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COMPANIES FORM No. 402

402

Particulars of a mortgage or charge

Pursuant to Article 402(1) of the Companies (Northern Ireland) Order 1986

Please do not write in this margin

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

To the Registrar of Companies

For official use

Company Number

Three empty boxes for official use

NI 22466

Name of company

* insert full name of company

* Andor Technology plc

Date of creation of the charge

7 December 2004

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

Debenture dated 7 December 2004 made between the Company of the one part and The Governor and Company of the Bank of Ireland of the other part

Amount secured by the mortgage or charge

The balance which now is or shall for the time being be or become due or owing by the Company to the Bank of Ireland by any account or accounts or in any manner whether for or on foot of bills of exchange, promissory notes, loans, credits, advances, leasing, guarantees, indemnities, interests, commission, discount, liability in connection with the foreign exchange transactions, bank charges (including legal charges occasioned by or incidental to the Debenture held by or offered to the Bank of Ireland or by or to the enforcement of any such security) or otherwise howsoever and whether the Company shall be liable therefore alone or jointly with any other person or persons as principal or surety together with interest as hereinafter provided.

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

The Governor and Company of the Bank of Ireland
Lower Baggot Street
DUBLIN Postcode

Presenter's name, address and Reference (if any):

For official use Public Office

Mortgage Section

Colin Jefferson
Solicitor
Norwich Union House
7 Fountain Street
Belfast
(15/Am4)

Continuation Sheet

Andor Technology plc

Company No. NI 22466

Short particulars of all of the property mortgaged or charged (continued)

3. The Company shall not be at liberty to create a Mortgage or Charge ranking in priority or pari passu to the Debenture or sell or assign or grant a licence to occupy any of the properties charged by the Debenture without the prior written consent of the Bank of Ireland.
4. The Company shall not without prior written consent in writing of the Bank of Ireland sell, assign or otherwise dispose of any property charged by the Debenture as a fixed charge or any of its book debts or other receivables in favour of any person.
5. The Company shall not create a second or subsequent mortgage or charge of any freehold or leasehold property or Rental Income (as defined in the Debenture) charged by the Debenture to the Bank of Ireland.



NI022466

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE

Pursuant to Article 409(3) of the
Companies (Northern Ireland) Order 1986

I HEREBY CERTIFY that a Debenture dated the SEVENTH
day of DECEMBER two-thousand and FOUR and created by

ANDOR TECHNOLOGY PLC

for securing all moneys now due, or hereafter to become due,
or from time to time accruing due from the Company to

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

on any account whatsoever, was this day REGISTERED pursuant to
Part XIII of the Companies (Northern Ireland) Order 1986.

Given under my hand at Belfast, this TWENTY-SECOND day of DECEMBER
two-thousand and FOUR

F. Brown

for the Registrar of
Companies for Northern Ireland