

136254/23

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

MR01

Particulars of a charge



Companies House



Go online to file this information
www.gov.uk/companieshouse

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

☒ **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 there is no
instrument. Use form MR08.

For further information, please
refer to our guidance at:
www.gov.uk/companieshouse

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 must be scanned and placed on the public record. **Do not send the original.**

FRIDAY



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01/12/2017

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COMPANIES HOUSE

1 Company details

Company number 06004328

Company name in full A-GAS INVESTMENTS LIMITED

For official use

→ **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 29/11/2017

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 WILMINGTON TRUST (LONDON) LIMITED (AND ITS
SUCCESSORS IN TITLE AND PERMITTED TRANSFEREES)

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.

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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.

Brief description

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.

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

Signature

X Linklaters LLP 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 **JAMES DOUGHTY**

Company name **LINKLATERS LLP**

Address **LINKLATERS LLP**

ONE SILK STREET

Post town **CITY OF LONDON**

County/Region **LONDON**

Postcode **E C 2 Y 8 H Q**

Country **UNITED KINGDOM**

DX

Telephone **+44 (0) 20 7456 2586**

**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 £23 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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 6004328

Charge code: 0600 4328 0007

The Registrar of Companies for England and Wales hereby certifies that a charge dated 29th November 2017 and created by A-GAS INVESTMENTS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 1st December 2017.

Given at Companies House, Cardiff on 8th December 2017



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Certified as a true copy of the original
except for redactions made in accordance
with section 859G of the Companies Act 2006

Signed Linklaters LLP
Dated 01 December 2017

DEED OF ACCESSION

THIS SUPPLEMENTAL DEED is made on 29 November 2017

BETWEEN:

- (1) **THE COMPANIES** listed in Schedule 1 hereto (each an “**Acceding Company**” and together the “**Acceding Companies**”); and
- (2) **WILMINGTON TRUST (LONDON) LIMITED** (the “**Security Agent**”).

WHEREAS

This Supplemental Deed is supplemental to a debenture dated 25 July 2017 and made between, inter alia, A-Gas Group Limited and the Security Agent (the “**Debenture**”).

IT IS AGREED and declared as follows:

1. DEFINITIONS

- 1.1 Words or expressions defined (including by reference) in the Debenture shall, unless otherwise defined herein, bear the same meaning in this Supplemental Deed (including the recital hereto).
- 1.2 The principles of construction set out in clause 1.2 (*Construction*) of the Debenture shall apply mutatis mutandis to this Supplemental Deed as if the same were set out in full herein.

2. ACCESSION OF EACH ACCEDING COMPANY

- 2.1 By its execution of this Supplemental Deed, each Acceding Company unconditionally and irrevocably undertakes to and agrees with the Security Agent to observe and be bound by the terms and provisions of the Debenture as if it were an original party thereto as one of the Charging Companies.
- 2.2 Without prejudice to the generality of sub-clause 2.1, each Acceding Company hereby:
 - (a) (jointly and severally with the other Charging Companies) covenants in the terms set out in clause 2 (*Covenant to Pay*) of the Debenture; and
 - (b) mortgages, charges and assigns to the Security Agent for the payment and discharge of all monies and liabilities hereby, or by the Debenture, covenanted to be paid or discharged by it, its assets and undertaking on the terms set out in clause 3 (*Fixed Charges, Assignments and Floating Charge*) of the Debenture (in each case subject to the terms of clause 3.4 of the Debenture (*Excluded Assets*)).
- 2.3 The Security Agent (on behalf of itself and each other party to the Debenture) hereby consents to the accession of each Acceding Company to the Debenture on the terms of Clause 2.1 and 2.2 of this Supplemental Deed and agrees that the Debenture shall hereafter be read and construed as if each Acceding Company had been an original party to the Debenture in the capacity of a Charging Company (but so that the security created on this accession will be created on the date of this Supplemental Deed).

- 2.4 Each Acceding Company expressly acknowledges and confirms and agrees to each of the matters referred to in Clause 1.6 of the Debenture (*Obligations secured by this Debenture*).

3. **INTERPRETATION**

This Supplemental Deed shall hereafter be read as one with the Debenture, so that all references in the Debenture to this Debenture, herein and similar expressions shall include references to this Supplemental Deed.

4. **DELIVERY**

This Supplemental Deed shall be treated as having been executed and delivered as a deed only upon being dated.

5. **COUNTERPARTS**

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

6. **THIRD PARTY RIGHTS**

A person who is not a party to this Supplemental Deed has no right under the Contracts (Rights of Third Parties) Act 1999 to enforce or to enjoy the benefit of any term of this Supplemental Deed.

7. **GOVERNING LAW**

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

THIS SUPPLEMENTAL DEED has been signed on behalf of the Security Agent and executed as a deed by each Acceding Company and is delivered by it on the date specified above.

Schedule 1
Acceding Companies

Acceding Company	Jurisdiction	Registered Number
A-Gas (Orb) Limited	England and Wales	07488989
A-Gas Investments Limited	England and Wales	06004328
A-Gas International Limited	England and Wales	02074334
A-Gas (UK) Limited	England and Wales	02752249

SIGNATORIES

The Acceding Companies

EXECUTED as a DEED by
A-GAS (ORB) LIMITED

[Redacted Signature]

Director

Witnessed by.

[Redacted Signature]

Name:

William Andrews

Occupation.

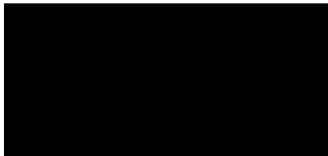
[Redacted Signature]

Address.

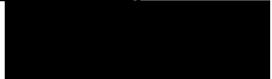
[Redacted Address]

The Acceding Companies

EXECUTED as a DEED by
A-GAS INVESTMENTS LIMITED



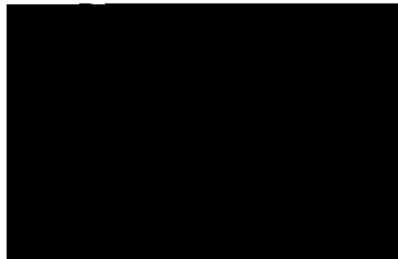
Director

Witnessed by: .....

Name: William Ambrose.....

Occupation

Address:



The Acceding Companies

EXECUTED as a DEED by
A-GAS INTERNATIONAL LIMITED



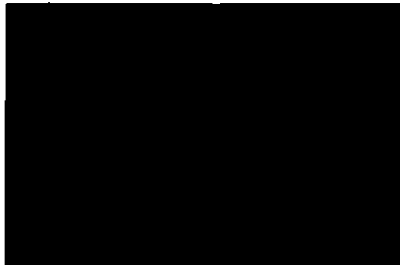
Director

Witnessed by: 

Name: Willeem Antlers

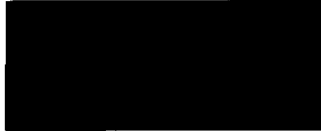
Occupation

Address:



The Acceding Companies

EXECUTED as a DEED by
A-GAS (UK) LIMITED



Director

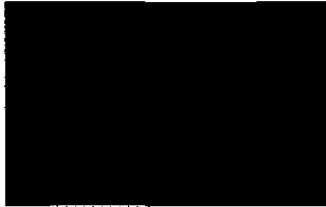
Witnessed by:



Name:

William Arthur

Occupation:



Address:



The Security Agent

Signed by
WILMINGTON TRUST (LONDON) LIMITED

By:  Sajada Afzal
Vice President

Address: Third Floor, 1 King's Arms Yard, London, EC2R 7AF

Fax: 

Attention: 