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COMPANIES FORM No. 466(Scot)

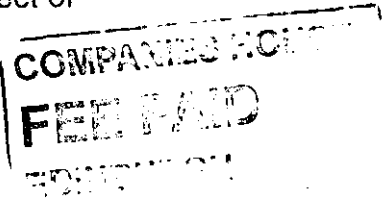
Particulars of an instrument of alteration to a floating charge created by a company registered in Scotland

466

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 410 and 466 of the Companies Act 1985



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

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

For official use

Company number



SC240438

Name of company

* DEM Solutions Limited

** insert full name of company*

Date of creation of the charge (note 1)

29 June 2009

Description of the instrument creating or evidencing the charge or of any ancillary document which has been altered (note 1)

Bond and Floating Charge (the 'Charge')

Names of the persons entitled to the charge

SPARK Ventures plc (registration number 03813450) whose registered office is at 33 Glasshouse Street, London W1B 5DG, as Security Trustee for SPARK Ventures plc, Sigma Technology Management Limited and Scottish Enterprise.

Short particulars of all the property charged

The whole of the property (including uncalled capital) which is or may be from time to time while this Charge is in force comprised in the property and undertaking of DEM Solutions Limited.

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

For official use (02/06)

Charges Section

Post room

WEDNESDAY



SCT 22/07/2009 313
COMPANIES HOUSE

Names, and addresses of the persons who have executed the instrument of alteration (note 2)

Please see attached Rider A.

*Please do not
write in
this margin*

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

Date(s) of execution of the instrument of alteration

26 and 29 June and 3 July 2009.

A statement of the provisions, if any, imposed by the instrument of alteration prohibiting or restricting the creation by the company of any fixed security or any other floating charge having, priority over, or ranking pari passu with the floating charge

N/A

Short particulars of any property released from the floating charge

N/A

The amount, if any, by which the amount secured by the floating charge has been increased

N/A

A statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

*Please do not
write in
this margin*

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

Please see attached Rider B.

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

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

Signed  Date 21/7/2009

On behalf of [REDACTED] [chargee]

Notes

1. A description of the instrument e.g. "Instrument of Charge" "Debenture" etc as the case may be, should be given. ☐ delete as appropriate
For the date of creation of a charge see section 410(5) of the Companies Act.
2. In accordance with section 466(1) the instrument of alteration should be executed by the company, the holder of the charge and the holder of any other charge (including a fixed security) which would be adversely affected by the alteration.
3. A certified copy of the instrument of alteration, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of execution of that instrument.
4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.
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 are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is: Companies Registration Office, 139 Fountainbridge, Edinburgh EH3 9FF
DX 235 Edinburgh or LP - 4 Edinburgh 2

DEM SOLUTIONS LIMITED

(Registered Number SC240438)

RIDER A - FORM 466 - (DEED OF PRIORITY)

**Names, and addresses of the persons who have executed the instrument of
alteration**

1. SPARK Ventures plc (registered number 03813450) whose registered office is at 33 Glasshouse Street, London W1B 5DG;
2. Clydesdale Bank PLC whose registered office is at 30 St Vincent Place, Glasgow G1 2HL; and
3. DEM Solutions Limited (registered number SC240438) whose registered office is at 49 Queen Street, Edinburgh EH2 3NH.

DEM SOLUTIONS LIMITED

(Registered Number SC240438)

RIDER B - FORM 466 - (DEED OF PRIORITY)

A statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

1. The Security Trustee agrees that notwithstanding the creation of the Security Trustee's Charge the Bank shall be entitled to recover on the security of the Bank Charge and in priority to the Security Trustee's Charge the balance from time to time unpaid of all monies due at the date of the Deed of Priority or thereafter to become due by the Company as provided by the Bank Charge.
2. It is agreed between the parties to the Deed of Priority that the priority of the Bank thereunder shall not be adversely affected in any way by any fluctuation in or credit balance on any account intended to be secured by the Bank Charge.
3. If the Security Trustee wishes to enforce the Security Trustee's Charge or take any action to realise the Security Trustee's Charge, it shall consult with the Bank with a view to agreeing upon the terms of such enforcement/action.
4. Nothing contained in the Deed of Priority shall affect or prejudice any of the rights or remedies of the Bank under the Bank Charge which shall remain in full force as a continuing security for all monies and liabilities therein mentioned without limit but subject to the provision of clause 1 of the Deed of Priority.

Where:-

"Bank"	means Clydesdale Bank Public Limited Company, incorporated under the Companies Acts and having their Registered Office at Thirty Saint Vincent Place, Glasgow; and
"Bank Charge"	means the floating charge dated 15 December 2008 and registered at Companies House on 18 December 2008 and made between the Company and the Bank;
"Company"	means DEM Solutions Limited (registered number SC240438) whose registered office is at 49 Queen Street, Edinburgh EH2 3NH.
"Deed of Priority"	means the deed of priority dated 26 and 29 June and 3 July 2009 and made between the Security Trustee, the Bank

	and the Company;
"Security Trustee"	means SPARK Ventures plc (registered number 03813450) whose registered office is at 33 Glasshouse Street, London W1B 5DG; and
"Security Trustee's Charge"	means the floating charge dated 29 June 2009 and made between the Company and the Security Trustee.



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF AN ALTERATION TO A FLOATING CHARGE**

COMPANY NO. 240438

CHARGE NO. 3

**I HEREBY CERTIFY THAT PARTICULARS OF AN INSTRUMENT
OF ALTERATION DATED 3 JULY 2009**

**WERE DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985
ON 22 JULY 2009**

**THE INSTRUMENT RELATES TO A CHARGE CREATED ON 29
JUNE 2009**

BY DEM SOLUTIONS LIMITED

**IN FAVOUR OF
SPARK VENTURES PLC**

**FOR SECURING ALL MONIES AND LIABILITIES DUE UNDER
THE LOAN AGREEMENT DATED 29/06/09**

GIVEN AT COMPANIES HOUSE, EDINBURGH 23 JULY 2009



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**