



Registration of a Charge

Company name: **TRUST PAYMENTS LTD**

Company number: **11976895**



X861VNQP

Received for Electronic Filing: **23/05/2019**

Details of Charge

Date of creation: **08/05/2019**

Charge code: **1197 6895 0001**

Persons entitled: **GLAS TRUST CORPORATION LIMITED (AS SECURITY AGENT FOR THE SECURED PARTIES (EACH AS DEFINED IN THE INSTRUMENT))**

Brief description: **THE INTELLECTUAL PROPERTY AS LISTED AGAINST THE NAME OF THE COMPANY AT PART D OF SCHEDULE 2 OF THE INSTRUMENT INCLUDING, WITHOUT LIMITATION, THE TRADE MARKS WITH TM NUMBERS 1221827 AND 3756314 AND THE PATENTS WITH REGISTRATION NUMBERS PI0710981-4 AND PI0919767-2. FORM MORE INFORMATION, PLEASE REFER TO THE INSTRUMENT.**

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: **DECHERT LLP**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 11976895

Charge code: 1197 6895 0001

The Registrar of Companies for England and Wales hereby certifies that a charge dated 8th May 2019 and created by TRUST PAYMENTS LTD was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 23rd May 2019 .

Given at Companies House, Cardiff on 24th May 2019

The above information was communicated by electronic means and authenticated
by the Registrar of Companies under section 1115 of the Companies Act 2006

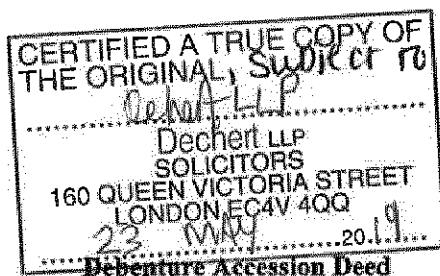


Companies House



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

EXECUTION VERSION



the material redacted pursuant to s859G of the Companies Act 2006

THIS ACCESSION DEED is made on

8 May 2019

BETWEEN

- (1) EACH COMPANY LISTED IN SCHEDULE 1 (each an "Acceding Company"); and
- (3) GLAS TRUST CORPORATION LIMITED (as Security Agent for the Secured Parties (as defined below)) (the "Security Agent").

BACKGROUND

This Accession Deed is supplemental to a debenture dated 17 November 2017 and made between (1) the companies listed in Schedule 1 thereto as Originalchargors and (2) the Security Agent (the "Debenture").

IT IS AGREED:

1. BACKGROUND

- (a) Pursuant to a deed of novation dated 8 May 2019:
 - (i) Trust Payments Holdings Ltd assumed all of the obligations and liabilities of UG Group Ltd under the Finance Documents and became a party to the Facilities Agreement as a Guarantor and agreed to fulfil the role of Parent under the Finance Documents; and
 - (ii) Trust Payments Ltd assumed all of the obligations and liabilities of Securetrading Group Ltd under the Finance Documents and became a party to the Facilities Agreement as a Borrower and a Guarantor.

2. DEFINITIONS AND INTERPRETATION

(a) Definitions

Terms defined in, or construed for the purposes of, the Debenture have the same meanings when used in this Accession Deed including the recital to this Accession Deed (unless otherwise defined in this Accession Deed).

(b) Construction

Clause 1.2 (*Interpretation*) of the Debenture applies with any necessary changes to this Accession Deed as if it were set out in full in this Accession Deed.

3. ACCESSION OF THE ACCEDING COMPANY

(a) Accession

Each Acceding Company:

- (i) unconditionally and irrevocably undertakes to and agrees with the Security Agent to observe and be bound by the Debenture; and
- (ii) creates and grants at the date of this Deed the charges, mortgages, assignments and other security which are stated to be created or granted by the Debenture,

as if it had been an original party to the Debenture as one of the Chargors.

(b) Covenant to pay

Without prejudice to the generality of Clause 2(a) (*Accession*), each Acceding Company (jointly and severally with the other Chargors and each other Acceding Company), covenants and undertakes in the terms set out in Clause 2 (*Covenant to pay*) of the Debenture.

(c) Charge and assignment

Without prejudice to the generality of Clause 2(a) (*Accession*), each Acceding Company with full title guarantee charges and assigns (and agrees to charge and assign) to the Security Agent for the payment and discharge of the Secured Obligations, all its right, title and interest in and to the property, assets and undertaking owned by it or in which it has an interest, on the terms set out in Clauses 3 (*Grant of security*), 4 (*Fixed security*) and 5 (*Floating charge*) of the Debenture including (without limiting the generality of the foregoing):

- (i) by way of first legal mortgage all the Real Property in England and Wales (if any) vested in or charged to the Acceding Company (including, without limitation, the property specified against its name in Part A of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any));
- (ii) by way of first fixed charge:
 - (A) all the Charged Securities (including, without limitation, those specified against its name in Part B of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any)); together with
 - (B) all Related Rights from time to time accruing to them;
- (iii) by way of first fixed charge each of its Cash Collateral and Collection Accounts and its other accounts with any bank or financial institution at any time (including, without limitation, those specified against its name in Part C of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*)) and all monies at any time standing to the credit of such accounts;
- (iv) by way of first fixed charge all Intellectual Property (including, without limitation, the Intellectual Property specified against its name in Part D of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any));
- (v) by way of absolute assignment the Relevant Contracts (including, without limitation, those specified against its name in Part E of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any)), all rights and remedies in connection with the Relevant Contracts and all proceeds and claims arising from them;
- (vi) by way of absolute assignment the Insurances (including, without limitation, those specified against its name in Part F of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) (if any)), all claims under the Insurances and all proceeds of the Insurances; and

- (vii) by way of first floating charge all of its present and future assets and undertaking (wherever located) not otherwise effectively charged by way of fixed mortgage or charge or assigned pursuant to Clause 3 or Clause 4 of the Debenture or this clause 2(c) or any other provision of the Debenture.

(d) Representations

Each Acceding Company makes the representations and warranties set out in this paragraph (d) to the Security Agent and to each other Secured Party as at the date of this Accession Deed:

- (i) each Acceding Company is the sole legal and beneficial owner of all of the Security Assets identified against its name in Schedule 2 (*Details of Security Assets owned by the Acceding Companies*);
- (ii) the Charged Securities listed in Part B of Schedule 2 to the Accession Deed (*Details of Security Assets owned by the Acceding Companies*) constitute the entire share capital owned by each Acceding Company in the relevant company and constitute the entire share capital of each such company; and
- (iii) Part A of Schedule 2 (*Details of Security Assets owned by the Acceding Companies*) identifies all Real Property in England and Wales which is beneficially owned by each Acceding Company at the date of this Deed.

(e) Consent

- (i) To the extent required under the terms Debenture, Trust Payments Holdings Ltd execution of this Accession Deed shall also be deemed to constitute execution of the same by it in its capacity as Parent.
- (ii) Pursuant to Clause 23.2 (*Accession Deed*) of the Debenture, Trust Payments Holdings Ltd in its capacity as the Parent (as agent for itself and the existing Chargors):
 - (A) consents to the accession of each Acceding Company to the Debenture on the terms of this Accession Deed; and
 - (B) agrees that the Debenture shall, after the date of this Accession Deed, be read and construed as if each Acceding Company had been named in the Debenture as a Chargor.

4. CONSTRUCTION OF DEBENTURE

This Accession Deed shall be read as one with the Debenture so that all references in the Debenture to "*this Deed*" and similar expressions shall include references to this Accession Deed.

5. THIRD PARTY RIGHTS

Save as expressly provided to the contrary in the Debenture, a person who is not a party to this Accession Deed has no right under the Contracts (Rights of Third Parties) Act 1999 or otherwise to enforce or enjoy the benefit of any term of this Accession Deed.

6. NOTICE DETAILS

Notice details for each Acceding Company are those identified with its name below.

7. COUNTERPARTS

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

8. GOVERNING LAW

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

IN WITNESS of which this Accession Deed has been duly executed by each Acceding Company and the Parent as a deed and duly executed by the Security Agent and has been delivered on the first date specified on page 1 of this Accession Deed by each Acceding Company and the Parent.

SCHEDULE 1 TO THE ACCESSION DEED

The Acceding Companies

Company name	Registered number	Registered office
Trust Payments Ltd	11976895	4 th Floor, Reading Bridge House, George Street, Reading, Berkshire RG1 8LS
Trust Payments Holdings Ltd	11976726	4 th Floor, Reading Bridge House, George Street, Reading, Berkshire RG1 8LS

SCHEDULE 2 TO THE ACCESSION DEED

Details of Security Assets owned by the Acceding Companies

Part A Real Property

Registered land			
Acceding Company	Address	Administrative Area	Title number
None as at the date of this Deed.			
Unregistered land			
Acceding Company	Address	Document describing the Real Property	
		Date	Document
None as at the date of this Deed.			




Part B Charged Securities

Acceding Company	Name of company in which shares are held	Class of shares held	Number of shares held	Issued share capital
Trust Payments Holdings Ltd	Trust Payments Ltd	Ordinary of £1 each	100	£100
Trust Payments Ltd	Securetrading Ltd	Ordinary of £0.00001 each	86,009,999	£8,600.9999

Part C Charged Accounts

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address and sort code
None as at the date of this Deed.			

Part D Intellectual Property

Part D1 - Trade marks				
Proprietor/ADP number	TM number	Jurisdiction/apparent status	Classes	Mark text
Trust Payments Ltd	1221827	Int'l (designating EU, US)	9, 36, 42	
Trust Payments Ltd	3756314	US	9, 36	SECURETRADING
Trust Payments Ltd	3021120	UK	9, 36, 42	
Trust Payments Ltd	10161867	EU	9, 36, 42	SECURETRADING
Trust Payments Ltd	2397179	UK	9, 36, 42	SECURETRADING
Trust Payments Ltd	1666784-00	Canada	9, 36	

Part D2 - Patents						
Proprietor	Patent title	Territory	Filing Date	Status	Registration No./ Application No.	Patent/ Publication No.
Trust Payments Ltd	Systems And Methods For Conducting Financial Transactions Over A Network	BR	25/04/2007	Dead	PI0710981-4	PI 0710981-4 A2
Trust Payments Ltd	Processing Transactions With Online Merchants	BR	23/10/2009	Pending	PI0919767-2	PI 0919767-2 A2
Trust Payments Ltd	Systems And Methods For Registration, Validation, And Monitoring Of Users Over Multiple Websites	BR	31/05/2012	Published	1120130307 77-3	BR 1120130307 77-3 A2

Part D2 - Patents						
Proprietor	Patent title	Territory	Filing Date	Status	Registration No./ Application No.	Patent / Publication No.
Trust Payments Ltd	Processing Transactions With Online Merchants	CA	23/10/2009	Pending	2741408	2741408 A1
Trust Payments Ltd	Systems And Methods For Registration, Validation, And Monitoring Of Users Over Multiple Websites	CA	31/05/2012	Published	2837204	2837204 A1
Trust Payments Ltd	Systems And Methods For Conducting Financial Transactions Over A Network	CN	25/04/2007	Abandoned	200780023244.X	101490704A
Trust Payments Ltd	Processing Transactions With Online Merchants	CN	23/10/2009	Issued	200980152274.X	ZL200980152274.X
Trust Payments Ltd	Systems And Methods For Registration, Validation, And Monitoring Of Users Over Multiple Websites	CN	31/05/2012	Issued	201280035605.3	ZL201280035605.3
Trust Payments Ltd	Verfahren Und Vorrichtungen Zur Registrierung, Validierung Und Beobachtung Von Gebraucher Auf Mehreren Websites	DE	31/05/2012	Pending / in force	60 2012 051 253.9	2716024 (EP)
Trust Payments Ltd	Systems And Methods For Conducting Financial Transactions Over A Network	EP	25/04/2007	Published	773250.4	1941438 A2

Part D2 - Patents						
Proprietor	Patent title	Territory	Filing Date	Status	Registration No./ Application No.	Patent / Publication No.
Trust Payments Ltd	Conducting Financial Transactions Over A Network	EP	25/04/2007	Request for examination was made	11169023.6	2365468 A1
Trust Payments Ltd	Systems And Methods For Processing Transactions With Online Merchants	EP	23/10/2009	Expired	PCT/GB2009/002532	WO/2010/046659
Trust Payments Ltd	Systems And Methods For Registration, Validation, And Monitoring Of Users Over Multiple Websites	EP	31/05/2012	Published	12729265.4	2716024 A2
Trust Payments Ltd	Systeme Und Verfahren Zur Verwaltung Von Rückbuchungsanfragen	EP	31/05/2012	Pending / in force	18193249.2	3439267
Trust Payments Ltd	Systems And Methods For Conducting Financial Transactions Over A Network	HK	25/04/2007	Pending	08108656.0	1113003 A
Trust Payments Ltd	Processing Transactions With Online Merchants	HK	28/03/2012	Issued	12103119.6	1162734 B
Trust Payments Ltd	Systems And Methods For Conducting Financial Transactions Over A Network	HK	14/01/2010	Pending	10100433.3	1133485 A
Trust Payments Ltd	Conducting Financial Transactions Over A Network	HK	14/01/2010	Pending	12102545.2	1163307 A

Part D2 - Patents						
Proprietor	Patent title	Territory	Filing Date	Status	Registration No./ Application No.	Patent/ Publication No.
Trust Payments Ltd	Systems And Methods For Registration, Validation, And Monitoring Of Users Over Multiple Websites	HK	28/05/2014	Published	14105026.1	1192086 A
Trust Payments Ltd	Systems And Methods For Conducting Financial Transactions Over A Network	JP	25/04/2007	Abandoned	2009-507154	2009-541818
Trust Payments Ltd	Systems And Methods For Determining Taxes owed for Financial Transactions Conducted Over A Network	JP	17/04/2012	Issued	2012-094096	5592428
Trust Payments Ltd	Processing Transactions With Online Merchants	JP	23/10/2009	Issued	2011-532713	5663487
Trust Payments Ltd	オンライン販売業者と取引を処理するシステム及び方法	JP	23/10/2009	Issued	2011-532713	506587
Trust Payments Ltd	Systems And Methods For Registration, Validation, And Monitoring Of Users Over Multiple Websites	JP	31/05/2012	Issued	2014-513705	6018186
Trust Payments Ltd	Systems And Methods For Performing Financial Transactions	JP	17/04/2012	Published	2012-168971	2012-094096

Part D2 - Patents						
Proprietor	Patent title	Territory	Filing Date	Status	Registration No./ Application No.	Patent / Publication No.
	Conducted Over Network					
Trust Payments Ltd	複数のウェブサイトにかかるユーザの登録、有効性確認、及び監視のシステム及び方法	JP	21/08/2014	Issued	2014-0513705	2014-520320
Trust Payments Ltd	Systems And Methods For Registration, Validation And Monitoring Of Users Over Multiple Websites	JP	28/09/2016	Published	2016-0189261	2017-076379
Trust Payments Ltd	複数のウェブサイトにかかるユーザの登録、有効性確認、及び監視のシステム及び方法	JP	28/09/2016	Published	2016-0189261	6235673
Trust Payments Ltd	Systems And Methods For Registering, Checking Validity Of And Supervising Users Across Multiple Websites	JP	25/10/2017	Published	2017-0206530	2018-049641
Trust Payments Ltd	複数のウェブサイトにかかるユーザの登録、有効性確認、及び監視のシステム及び方法	JP	25/10/2017	Pending	2017-0206530	6420445
Trust Payments Ltd	複数のウェブサイトにかかるユーザの登録、有効性確認、及び監視のシステム及び方法	JP	05/10/2018	Pending	2018-0189701	2019-032868

Part D2 - Patents						
Proprietor	Patent title	Territory	Filing Date	Status	Registration No./ Application No.	Patent / Publication No.
Trust Payments Ltd	Structural Improvement of Automobile Windshield Changer	TW	01/09/1995	Expired	083208290	256177
Trust Payments Ltd	Eye Flusher	TW	01/02/2005	Expired	093206197	M256177
Trust Payments Ltd	Temperature Display	TW	01/02/2006	Expired	094218617	M286926
Trust Payments Ltd	Systems And Methods For Providing Financial Transactions Over A Network	US	25/04/2006	Expired	60/745561	N/A
Trust Payments Ltd	Systems And Methods For Determining Taxes Owed For Financial Transactions Conducted Over A Network	US	12/12/2006	Issued	11/609775	2007-0250392
Trust Payments Ltd	Systems And Methods For Identifying Potentially Fraudulent Financial Transactions And Compulsive Spending Behaviour	US	12/12/2006	Abandoned	11/609785	2008-0040275
Trust Payments Ltd	Systems And Methods For Funding Payback Requests For Financial Transactions	US	12/12/2006	Issued	11/609779	2007-0250440
Trust Payments Ltd	Systems And Methods For Determining Regulations Governing	US	12/12/2006	Abandoned	11/609792	2007-0250441 A1

