



Registration of a Charge

Company Name: **RSE CONTROL SYSTEMS LIMITED**

Company Number: **SC181373**



Received for filing in Electronic Format on the: **22/08/2023**

XCAGT7PU

Details of Charge

Date of creation: **18/08/2023**

Charge code: **SC18 1373 0007**

Persons entitled: **MML UK ADVISOR LLP (AS SECURITY TRUSTEE)**

Brief description:

Contains fixed charge(s).

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

Contains negative pledge.

Authentication of Form

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

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S. 859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.**

Certified by: **PINSENT MASONS LLP**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 181373

Charge code: SC18 1373 0007

The Registrar of Companies for Scotland hereby certifies that a charge dated 18th August 2023 and created by RSE CONTROL SYSTEMS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 22nd August 2023 .

Given at Companies House, Edinburgh on 22nd August 2023

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



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

DEED OF ACCESSION

THIS DEED OF ACCESSION is made on 18 AUGUST 2023

BETWEEN:-

- (1) THE COMPANIES LISTED AT SCHEDULE 1 (each a "New Chargor", and together the "New Chargors");
- (2) BROADWAY TOPCO LIMITED (the "Parent") for itself and as agent for and on behalf of each of the other Chargors named in the Debenture referred to below; and
- (3) MML UK ADVISOR LLP as the Security Trustee.

WHEREAS:-

- (A) Each of the New Chargors is or will on the date of this Deed of Accession become, a wholly-owned Subsidiary of the Parent.
- (B) The Parent has entered into a deed dated 18 AUGUST 2023 (as supplemented and amended by Deeds of Accession or otherwise from time to time, the "Debenture") between the Parent, each of the companies named in the Debenture as Chargors, and MML UK Advisor LLP as Security Trustee for the Beneficiaries.
- (C) Each New Chargor at the request of the Parent and in consideration of the Noteholders making or continuing to make the principal amount available to the Company or any other member of its group and after giving due consideration to the terms and conditions of the Finance Documents and the Debenture and satisfying itself that there are reasonable grounds for believing that the entry into this Deed of Accession by it will be of benefit to it, has decided in good faith and for the purpose of carrying on its business to enter into this Deed and become a Chargor under the Debenture.

IT IS AGREED as follows:-

1. DEFINITIONS AND INTERPRETATION

- 1.1 Terms defined in the Debenture shall have the same meaning in this Deed.
- 1.2 The principles of interpretation set out in Clause 1.2 of the Debenture shall apply to this Deed of Accession insofar as they are relevant to it, as they apply to the Debenture.

2. ACCESSION

Each New Chargor agrees:-

- 2.1 to become a party to and to be bound by the terms of the Debenture as a Chargor with immediate effect and so that the Debenture shall be read and construed for all purposes as if the New Chargor had been an original party in the capacity of Chargor (but so that the security created consequent on such accession shall be created on the date of this Deed of Accession); and
- 2.2 to be bound by all the covenants and agreements in the Debenture which are expressed to be binding on a Chargor.

3. COVENANT TO PAY

Without prejudice to the generality of clause 2, each New Chargor (jointly and severally with the other Chargors) covenants in the terms set out in Clauses 2.1 (*Secured Liabilities*) and 2.2 (*Guarantee and indemnity*) of the Debenture.

4. SECURITY

Each New Chargor mortgages, charges and assigns to the Security Trustee, as agent and trustee for the Secured Parties, all its business, undertaking and assets on the terms of Clause 3 of the Debenture, provided that:-

- 4.1 the Land charged by way of legal mortgage shall be the Land referred to in Schedule 2 (*Details of Land*);
- 4.2 the Insurances assigned or (to the extent not assigned or effectively assigned) charged shall include the insurances referred to in Schedule 3 (*Details of Material Insurances*); and
- 4.3 the Intellectual Property charged shall include the Intellectual Property referred to in Schedule 4 (*Details of Intellectual Property*),

5. EFFECT ON DEBENTURE

The Debenture and this Deed of Accession shall be read as one so that references in the Debenture to "this Deed", "herein", and similar phrases shall be deemed to include this Deed of Accession.

6. GOVERNING LAW

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

EXECUTED AS A DEED AND DELIVERED on the date set out at the beginning of this Deed.

SCHEDULE 1

THE NEW CHARGORS

Company Name	Company Number	Registered Address
DPS Group Ltd	SC328334	Unit 1 Lomond Business Park, Baltimore Road, Glenrothes, Fife, KY6 2PJ
DP Systems (Scotland) Limited	SC265698	Unit 1 Lomond Business Park, Baltimore Road, Glenrothes, Fife, KY6 2PJ
Prime Pumps Limited	SC305190	Muir Of Ord Industrial Estate, Muir Of Ord, Ross-Shire, IV6 7UA
Ross-Shire Engineering Limited	SC177939	Muir Of Ord Industrial Estate, Muir Of Ord, Ross-Shire, IV6 7UA
RSE Control Systems Limited	SC181373	Mansfield House Muir Of Ord Industrial Estate, Great North Road, Muir Of Ord, Ross-Shire, IV6 7UA
Blackburn Starling & Company Limited	02122329	Queens Drive, Nottingham., NG2 3AY
General Panel Systems Limited	01310922	Unit 3 St Philips Central Albert Road, St. Philips, Bristol, England, BS2 0XJ
GPS Links Limited	05802025	Unit 3 St Philips Central, Albert Road, Bristol, England, BS2 0XJ
Greenacre Environmental Systems Limited	09117078	Unit 17 Riverside Way, Ravensthorpe Industrial Estate, Dewsbury, England, WF13 3LG
Murray Technical Services Limited	08468765	Unit E2 Premier Centre Abbey Park Industrial Estate, Premier Way, Romsey, England, SO51 9DG
Safronics Limited	01935773	Pearson Street, Leeds, West Yorks, LS10 1BQ
Sheers Limited	01347974	Unit G7, Morton Park Way, Darlington, County Durham, DL1 4PQ
Technical Control Systems Limited	00950111	Control Works, Treefield Industrial Estate, Gildersome, Leeds, LS27 7JU
W.E.S. Ltd.	03086750	Precision House, Rankine Road, Basingstoke, Hampshire, RG24 8PP
Weschem Ltd.	07696105	Precision House, Rankine Road, Basingstoke, Hampshire, RG24 8PP
Wilford Limited	05153253	Queens Drive, Nottingham, NG2 3AY
Safronics Holdings Limited	04184814	Pearson Street, Leeds, West Yorkshire, LS10 1BQ
North Hill Limited	04760393	Control Works Treefield, Industrial Estate Gildersome, Leeds, West Yorkshire, LS27 7JU

Company Name	Company Number	Registered Address
GES Holdco Ltd	10219253	Unit 17 Riverside Way, Ravensthorpe Industrial Estate, Dewsbury, England, WF13 3LG

SCHEDULE 2
DETAILS OF LAND

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SCHEDULE 3

DETAILS OF MATERIAL INSURANCES

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SCHEDULE 4

DETAILS OF INTELLECTUAL PROPERTY

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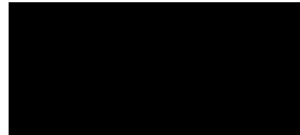
EXECUTION PAGE

THE NEW CHARGORS

DPS Group Ltd

EXECUTED as a Deed
by DPS Group Ltd acting by a Director in the
in the presence of:

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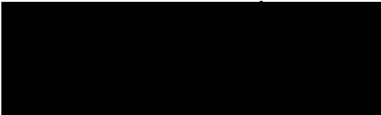


Witness

Director

MEGAN CURB

Full Name



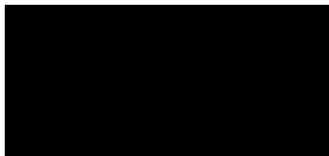
Address

Occupation

DP Systems (Scotland) Limited

EXECUTED as a Deed
by DP SYSTEMS (SCOTLAND) LIMITED
acting by a Director in the in the presence of:

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)

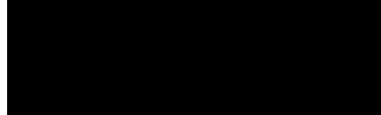


Witness

Director

MEGAN CURB

Full Name



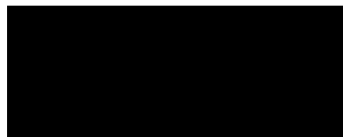
Address

Occupation

Prime Pumps Limited

EXECUTED as a Deed
by PRIME PUMPS LIMITED acting by a
Director in the in the presence of:

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)
)
)
)



Witness

Director

MEGAN CURB

Full Name



Address

Occupation

Ross-Shire Engineering Limited

EXECUTED as a Deed

by ROSS-SHIRE ENGINEERING LIMITED

acting by a Director in the in the presence of:

..... Witness Director

MEGAN CLUBB Full Name

..... Address

Occupation

RSE Control Systems Limited

EXECUTED as a Deed

by RSE CONTROL SYSTEMS LIMITED

acting by a Director in the in the presence of:

..... Witness Director

MEGAN CLUBB Full Name

..... Address

Occupation

Blackburn Starling & Company Limited

EXECUTED as a Deed

by BLACKBURN STARLING & COMPANY

LIMITED acting by a Director in the in the presence of:

..... Witness Director

MEGAN CLUBB Full Name

..... Address

Occupation

General Panel Systems Limited

EXECUTED as a Deed

by **GENERAL PANEL SYSTEMS LIMITED**

acting by a Director in the in the presence of:

[Redacted]

Witness Director

MEGAN CLUBB

Full Name

[Redacted]

Address

Occupation

GPS Links Limited

EXECUTED as a Deed

by **GPS LINKS LIMITED** acting by a Director

in the in the presence of:

[Redacted]

Witness Director

MEGAN CLUBB

Full Name

[Redacted]

Address

Occupation

Greenacre Environmental Systems Limited

EXECUTED as a Deed

by **GREENACRE ENVIRONMENTAL**

SYSTEMS LIMITED acting by a Director in

the in the presence of:

Director

[Redacted]

Witness

MEGAN CLUBB

Full Name

[Redacted]

Address

Occupation

Murray Technical Services Limited

EXECUTED as a Deed

by **MURRAY TECHNICAL SERVICES LIMITED** acting by a Director in the in the presence of:

..... Witness Director

MEGAN CULBB Full Name

..... Address

Occupation

Saftronics Limited

EXECUTED as a Deed

by **SAFTRONICS LIMITED** acting by a Director in the in the presence of:

..... Witness Director

MEGAN CULBB Full Name

..... Address

Occupation

Sheers Limited

EXECUTED as a Deed

by **SHEERS LIMITED** acting by a Director in the in the presence of:

..... Witness Director

MEGAN CULBB Full Name

..... Address

Occupation

Technical Control Systems Limited

EXECUTED as a Deed

by TECHNICAL CONTROL SYSTEMS
LIMITED acting by a Director in the in the
presence of:

..... Witness

Director

MEETON CUBB Full Name

..... Address

Occupation

W.E.S. Ltd.

EXECUTED as a Deed

by W.E.S. LTD. acting by a Director in the in
the presence of:

..... Witness

Director

MEETON CUBB Full Name

..... Address

Occupation

Weschem Ltd.

EXECUTED as a Deed

by WESCHEM LTD. acting by a Director in
the in the presence of:

..... Witness

Director

MEETON CUBB Full Name

..... Address

Occupation

Wilford Limited

EXECUTED as a Deed
by **WILFORD LIMITED** acting by a Director in
the in the presence of:

..... Witness Director

MEGAN CURRB

Full Name

Address

Occupation

Saftronics Holdings Limited

EXECUTED as a Deed
by **SAFTRONICS HOLDINGS LIMITED**
acting by a Director in the in the presence of:

..... Witness Director

MEGAN CURRB

Full Name

Address

Occupation

North Hill Limited

EXECUTED as a Deed
by **NORTH HILL LIMITED** acting by a
Director in the in the presence of:

..... Witness Director

MEGAN CURRB

Full Name

Address

Occupation

GES Holdco Ltd

EXECUTED as a Deed

by **GES HOLDCO LTD** acting by a Director in
the in the presence of:

..... Witness Director

Meghan CUBB Full Name

..... Address

Occupation

THE PARENT

Broadway Topco Limited

EXECUTED as a Deed

by **BROADWAY TOPCO LIMITED** acting by
a Director in the in the presence of:

..... Witness Director

..... Full Name

..... Address

Occupation

THE SECURITY TRUSTEE

SIGNED for and on behalf of

MML UK ADVISOR LLP

GES Holdco Ltd)
)
EXECUTED as a Deed)
by **GES HOLDCO LTD** acting by a Director in)
the in the presence of:)

..... Witness Director

..... Full Name

..... Address

.....
Occupation

THE PARENT

Broadway Topco Limited)
)
EXECUTED as a Deed)
by **BROADWAY TOPCO LIMITED** acting by)
a Director in the in the presence of:)

..... Witness Director

Christian Brown
..... Full Name

..... Address

.....
Occupation

THE SECURITY TRUSTEE

SIGNED for and on behalf of)
MML UK ADVISOR LLP)