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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

CHA 116

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

* insert full name
of company

To the Registrar of Companies

For official use

Company number

NW
071558
£30x3
[Stamp]

3772186

Name of company

* ESM HOLDINGS LIMITED (the "Company")

Date of creation of the charge

25 November 1999

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

Mortgage (the "Mortgage")

Amount secured by the mortgage or charge

Please see Schedule 1

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

COMDISCO INC. of 6111 North River Road, Rosemont, Illinois, USA
("Comdisco")

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

Taylor Joynson Garrett
Carmelite, 50 Victoria
Embankment, Blackfriars,
London, EC4Y 0DX

PXH

Time critical reference

For official use
Mortgage Section

Post room



A34
COMPANIES HOUSE

AJ10X158

0603
10/12/99

Please see Schedule 2

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 Taylor Joyner Garrett

Date 09/12/99

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

† 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.

SCHEDULE 1

All liabilities of the Company in respect of the Debt (as defined in the Investment Agreement) and interest thereon owed or expressed to be owed to Comdisco under the Equipment Supply Agreement and the Investment Agreement and all liabilities of the Company owed or expressed to be owed to Comdisco under the Mortgage.

"Equipment Supply Agreement" means an agreement dated 1 October 1999 made between Comdisco and the Company;

"Investment Agreement" means an agreement dated 1 October 1999 made between (1) the Promoters named therein (2) the Company (3) Dialog Semiconductors GmbH (4) Comdisco (5) Apax Partners & Co (Germany) II Limited (6) and Apax Partners & Co Ventures Limited.

SCHEDULE 2

The Company with full title guarantee assigns to Comdisco all its right title and interest to and in:

- (a) the Equipment;
- (b) all existing or future leases, maintenance contracts, guarantees, manuals, licences, certificates, records and other documents relating to the Equipment; and
- (c) the Insurances.

"Equipment" means the property described in Schedule 3 together with all replacements and renewals of such property and the component parts thereof and references to the "Equipment" includes the whole or any part thereof;

"Insurances" means the insurances effected pursuant to clause 6.2 of the mortgage.

SCHEDULE 3

(101400) FURTEL TEL ALPHA FURNACES TO INCLUDE:

SYSTEM 3:

NITRIDE – ATMOSPHERIC – DIFFUSION TUBE
HANDHELD CONTROLLER, WAFFLE TABLE MOUNTING BASE
SYSTEM 4:

LIGHTLY DOPED – ATMOSPHERIC - DIFFUSION TUBE
HANDHELD CONTROLLER, WAFFLE TABLE MOUNTING BASE
SYSTEM 5:

POLYSILICON – SUB-ATMOSPHERIC – CHEMICAL VAPOUR DEPOSITION TUBE

HANDHELD CONTROLLER, WAFFLE TABLE MOUNTING BASE
SYSTEM 5:

CLEAN OX – ATMOSPHERIC – DIFFUSION TUBE
HANDHELD CONTROLLER, WAFFLE TABLE MOUNTING BASE
SYSTEM 7:

CLEAN OX – ATMOSPHERIC – DIFFUSION TUBE

HANDHELD CONTROLLER, WAFFLE TABLE MOUNTING BASE
SYSTEM 8:

LIGHTLY DOPED – ATMOSPHERIC – DIFFUSION TUBE
HANDHELD CONTROLLER, WAFFLE TABLE MOUNTING BASE
SYSTEM 9:

POLYSILICON – SUB-ATMOSPHERIC – CHEMICAL VAPOUR DEPOSITION TUBE
HANDHELD CONTROLLER, WAFFLE TABLE MOUNTING BASE
SYSTEM 10:

TEOS – SUB-ATMOSPHERIC – CHEMICAL VAPUR DEPOSITION TUBE HANDHELD
CONTROLLER, WAFFLE TABLE MOUNTING BASE
ALL SYSTEMS TO ALSO INCLUDE:

- PROFILE THERMACOUPLE WITH CALIBRATION CERTS (X 10)
- GROUP CONTROLLERS (X 1)
- CE COMPLIANCE CERTS
- PM DOCUMENTATION/TOOL HISTORIES
- DECOMMISSIONING CHECKLISTS
- PROCESS RECIPE HISTORIES PER FURNACE (RE DOPANTS)

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03772186

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 25th NOVEMBER 1999 AND CREATED BY ESM HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COMDISCO INC. UNDER THE EQUIPMENT SUPPLY AGREEMENT AND THE INVESTMENT AGREEMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th DECEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th DECEMBER 1999.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E