

# M

COMPANIES FORM No. 395

219469/130

## Particulars of a mortgage or charge

# 395

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

CHFP025

Please do not  
write in  
this margin

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

\*insert full name  
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

1112

04470982

Name of company

\* Elision Limited (the "Company")

Date of creation of the charge

21 July 2008

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

Charge over Shares (the "Charge")

Amount secured by the mortgage or charge

All or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by a Group Company, whether actually or contingently, solely or jointly and whether as principal or surety (or guarantor or cautioner), including any money and liabilities of a Group Company to a third party which have been assigned or novated to or otherwise vested in BoS and including interest, discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur in respect of any of those matters or for keeping a Group Company's account, and so that interest shall be computed and compounded according to the usual BoS rates and practice (or otherwise agreed in writing) after as well as before any demand made or judgment or decree obtained under or in relation to the Charge (the "Secured Liabilities")

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

Bank of Scotland plc having its registered office at The Mound, Edinburgh  
("BoS")

Postcode EH1 1YZ

Presentor's name address and  
reference (if any)

Eversheds LLP

One Wood Street, London  
EC2V 7WS

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

MONDAY



A01

28/07/2008

269

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Please see appendix 1

Please do not  
write in  
this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

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

Signed Evershed, LLP

Date 24/7/08

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

† 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 must be made payable to **Companies House**
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

**ELISION LIMITED (Co. No. 04470982)**

**Appendix 1**

**Short particulars of all property mortgaged or charged**

- 1 1 The Company, with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities, charges in favour of **BoS** by way of first fixed charge -
  - 1 1 1 its entire right, title and interest in and to the Shares,
  - 1 1 2 all rights, money or property of a capital nature at any time accruing on, or payable or receivable in respect of, any of the Shares whether by way of bonus, consolidation, conversion, exchange, option, preference, return of capital or otherwise, and
  - 1 1 3 all rights, money or property of an income nature, whether by way of dividend, distribution, interest or otherwise

**Note**

- 2 The Company covenants that it will without the prior written consent of **BoS** -
  - 1 1 1 create or attempt to create or permit to subsist any third party interest, any right in security, mortgage, charge, lien, encumbrance right of set-off (except in favour of **BoS**) or any trust agreement, declaration of trust, or trust arising by operation of law in respect of all or any of the Charged Assets, or
  - 1 1 2 sell, transfer, assign or otherwise dispose of all or any of the Charged Assets, or
  - 1 1 3 in any way dispose of the equity of redemption of any of the Charged Assets or any interest in any such Charged Assets

## **Definitions of terms utilised in this Appendix**

**"Charged Assets"** means the assets and rights charged in terms of the Charge

**"Group"** means the Parent and each of its Subsidiaries and any other company or entity in which the Parent or any of its Subsidiaries, or any company or other entity in which the Parent or any of its Subsidiaries holds any shares, holds any shares and **"Group Company"** shall be construed accordingly,

**"Original Shares"** means the shares held by the Company in Sydoc (UK) Limited (Co No 03155056)

**"Parent"** means Arkaga Holdings Limited, a company incorporated in Jersey with company registration number 94090 and whose registered office is at 43/45 La Motte Street, St Helier, Jersey JE4 8SD

**"Shares"** means the Original Shares together with all other shares in the capital of a Scheduled Company held from time to time by the Company

**"Scheduled Company"** means each company listed in the first column of the table set out in Schedule 2 of the Charge, together the **"Companies"**

**"Subsidiary"** shall bear the meaning ascribed to that term in Articles 2 and 2A of the Companies (Jersey) Law 1991, as amended and also means, in respect of any company, person or entity, any company, person or entity directly or indirectly controlled by such company, person or entity (including any Subsidiary acquired after the date of this Debenture) and **"Subsidiaries"** shall mean all or any of them, as appropriate



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

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

**COMPANY NO. 4470982  
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED 21  
JULY 2008 AND CREATED BY ELISION LIMITED FOR SECURING  
ALL MONIES DUE OR TO BECOME DUE FROM A GROUP  
COMPANY TO BANK OF SCOTLAND PLC 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 28 JULY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30 JULY 2008



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES