



Registration of a Charge

Company name: **EMPIRIC (EXETER BISHOP BLACKALL SCHOOL) LIMITED**

Company number: **10338955**



X8GUVRDU

Received for Electronic Filing: **25/10/2019**

Details of Charge

Date of creation: **23/10/2019**

Charge code: **1033 8955 0002**

Persons entitled: **LLOYDS BANK PLC**

Brief description: **THE CHARGOR CHARGED BY WAY OF LEGAL MORTGAGE THE LAND KNOWN AS BISHOP BLACKALL CENTRE, PENNSYLVANIA ROAD, EXETER, EX 6PB REGISTERED AT THE LAND REGISTRY WITH TITLE NUMBER DN598887.**

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: **WE 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 PART OF THE CHARGING INSTRUMENT SIGNED BY OR ON BEHALF OF THE CHARGOR, AND A CORRECT COPY OF THE SIGNATURE PAGE TO EACH OTHER PART OF SUCH CHARGING INSTRUMENT.**

Certified by: **DENTONS UK AND MIDDLE EAST LLP**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 10338955

Charge code: 1033 8955 0002

The Registrar of Companies for England and Wales hereby certifies that a charge dated 23rd October 2019 and created by EMPIRIC (EXETER BISHOP BLACKALL SCHOOL) LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 25th October 2019 .

Given at Companies House, Cardiff on 28th October 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

Security Accession Deed

Dated 23 October 2019

Between

- (1) The companies listed in Schedule 1 (*New Chargors*) (the **New Chargors**);
- (2) **Empiric Investments (Five) Limited**, a company incorporated in England and Wales with registered number 10195009 and with its registered address at 6th Floor Swan House, 17-19 Stratford Place, London, England, W1C 1BQ (the **Borrower**) for itself and as agent for and on behalf of each of the existing Chargors; and
- (3) **Lloyds Bank plc** as agent and trustee for itself and the Secured Parties (the **Security Agent**).

Recitals

This deed is supplemental to a security agreement dated 19 December 2018 between, among others, the Borrower, the Chargors named in it and the Security Agent (as supplemented and amended from time to time, the **Security Agreement**).

This deed witnesses

1 Definitions and interpretation

1.1 Definitions

Words and expressions defined in the Security Agreement shall have the same meanings in this Deed.

1.2 Construction

The principles of construction set out in clause 1.2 (*Construction*) of the Security Agreement shall apply to this Deed, insofar as they are relevant to it, as they apply to the Security Agreement.

2 Accession of New Chargor

Each New Chargor agrees to be a Chargor for the purposes of the Security Agreement with immediate effect and agrees to be bound by all of the terms of the Security Agreement as if it had originally been a party to it as a Chargor.

3 Creation of Security

Each New Chargor mortgages, charges and assigns to the Security Agent all its business, undertaking and assets on the terms of clause 2 (*Creation of Security*) of the Security Agreement provided that:

- (a) the Land charged by way of legal mortgage shall be the Land referred to in Schedule 2 (*Land*) opposite the name of the relevant New Chargor;

- (b) the Controlled Accounts charged by way of fixed charge shall include those set out in Schedule 3 (*Controlled Accounts*) (if any);
- (c) the Relevant Contracts assigned or (if and to the extent that the assignment does not take effect as an assignment) charged by way of fixed charge shall include the Relevant Contracts set out in Schedule 4 (*Relevant Contracts*) opposite the name of the relevant New Chargor; and
- (d) the Development Documents charged by way of fixed charge shall include the Development Documents set out in Schedule 5 (*Development Documents*) opposite the name of the relevant New Chargor.

4 Consent of existing Chargors

The existing Chargors agree to the terms of this Deed and agree that its execution will in no way prejudice or affect the Security granted by each of them under (and covenants given by each of them in) the Security Agreement.

5 Notices

Each New Chargor confirms that its address details for notices in relation to clause 23 (*Notices*) of the Security Agreement is as follows:

Address: 6th Floor Swan House, 17-19 Stratford Place, London W1C 1BQ

Attention: Lynne Fennah

Email: lynne.fennah@empiric.co.uk

Fax: N/A

6 Law

This Deed is governed by English law.

Executed as a deed and delivered on the date appearing at the beginning of this Deed.

Schedule 1 – New Chargors

New Chargor	Jurisdiction of incorporation	Company number
Empiric (College Green) Limited	England and Wales	09023693
Empiric (Edge Apartments) Limited	England and Wales	09023794
Empiric (Summit House) Limited	England and Wales	09023691
Empiric (Birmingham) Limited	England and Wales	09074806
Empiric (Picturehouse Apartments) Limited	England and Wales	09023793
Empiric (Talbot Studios) Limited	England and Wales	09189088
Empiric (London Road) Limited	England and Wales	09190389
Empiric (Portsmouth Elm Grove Library) Limited	England and Wales	10338515
Empiric (Leicester Hosiery Factory) Limited	England and Wales	10338341
Empiric (Leicester Shoe & Boot Factory) Limited	England and Wales	10338343
Empiric (Canterbury Pavilion Court) Limited	England and Wales	10253550
Empiric (Exeter Bishop Blackall School) Limited	England and Wales	10338955
Empiric (Portsmouth Kingsway House) Limited	England and Wales	10338953
Empiric (Portsmouth Registry) Limited	England and Wales	09685029
Empiric (Centro Court) Limited	England and Wales	09114782

Schedule 2 – Land

No.	New Chargor	Property	Title Number(s)
1.	Empiric (College Green) Limited	38A-43 College Green, Bristol, BS1 5SH	BL123381
2.	Empiric (Edge Apartments) Limited	520,522 & 524 Bristol Road, Selly Oak, Birmingham B29 6BD	WM974524 WM925965 WM75164
3.	Empiric (Summit House) Limited	9-10 Windsor Place, Cardiff CF10 3BX and 9 Park Lane, Cardiff CF10 3BU	WA100 and WA314223
4.	Empiric (Birmingham) Limited	Mansion Brook, 536 Bristol Road, Birmingham	WK134095 WM986035 MM77803
5.	Empiric (Picturehouse Apartments) Limited	69-73 Sidwell Street, Exeter EX4 6PJ	DN287084, DN172352, DN105440 and DN276462
6.	Empiric (Talbot Studios) Limited	116-120 Talbot Street, Nottingham	NT200348
7.	Empiric (London Road) Limited	40a, 42, 42a London Road Southampton SO15 2AG, and 42b London Road, Southampton SO15 2AH	HP749902 HP769760
8.	Empiric (Portsmouth Elm Grove Library) Limited	Elm Grove Library, 155-157 Elm Grove, Southsea, Portsmouth PO5 1LJ	PM22752
9.	Empiric (Leicester Hosiery Factory) Limited	Hosiery Factory, 31 Lower Brown Street, Leicester LE1 5TH	LT220751
10.	Empiric (Leicester Shoe & Boot Factory) Limited	The Shoe & Boot Factory, 39-41 Welford, Leicester, LE2 7AE	LT47145
11.	Empiric (Canterbury Pavilion Court) Limited	Pavilion Court, 27 St Dunstan's Street, Canterbury, CT2 7FG	K59705

No.	New Chargor	Property	Title Number(s)
12.	Empiric (Exeter Bishop Blackall School) Limited	Bishop Blackall Centre, Pennsylvania Road, Exeter, EX 6PB	DN598887
13.	Empiric (Portsmouth Kingsway House) Limited	Kingsway House, Elm Grove, Portsmouth, Southsea PO5 1LR	HP119617
14.	Empiric (Portsmouth Registry) Limited	The Registry, 1-2 St Michaels Road, Portsmouth, PO1 2EE	HP534022

Schedule 3 – Controlled Accounts

None.

Schedule 4 – Relevant Contracts

No.	New Chargor	Relevant Contract
1.	Empiric (College Green) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>
2.	Empiric (Edge Apartments) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>
3.	Empiric (Summit House) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>
4.	Empiric (Birmingham) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>

No.	New Chargor	Relevant Contract
5.	Empiric (Picturehouse Apartments) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>
6.	Empiric (Talbot Studios) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>
7.	Empiric (London Road) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>
8.	Empiric (Portsmouth Elm Grove Library) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>
9.	Empiric (Leicester Hosiery Factory) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>

No.	New Chargor	Relevant Contract
10.	Empiric (Leicester Shoe & Boot Factory) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>
11.	Empiric (Canterbury Pavilion Court) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>
12.	Empiric (Exeter Bishop Blackall School) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>
13.	Empiric (Portsmouth Kingsway House) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>
14.	Empiric (Portsmouth Registry) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>

No.	New Chargor	Relevant Contract
15.	Empiric (Centro Court) Limited	<p>(a) The property management agreement made between the New Chargors and Hello Student Management Limited dated on or about the date hereof in respect of the property set out opposite the relevant New Chargor's name at Schedule 2 (<i>Land</i>) above.</p> <p>(b) The agreement relating to the purchase by the relevant New Chargor of the property set out opposite that New Chargor's name at Schedule 2 (<i>Land</i>) above.</p>

Schedule 5 - Development Documents

No.	New Chorgor	Document	Parties	Date
1.	Empiric (College Green) Limited	Architect's Collateral Warranty	(1) RPA Vision Limited (2) Empiric (College Green) Limited	1 July 2014
		Structural Engineer's Collateral Warranty	(1) Shear Design Limited (2) Empiric (College Green) Limited	1 July 2014
		Latent Defects Insurance Policy	Insurer 100% AmTrust International Underwriters Limited	Expiry 16 January 2022
2.	Empiric (Edge Apartments) Limited	Collateral Warranty	(1) RPA Vision Limited (2) Empiric (Edge Apartments) Limited	21 August 2014
		Collateral Warranty	(1) Longcross Construction Limited (2) Empiric (Edge Apartments) Limited	21 August 2014
		Collateral Warranty	(1) Shear Design Limited (2) Empiric (Edge Apartments) Limited	21 August 2014
		Collateral Warranty	(1) EC Harns LLP (2) Empiric (Edge Apartments) Limited	21 August 2014
		Collateral Warranty	(1) The Holloway Partnership Limited (2) Empiric (Edge Apartments) Limited	21 August 2014
		Collateral Warranty	(1) George Birchall Limited (2) Empiric (Edge Apartments) Limited	21 August 2014
		Collateral Warranty	(1) CMB Electrical Limited (2) Empiric (Edge Apartments) Limited	21 August 2014
		Collateral Warranty	(1) Shear Design Limited (2) Empiric (Picturehouse Apartments) Limited	1 July 2014
		Collateral Warranty	(1) Prime Student Housing (Exeter) Contracting Limited (2) Empiric (Picturehouse Apartments) Limited	1 July 2014

No.	New Chargor	Document	Parties	Date
		Collateral Warranty	(1) CMB Electrical Limited (2) Empiric (Picturehouse Apartments) Limited	1 July 2014
		Latent Defects Insurance Policy	Insurer 100% AmTrust International Underwriters Limited	Expiry 8 July 2024
3.	Empiric (Summit House) Limited	Collateral Warranty (Consultant to Purchaser)	(1) Shear Design Limited (2) Empiric (Summit House) Limited	1 July 2014
		Collateral Warranty (Consultant to Purchaser)	(1) Prime Student Housing (Cardiff) Contracting Limited (2) Empiric (Summit House) Limited	1 July 2014
		Collateral Warranty (Consultant to Purchaser)	(1) CMB Electrical Limited (2) Empiric (Summit House) Limited	1 July 2014
		Collateral Warranty (Consultant to Purchaser)	(1) RPA Vision Limited (2) Empiric (Summit House) Limited	1 July 2014
		Latent Defects Insurance Policy	Insurer 100% AmTrust International Underwriters Limited	Expiry 6 October 2023
4.	Empiric (Birmingham) Limited	Sub-Contractor Collateral Warranty Agreement	(1) IMS Electrical Contractors Limited (2) MSAF008 Mansion Brook Selly Oak Limited (3) Shaylor Group PLC	11 November 2011
		Sub-Contractor Collateral Warranty Agreement	(1) Midland Ventilation Services Limited (2) MSAF008 Mansion Brook Selly Oak Limited (3) Shaylor Group PLC	11 November 2011
		Consultant Collateral Warranty Agreement	(1) Hadfield Cawkwell Davidson Limited (2) MSAF008 Mansion Brook Selly Oak Limited (3) Shaylor Group PLC	28 June 2011

No.	New Chargor	Document	Parties	Date
		Consultant Collateral Warranty Agreement	(1) Clancy Consulting Limited (2) MSAF008 Mansion Brook Selly Oak Limited (3) Shaylor Group PLC	28 June 2011
		Consultant Collateral Warranty Agreement	(1) Clancy Consulting Limited (2) MSAF008 Mansion Brook Selly Oak Limited (3) Mansion Capital Partners Epsilon Limited	28 June 2011
		Contractor Collateral Warranty Agreement	(1) Shaylor Group PLC (2) MSAF008 Mansion Brook Selly Oak Limited (3) Mansion Capital Partners Epsilon Limited	28 June 2011
		Consultant Collateral Warranty Agreement	(1) Simon Fenton Partnership LLP (2) MSAF008 Mansion Brook Selly Oak Limited (3) Mansion Group Limited Epsilon Limited	28 June 2011
		Consultant Collateral Warranty Agreement	(1) Thomas and Adamson (2) MSAF008 Mansion Brook Selly Oak Limited (3) Mansion Group Limited	28 June 2011
5.	Empiric (Picturehouse Apartments) Limited	Collateral Warranty	(1) Shear Design Limited (2) Empiric (Picturehouse Apartments) Limited	1 July 2014
		Collateral Warranty	(1) Prime Student Housing (Exeter) Contracting Limited (2) Empiric (Picturehouse Apartments) Limited	1 July 2014

No.	New Chagor	Document	Parties	Date
		Collateral Warranty	(1) CMB Electrical Limited (2) Empiric (Picturehouse Apartments) Limited	1 July 2014
		Latent Defects Insurance Policy	Insurer 100% AmTrust International Underwriters Limited	Expiry 8 July 2024
6.	Empiric (Talbot Studios) Limited	JCT Design and Build Building Contract 2005 Revision 2 2009 As varied by a Deed of Variation dated 17 October 2011	(1) Romiga Studios Limited (2) GB Building Solutions Limited	17 October 2011
		Contractor Collateral Warranty	(1) Romiga Studios Limited (2) GB Building Solutions Limited (3) Empiric (Talbot Studios) Limited	30 September 2014
		Architect's Collateral Warranty	(1) KKE Architects Limited (2) Romiga Studios Limited (3) GB Building Solutions Limited	17 October 2011
		Structural Engineer's Collateral Warranty	(1) Collins Hall Green LLP (2) Romiga Studios Limited (3) GB Building Solutions Limited	17 October 2011
		M&E Consultant's Appointment Based on the ACE B(2) 2002 Mechanical and Electrical Services Agreement (Revised 2004)	(1) Romiga Studios Limited (2) Couch Perry Wilkes LLP	17 October 2011
		Professional Appointment of Employers Agent, Cost Consultant and CDM Coordinator	(1) Romiga Studios Limited (2) Firmingers LLP	17 October 2011
		Sub-Contractor Warranty (Lifts)	(1) Kone PLC (2) GB Building Solutions Limited (3) Romiga Studios Limited	6 July 2012

No.	New Chagor	Document	Parties	Date
		Sub-Contractor Warranty (Rainscreen Cladding)	(1) Torclad Limited (2) GB Building Solutions Limited (3) Romiga Studios Limited	6 July 2012
		Sub-Contractor Warranty (Structural Steelworks)	(1) Midland Erection Limited (2) GB Building Solutions Limited (3) Romiga Studios Limited	6 July 2012
		Sub-Contractor Warranty (Joinery)	(1) Munster Joinery (UK) Limited (2) GB Building Solutions Limited (3) Romiga Studios Limited	6 July 2012
		Sub-Contractor Warranty (PCC Stairs)	(1) Collier & Henry Concrete (Floors) Limited (2) GB Building Solutions Limited (3) Romiga Studios Limited	6 July 2012
		Sub-Contractor Warranty (Mechanical & Electrical Services)	(1) SBS Engineers Limited (2) GB Building Solutions Limited (3) Romiga Studios Limited	6 July 2012
		Sub-Contractor Warranty (Aluminium Doors)	(1) Taurus Littrow International Limited (2) GB Building Solutions Limited (3) Romiga Studios Limited	6 July 2012
		Sub-Contractor Warranty (Roof)	(1) T R Freeman Limited (2) GB Building Solutions Limited (3) Romiga Studios Limited	6 July 2012
7.	Empiric (London Road) Limited	Contractor's Warranty	(1) Nordic Construction UK Limited (2) Aldermore Bank Plc (3) London Road Student Properties LLP	22 October 2012

No.	New Chargor	Document	Parties	Date
		Consultant's Warranty (Architect)	(1) Michael Lavender Limited (2) Empiric (London Road) Limited (3) London Road Student Properties LLP	12 November 2014
		Consultant's Warranty (Structural Engineer)	(1) Bentley Design Consultants (2) Empiric (London Road) Limited (3) London Road Student Properties LLP	12 November 2014
		Contractor's Warranty	(1) Herbert H Drew and Son Limited (2) Empiric (London Road) Limited (3) Urban Creation (London Road) Limited	12 November 2014
		Consultant's Warranty (Architect)	(1) NOMA Architects Limited (2) Empiric (London Road) Limited (3) Urban Creation (London Road) Limited	12 November 2014
		Consultant's Warranty (Structural Engineer)	(1) Bentley Design Consultants Limited (2) Empiric (London Road) Limited (3) Urban Creation (London Road) Limited	12 November 2014
8.	Empiric (Portsmouth Elm Grove Library) Limited	JCT Design and Build Contract	(1) SAP No 1 Limited and SAP No 2 Limited (2) Croft Construction Limited	11 November 2013
9.	Empiric (Leicester Hosiery Factory) Limited	JCT Design and Build Contract	(1) SAP No 1 Limited and SAP No 2 Limited (2) Croft Construction Limited	22 May 2015

No.	New Chargor	Document	Parties	Date
		Deed of Novation	(1) SAP No 1 Limited and SAP No 2 Limited (2) Croft Construction Limited (3) Wilmore Iles Architects Limited	24 February 2016
		Consultant's Deed of Engagement	(1) SAP No 1 Limited and SAP No 2 Limited (2) Stace LLP	10 November 2015
		Consultant's Deed of Engagement	(1) SAP No 1 Limited and SAP No 2 Limited (2) Steve Morgan Associates Limited	10 November 2015
		Consultant's Deed of Engagement	(1) SAP No 1 Limited and SAP No 2 Limited (2) Building Services Solutions (Western) Limited	22 May 2015
		Sub-contractor's warranty	(1) SAP No 1 Limited and SAP No 2 Limited (2) Croft Construction Limited (3) Kynaston Contract Services Limited	10 November 2015
		Sub-contractor's warranty	(1) SAP No 1 Limited and SAP No 2 Limited (2) Croft Construction Limited (3) Crown Doors and Shutters Limited	10 November 2015
		Sub-contractor's warranty	(1) SAP No 1 Limited and SAP No 2 Limited (2) Croft Construction Limited (3) Acorn Mechanical Pipework Services Limited	10 November 2015
10.	Empiric (Leicester Shoe & Boot Factory) Limited	JCT Design and Build Contract	(1) SAP No 1 Limited and SAP No 2 Limited (2) R.G. Carter Peterborough Limited	11 November 2013

No.	New Chagor	Document	Parties	Date
		Collateral Warranty	(1) Empiric (Leicester Shoe and Boot Factory) Limited (2) R.G. Carter Peterborough Limited	10 August 2017
		Deed of Novation	(1) SAP No 1 Limited and SAP No 2 Limited (2) Wilmore Iles Architects Limited (3) R.G Carter Peterborough Limited	11 November 2013
		Collateral Warranty	(1) Empiric (Leicester Shoe and Boot Factory) Limited (2) Wilmore Iles Architects Limited	26 January 2017
		Consultant's Deed of Engagement	(1) SAP No 1 Limited and SAP No 2 Limited (2) Hulley and Kirkwood Consulting Engineers Limited	11 November 2013
		Deed of Novation	(1) SAP No 1 Limited and SAP No 2 Limited (2) Steve Morgan Associates Limited (3) R.G Carter Peterborough Limited	11 November 2013
		Collateral Warranty	(1) Empiric (Leicester Shoe and Boot Factory) Limited (2) Steve Morgan Associates Limited	27 February 2017
		Consultant's Deed of Engagement	(1) SAP No 1 Limited and SAP No 2 Limited (2) Stace LLP	14 September 2016
		Sub-contractor's warranty	(1) SAP No 1 Limited and SAP No 2 Limited (2) Bloom & Wake Limited (3) R.G Carter Peterborough Limited	11 November 2013

No.	New Chagor	Document	Parties	Date
		Sub-contractor's warranty	(1) SAP No 1 Limited and SAP No 2 Limited (2) Gowing & Hunt Limited (3) R.G Carter Peterborough Limited	11 November 2013
		Sub-contractor's warranty	(1) SAP No 1 Limited and SAP No 2 Limited (2) Unique Window Systems Limited (3) R.G Carter Peterborough Limited	11 November 2013
		Sub-contractor's warranty	(1) Empiric (Leicester Shoe and Boot Factory) Limited (2) Gowing & Hunt Limited	10 August 2017
		Sub-contractor's warranty	(1) Empiric (Leicester Shoe and Boot Factory) Limited (2) Bloom & Wake Limited	10 August 2017
		Sub-contractor's warranty	(1) Empiric (Leicester Shoe and Boot Factory) Limited (2) Unique Window Systems Limited	17 January 2017
		Parent Company Guarantee	(1) R G Carter Construction Limited (2) SAP No 1 Limited and SAP No 2 Limited	11 November 2013
		JCT Minor Works Building Contract	(1) SAP No 1 Limited and SAP No 2 Limited (2) Artisan Joinery (LEICS) Limited	11 November 2013
11.	Empiric (Canterbury Pavilion Court) Limited	JCT Design and Build Contract	(1) The Pavilion Property Group (2) S T Abbott Limited	7 March 2011
		Collateral Warranty	(1) Taylor Roberts Limited (2) Empiric (Canterbury Pavilion Court) Limited	31 August 2016

No.	New Chargor	Document	Parties	Date
		Collateral Warranty	(1) B S F Consulting Engineers Limited (2) Empiric (Canterbury Pavilion Court) Limited	31 August 2016
		Sub-contractor's Warranty	(1) Russell Clarke in business as Clarke Foundations (2) Empiric (Canterbury Pavilion Court) Limited	31 August 2016
12.	Empiric (Exeter Bishop Blackall School) Limited	JCT Design and Build Contract	(1) SAP No 1 Limited and SAP No 2 Limited (2) Morgan Sindall plc	11 November 2013
		Consultant's Deed of Engagement	(1) SAP No 1 Limited and SAP No 2 Limited (2) Stace LLP	11 November 2013
		Consultant's Deed of Engagement	(1) SAP No 1 Limited and SAP No 2 Limited (2) Wilmore Iles Architects Limited	11 November 2013
		Consultant's Deed of Engagement	(1) SAP No 1 Limited and SAP No 2 Limited (2) URS Infrastructure & Environment UK Limited	11 November 2013
		Consultant's Deed of Engagement	(1) SAP No 1 Limited and SAP No 2 Limited (2) Steve Morgan Associates Limited	11 November 2013
13.	Empiric (Portsmouth Kingsway House) Limited	JCT Design and Build Contract	(1) SAP No 1 Limited and SAP No 2 Limited (2) Croft Construction Limited	6 February 2015
		JCT Minor Works Building Contract	(1) SAP No 1 Limited and SAP No 2 Limited (2) Croft Construction Limited	11 November 2013
		JCT Minor Works Building Contract	(1) SAP No 1 Limited and SAP No 2 Limited (2) Croft Construction Limited	7 January 2014

No.	New Chargor	Document	Parties	Date
		Deed of Novation	(1) SAP No 1 Limited and SAP No 2 Limited (2) Wilmore Iles Architects Limited (3) Croft Construction Limited	25 May 2015
		Consultant's Deed of Engagement	(1) SAP No 1 Limited and SAP No 2 Limited (2) Stace LLP	2 November 2015
		Consultant's Deed of Engagement	(1) SAP No 1 Limited and SAP No 2 Limited (2) Steve Morgan Associates Limited	2 November 2015
14.	Empiric (Portsmouth Registry) Limited	JCT Design and Build Contract	(1) REL Portsmouth Limited (2) PMC Construction and Development Services Limited	3 November 2014
		Collateral Warranty	(1) PMC Construction and Development Services Limited (2) Empiric (Portsmouth Registry) Limited	25 September 2015
		RICS Short Form of Consultant's Appointment	(1) REL Portsmouth Limited (2) Currie and Brown UK Limited	25 May 2015
		Collateral Warranty	(1) PLC Architects (2) Empiric (Portsmouth Registry) Limited	25 September 2015
		Collateral Warranty	(1) Hamill Davies Limited (2) Empiric (Portsmouth Registry) Limited	25 September 2015
		Subcontractor's warranty	(1) REL Portsmouth Limited (2) PMC Construction and Development Services Limited (3) A.D Mechanical Services Limited	25 September 2015

No.	New Chargor	Document	Parties	Date
		Subcontractor's warranty	(1) REL Portsmouth Limited (2) PMC Construction and Development Services Limited (3) JA Sanderson Limited	25 September 2015
		Subcontractor's warranty	(1) A.D Mechanical Services Limited (2) Empiric (Portsmouth Registry) Limited	25 September 2015
		Subcontractor's warranty	(1) JA Sanderson Limited (2) Empiric (Portsmouth Registry) Limited	25 September 2015

The New Chargors

Executed as a deed by
Empiric (College Green) Limited
acting by a director in the presence of:

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

.....Emma Magee.....

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Executed as a deed by
Empiric (Edge Apartments) Limited
acting by a director in the presence of:

Director

TIMOTHY LAURENCE
ATTLEE

Signature of witness:

Name of witness:

.....Emma Magee.....

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Executed as a deed by
Empiric (Summit House) Limited
acting by a director in the presence of:

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

.....Emma Magee.....

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Executed as a deed by)
Empiric (Birmingham) Limited)
acting by a director in the presence of:)

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Executed as a deed by Empiric
(Picturehouse Apartments) Limited
acting by a director in the presence of:

Director

TIMOTHY LAURENCE
ATTLEE

Signature of witness:

Name of witness:

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Executed as a deed by)
Empiric (Talbot Studios) Limited)
acting by a director in the presence of:)

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Executed as a deed by)
Empiric (London Road) Limited)
acting by a director in the presence of:)

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

.....Emma Magee.....

Address:

.....Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU
.....

Executed as a deed by)
Empiric (Portsmouth Elm)
Grove Library) Limited)
acting by a director in the presence of:)

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

.....Emma Magee.....

Address:

.....Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU
.....

Executed as a deed by Empiric)
(Leicester Hosiery Factory) Limited)
acting by a director in the presence of:)

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

.....Emma Magee.....

Address:

.....Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU
.....

Executed as a deed by)
Empiric (Leicester Shoe & Boot)
Factory) Limited)
acting by a director in the presence of:)

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Executed as a deed by Empiric)
(Canterbury Pavillion Court) Limited)
acting by a director in the presence of:)

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Executed as a deed by)
Empiric (Exeter Bishop)
Blackall School) Limited)
acting by a director in the presence of:)

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Executed as a deed by)
Empiric (Portsmouth Kingsway)
House) Limited)
acting by a director in the presence of:)

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Executed as a deed by Empiric)
(Portsmouth Registry) Limited)
acting by a director in the presence of:)

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Executed as a deed by)
Empiric (Centro Court) Limited)
acting by a director in the presence of:)

Director

TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

Address:

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Borrower (for itself and as agent for and on behalf of each of the existing Chargors)

Executed as a deed by
Empiric Investments (Five) Limited
acting by a director in the presence of:

)
)
)



TIMOTHY LAURENCE ATTLEE

Signature of witness:

Name of witness:

.....*Emma Magee*.....

Address

.....Gowling WLG (UK) LLP
.....4 More London Riverside
.....London SE1 2AU

.....

Security Agent

Signed for and on behalf of
Lloyds Bank plc

)
)

Borrower (for itself and as agent for and on behalf of each of the existing Chargors)

Executed as a deed by)
Empiric Investments (Five) Limited)
acting by a director in the presence of:)

Signature of witness:

Name of witness:

Address
.....
.....

Security Agent

Signed for and on behalf of
Lloyds Bank plc



DAVIDE POWPITCH