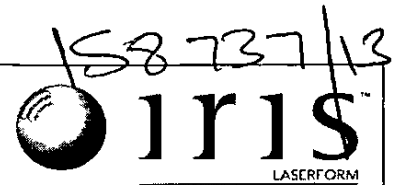


MG01

Particulars of a mortgage or charge



A fee is payable with this form

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☐ **What this form is NOT for**
You cannot use this form to
particulars of a charge for a
company. To do this, please
form MG01s

TUESDAY



A34 12/04/2011 194
COMPANIES HOUSE

1 Company details

Company number 0 5 1 3 1 6 2 1

Company name in full Nanotecture Group Plc (the "Chargor")

H | | |

→ **Filling in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation 0 1 0 4 2 0 1 1

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description A debenture entered into by the Chargor in favour of East Hill Venture
Fund, L P - Series 2008A (the "Beneficiary") dated 1 April 2011 (the
"Debenture")

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured All monies, obligations and liabilities on the part
of the Chargor to the Beneficiary to be paid,
performed or discharged, whether at the date of the
Debenture or at any time in the future and on any
account whatsoever and howsoever arising and
whether actual or contingent, whether alone or
jointly and in whatever name, form or style and
whether as principal or surety, together with all
accrued interest and Expenses (the "Chargor's
Obligations")

Continued on continuation page 1

Continuation page
Please use a continuation page if
you need to enter more details

MG01**Particulars of a mortgage or charge****5****Mortgagee(s) or person(s) entitled to the charge (if any)**

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page

Please use a continuation page if you need to enter more details

Name	East Hill Venture Fund, L P - Series 2008A
Address	10 Memorial Blvd , Suite 902, Providence RI 02903, United States of America
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Name	<input type="text"/>
Address	<input type="text"/>
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

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

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

Under the Debenture, the Chargor covenanted to discharge on demand the Chargor's Obligations and as a continuing security for such discharge with full title guarantee charged to the Beneficiary on the date of the Debenture

(a) by way of legal mortgage all freehold and leasehold property vested in or charged to the Chargor at the date of the Debenture,

(b) by way of fixed charge all estates or interests in any freehold and leasehold property at the date of the Debenture and in the future vested in or charged to the Chargor except the property referred to in paragraph (a) above,

(c) by way of fixed charge all plant machinery and fixtures and fittings of the Chargor at the date of the Debenture and in the future,

(d) by way of fixed charge all furniture furnishings equipment tools and other chattels of the Chargor at the date of the Debenture and in the future not regularly disposed of in the ordinary course of business,

(e) by way of fixed charge all the goodwill and uncalled capital of the Chargor at the date of the Debenture and in the future,

(f) by way of fixed charge all stocks shares bonds certificates of deposit and other securities of the Chargor at the date of the Debenture and in the future, all rights attaching to them and all cash or other benefits or rights deriving from them,

Continued on continuation page 2

MG01

Particulars of a mortgage or charge

7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

NA

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9 Signature

Please sign the form here

Signature

Signature

X Farrer & Co LLP

X

This form must be signed by a person with an interest in the registration of the charge

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name **Katie White**

Company name **Farrer & Co LLP**

Address **66 Lincoln's Inn Fields**

Post town

County/Region

Postcode

W C 2 A 3 L H

Country

DX **32 Chancery Lane**

Telephone **+44 (0) 20 3375 7000**



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following.

- ☒ The company name and number match the information held on the public Register
- ☒ You have included the original deed with this form
- ☒ You have entered the date the charge was created
- ☒ You have supplied the description of the instrument
- ☒ You have given details of the amount secured by the mortgagee or chargee
- ☒ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ You have entered the short particulars of all the property mortgaged or charged
- ☒ You have signed the form
- ☒ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

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

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

MG01 - continuation page

Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>"Expenses" means all expenses (on a full indemnity basis) together with any VAT incurred by the Beneficiary or any receiver at any time in connection with the Property or the Chargor's Obligations or in taking or perfecting the Debenture or any other Finance Document or in preserving defending or enforcing (or considering or attempting the preservation, defence or enforcement of) the security created by the Debenture or any other Finance Document or in exercising any right or power under the Debenture or any other Finance Document or otherwise with Interest from the date they are incurred</p> <p>"Finance Document" means any document from time to time which evidences or contains the terms of any of the Chargor's Obligations</p> <p>"Interest" means interest at the rate(s) charged (if any) under the Loan Agreement</p> <p>"Loan Agreement" means a loan agreement made between the Chargor and the Beneficiary on or about the date of the Debenture</p> <p>"Property" means the whole or any part of the undertaking property and assets of the Chargor</p>	

MG01 - continuation page

Particulars of a mortgage or charge

6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>(g) by way of fixed charge all confidential information, knowhow trademarks design rights patents or other intellectual property rights (in each case whether registered or unregistered together with any applications in respect thereof) choses in action and claims of the Chargor at the date of the Debenture and in the future,</p> <p>(h) by way of fixed charge the benefit of all currency and interest rate swaps caps or collars or other hedging agreements and all futures transactions or treasury instruments made with the Beneficiary or any other third party,</p> <p>(i) by way of fixed charge all book debts loan capital indebtedness and other debts owing to the Chargor at the date of the Debenture and in the future, and</p> <p>(j) by way of floating charge all the undertaking and all property assets and rights of the Chargor at the date of the Debenture and in the future not otherwise effectively mortgaged or charged under the Debenture</p> <p>Under the Debenture, the Chargor may not without the prior written consent of the Beneficiary create or permit to arise any mortgage charge lien pledge or other security interest or any right of set-off, reservation of title, flawed asset, trust or other arrangement having a similar effect to the grant of security on the Property</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 5131621
CHARGE NO. 4**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 1 APRIL 2011
AND CREATED BY NANOTECHTURE GROUP PLC FOR SECURING
ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY
TO EAST HILL VENTURE FUND,L.P.-SERIES 2008A ON ANY
ACCOUNT WHATSOEVER UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART 25 OF THE COMPANIES ACT 2006 ON THE 12 APRIL 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18 APRIL 2011

OK



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES