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COMPANIES FORM No. 395

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# 395

CHWP000

Please do not  
write in  
this marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full name  
of Company

## Particulars of a mortgage or charge

A fee of £13 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

04160790

Name of company

\* Trapeze Software UK Limited (the "Chargor")

Date of creation of the charge

21 August 2006

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

Charge Over Shares (the "COS") of Trapeze Software (Cerney) Limited (the "Company") between the  
Chargor and Royal Bank of Canada (the "Lender")

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly  
or severally or in any other capacity whatsoever) owing by the Chargor to the Lender under or  
pursuant to any Secured Document except for any obligation or liability which, if it were so included,  
would result in the COS contravening any law (the "Secured Liabilities").

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

Royal Bank of Canada of PO BOX 50, Royal Bank Plaza, Toronto, Ontario, Canada

Postcode M5J 2W7

Presenter's name address and  
reference (if any) :McCarthy Tetrault  
2nd Floor, 5 Old Bailey London

EC4M 7BA

HP/MF/CONSTELLATION

Time critical reference

For official Use (02/06)  
Mortgage Section

Post room

A08  
COMPANIES HOUSE270  
04/09/2006

Short particulars of all the property mortgaged or charged

Please see attached Rider

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 McCarthy Tehvult  
On behalf of [company] ~~[mortgagee/chargee]~~<sup>†</sup>

Date 1-09-2006

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 £13 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

**Additional Rider for Form 395 for COS of Trapeze Software (Cerne) Limited**

**Form 395 – Short particulars of all the property mortgaged or charged**

**1.1 SECURITY**

The Chargor charges to the Lender all of the Chargor's rights to and title and interest from time to time, by way of a first fixed charge:

- (a) all the Shares owned by it or held by any nominee on its behalf; and
- (b) all Related Rights.

**2. RESTRICTIONS ON DEALINGS**

Under Clause 4 of the COS the Chargor must not:

- (a) create or allow to subsist any Security (other than the COS) on any Security Asset; or
- (b) sell, transfer, licence, lease or otherwise dispose of any Security Asset,

except (in the case of any Related Rights) as may be expressly allowed under the Letter Agreement

**3. DEFINITIONS**

For above purposes:

**"Dividend"** means, in relation to any Share, all present and future:

- (A) dividends and distributions of any kind and any other sum received or receivable in respect of the Share;
- (B) rights, shares, money or other assets accruing or offered at any time by way of redemption, substitution, exchange, bonus or preference under option rights or otherwise in respect of the Share;
- (C) allotments, offers and rights accruing or offered at any time in respect of the Share; and
- (D) other rights and assets at any time attaching to, deriving from or exercisable by virtue of the ownership of that Share.

**"Guarantee"** means the guarantee between the Chargor and the Lender dated on or about the date of the COS.

**"General Security Agreement"** means the general security agreement between the Chargor and the Lender dated on or about the date of the COS.

**"Letter Agreement"** means the letter agreement between the Lender and Constellation Software Inc dated on or about the date of the COS.

**"Related Rights"** means any Dividend or interest paid or payable in relation to the Shares.

**"Security"** means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.

**"Security Assets"** means all assets of the Chargor the subject of any Security created by the COS.

**"Shares"** means all the present and future shares in the share capital of the Company.

**"Secured Document"** means the Guarantee, the General Security Agreement and the COS.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04160790

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED THE 21st AUGUST 2006 AND CREATED BY TRAPEZE SOFTWARE UK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ROYAL BANK OF CANADA ON ANY ACCOUNT WHATSOEVER 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 4th SEPTEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th SEPTEMBER 2006.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —