



Registration of a Charge

Company name: **SAFE COMPUTING HOLDINGS LIMITED**

Company number: **05541359**



X7AX39OR

Received for Electronic Filing: **25/07/2018**

Details of Charge

Date of creation: **20/07/2018**

Charge code: **0554 1359 0003**

Persons entitled: **INTERMEDIATE CAPITAL GROUP PLC AS SECURITY TRUSTEE**

Brief description: **NONE.**

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:

ASHURST LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 5541359

Charge code: 0554 1359 0003

The Registrar of Companies for England and Wales hereby certifies that a charge dated 20th July 2018 and created by SAFE COMPUTING HOLDINGS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 25th July 2018 .

Given at Companies House, Cardiff on 27th July 2018

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

Security Accession Deed

THIS SECURITY ACCESSION DEED is made on 20 July 2018

BETWEEN:

- (1) The Companies listed in schedule 1 hereto as new chargors (the "**New Chargors**"); and
- (2) Intermediate Capital Group plc as security trustee for itself and the other Secured Parties (the "**Security Agent**").

RECITAL:

This deed is supplemental to a debenture dated 22 June 2018 between, inter alia, the Chargors named therein and the Security Agent, as previously supplemented and amended by earlier Security Accession Deeds (if any) (the "**Debenture**").

NOW THIS DEED WITNESSES as follows:

1. INTERPRETATION

1.1 Definitions

Terms defined in the Debenture have the same meaning when used in this deed.

1.2 Construction

Clause 1.2 (Construction) of the Debenture will be deemed to be set out in full in this deed, but as if references in that clause to the Debenture were references to this deed.

2. ACCESSION OF NEW CHARGOR

2.1 Accession

Each New Chargor agrees to be a Chargor for the purposes of the Debenture with immediate effect and agrees to be bound by all of the terms of the Debenture as if it had originally been a party to it as a Chargor.

2.2 Covenant to Pay

Each New Chargor as primary obligor covenants with the Security Agent (for the benefit of itself and the other Secured Parties) that it will pay on demand the Secured Obligations when they fall due for payment.

2.3 Fixed Charges

Each New Chargor, as security for the payment and discharge of the Secured Obligations, charges in favour of the Security Agent with full title guarantee all of its right, title and interest in the following assets, both present and future, from time to time owned by it or in which it has an interest and, in each case, all Related Rights:

- (a) by way of first legal mortgage, all Material Property (including as specified in schedule 2 (Property)); and
- (b) by way of first fixed charge:
 - (i) all other interests (not effectively charged under clause 2.3(a)) in the Property;

- (ii) all Subsidiary Shares (including as specified in schedule 3 (Subsidiary Shares));
- (iii) all Investments (other than the Subsidiary Shares);
- (iv) all Equipment;
- (v) all Book Debts;
- (vi) all Blocked Accounts (including as specified in schedule 4 (Blocked Accounts));
- (vii) all Material Intellectual Property (including as specified in schedule 5 (Material Intellectual Property));
- (viii) its goodwill and uncalled capital;
- (ix) to the extent not effectively assigned by clause 2.4 (Security Assignment):
 - (A) the Assigned Agreements;
 - (B) the Insurances; and
 - (C) the Hedging Agreements.

2.4 Security Assignment

As further security for the payment and discharge of the Secured Obligations, each New Chargor assigns absolutely with full title guarantee in favour of the Security Agent all its right, title and interest in the following assets, both present and future, and in each case, all Related Rights:

- (a) the Assigned Agreements (including as specified in schedule 6 (Assigned Agreements));
- (b) the Insurances (including as specified in schedule 7 (Insurance Policies)); and
- (c) the Hedging Agreements,

provided that on payment or discharge in full of the Secured Obligations the Security Agent will at the request and cost of each New Chargor re-assign the relevant rights, title and interest in the assigned assets to each New Chargor (or as it shall direct).

2.5 Fixed Security

Clause 2.3 (Fixed Charges) and clause 2.4 (Security Assignment) shall be construed as creating a separate and distinct mortgage, fixed charge or security assignment over each relevant asset within any particular class of assets specified in this deed. Any failure to create effective fixed security (for whatever reason) over an asset shall not affect the fixed nature of the security on any other asset, whether within the same class of assets or not.

2.6 Floating Charge

As further security for the payment and discharge of the Secured Obligations, each New Chargor charges with full title guarantee in favour of the Security Agent by way of first floating charge all its assets, both present and future, not effectively charged by way of first fixed charge under clause 2.3 (Fixed Charges) or assigned under clause 2.4 (Security Assignment) and, in each case, all Related Rights.

3. **INCORPORATION INTO DEBENTURE**

The Debenture and this deed shall be read together as one instrument on the basis that references in the Debenture to "this deed" will be deemed to include this deed.

4. **NOTICES**

Each New Chargor confirms that its address details for notices in relation to clause 22 (Notices) of the Debenture are as listed in schedule 1.

5. **LAW**

This deed and any dispute, controversy, proceedings or claims of whatever nature arising out of or in any way relating to this deed (including any non-contractual disputes or claims) shall be governed by, and construed in accordance with, English law.

IN WITNESS whereof this deed has been duly executed and delivered on the date first above written.

SCHEDULE 1**New Chargers**

Name of Original Borrower	Registration Number	Original Jurisdiction	Notice Details
Accolade Topco Limited	09356516	England and Wales	Address: The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell, Tom Cornwell
Accolade PFSCo Limited	09356512	England and Wales	Address: The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell, Tom Cornwell
Accolade Midco Limited	09356549	England and Wales	Address: The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell, Tom Cornwell
Accolade Bidco Limited	09356543	England and Wales	Address: The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell, Tom Cornwell
Ingleby (1863) Limited	07564788	England and Wales	Address:

			The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell, Tom Cornwell
Ingleby (1861) Limited	07509662	England and Wales	Address: The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell, Tom Cornwell
Access Technology Group Limited	05575609	England and Wales	Address: The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell, Tom Cornwell
Access UK Ltd	02343760	England and Wales	Address: The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell, Tom Cornwell
WFL Media Ltd	07076964	England and Wales	Address: The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell,

			Tom Cornwell
SCH 2014 Limited	09237593	England and Wales	Address: The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell, Tom Cornwell
Safe Computing Holdings Limited	05541359	England and Wales	Address: The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell, Tom Cornwell
Safe Computing Limited	01202124	England and Wales	Address: The Old School School Lane Stratford St Mary Colchester C07 6LZ Attention: Steve Blundell, Tom Cornwell

SCHEDULE 2

Freehold and Leasehold Property

None at the date of this Deed

SCHEDULE 3

Subsidiary Shares

Chargor	Name of company in which shares are held	Class of shares held	Number of shares held	Issued share capital (£)
Accolade Topco Limited	Accolade PFSCo Limited	Ordinary Shares	1	1
Accolade PFSCo Limited	Accolade Midco Limited	Ordinary Shares	2	2
Accolade Midco Limited	Accolade Bidco Limited	Ordinary Shares	2	2
Accolade Bidco Limited	Ingleby (1863) Limited	Ordinary A Shares	1,322,722	13,227.22
Accolade Bidco Limited	Ingleby (1863) Limited	Ordinary B Shares	290,672	290,672
Accolade Bidco Limited	Ingleby (1863) Limited	Ordinary C Shares	291,939	291,939
Accolade Bidco Limited	Ingleby (1863) Limited	Ordinary D1 Shares	30,340	303.40
Accolade Bidco Limited	Ingleby (1863) Limited	Ordinary D2 Shares	231,267	2,312.67
Accolade Bidco Limited	Ingleby (1863) Limited	Ordinary E1 Shares	87,497	874.97
Accolade Bidco Limited	Ingleby (1863) Limited	Ordinary E2 Shares	120,563	1,205.63
Accolade Bidco Limited	Ingleby (1863) Limited	Ordinary F Shares	125,000	125,000
Accolade Bidco Limited	Ingleby (1863) Limited	Ordinary G Shares	100,000	100
Ingleby (1863) Limited	Ingleby (1861) Limited	Ordinary Shares	2	2
Ingleby (1861) Limited	Access Technology Group Limited	Ordinary Shares	131,864,553	21,098.33
Ingleby (1861) Limited	Access Technology Group Limited	Ordinary A Shares	131,262,500	21,002

Access Technology Group Limited	Access UK Ltd	Ordinary Shares	26,392	26,392
Access UK Ltd	WFL Media Ltd	Ordinary Shares	263,118	2,631.18
Access UK Ltd	SCH 2014 Limited	Ordinary Shares	4,001,326	4,001,326
Access UK Ltd	SCH 2014 Limited	A Growth Shares	653,052	6,530.52
Access UK Ltd	SCH 2014 Limited	B Growth Shares	135,000	1,350
Access UK Ltd	SCH 2014 Limited	Preference Shares	6,812,774	6,812,774
SCH 2014 Limited	Safe Computing Holdings Limited	Ordinary Shares	10,231	1,023.1
SCH 2014 Limited	Safe Computing Holdings Limited	Ordinary A Shares	463	46.3
Safe Computing Holdings Limited	Safe Computing Limited	Ordinary Shares	15,660	15,660

SCHEDULE 4**Blocked Accounts****None at the date of this Deed****Operating Accounts**

Account Holder	Account Number	Account Bank	Account bank branch address and sort code
Accolade Bideo Limited		Lloyds Bank plc	
Access UK Ltd		National Westminster Bank plc	
Access UK Ltd		National Westminster Bank plc	
Access UK Ltd		Lloyds Bank plc	
Access UK Ltd		Lloyds Bank plc	
Access UK Ltd		Lloyds Bank plc	
Access UK Ltd		Lloyds Bank plc	
Access Technology Group Limited		Lloyds Bank plc	

Access UK Ltd		National Westminster Bank plc	
Access UK Ltd		HSBC Bank plc	
Safe Computing Limited		HSBC Bank plc	
Safe Computing Limited		National Westminster Bank plc	
WFL Media Ltd		National Westminster Bank plc	
WFL Media Ltd		National Westminster Bank plc	

SCHEDULE 5

Material Intellectual Property

Country	Status	Applicant	Application No.	Registration No.	Trade Mark
United Kingdom	registered	Access UK Ltd	1304430	1304430	S' logo
United Kingdom	registered	Access UK Ltd	2402120	2402120	thankQ
United Kingdom	registered	Access UK Ltd	2467462	2467462	Access Evolutions
United Kingdom	registered	Access UK Ltd	2467458	2467458	Evolutions
United Kingdom	registered	Access UK Ltd	2481509	2481509	ACCESS DIMENSIONS
United Kingdom	registered	Access UK Ltd	2481505	2481505	ACCESS ACCOUNTING
United Kingdom	registered	Access UK Ltd	2504634	2504634	SELECT CRM logo Series of 2
United Kingdom	registered	Access UK Ltd	2504638	2504638	SELECT HR logo
United Kingdom	registered	Access UK Ltd	2518323	2518323	ACCESS logo
United Kingdom	registered	Access UK Ltd	2518322	2518322	ACCESS
United Kingdom	registered	Access UK Ltd	2532381	2532381	ORCHESTRATE logo
United Kingdom	registered	Access UK Ltd	2532380	2532380	ORCHESTRATE
United Kingdom	registered	Access UK Ltd	2537087	2537087	SELECTPAY logo
United Kingdom	registered	Access UK Ltd	2581468	2581468	HCSS Education
United Kingdom	registered	Access UK Ltd	2608505	2608505	ENTERPRISE GROUP MESSAGING
United Kingdom	registered	Access UK Ltd	2619731	2619731	CareBlox
European Union	registered	Access Technology Group Limited	11327087	11327087	Access i Cloud logo
European Union	registered	Access Technology	11739331	11739331	ACCESS INSIGHT

		Group Limited			
European Union	registered	Access Technology Group Limited	12959185	12959185	aCloudTeamSeer
European Union	registered	Access Technology Group Limited	12959193	12959193	aCloudExpense
European Union	registered	Access Technology Group Limited	12959136	12959136	aCloudPeople
European Union	registered	Access UK Ltd	14629729	14629729	FIRST CHOICE SOFTWARE logo
European Union	registered	Access UK Ltd	14629653	14629653	RDB PRONET logo
European Union	registered	Access UK Ltd	14629794	14629794	RDB PRONET
European Union	registered	Access UK Ltd	14635072	14635072	MRM
United Kingdom	registered	Safe Computing Limited	3171646	3171646	SAFE COMPUTING
United Kingdom	registered	Safe Computing Limited	3171788	3171788	SAFE COMPUTING Logo (series 2)
European Union	registered	Access UK Ltd	15970254	15970254	ACCESS ALTO
United Kingdom	registered	Access UK Ltd	3193737	3193737	ACCESS ALTO
European Union	registered	Access UK Ltd	17158999	17158999	thankQ CRM
United States of America	pending	Access UK Ltd	87/683943		thankQ CRM
United Kingdom	registered	Access UK Ltd	3286711	3286711	ACCESS FREEDOM TO DO MORE Logo
United Kingdom	registered	Access UK Ltd	3286709	3286709	ACCESS FREEDOM TO DO MORE
United Kingdom	pending	Access UK Ltd	3286708		ACCESS WORKSPACE

					LOGO
United Kingdom	pending	Access UK Ltd	3286706		ACCESS WORKSPACE

SCHEDULE 6

Assigned Agreements

Chargor	Date of Relevant Contract	Parties	Details of Relevant Contract
Accolade Bidco Limited	22 December 2014	(1) Investors Sellers (as defined therein); (2) the Management Sellers (as defined therein); and (3) Accolade Bidco Limited	Share Shale Agreement relating to shares in Ingleby (1863) Limited
Access UK Ltd	28 November 2014	Stephen Spink, Karl Robinson and Access UK Ltd	Sale and Purchase Agreement relating to the issued share capital of StratoGen Internet Limited
Access UK Ltd	30 July 2015	The Sellers (as defined therein), Adam Toth, Access UK Ltd and Access Technology Group Limited	Sale and Purchase Agreement relating to the issued share capital of First Choice Software Limited
Access UK Ltd	28 February 2017	The Sellers (as defined therein) and Access UK Ltd.	Sale and Purchase Agreement relating to the issued share capital of SCH 2014 Limited
Access UK Ltd	18 May 2017	Richard Beaton and Others, Investor Sellers (as defined therein)	Share Purchase Agreement relating to the issued share capital of Selima Holding Company Limited
Access UK Ltd	9 November 2017	Paul Andrew Gunn	Share Purchase Agreement relating to the issued share capital of P.P.M. and Associates Limited

Access UK Ltd	17 November 2017	Nicholas James Telson, Andrew Webster and Others	Share Purchase Agreement relating to the issued share capital of WFL Media Limited
Access UK Ltd	28 February 2018	William Gorol and William Alasdair Cameron	Share Purchase Agreement relating to the issued share capital of Procure Wizard Limited
Access UK Ltd	31 May 2018	Sarju Radia and Others	Share Purchase Agreement relating to the issued share capital of Inaspect Technology Limited

SCHEDULE 7**Insurance Policies**

Company	Insurer	Policy number	Type of policy
Armstrong Topco Limited and all subsidiaries including Access UK	Hiscox Insurance Company Limited	HU PI6 1888845	Commercial Combined & excess Layer Public Liability
Armstrong Topco Limited and all subsidiaries including Access UK	Allianz Insurance Plc	11/BV/24829067/06	Motor Fleet
Armstrong Topco Limited and all subsidiaries including Access UK	AJ Gallagher Business Assist	29287992	Loss Recovery
Armstrong Topco Limited and all subsidiaries including Access UK	AJ Gallagher Terrorism Facility (ARK Syndicate 4020)	FFC0001617/0053	Terrorism
Armstrong Topco Limited and all subsidiaries including Access UK	Allianz Insurance Plc	NZ/28789339	Engineering Inspection
Armstrong Topco Limited and all subsidiaries including Access UK	Zurich Insurance plc	7114804	Business Travel
Armstrong Topco Limited and all subsidiaries including Access UK	Northern Marine Underwriters	STP101836328	Marine
Armstrong Topco Limited and all subsidiaries including Access UK	Hiscox Insurance Company Limited	HU PI6 1879720	PI & Cyber

SIGNATORIES TO DEED OF ACCESSION

New Chargors

Executed as a deed by
ACCOLADE TOPCO LIMITED:

)
)
)
)

Signature of director

Name of director

Steve Blundell

Signature of witness

Name of witness

Grace Kelly

Address of witness

Travers Smith LLP, 10 Snow

Hill, London, EC1A 2AL

Occupation of witness

Notice Details

Address:

Facsimile:

Attention:

Signature Page to the Security Accession Deed

Executed as a deed by)
ACCOLADE PFSCO LIMITED:)
)
)

Signature of director

Name of director

Mike Audis

Signature of witness

Name of witness

Grace Kelly

Address of witness

Travers Smith LLP

10 Snow Hill London, EC1A 2AL

Occupation of witness

Notice Details

Address:

Facsimile:

Attention:

Signature Page to the Security Accession Deed

Executed as a deed by
ACCOLADE MIDCO LIMITED:

)
)
)
)

Signature of director

Name of director

Mike Andis

Signature of witness

Name of witness

Grace Kelly

Address of witness

Travers Smith, 10 Snow

Hill, London, EC1A 2AL

Occupation of witness

Notice Details

Address:

Facsimile:

Attention:

Signature Page to the Security Accession Deed

Executed as a deed by
ACCOLADE BIDCO LIMITED:

)
)
)
)

Signature of director

Name of director

Mike Andis

Signature of witness

Name of witness

Grace Kelly

Address of witness

Travers Smith LLP, 10

Snow Hill, London, EC1A 2AL

Occupation of witness

Notice Details

Address:

Facsimile:

Attention:

Signature Page to the Security Accession Deed

Executed as a deed by
INGLEBY (1863) LIMITED:

)
)
)
)

Signature of director

Name of director

Steve Blundell

Signature of witness

Name of witness

Grace Kelly

Address of witness

Travers Smith LLP, 10

Snow Hill, London, EC1A 2AL

Occupation of witness

Notice Details

Address:

Facsimile:

Attention:

Signature Page to the Security Accession Deed

Executed as a deed by)
INGLEBY (1861) LIMITED:)
)
)

Signature of director

Name of director

Steve Blundell

Signature of witness

Name of witness

Grace Kelly

Address of witness

Travers Smith LLP, 10

Snow Hill, London, EC1A 2AL

Occupation of witness

Notice Details

Address:

Facsimile:

Attention:

Signature Page to the Security Accession Deed

Executed as a deed by
**ACCESS TECHNOLOGY GROUP
LIMITED:**

)
)
)
)

Signature of director

.....

Name of director

..... Steve Blundell

Signature of witness

.....

Name of witness

..... Grace Kelly

Address of witness

..... Travers Smith UP, 10

..... Snow Hill, London

..... EC1A 2AL

Occupation of witness

.....

Notice Details

Address:

Facsimile:

Attention:

Signature Page to the Security Accession Deed

Executed as a deed by
ACCESS UK LIMITED:

)
)
)
)

Signature of director

Name of director

Steve Blundell

Signature of witness

Name of witness

Grace Kelly

Address of witness

Travers Smith LLP, 10

Snow Hill, London

EC1A 2AL

Occupation of witness

Notice Details

Address:

Facsimile:

Attention:

Signature Page to the Security Accession Deed

Executed as a deed by
WFL MEDIA LIMITED:

)
)
)
)

Signature of director

Name of director

Steve Blundell

Signature of witness

Name of witness

Grace Kelly

Address of witness

Travers Smith LLP

10 Snows Hill, London

EC1A 2AL

Occupation of witness

Notice Details

Address:

Facsimile:

Attention:

Signature Page to the Security Accession Deed

Executed as a deed by)
SCH 2014 LIMITED :)
)
)

Signature of director

Name of director Steve Blundell

Signature of witness

Name of witness Grace Kelly

Address of witness Travers Smith LLP, 15

..... Snow Hill, London

..... EC1A 2AL

Occupation of witness

Notice Details

Address:

Facsimile:

Attention:

Executed as a deed by)
SAFE COMPUTING HOLDINGS)
LIMITED:)
)

Signature of director

Name of director Steve Brundell

Signature of witness

Name of witness Grace Kelly

Address of witness Travers Smith LLP, 10

..... Snow Hill, London

..... EC1A 2AL

Occupation of witness

Notice Details

Address:

Facsimile:

Attention:

Signature Page to the Security Accession Deed

Executed as a deed by)
SAFE COMPUTING LIMITED:)
)
)

Signature of director
Name of director Steve Blundell
Signature of witness
Name of witness Grace Kelly
Address of witness Travers Smith LLP, 10
..... Snow Hill, London
..... EC1A 2AL
Occupation of witness

Notice Details

Address:

Facsimile:

Attention:

The Security Agent

Signed for and on behalf of)
INTERMEDIATE CAPITAL GROUP)
PLC:)
)

.....
Name:

Notice Details

Address:

Facsimile:

Attention: