



**Registration of a Charge**

Company name: **NEVADA INVESTMENTS 7 LIMITED**

Company number: **10735121**



X6CJAQ3D

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

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**Details of Charge**

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

Charge code: **1073 5121 0001**

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.**

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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:

**SHEARMAN & STERLING (LONDON) LLP**



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

Company number: 10735121

Charge code: 1073 5121 0001

The Registrar of Companies for England and Wales hereby certifies that a charge dated 7th August 2017 and created by NEVADA INVESTMENTS 7 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<br>Group Limited | 4043759 | England and Wales | Towergate House Eclipse<br>Park, Sittingbourne Road,<br>Maidstone, Kent, ME14<br>3EN |
|-----------------------------------------|---------|-------------------|--------------------------------------------------------------------------------------|

**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<br>4436 B ordinary shares of £1                                      |
| Cullum Capital Ventures Limited | Antur (West Wales) Limited                    | 2352 A ordinary shares of £0.2<br>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<br>9 B ordinary shares of £1                                            |
| Cullum Capital Ventures Limited | Fusion Insurance Services Scandinavia Limited | 595,000 A ordinary shares of £1<br>40,274 B ordinary shares of £1<br>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<br>75 C ordinary shares of £1<br>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<br>408 B ordinary shares of £1<br>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<br>126,930 ordinary B shares of £0.0000001<br>168,809 ordinary C shares of £0.0000001<br>800 ordinary D shares of £0.0000001<br>45,950 ordinary E shares of £0.0000001<br>10 A preference shares of £0.0000001<br>10,013,853 B preference shares of £0.0000001<br>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<br>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<br>(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<br>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<br>(previously known as Ryan Direct Group Limited) | 8,750 A ordinary shares of £0.001<br>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<br>120,000 A ordinary shares of £0.1<br>440,000 B ordinary shares of £0.1<br>50,000 C ordinary shares of £0.1<br>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<br>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<br>60,250 B ordinary shares of £1<br>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<br>1,640,630 ordinary B shares of £0.1<br>1,214,063 ordinary C shares of £0.1<br>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<br>3,195 B ordinary shares of £1                                                                                        |

# SCHEDULE 4

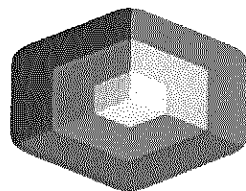
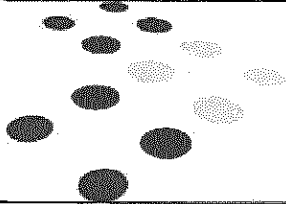
## Details of Bank Accounts

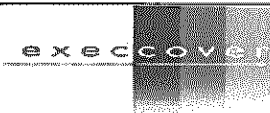
| Charger                                                                    | Account Bank | Sort Code | Account Number |
|----------------------------------------------------------------------------|--------------|-----------|----------------|
| CCV Risk Solutions Limited                                                 | 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       |           |                |

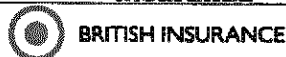
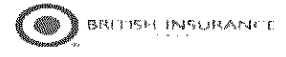
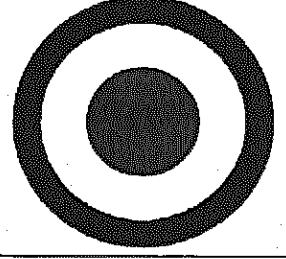
|                                      |         |  |  |
|--------------------------------------|---------|--|--|
| Paymentshield Services Limited       | Lloyds  |  |  |
| Towergate Insurance Limited          | Lloyds  |  |  |
| Towergate Insurance Limited          | RBS     |  |  |
| Towergate Insurance 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     |  |  |

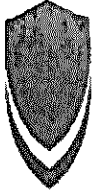
# SCHEDULE 5

## 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                    |

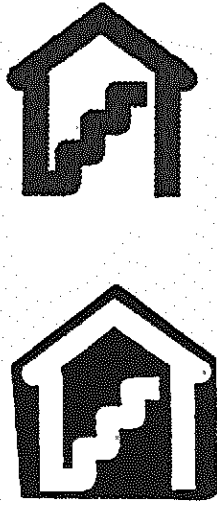
| Cullum Capital Ventures Limited   |                                                                                           | UK2614664                                  | 36                    |
|-----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-----------------------|
| Cullum Capital Ventures Limited   | MOBILITY<br>SECURE                                                                                                                                                         | UK2509571                                  | 36                    |
| Cullum Capital Ventures Limited   | Moffatt<br>Saunders                                                                                                                                                        | UK2607303                                  | 36                    |
| Cullum Capital Ventures Limited   | OYSTER<br>PROPERTY<br>INSURANCE<br>SERVICES                                                                                                                                | UK2460584                                  | 36                    |
| Proprietor                        | Trade mark                                                                                                                                                                 | Registration Number                        | Class of Registration |
| Direct Group Limited              |                                                                                           | UK00003243100<br>(application to register) | 36                    |
| Direct Group Limited              |                                                                                           | UK00003243100<br>(application to register) | 36                    |
| Direct Group Limited              |                                                                                          | UK00003243100<br>(application to register) | 36                    |
| Proprietor                        | Trade mark                                                                                                                                                                 | Registration Number                        | Class of Registration |
| Fusion Insurance Services Limited | <br> | 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                           |
| <b>Proprietor</b>                 | <b>Trade mark</b>                                                                                                                                                          | <b>Registration Number</b> | <b>Class of Registration</b> |
| Paymentshield Limited             | <b>BI</b>                                                                                                                                                                  | 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             | <br> | UK2388911                  | 36                           |
| Paymentshield Limited             | <br> | 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/<br>Loanshield<br>(Series of 2)                                                                                                                                                         | UK2169480                    | 36                       |
| Paymentshield Limited       | MORTGAGE<br>PROTECTOR<br>SOLO                                                                                                                                                                      | UK2514590                    | 36                       |
| Paymentshield Limited       | MORTGAGESHIELD/<br>Mortgageshield (Series of 2)                                                                                                                                                    | UK2169486                    | 36                       |
| Paymentshield Limited       | Paymentshield Home &<br>Protect                                                                                                                                                                    | UK3058670                    | 36                       |
| Paymentshield Limited       |  paymentshield<br>home & protect                                                                                  | UK3058541                    | 36                       |
| Paymentshield Limited       | Paymentshield<br>Home and<br>Protect                                                                                                                                                               | UK3058535                    | 36                       |
| Paymentshield Limited       | PAYMENTSHIELD/<br>Paymentshield (Series of<br>2)                                                                                                                                                   | UK2162216                    | 36                       |
| Paymentshield Limited       | PROTECTING YOUR<br>CLIENTS IS<br>AN<br>ESSENTIAL<br>PART OF<br>YOUR JOB,<br>PROTECTING<br>YOUR<br>FUTURE IS AN<br>ESSENTIAL<br>PART OF<br>YOUR LIFE.<br>WITH INERTIA<br>IT'S NEVER<br>BEEN EASIER! | UK2324066                    | 36                       |
| Paymentshield Limited       |                                                                                                                 | UK2584496                    | 36                       |
| Paymentshield Limited       | Paymentshield                                                                                                                                                                                      | EU005934799                  | 36                       |
| Paymentshield Limited       |  paymentshield<br>we've got it covered                                                                          | EU005934781                  | 36                       |
| Paymentshield Limited       |                                                                                                                 | EU005934773                  | 36                       |
| Proprietor                  | Trade mark                                                                                                                                                                                         | Registration<br>Number       | Class of<br>Registration |
| Towergate Insurance Limited | BIRA Insurance                                                                                                                                                                                     | UK2622701                    | 36                       |
| Towergate Insurance Limited | GEO<br>SPECIALTY                                                                                                                                                                                   | UK3222021 and<br>EU016527673 | 36                       |

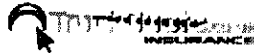
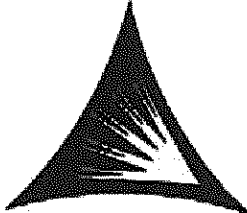
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|-----------------------------------------|----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|
| Towergate Insurance Limited             | PROPERTY INITIATIVES<br>UNDERWRITING AGENCY                                                              | UK3223811                      | 36                               |
| Towergate Insurance Limited             |                         | UK2595438                      | 36                               |
| Towergate Insurance Limited             | Towergate<br>Fleetcare+                                                                                  | UK2607524                      | 36                               |
| Towergate Insurance Limited             | Towergate<br>GoHire                                                                                      | UK2610808                      | 36                               |
| Towergate Insurance Limited             | Towergate<br>Insurance<br>Brokers                                                                        | UK3071603                      | 36                               |
| Towergate Insurance Limited             |                         | UK3069904                      | 36                               |
| Towergate Insurance Limited             | Towergate<br>Insurance<br>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<br>INSURANCE<br>BROKERS                                                                      | EU015793276                    | 36                               |
| Towergate Insurance Limited             | FRAM                                                                                                     | EU016436412                    | 36                               |
| <b>Proprietor</b>                       | <b>Trade mark</b>                                                                                        | <b>Registration<br/>Number</b> | <b>Class of<br/>Registration</b> |
| Towergate Risk Solutions<br>Limited     | Aquasure                                                                                                 | UK2493835                      | 36                               |
| <b>Proprietor</b>                       | <b>Trade mark</b>                                                                                        | <b>Registration<br/>Number</b> | <b>Class of<br/>Registration</b> |
| Towergate Underwriting<br>Group Limited | ARG                                                                                                      | UK2333027                      | 36                               |

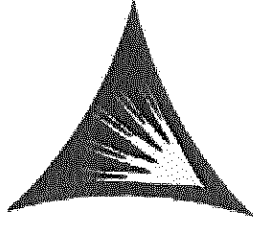
|                                      |                                                                                                                                                                                                        |            |         |
|--------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------|
| Towergate Underwriting Group Limited | AZUDRIVE                                                                                                                                                                                               | UK2560019  | 36      |
| Towergate Underwriting Group Limited | <b>Azudrive</b>                                                                                                                                                                                        | UK2560018  | 36      |
| Towergate Underwriting Group Limited | <br><b>BAKERS</b><br><small>best home &amp; caravan insurance specialists</small>                                     | 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 |  <b>bizbox</b><br>INSURANCE                                                                                         | UK2577395  | 36      |
| Towergate Underwriting Group Limited |  <b>caddysure</b>                                                                                                   | UK2464288  | 36      |
| Towergate Underwriting Group Limited | <b>Camera Sure</b><br>INSURANCE CONSULTANTS                                                                                                                                                            | UK2204947  | 36      |
| Towergate Underwriting Group Limited | <br><b>CAMERASURE</b>                                                                                               | UK2375148  | 36      |
| Towergate Underwriting Group Limited | <b>cci</b><br><br><b>cci</b>                                                                                                                                                                           | UK2060744  | 36      |
| Towergate Underwriting Group Limited |  <i>Competition Car Insurance</i>                                                                                   | UK3201026  | 36      |
| Towergate Underwriting Group Limited |  <b>Caravan Guard</b>                                                                                               | 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 | <br>     | 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 | <br> | 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<br><br>SMg                                                                                                                                                             | UK1510432 | 36                           |
| Towergate Underwriting Group Limited | SPECTRUM INSURANCE                                                                                                                                                         | UK2204946 | 36                           |

|                                         |                                                                                     |            |           |
|-----------------------------------------|-------------------------------------------------------------------------------------|------------|-----------|
| Towergate Underwriting<br>Group Limited |   | UK2219159  | 36 and 42 |
| Towergate Underwriting<br>Group Limited | The Beckett<br>Group                                                                | UK2433011B | 36        |
| Towergate Underwriting<br>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<br>Group Limited |  | EU004988581 | 36 |
| Towergate Underwriting<br>Group Limited |  | EU014826473 | 36 |

**SCHEDULE 6**  
**Assigned Agreements**

| <b>Chargors</b>                    | <b>Insurer</b>                       | <b>Type of Policy</b>                                           | <b>Policy Number</b> |
|------------------------------------|--------------------------------------|-----------------------------------------------------------------|----------------------|
| 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 )

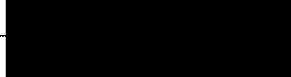
 Signature of Director

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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)  
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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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)  
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)

[Redacted Signature]

Signature of Director

WALLON DICKSON

Name of Director

in the presence of

[Redacted Signature]

Signature of witness

Lynckey Gilbey

Name of witness

158 Glete St, Leigh, WNr1R7

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

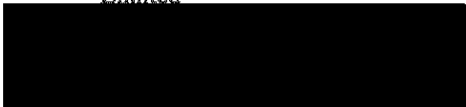
Quality Assessor

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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[Redacted Signature]

Signature of Director

MARK MUDGE

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: 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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[Redacted Signature]

Signature of Director

Aurelio Casero

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: 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 Kling

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

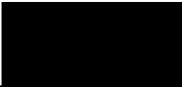
 Address of witness

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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Signature of Director

Aurelio Casano

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: 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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\_\_\_\_\_  
Signature of Director

MARK MUGGER

\_\_\_\_\_  
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 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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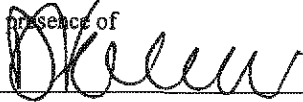
EXECUTED AS A DEED

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

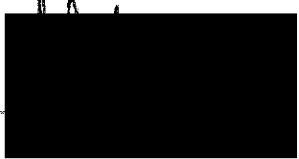
 Address of witness

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