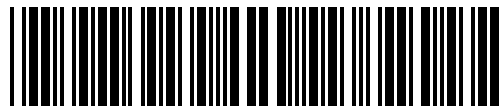




Registration of a Charge

Company Name: **ICP NURSERIES INVESTMENTS LIMITED**

Company Number: **10324092**



Received for filing in Electronic Format on the: **27/08/2021**

XABQWO7V

Details of Charge

Date of creation: **27/08/2021**

Charge code: **1032 4092 0009**

Persons entitled: **ARES MANAGEMENT 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.

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: **ROSIE MARRIOTT**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 10324092

Charge code: 1032 4092 0009

The Registrar of Companies for England and Wales hereby certifies that a charge dated 27th August 2021 and created by ICP NURSERIES INVESTMENTS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 27th August 2021 .

Given at Companies House, Cardiff on 31st August 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 TO SECURITY AGREEMENT

DATE 27 August 2021

PARTIES

- (1) **EACH OF THE COMPANIES** whose names, registered numbers and registered offices are listed in Schedule 1 hereto (the “**Additional Chargors**” and each an “**Additional Chargor**”); and
- (2) **ARES MANAGEMENT LIMITED** acting through its office at c/o TMF Group 8th Floor, 20 Farringdon Street, London, United Kingdom EC4A 4AB as agent and trustee for the Secured Parties (the “**Security Agent**”).

BACKGROUND

- (A) Each Additional Chargor is a Subsidiary of Thunder UK Bidco Limited.
- (B) Thunder UK Bidco Limited has entered into a security agreement dated 28 June 2021 (the “**Security Agreement**”) between the Chargors under and as defined in the Security Agreement and the Security Agent.
- (C) Each Additional Chargor has agreed to enter into this deed and to become an Additional Chargor under the Security Agreement.
- (D) The Security Agent and each Additional Chargor intend this document to take effect as a deed notwithstanding the fact that a party may only execute this document under hand.
- (E) The Security Agent holds the benefit of this deed on trust for the Secured Parties on the terms of the Finance Documents.

IT IS AGREED as follows:**1 Definitions and interpretation**

Terms defined in the Security Agreement have the same meaning in this deed unless given a different meaning in this deed. This deed is a Finance Document.

2 Accession and covenant to pay**2.1** With effect from the date of this deed each Additional Chargor:

2.1.1 will become a party to the Security Agreement as a Chargor; and

2.1.2 will be bound by all the terms of the Security Agreement which are expressed to be binding on a Chargor.

EXECUTION VERSION

2.2 Each Additional Chargor hereby covenants with the Security Agent (as trustee for the Secured Parties) that it will pay and discharge all Secured Liabilities owing or incurred from or by any Obligor to the Secured Parties when the same become due in accordance with the terms of the Finance Documents, whether by acceleration or otherwise.

2.3 Neither the covenant to pay in clause 2.2 nor the Security constituted by this deed shall extend to or include any liability or sum which would, but for this clause, cause such covenant or Security to be unlawful under any applicable law.

3 **Grant of security**

3.1 **Fixed security**

As a continuing security for the payment or discharge of the Secured Liabilities, each Additional Chargor with full title guarantee hereby:

3.1.1 grants to the Security Agent (as trustee for the Secured Parties), a charge by way of legal mortgage over all its Properties which are listed in Schedule 2 (*Properties currently owned*) to this deed;

3.1.2 charges to the Security Agent (as trustee for the Secured Parties), by way of first fixed charge, all its:

- (a) Properties now owned by it to the extent that they are not the subject of a charge by way of legal mortgage pursuant to clause 3.1.1;
- (b) Properties acquired by it after the date of this deed;
- (c) Property Interests;
- (d) Material Equipment;
- (e) Securities;
- (f) Material Intellectual Property;
- (g) Insurance Policies;
- (h) Debts;
- (i) Accounts;
- (j) Goodwill; and
- (k) right, title and interest in and to any agreement, licence, consent or authorisation relating to its business at any time not otherwise mortgaged, charged or assigned pursuant to clauses 3.1.1-3.1.4 inclusive;

3.1.3 assigns to the Security Agent (as trustee for the Secured Parties) absolutely, subject to a proviso for reassignment on redemption, all of its right, title and interest in and to the Insurance Policies in each case to the extent such rights, title and interest are capable of assignment; and

3.1.4 assigns to the Security Agent (as trustee for the Secured Parties), absolutely, subject to a proviso for reassignment on redemption, the benefit of the Assigned Agreements to which it is a party or an addressee and any claims arising under any of the same, and the benefit of any guarantee or security for the performance of the Assigned Agreements.

3.2 Floating Security

As a continuing security for the payment or discharge of the Secured Liabilities, each Additional Chargor with full title guarantee hereby charges to the Security Agent (as trustee for the Secured Parties), by way of first floating charge, (a) all of its undertaking, property, assets and rights at any time not effectively mortgaged, charged or assigned pursuant to clauses 3.1.1-3.1.4 (*Fixed security*) inclusive and (b) all its assets situated in Scotland.

3.3 Leasehold Security restrictions

There shall be excluded from the Security created by clause 3.1 (*Fixed security*) of the Security Agreement and from the operation of clause 4.1 (*Restrictions on dealing*) of the Security Agreement, any Excluded Property.

4 Land Registry restriction

In respect of any Property registered at the Land Registry and charged by way of legal mortgage under this deed and/or the Security Agreement and/or pursuant to clause 7.11.2 (*Property acquisitions*) of the Security Agreement, each Additional Chargor hereby consents to the entry of the following restriction on the register of its title to such Property:

"No disposition of the registered estate by the proprietor of the registered estate is to be registered without a written consent signed by the proprietor for the time being of the charge dated [] in favour of Ares Management Limited referred to in the charges register or, if appropriate, signed on such proprietor's behalf by its conveyancer".

5 Miscellaneous

With effect from the date of this deed:

- 5.1 the Security Agreement will be read and construed for all purposes as if each Additional Chargor had been an original party in the capacity of Chargor (but so that the security created on this accession will be created on the date of this deed); and
- 5.2 any reference in the Security Agreement to this deed and similar phrases will include this deed and all references in the Security Agreement to schedule 2 (*Properties currently owned*) (or any part of it) will include a reference to Schedule 2 (*Properties currently owned*) to this deed (or relevant part of it).

6 Governing law

This deed and any non-contractual obligations arising out of or in connection with it are governed by English law.

EXECUTION VERSION

7 Counterparts

This deed may be executed in counterparts, all of which when taken together shall be deemed to constitute one and the same instrument.

In Witness whereof this deed has been duly executed by each Additional Chargor and is intended to be and is hereby delivered as a deed on the day and year first above written and has been signed on behalf of the Security Agent.

SCHEDULE 1

ADDITIONAL CHARGORS

Name of Additional Chargor	Registered Number	Registered Office Address
ICP Education Holdings Limited	10326160	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
ICP Nurseries Investments Limited	10324092	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
ICP Nurseries Limited	10247950	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Nature Nurture Nurseries Limited	09043051	1a Elm Avenue, Long Eaton, Nottingham, NG10 4LR
ICP Childcare Limited	10438833	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Little Monkeys Nursery Limited	05220287	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
St. Ives Nursery Limited	04915593	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Friends Private Day Nursery Limited	03551494	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Montessori on the Park Limited	04470216	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Little House Childcare Limited	07707032	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
The House Nurseries (Holding) Limited	08650907	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Little Rascals Nursery Limited	11013223	6 Heathcote Point, 2 Wick Road, London, E9 5AY
Doodle Do Day Nurseries Ltd	08166535	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Zeeba Dalston Limited	08174661	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR

EXECUTION VERSION

Zeeba Woolwich Limited	08568673	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Zeeba Pre-School Limited	06872874	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Patacake Day Nursery Limited	03177486	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Forest Hill Montessori Limited	11640571	1a Elm Avenue, Long Eaton, Nottingham, United Kingdom, NG10 4LR
Oaklands (Tonbridge) Limited	04686021	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Child 1st Nurseries Limited	05842961	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Orchard Barns Limited	11883057	4 Close End, Lambourn, Hungerford, Berkshire, RG17 8NJ
High House Nursery Limited	02862905	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Cresswell Nurseries Holdings Limited	11086208	Bentley Manor Box Trees Road, Dorridge, Solihull, England, B93 8NP
Northcote House Nurseries Limited	03158143	1a Elm Avenue, Long Eaton, Nottingham, England, NG10 4LR
Cresswell Nurseries Investments Limited	11090320	Bentley Manor Box Trees Road, Dorridge, Solihull, England, B93 8NP
Cresswell Nurseries Limited	11032250	Natural Childcare Company Box Trees Road, Dorridge, Solihull, England, B93 8NP
The Garden House Nursery School Limited	04932232	Natural Childcare Company Box Trees Road, Dorridge, Solihull, England, B93 8NP
Eduvivre Group Ltd	03516600	Bentley Manor Box Trees Road, Dorridge, Solihull, England, B93 8NP
The Natural Childcare Company Limited	06485633	The Natural Childcare Company Limited Box Trees Road, Dorridge, Solihull, England, B93 8NP

EXECUTION VERSION

Hillside House Nursery Limited	05121637	Bentley Manor Box Trees Road, Dorridge, Solihull, England, B93 8NP
Nikki's Nurseries Ltd	08584064	Bentley Manor Box Trees Road, Dorridge, Solihull, England, B93 8NP
Bright Stars Childcare Limited	07120092	Natural Childcare Company Box Trees Road, Dorridge, Solihull, England, B93 8NP
Elm Park Nursery Limited	08162800	Natural Childcare Company Box Trees Road, Dorridge, Solihull, England, B93 8NP
Lifetimes Trading Limited	07065550	Natural Childcare Company Box Trees Road, Dorridge, Solihull, England, B93 8NP

SCHEDULE 2**PROPERTIES CURRENTLY OWNED****PART A: REGISTERED LAND**

Additional Chargor	Address	Title number
ICP Nurseries Limited	49 Durnsford Avenue, London SW19 8BH	SY224794
ICP Nurseries Limited	8 Brook Street, Tonbridge, Kent TN9 2PJ	K679160
ICP Nurseries Limited	24 High Street, Fenstanton, Huntingdon PE28 9JZ	CB249064
ICP Nurseries Limited	35 Rickfords Hill, Aylesbury, HP20 2RT	BM351511
Orchard Barns Limited	6 The Row, Higham Road, Stratford St Mary, Colchester, CO7 7PQ	SK123220
Cresswell Nurseries Limited	Land adjoining Pheasant Cottage, Ermin Street, Shefford Woodlands, Hungerford RG17 7AA	BK273284
Cresswell Nurseries Limited	Land adjoining Springburn Cottage, Ermin Street, Shefford Woodlands, Hungerford RG17 7AA	BK487437
Cresswell Nurseries Limited	72 Crimicar Lane, Sheffield S10 4FB	SYK29624
Cresswell Nurseries Limited	Land adjoining 27 Strollers Way, Stetchworth, Newmarket CBS 9TZ	CB184692
Cresswell Nurseries Limited	Land at 69 High Street, Stetchworth, Newmarket CB8 9TH	CB165072
The Natural Childcare Company Limited	Shirley Library, Church Road, Shirley B90 2AX	MM38068
Hillside House Nursery Limited	Hillside House, Lyth Hill Road, Bayston Hill, Shrewsbury SY3 0AU	SL105811
Hillside House Nursery Limited	Hook-a-Gate Nursery, The Old School, Hookagate, Shrewsbury SY5 8BE	SL223450, SL237384 & SL229392

EXECUTION VERSION

Additional Chargor	Address	Title number
Nikki's Nurseries Ltd	Ashburton House, 3 Monument Green, Weybridge, Surrey, KT13 8QR	SY322407
Bright Stars Childcare Limited	Bright Stars Nursery, Land at St Aldhems Hospital, Green Lane, Frome, BA11 4JW	WS13628
Elm Park Nursery Limited	Elm Park Nursery Limited, 90 Clarence Avenue, London SW4 8JR	SGL303388
Lifetimes Trading Limited	95 Lacy Road, London, SW15 1NR	SGL240329
Zeeba Woolwich Limited	Unit H1, Building 10, Royal Arsenal Riverside, London	TGL392749

PART B: UNREGISTERED LAND

None.























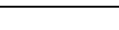
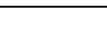
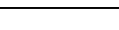
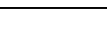
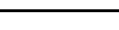
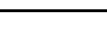
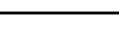
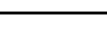
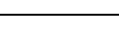
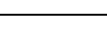
SCHEDULE 3**ACCOUNTS****PART 1: DESIGNATED ACCOUNTS**

Additional Chorgor	Account Type	Account Number	Sort Code
ICP Nurseries Limited	Holding Account	██████	██████
ICP Nurseries Limited	Overfunding Account	██████	██████
ICP Nurseries Limited	Mandatory Prepayment Account	██████	██████

PART 2: TRADING ACCOUNTS

Additional Chorgor	Bank	Account Number	Sort Code
ICP Nurseries Limited	NatWest Bank Plc	██████	██████
ICP Nurseries Limited	NatWest Bank Plc	██████	██████
ICP Nurseries Limited	NatWest Bank Plc	██████	██████
ICP Nurseries Limited	NatWest Bank Plc	██████	██████
ICP Nurseries Limited	NatWest Bank Plc	██████	██████
ICP Nurseries Limited	NatWest Bank Plc	██████	██████
Little Monkeys Nursery Limited	NatWest Bank Plc	██████	██████
ICP Childcare Limited	NatWest Bank Plc	██████	██████
Friends Private Day Nursery Limited	NatWest Bank Plc	██████	██████



























EXECUTION VERSION

St. Ives Nursery Limited	NatWest Bank Plc		
Montessori on the Park Limited	NatWest Bank Plc		
Little Rascals Nursery Limited	NatWest Bank Plc		
Little House Childcare Limited	NatWest Bank Plc		
Doodle Do Day Nurseries Ltd	NatWest Bank Plc		
Zeeba Dalston Limited	NatWest Bank Plc		
Zeeba Pre-School Limited	NatWest Bank Plc		
Zeeba Woolwich Limited	NatWest Bank Plc		
Patacake Day Nursery Limited	NatWest Bank Plc		
Forest Hill Montessori Limited	NatWest Bank Plc		
Oaklands (Tonbridge) Limited	NatWest Bank Plc		
High House Nursery Limited	NatWest Bank Plc		
Orchard Barns Limited	NatWest Bank Plc		
Northcote House Nurseries Limited	NatWest Bank Plc		
Cresswell Nurseries Limited	Lloyds Bank Plc		
Cresswell Nurseries Limited	Lloyds Bank Plc		

EXECUTION VERSION

Cresswell Nurseries Limited	Lloyds Bank Plc	████████	████████
Cresswell Nurseries Limited	Lloyds Bank Plc	████████	████████
The Garden House Nursery School Limited	Lloyds Bank Plc	████████	████████
The Garden House Nursery School Limited	Lloyds Bank Plc	████████	████████
Eduvivre Group Ltd	Lloyds Bank Plc	████████	████████
Eduvivre Group Ltd	Lloyds Bank Plc	████████	████████
The Natural Childcare Company Limited	Lloyds Bank Plc	████████	████████
The Natural Childcare Company Limited	Lloyds Bank Plc	████████	████████
The Natural Childcare Company Limited	Lloyds Bank Plc	████████	████████
The Natural Childcare Company Limited	Lloyds Bank Plc	████████	████████
The Natural Childcare Company Limited	Santander UK Plc	████████	████████
The Natural Childcare Company Limited	Santander UK Plc	████████	████████
Hillside House Nursery Limited	Barclays Bank Plc	████████	████████
Hillside House Nursery Limited	Barclays Bank Plc	████████	████████
Child 1st Nurseries Limited	NatWest Bank Plc	████████	████████

EXECUTION VERSION

Child 1st Nurseries Limited	NatWest Bank Plc		
Child 1st Nurseries Limited	NatWest Bank Plc		
Child 1st Nurseries Limited	NatWest Bank Plc		
Child 1st Nurseries Limited	NatWest Bank Plc		
Child 1st Nurseries Limited	NatWest Bank Plc		
Nikki's Nurseries Ltd	NatWest Bank Plc		
Bright Stars Childcare Limited	Lloyds Bank Plc		
Bright Stars Childcare Limited	Lloyds Bank Plc		
Elm Park Nursery Limited	Barclays Bank Plc		
Lifetimes Trading Limited	HSBC Bank plc		
Lifetimes Trading Limited	HSBC Bank plc		
Lifetimes Trading Limited	HSBC Bank plc		
Lifetimes Trading Limited	HSBC Bank plc		

EXECUTION PAGES TO DEED OF ACCESSION

THE ADDITIONAL CHARGORS

EXECUTED as a DEED by ICP)
EDUCATION HOLDINGS LIMITED)
acting by a director in the presence of the)
witness identified below:)

DocuSigned by:
[Redacted Signature]
CB84FCA80BDE479...

(Signature)


Print Name: clare wilson

Print Title: Director

DocuSigned by:
[Redacted Signature]
7D3B000DDEAA4F8...
W Signature
I Name Raymond Hall
T Address
N [Redacted Address]
E
S
S Occupation .Retired.....

EXECUTION VERSION


EXECUTED as a DEED by ICP)
NURSERIES INVESTMENTS LIMITED)
acting by a director in the presence of the)
witness identified below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)

Print Name: Clare Wilson

Print Title: Director

DocuSigned by:

7D3B000DDEAA4FB...
W Signature
I Name Raymond Hall
T Address
N
E
S
S Occupation Retired

EXECUTION VERSION

EXECUTED as a DEED by ICP)
NURSERIES LIMITED acting by a)
director in the presence of the witness)
identified below:)

DocuSigned by:
[Redacted]
CB84FCA80BDE479...

(Signature)


Print Name: clare wilson

Print Title: Director

W	Signature	<div>DocuSigned by: [Redacted] 7D3B000DDEAA4FB...</div>
I	Name	Raymond Hall
T	Address	[Redacted]
N		
E		
S		
S	Occupation	Retired

EXECUTION VERSION



EXECUTED as a DEED by **NATURE**)
NURTURE NURSERIES LIMITED acting)
by a director in the presence of the)
witness identified below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)


Print Name: Clare wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDEAA4FB...
W	Signature	.....
I	Name	Raymond Hall.....
T	Address	.....
N		
E		
S		
S	Occupation	Retired.....

EXECUTION VERSION

EXECUTED as a DEED by ICP)
CHILDCARE LIMITED acting by a)
director in the presence of the witness)
identified below:)

DocuSigned by:

C884FC60BDE478...
(Signature)


Print Name: Clare wilson

Print Title: Director

W	Signature	
I	Name	Raymond Hall
T	Address	
N		
E		
S		
S	Occupation	Retired

EXECUTION VERSION



EXECUTED as a DEED by **LITTLE**)
MONKEYS NURSERY LIMITED acting)
by a director in the presence of the)
witness identified below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)


Print Name: clare wilson

Print Title: Director

		DocuSigned by:
		
W	Signature	.....7D3B000DDEAA4FB...
I	Name	Raymond Hall.....
T	Address	.....
N		
E		
S		
S	Occupation	Retired.....

EXECUTION VERSION

EXECUTED as a DEED by **ST. IVES**)
NURSERY LIMITED acting by a director)
in the presence of the witness identified)
below:)


DocuSigned by:

CB84FCA80BDE479...

(Signature)

Print Name: clare wilson

Print Title: Director

W Signature
I Name Raymond Hall
T Address
N
E
S
S Occupation ..Retired.....

DocuSigned by:

7D3B000DDEAA4FB...

EXECUTION VERSION

EXECUTED as a DEED by **FRIENDS**)
PRIVATE DAY NURSERY LIMITED)
acting by a director in the presence of the)
witness identified below:)



DocuSigned by:

CB84FCA80BDE479...

(Signature)


Print Name: Clare wilson

Print Title: Director

W I T N E S S	Signature	 7D3B000DDEAA4FB...
	Name	Raymond Hall
	Address	
		
	Occupation	Retired

EXECUTION VERSION


EXECUTED as a DEED by)
MONTESSORI ON THE PARK LIMITED)
acting by a director in the presence of the)
witness identified below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)

Print Name: clare wilson

Print Title: Director

DocuSigned by:

7D3B000DDEAA4FB...
W Signature
I Name Raymond Hall
T Address
N
E
S
S Occupation Retired

EXECUTION VERSION


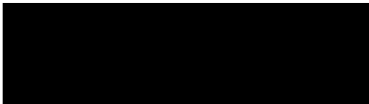
EXECUTED as a DEED by **LITTLE**)
HOUSE CHILDCARE LIMITED acting by)
a director in the presence of the witness)
identified below:)

DocuSigned by:

CB84FCA80BDE479...
(Signature)


Print Name: clare wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDEAA4FB...
W	Signature	.....
I	Name	Raymond Hall
T	Address	.....
N		
E		.....
S		.....
S	Occupation	...Retired

EXECUTION VERSION


EXECUTED as a DEED by **THE HOUSE**)
NURSERIES (HOLDING) LIMITED)
acting by a director in the presence of the)
witness identified below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)

Print Name: c1are wilson


Print Title: Director

DocuSigned by:

7D3B000DDEAA4FB...

W	Signature	.....
I	Name	Raymond Hall.....
T	Address	.....
N		.....
E		.....
S		.....
S	Occupation	...Retired.....



EXECUTION VERSION

EXECUTED as a DEED by **LITTLE**)
RASCALS NURSERY LIMITED acting by)
a director in the presence of the witness)
identified below:)

DocuSigned by:

CBB4FCA00BDE478...
(Signature)


Print Name: clare wilson

Print Title: Director

W	Signature	
I	Name	Raymond Hall.....
T	Address	.....
N		
E		.....
S		.....
S	Occupation	Retired.....

EXECUTION VERSION



EXECUTED as a DEED by **DOODLE DO**)
DAY NURSERIES LTD acting by a)
director in the presence of the witness)
identified below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)

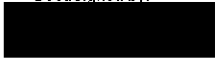
Print Name: clare wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDEAA4FB...
W	Signature	.....
I	Name	Raymond Hall.....
T	Address	
N		
E		
S		
S	Occupation	...Retired.....

EXECUTION VERSION


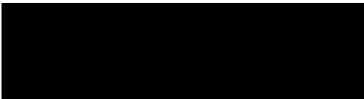
EXECUTED as a DEED by **ZEEBA**)
DALSTON LIMITED acting by a director)
in the presence of the witness identified)
below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)


Print Name: clare wilson

Print Title: Director

		DocuSigned by:
		
		7D38000DDEAA4FB...
W	Signature	.....
I	Name	Raymond Hall.....
T	Address	.....
N		
E		.....
S		.....
S	Occupation	Retired.....

EXECUTION VERSION


EXECUTED as a DEED by **ZEEBA**)
WOOLWICH LIMITED acting by a)
director in the presence of the witness)
identified below:)

DocuSigned by:

CB84FCA808DE479...

(Signature)


Print Name: Clare wilson

Print Title: Director

DocuSigned by:

7D3B000DDEAA4FB...
W Signature
I Name Raymond Hall
T Address
N
E
S
S Occupation Retired

EXECUTION VERSION



EXECUTED as a DEED by **ZEEBA PRE**)
SCHOOL LIMITED acting by a director in)
the presence of the witness identified)
below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)


Print Name: clare wilson

Print Title: Director

W	Signature	
I	Name	Raymond Hall
T	Address	
N		
E		
S		
S	Occupation	Retired

EXECUTION VERSION



EXECUTED as a DEED by **PATACAKE**)
DAY NURSERY LIMITED acting by a)
director in the presence of the witness)
identified below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)


Print Name: Clare wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDEAA4FB...
W	Signature
I	Name	Raymond Hall.....
T	Address	
N		
E		
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S	Occupation	...Retired.....


EXECUTION VERSION

EXECUTED as a DEED by **FOREST**)
HILL MONTESSORI LIMITED acting by a)
director in the presence of the witness)
identified below:)

DocuSigned by:

6B84FCA80BDE479...
(Signature)

Print Name: Clare wilson


Print Title: Director

DocuSigned by:

7D3B000DDEAA4FB...

W	Signature	
I	Name	Raymond Hall
T	Address	
N		
E		
S		
S	Occupation	Retired

EXECUTION VERSION



EXECUTED as a DEED by **OAKLANDS**)
(TONBRIDGE) LIMITED acting by a)
director in the presence of the witness)
identified below:)

DocuSigned by:


CB84FCA80BDE479...
(Signature)


Print Name:Clare wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDEAA4FB...
W	Signature
I	Name	Raymond Hall.....
T	Address
N		
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S	Occupation	Retired.....


EXECUTION VERSION

EXECUTED as a DEED by **CHILD 1ST**)
NURSERIES LIMITED acting by a)
director in the presence of the witness)
identified below:)

DocuSigned by:

CB84FCA80BDE479...
(Signature)


Print Name: clare wilson

Print Title: Director

DocuSigned by:

7D3B000DDEAA4FB...
W Signature
I Name Raymond Hall
T Address
N
E
S
S Occupation Retired


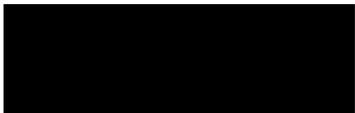
EXECUTION VERSION

EXECUTED as a DEED by **ORCHARD**)
BARNES LIMITED acting by a director in)
the presence of the witness identified)
below:)

DocuSigned by:

0B84F0A80BDE470...
(Signature)


Print Name: Clare wilson

Print Title: Director

	DocuSigned by:
	
	7D3B000DDEAA4FB...
W	Signature
I	Name Raymond Hall
T	Address
N	
E
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S	Occupation Retired

EXECUTION VERSION



EXECUTED as a DEED by **HIGH HOUSE**)
NURSERY LIMITED acting by a director)
in the presence of the witness identified)
below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)


Print Name: clare wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDEAA4FB...
W	Signature
I	Name	Raymond Hall.....
T	Address
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S	Occupation	...Retired.....

EXECUTION VERSION



EXECUTED as a DEED by **CRESSWELL**)
NURSERIES HOLDINGS LIMITED)
acting by a director in the presence of the)
witness identified below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)


Print Name: clare wilson

Print Title: Director

DocuSigned by:

7D3B000DDEAA4FB...
W Signature
I Name Raymond Hall
T Address 
N
E
S
S Occupation ...Retired.....

EXECUTION VERSION



EXECUTED as a DEED by **NORTHCOTE**)
HOUSE NURSERIES LIMITED acting by)
a director in the presence of the witness)
identified below:)

DocuSigned by:

CB84FCA808DE479...

(Signature)

Print Name: Clare wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDEAA4FB...
W	Signature
I	Name	Raymond Hall.....
T	Address	
N		
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S	Occupation	..Retired.....

EXECUTION VERSION


EXECUTED as a DEED by **CRESSWELL**)
NURSERIES INVESTMENTS LIMITED)
acting by a director in the presence of the)
witness identified below:)

DocuSigned by:

6B84FCA88BDE479...
(Signature)

Print Name: Clare Wilson


Print Title: Director

DocuSigned by:

7D3B000DDEAA4FB...

W	Signature	
I	Name	Raymond Hall
T	Address	
N		
E		
S		
S	Occupation	Retired

EXECUTION VERSION



EXECUTED as a DEED by **CRESSWELL**)
NURSERIES LIMITED acting by a)
director in the presence of the witness)
identified below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)

Print Name: Clare wilson

Print Title: Director

DocuSigned by:

7D9B000DEAA4FB...
W Signature Raymond Hall.....
I Name
T Address 
N
E
S
S Occupation Retired.....

