



Registration of a Charge

Company name: **INTERNATIONAL COLLEGE PORTSMOUTH LTD.**

Company number: **06770123**



X8K6K77S

Received for Electronic Filing: **12/12/2019**

Details of Charge

Date of creation: **04/12/2019**

Charge code: **0677 0123 0001**

Persons entitled: **GLOBAL LOAN AGENCY SERVICES AUSTRALIA NOMINEES PTY LTD 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:

CAITLIN SHARP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 6770123

Charge code: 0677 0123 0001

The Registrar of Companies for England and Wales hereby certifies that a charge dated 4th December 2019 and created by INTERNATIONAL COLLEGE PORTSMOUTH LTD. was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 12th December 2019 .

Given at Companies House, Cardiff on 13th December 2019

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

EXECUTION VERSION

Accession Deed

THIS ACCESSION DEED is dated 4 December 2019 and made between:

- (1) **BGH BIDCO A PTY LTD**, a company incorporated under the Laws of Victoria, having its registered office at Level 26 101 Collins Street Melbourne Vic 3000 and ACN 631 573 763 (the "**Company**");
- (2) The companies listed in Schedule 1 to this Accession Deed (each an "**Additional Chargor**"); and
- (3) **GLOBAL LOAN AGENCY SERVICES AUSTRALIA NOMINEES PTY LTD** as Security Trustee for the Secured Parties (the "**Security Trustee**").

Background:

- (A) This Accession Deed is supplemental to a debenture dated 21 June 2019 between, amongst others, the Original Chargor (as defined therein) and the Security Trustee (the "**Debenture**"). This Accession Deed shall take effect as an Accession Deed for the purpose of the Debenture.
- (B) The board of directors of each Additional Chargor is satisfied that entering into this Accession Deed would be most likely to promote the success of that Additional Chargor for the benefit of its members as a whole and to the further benefit and advantage of that Additional Chargor.
- (C) The Security Trustee and the Additional Chargors intend this document to take effect as a deed (even though the Security Trustee only executes it under hand).
- (D) The Security Trustee holds the benefit of this Accession Deed for the Secured Parties on the terms of the Finance Documents.

1. Definitions and interpretation

1.1 Definitions

Terms defined in the Debenture have the same meaning in this Accession Deed unless given a different meaning in this Accession Deed.

1.2 Construction

- (a) The provisions in clauses 1.2 (*Incorporation of defined terms*) to 1.6 (*Intercreditor Agreement*) of the Debenture apply to this Accession Deed, except that references to the Debenture shall be construed as references to this Accession Deed.
- (b) The Debenture shall remain in full force and effect as supplemented by this Accession Deed.
- (c) The Debenture and this Accession Deed shall be read together as one instrument on the basis that references in the Debenture to "**this Deed**" will be deemed to be references to the Debenture as supplemented by this Accession Deed.

2. Accession of Additional Chargors

2.1 Accession

Each Additional Chargor agrees to become an Additional Chargor and to be bound by the terms of the Debenture as an Additional Chargor pursuant to clause 26 (*Additional Chargors*) of the Debenture.

Certified as a true copy of the original save for material redacted pursuant to s. 859G of the Companies Act 2006.

Signed:

Name of solicitor: CAITLIN SHARP

DATE: 11/12/19

Address: 1/0 Kingwood Mallesons, 250 St George's Terrace, Perth WA 6000

Telephone: 08 9264 7205

2.2 Creation of Security Interests

- (a) Subject to Clause 2.6 (*Excluded assets*) of the Debenture, each Additional Chargor, with full title guarantee and as security for the payment of all Secured Money, charges in favour of the Security Trustee:
- (i) by way of first fixed charge, all its Bank Accounts (including, those described in Schedule 2 (*Bank Accounts*) of this Deed);
 - (ii) by way of first fixed charge, all its Receivables;
 - (iii) by way of first equitable mortgage, all its Shares;
 - (iv) by way of first fixed charge, all its Investments and CREST Rights;
 - (v) by way of first fixed charge, all its right, title and interest from time to time in and to its uncalled capital and goodwill;
 - (vi) by way of first fixed charge, all its Intellectual Property;
 - (vii) by way of first fixed charge, all its Plant and Machinery;
 - (viii) by way of first fixed charge, all its Insurances, to the extent not validly and effectively assigned under paragraph (b) below; and
 - (ix) by way of first fixed charge, all its Assigned Agreements, to the extent not validly and effectively assigned under paragraph (c) below.
- (b) Subject to Clause 2.6 (*Excluded assets*) of the Debenture, each Additional Chargor, with full title guarantee and as security for the payment of all Secured Money, assigns to the Security Trustee by way of security all its Insurances.
- (c) Subject to Clause 2.6 (*Excluded assets*) of the Debenture, each Additional Chargor, with full title guarantee and as security for the payment of all Secured Money, assigns to the Security Trustee by way of security all its Assigned Agreements (including, those described in Schedule 4 (*Assigned Agreements*) of this Deed).
- (d) Each Additional Chargor, with full title guarantee and as security for the payment of all Secured Money, charges in favour of the Security Trustee by way of first floating charge, all its business, undertakings and all its assets, both present and future (including assets expressed, but not effectively, mortgaged, charged or assigned under this Clause 2.2).
- (e) The floating charge created by paragraph (d) above is a qualifying floating charge for the purpose of paragraph 14 of Schedule B1 to the Insolvency Act 1986.

2.3 Ranking

The floating charge created by each Additional Chargor under Clause 2.2 (*Creation of Security Interests*) ranks:

- (a) behind all the mortgages, fixed charges and assignments created by that Additional Chargor, but
- (b) in priority to any other Security over the Security Assets of that Additional Chargor except for Security ranking in priority in accordance with paragraph (g) of Schedule 1 (*Rights of Recoveries*) of the Debenture.

3. Undertakings

3.1 Undertaking to pay

Subject to any limits on its liability specifically recorded in the Finance Documents, the Additional Chargers shall pay each of the Secured Money when due in accordance with its terms.

3.2 Negative pledge

No Additional Charger shall create or permit to subsist any Security over any Security Asset, except as permitted by the Finance Documents or with the prior written consent of the Security Trustee (acting in accordance with the Intercreditor Agreement).

3.3 Disposals

No Additional Charger shall enter into a single transaction or a series of transactions (whether related or not and whether voluntary or involuntary) to sell, lease, transfer or otherwise dispose of any Security Asset, except as permitted by the Finance Documents or with the prior written consent of the Security Trustee (acting in accordance with the Intercreditor Agreement).

4. Documents

Each party to this deed acknowledges and agrees that the obligations in Clause 7.1 (*Documents*) of the Debenture shall not apply with respect to Navitas UK Holdings Limited in respect of its shares held in Employment Overseas Ltd., SC255447 Limited and SC170551 Limited.

5. Designation

In accordance with the Debenture, each of the Security Trustee and the Company designate this Accession Deed as a Finance Document.

6. Governing law

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

This Accession Deed has been delivered on the date stated at the beginning of this Accession Deed.

SCHEDULE 1
ACCEDING PARTIES

Name	Jurisdiction of incorporation	Registered address	Registered number or equivalent and registration body
NAVITAS UK HOLDINGS LIMITED	England & Wales	Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY	06009965
HIBT LIMITED	England & Wales	Navitas Uk Holdings Littlemore Park, Armstrong Road, Oxford, OX4 4FY	05163612
LONDON BRUNEL INTERNATIONAL COLLEGE LIMITED	England & Wales	Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY	05171106
CAMBRIDGE RUSKIN INTERNATIONAL COLLEGE LIMITED	England & Wales	Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY	06407773
INTERNATIONAL COLLEGE WALES LIMITED	England & Wales	Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY	06412162
INTERNATIONAL COLLEGE PORTSMOUTH LTD.	England & Wales	Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY	06770123
PLYMOUTH DEVON INTERNATIONAL COLLEGE LTD	England & Wales	Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY	06822402
EDINBURGH INTERNATIONAL COLLEGE LTD	England & Wales	Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY	06822392
THE INTERNATIONAL COLLEGE AT ROBERT GORDON UNIVERSITY LTD	England & Wales	Sae Institute Armstrong Road, Littlemore, Oxford, OX4 4FY	07154254
BIRMINGHAM CITY INTERNATIONAL COLLEGE LTD	England & Wales	Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY	07445570
NORTHAMPTON IC LIMITED	England & Wales	Navitas Uk Holdings Limited Littlemore Park, Armstrong Road, Oxford, OX4 4FY	09332824

