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In accordance with Section 860 of the Companies Act 2006

MG01

Particulars of a mortgage or charge

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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 NC**
You cannot use this fc particulars of a charge company To do this, form MG01s

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A06 13/01/2012 #291
COMPANIES HOUSE

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1 Company details

For official use 3

Company number: 0 4 8 4 3 4 1 0 ✓

Company name in full: SOURCECODE UK LIMITED ✓

→ **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: d0 d9 m0 m1 y2 y0 y1 y2

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 supplemental charge (the "**Supplemental Charge**") dated 9 January 2012 entered into by Sourcecode UK Limited (the "**Chargor**") and Silicon Valley Bank (the "**Bank**") supplemental to the mortgage debenture dated 9 July 2010 entered into between the Chargor and the Bank (the "**Debenture**")

4 Amount secured

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

Amount secured: All obligations and liabilities of the Chargor to the Bank whether actual or contingent, and whether owed or incurred alone or jointly and/or severally with another and as principal or as surety or in any other capacity or of any nature as at the time of the Debenture or thereafter (the "**Secured Obligations**")

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	Silicon Valley Bank
Address	3003 Tasman Drive, Santa Clara
	California 95054, USA
Postcode	
Name	
Address	
Postcode	

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

1 By Clause 1 of the Supplemental Charge, the Chargor, with full title guarantee and to the intent that the security created by the Supplemental Charge shall rank as a continuing security for all the Secured Obligations charges in favour of the Bank

(a) by way of first fixed charge

(i) all book debts due or owing or incurred to the Chargor as at the date of the Supplemental Charge or thereafter, and

(ii) the benefit of all guarantees and securities for them and indemnities in respect of them and all liens, reservantions of title, rights of tracing and other rights enabling the Chargor to enforce any such book debts as at the date of the Supplemental Charge or thereafter

(b) by way of first fixed charge

(i) all other debts and monetary claims due or owing or incurred to the Chargor as at the date of the Supplemental Charge and thereafter, and

(ii) the benefit of all guarantees and securities for them and all indemnities in respect of them and all liens, reservations of title, rights of tracing and other rights enabling the Chargor to enforce any such debts or monetary claims

(c) by way of first fixed charge all present and future accounts with banks (including but not limited to any right title and interest in the Blocked Account) and the monies deposited in them and interest accruing and arrears and claims arising in respect of any such accounts

(CONTINUED)

In accordance with Section 860 of the Companies Act 2006

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

2 The Chargor shall at all times during the continuance of the security constituted by or pursuant to the Debenture (as supplemented by the Supplemental Charge) pay into the Blocked Account or such other designated account with such bank as the Bank may stipulate from time to time (whether or not being an account in the name of the Chargor) all monies which the Chargor may recieve in respect of the Charged Debts, and shall not draw money from such account except to the extent permitted in writing by the Bank

3 Subject to paragraph 2 above, the Chargor shall not at any time during the Security Period without the prior written consent of the Bank deal with the Charged Debts or other monies otherwise than by getting in the same and making payment into the Blocked Account or such other designated account referred to in paragraph 2 above

4 Without prejudice to the generality of paragraph 3 above, the Chargor shall not at any such time factor or discount any of the Charged Debts or enter into any agreement for such factoring or discounting

5 The Chargor shall not without the prior written consent of the Bank release, exchange, compound, set-off, grant time or indulgence in respect of or in any other manner deal with, all or any of the Charged Debts except as expressly provided in the Supplemental Charge

6 In this MG01

"**Blocked Account**" means a blocked account established with the Royal Bank of Scotland plc, and

"**Charged Debts**" means together the book and other debts and liabilities charged by paragraph 1 above

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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

Nil

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 Field Fisher Waterhouse LLP X

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

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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 Olga Agueeva

Company name Field Fisher Waterhouse LLP

Address 35 Vine Street

Post town London

County/Region

Postcode E C 3 N 2 A A

Country United Kingdom

DX CDE 823

Telephone 020 7861 4000

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

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 4843410
CHARGE NO. 3

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL CHARGE DATED 9 JANUARY 2012 AND CREATED BY SOURCECODE UK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SILICON VALLEY BANK 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 13 JANUARY 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 JANUARY 2012

Companies House
— for the record —

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

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