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COMPANIES FORM No. 400

Particulars of a mortgage or charge subject to which property has been acquired

400

CHFP025

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

Please do not write in this margin

Pursuant to section 400 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 4)

For official use² Company number

1 2

05369235

Name of company

* Avecia Fine Chemicals Limited (the "Company")

Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note 1)

Standard Security dated 29th June 1999 which was presented for registration in Scotland on 6th July 1999.

Amount secured by the mortgage or charge Please see attached Rider A

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

Chase Manhattan International Limited (now called "J.P. Morgan Europe Limited") having its registered office at 125 London Wall, London EC2Y 5AJ (as Security Trustee).

Short particulars of the property mortgaged or charged

ALL and WHOLE the subjects known generally as the Specialty Chemicals Plant, Earls Road and Wood Street, Grangemouth and more particularly deccribed in Rider B annexed to this Form.

Continue overleaf as necessary

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

Dickson Minto W.S.
Royal London House
22-25 Finsbury Square
London
EC2A 1DX

Tel: 020 7628 4455

Time critical reference

AFCL4.lpd

For official Use (02/00)

Mortgage Section

Post room



LD4
COMPANIES HOUSE

LYH24531

0471
16/05/05

Please do not
write in
this margin

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

Date of the acquisition of the property 28 April 2005

Signed 

Designation † Solicitor, on behalf of the Company Date 16 May 2005

A fee is payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 3)

Notes

- 1 A description of the instrument, eg, "Trust Deed", "Debenture", etc, as the case may be, should be given.
- 2 A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the charge. 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. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.

- 3 A fee of £13 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**.

- 4 The address of the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF14 3UZ

† Insert
Director,
Secretary,
Administrator,
or
Administrative
Receiver as
appropriate

AVECIA FINE CHEMICALS LIMITED
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Form 400
Rider A

Amount Secured By The Mortgage or Charge

The "Secured Obligations" as defined in the Composite Guarantee and Debenture dated 30th June 1999 and made among ZSC Specialty Chemicals Group Limited (the "Parent"), ZSC Specialty Chemicals Corporation Limited, the Original UK Charging Subsidiaries therein mentioned (including without limitation the Chargor, which is therein named ZSC Specialty Chemicals UK Limited (now called "Avecia Limited")) and the Security Trustee (including without prejudice to that generality all monies, obligations and liabilities now or hereafter due, owing or incurred by the Chargor to the Secured Parties (as defined in the said composite guarantee and debenture) or any of them under or pursuant to (A) the Facilities Agreement dated 12th May 1999 between inter alia the Parent, the Chargor and the Security Trustee pursuant to which the banks therein defined agreed to make available to the Parent and the other Borrowers therein defined term loans and revolving credit facilities of £585,000,000 for the purposes specified therein (as amended, varied, novated, supplemented or replaced from time to time including without limitation by the increase or extension of maturity of the facilities or any of them or by any change in the identities of any of the Secured Parties); and/or (B) any other Finance Documents as defined in the said Facilities Agreement).

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FORM 400
RIDER B

Short Particulars of the Property Mortgaged or Charged

ALL and WHOLE those three plots or areas of ground at Grangemouth all lying in the former Parish of Grangemouth and County of Stirling and for the purpose of registration of writs in the County of Stirling comprising ALL and WHOLE (IN THE FIRST PLACE) that plot or area of ground situated generally to the north of Earls Road, Grangemouth shown outlined in red and marked "Site A" on the plan annexed and executed as relative to the Standard Security to which this Form 400 relates (herein called "the Plan") (herein called "Site A"); (IN THE SECOND PLACE) that plot or area of ground situated immediately to the south of Earls Road, aforesaid shown outlined in blue and marked "Site B" on the Plan (under exception of the area shown tinted blue on the Plan) (herein called "Site B"); (IN THE THIRD PLACE) ALL and WHOLE that plot or area of ground entering from Wood Street, Grangemouth shown outlined in green and marked "Site C" on the Plan (herein called "Site C"); Together with (One) all such right, title and interest we may have, whether expressly or by passage of time, in and to the bridge and tunnel crossing Earls Road, Grangemouth and shown for identification purposes tinted brown on the Plan; (Two) the whole buildings and other erections upon Site A, Site B and Site C; (Three) the whole plant and equipment situated upon and within Site A, Site B and Site C; (Four) the whole rights, common, mutual and exclusive effeiring thereto more particularly specified in (1) the Minute of Agreement incorporating Deed of Conditions between ZSC Specialty Chemicals UK Limited and Zeneca Limited dated of even date with the execution of the Standard Security; (2) Minute of Agreement incorporating Deed of Conditions between the said ZSC Specialty Chemicals UK Limited and Zeneca Limited dated of even date with the execution of the Standard Security; (Five) the whole parts, privileges and pertinents effeiring thereto; and (Six) the Chargor's whole right, title and interest, present and future, in and to Site A, Site B and Site C BUT UNDER EXCEPTION of ALL and WHOLE that plot or area of ground together with the Monastrals Plant, Phosgene Plant and the CEG Workshop and other buildings and others erected thereon lying generally to the north of Earls Road, Grangemouth and for the purpose of registration of writs in the County of Stirling all as the said plot or area of ground is shown outlined in green on the Plan; Which subjects secured by the Standard Security to which this Form 395 relates comprise and form part and portion of the following:- Site A and Site B form part and portion of (ONE) (In the First Place) ALL and WHOLE those seven plots of ground at Grangemouth extending respectively to Four acres and two hundred and thirty three one thousandth parts of an acre or thereby, Eleven acres and twenty five one thousandth parts of an acre or thereby, Nineteen acres and one hundred and ninety two one thousandth parts of an acre or thereby, Eight acres and five hundred and sixty seven one thousandth parts of an acre or thereby, Twenty acres and eight

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hundred and seventy nine one thousandth parts of an acre or thereby, One acre and five hundred and thirty four one thousandth parts of an acre or thereby and Four acres and seven hundred and seventy three one thousandth parts of an acre or thereby, being the plots of ground described and disposed (FIRST), (SECOND), (THIRD), (FOURTH), (FIFTH), (SIXTH) and (SEVENTH) respectively In and shown delineated and enclosed respectively with a pink border line and marked "Plot A", with a yellow border line and marked "Plot B", with a blue border line and marked "Plot C", with a red border line and marked "Plot D", with a brown border line and marked "Plot F", with a blue border line and marked "Plot G" and with a green border line and marked "Plot K" on the plan annexed and executed as relative to Feu Contract between Kerse Estates Limited and Imperial Chemical Industries Limited dated Seventeenth August and Sixteenth and Twenty fourth September and recorded in the Division of the General Register of Sasines applicable to the County of Stirling on Sixteenth November all in the year Nineteen hundred and forty eight; BUT UNDER EXCEPTION of (One) ALL and WHOLE that plot of ground at Grangemouth extending to One acre and five hundred and twenty nine decimal or one thousandth parts of an acre or thereby Imperial Measure being the subjects described and disposed in and delineated and coloured pink on the plan annexed and executed as relative to Disposition by Imperial Chemical Industries Limited in favour of Kerse Estates Limited dated Seventh and recorded in the said Division of the General Register of Sasines on Twenty eighth both days of June Nineteen hundred and fifty seven; (Two) ALL and WHOLE that area of ground situated to the north of Earls Road, Grangemouth extending to Three thousand one hundred and ninety square yards or thereby being the subjects described and disposed In the Second Place in and delineated in red on the plan annexed and executed as relative to Contract of Excambion between Muirhead and Sons Limited and Imperial Chemical Industries Limited dated Twenty third July and Seventeenth August both in the year Nineteen hundred and seventy nine and recorded in the said Division of the General Register of Sasines on Sixteenth January Nineteen hundred and eighty; (Three) ALL and WHOLE that plot or area of ground lying to the East of Glensburgh Road, Grangemouth and extending to Eight hundred and forty square yards or thereby Imperial Measure being the plot or area of ground described and disposed Third (One) in and delineated and coloured pink and marked "Plot 218" on the plan annexed and executed as relative to Conveyance by imperial Chemical Industries Limited in favour of the Secretary of State for Scotland dated Seventh and recorded in the said Division of the General Register of Sasines on Twenty seventh both days of June Nineteen hundred and seventy two; and (Four) ALL and WHOLE that area of ground extending to Eight hundred and twenty square metres or thereby In the Burgh of Grangemouth and County of Stirling being the area of ground disposed in and coloured red on the plan annexed and executed as relative to Disposition by Imperial Chemical Industries Limited in favour of the County Council of the County of Stirling dated Sixteenth August and recorded in the said Division of the General Register of Sasines on Sixth September both in the year Nineteen Hundred and

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seventy four; and (In the Second Place) ALL and WHOLE that area or piece of ground containing One acre and forty six decimal or one hundredth parts of an acre or thereby lying on the east side of Glensburgh Road in the Burgh of Grangemouth and County of Stirling being the subjects described and disposed in and shown outlined in red on the plan annexed as relative to Disposition by Kerse Estates Limited in favour of Imperial Chemical Industries Limited dated Sixth and recorded in the said Division of the General Register of Sasines on Fifteenth both days of July Nineteen hundred and Sixty six; (TWO) ALL and WHOLE those three areas of ground extending to approximately Seventy seven acres and thirty four decimal or one thousandth parts of an acre or thereby Imperial Measure being the subjects described and disposed in and shown coloured pink on the plan annexed and executed as relative to Disposition by Scottish Dyes Limited (in liquidation) and the Liquidator thereof in favour of I.C.I. (Dyestuffs) Limited dated Seventh October and recorded in the said Division of the General Register of Sasines on Twenty fourth November, both months in the year Nineteen hundred and forty two, all lying in the said former Parish of Grangemouth and County of Stirling and for the purpose of registration of writs in the County of Stirling and described in the title deeds as follows videlicet:- (In the First Place) ALL and WHOLE that area or piece of ground at Grangemouth lying in the former Parish of Grangemouth and County of Stirling extending to Twenty acres and five hundred and twenty eight decimal or one thousandth parts of an acre or thereby Imperial Measure all as more particularly described and disposed in and delineated and enclosed within a pink border line on the plan or sketch thereof annexed and signed as relative to Feu Contract between Robert William Dundas, one of the Commissioners for the Most Honourable Lawrence Dundas, Marquis of Zetland and Scottish Dyes Limited dated Nineteenth and Twenty seventh July and recorded in the said Division of the General Register of Sasines on Eighteenth September all in the year Nineteen hundred and twenty, (In the Second Place) ALL and WHOLE that area or piece of ground at Grangemouth lying within the said Parish and County extending to Fourteen acres and two hundred and twenty one one thousandth parts of an acre or thereby Imperial Measure all as more particularly described and disposed in and delineated and coloured pink on the plan annexed and signed as relative to Feu Contract between Kerse Estates Limited and Scottish Dyes Limited dated Twenty fifth June and First and Fifth July and recorded in the said Division of the General Register of Sasines on Fifteenth July all in the year Nineteen hundred and twenty seven and (In the Third Place) ALL and WHOLE those two areas or pieces of ground at Grangemouth both lying in the said Parish and County extending respectively to Twenty acres and six hundred and sixty seven one thousandth parts of an acre or thereby and Twenty one acres and six hundred and forty seven one thousandth parts of an acre or thereby Imperial Measure all as more particularly described and disposed in and delineated and shown within boundaries coloured pink and marked "B" and "C" respectively on the plan annexed and signed as relative to Feu Contract between Kerse Estates Limited and Scottish Dyes Limited dated Tenth, Twelfth, Twenty sixth and Twenty ninth December

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Nineteen hundred and thirty and recorded in the said Division of the General Register of Sasines on Fifth February Nineteen hundred and thirty one; BUT UNDER EXCEPTION OF (First) ALL and WHOLE those two pieces of ground extending together to Twenty nine decimal or one thousandth parts of an acre or thereby described and disposed in and delineated and coloured red on the plan annexed and subscribed as relative to Disposition by Scottish Dyes Limited in favour of the County Council of the County of Stirling dated Twenty seventh February and recorded in the said Division of the General Register of Sasines on Twenty ninth March both in the year Nineteen hundred and thirty three, (Second) ALL and WHOLE that plot or area of ground lying to the north of Earls Road, Grangemouth extending to Three hundred and fifty five square yards or thereby Imperial Measure described and disposed in and delineated and coloured pink on the plan annexed and subscribed as relative to Conveyance by Imperial Chemical Industries Limited in favour of the Secretary of State for Scotland dated Seventh and recorded in the said Division of the General Register of Sasines on Twenty seventh both days of June Nineteen hundred and seventy two, (Third) ALL and WHOLE (Primo) those four plots or areas of ground extending to Four thousand and forty square yards, Six thousand seven hundred and ten square yards, Four thousand nine hundred and ninety square yards and Forty square yards or thereby Imperial Measure respectively described and disposed (First) In and delineated and coloured pink end marked Plots Nos. 189, 190, 191 and 192 respectively on the plan annexed and subscribed as relative to Conveyance by Imperial Chemical Industries Limited in favour of the Secretary of State for Scotland dated Seventh and recorded in the said Division of the General Register of Sasines on Twenty seventh both days of June Nineteen hundred and seventy two and (SeGundo) those two plots or areas of ground extending to Two thousand one hundred and eighty square yards and Eleven thousand five hundred and seventy five square yards or thereby respectively Imperial Measure described and disposed (Second) in and delineated and coloured pink and marked Plots Nos. 198 and 198 on the plan annexed and signed as relative to the said Conveyance dated and recorded as aforesaid; and (Fourth) ALL and WHOLE that plot of ground containing Forty eight square metres and ninety six one hundredth parts of a square metre or thereby near the junction of Beancross Road and Earls Road, Grangemouth described and disposed in and delineated and coloured pink on the plan annexed and executed as relative to Disposition by Imperial Chemical Industries Limited in favour of British Gas Corporation dated Twenty second October and recorded in the said Division of the General Register of Sasines on Twenty fifth November both in the year Nineteen hundred and seventy four; and (THREE) (In the first place) ALL and WHOLE that area of ground extending to Five acres and eight hundred and thirty three decimal or one thousandth parts of an acre or thereby situated at Beancross Road, Grangemouth in the former Parish of Falkirk and County of Stirling and for the purpose of registration of writs in the County of Stirling, being the area of ground described and disposed in and shown coloured blue on the Plan No. R340180/3 annexed and executed as relative to Disposition by British Railways

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Board in favour of Hadar (Investments) Limited dated Sixteenth August and recorded in the said Division of the General Register of Sasines on Fourth December both in the year Nineteen hundred and eighty four; (In the Second Place) ALL and WHOLE that triangular area or piece of ground at Grangemouth in the former Parish of Grangemouth and County of Stirling and for the purpose of registration of writs in the County of Stirling, containing One thousand eight hundred and seventy one square yards and two thirds of a square yard or thereby Imperial Measure being the area or piece of ground described and disposed in Feu Contract between Robert William Dundas one of the Commissioners for the Most Honourable Lawrence Dundas, Marquis of Zetland, and Henry Adolph Salvesen and Others as Partners of and Trustees for the firm of J T Salvesen and Company dated Twenty ninth and Thirtieth April and First May and recorded in the said Division of the General Register of Sasines on Twenty ninth May all in the year Nineteen hundred and twenty four; (In the Third Place) ALL and WHOLE that area or piece of ground extending to One acre and two decimal or one tenth parts of an acre or thereby forming part of disused railway sidings on Kerse Estates, Grangemouth and for the purpose of registration of writs in the County of Stirling, being the area or piece of ground described and disposed in and shown delineated in red on the plan annexed and subscribed as relative to Disposition by James Craufuird Roger Inglis and Mother as Trustees thereinmentioned in favour of Imperial Chemical Industries United dated Twenty fourth and Twenty seventh and recorded in the said Division of the General Register of Sasines on Twenty eighth all days of February Nineteen hundred and seventy eight; (In the Fourth Place) ALL and WHOLE that area or piece of ground extending to Five acres and one hundred and eighty two decimal or one thousandth parts of an acre or thereby lying to the south of Earls Road, Grangemouth and for the purpose of registration of writs In the County of Stirling, comprising (First) ALL and WHOLE that area or piece of ground containing Five acres and seventeen square yards or thereby described and disposed in and shown outlined in red on the plan or sketch annexed and subscribed as relative to Feu Contract between Ralph Dundas, as Commissioner thereinmentioned, and the Trustees for the firm of J T Salvesen and Company dated Twenty sixth May and subsequent dates and recorded in the said Division of the General Register of Sasines on twenty second June all in the year Nineteen hundred and six; BUT UNDER EXCEPTION of ALL and WHOLE that plot or area of ground containing Four hundred and fifty four decimal or one thousandth parts of an acre or thereby described and disposed in and shown within the boundaries coloured red on the plan annexed and executed as relative to Disposition by J T Salvesen and Company United in favour of Esso Petroleum Limited dated Fifth and recorded in the said Division of the General Register of Sasines on Twenty fifth both days of August Nineteen hundred and fifty nine and (Second) ALL and WHOLE that plot or area of ground extending to Seven hundred and ninety two decimal or one thousandth parts of an acre or thereby described and disposed in and delineated within the boundaries coloured red on the plan annexed and subscribed as relative to

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Disposition by James Craufuird Roger Inglis and Another as Trustees thereinmentioned in favour of the said J T Salvesen and Company Limited dated Tenth and Fourteenth April Nineteen hundred and seventy five and recorded in the said Division of the General Register of Sasines on Twenty sixth February Nineteen hundred and seventy six; BUT UNDER EXCEPTION of ALL and WHOLE that area of ground extending to Sixteen decimal or one hundredth parts of an acre or thereby described and disposed in Disposition by the said J T Salvesen and Company Limited in favour of Brownlee Limited dated Twelfth August and recorded in the said Division of the General Register of Sasines on Sixteenth September both in the year Nineteen hundred and eighty, being the subjects described and disposed In and shown delineated in blue on the plan annexed and executed as relative to Disposition by the said J T Salvesen and Company Limited in favour of Imperial Chemical Industries Limited dated Eleventh December Nineteen hundred and seventy eight and recorded in the said Division of the General Register of Sasines on Sixth March Nineteen hundred and seventy nine; and Site C forms ALL and WHOLE that area of ground entering from Wood Street, Grangemouth for the purpose of registration of writs in the County of Stirling, formerly part of Fouldubs Yard extending to Twenty two acres and nine hundred and twelve one thousandth parts of an acre or thereby and bounded on the southeast by Wood Street along which it extends Three hundred and thirty five feet or thereby all as the said area of ground is more particularly described and disposed In and delineated and partly coloured blue and partly coloured blue and hatched blue on the plan ("the Site C Plan") annexed and executed as relative to Disposition by The British Railways Board in favour of International Caledonian Assets Limited dated Eighth and recorded in the said Division of the General Register of Sasines on Fourteenth both days of June Nineteen hundred and seventy three, BUT UNDER EXCEPTION OF ALL and WHOLE that area of ground at Grangemouth in the County of Stirling formerly part of Fouldubs Yard extending to Three aces and nine decimal or one tenth parts of an acre or thereby and bounded on or towards the northeast partly by Dundas Street, Grangemouth, and partly by the solum of the footbridge over the railway along which it extends Seventy three metres and two hundred and fifty decimal or one thousandth parts of a metre or thereby as the said last mentioned area of ground Is more particularly described and disposed in and delineated and edged red on the plan annexed and executed as relative to Disposition by the said International Caledonian Assets Limited in favour of A.D.P. Properties Limited dated Thirtieth November and recorded in the said Division of the General Register of Sasines on Eleventh December both in the year Nineteen hundred and seventy three; AND ALSO EXCEPTING and reserving to the Secretary of State for Scotland a servitude right to form and maintain road slopes on the strip of land on the southwest boundary of the said first mentioned area of ground as said strip of land is shown delineated and partly coloured blue and partly coloured blue and hatched blue on the Site C Plan.

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Note: The property referred to in this Form 400 has transferred pursuant to a Sale and Purchase Agreement between Avecia Limited and the Company dated 28 April 2005.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05369235

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 6 JULY 1999 AND FOR ALL MONIES DUE OR TO BECOME DUE FROM THE CHARGOR TO THE SECURED PARTIES UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE SECURED ON THE PROPERTY ACQUIRED BY AVECIA FINE CHEMICALS LIMITED ON THE 28th APRIL 2005 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th MAY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th MAY 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —