Companies House

MR01(ef)

Registration of a Charge

Company name: **BIBENDUM PLB GROUP LIMITED**

Company number: **06155211**

Received for Electronic Filing: **15/07/2016**

X5BAULZ5

Details of Charge

Date of creation: **08/07/2016**

Charge code: **0615 5211 0002**

Persons entitled: **BARCLAYS BANK PLC AS SECURITY AGENT**

Brief description: **ACCESSION DEED RELATING TO A DEBENTURE DATED 09/10/2015**

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: **PINSENT MASONS LLP**

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 6155211

Charge code: 0615 5211 0002

The Registrar of Companies for England and Wales hereby certifies that a charge dated 8th July 2016 and created by BIBENDUM PLB GROUP LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 15th July 2016 .

Given at Companies House, Cardiff on 18th July 2016

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

EXECUTION VERSION

DEED OF ACCESSION

THIS DEED is made on 8 July 2016

BETWEEN:-

(1) **THE COMPANIES LISTED AT SCHEDULE 1** (the "**New Chargors**");

(2) **CONVIVIALITY PLC** (previously known as Conviviality Retail Plc) (the "**Parent**") 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) **BARCLAYS BANK PLC** as the Security Agent.

INTRODUCTION

(A) The New Chargors are wholly-owned Subsidiaries of the Parent.

(B) This Deed is supplemental to a deed dated 9 October 2015 (as supplemented and amended from time to time, the "**Debenture**") between, among others, the Parent, each of the companies named in the Debenture as Chargors, and Barclays Bank plc as agent and trustee for the Secured Finance Parties.

(C) The New Chargors at the request of the Parent and in consideration of the Secured Finance Parties making or continuing to make facilities available to the Parent or any other member of its group have agreed to enter into this Deed and become Chargors 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.

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

2. ACCESSION

Each of the New Chargors 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 of the New Chargors had been an original party to it as Chargors.

3. SECURITY

Subject to the terms of the Intercreditor Agreement, the New Chargors mortgage, charge and assign to the Security Agent, as agent and trustee for the Secured Finance Parties, all their business, undertaking and assets on the terms of Clause 3 of the Debenture, provided that:-

3.1 the Land charged by way of first legal mortgage shall be the Land referred to in Schedule 2 (*Land*);

3.2 the Shares charged shall include the Shares referred to in Schedule 3 (*Shares*);

3.3 the Assigned Insurances assigned shall include the Assigned Insurances referred to in Schedule 4 (*Assigned Insurances*);

3.4 the Assigned Contracts assigned shall include the Assigned Contracts referred to in Schedule 5 (*Assigned Contracts*); and

3.5 the Assigned Accounts assigned shall include the Assigned Accounts referred to in Schedule 6 (*Assigned Accounts*).

4. CONSENT OF EXISTING CHARGORS

The Parent 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.

5. EFFECT ON DEBENTURE

5.1 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.

5.2 For the purposes of this Deed and the Debenture and with effect from the date of this Deed, the property and assets of the New Chargors mortgaged, charged or assigned to the Security Agent (whether by way of legal mortgage, assignment or fixed or floating charge) by or pursuant to this Deed shall form part of the Secured 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.

6. GOVERNING LAW

This Deed of Accession 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

Name	Registered Number
Bibendum PLB (Topco) Limited	10093821
Bibendum PLB Group Limited	06155211
PLB Group Limited	01655729
Bibendum Wine Limited	02218928
The Wondering Wine Company Limited	07603133
Instil Drinks Company Limited	02747130

SCHEDULE 2

LAND

NONE AS AT THE DATE OF THIS DEED.

SCHEDULE 3

SHARES

Charging Company	Subsidiary	Number and class of shares	Details of nominees (if any) holding legal title to shares
Bibendum PLB (Topco) Limited	Bibendum PLB Group Limited	2,159,264 A ordinary shares of £1.00 each	N/A
Bibendum PLB Group Limited	Bibendum Wine Limited	2.009,938 ordinary shares of £1.00 each	N/A
Bibendum PLB Group Limited	The Wondering Wine Company Limited	89 A ordinary shares of £1.00 each 10 B ordinary shares of £5.00 each	N/A
Bibendum PLB Group Limited	Walker & Wodehouse Wines Limited	100 ordinary shares of £1.00 each	N/A
Bibendum PLB Group Limited	PLB Group Limited	100,000 ordinary shares of £1.00 each 100,000 preference shares of £1.00 each	N/A
PLB Group Limited	PLB Wines Limited	100 ordinary shares of £0.01 each	N/A
PLB Group Limited	PLB Beers Limited	100 ordinary shares of £1.00 each	N/A
PLB Group Limited	The Real Rose Company Limited	2 ordinary shares of £1.00 each	N/A
Bibendum Wine Limited	Instil Drinks Company Limited	2 ordinary shares of £1.00 each	N/A
Bibendum Wine Limited	The Yorkshire Fine Wines Company Limited	2 ordinary shares of £1.00 each	N/A
Bibendum Wine Limited	Mixbury Drinks Limited	10,000 ordinary shares of £1.00 each	N/A
Bibendum Wine Limited	Bibendum Limited	1 ordinary share of £1.00 each	N/A
Bibendum Wine Limited	Vivas Wine Limited	1 ordinary share of £1.00 each	N/A

SCHEDULE 4

ASSIGNED INSURANCES

Chargor	Insurer	Policy Number
Bibendum PLB Group Limited	Aviva Insurance Limited (Registered in Scotland, No. 2116)	AVIVA 25070894 CCI
Bibendum PLB Group Limited	Royal & Sun Alliance Insurance plc (No. 93792)	RSAP5801092200
Bibendum PLB Group Limited	Northern Marine Underwriters Ltd (No. 01262636)	NMU STP051507863
Bibendum PLB Group Limited	Aviva Insurance Limited. Registered in Scotland, No. 2116	Aviva 09/FLW/7116760

SCHEDULE 5

ASSIGNED CONTRACTS

NONE AS AT THE DATE OF THIS DEED.

SCHEDULE 6

ASSIGNED ACCOUNTS

Account Name	Account Number	Sort Code	IBAN
Bibendum Wine Holdings Ltd Sterling current account	[redacted]	[redacted]	[redacted]
Bibendum Wine Ltd Sterling Current Account			
Bibendum Wine Ltd US Dollar Account			
Bibendum Wine Ltd Australian Dollar Account			
Bibendum Wine Ltd New Zealand Dollar Account			
Bibendum Wine Ltd Euro Account			
Bibendum Wine Ltd South African Rand Account			
Bibendum Wine Ltd Australian Dollar Deposit			
Bibendum Wine Ltd CID Account GBP			
Bibendum Wine Ltd CID Account EURO			
PLB Group Ltd Sterling Current Account			
PLB Group Ltd US Dollar Account			
PLB Group Ltd Euro Account			
PLB Group Ltd Czech Account			
PLB Group Ltd Australian Dollar Account			
PLB Group Ltd South African Rand			
PLB Group Ltd New Zealand Dollars			
PLB Group Ltd – CID Account			
PLB Group Ltd – CID Account EURO			

The Wondering Wine Company Ltd Sterling Current Account	[redacted]	[redacted]	[redacted]

SIGNATURE PAGES

The New Chargors

EXECUTED AS A DEED (but not delivered until the date hereof) by **BIBENDUM PLB (TOPCO) LIMITED** acting by a director, in the presence of:-) [redacted]

CAHumphreys Director

Signature of witness: [redacted]

Name of witness: Lucy Porter

Address: DLA Piper UK LLP
101 Barbirolli Square
Manchester
M2 3DL

Occupation: [redacted]

Address: Conviviality Plc, Unit 1, Weston Road, Crewe, Cheshire CW1 6BP
Facsimile number: 01270 614711
Attention: Jo Harman, Financial Controller

EXECUTED AS A DEED (but not delivered until the date hereof) by **BIBENDUM PLB GROUP LIMITED** acting by a director, in the presence of:-) [redacted]

CAHumphreys Director

Signature of witness: [redacted]

Name of witness: Lucy Porter

Address: DLA Piper UK LLP
101 Barbirolli Square
Manchester
M2 3DL

Occupation: [redacted]

Address: Conviviality Plc, Unit 1, Weston Road, Crewe, Cheshire CW1 6BP
Facsimile number: 01270 614711
Attention: Jo Harman, Financial Controller

EXECUTED AS A DEED (but not delivered until the date hereof) by **PLB GROUP LIMITED** acting by a director, in the presence of:-

[redacted]

CA Humphreys Director

Signature of witness: [redacted]

Name of witness: Lucy Porter

Address:

Occupation:

DLA Piper UK LLP
101 Barbirolli Square
Manchester
M2 3DL

[redacted]

Address: Conviviality Plc, Unit 1, Weston Road, Crewe, Cheshire CW1 6BP
Facsimile number: 01270 614711
Attention: Jo Harman, Financial Controller

EXECUTED AS A DEED (but not delivered until the date hereof) by **BIBENDUM WINE LIMITED** acting by a director, in the presence of:-

[redacted]

CA Humphreys Director

Signature of witness: [redacted]

Name of witness: Lucy Porter

Address:

Occupation:

DLA Piper UK LLP
101 Barbirolli Square
Manchester
M2 3DL

[redacted]

Address: Conviviality Plc, Unit 1, Weston Road, Crewe, Cheshire CW1 6BP
Facsimile number: 01270 614711
Attention: Jo Harman, Financial Controller

EXECUTED AS A DEED (but not delivered until the date hereof) by **THE WONDERING WINE COMPANY LIMITED** acting by a director, in the presence of:-

[redacted]

Director

CA Humphreys

Signature of witness: [redacted]

Name of witness: Lucy Porter

Address:

Occupation: [redacted]

DLA Piper UK LLP
101 Barbirolli Square
Manchester
M2 3DL

Address: Conviviality Plc, Unit 1, Weston Road, Crewe, Cheshire CW1 6BP
Facsimile number: 01270 614711
Attention: Jo Harman, Financial Controller

EXECUTED AS A DEED (but not delivered until the date hereof) by **INSTIL DRINKS COMPANY LIMITED** acting by a director, in the presence of:-

[redacted]

Director

CA Humphreys

Signature of witness: [redacted]

Name of witness: Lucy Porter

Address:

Occupation: [redacted]

DLA Piper UK LLP
101 Barbirolli Square
Manchester
M2 3DL

Address: Conviviality Plc, Unit 1, Weston Road, Crewe, Cheshire CW1 6BP
Facsimile number: 01270 614711
Attention: Jo Harman, Financial Controller

The Parent

EXECUTED AS A DEED (but not delivered until the date hereof) by **CONVIVIALITY PLC** acting by a director, in the presence of:-)

[redacted]

CA Humphreys

Director

Signature of witness: [redacted]

Name of witness: Lucy Porter

Address:

DLA Piper UK LLP
101 Barbirolli Square
Manchester
M2 3DL

Occupation: [redacted]

Address: Conviviality Plc, Unit 1, Weston Road, Crewe, Cheshire CW1 6BP
Facsimile number: 01270 614711
Attention: Jo Harman, Financial Controller

The Security Agent

SIGNED for and on behalf of **BARCLAYS BANK PLC**)

The Parent

EXECUTED AS A DEED (but not delivered until the date hereof) by **CONVIVIALITY PLC** acting by a director, in the presence of:-)

Director

Signature of witness:

Name of witness:

Address:

Occupation:

Address: Conviviality Plc, Unit 1, Weston Road, Crewe, Cheshire CW1 6BP
Facsimile number: 01270 614711
Attention: Jo Harman, Financial Controller

The Security Agent

SIGNED for and on behalf of **BARCLAYS BANK PLC**)

[redacted]

JOHN OLIVER