



Registration of a Charge

Company Name: **ARROW GLOBAL INVESTMENTS HOLDINGS LIMITED**

Company Number: **06568603**



Received for filing in Electronic Format on the: **29/11/2021**

XAIAF51E

Details of Charge

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

Charge code: **0656 8603 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: 6568603

Charge code: 0656 8603 0006

The Registrar of Companies for England and Wales hereby certifies that a charge dated 24th November 2021 and created by ARROW GLOBAL INVESTMENTS HOLDINGS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 29th 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 debenture dated 6 October 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 debenture dated 6 October 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 "**Original Debenture**").

IT IS AGREED and declared as follows:

1. DEFINITIONS

- 1.1 Words or expressions defined (including by reference) in the Original 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 Original 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 Original 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 Original 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 Original 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 Original Debenture (in each case subject to the terms of clause 3.4 (*Excluded Assets*) of the Original 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 Original 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 Original Debenture) hereby consents to the accession of each Acceding Company to the Original Debenture on the terms of clauses 2.1 and 2.2 of this Supplemental Deed and agrees that the Original Debenture shall hereafter be read and construed as if each Acceding Company had been an original party to the Original 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 Original Debenture.

3. INTERPRETATION

This Supplemental Deed shall hereafter be read as one with the Original Debenture, so that all references in the Original Debenture to this Original 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: companysecretary@arrowglobal.net |
| Arrow Global One Limited | 08649653 | England and Wales | Additional Guarantor | Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW Email: companysecretary@arrowglobal.net |
| Arrow Global Investments Holdings Limited | 06568603 | England and Wales | Additional Guarantor | Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW Email: companysecretary@arrowglobal.net |
| Arrow Global (Holdings) Limited | 05606576 | England and Wales | Additional Guarantor | Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW Email: companysecretary@arrowglobal.net |
| Arrow Global Limited | 05606545 | England and Wales | Additional Borrower and Additional Guarantor | Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW Email: companysecretary@arrowglobal.net |
| Arrow SMA LP Limited | 12272894 | England and Wales | Additional Guarantor | Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW Email: companysecretary@arrowglobal.net |
| Quest Topco Limited | 07653295 | England and Wales | Additional Guarantor | Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW Email: companysecretary@arrowglobal.net |

| | | | | |
|------------------------------|----------|-------------------|----------------------|--|
| Quest Bidco Limited | 07653281 | England and Wales | Additional Guarantor | Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW Email: companysecretary@arrowglobal.net |
| Quest Newco Limited | 07715012 | England and Wales | Additional Guarantor | Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW Email: companysecretary@arrowglobal.net |
| CapQuest Group Limited | 04936030 | England and Wales | Additional Guarantor | Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW Email: companysecretary@arrowglobal.net |
| Capquest Investments Limited | 05245825 | England and Wales | Additional Guarantor | Address: Belvedere, 12 Booth Street, Manchester, United Kingdom, M2 4AW Email: companysecretary@arrowglobal.net |

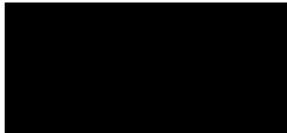
SIGNATURE PAGES

The Acceding Obligors

EXECUTED AS A DEED

ARROW GLOBAL GROUP LIMITED

By:



Signature of Director

Philip William Shepherd

Name of Director

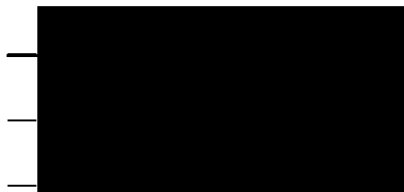
in the presence of



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

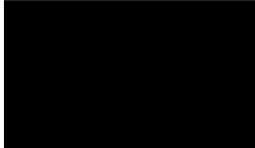
Email: companysecretary@arrowglobal.net

Attention: Project Sherwood – Louise Brace

EXECUTED AS A DEED

ARROW GLOBAL ONE LIMITED

By:



Signature of Director

Philip William Shepherd

Name of Director

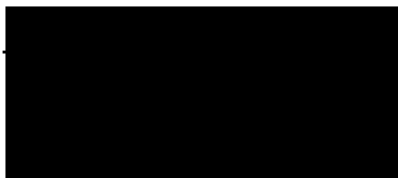
in the presence of



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

Attention: Project Sherwood – Louise Brace

EXECUTED AS A DEED

ARROW GLOBAL INVESTMENTS HOLDINGS LIMITED

By:



Philip William Shepherd

Signature of Director

Name of Director

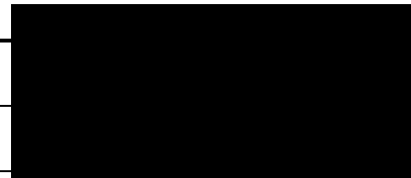
in the presence of



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

Attention: Project Sherwood – Louise Brace

EXECUTED AS A DEED

ARROW GLOBAL (HOLDINGS) LIMITED

By:



Philip William Shepherd

Signature of Director

Name of Director

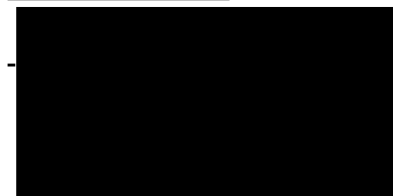
in the presence of



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

Attention: Project Sherwood – Louise Brace

EXECUTED AS A DEED

ARROW GLOBAL 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

Attention: Project Sherwood – Louise Brace

EXECUTED AS A DEED

ARROW SMA LP 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

Attention: Project Sherwood – Louise Brace

EXECUTED AS A DEED

QUEST TOPCO LIMITED

By:



Signature of Director

Philip William Shepherd

Name of Director

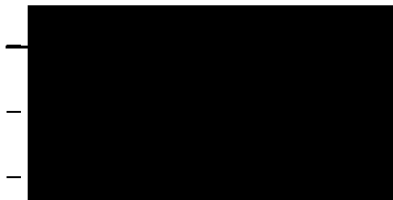
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Signature of witness

Lucia Mazzon

Name of witness



Address of witness

Executive Assistant

Occupation of witness

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By:



Signature of Director

Philip William Shepherd

Name of Director

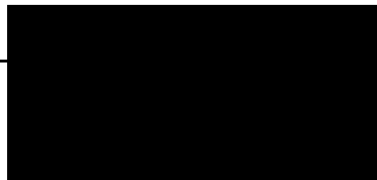
in the presence of



Signature of witness

Lucia Mazzon

Name of witness



Address of witness

Executive Assistant

Occupation of witness

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Name of Director

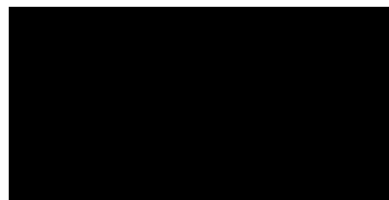
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Occupation of witness

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CAPQUEST GROUP LIMITED

By:



Signature of Director

Philip William Shepherd

Name of Director

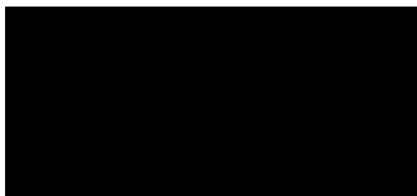
in the presence of



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

Attention: Project Sherwood – Louise Brace

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CAPQUEST INVESTMENTS LIMITED

By:



Signature of Director

Philip William Shepherd

Name of Director

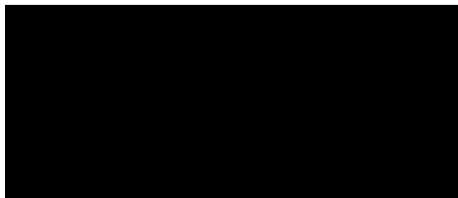
in the presence of



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

Attention: Project Sherwood – Louise Brace

The Security Agent

GLAS TRUST CORPORATION LIMITED

