

395**Particulars of a mortgage or charge**

A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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

724947/13

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

For official use

Company number



5091695

Name of company

insert full name
of Company

* Interquad Group Limited

Date of creation of the charge

21 July 2006

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

Charge over Shares

Amount secured by the mortgage or charge

All or any monies 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 the Bank by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Bank shall have been an original party to the relevant transaction and including interest, discount, commission and other lawful charges or expenses which the Bank may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account (the "Secured Liabilities").

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

The Governor and Company of The Bank of Scotland whose head office is at The Mound,
Edinburgh (the "Bank")

Postcode

EH1 1YZ

Presenter's name address and
reference (if any) :

Howes Percival (Ref: LXG)
No. 1 Bede Island Road
Bede Island Business Park
Leicester
LE2 7EA

Time critical reference

For official Use (02/06)
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

See attached Rider A.

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)

Signed James Perival

Date 26-07-06

On behalf of 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 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 £10 (£13 for forms delivered on or after 1 February 2005) 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,

RIDER A

Charges

1. In this Rider A, the following definitions have the following meanings:
 - 1.1 "Original Shares" means the 201,434,343 ordinary shares of £0.01 each in the capital of QA plc (company number: 01679488);
 - 1.2 "Securities" means all securities of any kind which may, whether directly or indirectly, be derived from the Shares, whether by way of bonus, rights, exchange, option, preference, capital reorganisation or otherwise;
 - 1.3 "Shares" means the Original Shares together with all other shares in the capital of QA plc (company number: 01679488) held from time to time by the Company.
2. The Company, with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities, hereby charges in favour of the Bank by way of first fixed charge:-
 - 2.1 its entire right, title and interest in and to the Shares;
 - 2.2 its entire right, title and interest in and to any Securities; and
 - 2.3 where the context so admits, all dividends, monies and assets whatsoever at any time accruing on, or payable or receivable in respect of, any of the Shares or the Securities and all voting and other rights, benefits and powers of any kind at any time attaching or accruing to, or exercisable in respect of, any of the Shares or the Securities,(together the "**Charged Assets**").
3. If at any time the Company holds any Shares other than the Original Shares it will, promptly upon acquiring any interest in such shares, notify the Bank of such acquisition. All of such additional shares shall stand charged in favour of the Bank by way of first fixed charge and the Company will enter into such additional charge or other documents (if any) as the Bank may require in respect thereof.
4. The Company shall if and when required by the Bank, grant in its favour (or as the Bank may direct) such fixed or specific security or charge or assignment over all or any of the Charged Assets as the Bank may require.
5. The Company agrees that the Charge over Shares is and shall be in addition and without prejudice to any other security and rights which the Bank holds or may hold in respect of all or any of the Secured Liabilities.
6. The Charge over Shares will be a continuing security for the Secured Liabilities notwithstanding any intermediate payment or settlement of all or any part of the Secured Liabilities or any other matter or thing whatsoever.

Restrictions on Disposals

7. The Company will not without the prior written consent of the Bank:-
 - 7.1 create or attempt to create or permit to subsist any right in security, mortgage, charge, lien or encumbrance (other than a lien arising in the ordinary course of business by operation of law or any charge in favour of the Bank) in respect of all or any of the Charged Assets; or

- 7.2 sell, transfer, assign or otherwise dispose of all or any of the Charged Assets; or
- 7.3 in any way dispose of the equity of redemption of any of the Charged Assets or any interest in any such Charged Asset; or
- 7.4 permit any person to be registered as the holder of all or any of the Shares (other than the Bank or a nominee company acting for the Bank as notified by the Bank to the Company from time to time); or
- 7.5 exercise (or purport to exercise) any voting rights in respect of the Shares in any manner which may have an adverse effect on the value of any of the Charged Assets or the ability of the Bank to enforce the Charge over Shares including, without limitation, the amendment of the articles of association of the Company; or
- 7.6 take or allow the taking of any action which may result in any shares in the capital of the Company being issued after the date of the Charge over Shares (other than to the Company); or
- 7.7 cause or permit to be done anything which may in any way depreciate, jeopardise or otherwise prejudice the value or marketability of any of the Charged Assets.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05091695

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED THE 21st JULY 2006 AND CREATED BY INTERQUAD GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND 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 27th JULY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd AUGUST 2006.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES