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## COMPANIES FORM No. 395

102398/30

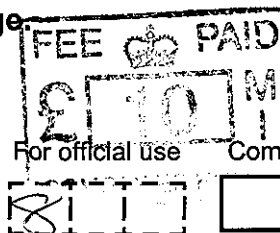
# 395

### Particulars of a mortgage or charge

A fee of £10 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)



Company number

03657564

Name of company

\* Mettis Group Limited (the "Company")

Date of creation of the charge

30th September 2003

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

A Deed of Assignment between (1) the Company and (2) 3i Investments plc as security trustee (the "Deed")

Amount secured by the mortgage or charge

All monies and liabilities at the date of the Deed or thereafter due, owing or incurred to the Secured Parties (or any of them) by the Company in respect of the A Loan (as defined in the Investment Agreement) under the Investment Agreement and / or the Pik Note Instrument and under the Deed in whatsoever manner in any currency or currencies whether present or future, actual or contingent, whether incurred solely or jointly with any other person and whether as principal or surety together with all interest accruing thereon and all costs, charges and expenses incurred in connection therewith.

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

3i Investments plc whose registered office is at 91 Waterloo Road, London (or other such person as may from time to time be the security trustee for the purposes of the said Deed) for itself and as trustee for the 3i Investors.

Postcode SE1 8XP

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

Addleshaw Goddard  
Sovereign House, PO Box 8,  
Sovereign Street, Leeds,  
LS1 1HQ  
Ref: THOMCA/11678-2544

Time critical reference

For official Use  
Mortgage Section

Post room



A36  
COMPANIES HOUSE

0536  
07/10/03

Short particulars of all the property mortgaged or charged

By way of assignment with full title guarantee all rights title and interest of the Company in and to the Assigned Contract. *ab*

Note:

The Company will at its own expense promptly execute such deeds, assurances, agreements, instruments and otherwise do such acts and things as the 3i Investors may reasonably require for perfecting and protecting the security created by the Deed or facilitating the realisation thereof or otherwise for enforcing the same or exercising any of the 3i Investors' rights thereunder.

Definitions:

In this form the following terms have the following meanings:

CONT...

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 *Addleshaw Goddard*

Date *6th October 2003*

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

A fee of £10 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 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

CHFP025

## Particulars of a mortgage or charge (continued)

Please do not  
write in this  
binding margin

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

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

Company Number

03657564

Name of Company

Mettis Group Limited (the "Company")

Limited\*

\* delete if  
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

Please do not  
write in this  
binding margin

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

Please do not  
write in this  
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

"3i Investors" means 3i Group plc, 3i Parallel Ventures LP and 3i UKIP II LP and, provided in each case that it has become a party to the Investment Agreement, any subsidiary or holding company of 3i Group or subsidiary of such holding company or a fund, partnership or other entity managed by 3i Group or any such company in each case for so long as it remains a party to the Investment Agreement but excluding, for the avoidance of doubt, the co-investment plan established to acquire and hold up to 150,000 of 3i Parallel Ventures LP's A ordinary shares subscribed for on Completion (as defined in the Investment Agreement) by 3i Parallel Ventures LP and known as Parallel Ventures (No 2) Co-investment Plan;

"Assigned Contract" means the Stock Purchase Agreement dated 9 May 2003 and made between Symmetry Medical Inc., Mettis (UK) Limited and Mettis Group Limited relating to the sale and purchase of the entire issued share capital of Mettis (UK) Limited, together with all money that has accrued or which is or becomes payable in respect of that contract.

"Investment Agreement" means the investment agreement dated 19 February 1999 between, among others, (1) the Company (2) the Managers (as defined in that agreement) (3) 3i Group plc, 3i Parallel Ventures LP and 3i UKIP II LP and (4) 3i plc as the same may have been and may be supplemented, amended, varied or restated from time to time.

"Pik Note Instrument" means the Pik Note Instrument created by the Company constituting the units of payment in kind notes of £1 each 2010 and dealing with matters relating to the issue of the payment in kind notes in accordance with the Investment Agreement.

"Secured Parties" means the Security Trustee and each of the 3i Investors and "Secured Party" means any of them.

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03657564

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ASSIGNMENT DATED THE 30th SEPTEMBER 2003 AND CREATED BY METTIS GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE SECURED PARTIES (OR ANY OF THEM) 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 7th OCTOBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th OCTOBER 2003.

*P. W.*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES