

# M

## COMPANIES FORM No. 395

# 395

### Particulars of a mortgage or charge

CHWP000

Please do not  
write in  
this margin

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

A fee of £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

12 0230 / 10

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

For official use

Company number

2

3246469

Name of company

\* insert full name  
of Company

\* Oxagen Limited

Date of creation of the charge

20 January 2005

Description of the instrument (if any) creating or evidencing the charge (note 2)

See continuation sheet

Amount secured by the mortgage or charge

All the Company's obligations and liabilities contained in the Loan Notes, and the Expenses (each as defined in the Debenture).

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

Advent Nominees Limited (the "Security Trustee"), as security trustee for the holders of the Loan

Notes, 25 Buckingham Gate, London,

Postcode SW1E 6LD

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

Wilmer Cutler Pickering Hale and  
Dorr LLP, Park Gate, 25 Milton  
Park, Oxford, OX14 4SH

Time critical reference

For official Use (02/00)  
Mortgage Section

Post room



A44  
COMPANIES HOUSE

\*AK5T025N\*

0383  
22/01/05

Short particulars of all the property mortgaged or charged

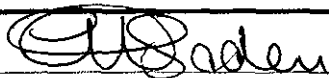
See continuation sheet

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bold block lettering

Particulars as to commission allowance or discount (note 3)

Signed



Date

20/1/05

On behalf of [company] ~~(mortgagee/chargee)~~†

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

† delete as  
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases 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. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his:
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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 House, Crown Way, Cardiff CF14 3UZ

CHWP000

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binding margin

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Particulars of a mortgage or charge  
(continued)

Continuation sheet No \_\_\_\_\_  
to Form No 395 and 410 (Scot)

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

Company number

3246469

Name of company

Oxygen

Limited \*

\* delete if  
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Debenture constituting a Fixed and Floating Charge (including a negative pledge prohibiting the disposal of, or the creation of additional charges over, the property charged, without the consent of the consent of the Security Trustee).

Amount due or owing on the mortgage or charge (continued)

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binding margin

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

Please do not  
write in this  
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

1. By way of the first fixed charge:

(a) all the freehold and leasehold property of the Company both present and future together with all buildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein;

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

(b) all the plant machinery chattels or other equipment of the Company both present and future together with any part or parts thereof and all additions alterations accessories replacements and renewals of component parts thereto (hereinafter together called the "mortgaged chattels") and together with the benefit of any obligations and warranties given by any manufacturer or supplier of the mortgaged chattels and all obligations and warranties given by any other party in respect of the mortgaged chattels to or in favour of the Company and the benefit of all maintenance agreements entered into between the Company and any such third party;

(c) the Intellectual Property Rights of the Company;

(d) the goodwill and the uncalled capital of the Company both present and future;

(e) the book debts and other debts due or owing to the Company both present and future;

(f) the stock-in-trade, work-in-progress, pre-payments, investments quoted on any recognised Stock Exchange and cash of the Company both present and future;

(g) the undertaking and all other property and assets of the Company both present and future.

2. By way of floating charge the undertaking and all other property and assets of the Company now and in the future wherever situate not from time to time subject to a fixed charge under this Debenture.

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03246469

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 20th JANUARY 2005 AND CREATED BY OXAGEN LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ADVENT NOMINEES LIMITED (THE SECURITY TRUSTEE) ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd JANUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th JANUARY 2005.

*Pangela*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —