



Registration of a Charge

Company name: **PAYMENTSHIELD SERVICES LIMITED**

Company number: **10112351**



X6CJ2T3D

Received for Electronic Filing: **10/08/2017**

Details of Charge

Date of creation: **07/08/2017**

Charge code: **1011 2351 0002**

Persons entitled: **CITIBANK, N.A., LONDON BRANCH**

Brief description: **N/A**

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: 10112351

Charge code: 1011 2351 0002

The Registrar of Companies for England and Wales hereby certifies that a charge dated 7th August 2017 and created by PAYMENTSHIELD SERVICES LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 10th August 2017 .

Given at Companies House, Cardiff on 14th August 2017

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**

SECURITY ACCESSION DEED

THIS SECURITY ACCESSION DEED is made on 7 August 2017

BETWEEN:

- (1) The companies listed in Schedule 1 (the "New Chargors")
- (2) Ardonagh Midco 3 PLC (formerly known as KIRS Midco 3 PLC), a company incorporated in England and Wales with registered number 10735116 (the "Original Chargor"), for itself and as agent for and on behalf of each of the existing Chargors; and
- (3) Citibank, N.A., London Branch as security trustee for itself and the other Secured Parties (the "Common Security Agent").

RECITAL:

This Deed is supplemental to a debenture dated 22 June 2017 between, inter alia, the Original Chargor and the Common Security Agent, as previously supplemented and/or amended by earlier Security Accession Deeds (if any) (the "Debenture").

NOW THIS DEED WITNESSES as follows:

1. INTERPRETATION

1.1 Definitions

Terms defined in the Debenture have the same meaning when used in this Deed.

For the purposes of this Security Accession Deed "Trust Accounts" means any account (including any re-designation, replacement, sub-account and/or any related deposit account of any such account or accounts) of any Chargor, which (i) is required by the FCA and/or the PRA to be established for the purposes of ring-fencing amounts required to achieve an orderly wind-down of all of the Group's regulated businesses, including the payment of all costs, expenses and liabilities relating thereto, as referred to in Clause 3.10 (*Trust Accounts*) of the Debenture; or (ii) contains customer cash.

1.2 Construction

Clause 1.2 (*Construction*), Clause 1.3 (*Other References*), Clause 7 (*Representations and Warranties*), Clause 8 (*Undertakings*) and Clause 16 (*Costs and Expenses*) of the Debenture will be deemed to be set out in full in this Deed, but as if references in those clauses to the Debenture were references to this Deed.

2. ACCESSION OF NEW CHARGOR

2.1 Accession

Each New Chargor agrees to be a Chargor for the purposes of the Debenture with immediate effect and agrees to be bound by all of the terms of the Debenture as if it had originally been a party to it as a Chargor.

2.2 Covenant to pay

Each New Chargor as primary obligor covenants with the Common Security Agent (for the benefit of itself and the other Secured Parties) that it will on demand pay and discharge the Secured Obligations when they fall due in the manner provided for in the Priority Debt Documents.

2.3 Mortgages and fixed charges

Each New Chargor charges:

- (a)
 - (i) by way of first legal mortgage, all estates and interests in any freehold or leasehold property now owned by it specified in Schedule 2 (Details of Properties); and
 - (ii) to the extent they are not either the subject of a mortgage under paragraph (i) above or freehold or leasehold property in Scotland, by way of first fixed charge all estates or interests in any freehold or leasehold property (other than any Excluded Property) now or subsequently owned by it;
- (b) to the extent that they are not the subject of a mortgage or first fixed charge under paragraph (a) above, by way of a first fixed charge all plant and machinery owned by the Chargor and its interest in any plant and machinery in its possession;
- (c) by way of first fixed charge its interest in all its Investments;
- (d) by way of first fixed charge:
 - (i) all its book and other debts;
 - (ii) all monies due and owing to it; and
 - (iii) the benefit of any rights in relation to any item under paragraphs (i) and (ii) above;
- (e) subject to clause 3.10 (Trust Accounts) of the Debenture, by way of first fixed charge all of its rights in respect of any Bank Account it has with any person any amount standing to the credit of such Bank Account and the debt represented by it;
- (f) by way of first fixed charge, all its Intellectual Property (excluding Excluded Intellectual Property but including the Intellectual Property listed in Schedule 5 (*List of Intellectual Property*));
- (g) by way of first fixed charge, all its rights in the Assigned Agreements to which it is party except to the extent that it is not effectively assigned under Clause 2.5 (*Security Assignment*) or subject to any fixed security created under any other term of this Clause 2.3; and
- (h) by way of first fixed charge:
 - (i) the benefit of all authorisations, consents and agreements held by it in connection with the use of any of its Charged Property;
 - (ii) its goodwill and uncalled capital;
 - (iii) the right to recover and receive compensation which may be payable to it in respect of any authorisation, consent or agreement referred to in paragraph (i) above; and
 - (iv) the benefit of all rights in relation to any item referred to in paragraphs (i) to (iii) above.

The parties acknowledge that the ranking of the Security created pursuant to Clauses 2.3 (*Mortgages and Fixed Charges*) is subject to the Intercreditor Agreement and that the application of proceeds pursuant to this Deed and is provided for in the Intercreditor Agreement.

2.4 Floating Charge

- (a) Subject to clause 3.10 (*Trust Accounts*) of the Debenture, each New Chargor charges by way of first floating charge all its assets not otherwise effectively mortgaged, charged or assigned by way of mortgage, fixed charge or assignment under this Clause 2.
- (b) The floating charge created by this Clause 2.4 is a "**qualifying floating charge**" for the purpose of paragraph 14 of Schedule B1 to the Insolvency Act 1986,
- (c) The Parties acknowledge that the ranking of the Security created pursuant to Clause 2.4(a) (*Floating Charge*) is subject to the Intercreditor Agreement and that the application of proceeds pursuant to this Deed is provided for in the Intercreditor Agreement.

2.5 Security Assignment

Each New Chargor assigns absolutely, subject to a proviso for re-assignment on redemption by the Common Security Agent to the relevant New Chargor upon payment in full of the Secured Obligations, all of its rights under each Assigned Agreement.

2.6 Investment Undertakings

Notwithstanding Clause 8.4 (*Investments*) of the Debenture, the share certificates and stock transfer forms relating to the Subsidiary Shares detailed in Schedule 3 (*Subsidiary Shares*) will be delivered to the Common Security Agent on the date of this Deed (or within 30 Business Days if the share certificates and stock transfer forms relate to shares that are required to be stamped by HM Revenue & Customs).

3. CONSTRUCTION OF DEBENTURE

The Debenture and this Deed shall be read together as one instrument on the basis that references in the Debenture to "this Deed" will be deemed to include this Deed.

4. CONSENT OF EXISTING CHARGORS

The Original Chargor agrees to the terms of this Deed and agree that its execution will in no way prejudice or affect the security granted by each of them under (and covenants given by each of them in) the Debenture.

5. NOTICES

Each New Chargor confirms that its address details for notices in relation to Clause 22.1 (*Communications in Writing*) of the Debenture are as follows:

Address: 55 Bishopsgate, London, EC2N 3AS

Email: Geoff.Gouriet@towergate.co.uk

Attention: Geoff Gouriet

6. GOVERNING LAW AND JURISDICTION

- (a) This Deed and any non-contractual obligations arising out of or in connection with it shall be governed by and construed in accordance with English law.

- (b) The courts of England have exclusive jurisdiction to settle any dispute arising out of or in connection with this Deed (including a dispute regarding the existence, validity or termination of this Deed or any non-contractual obligation arising out of or in connection with this Deed) (a "**Dispute**").
- (c) For the benefit of the Secured Parties only, the parties to this Deed agree that the courts of England are the most appropriate and convenient courts to settle Disputes and accordingly no party will argue to the contrary.

IN WITNESS whereof this Deed has been duly executed and delivered on the date first above written.

SCHEDULE 1

The New Chargers

Company Name	Company Registration Number	Jurisdiction of Incorporation	Administrative Details
Arista Insurance Limited	5938669	England and Wales	Towergate House Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN
Bishopsgate Insurance Brokers Limited	00149526	England and Wales	55 Bishopsgate, London, England, EC2N 3AS
Broker Network Holdings Limited	05044510	England and Wales	Hexagon House Grimbald Crag Close, St James Business Park, Knaresborough, North Yorkshire, HG5 8PJ
Chase Templeton Limited	3299980	England and Wales	5 Arkwright Court, Blackburn Interchange, Darwen, Lancashire, BB3 0FG
CCV Risk Solutions Limited	05879041	England and Wales	Tower Gate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN
Cullum Capital Ventures Limited	5587424	England and Wales	Tower Gate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN
Direct Group Limited	2461657	England and Wales	Quay Point, Lakeside Boulevard, Doncaster, South Yorkshire, DN4 5PL
Direct Group Property Services Limited	6067034	England and Wales	Quay Point, Lakeside Boulevard, Doncaster, South Yorkshire, DN4 5PL
Direct Group Topco Limited (previously known as Ryan Direct Group Limited)	8183121	England and Wales	Quay Point, Lakeside Boulevard, Doncaster, South Yorkshire, DN4 5PL

Direct Newco Limited	6290469	England and Wales	Quay Point, Lakeside Boulevard, Doncaster, South Yorkshire, DN4 5PL
Direct Validation Services Limited	3566382	England and Wales	Quay Point, Lakeside Boulevard, Doncaster, South Yorkshire, DN4 5PL
Four Counties Insurance Brokers Limited	04849648	England and Wales	Tower Gate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN
Fusion Insurance Holdings Limited	05555838	England and Wales	Towergate House Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN
Fusion Insurance Services Limited	04070987	England and Wales	Towergate House Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN
Lunar 101 Limited	10095593	England and Wales	Towergate House Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN
Millennium Insurance Brokers Limited	2103848	England and Wales	Quay Point, Lakeside Boulevard, Doncaster, South Yorkshire, DN4 5PL
Morgan Law Limited	2696420	England and Wales	Tower Gate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN
Nevada InvestorCo Limited	10735273	England and Wales	Devonshire House 4th Floor, One Mayfair Place, London, United Kingdom, W1J 8AJ
Nevada Investments 1 Limited	10674667	England and Wales	Devonshire House 4th Floor, One Mayfair Place, London, United Kingdom, W1J 8AJ
Nevada Investments 2 Limited	10674839	England and Wales	Devonshire House 4th Floor, One Mayfair Place, London, United Kingdom, W1J 8AJ

			Kingdom, W1J 8AJ
Nevada Investments 3 Limited	10675029	England and Wales	Devonshire House 4th Floor, One Mayfair Place, London, United Kingdom, W1J 8AJ
Nevada Investments 4 Limited	10674705	England and Wales	Devonshire House 4th Floor, One Mayfair Place, London, United Kingdom, W1J 8AJ
Nevada Investments 5 Limited	10674827	England and Wales	Devonshire House 4th Floor, One Mayfair Place, London, United Kingdom, W1J 8AJ
Nevada Investments 6 Limited	10675067	England and Wales	Devonshire House 4th Floor, One Mayfair Place, London, United Kingdom, W1J 8AJ
Nevada Investments 7 Limited	10735121	England and Wales	Devonshire House 4th Floor, One Mayfair Place, London, United Kingdom, W1J 8AJ
Paymentshield Group Holdings Limited	05919794	England and Wales	Paymentshield House, Wight Moss Way, Southport, Merseyside, PR8 4HQ
Paymentshield Holdings Limited	5131340	England and Wales	Paymentshield House, Wight Moss Way, Southport, Merseyside, PR8 4HQ
Paymentshield Limited	2728936	England and Wales	Paymentshield House, Wight Moss Way, Southport, Merseyside, PR8 4HQ
Paymentshield Services Limited	10112351	England and Wales	Towergate House Eclipse Park, Sittingbourne Road, Maidstone, Kent, England, ME14 3EN
Towergate Insurance Limited	7476462	England and Wales	Tower Gate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN
Towergate Risk Solutions Limited	6189756	England and Wales	Towergate House Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN

Towergate Underwriting Group Limited	4043759	England and Wales	Towergate House Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN
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SCHEDULE 2
Details of Properties

None

SCHEDULE 3

Details of Subsidiary Shares

Chargor	Name of Subsidiary	Number and class of shares
Broker Network Holdings Limited	Oyster Risk Solutions Limited	210,000 ordinary shares of £1
Broker Network Holdings Limited	Townfrost Limited	100,000 ordinary shares of £0.01
Cullum Capital Ventures Limited	Arthur Marsh & Son Limited	95,566 A ordinary shares of £1 4436 B ordinary shares of £1
Cullum Capital Ventures Limited	Antur (West Wales) Limited	2352 A ordinary shares of £0.2 588 B ordinary shares of £0.2
Cullum Capital Ventures Limited	B.I.B. (Darlington) Acquisitions Limited	200 ordinary shares of £1
Cullum Capital Ventures Limited	B.I.B.U. Acquisitions Limited	190 A ordinary shares of £1
Cullum Capital Ventures Limited	Bishop Skinner Acquisitions Limited	200 ordinary shares of £1
Cullum Capital Ventures Limited	CCV Risk Solutions Limited	100,569,436 ordinary shares of £1
Cullum Capital Ventures Limited	Dawson Pennington & Company Limited	1547 ordinary shares of £1
Cullum Capital Ventures Limited	Four Counties Insurance Brokers Limited	159 A ordinary shares of £1 9 B ordinary shares of £1
Cullum Capital Ventures Limited	Fusion Insurance Services Scandinavia Limited	595,000 A ordinary shares of £1 40,274 B ordinary shares of £1 64,726 C ordinary shares of £1
Cullum Capital Ventures Limited	Moffatt & Co Limited	633,000 ordinary shares of £1
Cullum Capital Ventures Limited	Morgan Law (Holdings) Limited	1,000 ordinary shares of £1
Cullum Capital Ventures Limited	Oyster Property Insurance Specialists Limited	640 A ordinary shares of £1 75 C ordinary shares of £1 35 D ordinary shares of £1
Cullum Capital Ventures Limited	Suddards Davies & Associates Limited	90 A ordinary shares of £1

Chargor	Name of Subsidiary	Number and class of shares
		10 B ordinary shares of £1
Cullum Capital Ventures Limited	Waveney Insurance Brokers Limited	4954 A ordinary shares of £1 408 B ordinary shares of £1 662 C ordinary shares of £0.01
Direct Group Limited	Cassidy Davis Underwriting Agency Limited	300,000 ordinary shares of £0.01
Direct Group Limited	Lutine Assurance Services Limited	2940 ordinary shares of £1
Direct Group Limited	Millennium Insurance Brokers Limited	100,000 ordinary shares of £1 each
Direct Group Limited	RDG Midas Holdings (NI) Limited	140,000 A ordinary shares of £0.1
Direct Group Property Services Limited	Direct Validation Services Limited	3,142,138 ordinary shares of £0.0637
Direct Group Topco Limited (previously known as Ryan Direct Group Limited)	Direct Group Limited	25,803,176 ordinary shares of £0.10 each
Direct Group Topco Limited (previously known as Ryan Direct Group Limited)	Direct Group Property Services Limited	1,117,879 ordinary shares of £1 each
Direct Group Topco Limited (previously known as Ryan Direct Group Limited)	Direct Newco Limited	37,285,790 ordinary A shares of £0.05365 126,930 ordinary B shares of £0.0000001 168,809 ordinary C shares of £0.0000001 800 ordinary D shares of £0.0000001 45,950 ordinary E shares of £0.0000001 10 A preference shares of £0.0000001 10,013,853 B preference shares of £0.0000001 314,795 C preference shares of £0.0000001
Direct Validation Services Limited	Direct Inspection Solutions	1,571,041 A ordinary shares of

Charger	Name of Subsidiary	Number and class of shares
	Limited	£0.0001 10 B ordinary shares of £0.0001
Fusion Insurance Holdings Limited	Fusion Insurance Services Limited	52,370 A ordinary shares of £0.1
Fusion Insurance Services Limited	Geo Specialty Liability Limited (formerly known as Boost1Co Limited)	100 ordinary shares of £1
Fusion Insurance Services Limited	Geo Specialty Limited	100 ordinary shares of £1
Fusion Insurance Services Limited	Walk the Walk Solutions Limited	66,666 ordinary £1 shares
Lunar 101 Limited	Paymentshield Services Limited	3,975,000 ordinary shares of £0.01 1,000 ordinary shares of £0.01
Nevada InvestorCo Limited	Nevada Investments 1 Limited	40,800,000 B ordinary shares of £0.01
Nevada Investments 1 Limited	Nevada Investments 2 Limited	10 ordinary shares of £0.01
Nevada Investments 2 Limited	Nevada Investments 3 Limited	10 ordinary shares of £0.01
Nevada Investments 3 Limited	Direct Group Topco Limited (previously known as Ryan Direct Group Limited)	8,750 A ordinary shares of £0.001 36,535,440 preference shares of £0.0001
Nevada Investments 4 Limited	Nevada Investments 5 Limited	37,549,001 ordinary shares of £0.01
Nevada Investments 5 Limited	Nevada Investments 6 Limited	37,549,001 ordinary shares of £0.01
Nevada Investments 6 Limited	Nevada Investments 7 Limited	37,549,001 ordinary shares of £0.01
Paymentshield Group Holdings Limited	Paymentshield Holdings Limited	50,000 ordinary shares of £0.1 120,000 A ordinary shares of £0.1 440,000 B ordinary shares of £0.1 50,000 C ordinary shares of £0.1 25,000 D ordinary shares of £0.1
Paymentshield Holdings Limited	Paymentshield Limited	1,000 ordinary shares of £1
Paymentshield Limited	Berkeley Alexander Limited	100 ordinary shares of £1

Chargor	Name of Subsidiary	Number and class of shares
Paymentshield Limited	Lunar 101 Limited	3,976,000 ordinary shares of £0.01
Towergate Insurance Limited	Bishopsgate Insurance Brokers Limited	3,500,000 ordinary shares of £1
Towergate Insurance Limited	Broker Network Holdings Limited	15,704,224 ordinary shares of £0.02
Towergate Insurance Limited	Cullum Capital Ventures Limited	1,025,311 ordinary shares of £1
Towergate Insurance Limited	Fusion Insurance Holdings Limited	36,333 ordinary A shares of £0.01 4,037 ordinary B shares of £0.01
Towergate Insurance Limited	Paymentshield Group Holdings Limited	99,327,814 ordinary shares of £1
Towergate Insurance Limited	Towergate Financial (Group) Limited	32,500 A ordinary shares of £1 60,250 B ordinary shares of £1 99,998 C ordinary shares of £1
Towergate Insurance Limited	Towergate Risk Solutions Limited	1 ordinary share of £1
Towergate Insurance Limited	Towergate Underwriting Group Limited	523,260,510 ordinary shares of £1
Towergate Risk Solutions Limited	Arista Insurance Limited	3,609,370 ordinary A shares of £0.1 1,640,630 ordinary B shares of £0.1 1,214,063 ordinary C shares of £0.1 5,139,035 preference shares of £1
Towergate Risk Solutions Limited	Dawson Whyte Limited	4,434,539 ordinary shares of £1
Towergate Risk Solutions Limited	Managing Agents Reference Assistance Services Limited	18,105 A ordinary shares of £1 3,195 B ordinary shares of £1

SCHEDULE 4

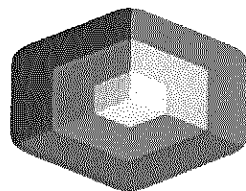
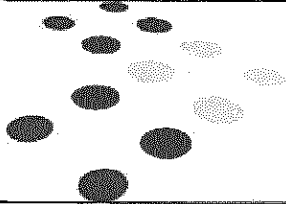
Details of Bank Accounts

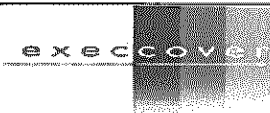
Charger	Account Bank	Sort Code	Account Number
CCV Risk Solutions Limited	Lloyds		
CCV Risk Solutions Limited	Lloyds		
Chase Templeton Limited	HSBC		
Chase Templeton Limited	HSBC		
Cullum Capital Ventures Ltd	Lloyds		
Direct Group Limited	Lloyds		
Direct Group Limited	Barclays		
Direct Group Limited	Barclays		
Direct Group Limited	Barclays		
Direct Group Limited	Barclays		
Direct Group Limited	Lloyds		
Direct Group Limited	Lloyds		
Direct Group Limited	Lloyds		
Direct Group Limited	Barclays		
Direct Group Limited	Lloyds		
Direct Group Limited	Lloyds		
Direct Group Limited	Lloyds		
Direct Group Limited	Barclays		
Direct Group Property Services Limited	Lloyds		
Direct Group Property Services Limited	Barclays		
Direct Group Property Services Limited	Barclays		
Direct Group Property Services Limited	Barclays		
Direct Newco Limited	Lloyds		
Direct Newco Limited	Barclays		
Direct Group Topco Limited (previously known as Ryan Direct Group Limited)	Lloyds		
Direct Group Topco Limited (previously known as Ryan Direct Group Limited)	Barclays		
Direct Validation Services Limited	Lloyds		
Direct Validation Services Limited	Barclays		
Direct Validation Services Limited	Lloyds		
Millenium Insurance Brokers Limited	Lloyds		
Millenium Insurance Brokers Limited	Barclays		
Paymentshield Limited	Natwest		
Paymentshield Limited	RBS		
Paymentshield Limited	Lloyds		

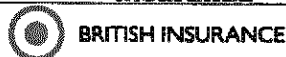
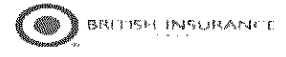
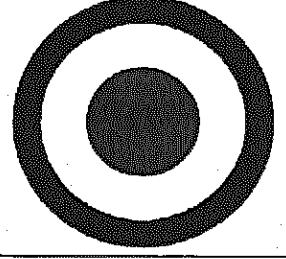
Paymentshield Services Limited	Lloyds		
Towergate Insurance Limited	Lloyds		
Towergate Insurance Limited	RBS		
Towergate Insurance Limited	RBS		
Towergate Insurance Limited	Lloyds		
Towergate Insurance Limited	RBS		
Towergate Insurance Limited	Lloyds		
Towergate Underwriting Group Limited	Lloyds		
Towergate Underwriting Group Limited	Natwest		
Towergate Underwriting Group Limited	Natwest		
Towergate Underwriting Group Limited	Natwest		
Towergate Underwriting Group Limited	Natwest		
Towergate Underwriting Group Limited	RBS		
Towergate Underwriting Group Limited	RBS		
Towergate Underwriting Group Limited	RBS		
Towergate Underwriting Group Limited	RBS		
Towergate Underwriting Group Limited	Lloyds		
Towergate Underwriting Group Limited	RBS		
Towergate Underwriting Group Limited	Natwest		
Towergate Underwriting Group Limited	RBS		
Towergate Underwriting Group Limited	Natwest		
Towergate Underwriting Group Limited	Lloyds		
Towergate Underwriting Group Limited	RBS		
Towergate Underwriting Group Limited	Natwest		
Towergate Underwriting Group Limited	RBS		
Towergate Underwriting Group Limited	RBS		

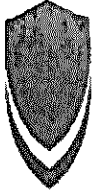
SCHEDULE 5

Intellectual Property

Proprietor	Trade mark	Registration Number	Class of Registration
Arista Insurance Limited	Arista Insurance	EU005416474	9, 36 and 39
Arista Insurance Limited		EU005520821	9, 36 and 39
Proprietor	Trade mark	Registration Number	Class of Registration
Broker Network Holdings Limited		UK2510061	36
Broker Network Holdings Limited	Cyan/CYAN (Series of 2)	UK2486716	9, 18 and 36
Broker Network Holdings Limited		UK2488127	9, 16 and 36
Proprietor	Trade mark	Registration Number	Class of Registration
Cullum Capital Ventures Limited		UK2533365	36
Cullum Capital Ventures Limited		UK2607465	36
Cullum Capital Ventures Limited		UK2457995	36
Cullum Capital Ventures Limited	Crawford Davis	UK2607305	36

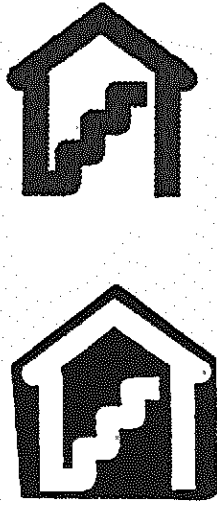
Cullum Capital Ventures Limited		UK2614664	36
Cullum Capital Ventures Limited	MOBILITY SECURE	UK2509571	36
Cullum Capital Ventures Limited	Moffatt Saunders	UK2607303	36
Cullum Capital Ventures Limited	OYSTER PROPERTY INSURANCE SERVICES	UK2460584	36
Proprietor	Trade mark	Registration Number	Class of Registration
Direct Group Limited		UK00003243100 (application to register)	36
Direct Group Limited		UK00003243100 (application to register)	36
Direct Group Limited		UK00003243100 (application to register)	36
Proprietor	Trade mark	Registration Number	Class of Registration
Fusion Insurance Services Limited	 	UK2317749	36
Fusion Insurance Services Limited	 DELIBERATELY DIFFERENT	UK2446176	36

Fusion Insurance Services Limited	FUSION INSURANCE - DELIBERATELY DIFFERENT	UK2458809	36
Fusion Insurance Services Limited	FUSION THINKING	UK2456988	36
Fusion Insurance Services Limited	FUSION/Fusion Insurance Services/Fusion Insurance (Series of 3)	UK2317748	36
Proprietor	Trade mark	Registration Number	Class of Registration
Paymentshield Limited	BI	UK2427551	36
Paymentshield Limited	British & circle device	UK2340777B	36
Paymentshield Limited		UK2388910	36
Paymentshield Limited		UK2381704	36
Paymentshield Limited		UK2642617	36
Paymentshield Limited		UK3049661	36
Paymentshield Limited		UK2386061	36
Paymentshield Limited	BRITISH PROTECTION	UK2390977	36
Paymentshield Limited	 	UK2388911	36
Paymentshield Limited	 	UK2404820	36
Paymentshield Limited		UK2388134B	36
Paymentshield Limited	FREEFIRST/FreeFirst (Series of 2)	UK2571690	36
Paymentshield Limited	FREESTART/FreeStart (Series of 2)	UK2361532	36
Paymentshield Limited	INCOMESHIELD/Incomeshield (Series of 2)	UK2169482	36

Paymentshield Limited	INERTIA	UK2268416	36
Paymentshield Limited	LOANSHIELD/ Loanshield (Series of 2)	UK2169480	36
Paymentshield Limited	MORTGAGE PROTECTOR SOLO	UK2514590	36
Paymentshield Limited	MORTGAGESHIELD/ Mortgageshield (Series of 2)	UK2169486	36
Paymentshield Limited	Paymentshield Home & Protect	UK3058670	36
Paymentshield Limited		UK3058541	36
Paymentshield Limited	Paymentshield Home and Protect	UK3058535	36
Paymentshield Limited	PAYMENTSHIELD/ Paymentshield (Series of 2)	UK2162216	36
Paymentshield Limited	PROTECTING YOUR CLIENTS IS AN ESSENTIAL PART OF YOUR JOB, PROTECTING YOUR FUTURE IS AN ESSENTIAL PART OF YOUR LIFE. WITH INERTIA IT'S NEVER BEEN EASIER!	UK2324066	36
Paymentshield Limited		UK2584496	36
Paymentshield Limited	Paymentshield	EU005934799	36
Paymentshield Limited		EU005934781	36
Paymentshield Limited		EU005934773	36
Proprietor	Trade mark	Registration Number	Class of Registration
Towergate Insurance Limited	BIRA Insurance	UK2622701	36
Towergate Insurance Limited	GEO SPECIALTY	UK3222021 and EU016527673	36

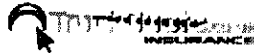
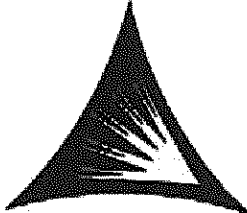
Towergate Insurance Limited	PROPERTY INITIATIVES UNDERWRITING AGENCY	UK3223811	36
Towergate Insurance Limited		UK2595438	36
Towergate Insurance Limited	Towergate Fleetcare+	UK2607524	36
Towergate Insurance Limited	Towergate GoHire	UK2610808	36
Towergate Insurance Limited	Towergate Insurance Brokers	UK3071603	36
Towergate Insurance Limited		UK3069904	36
Towergate Insurance Limited	Towergate Insurance Direct	UK3071606	36
Towergate Insurance Limited		UK3069905	36
Towergate Insurance Limited		UK2595434	36
Towergate Insurance Limited	<i>Towergate legal</i> 	UK2611350	36
Towergate Insurance Limited		UK3069913	36
Towergate Insurance Limited	<i>Towergate TaxiRank</i>	UK2637701	36
Towergate Insurance Limited	Towergate Underwriting	UK3071607	36
Towergate Insurance Limited		UK3069908	36
Towergate Insurance Limited		UK2607464	36
Towergate Insurance Limited	Yates & Son	UK2605011	36
Towergate Insurance Limited	<i>Bishopsgate</i>	EU015839401	36
Towergate Insurance Limited	BISHOPSGATE INSURANCE BROKERS	EU015793276	36
Towergate Insurance Limited	FRAM	EU016436412	36
Proprietor	Trade mark	Registration Number	Class of Registration
Towergate Risk Solutions Limited	Aquasure	UK2493835	36
Proprietor	Trade mark	Registration Number	Class of Registration
Towergate Underwriting Group Limited	ARG	UK2333027	36

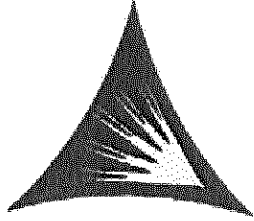
Towergate Underwriting Group Limited	AZUDRIVE	UK2560019	36
Towergate Underwriting Group Limited	Azudrive	UK2560018	36
Towergate Underwriting Group Limited	 BAKERS best home & caravan insurance specialists	UK2375150	36
Towergate Underwriting Group Limited	Beckett Healthcare	UK2433011C	36
Towergate Underwriting Group Limited	Beckett Risk Management/Beckett Credit Insurance Management/Beckett Commercial Insurance Services/Beckett Personal Insurance Services/Beckett Risk Solutions/Beckett Insurance Brokering (Series of 6)	UK2433011A	36
Towergate Underwriting Group Limited	BIZBOX	UK2577398	36
Towergate Underwriting Group Limited	 bizbox INSURANCE	UK2577395	36
Towergate Underwriting Group Limited	 caddysure	UK2464288	36
Towergate Underwriting Group Limited	Camera Sure INSURANCE CONSULTANTS	UK2204947	36
Towergate Underwriting Group Limited	 CAMERASURE	UK2375148	36
Towergate Underwriting Group Limited	cci cci	UK2060744	36
Towergate Underwriting Group Limited	 <i>Competition Car Insurance</i>	UK3201026	36
Towergate Underwriting Group Limited	 Caravan Guard	UK2534661	35 & 36

Towergate Underwriting Group Limited		UK2060740	36
Towergate Underwriting Group Limited	DISTANT SHORES	UK2499885	36
Towergate Underwriting Group Limited	Elan	UK2501949	36
Towergate Underwriting Group Limited		UK2610021	36
Towergate Underwriting Group Limited	Fusion Portfolio	UK3024245	36
Towergate Underwriting Group Limited		UK3010306	36
Towergate Underwriting Group Limited		UK2204948	36
Towergate Underwriting Group Limited		UK2500523	9, 35, 36, 37, 38, 42 and 45
Towergate Underwriting Group Limited	iKube	UK2607306	36
Towergate Underwriting Group Limited	i-kube/I-KUBE (Series of 2)	UK2506330	36
Towergate Underwriting Group Limited	LETSRENT	UK2499883	36
Towergate Underwriting Group Limited	MARDON	UK2469034	36

Towergate Underwriting Group Limited	MARTIALGUARD	UK2517651	36
Towergate Underwriting Group Limited	<i>prime</i> LET	UK2296731	36
Towergate Underwriting Group Limited	QUOTECHECK	UK1523231	36
Towergate Underwriting Group Limited	Quotecheck & Q Device	UK1523228	36
Towergate Underwriting Group Limited	 	UK1577326	36
Towergate Underwriting Group Limited	RIGHT DRESS	UK1482295	36
Towergate Underwriting Group Limited	SEASONS	UK2140080	36
Towergate Underwriting Group Limited	SEASONS ELITE	UK2377602	36
Towergate Underwriting Group Limited		UK2494908	9, 35, 36, 38 and 42
Towergate Underwriting Group Limited	SMARTLANDLORD	UK2500526	9, 35, 36, 37, 38 and 42
Towergate Underwriting Group Limited	 	UK2500525	9, 35, 36, 37, 38, 42 and 45
Towergate Underwriting Group Limited		UK2494979	9, 35, 36, 38 and 42
Towergate Underwriting Group Limited	SMG 	UK1510432	36
Towergate Underwriting Group Limited	SPECTRUM INSURANCE	UK2204946	36

Towergate Underwriting Group Limited		UK2219159	36 and 42
Towergate Underwriting Group Limited	The Beckett Group	UK2433011B	36
Towergate Underwriting Group Limited		UK2204935	36

Towergate Underwriting Group Limited		UK2375149	36
Towergate Underwriting Group Limited	Towergate Freetime	UK2456070	36
Towergate Underwriting Group Limited	TOWERGATE PLATINUM	UK2387379	36
Towergate Underwriting Group Limited	Towergate Signature Custom	UK3018840	36
Towergate Underwriting Group Limited	Towergate Signature Home	UK2569886	36
Towergate Underwriting Group Limited	Towergate Signature Home Plus	UK2569894	36
Towergate Underwriting Group Limited	Towergate Signature Premier	UK3046499	36
Towergate Underwriting Group Limited	Towergate Signature Ultra	UK3046498	36
Towergate Underwriting Group Limited		UK3174939	36
Towergate Underwriting Group Limited	TruckQuote.co.uk Logo	UK3189508	36
Towergate Underwriting Group Limited		UK2431263	36
Towergate Underwriting Group Limited	WHEELS	UK2376602	36
Towergate Underwriting Group Limited		UK3111278	36
Towergate Underwriting Group Limited	TOWERGATE	EU005323051	36
Towergate Underwriting Group Limited	TOWERGATE PARTNERSHIP	EU004610333	36
Towergate Underwriting Group Limited		EU004988572	36

Towergate Underwriting Group Limited		EU004988581	36
Towergate Underwriting Group Limited	 YOUR INSURANCE	EU014826473	36

SCHEDULE 6
Assigned Agreements

Chargors	Insurer	Type of Policy	Policy Number
The companies listed in Schedule 1	Fusion Insurance Services Limited	Commercial Combined (Material Damage and Business Interruption)	FP1018859001
The companies listed in Schedule 1	Lorega Limited	Commercial Loss Recovery	5207814
The companies listed in Schedule 1	Northern Marine Underwriters Limited	Terrorism	TSP141733571
The companies listed in Schedule 1	HSB Engineering Insurance Limited	Computer	H4J/206847

SIGNATORIES TO SECURITY ACCESSION DEED

THE NEW CHARGORS

EXECUTED AS A DEED

By: Arista Insurance Limited

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)

Signature of Director

MARK MUEGG Name of Director

in the presence of

Signature of witness

Dianne Farmer Name of witness

Address of witness

Executive Assistant Occupation of witness

EXECUTED AS A DEED)
)
By: Bishopsgate Insurance Brokers)
Limited)

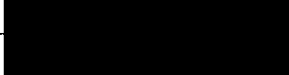
 Signature of Director

MARK MUGGE Name of Director

in the presence of

 Signature of witness

Dianne Farmer

 Name of witness

 Address of witness

Executive Assistant

Occupation of witness

EXECUTED AS A DEED

By: Broker Network Holdings Limited

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Signature of Director

MARK MUGGE

Name of Director

in the presence of

Signature of witness

Dianne Farmer

Name of witness

Address of witness

Executive Assistant

Occupation of witness

[Signature page to the Global Accession Deed – ICA & RCF]

EXECUTED AS A DEED

By: CCV Risk Solutions Limited

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Signature of Director

MARK MUGGE Name of Director

in the presence of

Signature of witness

Dianne Farmer

Name of witness

Address of witness

Executive Assistant

Occupation of witness

[Signature page to the Global Accession Deed – ICA & RCF]

EXECUTED AS A DEED

By: Chase Templeton Limited

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)

[Redacted Signature]

Signature of Director

WILLIAM DICKSON

Name of Director

in the presence of

[Redacted Signature]

Signature of witness

Lynsey Gilbey

Name of witness

158 Gtbe St, Leigh, WN7 1R]

Address of witness

management information
Officer

Occupation

of

witness

EXECUTED AS A DEED)
)
By: Cullum Capital Ventures Limited)
)

 Signature of Director

MARK MUGGE Name of Director

in the presence of

 Signature of witness

Dianne Farmer Name of witness

 Address of witness

Executive Assistant Occupation of witness

EXECUTED AS A DEED

By: Direct Group Limited

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)

 Signature of Director

Scott Howan

Name of Director

in the presence of:

 Signature of witness

Melissa Randall.

Name of witness

 Address of witness

Quality Assessor.

Occupation of witness

EXECUTED AS A DEED

By: Direct Group Property Services
Limited

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)

 Signature of Director

Scott Hough

Name of Director

in the presence of,

 Signature of witness

Melissa Randall.

Name of witness

 Address of witness

Quality Assessor

Occupation of witness

EXECUTED AS A DEED)
)
By: Direct Group Topco Limited)
(previously known as Ryan Direct)
Group Limited)

 Signature of Director

Scott Houch Name of Director

in the presence of

 Signature of witness

Melissa Randall Name of witness

 Address of witness

Quality Assessor Occupation of witness

EXECUTED AS A DEED

By: Direct Newco Limited

)
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)

 Signature of Director

Scott Hagan

Name of Director

in the presence of

 Signature of witness

Melissa Randall

Name of witness

 Address of witness

Quality Assessor

Occupation of witness

EXECUTED AS A DEED

By: Direct Validation Services
Limited

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 Signature of Director

Scott Houan

Name of Director

in the presence of,

 Signature of witness

Melissa Randall

Name of witness

 Address of witness

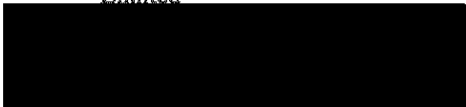
Quality Assessor

Occupation of witness

EXECUTED AS A DEED

By: Millennium Insurance Brokers
Limited

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 Signature of Director

Scott Kough.

Name of Director

in the presence of

 Signature of witness

Melissa Randall

Name of witness

 Address of witness

Quality Assessor

Occupation of witness

EXECUTED AS A DEED)
)
By: Four Counties Insurance Brokers)
Limited)

 Signature of Director

MARK MUGGE Name of Director

in the presence of

 Signature of witness

Dianne Farmer Name of witness

 Address of witness

Executive Assistant Occupation of witness

EXECUTED AS A DEED)
)
By: Fusion Insurance Holdings)
Limited)

 Signature of Director

MARK MUGGE Name of Director

in the presence of

 Signature of witness

Dianne Farmer Name of witness

 Address of witness

Executive Assistant Occupation of witness

EXECUTED AS A DEED

By: Fusion Insurance Services Limited

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Signature of Director

MARK MUDGE

Name of Director

in the presence of

Signature of witness

Dianne Farmer

Name of witness

Address of witness

Executive Assistant

Occupation of witness

EXECUTED AS A DEED

By: Lunar 101 Limited

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Signature of Director

MARK MUGGE

Name of Director

in the presence of,

Signature of witness

Dianne Farmer

Name of witness

Address of witness

Executive Assistant

Occupation of witness

EXECUTED AS A DEED

By: Morgan Law Limited

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Signature of Director

MARK MUGGE

Name of Director

in the presence of

Signature of witness

Dianne Farmer

Name of witness

Address of witness

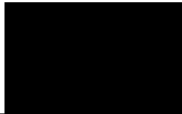
Executive Assistant

Occupation of witness

EXECUTED AS A DEED

By: Nevada InvestorCo Limited

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 Signature of Director

Aurelio Casero Name of Director

in the presence of

 Signature of witness

Alexandra Ellis Name of witness

 Address of witness

Executive Assistant Occupation of witness

EXECUTED AS A DEED)
)
By: Nevada Investments 1 Limited)
)

 Signature of Director
Creslio Casero Name of Director

in the presence of ,
 Signature of witness
Alexandra Glig Name of witness
 Address of witness
Executive Assistant Occupation of witness

EXECUTED AS A DEED

By: Nevada Investments 2 Limited

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)

[Redacted Signature]

Signature of Director

Ambio Cesare

Name of Director

in the presence of

[Redacted Signature]

Signature of witness

Alexandra King

Name of witness

[Redacted Address]

Address of witness

Executive Assistant

Occupation of witness

EXECUTED AS A DEED)

By: Nevada Investments 3 Limited)

 Signature of Director

Aurelio Cusate Name of Director

in the presence of

 Signature of witness

Alexandra Kelling Name of witness

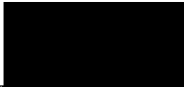
 Address of witness

Executive Assistant Occupation of witness

EXECUTED AS A DEED

By: Nevada Investments 4 Limited

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 Signature of Director

Luigi Casaro Name of Director

in the presence of

 Signature of witness

Alexander Elia Name of witness

 Address of witness

Executive Assistant Occupation of witness

EXECUTED AS A DEED

By: Nevada Investments 5 Limited

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 Signature of Director

Aurelio Casero Name of Director

in the presence of

 Signature of witness

Alexandra Ellis Name of witness

 Address of witness

Executive Assistant Occupation of witness

EXECUTED AS A DEED)
)
By: Nevada Investments 6 Limited)
)

 Signature of Director
Aurelio Cusano Name of Director

in the presence of

 Signature of witness
Alexandra Elling Name of witness
 Address of witness
Executive Assistant Occupation of witness

EXECUTED AS A DEED

By: Nevada Investments 7 Limited

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[Redacted Signature]

Signature of Director

Aurelio Casano

Name of Director

in the presence of,

[Redacted Signature]

Signature of witness

Alexandra Ellis

Name of witness

[Redacted Address]

Address of witness

Executive Assistant

Occupation of witness

EXECUTED AS A DEED)
)
By: Paymentsshield Group Holdings)
Limited)

 Signature of Director

MARK MUGGE Name of Director

in the presence of /

 Signature of witness

Dianne Farmer Name of witness

 Address of witness

Executive Assistant Occupation of witness

EXECUTED AS A DEED

By: Paymentsshield Holdings Limited

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Signature of Director

MARK MUGGE Name of Director

in the presence of

Signature of witness

Dianne Farmer

Name of witness

Address of witness

Executive Assistant

Occupation of witness

EXECUTED AS A DEED

By: Paymentsfield Limited

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Signature of Director

MARK MUGGE Name of Director

in the presence of

Signature of witness

Dianne Farmer

Name of witness

Address of witness

Executive Assistant

Occupation of witness

EXECUTED AS A DEED

By: Paymentshield Services Limited

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[Redacted Signature]

Signature of Director

MARK MUGGER

Name of Director

in the presence of

[Redacted Signature]

Signature of witness

Dianne Farmer

Name of witness

[Redacted Address]

Address of witness

Executive Assistant

Occupation of witness

EXECUTED AS A DEED

By: Towergate Insurance Limited

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Signature of Director

MARK MUGGE

Name of Director

in the presence of

Signature of witness

Dianne Farmer

Name of witness

Address of witness

Executive Assistant

Occupation of witness

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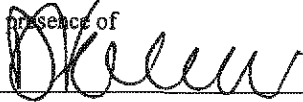
EXECUTED AS A DEED

By: Towergate Risk Solutions Limited)
)

 Signature of Director

MARK MUGGE Name of Director

in the presence of

 Signature of witness

Dianne Farmer Name of witness

 Address of witness

Executive Assistant Occupation of witness

EXECUTED AS A DEED

By: Towergate Underwriting Group
Limited

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 Signature of Director

MARK MUGGE Name of Director

in the presence of

 Signature of witness

 Blanne Farmer

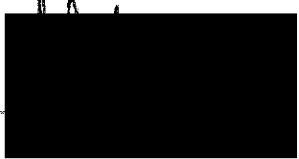
 Name of witness

 Address of witness

Executive Assistant Occupation of witness

The Original Chargor

Ardonagh Midco 3 PLC (formerly known as KIRS Midco 3 PLC)



By:

Mark Mugge
Director

The Common Security Agent

Citibank, N.A., London Branch



Date

**Jillian Hamblin
Vice President**

7 August 2017