENT. Except as expressly provided herein, the Pledge Agreement shall remain in full force and effect following the date hereof, and the Pledge Agreement shall be read and construed as if the terms of this Amendment were included therein by way of addition, deletion or substitution, as the case may be. Pledgor acknowledges, confirms and agrees that the security interest granted pursuant to the Pledge Agreement secures all Obligations.

C. COUNTERSIGNATURE. This Amendment shall become effective only when it shall have been executed by Pledgor and Security Agent.

*[The remainder of this page is intentionally left blank]*

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first above written.

PLEDGOR: [REDACTED]

SIMPLICITY MARKETING LIMITED

By: [REDACTED]

Name: John Nardone

Title: Director

SECURITY AGENT:

SILICON VALLEY BANK, as lender and as security agent

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Acknowledged and Agreed:

FLASHTALKING INC. [REDACTED]

By: [REDACTED]

Name: John Nardone

Title: CEO

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first above written.

**PLEDGOR:**

SIMPLICITY MARKETING LIMITED

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**SECURITY AGENT:**

SILICON VALLEY BANK, as lender and as security agent

By: \_\_\_\_\_

Name: Andy de Vaux

Title: Director

Acknowledged and Agreed:

FLASHTALKING, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_