

MG01s

Particulars of a charge created by a company registered in Scotland



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SCT 12/11/2009 1131
COMPANIES HOUSE

THURSDAY

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 charge created by a
Scottish company.

☐ **What this form is NOT for**
You cannot use this form to register
particulars of a mortgage or charge
created by a company in England
and Wales or Northern Ireland. To do
this, please use form MG01.

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1	Company details	<div>For official use 3</div>
Company number	S C 3 0 0 5 3 8	→ Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company name in full	Metaforic Limited (the "Company")	

2	Date of creation of charge
Date of creation	d0 d3 m1 m1 y2 y0 y0 y9

3	Description
	Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc.
Description	Floating charge.

4	Amount secured	Continuation page Please use a continuation page if you need to enter more details.
	Please give us details of the amount secured by the charge.	
Amount secured	<p>All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or as principal debtor, guarantor, surety or otherwise or as the equivalent obligor under the laws of any other jurisdiction) of each Obligor to the Security Trustee and the Secured Parties (or any of them) under the Finance Documents together with:-</p> <p>(i) any refinancing, novation, refunding, deferral or extension of or increase in any of those obligations or liabilities of any Obligor under any facility agreement entered into after the date of the Floating Charge with the Secured Parties (or any of them) which is entered into wholly or partially in order to refinance the Secured Liabilities at the date of the Floating Charge; <i>(continued on continuation sheet)</i></p>	

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5**Mortgagee(s) or person(s) entitled to the charge**

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 Pentech Ventures LLP (as Security Trustee)

Address 39 Melville Street

Edinburgh

Postcode E H 3 7 J F

Name

Address

Postcode

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

Please give the short particulars of the property charged.

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

Short particulars

The Company, in security of the Secured Liabilities and with absolute warrandice hereby grants in favour of the Security Trustee a floating charge over the whole of the property, assets and rights (including uncalled capital) which is or may from time to time while this Floating Charge is in force be comprised in the property and undertaking of the Company.

Paragraph 14 of Schedule B1 to the Insolvency Act applies to the floating charge created by the Floating Charge.

Where:

"Insolvency Act" means the Insolvency Act 1986 (as amended).

Terms defined in parts 1 and 4 of this Form MG01s shall have the same meaning in part 6 of this Form MG01s.

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7**Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ^①**

Please see Rider A attached.

① In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

8**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

Not applicable

9**Delivery of instrument**

A certified copy of the instrument, if any, creating or evidencing the charge, 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 the creation of the charge.

In the case of a charge created out of the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK. Certified copies of any other documents relevant to the charge should also be delivered.

10**Signature ^②**

Please sign the form here.

Signature

Signature

X *Dickson Minto*

X

② Signature

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

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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 Colin McHale (P096.024.AFH)

Company name Dickson Minto W.S.

Address 16 Charlotte Square

Post town Edinburgh

County/Region

Postcode E H 2 4 D F

Country United Kingdom

DX DX 199 Edinburgh

Telephone 0131 225 4455



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 a certified copy of the deed (if any) 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 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 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 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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
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

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4	Amount secured	
	Please give us details of the amount secured by the charge.	
Amount secured	<p>(ii) any further obligations and liabilities which may be made by the Secured Parties (or any of them) to any Obligor under any agreement expressed to be supplemental to any of the Finance Documents and all interest, fees, and costs in connection therewith;</p> <p>(iii) all costs, charges and expenses properly incurred by the Security Trustee or any of the Secured Parties in connection with the protection, preservation or enforcement of its respective rights under the Finance Documents;</p> <p>(iv) any claim for damages or restitution in the event of rescission of any of those obligations or liabilities or otherwise in connection with the Finance Documents;</p> <p>(v) any claim against any Obligor flowing from the recovery by an Obligor of a payment or discharge in respect of any of those obligations or liabilities on grounds of preference or otherwise; and</p> <p>(vi) any amounts which would be included in any of the foregoing but for any discharge, non-provability, unenforceability or non-allowability of the same in any insolvency or other proceedings;</p> <p>(together the "Secured Liabilities")</p> <p>Where:</p> <p>"Enforcement Deed" means the enforcement deed entered into between the Company, the Lenders and the Security Trustee originally dated 8 April 2009 and as amended on or around the date of the Floating Charge;</p> <p>"Facility Letter" means the facility letter from the Lenders and the Security Trustee to the Company and the Managers (as defined therein) on or around the date of the Floating Charge;</p> <p>"Finance Documents" means the Facility Letter, the Security Documents and the Enforcement Deed;</p> <p>"Group" means the Company and each of its subsidiaries (if any), any holding company of the Company (if any) and any subsidiary of any holding company of the Company from time to time and "member of the Group" shall be construed accordingly;</p> <p>"Lenders" means (1) Pentech Fund II Limited Partnership of 39 Melville Street, Edinburgh EH3 7JF and (2) Scottish Enterprise Scottish Co-Investment Fund of Atrium Court, 50 Waterloo Street, Glasgow G2 6HQ;</p> <p>(continued on second continuation sheet)</p>	

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4	Amount secured	
	Please give us details of the amount secured by the charge.	
Amount secured	<p>"Obligor" means any member of the Group which has or which will have any liability (actual or contingent) and whether alone or jointly with any other person and whether as principal debtor, cautioner, guarantor or surety or otherwise (or as the equivalent obligor under the laws of any other jurisdiction) to the Security Trustee and/or the Secured Parties (or any of them) for the payment or repayment of any amounts outstanding or capable of becoming outstanding under the Finance Documents;</p> <p>"Security Documents" means any document entered into by any person from time to time creating any security right in respect of the Secured Liabilities including, without limitation, the Floating Charge;</p> <p>"Secured Parties" means the Lenders or any of them as the context requires and "Secured Party" shall be construed accordingly; and</p> <p>"Security Trustee" means Pentech Ventures LLP of 39 Melville Street, Edinburgh EH3 7JF as agent and security trustee for itself and for each of the Secured Parties.</p>	

METAFORIC LIMITED

(Registered Number SC300538)

**RIDER A- FORM MG01s
(Floating Charge)**

Statement as to any restrictions on power to grant further securities and any ranking provision

1. The Company shall not, on or after the date of its execution of the Floating Charge, grant or create or permit to subsist any fixed security or other floating charge (other than the Existing Floating Charge or otherwise in accordance with the Finance Documents) and (in particular but without prejudice to the generality of the foregoing) the Company shall not and is hereby expressly prohibited from granting or creating on or after the date of its execution of the Floating Charge any such fixed security or floating charge over its assets or any part thereof which will rank in priority to or *pari passu* with the Floating Charge.
2. Subject to the terms of the Enforcement Deed, the Floating Charge shall have first ranking priority and, subject to Section 464(2) of the Companies Act 1985 (as amended), shall rank in priority to any fixed security created by the Company after its execution of the Floating Charge (other than a fixed security in favour of the Security Trustee for and on behalf of itself and/or all or any of the Secured Parties) and in priority to any floating charge created by the Company after its execution of the Floating Charge.

Where:

"Company"	means Metaforic Limited of Regent Court, 70 West Regent Street, Glasgow G2 2QZ (with the registered number SC300538);
"Enforcement Deed"	means the enforcement deed entered into between Metaforic Limited, the Lenders and the Security Trustee originally dated 8 April 2009 and as amended on or around the date of the Floating Charge;
"Existing Floating Charge"	means the floating charge by Metaforic Limited in favour of the Security Trustee dated 8 April 2009;
"Facility Letter"	means the facility letter from the Lenders and the Security Trustee to Metaforic Limited and the Managers (as defined therein) dated on or around the date of the Floating Charge;
"Finance Documents"	means the Facility Letter, the Security Documents and the Enforcement Deed;
"Lenders"	means (1) Pentech Fund II Limited Partnership of 39 Melville Street, Edinburgh EH3 7JF and (2) Scottish Enterprise Scottish Co-Investment Fund of Atrium Court, 50 Waterloo Street, Glasgow G2 6HQ;

"Secured Liabilities"	means the amount secured by the Floating Charge set out in more detail in Part 4 of the Form MG01s;
"Secured Parties"	means the Lenders or any of them as the context requires and "Secured Party" shall be construed accordingly;
"Security Documents"	means any document entered into by any person from time to time creating any security right in respect of the Secured Liabilities including, without limitation, the Floating Charge; and
"Security Trustee"	means Pentech Ventures LLP of 39 Melville Street, Edinburgh EH3 7JF as agent and security trustee for itself and for each of the Secured Parties on the terms and conditions set out in the Enforcement Deed.



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 300538

CHARGE NO. 3

I HEREBY CERTIFY THAT A CHARGE CREATED BY
METAFORIC LIMITED

ON 3 NOVEMBER 2009

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF PENTECH VENTURES LLP

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 12 NOVEMBER 2009

GIVEN AT COMPANIES HOUSE, EDINBURGH 14 NOVEMBER
2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES