

Particulars of a mortgage or charge**395**

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)

For official use

Company number

1114

1309629

Name of company

* MITEL NETWORKS LIMITED

Date of creation of the charge

11th June 2003

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

Security Agreement

Amount secured by the mortgage or charge

All obligations, indebtedness and liabilities of the Company to Export Development Canada ("EDC") under (i) the Cash Collateral Agreement dated as of June 11 2003 among the Company and EDC and (ii) the Loan Agreement ("the Loan Agreement") as of March 4 2003 between EDC and the Company (collectively the "Agreements"), whether incurred prior to, at the time of or subsequent to the execution of the Security Agreement, including extensions or renewals, whether direct or indirect, absolute or contingent, matured or not, wheresoever and howsoever incurred thereunder and any ultimate unpaid balance thereof, whether the same is from time to time reduced and thereafter increased or entirely extinguished and thereafter incurred again and including all interest, commissions, legal and other costs, charges and expenses incurred in connection thereto (collectively the "Obligations").

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

Export Development Canada
Ottawa
Ontario
CANADA

Postcode

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

Morgan Cole
Bradley Court
Park Place
Cardiff CF10 3DP

K:RES/MIT409659-26/docs

Time critical reference
395-MNL2.LFD

For official Use
Mortgage Section

Post room



A41
COMPANIES HOUSE

0349
16/06/03

Short particulars of all the property mortgaged or charged

The Company grants, assigns, transfers, pledges, sets over, mortgages and charges to EDC, its successors and assigns, and grants to EDC, its successors and assigns, a first ranking continuing interest in the following assets ("the Collateral"):

a) the amount of GBP 683,470 paid to EDC as additional security for its obligations under the Loan Agreement and any investments thereof in accordance with the Agreements including all accrued interest and other yields thereon;

b) all property in any form derived directly or indirectly from any dealing with the funds described in clause (a) above including the proceeds, in whatever form, of any sale or other disposition of the Collateral and all personal property in any form or fixtures derived directly or indirectly from any dealing with any of the Collateral or proceeds therefrom or any insurance or other payment that indemnifies or compensates for destroyed, damaged, stolen or lost Collateral;

and includes all substitutions and replacements thereof, all increases and additions.

continued....

Particulars as to commission allowance or discount (note 3)

NIL

Signed Morgan Bole

Date 13/6/03

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

Please do not write in this margin

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

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

The Company covenants and agrees with EDC that, unless compliance has been waived by EDC, it will, so long as its obligations under the Agreements remain outstanding:

(i) provide to EDC a perfected first ranking security interest in the Collateral, such security interest to be registered pursuant to the Personal Property Security Registration System of Ontario; and

(ii) keep the Collateral free and clear of all taxes and liens, mortgage, security interests, pledge, assessments, hypothecation, charge, encumbrance, assignment and claims except for the creation of the security interest under the Security Agreement.

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

K:/MIT406659-26/MNL-CON2.LFD

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01309629

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY AGREEMENT DATED THE 11th JUNE 2003 AND CREATED BY MITEL NETWORKS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EXPORT DEVELOPMENT CANADA 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 16th JUNE 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th JUNE 2003.

De Sn



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —