

MG01

Particulars of a mortgage or charge

107498/13



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LASERFORM

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 for

You cannot use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland. To register a mortgage or charge
in England and Wales or Northern
Ireland, you must use form MG01s.



RM 27/01/2011 50

COMPANIES HOUSE

AJ6LIR0T

22/01/2011

336

COMPANIES HOUSE

, please
at
gov.uk

THURSDAY

SATURDAY

1

Company details

Company number 0 7 4 4 4 4 9 9

Company name in full Scorpion Investments Limited (the "Chargor")

For official use

Filing 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 d1 d3 m0 m1 y2 y0 y1 y1

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

A charge over shares (the "Deed") dated 13 January 2011 made between the Chargor and Photon
Group UK Limited (the "Chargee")

4

Amount secured

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

Amount secured

Please see attached Schedule 1

Capitalised terms in this Form MG01 and the attached continuation
pages, unless otherwise defined, shall have the meanings set out in
Schedule 2 in the attached continuation pages

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

Photon Group UK Limited

Address

7th Floor, 90 High Holborn, London

Postcode

W C 1 V 6 x x

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

The Chargor charges by way of first fixed charge its interest in the Investments and all Related Rights

The Chargor shall not create or attempt to create or permit to arise or subsist any Security (other than the Security created by the Deed) on or over any Security Asset

The Chargor shall not without the prior written consent of the Chargee

- 1 sell, transfer or otherwise dispose of any Security Asset or permit the same to occur, or
- 2 take or permit the taking of any action whereby the rights attaching to any of the Security Assets are amended or further shares in Sledge Limited are issued

MG01s - continuation page

Particulars of a charge created by a company registered in Scotland

4

Amount secured

Please give us details of the amount secured by the charge

Amount secured

SCHEDULE 1

AMOUNT SECURED

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally in any capacity whatsoever) of Sledge Limited and the Chargor which are, or are expressed to be, or may become due, owing or payable to the Chargee under clauses 3 and 8 of the Share Purchase Agreement except for any obligation or liability which, if it were so included, would cause that obligation or liability or any security in respect thereof, to be unlawful or prohibited by any applicable law, together with all costs, charges and expenses incurred by the Chargee in connection with the protection, preservation or enforcement of its rights

In accordance with Section 860 of the Companies Act 2006	MG01 - continuation page Particulars of a mortgage or charge	
6	Short particulars of all the property mortgaged or charged.	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p style="text-align: center;">SCHEDULE 2</p> <p style="text-align: center;">DEFINITIONS</p> <p>"Investments" means 13,430 ordinary shares in the capital of Sledge Limited and any other stocks, shares, bonds, debentures and securities of any kind (whether marketable or otherwise) and all other interests (including loan capital) in Sledge Limited owned by the Chargor and/or held by any nominee on its behalf,</p> <p>"Related Rights" means any dividend or interest paid or payable in relation to any Investment and any rights, warrants, benefits, money or property accruing or offered at any time in relation to any Investment by way of dividend, purchase, conversion, redemption, substitution, exchange, bonus or preference, under option rights or otherwise,</p> <p>"Security" means a mortgage, charge, pledge, lien, assignment or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect,</p> <p>"Security Assets" means the property and rights of the Chargor which are the subject of the Deed, and</p> <p>"Share Purchase Agreement" means the agreement for the sale and purchase of the entire issued share capital of Sledge Limited entered into on or about the date of the Deed between the Chargor, the Chargee and Sledge Limited</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 *Olsonang LP*

X

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 **Piotr Giemza-Popowski**

Company name
OLSWANG LLP

Address **90 High Holborn**

Post town **London**

County/Region

Postcode

W	C	1	V		6	X	X
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Country

DX **37972 Kingsway**

Telephone **020 7067 3346**

**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 or email enquires@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at 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. 7444499
CHARGE NO. 1**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED 13
JANUARY 2011 AND CREATED BY SCORPION INVESTMENTS
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM SLEDGE LIMITED AND THE COMPANY TO PHOTON
GROUP UK 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 27 JANUARY 2011**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 JANUARY
2011**



Companies House
— for the record —

Px



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