



**Registration of a Charge**

Company Name: **ARROW GLOBAL LIMITED**

Company Number: **05606545**



Received for filing in Electronic Format on the: **30/11/2021**

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**Details of Charge**

Date of creation: **24/11/2021**

Charge code: **0560 6545 0006**

Persons entitled: **GLAS TRUST CORPORATION LIMITED**

Brief description: **PURSUANT TO THE CHARGE THE COMPANY CHARGED BY WAY OF FIRST FIXED EQUITABLE CHARGE ALL ITS RIGHT, TITLE AND INTEREST FROM TIME TO TIME IN ANY REAL PROPERTY BUT EXCLUDING ANY LEASEHOLD REAL PROPERTY THAT HAS 25 YEARS OR LESS TO RUN ON THE LEASE OR HAS A RACK-RENT PAYABLE IN RESPECT THEREOF TOGETHER WITH ALL BUILDINGS AND FIXTURES (INCLUDING TRADE FIXTURES) ON THAT REAL PROPERTY. FOR MORE DETAIL, SEE CLAUSE 3.1.1 OF THE CHARGE. PURSUANT TO THE CHARGE THE COMPANY CHARGED BY WAY OF FIRST FIXED CHARGE ALL ITS RIGHT, TITLE AND INTEREST FORM TIME TO TIME IN AND TO ANY INTELLECTUAL PROPERTY. FOR MORE DETAIL, SEE CLAUSE 3.1.2(C).**

**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: **SHEARMAN & STERLING (LONDON) LLP**



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

Company number: 5606545

Charge code: 0560 6545 0006

The Registrar of Companies for England and Wales hereby certifies that a charge dated 24th November 2021 and created by ARROW GLOBAL LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 30th November 2021 .

Given at Companies House, Cardiff on 30th November 2021

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**

## DEED OF ACCESSION

in respect of a supplemental debenture dated 8 November 2021

THIS SUPPLEMENTAL DEED is made on 24 November 2021

BETWEEN:

- (1) The acceding companies listed in Schedule 1 (the "**Acceding Companies**"); and
- (2) GLAS Trust Corporation Limited as security agent (the "**Security Agent**" which expression shall include any person for the time being appointed as Security Agent or as an additional Security Agent for the purpose of and in accordance with the Intercreditor Agreement).

WHEREAS

This Supplemental Deed is supplemental to a supplemental debenture dated 8 November 2021 (and as subsequently amended and/or supplemented from time to time) and made between, inter alia, the companies named therein as original charging companies and the Security Agent (the "**Supplemental Debenture**").

IT IS AGREED and declared as follows:

### 1. DEFINITIONS

- 1.1 Words or expressions defined (including by reference) in the Supplemental Debenture shall, unless otherwise defined herein, bear the same meaning in this Supplemental Deed (including the recital hereto).
- 1.2 The principles of construction set out in clause 1.2 (*Construction*) of the Supplemental Debenture shall apply mutatis mutandis to this Supplemental Deed as if the same were set out in full herein.

### 2. ACCESSION OF THE ACCEDING COMPANIES

- 2.1 By its execution of this Supplemental Deed, each Acceding Company unconditionally and irrevocably undertakes to and agrees with the Security Agent to observe and be bound by the terms and provisions of the Supplemental Debenture as if it were an original party thereto as one of the Charging Companies.
- 2.2 Without prejudice to the generality of sub-clause 2.1, each Acceding Company hereby:
  - (a) (jointly and severally with the other Charging Companies) covenants in the terms set out in clause 2 (*Covenant to Pay*) of the Supplemental Debenture; and
  - (b) mortgages, charges and assigns to the Security Agent for the payment and discharge of all monies and liabilities hereby, or by the Supplemental Debenture, covenanted to be paid or discharged by it, its assets and undertaking on the terms set out in clause 3 (*Fixed Charges, Assignments and Floating Charge*) of the Supplemental Debenture (in each case subject to the terms of clause 3.4 (*Excluded Assets*) of the Supplemental Debenture **provided that**, unless otherwise expressly agreed in writing by any Acceding Company after the date of this Supplemental Deed, there shall be excluded from the Security created by clause 3

(*Fixed Charges, Assignments and Floating Charge*) of the Supplemental Debenture and from the operation of any further assurance or perfection provisions contained in the Secured Debt Documents any Real Property to the extent such Security, constitutes or is expressed to constitute a mortgage.

- 2.3 The Security Agent (on behalf of itself and each other party to the Supplemental Debenture) hereby consents to the accession of each Acceding Company to the Supplemental Debenture on the terms of clauses 2.1 and 2.2 of this Supplemental Deed and agrees that the Supplemental Debenture shall hereafter be read and construed as if each Acceding Company had been an original party to the Supplemental Debenture in the capacity of a Charging Company (but so that the security created on this accession will be created on the date of this Supplemental Deed).
- 2.4 Each Acceding Company expressly acknowledges and confirms and agrees to each of the matters referred to in clause 1.6 (*Obligations secured by this Debenture*) of the Supplemental Debenture.

