

020859/338

In accordance with
Sections 859A and
859J of the Companies
Act 2006

MR01

Particulars of a charge



Companies House

A fee is payable with this form
Please see 'How to pay' on the
last page

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to register
a charge created or evidenced by
an instrument

☒ **What this form is NOT for**
You may not use this form to
register a charge where the
instrument Use form MR08

THURSDAY



A17

A3F96LFF

28/08/2014

#368

COMPANIES HOUSE

This form must be delivered to the Registrar for registration within
21 days beginning with the day after the date of creation of the charge.
If delivered outside of the 21 days it will be rejected unless it is accompanied by a
court order extending the time for delivery

☒ You must enclose a certified copy of the instrument with this form. This will be
scanned and placed on the public record. **Do not send the original**

1 Company details

Company number 05927852

Company name in full Accident & Emergency Agency Limited

For official use

H

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Charge creation date

Charge creation date 22/08/2014

3 Names of persons, security agents or trustees entitled to the charge

Please show the names of each of the persons, security agents or trustees
entitled to the charge

Name HSBC Corporate Trustee Company (UK) Limited as security
trustee for itself and the other senior secured parties

Name

Name

Name

If there are more than four names, please supply any four of these names then
tick the statement below

☐ I confirm that there are more than four persons, security agents or
trustees entitled to the charge

MR01

Particulars of a charge

4	Brief description	Please give a short description of any land, ship, aircraft or intellectual property registered or required to be registered in the UK subject to a charge (which is not a floating charge) or fixed security included in the instrument	Please submit only a short description. If there are a number of plots of land, aircraft and/or ships, you should simply describe some of them in the text field and add a statement along the lines of, "for more details please refer to the instrument" Please limit the description to the available space
	Brief description	The security document includes a fixed charge over real property, as described further in clauses 2 3(a)(i) and 2 3(a)(ii)(A) of the instrument. The security document includes a fixed charge over intellectual property, as described further in clause 2 3(a)(ii)(B) of the instrument. For more details, please refer to the instrument	
5	Other charge or fixed security	Does the instrument include a charge (which is not a floating charge) or fixed security over any tangible or intangible or (in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box ☒ Yes ☐ No	
6	Floating charge	Is the instrument expressed to contain a floating charge? Please tick the appropriate box ☒ Yes Continue ☐ No Go to Section 7 Is the floating charge expressed to cover all the property and undertaking of the company? ☒ Yes	
7	Negative Pledge	Do any of the terms of the charge prohibit or restrict the company from creating further security that will rank equally with or ahead of the charge? Please tick the appropriate box ☒ Yes ☐ No	
8	Trustee statement ¹	You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge ☐	¹ This statement may be filed after the registration of the charge (use form MR06)
9	Signature	Please sign the form here Signature X <i>Latham & Watkins</i> X This form must be signed by a person with an interest in the charge	

MR01

Particulars of a charge



Presenter information

You do not have to give any contact information, but if you do, it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Hendrik Smit

Company name Latham & Watkins

Address 99 Bishopsgate

Post town London

County/Region London

Postcode E C 2 M 3 X F

Country UK

DX

Telephone 0207 710 4683



Certificate

We will send your certificate to the presenter's address if given above or to the company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have included a certified copy of the instrument with this form
- ☐ You have entered the date on which the charge was created
- ☐ You have shown the names of persons entitled to the charge
- ☐ You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- ☐ You have given a description in Section 4, if appropriate
- ☐ You have signed the form
- ☐ You have enclosed the correct fee
- ☐ Please do not send the original instrument, it must be a certified copy



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge filed on paper.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address. However, for expediency, we advise you to return it to the appropriate address below.

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 5927852

Charge code: 0592 7852 0004

The Registrar of Companies for England and Wales hereby certifies that a charge dated 22nd August 2014 and created by ACCIDENT & EMERGENCY AGENCY LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 28th August 2014.

Q

Given at Companies House, Cardiff on 2nd September 2014



Companies House



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

I certify that, save for any material redacted pursuant to section 859G of the Companies Act 2006, the enclosed copy of the security instrument delivered as part of this application for registration under section 859A of the Companies Act 2006 is a correct copy of the original security instrument

Signature ~~Michaela~~

Date 27/08/2014

Execution Version

SECURITY ACCESSION DEED

THIS SECURITY ACCESSION DEED is made on 22 August 2014

BETWEEN:

- (1) THE COMPANIES listed in Schedule 1 (*The Chargors*) to this Security Accession Deed, each incorporated in England and Wales with registered number and administrative details as set out next to its name in Schedule 1 to this Security Accession Deed, and
- (2) HSBC Corporate Trustee Company (UK) Limited as security trustee for itself and the other Senior Secured Parties (the "Security Agent")

RECITAL:

This deed is supplemental to a debenture dated 11 July 2014 between, amongst others, the Chargors named therein and the Security Agent, as previously supplemented 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 (*Construction*) to 1 5 (*Miscellaneous*) 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" and other similar expressions were references to this deed

2 ACCESSION OF NEW CHARGORS

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 Security Agent (for the benefit of itself and the other Senior Secured Parties) that it will on demand pay the Secured Obligations when they fall due for payment in accordance with the terms of the relevant Senior Secured Finance Documents

2.3 Specific Security

- (a) Each New Chargor, as continuing security for the payment of the Secured Obligations, charges in favour of the 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
 - (i) by way of first legal mortgage all Property now belonging to or vested in it (including any property specified in Schedule 2 (Properties)), and
 - (ii) by way of fixed charge
 - (A) all other interests (not charged under Clause 2.3(a)(i)) in any Property and the benefit of all other agreements relating to land,
 - (B) all of its rights, title and interest in the Intellectual Property (including but not limited to any Intellectual Property specified in Schedule 4),
 - (C) all of its rights, title and interest in the Equipment,
 - (D) all the Investments, Shares and all corresponding Related Rights (including any Property specified in Schedule 3),
 - (E) all Trading Receivables and all rights and claims against third parties and against any security in respect of those Trading Receivables,
 - (F) all Other Debts and all rights and claims against third parties against any security in respect of those Other Debts,
 - (G) all monies standing to the credit of the Operating Accounts (including the Bank Accounts specified in Schedule 4) and any other bank accounts which it may have with any bank, financial institution or other person and all of its rights, title and interest in relation to those accounts,
 - (H) all rights and interest in the Hedging Agreements,
 - (I) the benefit of all licences, consents and agreements held by it in connection with the use of any of its assets,
 - (J) its goodwill and uncalled capital, and
 - (K) if not effectively assigned by Clause 2.4 (Security Assignment), all its rights and interests in (and claims under) the Insurance Policies (including the Insurance Policies specified in Schedule 6) and the Assigned Agreements

2.4 Security Assignment

As further security for the payment of the Secured Obligations, each New Chargor assigns absolutely with full title guarantee to the Security Agent all its rights, title and interest in

- (a) the Insurance Policies (including those specified in Schedule 5), and
- (b) the Assigned Agreements,

subject in each case to reassignment by the Security Agent to each relevant New Chargor of all such rights, title and interest upon payment or discharge in full of the Secured Obligations

2.5 Floating charge

- (a) As further security for the payment of the Secured Obligations, each New Chargor charges with full title guarantee in favour of the Security Agent (for the benefit of itself and the other Senior Secured Parties) by way of first floating charge all its present and future assets, undertakings and rights
- (b) Paragraph 14 of Schedule B1 to the Insolvency Act 1986 shall apply to the floating charge created by this deed

3 NEGATIVE PLEDGE

Each New Chargor may not

- (a) create or agree to create or permit to subsist any Security or Quasi-Security over all or any part of the Charged Property under this deed,
- (b) sell, transfer, lease out, lend or otherwise dispose of all or any part of Charged Property under this deed (other than in respect of assets charged under Clause 2.5 (a) (Floating Charge) on arm's length terms in the ordinary course of trading) or the right to receive or to be paid the proceeds arising on the disposal of the same, or agree or attempt to do so, or
- (c) dispose of the equity of redemption in respect of all or any part of the Charged Property under this deed,

except as permitted by the Senior Secured Finance Documents or with the prior consent of the Security Agent

4 CONSTRUCTION OF DEBENTURE

- (a) The Debenture shall remain in full force and effect as supplemented by this deed
- (b) 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" and other similar expressions will be deemed to be references to the Debenture as supplemented by this deed

5 FAILURE TO EXECUTE

Failure by one or more parties ("Non-Signatories") to execute this Deed on the date hereof will not invalidate the provisions of this Deed as between the other Parties who do execute this Deed. Such Non-Signatories may execute this Deed on a subsequent date and will thereupon become bound by its provisions

6 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

SCHEDULES TO DEED OF ACCESSION

SCHEDULE 1

THE NEW CHARGORS

New Chargor	Registered Number	Jurisdiction of Incorporation	Notice Details
Independent Clinical Services Group Limited (formerly ICS Holdco 3 Limited)	07268373	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
ICS Holdco 2 Limited	07268387	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David.Opperman@ukics.com
ICS VLNco Limited	07268413	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
ICS VLN Subco Limited	07272815	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
ICS Holdco 1 Limited	07268365	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention. David Opperman Email David Opperman@ukics.com

New Chargor	Registered Number	Jurisdiction of Incorporation	Notice Details
ICSG Limited (formerly ICS Acquisitionco Limited)	07268397	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
ICS Staffing Limited (ICS Group Limited)	06666141	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
ICS Healthcare Services Limited (ICS Group (Bidco) Limited)	06666392	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
United Medical Holdings Limited	06160761	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Independent Clinical Services Holdings Limited	06160737	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Independent Clinical Services Limited (formerly SNG Nursing Services Limited)	04768329	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com

New Chargor	Registered Number	Jurisdiction of Incorporation	Notice Details
Nationwide Locum Services Limited (formerly United Medical Appointments Limited)	03774493	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Pioneer Recruitment Limited	03833847	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
United Medical Recruitment Limited	03193055	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Pulse Staffing Limited	06319718	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Frontline Staffing Limited (formerly Personnel Operations Limited)	02666923	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Pulse Healthcare Limited (formerly Match Healthcare Limited) (formerly Sinclair Montrose Limited)	03156103	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com

New Chargor	Registered Number	Jurisdiction of Incorporation	Notice Details
Titan Recruitment Solutions Limited (formerly ASA Locums Limited)	03540088	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Hobson Prior International Limited	4467072	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Pathology Group Limited	5927809	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Accident & Emergency Agency Limited	5927852	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Psychiatry People Limited	5927874	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
GP World Limited	7197490	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com

New Chargor	Registered Number	Jurisdiction of Incorporation	Notice Details
General Medicine Group Limited	6906418	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Surgical People Limited	7963501	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com
Health Personnel Solutions Limited	7212781	England and Wales	Address 223 Pentonville Rd London N1 9NG Attention David Opperman Email David Opperman@ukics.com

**SCHEDULE 2
PROPERTIES**

Registered Land

None at the date of this Security Accession Deed

Unregistered Land

None at the date of this Security Accession Deed

SCHEDULE 3
SHARES AND INVESTMENTS

Name of New Chargor which holds the shares	Name of company issuing the shares	Number and class of shares
Independent Clinical Services Group Limited	ICS Holdco 2 Limited	3 Ordinary
ICS Holdco 2 Limited	ICS VLNco Limited	10,000 Ordinary
ICS VLNco Limited	ICS VLN Subco Limited	2 Ordinary
ICS VLN Subco Limited	ICS Holdco 1 Limited	2 Ordinary
ICS Holdco 1 Limited	ICSG Limited (formerly ICS Acquisitionco Limited)	2 Ordinary
ICSG Limited	ICS Staffing Limited (ICS Group Limited)	7,311 A Ordinary 1,525 B Ordinary 164 C Ordinary 1,000 D Ordinary
ICS Staffing Limited	ICS Healthcare Services Limited (ICS Group (Bidco) Limited)	1 Ordinary
ICS Healthcare Services Limited	United Medical Holdings Limited	340,000 A Ordinary 331,500 B Ordinary 395,428,795 C Ordinary
United Medical Holdings Limited	Independent Clinical Services Holdings Limited	1 Ordinary

Name of New Chargor which holds the shares	Name of company issuing the shares	Number and class of shares
Independent Clinical Services Holding Limited	Independent Clinical Services Limited (formerly SNG Nursing Services Limited)	20,849,370 Ordinary
Independent Clinical Services Holdings Limited	Nationwide Locum Services Limited (formerly United Medical Appointments Limited)	3 Ordinary
Nationwide Locum Services Limited	Pioneer Recruitment Limited	2 Ordinary
Nationwide Locum Services Limited	United Medical Recruitment Limited	100 Ordinary
ICSG Limited	Pulse Staffing Limited	85,880,072 Ordinary
Pulse Staffing Limited	Frontline Staffing Limited (formerly Personnel Operations Limited)	100 Ordinary
Pulse Staffing Limited	Pulse Healthcare Limited (formerly Match Healthcare Limited) (formerly Sinclair Montrose Limited)	44,046,314 Ordinary
Pulse Healthcare Limited	Titan Recruitment Solutions Limited (formerly ASA Locums Limited)	1,000 Ordinary
ICSG Limited	Hobson Prior International Limited	3,546,875 Ordinary
ICSG Limited	Pathology Group Limited	20,000 A Ordinary 553 B Ordinary 818 C Ordinary
Pathology Group Limited	Accident & Emergency Agency Limited	1 Ordinary
Pathology Group Limited	Psychiatry People Limited	1 Ordinary

Name of New Chargor which holds the shares	Name of company issuing the shares	Number and class of shares
Pathology Group Limited	GP World Limited	1 Ordinary
Pathology Group Limited	General Medicine Group Limited	1 Ordinary
Pathology Group Limited	Surgical People Limited	1 Ordinary
Pathology Group Limited	Health Personnel Solutions Limited	1 Ordinary

Investments

None at the date of this Security Accession Deed

SCHEDULE 4
INTELLECTUAL PROPERTY

Part 1

Patent and Patent Application

None at the date of this Security Accession Deed

Part 2

Trade Marks and Trade Mark Applications

Registered proprietor	Particulars of trade marks and service marks	Classes in which registered	Number	Date registered
Hobson Prior International Limited	Hobson Prior (UK reg)	35	2496573	02/09/2008
Hobson Prior International Limited	Hobson Prior (Euro community reg)	35	007227721	02/09/2008
Hobson Prior International Limited (under its previous name "The Aldridge Group Limited" but currently being updated)	Hobson Prior (Swiss reg)	35	583749	07/11/2008
Frontline Staffing Limited	Frontline, logo in colour and monochrome and TEXT	35	00003002079 / 00003002066	15/04/2013
Independent Clinical Services Limited	ICS Logo	16, 35, 36, 38, 39, 43, 44	2406226	10/11/2005
Nationwide Locum Services Limited	Nationwide Locum Services logo	35, 36, 39, 44	2490608	19/06/2008
Nationwide Locum Services Limited	Pioneer Recruitment	35, 44	2453549	24/04/2007
Independent Clinical Services Limited	SNG	35, 36, 39, 44,	2453545	24/04/2007
Independent Clinical Services Limited	Thornbury Community Services Logo	39, 44	2626197	27/06/2012
Independent Clinical Services Limited	TNS Logos	35, 36, 39, 44	2453769	25/04/2007
Independent Clinical Services Limited	TNS	35, 36, 39, 44	2453542	24/04/2007
Nationwide Locum Services Limited	UMR	35, 36, 39, 44	2453547	24/04/2007
Pulse Healthcare Limited	Pulse (old branding)	35	2422775	25/05/2006
Pulse Healthcare Limited	Match	35, 44, 09 (logo only)	1510562/3	17/08/1992
Pathology Group Limited	Rod of Asclepius Logo	35	UK3049905	03/04/2014

Registered Designs and Applications for Registered Designs

SCHEDULE 5
BANK ACCOUNTS

Name of Chargor	Name and address of institution at which account is held	Account Number	Sort Code
Pathology Group Limited	RBS, London Tottenham Court Road Branch, 171 Tottenham Court Road, London, W19 0DL	REDACTED	161070
Pathology Group Limited	HSBC, International Branch, 60 Fenchurch Street, London, EC3M 4BA	REDACTED	400515
Hobson Prior International Limited	HSBC, International Branch, 60 Fenchurch Street, London, EC3M 4BA	REDACTED	400515
Hobson Prior International Limited	HSBC, International Branch, 60 Fenchurch Street, London, EC3M 4BA	REDACTED	400515
Hobson Prior International Limited	HSBC, International Branch, 60 Fenchurch Street, London, EC3M 4BA	REDACTED	400515
Hobson Prior International Limited	HSBC, International Branch, 60 Fenchurch Street, London, EC3M 4BA	REDACTED	400515
Pathology Group Limited	RBS, London Tottenham Court Road Branch, 171 Tottenham Court Road, London, W19 0DL	REDACTED	160102
Accident and Emergency Agency Limited	RBS, London Tottenham Court Road Branch, 171 Tottenham Court Road, London, W19 0DL	REDACTED	160102
Psychiatry People Limited	RBS, London Tottenham Court Road Branch, 171 Tottenham Court Road, London, W19 0DL	REDACTED	160102
General Medicine Group Limited	RBS, London Tottenham Court Road Branch, 171 Tottenham Court Road, London, W19 0DL	REDACTED	160102
GP World Limited	RBS, London Tottenham Court Road Branch, 171 Tottenham Court Road, London, W19 0DL	REDACTED	160102
Surgical People Limited	RBS, London Tottenham Court Road Branch, 171 Tottenham Court Road, London, W19 0DL	REDACTED	160015
Health Personnel Solutions Limited	RBS, London Tottenham Court Road Branch, 171 Tottenham Court Road, London, W19 0DL	REDACTED	160015
Pathology Group Limited	RBS, Brunswick Gate, 23 Brunswick Place, Southampton, SO15 2AQ	REDACTED	161016
Accident and Emergency Agency Limited	RBS, Brunswick Gate, 23 Brunswick Place, Southampton, SO15 2AQ	REDACTED	161016
Psychiatry People	RBS, Brunswick Gate, 23 Brunswick	REDACTED	161016

Name of Chargor	Name and address of institution at which account is held	Account Number	Sort Code
Limited	Place, Southampton, SO15 2AQ		
General Medicine Group Limited	Natwest, Brunswick Gate, 23 Brunswick Place, Southampton, SO15 2AQ	REDACTED	600846
GP World Limited	Natwest, Brunswick Gate, 23 Brunswick Place, Southampton, SO15 2AQ	REDACTED	600846
Pathology Group Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Accident and Emergency Agency Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Psychiatry People Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
General Medicine Group Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
GP World Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Surgical People Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Health Personnel Solutions Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Pathology Group Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Pulse Staffing Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Nationwide Locum Services Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Pioneer Recruitment Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
ICSG Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
ICS Holdco 2 Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Independent Clinical Services Group Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
ICS Staffing Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Independent Clinical Services Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
ICS Healthcare Services Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
United Medical Recruitment Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Pulse Healthcare	HSBC, Bristol City Office, P O Box 120,	REDACTED	401413

Name of Chargor	Name and address of institution at which account is held	Account Number	Sort Code
Limited	49 Corn Street, Bristol, BS99 7PP		
Pulse Healthcare Limited	HSBC, Bristol City Office, P.O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Pulse Healthcare Limited	HSBC, Bristol City Office, P.O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Pulse Healthcare Limited	HSBC, Bristol City Office, P.O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Independent Clinical Services Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Frontline Staffing Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Hobson Prior International Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Pulse Healthcare Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Pulse Staffing Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Hobson Prior International Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413
Titan Recruitment Solutions Limited	HSBC, Bristol City Office, P O Box 120, 49 Corn Street, Bristol, BS99 7PP	REDACTED	401413

**SCHEDULE 6
INSURANCE POLICIES**

Name of New Chargor	Insurer	Policy Number	Type of Risk Insured
Independent Clinical Services Group Limited and subsidiaries	Dallas Kirkland/ACE Europe	43UKA10336/22204424	Combined Employers Liability / Public/Products Liability
Independent Clinical Services Group Limited and subsidiaries	Aviva	25034711 CCI	Property Damage / Business Interruption & Money
Independent Clinical Services Group Limited and subsidiaries	Novae	B080118986P13	Medical Malpractice
Independent Clinical Services Group Limited and subsidiaries	Allianz	32/BV/17920556/10	Motor Fleet
Independent Clinical Services Group Limited and subsidiaries	CHUBB	06689801	Computer Insurance
Independent Clinical Services Group Limited and subsidiaries	CHUBB	64797940	Personal Accident and Travel Insurance
Independent Clinical Services Group Limited and subsidiaries	AIG CorporateGuard	33024551	Directors & Officers
Pathology Group Limited	Hiscox	HU P16 1740158 (161)	Combined Policy - Med Mal / Public Liability/ Employers Liability / Property Damage /Business Interruption / Commercial Legal Protection / Employments

			Practices Liability
Hobson Prior International Limited & Subsidiary Companies	Hiscox	HU PI6 1602017 (122)	Combined Policy - Med Mal / Public Liability/ Employers Liability / Property Damage /Business Interruption / Commercial Legal Protection / Employments Practices Liability
Hobson Prior International Limited & Subsidiary Companies	AXA	RG MLP 6798151	Management Liability Policy
Titan Recruitment Solutions Limited	Dallas Kirkland / ACE Europe	43UKA10336/22204342	Combined Employers Liability / Public/Products Liability

SIGNATORIES TO SECURITY ACCESSION DEED

THE NEW CHARGORS

SIGNED as a DEED for and on behalf of

Independent Clinical Services Group Limited
(formerly ICS Holdco 3 Limited)

REDACTED

By:

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address. 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

ICS Holdco 2 Limited

REDACTED

By:

Director

in the presence of

REDACTED

Witness Name. Kai Zeng

Witness Occupation. Trainee Solicitor

Witness Address. 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

ICS VLNco Limited

REDACTED

By.

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

ICS VLN Subco Limited

REDACTED

By

Director

in the presence of

REDACTED

Witness Name. Kai Zeng

Witness Occupation. Trainee Solicitor

Witness Address. 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

ICS Holdco 1 Limited

REDACTED

By:

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

ICSG Limited

(formerly ICS Acquisitionco Limited)

REDACTED

By

Director

in the presence of

REDACTED

Witness Name. Kai Zeng

Witness Occupation. Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

ICS Staffing Limited
(ICS Group Limited)

REDACTED

By.

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

ICS Healthcare Services Limited
(ICS Group (Bidco) Limited)

REDACTED

By.

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation. Trainee Solicitor

Witness Address 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

United Medical Holdings Limited

REDACTED

By:

Director

in the presence of

REDACTED

Witness Name Kai Zeng

Witness Occupation Trainee Solicitor

Witness Address 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

~~Independent Clinical Services Holdings Limited~~

— REDACTED

By

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Independent Clinical Services Limited
(formerly SNG Nursing Services Limited)

REDACTED

By

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation. Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Nationwide Locum Services Limited
(formerly United Medical Appointments Limited)

REDACTED

By.

Director

in the presence of

REDACTED

Witness Name Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Pioneer Recruitment Limited

REDACTED

By:

Director

in the presence of

REDACTED

Witness Name. Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address. 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

United Medical Recruitment Limited

REDACTED

By:

Director

in the presence of

REDACTED

Witness Name. Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Pulse Staffing Limited

REDACTED

—

By.

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Frontline Staffing Limited
(formerly Personnel Operations Limited)

REDACTED

By:

Director

in the presence of

REDACTED

Witness Name Kai Zeng

Witness Occupation. Trainee Solicitor

Witness Address. 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Pulse Healthcare Limited
(formerly Match Healthcare Limited)
(formerly Sinclair Montrose Limited)

REDACTED

By

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Titan Recruitment Solutions Limited
(formerly ASA Locums Limited)

REDACTED

By

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

~~Hobson Prior International Limited~~

REDACTED

By.

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation. Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Pathology Group Limited

REDACTED

By

Director

in the presence of

REDACTED

Witness Name Kai Zeng

Witness Occupation Trainee Solicitor

Witness Address 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Accident & Emergency Agency Limited

REDACTED

By:

Director

in the presence of

REDACTED

Witness Name. Kai Zeng

Witness Occupation Trainee Solicitor

Witness Address 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Psychiatry People Limited

REDACTED

By:

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

GP World Limited REDACTED
____ REDACTED

By

Director

in the presence of

REDACTED

Witness Name. Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address. 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

General Medicine Group Limited

REDACTED

By

Director

in the presence of

REDACTED

Witness Name: Kai Zeng

Witness Occupation: Trainee Solicitor

Witness Address: 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Surgical People Limited

REDACTED

By

Director

in the presence of

REDACTED

Witness Name Kai Zeng

Witness Occupation. Trainee Solicitor

Witness Address 30 St Mary Axe, London, EC3A 8AF

SIGNED as a DEED for and on behalf of

Health Personnel Solutions Limited

REDACTED

By.

Director

in the presence of

REDACTED

Witness Name Kai Zeng

Witness Occupation Trainee Solicitor

Witness Address. 30 St Mary Axe, London, EC3A 8AF

THE SECURITY AGENT

HSBC Corporate Trustee Company (UK) Limited acting by

REDACTED

Name

Title

Lucia Wilson
Director

Name

Title