EXECUTION VERSION

EXECUTED as a DEED by THE)
GARDEN HOUSE NURSERY SCHOOL)
LIMITED acting by a director in the)
presence of the witness identified below:)

DocuSigned by:
[Redacted]
CB84FCA80BDE479...

(Signature)

Print Name: Clare Wilson


Print Title: Director

DocuSigned by:
[Redacted]
7D3B000DDEAA4FB...

W	Signature	[Redacted]
I	Name	Raymond HaTT
T	Address	[Redacted]
N		
E		
S		
S	Occupation	Retired

EXECUTION VERSION



EXECUTED as a DEED by **EDUVIVRE**)
GROUP LTD acting by a director in the)
presence of the witness identified below:)
)

DocuSigned by:

CB84FCA80BDE479...

(Signature)

Print Name: Clare Wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDDEAA4F8...
W	Signature	Raymond Hall
I	Name
T	Address	
N		
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S	Occupation	Retired

EXECUTION VERSION

EXECUTED as a DEED by THE)
NATURAL CHILDCARE COMPANY)
LIMITED acting by a director in the)
presence of the witness identified below:)



DocuSigned by:

CB84FCA80BDE479...

(Signature)


Print Name: clare wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDEAA4FB...
W	Signature	.....
I	Name	Raymond Hall
T	Address	.....
N		
E		
S		
S	Occupation	Retired



EXECUTION VERSION

EXECUTED as a DEED by **HILLSIDE**)
HOUSE NURSERY LIMITED acting by a)
director in the presence of the witness)
identified below:)

DocuSigned by:

CB84FCA80BDE479...
(Signature)

Print Name: clare wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDEAA4F8...
W	Signature
I	Name	Raymond HaTT.....
T	Address
N		
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S	Occupation	Retired.....

EXECUTION VERSION

EXECUTED as a DEED by **NIKKI'S**)
NURSERIES LTD acting by a director in)
the presence of the witness identified)
below:)


DocuSigned by:

CB84FCA80BDE479...

(Signature)

Print Name: clare wilson

Print Title: Director

DocuSigned by:

7D3B000DDEAA4FB...
W Signature Raymond Hall
I Name
T Address
N
E
S
S Occupation Retired

EXECUTION VERSION

EXECUTED as a DEED by **BRIGHT**)
STARS CHILDCARE LIMITED acting by)
a director in the presence of the witness)
identified below:)

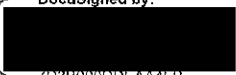
DocuSigned by:

CB84FCA80BDE479...

(Signature)

Print Name: Clare Wilson

Print Title: Director

DocuSigned by:

7D3B000DDEAA4FB...
W Signature
I Name Raymond Hall
T Address
N
E
S
S Occupation Retired

EXECUTION VERSION



EXECUTED as a DEED by **ELM PARK**)
NURSERY LIMITED acting by a director)
in the presence of the witness identified)
below:)

DocuSigned by:

CB64FCA80BDE479...
(Signature)


Print Name: Clare wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDEAA4FB...
W	Signature
I	Name	Raymond Hall
T	Address
N		
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S	
S	Occupation	Retired.....

EXECUTION VERSION



EXECUTED as a DEED by **LIFETIMES**)
TRADING LIMITED acting by a director in)
the presence of the witness identified)
below:)

DocuSigned by:

CB84FCA80BDE479...

(Signature)

Print Name: clare wilson

Print Title: Director

		DocuSigned by:
		
		7D3B000DDEAA4FB...
W	Signature	.....
I	Name	Raymond Hall
T	Address	.....
N		
E		
S		
S	Occupation	...Retired

THE SECURITY AGENT

SIGNED by for and on behalf of **ARES**)
MANAGEMENT LIMITED)

DocuSigned by:

B518601CD30E4A9

(Signature)

Print Name: John Atherton

Authorised signatory