



Registration of a Charge

Company name: **INEOS ENTERPRISES HOLDINGS FINCO II LIMITED**

Company number: **11264542**



X745FZMG

Received for Electronic Filing: **18/04/2018**

Details of Charge

Date of creation: **12/04/2018**

Charge code: **1126 4542 0001**

Persons entitled: **NATIONAL WESTMINSTER BANK PLC (AS SECURITY AGENT)**

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:

PINSENT MASONS LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 11264542

Charge code: 1126 4542 0001

The Registrar of Companies for England and Wales hereby certifies that a charge dated 12th April 2018 and created by INEOS ENTERPRISES HOLDINGS FINCO II LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 18th April 2018 .

Given at Companies House, Cardiff on 20th April 2018

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

DEED OF ACCESSION TO ENGLISH LAW DEBENTURE

THIS DEED is made on **12 APRIL 2018**

BETWEEN:-

- (1) Those entities listed in Schedule 1 (together the "New Chargors" and each a "New Chargor");
- (2) **INEOS Enterprises Holdings Limited** (registered company number: 09328837) (the "Company") for itself and as agent for and on behalf of each of the other Chargors (as defined in the Debenture referred to below); and
- (3) **National Westminster Bank plc** as the Security Agent.

INTRODUCTION

- (A) The New Chargors are, or will on the date of this Deed become, a Subsidiary of the Company.
- (B) This Deed is supplemental to a deed dated **9 APRIL 2018** (as supplemented and amended from time to time, the "Debenture") between, among others, the Company, each of the companies named in the Debenture as Chargors, and National Westminster Bank plc as agent and trustee for the Secured Parties.
- (C) The New Chargors at the request of the Company and in consideration of the Secured Parties making or continuing to make facilities available to the Company or any other member of its group have agreed to enter into this Deed and become a Chargor under the Debenture.

IT IS AGREED as follows:-

1. DEFINITIONS AND INTERPRETATION

- 1.1 Terms defined in the Debenture have the same meaning in this Deed.
- 1.2 The principles of interpretation set out in Clause 1.3 of the Debenture apply to this Deed insofar as they are relevant to it, as they apply to the Debenture.

2. ACCESSION

The New Chargors agree to become a party to and to be bound by the terms of the Debenture with immediate effect and so that the Debenture shall be read and construed for all purposes as if the New Chargors had been an original party to it as Chargors.

3. SECURITY

The New Chargors (in respect of any Swiss Chargor, subject to clause 24.6.5 of the Debenture) mortgage, charge and assign to the Security Agent, as agent and trustee for the Secured Parties, all its business, undertaking and assets on the terms of Clause 3 of the Debenture, provided that:-

- 3.1 the Land charged by way of legal mortgage shall be the Land referred to in Schedule 2 (*Land*);
- 3.2 the Shares mortgaged or (if or to the extent that the mortgage does not take effect as a mortgage) charged shall include the Shares referred to in Schedule 3 (*Shares*);

- 3.3 the Assigned Insurances assigned shall include the Assigned Insurances referred to in Schedule 4 (*Assigned Insurances*);
- 3.4 the Assigned Contracts assigned shall include the Assigned Contracts referred to in Schedule 5 (*Assigned Contracts*);
- 3.5 the Assigned Accounts assigned shall include the Assigned Accounts referred to in Schedule 6 (*Assigned Accounts*);
- 3.6 the Charged Accounts charged by way of fixed charge shall include those referred to in Schedule 7 (*Charged Accounts*); and
- 3.7 the Charged Hedging Agreements charged by way of fixed charge shall include those referred to in Schedule 8 (*Charged Hedging Agreements*).

4. CONSENT OF EXISTING CHARGORS

The Company by its execution of this Deed confirms the consent of the existing Chargors to the terms of this Deed and their agreement that this Deed will in no way prejudice or affect their obligations under, or the covenants they have given, or the Security created by, the Debenture.

5. EFFECT ON DEBENTURE

- 5.1 The Debenture and this Deed shall be read and construed as one document so that references in the Debenture to "this Deed", "herein", and similar phrases will be deemed to include this Deed.
- 5.2 For the purposes of this Deed and the Debenture and with effect from the date of this Deed, the property and assets of the New Chargors mortgaged, charged or assigned to the Security Agent (whether by way of legal mortgage, assignment or fixed or floating charge) by or pursuant to this Deed shall form part of the Secured Assets and references in the Debenture to the Security created by or pursuant to the Debenture will be deemed to include the Security created by or pursuant to this Deed.

6. GOVERNING LAW

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

EXECUTED AS A DEED AND DELIVERED on the date set out at the beginning of this Deed.

SCHEDULE 1
THE NEW CHARGORS

Company	Registered number
INEOS Enterprises Holdings Finco II Limited	11264542
INEOS Enterprises Group Limited	4687714
INEOS Calabrian Holdings Limited	10651224
INEOS Compounds Holdings Limited	8650822
INEOS Chlorotoluenes Limited	8222822
INEOS Compounds Aycliffe Limited	8651343
INEOS Calabrian Canada Holdings Limited	10654440
INEOS Solvents Ethanol Limited	09728620
INEOS Solvents UK Limited	09724714
INEOS Paraform Holdings Limited	05293217
INEOS Paraform Limited	04482032
INEOS Melamines Holdings UK Limited	11267393
Keuper Gas Storage Limited	8850140
INEOS Enterprises Group Holdings (Jersey) Ltd	98812
INEOS Solvents SA	CHE-426.453.090

SCHEDULE 2

LAND

Title number	Description	Chargor
CH598932	Enterprises House, Runcorn Site HQ, South Parade, Runcorn, Cheshire, WA7 4JE	INEOS Enterprises Group Limited
CH352146	The freehold property known as Weston Point Salt Works, Mersey View, Weston Point, Runcorn	INEOS Enterprises Group Limited

SCHEDULE 3

SHARES

Name of Company	Description and Number of Shares	Name of Shareholder
INEOS Calabrian Canada Holdings Limited	1 Ordinary share of £1.00 each	INEOS Calabrian Holdings Limited
INEOS Calabrian Holdings Limited	9,290 Ordinary shares of £0.01 each	INEOS Enterprises Holdings Limited
INEOS Chlorotoluenes Limited	11,040 Ordinary 1P shares of £0.01 each	INEOS Enterprises Holdings Limited
INEOS Compounds Aycliffe Limited	10,000 Ordinary shares of £0.01 each	INEOS Compounds Holdings Limited
INEOS Compounds Holdings Limited	18,580 Ordinary shares of £0.01 each	INEOS Enterprises Holdings Limited
INEOS Enterprises Group Limited	187,060 Ordinary shares of £0.01 each	INEOS Enterprises Group Holdings (Jersey) Limited
INEOS Enterprises Holdings Finco II Limited	1 Ordinary share of £1.00 each	INEOS Enterprises Holdings Finco Limited
INEOS Enterprises Holdings Finco Limited	1 Ordinary share of £1.00 each	INEOS Enterprises Holdings Limited
INEOS Enterprises Holdings Limited	1 Ordinary share of £1.00 each	INEOS AG
INEOS Melamines Holdings UK Limited	1 Ordinary share of £1.00 each	INEOS Enterprises Holdings Limited
INEOS Paraform Limited	10,010 Ordinary 1P shares of £0.01 each	INEOS Paraform Holdings Limited
INEOS Paraform Holdings Limited	36,266 Business Tracker shares of £0.01 each 40,635 2004 Business Tracker shares of £0.01 each 8,415 Ordinary shares of £0.01 each	INEOS Enterprises Holdings Limited
INEOS Solvents Ethanol Limited	1 Ordinary share of £1.00 each	INEOS Enterprises Holdings Limited
INEOS Solvents UK Limited	1 Ordinary share of £1.00 each	INEOS Solvents SA
Keuper Gas Storage Limited	100 Ordinary shares of £1.00 each	INEOS Enterprises Group Limited

SCHEDULE 4
ASSIGNED INSURANCES

Insurance	Insurer	Policy Number
Property Damage & Business Interruption	AIG Europe	112063J17
Third Party Liability	AIG Europe	B080126208G17
Construction All Risk Insurance	HDI Global SE	B080113759C17
Marine Cargo and Protection & Indemnity	Allianz Global Corporate & Specialty	B080115580M17
Protection & Indemnity	UK P&I Club	0000437410
Directors' & Officers' Liability, Employment Practice Liability and Pension Trustee Liability	AIG Europe	B08022376P17
Business Travel	AIG Europe	9.600.452

SCHEDULE 5
ASSIGNED CONTRACTS

Left intentionally blank

SCHEDULE 6
ASSIGNED ACCOUNTS

Name of chargor	Bank or financial institution	IBAN	Swift	Account number	Sort code
Ineos Chlorotoluenes Ltd	ING				
Ineos Chlorotoluenes Ltd	ING				
Ineos Chlorotoluenes Ltd	ING				
Ineos Chlorotoluenes Ltd	ING				
Ineos Enterprises Group Limited	Barclays				
Ineos Enterprises Group Limited	Barclays				
Ineos Enterprises Group Limited	Barclays				
Ineos Enterprises Group Limited	Barclays				
Ineos Enterprises Group Limited - Salt Division	Barclays				
Ineos Enterprises Group Limited - Salt Division	Barclays				
Ineos Enterprises Group Limited - Salt Division	Barclays				
Ineos Enterprises Group Limited - Sulphur Division	Barclays				
Ineos Enterprises Group Limited - Sulphur Division	Barclays				
Ineos Enterprises Group Limited - Esters Division	Barclays				
Ineos Enterprises Group Limited - Esters Division	Barclays				
Keuper Gas Storage Limited	Barclays				
Keuper Gas Storage Limited	Barclays				

SCHEDULE 7
CHARGED ACCOUNTS

Name of chargor	Bank or financial institution	IBAN	Swift	Account number	Sort code
Ineos Compounds Aycliffe Limited	RBS				
Ineos Compounds Aycliffe Limited	RBS				
Ineos Compounds Aycliffe Limited	RBS				
Ineos Compounds Aycliffe Limited	RBS				
Ineos Compounds Aycliffe Limited	RBS				
Ineos Enterprises Group Ltd - Central	Natwest/ RBS				
Ineos Enterprises Group Ltd - Central	Natwest/ RBS				
Ineos Enterprises Group Ltd - Central	Natwest/ RBS				
Ineos Enterprises Group Ltd - Salt	Natwest/ RBS				
Ineos Enterprises Group Ltd - Salt	Natwest/ RBS				
Ineos Enterprises Group Ltd - Salt	Natwest/ RBS				
Ineos Enterprises Group Ltd - Sulphur	Natwest/ RBS				
Ineos Enterprises Group Ltd - Sulphur	Natwest/ RBS				
Ineos Enterprises Group Ltd - Sulphur	Natwest/ RBS				
Ineos Enterprises Group Ltd - Esters	Natwest/ RBS				
Ineos Enterprises Group Ltd - Esters	Natwest/ RBS				
Ineos Enterprises Group Ltd - Esters	Natwest/ RBS				

SCHEDULE 8
CHARGED HEDGING AGREEMENTS

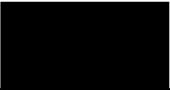
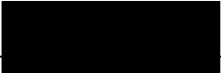
Left intentionally blank

SIGNATURE PAGES TO THE DEED OF ACCESSION TO ENGLISH LAW DEBENTURE

The New Chargors

EXECUTED AS A DEED

By: INEOS ENTERPRISES HOLDINGS FINCO II LIMITED

	Signature of Director
ANTHONY WHITE	Name of Director
in the presence of	
	Signature of witness
EMILY TYE	Name of witness
DLA Piper UK LLP	Address of witness
1 St. Peter's Square	
Manchester	
M2 3DE	
LEGAL ASSISTANT	Occupation of witness

EXECUTED AS A DEED

By: INEOS ENTERPRISES GROUP LIMITED

	Signature of Director
ANTHONY WHITE	Name of Director
in the presence of	
	Signature of witness
EMILY TYE	Name of witness
DLA Piper UK LLP	Address of witness
1 St. Peter's Square	
Manchester	
M2 3DE	
LEGAL ASSISTANT	Occupation of witness

EXECUTED AS A DEED

By: INEOS CALABRIAN HOLDINGS LIMITED



ANTHONY WHITE

Signature of Director
Name of Director

in the presence of



EMILY TYE

DLA Piper UK LLP

1 St. Peter's Square

Manchester

M2 3DE

LEGAL ASSISTANT

Signature of witness
Name of witness
Address of witness
Occupation of witness

EXECUTED AS A DEED

By: INEOS COMPOUNDS HOLDINGS LIMITED



ANTHONY WHITE

Signature of Director
Name of Director

in the presence of



EMILY TYE

DLA Piper UK LLP

1 St. Peter's Square

Manchester

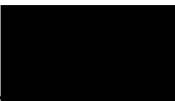
M2 3DE

LEGAL ASSISTANT

Signature of witness
Name of witness
Address of witness
Occupation of witness

EXECUTED AS A DEED

By: INEOS CHLOROTOLUENES LIMITED

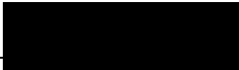


Signature of Director

ANTHONY WHITE

Name of Director

in the presence of



Signature of witness

EMILY TYE

Name of witness

DLA Piper UK LLP

Address of witness

1 St. Peter's Square

Manchester

M2 3DE

LEGAL ASSISTANT

Occupation of witness

EXECUTED AS A DEED

By: INEOS COMPOUNDS AYCLIFFE LIMITED



Signature of Director

ANTHONY WHITE

Name of Director

in the presence of



Signature of witness

EMILY TYE

Name of witness

DLA Piper UK LLP

Address of witness

1 St. Peter's Square

Manchester

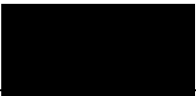
M2 3DE

LEGAL ASSISTANT

Occupation of witness

EXECUTED AS A DEED

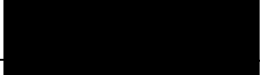
By: INEOS CALABRIAN CANADA HOLDINGS LIMITED



 ANTHONY WHITE

 Signature of Director
 Name of Director

in the presence of



 EMILY TYE

DLA Piper UK LLP

1 St. Peter's Square

Manchester

M2 3DE

 LEGAL ASSISTANT

 Signature of witness
 Name of witness
 Address of witness
 Occupation of witness

EXECUTED AS A DEED

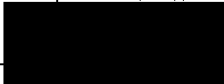
By: INEOS SOLVENTS ETHANOL LIMITED



 ANTHONY WHITE

 Signature of Director
 Name of Director

in the presence of



 EMILY TYE

DLA Piper UK LLP

1 St. Peter's Square

Manchester

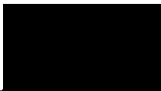
M2 3DE

 LEGAL ASSISTANT

 Signature of witness
 Name of witness
 Address of witness
 Occupation of witness

EXECUTED AS A DEED

By: INEOS SOLVENTS UK LIMITED



ANTHONY WHITE

Signature of Director

Name of Director

in the presence of



EMILY TYE

Signature of witness

Name of witness

DLA Piper UK LLP
1 St. Peter's Square
Manchester
M2 3DE

Address of witness

LEGAL ASSISTANT

Occupation of witness

EXECUTED AS A DEED

By: INEOS PARAFORM HOLDINGS LIMITED



ANTHONY WHITE

Signature of Director

Name of Director

in the presence of



EMILY TYE

Signature of witness

Name of witness

DLA Piper UK LLP
1 St. Peter's Square
Manchester
M2 3DE

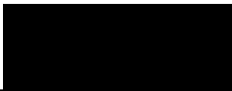
Address of witness

LEGAL ASSISTANT

Occupation of witness

EXECUTED AS A DEED

By: INEOS PARAFORM LIMITED



 ANTHONY WHITE

Signature of Director

Name of Director

in the presence of



 EMILY TYE

DLA Piper UK LLP
1 St. Peter's Square
Manchester
M2 3DE

 LEGAL ASSISTANT

Signature of witness

Name of witness

Address of witness

Occupation of witness

EXECUTED AS A DEED

By: INEOS MELAMINES HOLDINGS UK LIMITED

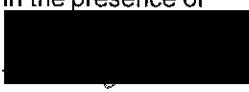


 ANTHONY WHITE

Signature of Director

Name of Director

in the presence of



 EMILY TYE

DLA Piper UK LLP
1 St. Peter's Square
Manchester
M2 3DE

 LEGAL ASSISTANT

Signature of witness

Name of witness

Address of witness

Occupation of witness

EXECUTED AS A DEED

By: KEUPER GAS STORAGE LIMITED



Signature of Director

ANTHONY WHITE

Name of Director

in the presence of



Signature of witness

EMILY TYE

Name of witness

DLA Piper UK LLP

Address of witness

1 St. Peter's Square

Manchester

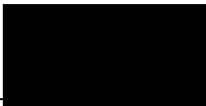
M2 3DE

LEGAL ASSISTANT

Occupation of witness

EXECUTED AS A DEED

By: INEOS ENTERPRISES GROUP HOLDINGS (JERSEY) LIMITED



Signature of Director

ANTHONY WHITE

Name of Director

in the presence of



Signature of witness

EMILY TYE

Name of witness

DLA Piper UK LLP

Address of witness

1 St. Peter's Square

Manchester

M2 3DE

LEGAL ASSISTANT

Occupation of witness

EXECUTED AS A DEED

By: INEOS SOLVENTS SA

Signature of Authorised Signatory

Name of Authorised Signatory

The Company

EXECUTED AS A DEED

By: INEOS ENTERPRISES HOLDINGS LIMITED

Signature of Director

ANTHONY WHITE

Name of Director

in the presence of

Signature of witness

EMILY TYE

Name of witness

DLA Piper UK LLP

Address of witness

1 St. Peter's Square

Manchester

M2 3DE

LEGAL ASSISTANT

Occupation of witness

The Security Agent

NATIONAL WESTMINSTER BANK PLC

By:

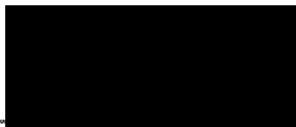
Address:

Fax:

Attention:

EXECUTED AS A DEED

By: **INEOS SOLVENTS SA**



Signature of Authorised Signatory

WOLF HAENEL

Name of Authorised Signatory

The Company

EXECUTED AS A DEED

By: **INEOS ENTERPRISES HOLDINGS LIMITED**

Signature of Director

Name of Director

in the presence of

Signature of witness

Name of witness

Address of witness

Occupation of witness

The Security Agent

NATIONAL WESTMINSTER BANK PLC

By:

Address:

Fax:

Attention:

EXECUTED AS A DEED

By: **INEOS SOLVENTS SA**

Signature of Authorised Signatory

Name of Authorised Signatory

The Company

EXECUTED AS A DEED

By: **INEOS ENTERPRISES HOLDINGS LIMITED**

Signature of Director

Name of Director

in the presence of

Signature of witness

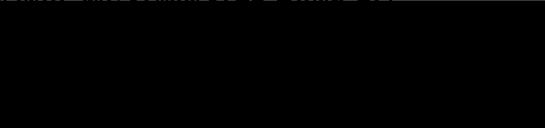
Name of witness

Address of witness

Occupation of witness

The Security Agent

NATIONAL WESTMINSTER BANK PLC

By: 

Address: 

Fax:

Attention: