



**Registration of a Charge**

Company Name: **HALLMARK CONNECTIONS LIMITED**

Company Number: **04390228**



XCWI1320

Received for filing in Electronic Format on the: **09/02/2024**

**Details of Charge**

Date of creation: **31/01/2024**

Charge code: **0439 0228 0009**

Persons entitled: **HSBC UK BANK PLC**

Brief description:

**Contains fixed charge(s).**

**Contains floating charge(s) (floating charge covers all the property or undertaking of the company).**

**Contains negative pledge.**

**Authentication of Form**

This form was authorised by: **a person with an interest in the registration of the charge.**

**Authentication of Instrument**

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S. 859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.**

Certified by: **KASIM KHAN**



## **CERTIFICATE OF THE REGISTRATION OF A CHARGE**

Company number: 4390228

Charge code: 0439 0228 0009

The Registrar of Companies for England and Wales hereby certifies that a charge dated 31st January 2024 and created by HALLMARK CONNECTIONS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 9th February 2024 .

Given at Companies House, Cardiff on 12th February 2024

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



**Companies House**



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

**THIS DEED** is made on 31 January 2024

**BETWEEN:**

- (1) the companies listing in Schedule 1 (*The New Chargors*) (together, the "**New Chargors**" and each a "**New Chargor**");
- (2) **Rotala Group Ltd** (the "**Company**"), a company incorporated in England and Wales with the registration number 15030861 whose registered office is at Rotala Group Headquarters, Cross Quays Business Park Hallbridge Way, Tividale, Oldbury, United Kingdom, B69 3HW, for itself and as agent for and on behalf of each of the other Chargors (as defined in the Debenture referred to below); and
- (3) **HSBC UK Bank plc** as the Lender.

**INTRODUCTION**

- (A) Each New Chargor is, or will on the date of this Deed become, a wholly-owned direct or indirect Subsidiary of the Company.
- (B) This Deed is supplemental to a deed dated 17 November 2023 (as supplemented and amended from time to time, the "**Debenture**") between, among others, the Company, each of the companies named in the Debenture as Chargors, and HSBC UK Bank plc as Lender.
- (C) Each New Chargor at the request of the Company and in consideration of the Lender making or continuing to make facilities available to the Company or any other member of its group has agreed to enter into this Deed and become a Chargor under the Debenture.

**IT IS AGREED** as follows:

**1 DEFINITIONS AND INTERPRETATION**

- 1.1 Terms defined in the Debenture have the same meaning in this Deed. In addition, in this Deed:

"**2018 Aldermore Charge**" means the chattel mortgage entered into between Diamond Bus Limited and Aldermore dated 4 June 2018.

"**2019 Aldermore Charge**" means the chattel mortgage entered into between Diamond Bus Limited and Aldermore dated 23 May 2019.

"**2023 DBL Lombard Charge**" means the chattel mortgage entered into between Diamond Bus Limited and Lombard dated 22 September 2023.

"**2023 DB (NW) Lombard Charge**" means each of the four chattel mortgages entered into between Diamond Bus (North West) Limited and Lombard, each dated 22 September 2023.

"**2023 HSBC EF Charge**" means the chattel mortgage entered into between Hallmark Connections Limited and HSBC EF dated 28 September 2023.

"**Aldermore**" means Aldermore Bank PLC.

"**Aldermore Charged Property**" has the meaning given to it in the 2019 Aldermore Charge.

"**Asset Finance Provider**" means Aldermore and/or Lombard and/or HSBC EF.

**"Asset Finance Secured Property"** means the Lombard Charged Property, the Chattels, the Documents, the HSBC EF Charged Property and the Aldermore Charged Property.

**"Chattels"** has the meaning given to it in the 2018 Aldermore Charge.

**"Documents"** has the meaning given to it in the 2018 Aldermore Charge.

**"Existing Security"** means the security documents referred to in Schedule 8 (*Existing Security*).

**"HSBC EF"** means HSBC Equipment Finance (UK) Limited.

**"HSBC EF Charged Property"** means the assets of Hallmark Connections Limited which are expressed to be subject to the Security created by the 2023 HSBC EF Charge.

**"Lombard"** means Lombard North Central PLC.

**"Lombard Charged Property"** means (i) the assets of Diamond Bus Limited which are expressed to be subject to the Security created by the 2023 DBL Lombard Charge, and (ii) the assets of Diamond Bus (North West) Limited which are expressed to be subject to the Security created by each 2023 DB (NW) Lombard Charge.

- 1.2 The principles of interpretation set out in Clause 1.3 (*Construction*) of the Debenture apply to this Deed insofar as they are relevant to it, as they apply to the Debenture.

## **2 ACCESSION**

Each New Chargor agrees to become a party to and to be bound by the terms of the Debenture with immediate effect and so that the Debenture shall be read and construed for all purposes as if each New Chargor had been an original party to it as a Chargor.

## **3 SECURITY**

Subject to Clause 4 (*Asset Finance Secured Property*), each New Chargor mortgages, charges and assigns to the Lender all its business, undertaking and assets on the terms of Clause 3 (*Creation of Security*) of the Debenture, provided that:

- 3.1 the Land charged by way of legal mortgage shall be the Land referred to in Schedule 2 (*Land*);
- 3.2 the Shares mortgaged or (if or to the extent that the mortgage does not take effect as a mortgage) charged shall include the Shares referred to in Schedule 3 (*Shares*);
- 3.3 the Intellectual Property charged shall include the Intellectual Property referred to in Schedule 4 (*Intellectual Property*) (if any);
- 3.4 the Charged Accounts shall include the Charged Accounts referred to in Schedule 5 (*Charged Accounts*);
- 3.5 the Insurances assigned shall include the Insurances referred to in Schedule 6 (*Insurances*); and
- 3.6 the Hedging Agreements charged by way of fixed charge shall include those referred to in Schedule 7 (*Hedging Agreements*) (if any).

## **4 ASSET FINANCE SECURED PROPERTY**

In the case of Hallmark Connections Limited, Diamond Bus Limited and Diamond Bus (North West) Limited only, the Asset Finance Secured Property shall not be subject to the Security created by the terms of Clause 3 (*Security*) of this Deed, until the Security existing over that Asset Finance Secured Property on the date of this Deed in favour of the Asset Finance Providers is released, at which point that Asset Finance Secured Property will automatically become subject to the Security created by Clause 3 (*Security*) of this Deed.

## **5 EXISTING SECURITY**

- 5.1** Notwithstanding any provision of this Deed, all the Security constituted by this Deed is created in addition and does not affect in any way whatsoever the Security constituted by the Existing Security.
- 5.2** Notwithstanding any provision of this Deed, where this Deed purports to create a first fixed charge, first mortgage, first floating charge or other first Security over any Security Assets and the Existing Security purports to create a first fixed charge, first mortgage, first floating charge or other first Security over that same asset, such Security under this Deed will be a second ranking Security subject to the equivalent Security created under the Existing Security (the "**Equivalent Security**") until such time as the Equivalent Security is discharged or ceases to have effect while this Deed is still in force whereupon the relevant Security created under this Deed shall take effect as a first fixed charge, first mortgage, first floating charge or other first security over the relevant Security Assets as if it had been created as a first Security from the date of this Deed.

## **6 CONSENT OF EXISTING CHARGORS**

- 6.1** The Company by its execution of this Deed confirms the consent of the existing Chargors to the terms of this Deed and their agreement that this Deed will in no way prejudice or affect their obligations under, or the covenants they have given, or the Security created by, the Debenture.

## **7 EFFECT ON DEBENTURE**

- 7.1** The Debenture and this Deed shall be read and construed as one document so that references in the Debenture to "this Deed", "herein", and similar phrases will be deemed to include this Deed.
- 7.2** For the purposes of this Deed and the Debenture and with effect from the date of this Deed, the property and assets of each New Chargor mortgaged, charged or assigned to the Lender (whether by way of legal mortgage, assignment or fixed or floating charge) by or pursuant to this Deed shall form part of the Security Assets and references in the Debenture to the Security created by or pursuant to the Debenture will be deemed to include the Security created by or pursuant to this Deed.

## **8 GOVERNING LAW**

This Security Accession Deed and any non-contractual obligations arising out of or in connection with it are governed by English law.

**EXECUTED AS A DEED AND DELIVERED** on the date set out at the beginning of this Deed.

**SCHEDULE 1****THE NEW CHARGORS**

<b><u>Name</u></b>	<b><u>Company No.</u></b>	<b><u>Jurisdiction</u></b>	<b><u>Administrative details</u></b>
Rotala Limited	05338907	England & Wales	Rotala Group Headquarters, Cross Quays Business Park, Hallbridge Way, Tividale, Oldbury, West Midlands, England, B69 3HW  FAO: Simon Dunn
Diamond Bus (East Midlands) Limited	05504785	England & Wales	
Hallbridge Way Property Limited	06504654	England & Wales	
Diamond Bus (North West) Limited	03037228	England & Wales	
Preston Bus Limited	02004022	England & Wales	
Rotala Shared Services Limited	04327651	England & Wales	
Hallmark Connections Limited	04390228	England & Wales	
Diamond Bus Company Holding Limited	06504657	England & Wales	
Diamond Bus Limited	02531054	England & Wales	
Shady Lane Property Limited	03506681	England & Wales	

**SCHEDULE 2 - LAND**

<b><u>Description of Land/Property</u></b>	<b><u>Title Number</u></b>	<b><u>Tenure</u></b>	<b><u>Name of Chargor</u></b>
Birmingham Coach, Crossways Business Park, Hallbridge Way, Tividale, Oldbury, B69 3HW	WM586692	Freehold	Hallbridge Way Property Limited
1 John's Lane Tividale, Oldbury, B69 3HX	WM360620	Freehold	Hallbridge Way Property Limited
Preston Bus Ltd, Deepdale Road, Preston PR1 6NY; Ambulance Station, Deepdale Road, Preston PR1 6LJ and 211 to 215 (odd) Deepdale Road, Preston PR1 6LJ	LA712006; LAN122787 and LA712007	Freehold	Hallbridge Way Property Limited
Land lying to the east of Plymouth Road, Redditch, B97 4PA	WR145938	Freehold	Hallbridge Way Property Limited
Land on the north side of Worcester Road, Kidderminster, DY10 1EZ	WR42432	Freehold	Hallbridge Way Property Limited
North Side of Old Wellington Road, Eccles, Manchester	GM444097	Freehold	Hallbridge Way Property Limited
Arriva Midlands, Wetmore Road Industrial Estate, Burton-On-Trent DE14 1QL	SF617676	Freehold	Hallbridge Way Property Limited
The Wetmore Whistle, 93 Wetmore Road, Burton-On-Trent DE14 1SH	SF438559	Freehold	Hallbridge Way Property Limited
Unit C1, Lyntown Trading Estate, Eccles, Manchester, M30 9QG	MAN253667	Freehold	Hallbridge Way Property Limited
Land on the south side of Unit C1, Lyntown Trading Estate, Eccles, Manchester, M30 9QG	MAN300673	Freehold	Hallbridge Way Property Limited

Land to the north west of Weston Street, Bolton	GM681220, MAN4872, and MAN252698.	Freehold	Hallbridge Way Property Limited
	GM373225, GM339307, GM683971, GM649553, GM976269, LA79946 and MAN4873.	Leasehold	



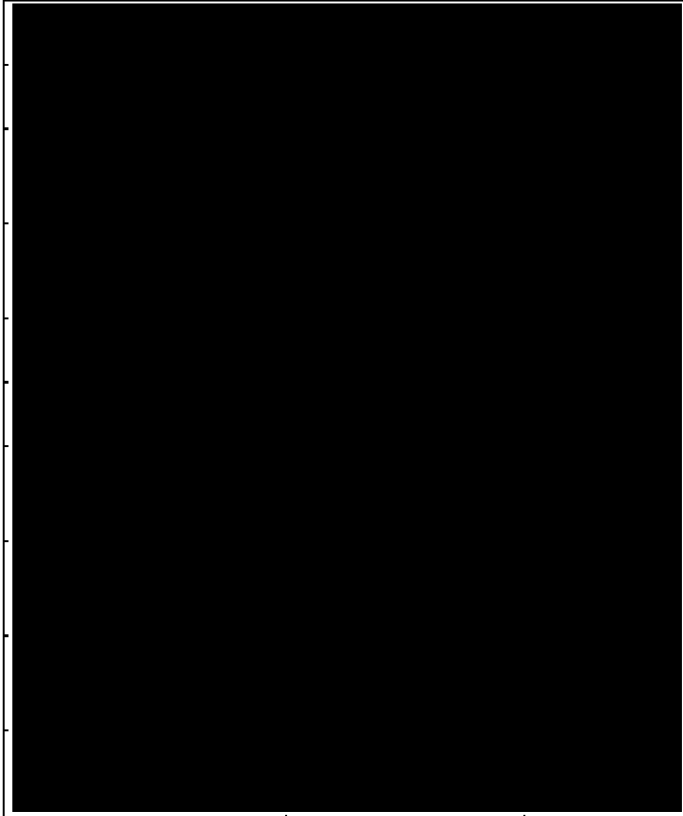
**SCHEDULE 3 -  
SHARES**

<b>Name of company and Company Number</b>	<b>Description and Number of Shares</b>	<b>Chargor</b>
Preston Bus Limited	1,488,011 ordinary shares of £1.00 each	Rotala Limited
Rotala Shared Services Limited	13,549,064 ordinary shares of £0.25 each	Rotala Limited
Shady Lane Property Limited	50,000 ordinary shares of £1.00 each	Rotala Limited
Diamond Bus Limited	2,800,001 ordinary shares of £1.00 each	Diamond Bus Company Holding Limited
Hallmark Connections Limited	800,000 ordinary shares of £1.00 each	Rotala Limited
Hallbridge Way Property Limited	101 ordinary shares of £1.00 each	Rotala Limited
Diamond Bus (North West) Limited	261,000 ordinary shares of £1.00 each	Rotala Limited
Diamond Bus Company Holding Limited	1,035,001 ordinary shares of £1.00 each	Rotala Limited
Diamond Bus (East Midlands) Ltd	100 ordinary shares of £1.00 each	Rotala Limited
Flights Hallmark Limited	1 ordinary share of £1.00	Rotala Limited

**SCHEDULE 4 - INTELLECTUAL PROPERTY**

None at the date of this Deed.

SCHEDULE 5 - CHARGED ACCOUNTS

Account Bank	Sort code	Account number	Chargor
			Rotala Limited
			Rotala Limited
			Rotala Shared Services Ltd
			Shady Lane Properties Ltd
			Diamond Bus Ltd
			Preston Bus Ltd
			Hallmark Connections Ltd
			Diamond Bus North West Ltd
			Diamond Bus East Midlands Ltd
			Diamond Bus East Midlands Ltd

**SCHEDULE 6 - INSURANCES**

<b>Policy Type</b>	<b>Policy Number</b>	<b>Insurer</b>	<b>Policy Period</b>	<b>Chargor</b>
Commercial Combined	006423540	NIG Insurance	Effective Date: 1 December 2023 Expiry Date: 30 November 2024	Rotala Limited Diamond Bus Limited Diamond Bus (North West) Limited Hallbridge Way Property Limited
Comprehensive Motor Trade Select	050028553		Effective Date: 01/12/2023 Renewal Date: 01/12/2024	Hallmark Connections Limited Preston Bus Limited Shady Lane Property Limited Rotala Shared Services Limited Diamond Bus Company Holding Limited Diamond Bus (East Midlands) Limited
Management Protection Any One Claim - Corporate Policy Wording	DR28945A	Royal and Sun Alliance Insurance Ltd	01/12/2023 – 30/11/2024	Rotala Limited
Construction Select	47/CS/29205045/12	Allianz Insurance Plc	Effective Date: 01/12/2023 Renewal Date: 01/12/2024 at 12:00hrs	Rotala Limited Diamond Bus Limited Diamond Bus (North West) Limited

Machinery Options Policy	47/NZ/22007678/12		Effective Date: 01/12/2023 Renewal Date: 01/12/2024	Hallbridge Way Property Limited Hallmark Connections Limited Preston Bus Limited Shady Lane Property Limited Rotala Shared Services Limited Diamond Bus Company Holding Limited Diamond Bus (East Midlands) Limited
Fleet	GM157151	Zurich Insurance plc	30/11/2023 – 29/11/2024	Rotala Limited Diamond Bus Limited Diamond Bus (North West) Limited Hallbridge Way Property Limited Hallmark Connections Limited Preston Bus Limited Shady Lane Property Limited Rotala Shared Services Limited Diamond Bus Company Holding Limited Diamond Bus (East Midlands) Limited
Environmental Protect	UKENVO00834123	Chubb European Group SE	From: 01/12/2023 To: 30/11/2024	Rotala Limited Diamond Bus Limited

			Retroactive Date: 01/03/2020	Diamond Bus (North West) Limited  Hallbridge Way Property Limited  Hallmark Connections Limited  Preston Bus Limited  Shady Lane Property Limited  Rotala Shared Services Limited  Diamond Bus Company Holding Limited  Diamond Bus (East Midlands) Limited
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**SCHEDULE 7 - HEDGING AGREEMENTS**

None at the date of this Deed.

**SCHEDULE 8 – EXISTING SECURITY**

	<b>Document description</b>	<b>Original Parties</b>	<b>Date</b>
1.	Debenture registered at Companies House with charge code 0533 8907 0003	Rotala Limited and HSBC Bank PLC	5 December 2017
2.	Debenture registered at Companies House with charge code 0439 0228 0006	Hallmark Connections Limited and HSBC Bank PLC	5 December 2017
3.	Debenture registered at Companies House with charge code 0650 4654 0018	Hallbridge Way Property Limited and HSBC Bank PLC	5 December 2017
4.	Debenture registered at Companies House with charge code 0650 4657 0002	Diamond Bus Company Holding Limited and HSBC Bank PLC	5 December 2017
5.	Debenture registered at Companies House with charge code 0253 1054 0017	Diamond Bus Limited and HSBC Bank PLC	5 December 2017
6.	Debenture registered at Companies House with charge code 0303 7228 0007	Diamond Bus (North West) Limited and HSBC Bank PLC	5 December 2017
7.	Debenture registered at Companies House with charge code 0432 7651 0020	Rotala Shared Services Limited (formerly Wessex Bus Limited) and HSBC Bank PLC	5 December 2017
8.	Debenture registered at Companies House with charge code 0200 4022 0019	Preston Bus Limited and HSBC Bank PLC	5 December 2017
9.	Debenture registered at Companies House with charge code 0350 6681 0007	Shady Lane Property Limited and HSBC Bank PLC	5 December 2017
10.	Debenture registered at Companies House with charge code 0303 7228 0009	Diamond Bus (North West) Limited and HSBC Bank PLC	3 April 2018
11.	Debenture registered at Companies House with charge code 0200 4022 0020	Preston Bus Limited and HSBC Bank PLC	3 April 2018
12.	Debenture registered at Companies House with charge code 0432 7651 0021	Rotala Shared Services Limited (formerly Wessex Bus Limited) and HSBC Bank PLC	3 April 2018



	<b>Document description</b>	<b>Original Parties</b>	<b>Date</b>
13.	Debenture registered at Companies House with charge code 0439 0228 0007	Hallmark Connections Limited and HSBC Bank PLC	3 April 2018
14.	Debenture registered at Companies House with charge code 0253 1054 0018	Diamond Bus Limited and HSBC Bank PLC	3 April 2018
15.	A legal mortgage over the freehold land on the North side of Worcester Road, Kidderminster (title number WR42432), registered at Companies House with charge code 0650 4654 0012	Hallbridge Way Property Limited and HSBC Bank PLC	5 December 2017
16.	A legal mortgage over the freehold land and buildings known as land lying to the East of Plymouth Road, Redditch (title number: WR145938), registered at Companies House with charge code 0650 4654 0017	Hallbridge Way Property Limited and HSBC Bank PLC	5 December 2017
17.	A legal mortgage over the freehold land known as 1 Johns Lane, Tividale, Oldbury, B69 3HX (title number WM360620), registered at Companies House with charge code 0650 4654 0016	Hallbridge Way Property Limited and HSBC Bank PLC	5 December 2017
18.	A legal mortgage over the freehold land and buildings known as Preston Bus LTD, Deepdale Road, Preston PR1 6NY; Ambulance Station, Deepdale Road, Preston PR1 6LJ; and 211 to 215 (odd) Deepdale Road, Preston PR1 6LJ (title numbers: LA712006, LAN122787 and LA712007), registered at Companies House with charge code 0650 4654 0014	Hallbridge Way Property Limited and HSBC Bank PLC	5 December 2017
19.	A legal mortgage over the freehold land and buildings known as Birmingham Coach, Crossways Business Park, Hallbridge Way, Tividale, Oldbury B69 3HW (title number WM586692), registered at Companies House with charge code 0650 4654 0013	Hallbridge Way Property Limited and HSBC Bank PLC	5 December 2017
20.	A legal mortgage over the freehold land and buildings on the north side of Old Wellington Road, Eccles, Manchester (title number: GM444097), registered at Companies House with charge code 0650 4654 0011	Hallbridge Way Property Limited and HSBC Bank PLC	5 December 2017
21.	A legal mortgage over the freehold land and buildings known as land lying to the West of St Andrews Road, Avonmouth, Bristol (title number BL131484), registered at Companies House with charge code 0650 4654 0015	Hallbridge Way Property Limited and HSBC Bank PLC	5 December 2017

	<b>Document description</b>	<b>Original Parties</b>	<b>Date</b>
22.	A legal mortgage over land to the north west of Weston Street, Bolton (title numbers GM976269, GM373225, LA79946, GM683971, GM339307, GM649553, MAN4873 and GM681220, MAN4872 and MAN252698), registered at Companies House with charge code 0650 4654 0019	Hallbridge Way Property Limited and HSBC UK Bank plc	11 August 2019
23.	Debenture registered at Companies House with charge code 0550 4785 0005	Diamond Bus (East Midlands) Ltd and HSBC UK Bank plc	28 July 2023
24.	A legal mortgage over freehold property known as Unit C1, Lyntown Trading Estate, Eccles, Manchester, M30 9QG and land on the south side of Unit C1, Lyntown Trading Estate, Eccles, Manchester, M30 9QG (title numbers: MAN253667 and MAN300673) with charge code 0650 4654 0020	Hallbridge Way Property Limited and HSBC UK Bank plc	28 July 2023
25.	A legal mortgage over freehold property known as Arriva Midlands, Wetmore Road Industrial Estate, Burton-On-Trent DE14 1QL (title number: SF617676) and the freehold land known as The Wetmore Whistle, 93 Wetmore Road, Burton-On-Trent, DE14 1SH (title number: SF438559) with charge code 0650 4654 0021	Hallbridge Way Property Limited and HSBC UK Bank plc	28 July 2023

**SIGNATURE PAGES TO SECURITY ACCESSION DEED**

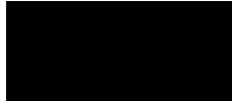
**The New Chargers**

**EXECUTED as a Deed**  
**by Diamond Bus (East Midlands) Ltd**

acting by Simon Dunn,  
a Director, in the presence of:

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Signature of witness:



Director

Name of witness: Jordan Fox

Address: 

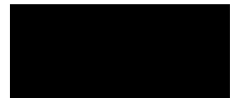
Occupation: Self employed

**EXECUTED as a Deed**  
**by Hallbridge Way Property Limited**

acting by Simon Dunn,  
a Director, in the presence of:

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Signature of witness:



Director

Name of witness: Jordan Fox

Address: 

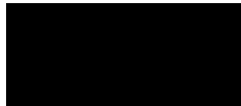
Occupation: Self employed

**EXECUTED as a Deed**  
**by Shady Lane Property Limited**

acting by Simon Dunn,  
a Director, in the presence of:

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Signature of witness:



Director

Name of witness: Jordan Fox

Address: 

Occupation: Self employed

**EXECUTED as a Deed**  
**by Diamond Bus (North West) Limited**

acting by Simon Dunn,  
a Director, in the presence of:

Signature of witness:



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)  
Director

Name of witness: Jordan Fox

Address: 

Occupation: Self employed

**EXECUTED as a Deed**  
**by Preston Bus Limited**

acting by Simon Dunn,  
a Director, in the presence of:

Signature of witness:



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)  
Director

Name of witness: Jordan Fox

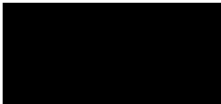
Address: 

Occupation: Self emy

**EXECUTED as a Deed**  
**by Rotala Shared Services Limited**

acting by Simon Dunn,  
a Director, in the presence of:

Signature of witness:



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Director

Name of witness: Jordan Fox

Address: 

Occupation: Self employed

**EXECUTED as a Deed**  
**by Hallmark Connections Limited**  
acting by Simon Dunn  
a Director, in the presence of:

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**Signature of witness:**  Director

**Name of witness:** Jordan Fox

**Address:** 

**Occupation:** Self employed

**EXECUTED as a Deed**  
**by Diamond Bus Company Holding Limited**  
acting by Simon Dunn  
a Director, in the presence of:

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**Signature of witness:**  Director

**Name of witness:** Jordan Fox

**Address:** 

**Occupation:** Self employed

**EXECUTED as a Deed**  
**by Diamond Bus Limited**  
acting by Simon Dunn  
a Director, in the presence of:

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**Signature of witness:**  Director

**Name of witness:** Jordan Fox

**Address:** 

**Occupation:** Self employed

**EXECUTED as a Deed  
by Rotala Limited**

acting by Simon Dunn,  
a Director, in the presence of:

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**Signature of witness:**

[Redacted Signature]

Director

**Name of witness:** Jordan Fox

**Address:** [Redacted Address]

**Occupation:** Self employed

**The Company**

**EXECUTED as a Rotala Group Ltd**

acting by Simon Dunn,  
a Director, in the presence of:

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**Signature of witness:**

[Redacted Signature]

Director

**Name of witness:** Jordan Fox

**Address:** [Redacted Address]

**Occupation:** Self employed

**The Lender**

**SIGNED for and on behalf of** )  
**HSBC UK BANK PLC** )

**EXECUTED as a Deed  
by Rotala Limited**

acting by \_\_\_\_\_,  
a Director, in the presence of:

)  
)  
)  
)  
Director

**Signature of witness:**

**Name of witness:**

**Address:**

**Occupation:**

**The Company**

**EXECUTED as a Rotala Group Ltd**

acting by \_\_\_\_\_,  
a Director, in the presence of:

)  
)  
)  
)  
Director

**Signature of witness:**

**Name of witness:**

**Address:**

**Occupation:**

**The Lender**

**SIGNED for and on behalf of  
HSBC UK BANK PLC**

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