### **3. INTERPRETATION**

This Supplemental Deed shall hereafter be read as one with the Supplemental Debenture, so that all references in the Supplemental Debenture to this Supplemental Debenture, herein and similar expressions shall include references to this Supplemental Deed.

### **4. DELIVERY**

This Supplemental Deed shall be treated as having been executed and delivered as a deed only upon being dated.

### **5. COUNTERPARTS**

This Supplemental Deed may be executed in any number of counterparts, and this has the same effect as if the signatures on the counterparts were on a single copy of this Supplemental Deed.

### **6. THIRD PARTY RIGHTS**

A person who is not a party to this Supplemental Deed has no right under the Contracts (Rights of Third Parties) Act 1999 to enforce or to enjoy the benefit of any term of this Supplemental Deed.

### **7. GOVERNING LAW**

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

**THIS SUPPLEMENTAL DEED** has been signed on behalf of the Security Agent and executed as a deed by each Acceding Company and is delivered by it on the date specified above.

## SCHEDULE 1

Acceding Company	Company Number	Jurisdiction of incorporation	Additional Borrower and/or Additional Guarantor	Administrative Details
Arrow Global Group Limited (formerly known as Arrow Global Group plc)	08649661	England and Wales	Additional Guarantor	Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW  Email: <a href="mailto:companysecretary@arrowglobal.net">companysecretary@arrowglobal.net</a>
Arrow Global One Limited	08649653	England and Wales	Additional Guarantor	Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW  Email: <a href="mailto:companysecretary@arrowglobal.net">companysecretary@arrowglobal.net</a>
Arrow Global Investments Holdings Limited	06568603	England and Wales	Additional Guarantor	Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW  Email: <a href="mailto:companysecretary@arrowglobal.net">companysecretary@arrowglobal.net</a>
Arrow Global (Holdings) Limited	05606576	England and Wales	Additional Guarantor	Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW  Email: <a href="mailto:companysecretary@arrowglobal.net">companysecretary@arrowglobal.net</a>
Arrow Global Limited	05606545	England and Wales	Additional Borrower and Additional Guarantor	Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW  Email: <a href="mailto:companysecretary@arrowglobal.net">companysecretary@arrowglobal.net</a>
Arrow SMA LP Limited	12272894	England and Wales	Additional Guarantor	Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW  Email: <a href="mailto:companysecretary@arrowglobal.net">companysecretary@arrowglobal.net</a>
Quest Topco Limited	07653295	England and Wales	Additional Guarantor	Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW  Email: <a href="mailto:companysecretary@arrowglobal.net">companysecretary@arrowglobal.net</a>

Quest Bidco Limited	07653281	England and Wales	Additional Guarantor	Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW  Email: <a href="mailto:companysecretary@arrowglobal.net">companysecretary@arrowglobal.net</a>
Quest Newco Limited	07715012	England and Wales	Additional Guarantor	Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW  Email: <a href="mailto:companysecretary@arrowglobal.net">companysecretary@arrowglobal.net</a>
CapQuest Group Limited	04936030	England and Wales	Additional Guarantor	Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW  Email: <a href="mailto:companysecretary@arrowglobal.net">companysecretary@arrowglobal.net</a>
Capquest Investments Limited	05245825	England and Wales	Additional Guarantor	Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW  Email: <a href="mailto:companysecretary@arrowglobal.net">companysecretary@arrowglobal.net</a>

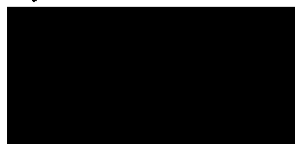
## SIGNATURE PAGES

**The Acceding Obligors**

**EXECUTED AS A DEED**

**ARROW GLOBAL GROUP LIMITED**

By:

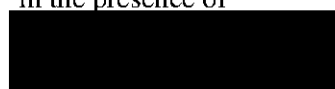


Signature of Director

Philip William Shepherd

Name of Director

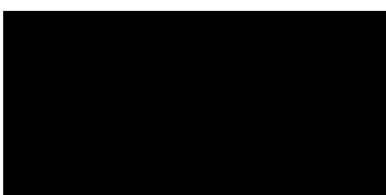
in the presence of



Signature of witness

Lucia Mazzon

Name of witness



Address of witness

Executive Assistant

Occupation of witness

Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW

Email: [companysecretary@arrowglobal.net](mailto:companysecretary@arrowglobal.net)

Attention: Project Sherwood – Louise Brace



**EXECUTED AS A DEED**

**ARROW GLOBAL ONE LIMITED**

By:



\_\_\_\_\_  
Signature of Director

Philip William Shepherd

\_\_\_\_\_  
Name of Director

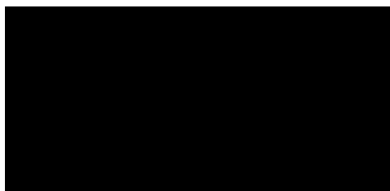
in the presence of



\_\_\_\_\_  
Signature of witness

Lucia Mazzon

\_\_\_\_\_  
Name of witness



\_\_\_\_\_  
Address of witness

Executive Assistant

\_\_\_\_\_  
Occupation of witness

Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW

Email: [companysecretary@arrowglobal.net](mailto:companysecretary@arrowglobal.net)

Attention: Project Sherwood – Louise Brace

**EXECUTED AS A DEED**

**ARROW GLOBAL INVESTMENTS HOLDINGS LIMITED**

By:



\_\_\_\_\_  
Signature of Director

Philip William Shepherd

\_\_\_\_\_  
Name of Director

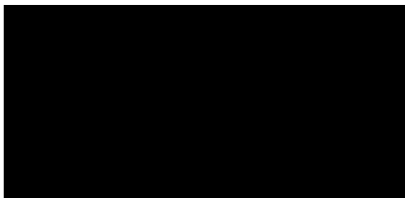
in the presence of



\_\_\_\_\_  
Signature of witness

Lucia Mazzon

\_\_\_\_\_  
Name of witness



\_\_\_\_\_  
Address of witness

Executive Assistant

\_\_\_\_\_  
Occupation of witness

Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW

Email: [companysecretary@arrowglobal.net](mailto:companysecretary@arrowglobal.net)

Attention: Project Sherwood – Louise Brace

**EXECUTED AS A DEED**

**ARROW GLOBAL (HOLDINGS) LIMITED**

By:



Philip William Shepherd

Signature of Director

Name of Director

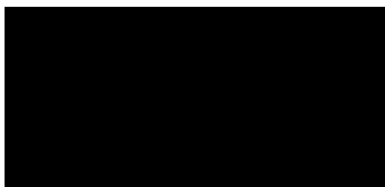
in the presence of



Lucia Mazzon

Signature of witness

Name of witness



Address of witness

Executive Assistant

Occupation of witness

Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW

Email: [companysecretary@arrowglobal.net](mailto:companysecretary@arrowglobal.net)

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**ARROW GLOBAL LIMITED**

By:



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Signature of Director

Philip William Shepherd

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Name of Director

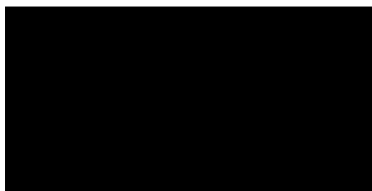
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Executive Assistant

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**EXECUTED AS A DEED**

**ARROW SMA LP LIMITED**


By:

  
\_\_\_\_\_  
Philip William Shepherd  
\_\_\_\_\_

Signature of Director

Name of Director

in the presence of

  
\_\_\_\_\_  
Lucia Mazzon  
\_\_\_\_\_

Signature of witness

Name of witness

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Executive Assistant  
\_\_\_\_\_

Address of witness

Occupation of witness

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Attention: Project Sherwood – Louise Brace

**EXECUTED AS A DEED**  
**QUEST TOPCO LIMITED**

By:



\_\_\_\_\_  
Signature of Director

Philip William Shepherd

\_\_\_\_\_  
Name of Director

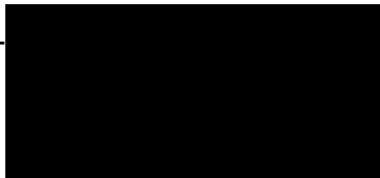
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Executive Assistant

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Philip William Shepherd

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Name of Director

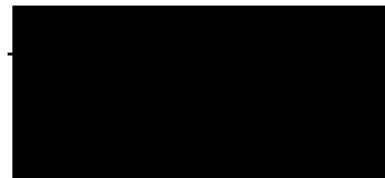
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**QUEST NEWCO LIMITED**

By:



Philip William Shepherd

Signature of Director

Name of Director

in the presence of

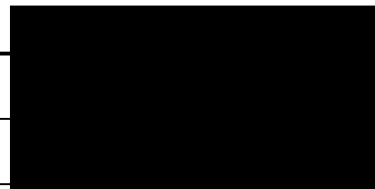


Lucia Mazzon

Signature of witness

Name of witness

Address of witness



Executive Assistant

Occupation of witness

Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW

Email: companysecretary@arrowglobal.net

Attention: Project Sherwood – Louise Brace



**EXECUTED AS A DEED**

**CAPQUEST GROUP LIMITED**

By:



Philip William Shepherd

Signature of Director

Name of Director

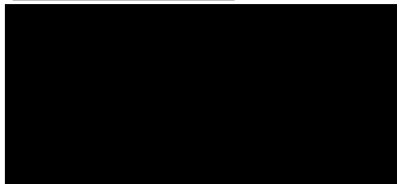
in the presence of



Lucia Mazzon

Signature of witness

Name of witness



Address of witness

Executive Assistant

Occupation of witness

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**CAPQUEST INVESTMENTS LIMITED**

By:



Signature of Director

Philip William Shepherd

Name of Director

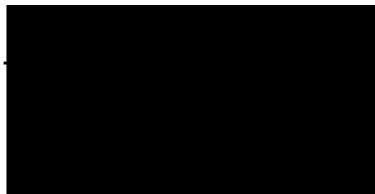
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**The Security Agent**

**GLAS TRUST CORPORATION LIMITED**

