

# MG01

## Particulars of a mortgage or charge

009051/26

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 register particulars of a charge for company. To do this, please use form MG01s.

THURSDAY



PC5

"PVBO9FAH"  
26/11/2009  
COMPANIES HOUSE

908

## 1 Company details

Company number 0 4 8 8 4 6 5 4

Company name in full Reaxa Limited

For official use

### → Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

## 2 Date of creation of charge

Date of creation d 0 9 m 1 1 y 2 0 y 0 9

## 3 Description

Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'.

Description Charge Over Intellectual Property ("the Charge")

## 4 Amount secured

Please give us details of the amount secured by the mortgage or charge.

Amount secured

4

All monies, obligations and liabilities now or in the future due by the Company to the Mortgagee ("the Secured Obligations")

### Continuation page

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	RISINGSTARS GROWTH FUND II LP						
Address	Unit F26, Preston Technology Management Centre Marsh Lane, Preston						
Postcode	P	R	1		8	U	Q
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	<p>The Company with full title guarantee as a continuing security to the Mortgagee for the payment and discharge of the Secured Obligations hereby charges to the Mortgagee:</p> <p>By way of first fixed charge, all the Company's rights, title, interest and benefit in each of the following:</p> <p>(a) all the patents and patent applications belonging to or registered in the name of the Company at the date of the Charge ("the Patents");</p> <p>(b) all copyrights, future applications for patents and other rights in software and all further developments of the same including all upgrades and updates;</p> <p>(c) all future applications for patents made by or on behalf of the Company in respect of any of the inventions which are the subject of the Patents ("the Inventions") and all future rights of the Company to apply for patent or similar types of protection in any country of the world in relation to any of the Inventions and all patents granted in the future in any country of the world as a result of any such applications and all prolongations, renewals, divisionals and extensions of any of the foregoing;</p> <p>(d) in respect of the subject matter of the Inventions and software created, developed or owned by the Company ("the Software");</p> <p>(i) all related registered designs, utility models, applications for any of them and the rights to apply for registration of any of them in any part of the world, in each case whensoever arising, and</p> <p>(ii) all related confidential information, know how, copyright and rights in the nature of copyright, design rights or any similar rights in any part of the world and, in each case, all prolongations, renewals, divisionals and extensions of any of the foregoing;</p> <p>(e) all rights and interests howsoever arising and whether subsisting at the date of the Charge or acquired during the subsistence of the Charge in connection with the use, exploitation, marketing, sale and/or development by the Company of any of the Inventions, the Patents, the Software or the rights referred to under (c) or (d) above, including without limitation rights under any licence or contractual arrangement in respect of the use of the Inventions, or under the Patents or Software;</p> <p>(f) all present and future rights and causes of action whenever and wherever accrued or to accrue to the Company during the subsistence of the Charge in respect of infringement anywhere in the world of any of the Inventions, Patents, Software or the rights referred to under (c) or (d) above, including without limitation causes of action arising under and any licence or contractual arrangement in respect of the use of the same; and</p> <p>(g) all rights and interests howsoever arising and whether subsisting at the date of the Charge or acquired during the subsistence of the Charge of the Company in any other intellectual property not specifically charged pursuant to the preceding paragraphs which are, and from the time they are, capable of being the subject of a fixed charge.</p>
-------------------	--

# MG01

## 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

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 *Laytus* (For and on behalf of X)  
*RisingStars Growth Fund II LP*

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

# MG01

## 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

Company name

Laytons

Address

22 St John Street

Post town

Manchester

County/Region

Postcode

M

3

4

E

B

Country

England

DX

14382 Manchester

Telephone

0161 214 1600



### 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
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. 4884654  
CHARGE NO. 2**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A CHARGE OVER INTELLECTUAL  
PROPERTY DATED 9 NOVEMBER 2009 AND CREATED BY  
REAXA LIMITED FOR SECURING ALL MONIES DUE OR TO  
BECOME DUE FROM THE COMPANY TO RISINGSTARS  
GROWTH FUND II LP ON ANY ACCOUNT WHATSOEVER WAS  
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE  
COMPANIES ACT 2006 ON THE 26 NOVEMBER 2009**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 NOVEMBER  
2009**



**Companies House**  
— for the record —



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**