



Registration of a Charge

Company name: **CLINIGEN GROUP PLC**

Company number: **06771928**

Received for Electronic Filing: **15/12/2015**



X4MC28HD

Details of Charge

Date of creation: **11/12/2015**

Charge code: **0677 1928 0004**

Persons entitled: **THE ROYAL BANK OF SCOTLAND PLC (AS SECURITY AGENT)**

Brief description:

Contains fixed charge(s).

Contains floating charge(s) (floating charge covers all the property or undertaking of the company).

Contains negative pledge.

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I 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:

PINSENT MASONS LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 6771928

Charge code: 0677 1928 0004

The Registrar of Companies for England and Wales hereby certifies that a charge dated 11th December 2015 and created by CLINIGEN GROUP PLC was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 15th December 2015 .

Given at Companies House, Cardiff on 16th December 2015

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

EXECUTION VERSION

DATED 11 December 2015

(1) CLINIGEN GROUP PLC
(as Chargor)

and

(2) THE ROYAL BANK OF SCOTLAND PLC
(as Security Agent)

SUPPLEMENTAL DEBENTURE

THIS SUPPLEMENTAL DEBENTURE IS SUPPLEMENTAL TO THE TERMS OF A
DEBENTURE DATED 24 APRIL 2015 BETWEEN THE CHARGOR, CLINIGEN
HEALTHCARE LIMITED, CLINIGEN CLINICAL TRIALS LIMITED, CLINIGEN CTS LIMITED
AND THE SECURITY AGENT



Pinsent Masons

THIS SUPPLEMENTAL DEBENTURE is made on 11 December 2015

BETWEEN:-

- (1) **CLINIGEN GROUP PLC** (company number 06771928) (the "**Chargor**"); and
- (2) **THE ROYAL BANK OF SCOTLAND PLC** as agent and trustee for itself and each of the Finance Parties (the "**Security Agent**").

RECITALS

- (A) This Supplemental Debenture is supplemental to the Debenture dated 24 April 2015 between the Chargor, Clinigen Healthcare Limited, Clinigen Clinical Trials Limited, Clinigen CTS Limited and the Security Agent (the "**Debenture**").
- (B) The Chargor has acquired the shares in Link Healthcare Private Ltd, a company registered in Singapore with number 201203724K, details of which are set out in the Schedule (the "**Additional Shares**").
- (C) The Chargor's interest in the Additional Shares shall be added to the existing Shares charged by Clause 3.1.3 of the Debenture.
- (D) The Security Agent and the Chargor intend this Supplemental Debenture to, and it shall, take effect as a Deed.

IT IS AGREED as follows:-

1. INTERPRETATION

- 1.1 In this Supplemental Debenture (including the Recitals), unless there is something in the subject matter or context inconsistent with the Debenture, words and expressions shall have the same meanings as set out in the Debenture and the other construction provisions contained in the Debenture shall apply to this Supplemental Debenture.
- 1.2 For the avoidance of doubt the Additional Shares shall form part of the "Charged Property" for the purposes of interpretation of the Debenture.

2. COVENANT TO PAY

The Chargor covenants that it will on demand of the Security Agent pay and discharge any or all of the Secured Liabilities when due in accordance with the terms of the Facilities Agreement.

3. SECURITY

- 3.1 The Chargor as continuing security for its obligations and with full title guarantee, without prejudice to the terms of, and all rights and interests arising under or pursuant to, the Debenture, hereby grants to the Security Agent an equitable mortgage or (if or to the extent that this does not take effect as a mortgage) a first fixed charge over the Additional Shares.
- 3.2 The Chargor agrees that the Additional Shares shall be included in the definition of "Shares" for all purposes of the Debenture.

4. INCORPORATION OF DEBENTURE

The Chargor and the Security Agent hereby agree that:

- 4.1 all of the obligations, undertakings, covenants, rights and powers specified and contained in the Debenture which relate to the property referred to in, and the security

and other rights and powers created under and pursuant to, the Debenture shall be deemed to be repeated in this Supplemental Debenture and shall apply to the rights and property referred to in Clause 3 above; and

- 4.2 the security and other rights and powers created under and pursuant to this Supplemental Debenture and that the whole remaining terms of the Debenture shall, except in so far as inconsistent with this Supplemental Debenture, apply to this Supplemental Debenture, provided always that this Supplemental Debenture shall be without prejudice to the Debenture and all of the rights, powers, obligations and immunities comprised therein and arising pursuant thereto, which shall remain in full force and effect notwithstanding this Supplemental Debenture.

5. **GOVERNING LAW**

This Supplemental Debenture and any non-contractual obligations arising out of or in connection with it shall be governed by and construed in accordance with English law.

EXECUTED as a **DEED** by or on behalf of the parties hereto on the date which first appears in this Supplemental Debenture.

SCHEDULE
THE SHARES

Details	Type	Number
Shares in Link Healthcare Private Ltd	SGD ordinary	4,941,282

THE CHARGOR

EXECUTED as a Deed by
CLINIGEN GROUP PLC acting by two)
Directors or a Director)
and its Secretary:-)



Director (PETER GEORGE)

Director/Secretary (SHAUN CHILTON)



THE LENDER

SIGNED for and on behalf of
THE ROYAL BANK OF SCOTLAND PLC as)
Security Agent)