LEICESTER GLOBAL STUDY CENTRE LIMITED	England & Wales	Littlemore Park Armstrong Road, Littlemore, Oxford, United Kingdom, OX4 4FY	11689456
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SCHEDULE 2
BANK ACCOUNTS

Bank	Sort Code	Account No.	Name of Account
Citi Bank	[REDACTED]	[REDACTED]	Navitas UK Holdings Ltd

SCHEDULE 3**SHARES****Navitas UK Holdings Limited**

Name of issuer	No. and Type of Shares	Held in Certificated Form
CAMBRIDGE RUSKIN INTERNATIONAL COLLEGE LIMITED (a company incorporated in England & Wales, having its registered office at Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY) (Company No. 06407773)	2 Ordinary Shares £1.00 each	Yes
INTERNATIONAL COLLEGE WALES LIMITED (a company incorporated in England & Wales, having its registered office at Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY) (Company No. 06412162)	2 Ordinary Shares £1.00 each	Yes
INTERNATIONAL COLLEGE PORTSMOUTH LTD. (a company incorporated in England & Wales, having its registered office at Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY) (Company No. 06770123)	2 Ordinary Shares £1.00 each	Yes
PLYMOUTH DEVON INTERNATIONAL COLLEGE LTD (a company incorporated in England & Wales, having its registered office at Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY) (Company No. 06822402)	2 Ordinary Shares £1.00 each	Yes
EDINBURGH INTERNATIONAL COLLEGE LTD (a company incorporated in England & Wales, having its registered office at Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY) (Company No. 06822392)	2,500,002 Ordinary Shares £1.00 each	Yes

THE INTERNATIONAL COLLEGE AT ROBERT GORDON UNIVERSITY LTD (a company incorporated in England & Wales, having its registered office at Sae Institute Armstrong Road, Littlemore, Oxford, OX4 4FY) (Company No. 07154254)	1,000,002 Ordinary Shares £1.00 each	Yes
BIRMINGHAM CITY INTERNATIONAL COLLEGE LTD (a company incorporated in England & Wales, having its registered office at Navitas Uk Holdings Ltd Littlemore Park, Armstrong Road, Oxford, OX4 4FY) (Company No. 07445570)	2 Ordinary Shares £1.00 each	Yes
NORTHAMPTON IC LIMITED (a company incorporated in England & Wales, having its registered office at Navitas Uk Holdings Limited Littlemore Park, Armstrong Road, Oxford, OX4 4FY) (Company No. 09332824)	1 Ordinary Shares £1.00 each	Yes
LEICESTER GLOBAL STUDY CENTRE LIMITED (a company incorporated in England & Wales, having its registered office at Littlemore Park Armstrong Road, Littlemore, Oxford, United Kingdom, OX4 4FY) (Company No. 11669456)	10 Ordinary Shares £1.00 each	Yes
EMPLOYMENT OVERSEAS LTD. (a company incorporated in Scotland, having its registered office at Edinburgh International College Craiglockhart Campus, Glenlockhart Road, Edinburgh, EH14 1DJ) (Company No. SC241734)	1,184,675 Ordinary Shares £1.00 each	Yes

SC255447 LIMITED (a company incorporated in Scotland, having its registered office at Edinburgh International College Craiglockhart Campus, Glenlockhart Road, Edinburgh, EH14 1DJ) (Company No. SC255447)

1,000 Ordinary Shares £1.00 each

Yes

SC170551 LIMITED (a company incorporated in Scotland, having its registered office at Edinburgh International College Craiglockhart Campus, Glenlockhart Road, Edinburgh, EH14 1DJ) (Company No. SC170551)

10,000 Ordinary Shares
£1.00 each

Yes

SCHEDULE 4
ASSIGNED AGREEMENTS

None.

SIGNATURE PAGES

THE COMPANY

Signed, sealed and delivered by **BGH Bidco A
Pty Ltd** in accordance with section 127 of the
~~Corporations Act 2001~~ (Cth) by:

Signature of director

Ben Gray

Name of director (print)

Signature of ~~director~~/ secretary

Hari Morfis

Name of ~~director~~/ secretary (print)

Notice Details

Address: Level 26, 101 Collins, 101 Collins Street, Melbourne VIC 3000

Facsimile: -

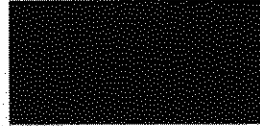
Email: SCharles@bghcapital.com, Hmorfis@bghcapital.com

Attention: Stephanie Charles, Hari Morfis

THE ADDITIONAL CHARGORS

Signed as a deed by NAVITAS UK HOLDINGS
LIMITED acting by Scott Jones
a Director in the presence of:

[Signature of Director]



[Signature of witness]



Name:

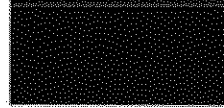
Matthew Charles Rumpus
Legal Practitioner of the
Supreme Court of Western Australia

Occupation:

Address: 53 Tareena Street, Nedlands WA 6009,
Australia

Signed as a deed by **HIBT LIMITED** acting by
Scott Jones a Director in the
presence of:

[Signature of Director]



[Signature of witness]



Name:

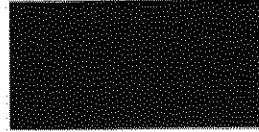
Matthew Charles Rumpus
Legal Practitioner of the
Supreme Court of Western Australia

Occupation:

Address: 53 Tareena Street, Nedlands WA 6009,
Australia

Signed as a deed by **LONDON BRUNEL
INTERNATIONAL COLLEGE LIMITED** acting
by Scott Jones a Director in the
presence of:

[Signature of Director]



[Signature of witness]



Name:


Matthew Charles Rumpus
Legal Practitioner of the
Supreme Court of Western Australia

Occupation:

Address: 53 Tareena Street, Nedlands WA 6009,
Australia

Signed as a deed by **CAMBRIDGE RUSKIN
INTERNATIONAL COLLEGE LIMITED** acting
by Scott Jones a Director in the
presence of:

[Signature of Director]



[Signature of witness]



Name:

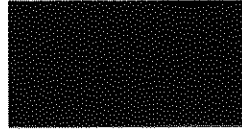
Matthew Charles Rumpus
Legal Practitioner of the
Supreme Court of Western Australia

Occupation:

Address: 53 Tareena Street, Nedlands WA 6009,
Australia

Signed as a deed by **INTERNATIONAL
COLLEGE WALES LIMITED** acting by
Scott Jones a Director in the
presence of:

[Signature of Director]



[Signature of witness]



Name:

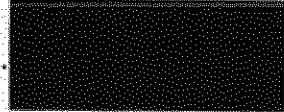
Matthew Charles Rumpus
Legal Practitioner of the
Supreme Court of Western Australia

Occupation:

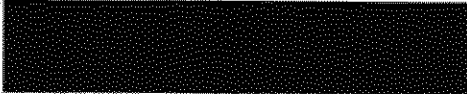
Address: 53 Tareena Street, Nedlands WA 6009,
Australia

Signed as a deed by **INTERNATIONAL
COLLEGE PORTSMOUTH LTD.** acting by
Scott Jones a Director in the
presence of:

[Signature of Director]



[Signature of witness]



Name:

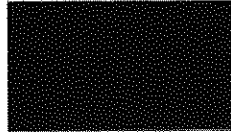
Matthew Charles Rumpus
Legal Practitioner of the

Occupation: Supreme Court of Western Australia

Address: 53 Tareena Street, Nedlands WA 6009,
Australia

Signed as a deed by **PLYMOUTH DEVON
INTERNATIONAL COLLEGE LTD** acting by
Scott Jones a Director in the
presence of:

[Signature of Director]



[Signature of witness]



Name:

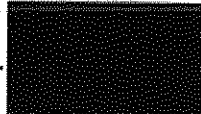
Matthew Charles Rumpus
Legal Practitioner of the
Supreme Court of Western Australia

Occupation:

Address: 53 Tareena Street, Nedlands WA 6009,
Australia

Signed as a deed by **EDINBURGH
INTERNATIONAL COLLEGE LTD** acting by
Scott Jones a Director in the
presence of:

[Signature of Director]



[Signature of witness]



Name:

Matthew Charles Rumpus
Legal Practitioner of the
Supreme Court of Western Australia

Occupation:

Address: 53 Tareena Street, Nedlands WA 6009,
Australia

Signed as a deed by THE INTERNATIONAL
COLLEGE AT ROBERT GORDON
UNIVERSITY LTD acting by
Scott Jones a Director in the
presence of:

[Signature of Director]



[Signature of witness]



Name:

Matthew Charles Rumpus
Legal Practitioner of the
State of New South Wales, Australia

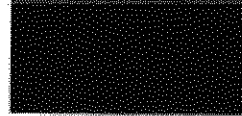
Occupation:

Legal Practitioner of the
State of New South Wales, Australia

Address: 53 Tareena Street, Nedlands WA 6009,
Australia

Signed as a deed by **BIRMINGHAM CITY
INTERNATIONAL COLLEGE LTD** acting by
Scott Jones a Director in the
presence of:

[Signature of Director]



[Signature of witness]



Name:

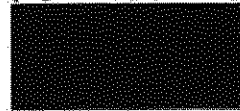
Matthew Charles Rumpus
Legal Practitioner of the
Supreme Court of Western Australia

Occupation:

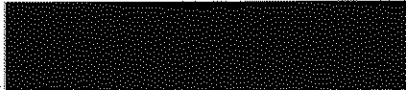
Address: 53 Tareena Street, Nedlands WA 6009,
Australia

Signed as a deed by **NORTHAMPTON IC
LIMITED** acting by Scott Jones
a Director in the presence of:

[Signature of Director]



[Signature of witness]



Name:

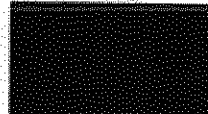
Matthew Charles Rumpus
Legal Practitioner of the
Supreme Court of Western Australia

Occupation:

Address: 53 Tareena Street, Nedlands WA 6009,
Australia

Signed as a deed by **LEICESTER GLOBAL
STUDY CENTRE LIMITED** acting by
Scott Jones a Director in the
presence of:

[Signature of Director]



[Signature of witness]



Name:

Matthew Charles Rumpus
Legal Practitioner of the

Occupation: Supreme Court of Western Australia

Address: 53 Tareena Street, Nedlands WA 6009,
Australia

SECURITY TRUSTEE

Signed, sealed and delivered by Global Loan
Agency Services Australia Nominees Pty
Limited acting by its attorney under power of
attorney dated 12 July 2019 in the presence of:

Signature of witness

MACLEAN GREEDY

Name of witness (print)

Signature of attorney

Lorna Fleming

Name of attorney (print)

By executing this deed the attorney states that
the attorney has received no notice of revocation
of the power of attorney

Notice Details

Address: Level 26, 1 Bligh Street, Sydney NSW 2000, Australia
Attention: Transaction Management Group (BGH)
Email: apac@glas.agency