Part D2 - Patents						
Proprietor	Patent title	Territory	Filing Date	Status	Registration No./ Application No.	Patent / Publication No.
	Financial Transactions Conducted Over A Network					
Trust Payments Ltd	Financial Transactions Systems And Methods	US	24/10/2008	Abandoned	12/257883	2010-0106611 A1
Trust Payments Ltd	Systems And Methods For Registration And Validation Of Users Over Multiple Websites	US	03/06/2011	Expired	61/520164	N/A
Trust Payments Ltd	Systems And Methods For Applying A Unique User Identifier Across Multiple Websites	US	31/05/2012	Abandoned	13/485215	2012-0310829 A1
Trust Payments Ltd	Systems And Methods For Establishing And Enforcing User Exclusion Criteria Across Multiple Websites	US	31/05/2012	Pending	13/485220	2012-0311151 A1
Trust Payments Ltd	Systems And Methods For Clearing And Settling Transaction Activity	US	31/05/2012	Abandoned	13/485261	2012-0310778 A1
Trust Payments Ltd	Systems And Methods For Monitoring Compulsive Behaviour And For Identifying Early Warning Indicators Across Multiple Websites	US	31/05/2012	Pending – Notice of Appeal Filed	13/485228	2012-0310702 A1

Part D2 - Patents						
Proprietor	Patent title	Territory	Filing Date	Status	Registration No./ Application No.	Patent / Publication No.
Trust Payments Ltd	Systems And Methods For Registering A User Across Multiple Websites	US	31/05/2012	Issued	13/485252	2012-0311684
Trust Payments Ltd	Systems And Methods For Validating Transaction Activity With At Least One Session Identifier	US	31/05/2012	Abandoned	13/485223	2012-0311162 A1
Trust Payments Ltd	Systems And Methods For Managing Chargeback Requests	US	31/05/2012	On Appeal – Awaiting Decision by the Board of Appeals	13/485240	2012-0310830
Trust Payments Ltd	Systems And Methods For Conducting Financial Transactions Over A Network	WO	25/04/2007	Expired	PCT/GB2007/001513	WO/2007/125316
Trust Payments Ltd	Systems And Methods For Registration, Validation, And Monitoring Of Users Over Multiple Websites	WO	31/05/2012	Expired	PCT/US2012/040241	WO/2012/166944

Part E Relevant Contracts

Acceding Company	Date of Relevant Contract	Parties	Details of Relevant Contract
None as at the date of this Deed.			

Part F Insurances

Acceding Company	Insurer	Policy number
Trust Payments Ltd	Marsh Delta (Allianz)	12727640
Trust Payments Ltd	Chubb	82263236H
Trust Payments Ltd	Lloyds	ESG07314603

EXECUTION PAGES OF THE ACCESSION DEED

THE ACCEDING COMPANIES

Executed as a deed, but not delivered until the first)
date specified on page 1, by **TRUST**)
PAYMENTS LTD acting by:)

Director

Name: Jakob Lindquist

Witness signature

Witness name:

George Velikov

Witness address:

Address: 4th Floor, Reading Bridge House, George
Street, Reading, Berkshire RG1 8LS

Attention: The Directors

Executed as a deed, but not delivered until the first)
date specified on page 1, by **TRUST**)
PAYMENTS HOLDINGS LTD acting by:)

Director

Name: Jakob Lindquist

Witness signature

Witness name:

George Velikov

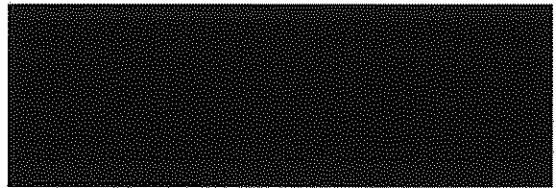
Witness address:

Address: 4th Floor, Reading Bridge House, George
Street, Reading, Berkshire RG1 8LS

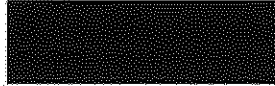
Attention: The Directors

THE PARENT

Executed as a deed, but not delivered until the first date specified on page 1, by **TRUST PAYMENTS HOLDINGS LTD** acting by: Jakob Lindquist, Director



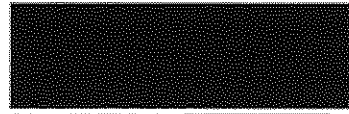
Witness signature



Witness name:

George Velikov

Witness address:



Address: 4th Floor, Reading Bridge House, George Street, Reading, Berkshire RG1 8LS

Attention: The Directors

THE SECURITY AGENT

Signed by Juliette Challenger for and)
on behalf of **GLAS TRUST**)
CORPORATION LIMITED:)

Signature



Address: 45 Ludgate Hill, London, EC4M 7JU

Fax: +44 (0)20 3070 0113

Attention: Transaction Management Group