



Registration of a Charge

Company Name: **STERLING TRUST PROFESSIONAL (YORK) LIMITED**

Company Number: **06496395**



Received for filing in Electronic Format on the: **23/12/2022**

XBJHLXA3

Details of Charge

Date of creation: **22/12/2022**

Charge code: **0649 6395 0003**

Persons entitled: **GLAS TRUST CORPORATION LIMITED AS SECURITY AGENT FOR THE SECURED PARTIES (AS DEFINED IN THE INSTRUMENT)**

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 WHICH HAS BEEN SIGNED ELECTRONICALLY BY THE PARTIES THERETO.**

Certified by:

DECHERT LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 6496395

Charge code: 0649 6395 0003

The Registrar of Companies for England and Wales hereby certifies that a charge dated 22nd December 2022 and created by STERLING TRUST PROFESSIONAL (YORK) LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 23rd December 2022 .

Given at Companies House, Cardiff on 3rd January 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**

ACCESSION DEED

THIS ACCESSION DEED is made on 22 December 2022.

BETWEEN

- (1) **EACH COMPANY LISTED IN SCHEDULE 1** (each an "**Acceding Company**");
- (2) **KINGSWOOD HOLDINGS LIMITED** (the "**Parent**"); and
- (3) **GLAS TRUST CORPORATION LIMITED** (as Security Agent for the Secured Parties (as defined below)) (the "**Security Agent**").

BACKGROUND

This Accession Deed is supplemental to a debenture dated 17 October 2022 and made between (1) the Chargors named in it and (2) the Security Agent (the "**Debenture**").

IT IS AGREED:

1. DEFINITIONS AND INTERPRETATION

(a) Definitions

Terms defined in, or construed for the purposes of, the Debenture have the same meanings when used in this Accession Deed including the recital to this Accession Deed (unless otherwise defined in this Accession Deed).

(b) Construction

Clause 1.2 (*Interpretation*) of the Debenture applies with any necessary changes to this Accession Deed as if it were set out in full in this Accession Deed.

2. ACCESSION OF THE ACCEDING COMPANY

(a) Accession

Each Acceding Company:

- (i) unconditionally and irrevocably undertakes to and agrees with the Security Agent to observe and be bound by the Debenture; and
- (ii) creates and grants at the date of this Accession Deed the charges, mortgages, assignments and other security which are stated to be created or granted by the Debenture,

as if it had been an original party to the Debenture as one of the Chargors.

(b) Covenant to pay

Without prejudice to the generality of Clause 2(a) (*Accession*), each Acceding Company (jointly and severally with the other Chargors and each other Acceding Company), covenants in the terms set out in Clause 2 (*Covenant to pay*) of the Debenture.

(c) Charge and assignment

Without prejudice to the generality of Clause 2(a) (*Accession*), each Acceding Company with full title guarantee, charges and assigns (and agrees to charge and assign) to the Security Agent for the payment and discharge of the Secured Obligations, all its right, title and interest in and to the property, assets and undertaking owned by it or in which it has an interest, on the terms set out in Clauses 3(*Grant of Security*), 4 (*Fixed Security*) and 5 (*Floating Charge*) of the Debenture including (without limiting the generality of the foregoing):

- (i) by way of first legal mortgage all Material Property (if any) vested in or charged to the Acceding Company (including, without limitation, the property specified against its name in Part A of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any));
- (ii) by way of first fixed charge:
 - (A) all the Charged Securities (including, without limitation, those specified against its name in Part A of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any)); together with
 - (B) all Related Rights from time to time accruing to them;
- (iii) by way of first fixed charge each of its Collection Accounts and its other accounts with any bank or financial institution at any time (including, without limitation, those specified against its name in Part C of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*)) and all monies at any time standing to the credit of such accounts;
- (iv) by way of first fixed charge all Material Intellectual Property (including, without limitation, the Material Intellectual Property specified against its name in Part D of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any));
- (v) by way of absolute assignment the Relevant Contracts (including, without limitation, those specified against its name in Part E of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any)), all rights and remedies in connection with the Relevant Contracts and all proceeds and claims arising from them; and
- (vi) by way of absolute assignment the Insurances (including, without limitation, those specified against its name in Part F of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any)), all claims under the Insurances and all proceeds of the Insurances.

(d) Representations

Each Acceding Company makes the representations and warranties set out in this paragraph (d) to the Security Agent and to each other Secured Party as at the date of this Accession Deed:

- (i) each Acceding Company is the sole legal and beneficial owner of all of the Security Assets identified against its name in Schedule 2 (*Details of Security Assets owned by the Acceding Companies*);
- (ii) the Charged Securities listed in Part B of Schedule 2 to the Accession Deed (*Details of Security Assets owned by the Acceding Companies*) constitute the entire share capital owned by each Acceding Company in the relevant company and constitute the entire issued share capital of each such company; and
- (iii) Part A of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) identifies all Material Property which is beneficially owned by each Acceding Company at the date of this Accession Deed.

(e) Consent

Pursuant to Clause 23.3 (*Accession Deed*) of the Debenture, the Parent (as agent for itself and the existing Chargors):

- (i) consents to the accession of each Acceding Company to the Debenture on the terms of this Accession Deed; and
- (ii) agrees that the Debenture shall, after the date of this Accession Deed, be read and construed as if each Acceding Company had been named in the Debenture as a Chargor.

3. CONSTRUCTION OF DEBENTURE

This Accession Deed shall be read as one with the Debenture so that all references in the Debenture to "*this Deed*" and similar expressions shall include references to this Accession Deed.

4. THIRD PARTY RIGHTS

Save as expressly provided to the contrary in the Debenture, a person who is not a party to this Accession Deed has no right under the Contracts (Rights of Third Parties) Act 1999 to enforce or enjoy the benefit of any term of this Accession Deed.

5. NOTICE DETAILS

Notice details for each Acceding Company are those identified with its name below.

6. COUNTERPARTS

This Accession Deed may be executed in any number of counterparts, and this has the same effect as if the signatures (and seals, if any) on the counterparts were on a single copy of this Accession Deed.

7. GOVERNING LAW

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

IN WITNESS of which this Accession Deed has been duly executed by each Acceding Company and the Parent as a deed and duly executed by the Security Agent and has been delivered on the first date specified on page 1 of this Accession Deed by each Acceding Company and the Parent.

Schedule 1 to the Accession Deed - The Acceding Companies

Company name	Jurisdiction and registered number	Registered office and notice details
Admiral Wealth Management Limited	England and Wales 02453460	Address: 12 Dudley Street, Grimsby, South Humberside, DN31 2AB Email: David.Hudd@kingswood- group.com; Jon.Millam@Kingswood- Group.com Attention: David Hudd; Jon Millam
AIM Independent Limited	England and Wales 03963946	Address: Wessex House, Upper Market Street, Eastleigh, Hampshire, SO50 9FD Email: David.Hudd@kingswood- group.com; Jon.Millam@Kingswood- Group.com Attention: David Hudd; Jon Millam
AIM Wealth Holdings Limited	England and Wales 08613891	Address: Murrills House 48 East Street, Portchester, Fareham, Hampshire, PO16 9XS Email: David.Hudd@kingswood- group.com; Jon.Millam@Kingswood- Group.com Attention: David Hudd; Jon Millam
Allotts Financial Services Ltd	England and Wales 07465711	Address: 10-11 Austin Friars, London, England, EC2N 2HG Email: David.Hudd@kingswood- group.com; Jon.Millam@Kingswood- Group.com Attention: David Hudd; Jon Millam
Casson Beckman Wealth Management Limited	England and Wales 08680854	Address: Murrills House 48 East Street, Portchester, Fareham, Hampshire, PO16 9XS Email: David.Hudd@kingswood- group.com; Jon.Millam@Kingswood- Group.com Attention: David Hudd; Jon Millam
EIM Nominees Limited	England and Wales 02774481	Address: 13 Austin Friars, London, England, EC2N 2HE Email: David.Hudd@kingswood- group.com; Jon.Millam@Kingswood- Group.com

Company name	Jurisdiction and registered number	Registered office and notice details
		Attention: David Hudd; Jon Millam
Eurosure Limited	England and Wales 01572218	Address: Hurst House High Street, Ripley, Woking, Surrey, England, GU23 6AZ Email: David.Hudd@kingswood- group.com; Jon.Millam@Kingswood- Group.com Attention: David Hudd; Jon Millam
IBOSS Limited	England and Wales 06427223	Address: 2 Sceptre House, Hornbeam Square North, Harrogate, North Yorkshire, HG2 8PB Email: David.Hudd@kingswood- group.com; Jon.Millam@Kingswood- Group.com Attention: David Hudd; Jon Millam
IPN Partners Limited	England and Wales 07942456	Address: 2 Sceptre House, Hornbeam Square North, Harrogate, North Yorkshire, United Kingdom, HG2 8PB Email: David.Hudd@kingswood- group.com; Jon.Millam@Kingswood- Group.com Attention: David Hudd; Jon Millam
KW UK Investment Management Holdco Limited	Guernsey 71107	Address: Mont Crevelt House, Bulwer Avenue, St Sampson, Guernsey GY2 4LH Email: David.Hudd@kingswood- group.com; Jon.Millam@Kingswood- Group.com Attention: David Hudd; Jon Millam
KW UK Wealth Planning HoldCo Limited	Guernsey 71106	Address: Mont Crevelt House, Bulwer Avenue, St Sampson, Guernsey GY2 4LH Email: David.Hudd@kingswood- group.com; Jon.Millam@Kingswood- Group.com Attention: David Hudd; Jon Millam
Metnor Holdings Limited	England and Wales 12355103	Address: 2 Sceptre House, Hornbeam Square North, Harrogate, North Yorkshire, United Kingdom, HG2 8PB

Company name	Jurisdiction and registered number	Registered office and notice details
		Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com Attention: David Hudd; Jon Millam
Money Matters (North East) Limited	England and Wales 07151363	Address: Capital House 1 - 2 Dalaro Court, Kirkleatham Business Park, Redcar, England, TS10 5RT Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com Attention: David Hudd; Jon Millam
NHA Financial Services Limited	England and Wales 07505303	Address: 10-11 Austin Friars, London, England, EC2N 2HG Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com Attention: David Hudd; Jon Millam
Novus Financial Services Limited	England and Wales 07767378	Address: Unit D 2 Sceptre House, Hornbeam Square North, Harrogate, North Yorkshire, HG2 8PB Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com Attention: David Hudd; Jon Millam
Regency Investment Services Limited	England and Wales 01409821	Address: 189 High Street, Egham, Surrey, TW20 9ED Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com Attention: David Hudd; Jon Millam
Sterling Trust Financial Consulting Limited	England and Wales 04014669	Address: 10-11 Austin Friars, London, England, EC2N 2HG Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com Attention: David Hudd; Jon Millam
Sterling Trust Professional (North East) Limited	England and Wales 07256877	Address: 10-11 Austin Friars, London, England, EC2N 2HG

Company name	Jurisdiction and registered number	Registered office and notice details
		Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com Attention: David Hudd; Jon Millam
Sterling Trust Professional (Sheffield) Limited	England and Wales 11765434	Address: 10-11 Austin Friars, London, England, EC2N 2HG Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com Attention: David Hudd; Jon Millam
Sterling Trust Professional (York) Limited	England and Wales 06496395	Address: 10-11 Austin Friars, London, England, EC2N 2HG Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com Attention: David Hudd; Jon Millam
Vincent & Co Financial Ltd	England and Wales 11638031	Address: 10-11 Austin Friars, London, England, EC2N 2HG Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com Attention: David Hudd; Jon Millam
XCAP Nominees Limited	England and Wales 07055255	Address: 13 Austin Friars, London, United Kingdom, EC2N 2HE Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com Attention: David Hudd; Jon Millam

Schedule 2 – Details of Security Assets owned by the Acceding Companies

Part A Material Property

None as at the date of this Accession Deed.

Part B Charged Securities

Chargor	Name of company in which shares are held	Class of shares held	Number of shares held
KW UK Investment Management HoldCo Limited	KW Investment Management Limited	Ordinary shares of £1 each	2
KW UK Investment Management HoldCo Limited	Joseph R Lamb Independent Financial Advisers Limited	Ordinary shares of £0.01 each	666,600
		Special Ordinary shares of £0.01 each	333,400
KW UK Investment Management HoldCo Limited	Metnor Holdings Limited	A Ordinary shares of £0.01 each	84,551
		A1 Ordinary shares of £0.01 each	9,609
		B Ordinary shares of £0.01 each	80,000
		C Ordinary share of £0.01 each	1
		D Ordinary share of £0.01 each	1
		E Ordinary share of £0.01 each	1
		F Ordinary share of £0.01 each	1
		G Ordinary shares of £0.01 each	947
		H Ordinary share of £0.01 each	1
		I Ordinary share of £0.01 each	1
		J Ordinary share of £0.01 each	1

Chargor	Name of company in which shares are held	Class of shares held	Number of shares held
		K Ordinary share of £0.01 each	1
		L Ordinary share of £0.01 each	1
		M Ordinary share of £0.01 each	1
		Preference Shares of £1 each	138,998
KW UK Wealth Planning HoldCo Limited	KW Wealth Planning Limited	Ordinary shares of £1 each	8,217
		Ordinary B of £1 each	1
KW UK Wealth Planning HoldCo Limited	Admiral Wealth Management Limited	A Ordinary shares of £0.50 each	760
		B Ordinary shares of £0.50 each	760
		C Ordinary shares of £0.50 each	760
		D Ordinary shares of £0.50 each	760
		E Ordinary shares of £0.50 each	94
KW UK Wealth Planning HoldCo Limited	Regency Investment Services Limited	Ordinary shares of £1 each	1,000
		Ordinary B shares of £1 each	2,000,000
KW UK Wealth Planning HoldCo Limited	Money Matters (North East) Limited	Ordinary shares of £1 each	200
KW UK Wealth Planning HoldCo Limited	AIM Wealth Holdings Limited	Ordinary shares of £1 each	800
KW UK Wealth Planning HoldCo Limited	Allotts Financial Services Ltd	Ordinary shares of £1 each	23,000
KW UK Wealth Planning HoldCo Limited	Vincent & Co Financial Ltd	Ordinary shares of £1 each	20,000

Chargor	Name of company in which shares are held	Class of shares held	Number of shares held
KW UK Wealth Planning HoldCo Limited	Sterling Trust Financial Consulting Limited	Ordinary shares of £1 each	10,000
KW UK Wealth Planning HoldCo Limited	Eurosure Limited	Ordinary shares of £1 each	10,000
		A Ordinary shares of £1 each	2,206
		B Ordinary shares of £1 each	21,406
Sterling Trust Financial Consulting Limited	STP Wealth Management Limited	Ordinary shares of £1 each	1,000
Sterling Trust Financial Consulting Limited	NHA Financial Services Limited	Ordinary shares of £1 each	100
Sterling Trust Financial Consulting Limited	Sterling Trust Professional (North East) Limited	Ordinary shares of £1 each	100
Sterling Trust Financial Consulting Limited	Sterling Trust Professional (Sheffield) Limited	Ordinary shares of £1 each	100
Sterling Trust Financial Consulting Limited	Sterling Trust Professional Limited	Ordinary shares of £1 each	10,000
NHA Financial Services Limited	Sterling Trust Professional (York) Limited	Ordinary shares of £1 each	100
Metnor Holdings Limited	IPN Partners Limited	A Ordinary shares of £0.01 each	84,551
		B Ordinary shares of £0.01 each	80,000
		C Ordinary shares of £0.01 each	1
		D Ordinary shares of £0.01 each	1
		E Ordinary shares of £0.01 each	1

Chargor	Name of company in which shares are held	Class of shares held	Number of shares held
		F Ordinary shares of £0.01 each	1
		G Ordinary shares of £0.01 each	947
		H Ordinary shares of £0.01 each	1
		I Ordinary shares of £0.01 each	1
		J Ordinary shares of £0.01 each	1
		Preference shares of £1 each	138,998
Metnor Holdings Limited	IBOSS Asset Management Limited	A Ordinary shares of £0.01 each	48,668
		Ordinary shares of £0.01 each	5,000,000
IPN Partners Limited	Novus Financial Services Limited	A Ordinary shares of £1 each	996
		B Ordinary shares of £1 each	2
IPN Partners Limited	IBOSS Limited	A Ordinary shares of £0.01 each	100
AIM Wealth Holdings Limited	AIM Independent Limited	A Ordinary shares of £1 each	178
		B Ordinary shares of £1 each	4
		C Ordinary shares of £1 each	18
AIM Wealth Holdings Limited	Casson Beckman Wealth Management Limited	A Ordinary shares of £1 each	70
		B Ordinary shares of £1 each	30

Part C Charged Accounts

Collection Accounts			
Account Holder	Account number	Account Bank	Account bank branch address and sort code
IBOSS Limited	██████27	Barclays Bank	25 James Street, Harrogate, North Yorkshire, HG1 1QX; ██████
IPN Partners Limited	██████74	Barclays Bank	25 James Street, Harrogate, North Yorkshire, HG1 1QX; ██████
IPN Partners Limited	██████93	Barclays Bank	25 James Street, Harrogate, North Yorkshire, HG1 1QX; ██████
Novus Financial Services Limited	██████97	Barclays Bank	25 James Street, Harrogate, North Yorkshire, HG1 1QX; ██████
Novus Financial Services Limited	██████20	Barclays Bank	25 James Street, Harrogate, North Yorkshire, HG1 1QX; ██████
Novus Financial Services Limited	██████58	Barclays Bank	25 James Street, Harrogate, North Yorkshire, HG1 1QX; ██████
Novus Financial Services Limited	██████90	Barclays Bank	25 James Street, Harrogate, North Yorkshire, HG1 1QX; ██████
AIM Independent Limited	██████90	Barclays Bank Plc	Leicester, LE87 2BB; ██████
AIM Independent Limited	██████79	Barclays Bank Plc	Leicester, LE87 2BB; ██████
AIM Wealth Holdings Limited	██████90	Barclays Bank Plc	Leicester, LE87 2BB; ██████
AIM Wealth Holdings Limited	██████79	Barclays Bank Plc	Leicester, LE87 2BB; ██████
Casson Beckman Wealth Management Limited	██████24	Barclays Bank Plc	Leicester, LE87 2BB; ██████
Casson Beckman Wealth Management Limited	██████21	Barclays Bank Plc	Leicester, LE87 2BB; ██████
Casson Beckman Wealth Management Limited	██████86	Barclays Bank Plc	Leicester, LE87 2BB; ██████
Regency Investment Services Limited	██████23	Coutts & Co	440 Strand, London, WC2R 0QS; ██████
Regency Investment Services Limited	██████04	Coutts & Co	440 Strand, London, WC2R 0QS; ██████

Collection Accounts			
Account Holder	Account number	Account Bank	Account bank branch address and sort code
Money Matters (North East) Limited	██████39	Handelsbanken	First Floor, 1 Eggelston Court, Riverside Park, Middlesbrough, TS2 1RU; ██████
Vincent & Co Financial Ltd	██████13	HSBC UK Bank Plc	84 High St, Scunthorpe, North Lincolnshire, DN15 6HQ ; ██████
Sterling Trust Professional (North East) Limited	██████32	NatWest	Hull City Centre Branch, 34 King Edward Street, Hull HU1 3YN; ██████
Sterling Trust Professional (Sheffield) Limited	██████37	NatWest	Hull City Centre Branch, 34 King Edward Street, Hull HU1 3YN; ██████
Sterling Trust Financial Consulting Limited	██████22	NatWest	Hull City Centre Branch, 34 King Edward Street, Hull HU1 3YN; ██████
Sterling Trust Financial Consulting Limited	██████12	NatWest	Hull City Centre Branch, 34 King Edward Street, Hull HU1 3YN; ██████
Sterling Trust Professional (York) Limited	██████28	NatWest	Hull City Centre Branch, 34 King Edward Street, Hull HU1 3YN; ██████
Admiral Wealth Management Limited	██████52	NatWest Bank Plc	250 Bishopsgate, London, EC2M 4AA; ██████
Admiral Wealth Management Limited	██████60	NatWest Bank Plc	250 Bishopsgate, London, EC2M 4AA; ██████
Admiral Wealth Management Limited	██████43	NatWest Bank Plc	250 Bishopsgate, London, EC2M 4AA; ██████
Admiral Wealth Management Limited	██████26	NatWest Bank Plc	250 Bishopsgate, London, EC2M 4AA; ██████
Admiral Wealth Management Limited	██████37	NatWest Bank Plc	250 Bishopsgate, London, EC2M 4AA; ██████
Admiral Wealth Management Limited	██████45	NatWest Bank Plc	250 Bishopsgate, London, EC2M 4AA; ██████
Eurosure Limited	██████04	NatWest Bank Plc	Liverpool street station (B) Branch, PO Box 282, 216 Bishopsgate, London, EC2M 4QB; ██████

Collection Accounts			
Account Holder	Account number	Account Bank	Account bank branch address and sort code
Eurosure Limited	██████60	NatWest Bank Plc	Liverpool street station (B) Branch, PO Box 282, 216 Bishopsgate, London, EC2M 4QB; ██████
Allotts Financial Services Ltd	██████00	Royal Bank of Scotland	Drummond House, PO Box 1727, Edinburgh EH12 9RH; ██████

Part D Material Intellectual Property

None as at the date of this Accession Deed.

Part E Relevant Contracts

Chargor	Date of Relevant Contract	Parties	Details of Relevant Contract
KW UK Investment Management HoldCo Limited	20 December 2022	KW UK Bidco Limited	Intra-group loan
KW UK Wealth Planning HoldCo Limited	20 December 2022	KW UK Bidco Limited	Intra-group loan

Part F Insurances

Chargor	Insurer	Policy number
<ol style="list-style-type: none"> 1. Casson Beckman Wealth Management Limited 2. Regency Investment Services Limited 3. Allotts Financial Services Ltd 4. Money Matters (North East) Limited 5. AIM Independent Limited 6. Admiral Wealth Management Limited 7. Sterling Trust Professional Limited 8. Sterling Trust Professional (North East) Limited 9. Sterling Trust Professional (Sheffield) Limited 	<p>Howden Insurance Brokers Limited as broker on behalf of:</p> <ol style="list-style-type: none"> 1. Aviva Insurance Ltd 2. Lloyd's Syndicate 2121 (ARG) 3. Chubb Global Markets Financial Lines 4. XL Catlin Insurance Company UK Ltd 5. Great Lakes Insurance SE 6. Allianz Global Corporate & Specialty SE 7. Lloyds Syndicate AXIS 1686 	P22A928438P

10. Sterling Trust Professional (York) Limited		
Regency Investment Services Limited	<p>Howden Insurance Brokers Limited as broker on behalf of:</p> <ol style="list-style-type: none"> 1. Aviva Insurance Ltd 2. Lloyd's Syndicate 2121 (ARG) 3. Chubb Global Markets Financial Lines 4. XL Catlin Insurance Company UK Ltd 5. Great Lakes Insurance SE 6. Allianz Global Corporate & Specialty SE 7. Lloyds Syndicate AXIS 1686 	HLLCWL010721
Eurosire Limited	Collegiate Underwriting	E01173N
Vincent & Co Financial Ltd	AmTrust Europe Ltd	UKOPI22B3887
Admiral Wealth Management Limited	<p>Howden Insurance Brokers Limited as broker on behalf of:</p> <ol style="list-style-type: none"> 1. Aviva Insurance Ltd 2. Lloyd's Syndicate 2121 (ARG) 3. Chubb Global Markets Financial Lines 4. AXA XL Insurance Company UK Ltd 5. Allianz Global Corporate & Specialty SE 6. Lloyd's Syndicate AXIS 1686 	P22A928634P (Run off)
Allotts Financial Services Ltd	<p>Howden Insurance Brokers Limited as broker on behalf of:</p> <ol style="list-style-type: none"> 1. Aviva Insurance Ltd 2. Lloyd's Syndicate 2121 (ARG) 3. Chubb Global Markets Financial Lines 4. XL Catlin Insurance Company UK Ltd 5. Great Lakes Insurance SE 6. Allianz Global Corporate & Specialty SE 7. Lloyds Syndicate AXIS 1686 	P22A928267P

Money Matters (North East) Limited	Liberty Mutual Insurance Europe SE UK Branch	MAAAB7T8012 (Run off)
<ol style="list-style-type: none"> 1. Sterling Trust Consulting Limited 2. NHA Financial Management Limited 3. Sterling Trust Professional (York) Limited 4. Sterling Trust Professional (North East) Limited 5. Sterling Trust Professional (Sheffield) Limited 	Liberty Mutual Insurance Europe SE UK Branch	LOABN3W5005 (Run off)
AIM Independent Ltd	Liberty Mutual Insurance Europe SE UK Branch	LOAAPPSX011 (Run off)

EXECUTION PAGES OF THE ACCESSION DEED

THE ACCEDING COMPANIES

Executed as a deed, but not delivered until the)
first date specified on page 1, by **ADMIRAL**)
WEALTH MANAGEMENT LIMITED acting)
by:

Signature of Director

Richard Bernstein
Name of Director

Signature of Director

David Lawrence
Name of Director

Address: 12 Dudley Street, Grimsby, South Humberside, DN31 2AB

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by AIM)
INDEPENDENT LIMITED acting by:)

Signature of Director

Richard Bernstein

Name of Director

Sig

David Lawrence

Name of Director

Address: Wessex House, Upper Market Street, Eastleigh, Hampshire, SO50 9FD

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **AIM**)
WEALTH HOLDINGS LIMITED acting by:)



Signature of Director

Richard Bernstein

Name of Director



Signature of Director

David Lawrence


Name of Director

Address: Murrills House 48 East Street, Portchester, Fareham, Hampshire, PO16 9XS


Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **ALLOTS**)
FINANCIAL SERVICES LTD acting by:)


Signature of Director

Richard Bernstein
Name of Director


Signature of Director


David Lawrence
Name of Director

Address: 10-11 Austin Friars, London, England, EC2N 2HG

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

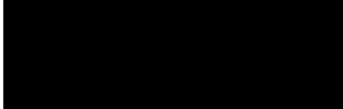
Executed as a deed, but not delivered until the)
first date specified on page 1, by **CASSON**)
BECKMAN WEALTH MANAGEMENT)
LIMITED acting by:



Signature of Director

Richard Bernstein

Name of Director



Signature of Director

David Lawrence


Name of Director

Address: Murrills House 48 East Street, Portchester, Fareham, Hampshire, PO16 9XS

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

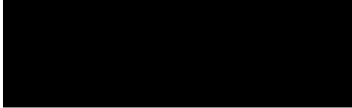
Executed as a deed, but not delivered until the)
first date specified on page 1, by **EIM**)
NOMINEES LIMITED acting by:)



Signature of Director

Richard Bernstein

Name of Director



Signature of Director

David Lawrence

Name of Director

Address: 13 Austin Friars, London, England, EC2N 2HE

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **EUROSURE**)
LIMITED acting by:)



Signature of Director

Richard Bernstein

Name of Director




Signature of Director

David Lawrence

Name of Director

Address: Hurst House High Street, Ripley, Woking, Surrey, England, GU23 6AZ
Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com
Attention: David Hudd; Jon Millam


Executed as a deed, but not delivered until the)
first date specified on page 1, by **IBOSS**)
LIMITED acting by:)



Signature of Director

Richard Bernstein

Name of Director



Signature of Director

David Lawrence


Name of Director

Address: 2 Sceptre House, Hornbeam Square North, Harrogate, North Yorkshire, HG2 8PB


Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by IPN)
PARTNERS LIMITED acting by:)


Signature of Director

Richard Bernstein
Name of Director


Signature of Director

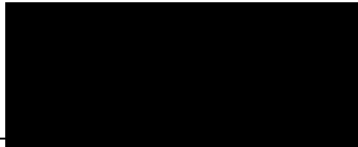
David Lawrence
Name of Director

Address: 2 Sceptre House, Hornbeam Square North, Harrogate, North Yorkshire, United Kingdom, HG2 8PB

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **KW UK**)
INVESTMENT MANAGEMENT HOLDCO)
LIMITED a company incorporated in Guernsey
acting by Richard Bernstein who, in
accordance with the laws of that territory, is
acting under the authority of the company




Signature of Director

Address: Mont Crevelt House, Bulwer Avenue, St Sampson, Guernsey GY2 4LH

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **KW UK**)
WEALTH PLANNING HOLDCO LIMITED)
a company incorporated in Guernsey acting by
Richard Bernstein who, in accordance with
the laws of that territory, is acting under the
authority of the company




Signature of Director

Address: Mont Crevelt House, Bulwer Avenue, St Sampson, Guernsey GY2 4LH

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam


Executed as a deed, but not delivered until the)
first date specified on page 1, by **METNOR**)
HOLDINGS LIMITED acting by:)



Signature of Director

Richard Bernstein

Name of Director



Signature of Director

David Lawrence

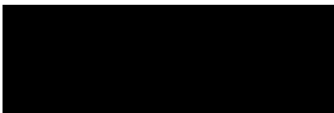
Name of Director

Address: 2 Sceptre House, Hornbeam Square North, Harrogate, North Yorkshire, United Kingdom, HG2 8PB

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com


Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **MONEY**)
MATTERS (NORTH EAST) LIMITED)
acting by:


Signature of Director

Richard Bernstein

Name of Director


Signature of Director

David Lawrence

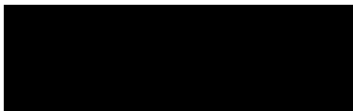
Name of Director

Address: Capital House 1 - 2 Dalaro Court, Kirkleatham Business Park, Redcar, England, TS10
5RT

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **NHA**)
FINANCIAL SERVICES LIMITED acting)
by:



Signature of Director

Jeffrey Grantham

Name of Director

in the presence of:

Signature of witness

.....

Name of witness

Leigh Pullen
.....

Address of witness

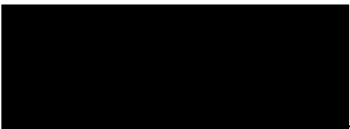


Occupation of witness

Operations Manager
.....

Address: 10-11 Austin Friars, London, England, EC2N 2HG
Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com
Attention: David Hudd; Jon Millam


Executed as a deed, but not delivered until the)
first date specified on page 1, by **NOVUS**)
FINANCIAL SERVICES LIMITED acting)
by:



Signature of Director

Richard Bernstein

Name of Director



Signature of Director

David Lawrence

Name of Director

Address: Unit D 2 Sceptre House, Hornbeam Square North, Harrogate, North Yorkshire, HG2 8PB

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **REGENCY**)
INVESTMENT SERVICES LIMITED acting)
by:



Signature of Director

Richard Bernstein

Name of Director



Signature of Director

David Lawrence

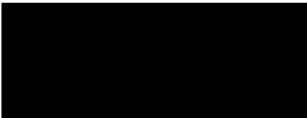
Name of Director

Address: 189 High Street, Egham, Surrey, TW20 9ED

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **STERLING**)
TRUST FINANCIAL CONSULTING)
LIMITED acting by:



Signature of Director

Richard Bernstein

Name of Director

Signature of Director

Name of Director

Address: 10-11 Austin Friars, London, England, EC2N 2HG

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **STERLING**)
TRUST FINANCIAL CONSULTING)
LIMITED acting by:

Signature of Director

Name of Director

Signature of Director

Jeffrey Grantham


Name of Director

Address: 10-11 Austin Friars, London, England, EC2N 2HG

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **STERLING**)
TRUST PROFESSIONAL (NORTH EAST))
LIMITED acting by:


Signature of Director

Jeffrey Grantham
Name of Director

in the presence of:

Signature of witness


.....

Name of witness

Leigh Pullen
.....

Address of witness



Occupation of witness

Operations Manager
.....

Address: 10-11 Austin Friars, London, England, EC2N 2HG

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **STERLING**)
TRUST PROFESSIONAL (SHEFFIELD))
LIMITED acting by:



Signature of Director

Jeffrey Grantham
Name of Director

in the presence of:



Signature of witness

Leigh Pullen

Name of witness

.....

Address of witness



.....

Occupation of witness

Operations Manager

.....

Address: 10-11 Austin Friars, London, England, EC2N 2HG
Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com
Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **STERLING**)
TRUST PROFESSIONAL (YORK))
LIMITED acting by:

Signature of Director

Jeffrey Grantham

Name of Director

in the presence of:

Signature of witness

Name of witness

Leigh Pullen

Address of witness

Occupation of witness

Operations Manager

Address: 10-11 Austin Friars, London, England, EC2N 2HG

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **VINCENT &**)
CO FINANCIAL LTD acting by:)

Signature of Director

Richard Bernstein

Name of Director

Signature of Director

David Lawrence


Name of Director

Address: 10-11 Austin Friars, London, England, EC2N 2HG


Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

Executed as a deed, but not delivered until the)
first date specified on page 1, by **XCAP**)
NOMINEES LIMITED acting by:)


Signature of Director

Richard Bernstein
Name of Director


Signature of Director

David Lawrence
Name of Director

Address: 13 Austin Friars, London, United Kingdom, EC2N 2HE

Email: David.Hudd@kingswood-group.com; Jon.Millam@Kingswood-Group.com

Attention: David Hudd; Jon Millam

THE PARENT

Executed as a deed, but not delivered until the first date specified on page 1, by **KINGSWOOD HOLDINGS LIMITED**, a company incorporated in Guernsey acting by Richard Bernstein who, in accordance with the laws of that territory, is acting under the authority of the company

Director



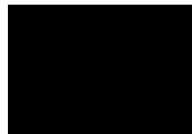
Address: Mont Crevelt House, Bulwer Avenue, St. Sampson, Guernsey, GY2 4LH

Attention: David Hudd / Jon Millam

THE SECURITY AGENT

SIGNED by Melanie Ockenden for and
on behalf of **GLAS TRUST CORPORATION**
LIMITED as **SECURITY AGENT**

)
)
)



Address: 55 Ludgate Hill, Level 1 West, London EC4M 7JW, United Kingdom

Attn: Transaction Management Group (Project Knight TRN00003117)

Email: tmg@glas.agency

Tel: +44 (0)20 3597 2940