

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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

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

For official use

Company number

7

03443420

Name of company

* ACTIMAX PLC

Date of creation of the charge

19 DECEMBER 2002

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

DEBENTURE

Amount secured by the mortgage or charge

SEE RIDER A

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

FORESIGHT TECHNOLOGY VCT PLC (REGISTERED NUMBER 3421340) OF ST PHILIPS
HOUSE, ST PHILIPS PLACE, BIRMINGHAM

Postcode B3 2PP

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

Martineau Johnson
St Philips House
St Philips Place
Birmingham
B3 2PP

For official Use
Mortgage Section

Post room



BIR ***BBS**
COMPANIES HOUSE

0294
31/12/02

Time critical reference
8 JANUARY 2003

Short particulars of all the property mortgaged or charged

SEE RIDER B

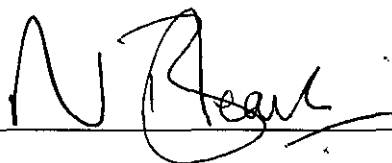
Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 20/12/2002

On behalf of ~~XXXXXX~~ [mortgagee/chargee]†

A fee of £10 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 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

ACTIMAX PLC
COMPANY NUMBER 03443420

Rider A

Amount secured by the charge

All moneys and liabilities (whether present or future actual or contingent) now or at any time or times hereafter due or owing or incurred by the Company (whether as principal or surety) to the Stockholder pursuant to the Loan Stock Instrument.

Definitions:

"Stockholder" shall mean Foresight Technology VCT plc or any transferee, permitted pursuant to paragraph 3 of the First Schedule of the Loan Stock Instrument, entered in the Register as holder of the Stock from time to time.

"Loan Stock Instrument" shall mean the loan stock instrument dated 19 December 2002 and executed by Actimax plc, Raymond John Massey and Sharon Massey, as the same may be varied or amended from time to time.

ACTIMAX PLC
COMPANY NUMBER 03443420

Rider B

Short particulars of the property charged

1. By way of fixed charge:-
 - 1.1 all estates and interests in any freehold and leasehold property of the Company both present and future together with all buildings and fixtures (including trade and other fixtures) and fixed plant and machinery of the Company from time to time thereon and therein and the proceeds of sale thereof;
 - 1.2 all stocks shares bonds loan capital and other securities both present and future belonging to the Company (including stocks or shares acquired pursuant to scrip dividends) and all rights relating thereto other than the right to be paid any dividend;
 - 1.3 all book debts and other debts both present and future due or owing to the Company;
 - 1.4 all the goodwill and uncalled capital of the Company both present and future;
 - 1.5 all intellectual property rights and all licences and ancillary rights and benefits (other than royalties and other sums payable in respect thereof) both present and future of the Company.
2. By way of floating charge the undertaking and all other property, assets and rights of the Company both present and future not otherwise effectively charged by way of fixed charge pursuant to clause 4 of the Debenture.
3. The Company shall not without previous written consent of the Security Trustee:-
 - 3.1 sell, give or share possession of, grant or agree to grant any lease or tenancy of, or accept or agree to accept a surrender or any variation or addition to the terms of any lease or tenancy of, or otherwise dispose of the fixed charged property or any part thereof;
 - 3.2 sell, assign or otherwise dispose of the whole or any substantial part of the floating charged property except in the ordinary course of business;
 - 3.3 create or attempt to create any fixed mortgage charge or other security upon any part of the fixed charged property which would rank in priority to or pari passu with the fixed charges hereby created;
 - 3.4 allow any lien to arise on or affect any part of the charged property except in the case of a lien arising by operation of law in the ordinary course of business.
4. Subject to the rights of any prior mortgagee the Company shall deposit with the Investor and the Investor shall hereafter hold and retain all deeds and documents of title relating to the fixed charged property.

Definition:

"Investor" shall mean Foresight Technology VCT plc.

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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. 03443420

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 19th DECEMBER 2002 AND CREATED BY ACTIMAX PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FORESIGHT TECHNOLOGY VCT PLC UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st DECEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th JANUARY 2003.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —