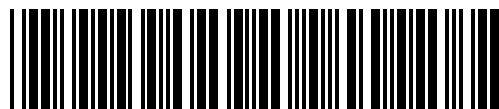




**Registration of a Charge**

Company Name: **PCL HOLDCO LIMITED**

Company Number: **08272174**



XBDY3KVF

Received for filing in Electronic Format on the: **04/10/2022**

**Details of Charge**

Date of creation: **29/09/2022**

Charge code: **0827 2174 0010**

Persons entitled: **U.S. BANK TRUSTEES LIMITED**

Brief description:

**Contains fixed charge(s).**

**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: **ROBBIE POWELL**



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

Company number: 8272174

Charge code: 0827 2174 0010

The Registrar of Companies for England and Wales hereby certifies that a charge dated 29th September 2022 and created by PCL HOLDCO LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 4th October 2022 .

Given at Companies House, Cardiff on 6th October 2022

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**

**WHITE & CASE**

Dated 29 September 2022

# **Confirmation and Amendment Agreement**

between

**HCS Group GmbH**  
**Haltermann Carless Deutschland GmbH**  
**PCL Holdco Limited**  
**Haltermann Carless UK Limited**  
**Tempus Holdings 12 S.à r.l.**  
**HCS Holding GmbH**  
as Security Grantors

**U.S. Bank Trustees Limited**  
as Security Agent

White & Case LLP  
Bockenheimer Landstraße 20  
60323 Frankfurt am Main  
Germany

This Confirmation and Amendment Agreement (the “Agreement”) is made on 29 September 2022

Between:

- (1) **HCS GROUP GMBH**, a German limited liability company (*Gesellschaft mit beschränkter Haftung*) organised under the laws of the Federal Republic of Germany, which is registered at the Commercial Register (*Handelsregister*) of the Local Court (*Amtsgericht*) of Hamburg under registration number HRB 117732, with registered office at Schlengendeich 17, 21107 Hamburg, Germany;
  - (2) **HALTERMANN CARLESS DEUTSCHLAND GMBH**, a German limited liability company (*Gesellschaft mit beschränkter Haftung*) organised under the laws of the Federal Republic of Germany, which is registered at the Commercial Register (*Handelsregister*) of the Local Court (*Amtsgericht*) of Hamburg under registration number HRB 118570;
  - (3) **PCL HOLDCO LIMITED** a company incorporated in England and Wales and registered at Companies House with company number 08272174 with registered office at Grove House, Guildford Road, Leatherhead, Surrey, KT22 9DF, United Kingdom;
  - (4) **HALTERMANN CARLESS UK LIMITED**, a company incorporated in England and Wales and registered at Companies House with company number 00429315 with registered office at Grove House, Guildford Road, Leatherhead, Surrey, KT22 9DF, United Kingdom;
  - (5) **TEMPUS HOLDINGS 12 S.À R.L.**, a private limited liability company (*société à responsabilité limitée*) organised and existing under the laws of the Grand Duchy of Luxembourg and having its seat at 15, Boulevard F.W. Raiffeisen, L - 2411 Luxembourg and registered with the Luxembourg Trade and Companies' Register (*R.C.S. Luxembourg*) under registration number B210124;
  - (6) **HCS HOLDING GMBH** (formerly NRGH Nürburgring GP GmbH), a Germany limited liability company organised under the laws of the Federal Republic of Germany, which is registered at the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Hamburg, with registration number HRB 130942 with registered office at Schlengendeich 17, 21107 Hamburg, Germany,
- (the parties listed under (1) to (6) hereinafter together referred to as the “**Security Grantors**”); and
- (7) **U.S. BANK TRUSTEES LIMITED** in its capacity as security agent and trustee, acting on behalf of the Secured Creditors and on its own behalf, the “**Security Agent**”.

Whereas:

- (A) Tempus Holdings 12 S.à r.l. as parent, HCS Holding GmbH (formerly NRGH Nürburgring GP GmbH) as bidco and company, HCS Group GmbH as the target company, HCS Holding GmbH (formerly NRGH Nürburgring GP GmbH), HCS Group GmbH, Haltermann Besitzgesellschaft GmbH, Haltermann Carless Deutschland GmbH, Haltermann Carless UK Limited, Carless UK Limited, PCL Holdco Limited and PCL Bidco Limited as original guarantors, GSO COF III ESDF (Luxembourg) S.à r.l., GSO European Senior Debt Fund (Luxembourg) S.à r.l. and GSO Aiguille des Grands Montets ESDF I (Luxembourg) S.à r.l. as original lenders and Elavon Financial Services DAC, U.K. Branch (now succeeded by U.S. Bank Global Corporate Trust Limited) as agent and the Security Agent have entered into a EUR 292,000,000 and GBP 43,300,000 facilities agreement dated 3 November 2016 (as amended and restated on 15 January 2021 and on 14 April 2022 and as amended and/or restated from time to time and together with its annexes and schedules, the “**Senior Facilities Agreement**”).

- (B) Tempus Holdings 12 S.à r.l. as parent, HCS Holding GmbH (formerly NRGH Nürburgring GP GmbH) as company, HCS Group GmbH as target, HCS Group GmbH and Haltermann Carless Deutschland GmbH as original borrowers, HCS Holding GmbH (formerly NRGH Nürburgring GP GmbH), HCS Group GmbH, Haltermann Besitzgesellschaft GmbH, Haltermann Carless Deutschland GmbH, Haltermann Carless UK Limited, Carless UK Limited, PCL Holdco Limited and PCL Bidco Limited as original guarantors, Commerzbank Aktiengesellschaft and NIBC Bank Deutschland AG (now succeeded with effect from 1 November 2020 by NIBC Bank N.V. as part of a merger) as arrangers, NIBC Bank N.V. (now succeeded by Commerzbank Finance & Covered Bond S.A.) as agent, the Security Agent and certain financial institutions as original lenders have entered into a EUR 50,000,000 super senior facility agreement dated 3 November 2016 (as amended and restated on 14 January 2021, on 14 April 2022 and as amended and restated by the RCF Amendment and Restatement Agreement 2 (as defined below) and as amended and/or restated from time to time and together with its annexes and schedules, the “**Revolving Credit Facility Agreement**”, and the Revolving Credit Facility Agreement together with the Senior Facilities Agreement, the “**Facilities Agreements**”).
- (C) Tempus Holdings 12 S.à r.l. as parent, HCS Holding GmbH (formerly NRGH Nürburgring GP GmbH) as company, Tempus Holdings 12 S.à r.l., HCS Holding GmbH (formerly NRGH Nürburgring GP GmbH), HCS Group GmbH, Haltermann Besitzgesellschaft GmbH, Haltermann Carless Deutschland GmbH, Haltermann Carless UK Limited, PCL Holdco Limited, PCL Bidco Limited as debtors, Tempus Holdings 12 S.à r.l., HCS Holding GmbH (formerly NRGH Nürburgring GP GmbH), HCS Group GmbH, Haltermann Besitzgesellschaft GmbH, Haltermann Carless Deutschland GmbH, Haltermann Carless UK Limited, PCL Holdco Limited, PCL Bidco Limited as intra-group lenders, Tempus Holdings 11 S.à r.l. as subordinated creditor, the Security Agent, Elavon Financial Services DAC, U.K. Branch (now succeeded by U.S. Bank Global Corporate Trust Limited) as senior agent, GSO COF III ESDF (Luxembourg) S.à r.l., GSO European Senior Debt Fund (Luxembourg) S.à r.l., GSO aiguille des grands montets ESDF I (Luxembourg) S.à r.l. as senior lenders, NIBC Bank N.V. (now succeeded by Commerzbank Finance & Covered Bond S.A.) as revolving credit facility agent, Commerzbank Aktiengesellschaft, NIBC Bank Deutschland AG (now succeeded by NIBC Bank N.V. by way of merger) as revolving credit facility lenders, Commerzbank Aktiengesellschaft and NIBC Bank Deutschland AG (now succeeded by NIBC Bank N.V. by way of merger) as revolving credit facility arrangers have entered into an intercreditor agreement dated 3 November 2016 (as amended on 15 January 2021 and as amended and restated on 14 April 2022 and as amended and restated from time to time and together with its annexes and schedules, the “**Intercreditor Agreement**”).
- (D) On or about the date hereof, the parties to the Revolving Credit Facility Agreement entered into an amendment and restatement agreement relating to the Revolving Credit Facility Agreement in connection with, amongst other things, the extension of the maturity (the “**RCF Amendment and Restatement Agreement 2**”).
- (E) It is a condition precedent for the amendments as set out in the RCF Amendment and Restatement Agreement 2 becoming effective that the Security Grantors enter into this Agreement.
- (F) In order to secure, *inter alia*, the obligations of the Obligor under the Facilities Agreements, the Security Grantors have each granted security to the Security Agent and, as the case may be, by way of the following German law governed security documents (the “**German Law Security Documents**”):
- (a) a global assignment agreement dated 11 November 2016 between HCS Group GmbH, Haltermann Carless Deutschland GmbH, PCL Holdco Limited and Haltermann Carless UK Limited as Assignors and U.S. Bank Trustees Limited as Security Agent (the “**Global Assignment Agreement**”);

- (b) a security assignment agreement dated 11 November 2016 between Tempus Holding 12 S.à r.l. and HCS Holding GmbH (formerly NRGH Nürburgring GP GmbH) as Assignors and U.S. Bank Trustees Limited as Security Agent (the “Security Assignment Agreement”),

(the Global Assignment Agreement and the Security Assignment Agreement together the “Assignment Agreements”); and

- (c) a security transfer agreement dated 11 November 2016 between Haltermann Carless Deutschland GmbH as Transferor and U.S. Bank Trustees Limited as Security Agent (the “Security Transfer Agreement”).

## **1. Definitions**

Capitalised terms used but not otherwise defined herein (including capitalised terms in the recitals), shall have the meaning attributed thereto in the relevant German Law Security Document or the Facilities Agreements and the Intercreditor Agreement, as the context may permit or require.

## **2. Acknowledgement**

Each of the Security Grantors hereby acknowledges that it has received executed copies of the Facilities Agreements, the Intercreditor Agreement and the RCF Amendment and Restatement Agreement 2 and agrees to the terms thereof.

## **3. Extension of the Secured Obligations**

- (a) The relevant Security Grantors hereby agree with the Security Agent that the security interests created by them under the German Law Security Documents shall also (and in addition to the existing secured obligations) secure, *inter alia*, the obligations and liabilities of the Obligors to the Security Agent under or in connection with the RCF Amendment and Restatement Agreement 2.
- (b) Other than such amendments the German Law Security Documents shall remain in full force and effect without modification.

## **4. Miscellaneous**

- (a) This Agreement is made in the English language. For the avoidance of doubt, the English language version of this Agreement shall prevail over any translation of this Agreement. However, where a German translation of a word or phrase appears in the text of this Agreement, the German translation of such word or phrase shall prevail.
- (b) This Agreement (and all non-contractual rights and obligations arising out of or in connection with this Agreement) shall be governed by and construed in accordance with the laws of the Federal Republic of Germany.
- (c) The exclusive place of jurisdiction for the parties hereto for disputes arising out of or in connection with this Agreement (including all disputes with regard to non-contractual rights and obligations arising out of or in connection with this Agreement) shall be Frankfurt am Main, Federal Republic of Germany. The Security Agent shall, however, also be entitled to take legal action against any Security Grantor before any other competent court of law having jurisdiction over any Security Grantor or any of its assets.

**Signatures**

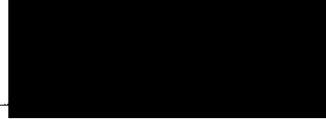
**Security Grantors**

**HCS Group GmbH**



Name: PETER STURZE

Title: Managing Director



Name: DR. KARSTEN DILLER

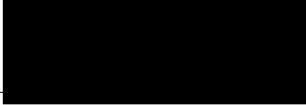
Title: Managing Director

**Haltermann Carless Deutschland GmbH**



Name: PETER STUBBE

Title: Managing Director



Name: DR. HARALD DIALER

Title: Managing Director



**PCL Holdco Limited**

[Redacted Signature]

Name: C. HUTCHINSON

Title: Authorised Signatory

[Redacted Signature]

Name: Henrik Krüpper

Title: Authorised Signatory

**Haltermann Carless UK Limited**

[Redacted Signature]

Name: C. HUTCHINSON

Title: Authorised Signatory

[Redacted Signature]

Name: Henrik Krüpper

Title: Authorised Signatory

Tempus Holdings 12 S.à r.l.

Name:

Alexander Dumitru

Title: Authorised Signatory

Name:

Amr Shawki

Title: Authorised Signatory

*Signature page to Confirmation and Amendment Agreement – Tempus Holdings 12 S.à r.l.*

**HCS Holding GmbH**



Name: PETER STORRE

Title: Managing Director



Name: DR. HARALD DIALER

Title: Managing Director

The Security Agent acting on behalf of the Secured Creditors and on its own behalf

**U.S. Bank Trustees Limited**



**Kamal Hussein**  
Authorized Signatory

Name:

Title: Authorized Signatory

*Signature page to Confirmation and Amendment Agreement – U.S. Bank Trustees Limited*