



**Registration of a Charge**

Company name: **THE TESTING GROUP LIMITED**

Company number: **09430520**

Received for Electronic Filing: **29/11/2018**



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**Details of Charge**

Date of creation: **23/11/2018**

Charge code: **0943 0520 0003**

Persons entitled: **GLAS TRUST CORPORATION LIMITED**

Brief description:

**Contains fixed charge(s).**

**Contains floating charge(s) (floating charge covers all the property or undertaking of the company).**

**Contains negative pledge.**

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**Authentication of Form**

This form was authorised by: **a person with an interest in the registration of the charge.**

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**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: **BURGES SALMON LLP (RS19)**



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

Company number: 9430520

Charge code: 0943 0520 0003

The Registrar of Companies for England and Wales hereby certifies that a charge dated 23rd November 2018 and created by THE TESTING GROUP LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 29th November 2018 .

Given at Companies House, Cardiff on 3rd December 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**

## DEED OF ACCESSION

THIS DEED is made on 23.11.2018

## BETWEEN:-

- (1) The companies listed in Schedule 1 to this Deed (the "**New Chargers**")
- (2) Project C Topco Limited (the "**Parent**") for itself and as agent for and on behalf of each of the other Chargers (as defined in the Debenture referred to below);
- (3) Project C Bidco, a company registered in England & Wales with company number 11627758 and whose registered office is at Browne Jacobson LLP (CS), Victoria Square House, Victoria Square, Birmingham B2 4BU ("**Bidco**"); and
- (4) GLAS Trust Corporation Limited as the Security Agent.

## INTRODUCTION

- (A) The New Chargers are, or will on the date of this Deed become Subsidiaries of the Parent.
- (B) This Deed is supplemental to a deed dated 23.11.2018 (as supplemented and amended from time to time, the "**Debenture**") between, among others, the Parent, each of the companies named in the Debenture as Chargers, and the Security Agent.
- (C) The New Chargers at the request of the Parent and in consideration of the Security Agent making or continuing to make facilities available to the Parent or any other member of its group has agreed to enter into this Deed and become a Charger under the Debenture.
- (D) Bidco is entering into this Deed to confirm that its shareholding in CET Group Holdings Limited is charged 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. In this Deed:

"**Additional Shares**" means all of Bidco's shareholding in CET Group Holdings Limited from time to time including the Shares referred to in Schedule 3 (*Shares*).

- 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

The New Chargers agree to become parties 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 the New Chargers had been original parties to it as Chargers.

## 3. SECURITY

The New Chargers mortgage, charge and assign to the Security Agent 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 legal mortgage shall be the Land referred to in Schedule 2 (*Land*);

- 3.2 the Shares mortgaged or (if or to the extent that the mortgage does not take effect as a mortgage) 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*);
- 3.5 the Assigned Accounts assigned shall include the Assigned Accounts referred to in Schedule 6 (*Assigned Accounts*);
- 3.6 the Charged Accounts charged by way of fixed charge shall include those referred to in Schedule 7 (*Charged Accounts*); and
- 3.7 the Charged Hedging Agreements charged by way of fixed charge shall include those referred to in Schedule 8 (*Charged Hedging Agreements*).

#### 4. **BIDCO SHARES**

Bidco, by its execution of this Deed, charges by way of first fixed charge the Additional Shares to the Security Agent and confirms that the Additional Shares shall constitute Shares for all purposes of the Debenture.

#### 5. **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**

<b>Company name</b>	<b>No</b>	<b>Registered office</b>
CET Group Holdings Limited	05340145	3 Boundary Court, Warke Flatt, Willow Farm Business Park, Castle Donnington, Derby, DE74 2UD
Property Assure Limited	03361391	3 Boundary Court, Warke Flatt, Willow Farm Business Park, Castle Donnington, Derby, DE74 2UD
The Testing Group Limited	09430520	3 Boundary Court, Warke Flatt, Willow Farm Business Park, Castle Donnington, Derby, DE74 2UD
Construction Testing Solutions Limited	05998333	3 Boundary Court, Warke Flatt, Willow Farm Business Park, Castle Donnington, Derby, DE74 2UD
CET Structures Ltd.	02527130	3 Boundary Court, Warke Flatt, Willow Farm Business Park, Castle Donnington, Derby, DE74 2UD

**Schedule 2****LAND**

<b>Title number</b>	<b>Description</b>	<b>Chargor</b>
<b>None.</b>		

## Schedule 3

## SHARES

Name of Company	Description and number of shares	Name of shareholder(s)
CET Group Holdings Limited	280,795 Ordinary Shares of £0.01 each  650,006 A Ordinary Shares of £0.01 each  339,900 Preference Shares of £0.01 each	Bidco
Property Assure Limited	100 Ordinary Shares of £1.00 each	CET Structures Ltd. (CRN: 02527130)
The Testing Group Limited	700 Ordinary Shares of £1.00 each	CET Structures Ltd. (CRN: 02527130)
Construction Testing Solutions Limited	850 Ordinary Shares of £1.00 each	The Testing Group Limited (CRN: 09430520)
CET Structures Ltd.	73,933 Ordinary Shares of £1.00 each	CET Group Holdings Limited (CRN: 05340145)



## Schedule 4

## ASSIGNED INSURANCES

Cover	Company	Policy Number	Insurer
Material Damage and Business Interruption	CET Group Holdings Limited, CET Structures Ltd., Property Assure Limited, The Testing Group Limited and Construction Testing Solutions Limited	Y096926QBE0118A	QBE Insurance (Europe) Ltd
Combined Liability	CET Group Holdings Limited, CET Structures Ltd., Property Assure Limited, The Testing Group Limited and Construction Testing Solutions Limited	Y096834QBE0118A	QBE Insurance (Europe) Ltd
Contractors All Risks	CET Group Holdings Limited	039754/01	QBE Insurance (Europe) Ltd
Motor Fleet	CET Group Holdings Limited, CET Structures Ltd., Property Assure Limited, The Testing Group Limited and Construction Testing Solutions Limited	Y096904FLT0118A	QBE Insurance (Europe) Ltd
Directors and Officers	CET Group Holdings Limited	QUKDAO067531	Omnyy Chubb European
Professional Indemnity	CET Group Holdings Limited, CET Structures Ltd., Property Assure Limited, Construction and Engineering	PII8D539333	HCC International Insurance Company PLC

	Services Limited, Safehouse UK Ltd		
Computers	CET Group Holdings Limited	MAPCI00058	Omnyy Aviva Insurance UK
Airside Motor Liability	CET Group Holdings Limited, CET Structures Ltd., Property Assure Limited, The Testing Group Limited and Construction Testing Solutions Limited	B0509 / AVNPC1800242	Marsh Ltd
Engineering Inspection	CET Group Holdings Limited, CET Structures Ltd., Property Assure Limited, The Testing Group Limited and Construction Testing Solutions Limited	76/NZ18628425/4	Allianz Insurance PLC
Cyber Liability	CET Structures Ltd.	CY-35004918J0	Dual Underwriting via LCI Wholesale Divisions

**Schedule 5**

**ASSIGNED CONTRACTS**

*Intentionally left blank.*

## Schedule 6

## ASSIGNED ACCOUNTS

Name of Chargor	Name of bank or financial institution	Account name	Account number	Sort code
<i>None.</i>				

## Schedule 7

## CHARGED ACCOUNTS

Name of Chargor	Name of bank or financial institution	IBAN	Account number	Sort code
CET Group Holdings Limited	HSBC	GB45HBUK403106420 99233	██████9233	40-31-06
CET Structures Ltd.	HSBC	GB23HBUK403106420 99241	██████9241	40-31-06
CET Structures Ltd.	HSBC	GB75HBUK403106025 43451	██████3451	40-31-06
Construction Testing Solutions Limited	HSBC	GB45HBUK403106420 99233	██████2423	40-19-15
CET Structures Ltd.	HSBC	GB52HBUK401915644 42431	██████6049	40-05-15
CET Structures Ltd.	HSBC		██████5647	40-02-90
CET Structures Ltd.	HSBC		██████4018	40-31-06
CET Structures Ltd.	HSBC		██████9561	40-31-06
CET Structures Ltd.	HSBC		██████3601	40-31-06

**Schedule 8**  
**CHARGED HEDGING AGREEMENTS**

*Intentionally left blank.*

## SIGNATURE PAGES TO DEED OF ACCESSION

## The New Chargors

**EXECUTED** as a Deed by **CET** )  
**GROUP HOLDINGS LIMITED** )  
 acting by a Director, in the presence of:- )



Signature of witness:  Director

Name of witness: *HIARPINDOR NAHL*

Address: *Browne Jacobson Solicitors LLP*  
*Victoria Square House*  
*Victoria Square*  
*Birmingham B2 4BU*  
*Tel: 0121 237 3900*  
*DX: 727740 Birmingham 62*  
*email: www.brownejacobson.com*

Occupation:

*PARALEGAL*

Address:

Facsimile number

**EXECUTED** as a Deed by )  
**PROPERTY ASSURE LIMITED** )  
 acting by a Director, in the presence of:- )



Signature of witness:  Director

Name of witness: *HIARPINDOR NAHL*

Address: *Browne Jacobson Solicitors LLP*  
*Victoria Square House*  
*Victoria Square*  
*Birmingham B2 4BU*  
*Tel: 0121 237 3900*  
*DX: 727740 Birmingham 62*  
*email: www.brownejacobson.com*

Occupation:

*PARALEGAL*

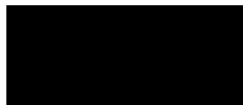
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Facsimile number

**EXECUTED** as a Deed by **THE**  
**TESTING GROUP LIMITED**  
acting by a Director, in the presence of:-

)  
)  
)

Signature of witness:



Director

Name of witness:

*HARINDER NAHL*

Address:

Browne Jacobson Solicitors LLP  
Victoria Square House  
Victoria Square  
Birmingham B2 4BU  
Tel: 0121 237 3900  
DX: 727740 Birmingham, B2  
email: [www.brownejacobson.com](http://www.brownejacobson.com)

Occupation:

*PARALOGAL*

Address:

Facsimile number

**EXECUTED** as a Deed by  
**CONSTRUCTION TESTING**  
**SOLUTIONS LIMITED**  
acting by a Director, in the presence of:-

)  
)  
)

Signature of witness:



Director

Name of witness:

*HARINDER NAHL*

Address:

Browne Jacobson Solicitors LLP  
Victoria Square House  
Victoria Square  
Birmingham B2 4BU  
Tel: 0121 237 3900  
DX: 727740 Birmingham, B2  
email: [www.brownejacobson.com](http://www.brownejacobson.com)

Occupation:

*PARALOGAL*

Address:

Facsimile number



**EXECUTED** as a Deed by **CET** )  
**STRUCTURES LTD.** )  
acting by a Director, in the presence of:- )



Signature of witness:  Director

Name of witness: *HARPINDER NAHL*

Address: *Browne Jacobson Solicitors Ltd*  
*Victoria Square House*  
*Victoria Square*  
*Birmingham B2 4BU*  
*Tel: 0121 237 3900*  
*DX: 727740 Birmingham B2*  
*email: www.brownejacobson.com*

Occupation:

*PARALEGAL*

Address:

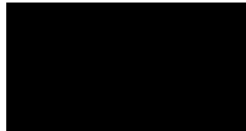
Facsimile number

**The Parent**

**EXECUTED** as a Deed )  
 (but not delivered until dated) by )  
**PROJECT C TOPCO LIMITED** )  
 acting by a Director )  
 in the presence of:- )



Signature of witness:



Director

Name of witness:

HARPINDER NAHL

Address:

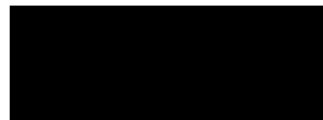
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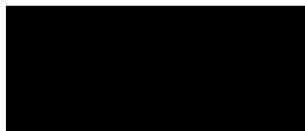
PARALOGAL

**BIDCO**

**EXECUTED** as a Deed )  
 (but not delivered until dated) by )  
**PROJECT C BIDCO LIMITED** )  
 acting by a Director )  
 in the presence of:- ) Director



Signature of witness:



Name of witness:

HARPINDER NAHL

Address:

Browne Jacobson Solicitors LLP  
 Victoria Square House  
 Victoria Square  
 Birmingham B2 4BU  
 Tel: 0121 237 3900  
 DX: 727740 Birmingham 62  
 email: www.brownejacobson.com

Occupation:

PARALOGAL

**The Security Agent**

**SIGNED** for and on behalf of  
**GLAS TRUST CORPORATION LIMITED**



)  
)  
Iva Bardhi  
Transaction Manager