



Registration of a Charge

Company Name: **ELEMENT MATERIALS TECHNOLOGY AEROSPACE UK LIMITED**

Company Number: **11371687**



Received for filing in Electronic Format on the: **23/11/2022**

XBHDLHU1

Details of Charge

Date of creation: **18/11/2022**

Charge code: **1137 1687 0007**

Persons entitled: **ING BANK N.V., LONDON BRANCH (AS SENIOR SECURITY AGENT)**

Brief description: **NOT APPLICABLE**

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: **ALEXANDER PETERS**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 11371687

Charge code: 1137 1687 0007

The Registrar of Companies for England and Wales hereby certifies that a charge dated 18th November 2022 and created by ELEMENT MATERIALS TECHNOLOGY AEROSPACE UK LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 23rd November 2022 .

Given at Companies House, Cardiff on 24th November 2022

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

SECURITY ACCESSION DEED

THIS SECURITY ACCESSION DEED is made on 18 November 2022

BETWEEN:

- (1) The companies referred to in the Schedule (each a "**New Chargor**", and together, the "**New Chargors**");
- (2) **EM BIDCO LIMITED** registered in England and Wales with company number 13855317 (the "**Company**"); and
- (3) **ING BANK N.V., LONDON BRANCH**, as security trustee for itself and the other secured parties (the "**Senior Security Agent**").

RECITAL:

This deed is supplemental to a debenture dated 24 June 2022 between, amongst others, EM Bidco Limited and EM Midco2 Limited as Original Chargors and the Senior Security Agent, as previously supplemented and 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 shall have the same meaning when used in this deed.

1.2 Construction

Clauses 1.2 (*Interpretation*) to 1.3 (*Other References*) 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 Senior Security Agent (for the benefit of itself and the other Secured Creditors) that it will on demand pay the Secured Obligations when they fall due for payment.

2.3 Specific Security

- (a) Subject to Clause 3.4 (*Restricted Assets*) of the Debenture, each New Chargor, as continuing security for the payment of the Secured Obligations, charges in favour of the Senior Security Agent with full title guarantee the following assets, both present and future, from time to time owned by it or in which it has an interest by way of fixed charge:
- (A) the Accounts and all corresponding Related Rights;
 - (B) the Shares; and
 - (C) all Receivables other than any claims which are otherwise subject to an assignment (at law or in equity) pursuant to this deed and all Related Rights.

2.4 Assignment

Subject to Clause 3.4 (*Restricted Assets*) of the Debenture, each New Chargor hereby assigns with full title guarantee to the Senior Security Agent as security agent for the Secured Creditors as continuing security for the payment and discharge of the Secured Obligations all the relevant New Chargor's right, title and interest from time to time in and to each of the Specific Intra-Group Loan Agreements (subject to reassignment by the Senior Security Agent to the relevant New Chargor of all such right, title and interest upon payment or discharge in full of such New Chargor's Secured Obligations).

2.5 Floating charge

- (a) Subject to Clause 3.4 (*Restricted Assets*) of the Debenture, each New Chargor hereby charges with full title guarantee in favour of the Senior Security Agent as security agent for the Secured Creditors as continuing security by way of first floating charge all present and future assets and undertaking of the relevant New Chargor, other than any asset which is situated in England and Wales and which is validly and effectively charged under the laws of England and Wales by way of fixed security (including assignment) created under a Senior Secured Debt Document in favour of the Senior Security Agent as security for its Secured Obligations.
- (b) Paragraph 14 of Schedule B1 to the Insolvency Act 1986 applies to the floating charge created pursuant to this Clause 2.5 (*Floating Charge*).

3. IMPLIED COVENANTS FOR TITLE

The obligations of each New Chargor under this Security Accession Deed shall be in addition to the covenants for title deemed to be included in this Debenture by virtue of Part 1 of the Law of Property (Miscellaneous Provisions) Act 1994.

4. CONSENT OF EXISTING CHARGORS

The existing Chargors agree 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. **NEGATIVE PLEDGE**

Each New Chargor undertakes that it shall not, at any time during the subsistence of this Debenture, create or permit to subsist any Security or Quasi-Security over all or any part of the Charged Property other than Security or Quasi-Security permitted or not prohibited pursuant to the Senior Secured Debt Documents or otherwise with the prior consent of the Senior Security Agent (acting on the instructions of the Majority Senior Secured Creditors).

6. **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" or "this Debenture" will be deemed to include this deed.

7. **GOVERNING LAW**

This deed (and any dispute, controversy, proceedings or claims of whatever nature arising out of or in any way relating to this deed or its formation) and obligations of the Parties hereto and any matter, claim or dispute arising out of or in connection with this deed (including any non-contractual claims arising out of or in association with it) shall be governed by and construed in accordance with English law.

IN WITNESS whereof this deed has been duly executed on the date first above written.

SCHEDULE**New Chargors**

Company Name	Company Number	Company Address	Jurisdiction
Warringtonfire Testing and Certification Limited	11371436	3RD FLOOR DAVIDSON BUILDING 5 SOUTHAMPTON STREET LONDON UNITED KINGDOM WC2E 7HA	England and Wales
Element Materials Technology Warwick Ltd	02536659	3RD FLOOR DAVIDSON BUILDING 5 SOUTHAMPTON STREET LONDON UNITED KINGDOM WC2E 7HA	England and Wales
Element Materials Technology Environmental UK Limited	11371415	3RD FLOOR DAVIDSON BUILDING 5 SOUTHAMPTON STREET LONDON UNITED KINGDOM WC2E 7HA	England and Wales
Element Materials Technology Aerospace UK Limited	11371687	3RD FLOOR DAVIDSON BUILDING 5 SOUTHAMPTON STREET LONDON UNITED KINGDOM WC2E 7HA	England and Wales
Element Materials Technology Wednesbury Limited	11446650	3RD FLOOR DAVIDSON BUILDING 5 SOUTHAMPTON STREET LONDON UNITED KINGDOM WC2E 7HA	England and Wales
Element Materials	03399370	3RD FLOOR DAVIDSON BUILDING	England and Wales

Company Name	Company Number	Company Address	Jurisdiction
Technology Aberdeen Ltd		5 SOUTHAMPTON STREET LONDON UNITED KINGDOM WC2E 7HA	

SIGNATORIES TO DEED OF ACCESSION

NEW CHARGORS

**EXECUTED as a DEED by
WARRINGTONFIRE TESTING AND CERTIFICATION LIMITED acting by:**

REDACTED

.....

Director Matthew John Hopkinson

REDACTED

.....

~~**Director/Secretary**~~ Neil Conway MacLennan

Notice Details

Address: 3rd Floor Davidson Building,
5 Southampton Street,
London, United Kingdom,
WC2E 7HA

Attention: Jackie Ball

NEW CHARGOR

**EXECUTED as a DEED by
ELEMENT MATERIALS TECHNOLOGY WARWICK LTD acting by:**

REDACTED

Director Gavin Robert Dashwood

REDACTED

~~**Director/Secretary**~~ Neil Conway MacLennan

Notice Details

Address: 3rd Floor Davidson Building,
5 Southampton Street,
London, United Kingdom,
WC2E 7HA

Attention: Jackie Ball

NEW CHARGOR

**EXECUTED as a DEED by
ELEMENT MATERIALS TECHNOLOGY ENVIRONMENTAL UK LIMITED acting
by:**

REDACTED

REDACTED

Director Matthew John Hopkinson

~~Director~~/Secretary Neil Conway MacLennan

Notice Details

Address: 3rd Floor Davidson Building,
5 Southampton Street,
London, United Kingdom,
WC2E 7HA

Attention: Jackie Ball

NEW CHARGOR

**EXECUTED as a DEED by
ELEMENT MATERIALS TECHNOLOGY AEROSPACE UK LIMITED acting by:**

REDACTED

..... Director Gavin Robert Dashwood

REDACTED ..

~~Director~~/Secretary Neil Conway MacLennan

Notice Details

Address: 3rd Floor Davidson Building,
5 Southampton Street,
London, United Kingdom,
WC2E 7HA

Attention: Jackie Ball

NEW CHARGOR

**EXECUTED as a DEED by
ELEMENT MATERIALS TECHNOLOGY WEDNESBURY LIMITED acting by:**

REDACTED

.....

Director Matthew John Hopkinson

REDACTED

~~**Director/Secretary**~~ Neil Conway MacLennan

Notice Details

Address: 3rd Floor Davidson Building,
5 Southampton Street,
London, United Kingdom,
WC2E 7HA

Attention: Jackie Ball

NEW CHARGOR

**EXECUTED as a DEED by
ELEMENT MATERIALS TECHNOLOGY ABERDEEN LTD acting by:**

REDACTED

REDACTED

Director Gavin Robert Dashwood

Director/Secretary Neil Conway MacLennan

Notice Details

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WC2E 7HA

Attention: Jackie Ball

THE COMPANY

EXECUTED by
EM BIDCO LIMITED acting by:

REDACTED

Name: Tom Fountain
Title: Director

THE SENIOR SECURITY AGENT

EXECUTED by
ING BANK N.V., LONDON BRANCH acting by:

REDACTED

REDACTED
REDACTED

Name:

Title:

Stephanie Boughtwood
Authorised Signatory
ING Bank N.V. London Branch

Samantha Joyce
Authorised Signatory
ING Bank N.V., London Branch