

MG01

Particulars of a mortgage or charge

252478/325



**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 NOT for**  
You cannot use this form to reg  
particulars of a charge for a Sc  
company. To do this, please us  
form MG01s

TUESDAY



\*AIM54OY9\*  
A14 09/11/2010 14  
COMPANIES HOUSE

<b>1</b>	<b>Company details</b>	<div>For official use 10</div>
Company number	4 3 5 6 8 6 2	<b>→ Filling in this form</b> Please complete in typescript or in bold black capitals  All fields are mandatory unless specified or indicated by *
Company name in full	Phynova Limited (the <b>Chargor</b> )	
<b>2</b>	<b>Date of creation of charge</b>	
Date of creation	d0 d1 m1 m1 y2 y0 y1 y0	
<b>3</b>	<b>Description</b>	
Description	Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'	
	Debenture (the <b>Debenture</b> ) dated 1 November 2010 and made between the Chargor (1) and Optim Solutions Limited(2) (the <b>Chargee</b> )	
<b>4</b>	<b>Amount secured</b>	
Amount secured	Please give us details of the amount secured by the mortgage or charge	
	All present and future monies, obligations and liabilities owed by Phynova Group Limited to the Chargee, whether actual or contingent and whether owed jointly or severally, as principal or surety and/or in any other capacity whatsoever, under or in connection with the Debenture Instrument or incurred by the Chargor under the Debenture (including, without limitation, those arising under clause 12.3 of the Debenture) together with all interest (including, without limitation, default interest) accruing in respect of such monies or liabilities (the <b>Secured Liabilities</b> )	
	<b>Continuation page</b> 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 Optim Solutions Limited

Address 31 Abbey Road Gardens,

London,

Postcode N W 8 9 A S

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

**Security**

1. Under the Debenture and as a continuing security for the payment and discharge of the Secured Liabilities, the Chargor with full title guarantee
- 1 1 charged to the Chargee, by way of first legal mortgage, all the Properties listed in the Schedule,
- 1 2 charges to the Chargee, by way of first floating charge
  - (a) all Properties acquired by the Chargor in the future;
  - (b) all present and future interests of the Chargor not effectively mortgaged or charged under the preceding provisions in or over freehold or leasehold property;
  - (c) all present and future rights, licences, guarantees, rents, deposits, contracts, covenants and warranties relating to the Properties,
  - (d) all licences, consents and authorisations, statutory or otherwise held or required in connection with the use of any Charged Property and all rights in connection with them;
  - (e) all present and future goodwill and uncalled capital for the time being of the Chargor,
  - (f) all Equipment,
  - (g) Intellectual Property,
  - (h) all licences, consents and authorisations, statutory or otherwise held or required in connection with the Chargor's business, and
  - (i) all the undertaking, property, assets and rights of the Chargor at any time not effectively mortgaged, charged or assigned pursuant to the aforementioned 1 1 and 1 2

**Definitions**

**Charged Property** - all the assets, property and undertaking for the time being subject to the security interests created by the Debenture (and references to the Charged Property include references to any part of it)

See continuation sheet

**MG01 - continuation page**  
Particulars of a mortgage or charge

<b>6</b>	<b>Short particulars of all the property mortgaged or charged</b>
	Please give the short particulars of the property mortgaged or charged
Short particulars	<p><b>Debenture Instrument</b> - the debenture instrument dated on or around the date of this debenture made between Phynova Group Limited and the Chargee (amongst others) for the subscription by the Chargee in debenture stock in Phynova Group Limited</p> <p><b>Equipment</b> - all present and future equipment, plant, machinery, tools, vehicles, furniture, fittings, installations and apparatus and other tangible moveable property for the time being owned by the Chargor, including any part of it and all spare parts, replacements, modifications and additions</p> <p><b>Properties</b> - all freehold and leasehold properties (whether registered or unregistered) and all commonhold properties, now or in the future (and from time to time) owned by the Chargor or in which the Chargor holds an interest (including (but not limited to) the properties which are briefly described in the Schedule) and Property means any of them</p> <p><b>Intellectual Property</b> - the Chargor's present and future patents, trade marks, service marks, trade names, designs, copyrights, inventions, topographical or similar rights, confidential information and know-how and any interest in any of these rights, whether or not registered, including all applications and rights to apply for registration and all fees, royalties and other rights derived from, or incidental to, these rights.</p> <p style="text-align: center;"><b>SCHEDULE</b></p> <p style="text-align: center;"><b>Properties</b></p> <p style="text-align: center;">None</p>

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## 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 866)

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 870) 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 Andrew Jackson X

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

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## 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 **Daniel Hammond**

Company name **Andrew Jackson Solicitors**

Address **Essex House**

**Manor Street**

Post town **Hull**

County/Region

Postcode **H U 1 1 X H**

Country

DX **11,920 HULL**

Telephone **01482 325242**



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

COMPANY NO. 4356862  
CHARGE NO. 10

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED 1 NOVEMBER  
2010 AND CREATED BY PHYNova LIMITED FOR SECURING  
ALL MONIES DUE OR TO BECOME DUE FROM PHYNova  
GROUP LIMITED OR THE COMPANY TO OPTIM SOLUTIONS  
LIMITED 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  
9 NOVEMBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 NOVEMBER  
2010

*Dd*



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES