



Registration of a Charge

Company Name: **NEXTGEN ASSETCO LIMITED**

Company Number: **15078310**



XCHNFXW8

Received for filing in Electronic Format on the: **04/12/2023**

Details of Charge

Date of creation: **28/11/2023**

Charge code: **1507 8310 0002**

Persons entitled: **MUFG BANK, LTD. AS SECURITY TRUSTEE**

Brief description:

Contains fixed charge(s).

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: **ASHURST LLP**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 15078310

Charge code: 1507 8310 0002

The Registrar of Companies for England and Wales hereby certifies that a charge dated 28th November 2023 and created by NEXTGEN ASSETCO LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 4th December 2023 .

Given at Companies House, Cardiff on 6th December 2023

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**

Ashurst

Execution Version

Battery Mortgage

NextGen AssetCo Limited
as Chargor

MUFG Bank, Ltd.
as Security Trustee

28 November 2023

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THIS DEED is made on

28 November 2023

BETWEEN:

- (1) **NextGen AssetCo Limited** (a company incorporated in England and Wales with registered number 15078310) (the **Chargor**); and
- (2) **MUFG Bank, Ltd.** as security trustee for itself and the other Secured Parties (the **Security Trustee**, which expression shall include any person from time to time appointed as a successor, replacement or additional trustee in relation to the interests created by this deed).

RECITALS:

- (A) This deed is supplemental to a debenture dated 16 November 2023 (the **Original Debenture**) between the Chargor and the Security Trustee.
- (B) The Chargor has acquired the batteries specified in the schedule to this deed (the **Batteries**) and is required to enter into this deed by clause 2.2 (Batteries) of the Original Debenture.
- (C) This deed is supplemental to the Original Debenture and it is intended that it takes effect as a deed notwithstanding the fact that a party may only execute it under hand.

THE PARTIES AGREE AS FOLLOWS:

1. **Interpretation and incorporation**
 - 1.1 Words and expressions defined in the Original Debenture and in the Facilities Agreement (itself defined in the Original Debenture) have, unless expressly defined in this deed or the context requires otherwise, the same meaning in this deed.
 - 1.2 The provisions of clauses 1.2 (Construction), 9 (Receiver), 10 (Powers of Receiver) and 8 (Enforcement of security) of the Original Debenture shall be deemed to be incorporated into this deed with all necessary modifications as if they were set out in full in this deed and references in the Original Debenture to a **Chargor** shall be deemed to be references to the Chargor.
 - 1.3 References in the Original Debenture to **this deed, hereof, hereunder** and expressions of similar import shall be deemed to be references to the Original Debenture (as amended and supplemented by this deed) and to this deed.
2. **Charging clause**
 - 2.1 The Chargor, as security for the payment and discharge of the Secured Obligations, charges in favour of the Security Trustee with full title guarantee and by way of first legal mortgage, all of its right title and interest from time to time in the Batteries.
 - 2.2 The Chargor confirms that, by the terms of the Original Debenture it has charged in favour of the Security Trustee by way of fixed charge all Related Rights, as they relate to the Batteries.

3. **Further Advances**

- 3.1 Subject to the terms of the Facilities Agreement, the Lenders are under an obligation to make further advances (which obligation is deemed to be incorporated into this deed) and this security has been made for securing those further advances.

4. **Continuation**

- 4.1 The Original Debenture will remain in full force and effect as supplemented by this deed. From the date of this deed, the Original Debenture and this deed shall be read and construed together.
- 4.2 This security is to be in addition to and shall neither be merged in nor in any way exclude or prejudice or be affected by any other security or right which the Security Trustee and/or any other Secured Party may now or after the date of this deed hold for any of the Secured Obligations.

5. **Negative pledge and disposal restrictions**

The Chargor shall not create or agree to create or permit to subsist any Security or Quasi-Security over all or any part of the Batteries except as permitted by and in accordance with the Facilities Agreement.

6. **Security document**

This document is hereby designated as a Security Document.

7. **Governing law**

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

8. **Jurisdiction**

Clause 50 (Enforcement) of the Facilities Agreement applies to this deed, mutatis mutandis.

THIS DEED has been entered into as a deed on the date stated at the beginning of this deed.

Schedule 1

The Batteries

Item No.	Batteries Description	Serial number
1.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T0NE000026
2.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24TXNE000048
3.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T3NE000005
4.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T3NE000019
5.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T4NE000014
6.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T9NE000042
7.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T8NE000050
8.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T6NE000001
9.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24TXNE000003
10.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T8NE000002
11.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T7NE000007
12.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T1NE000018
13.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24TXNE000020
14.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T7NE000024
15.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T6NE000029
16.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T9NE000025
17.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T8NE000033
18.	NEW 10.9M ENVIRO 200EV VEHICLE	LC04S24T1NE000049
19.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T6NE000015
20.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T3NE000022
21.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T2NE000027
22.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T2NE000013
23.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T5NE000023
24.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T6NE000046
25.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T5NE000006
26.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T9NE000039
27.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T2NE000030
28.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T8NE000016
29.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T4NE000028
30.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T7NE000038
31.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T7NE000041
32.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T9NE000011
33.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T0NE000043
34.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T4NE000045
35.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24TXNE000017
36.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24TONE000012
37.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T5NE000037
38.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T4NE000031
39.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T6NE000032
40.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T1NE000035
41.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T2NE000044

42.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T5NE000040
43.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T8NE000047
44.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T7NE000010
45.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T1NE000021
46.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24TONE000009
47.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T1NE000004
48.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T3NE000036
49.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24T9NE000008
50.	NEW 11.6M ENVIRO 200EV VEHICLE	LC04S24TXNE000034
51.	Yutong E12	LZYTMBEW1N1020870
52.	Yutong E12	LZYTMGWEW2N1022854
53.	Yutong E12	LZYTMGWEW4N1022855
54.	Yutong E12	LZYTMGWEW6N1022856
55.	Yutong E12	LZYTMGWEW8N1022857
56.	Yutong E12	LZYTMGWEWXN1022858
57.	Yutong E12	LZYTMGWEW1N1022859
58.	Yutong E12	LZYTMGWEW8N1022860
59.	Yutong E12	LZYTMGWEWXN1022861
60.	Yutong E12	LZYTMGWEW1N1022862
61.	Yutong E12	LZYTMGWEW3N1022863
62.	Yutong E12	LZYTMGWEW5N1022864
63.	Yutong E12	LZYTMGWEW7N1022865
64.	Yutong E12	LZYTMGWEW2N1022868
65.	Yutong E12	LZYTMGWEW7N1022848
66.	Yutong E12	LZYTMGWEW5N1022850
67.	Yutong E12	LZYTMGWEW4N1022869
68.	Yutong E12	LZYTMGWEW0N1022870
69.	Yutong E12	LZYTMGWEW2N1022871
70.	Yutong E12	LZYTMGWEW9N1022866
71.	Yutong E12	LZYTMGWEW9N1022849
72.	Yutong E12	LZYTMGWEW0N1022867
73.	Yutong E12	LZYTMGWEW4N1022872
74.	Yutong E13	LZYTMGWEW6N1022873
75.	Wrightbus GB Kite EV SingleDeck AU351	SC5DSREXU23000024
76.	Wrightbus GB Kite EV SingleDeck AU387	SC5DSREXU23000025
77.	Wrightbus GB Kite EV SingleDeck AU388	SC5DSREXU23000026
78.	Wrightbus GB Kite EV SingleDeck AU389	SC5DSREXU23000027
79.	Wrightbus GB Kite EV SingleDeck AU390	SC5DSREXU23000028
80.	Wrightbus GB Kite EV SingleDeck AU393	SC5DSREXU23000031
81.	Wrightbus GB Kite EV SingleDeck AU394	SC5DSREXU23000032
82.	Wrightbus GB Kite EV SingleDeck AU391	SC5DSREXU23000029
83.	Wrightbus GB Kite EV SingleDeck AU392	SC5DSREXU23000030
84.	Wrightbus GB Kite EV SingleDeck AU399	SC5DSREXU23000037
85.	Wrightbus GB Kite EV SingleDeck AU402	SC5DSREXU23000040
86.	Wrightbus GB Kite EV SingleDeck AU395	SC5DSREXU23000033
87.	Wrightbus GB Kite EV SingleDeck AU396	SC5DSREXU23000034
88.	Wrightbus GB Kite EV SingleDeck AU406	SC5DSREXU23000044

89.	Wrightbus GB Kite EV SingleDeck AU408	SCSDSREXU23000046
90.	Wrightbus GB Kite EV SingleDeck AU409	SCSDSREXU23000047
91.	Wrightbus GB Kite EV SingleDeck AU403	SCSDSREXU23000041
92.	Wrightbus GB Kite EV SingleDeck AU410	SCSDSREXU23000048
93.	Wrightbus GB Kite EV SingleDeck AU404	SCSDSREXU23000042
94.	Wrightbus GB Kite EV SingleDeck AU405	SCSDSREXU23000043
95.	Wrightbus GB Kite EV SingleDeck AU414	SC5DSREXU23000052
96.	Wrightbus GB Kite EV SingleDeck AU415	SC5DSREXU23000053
97.	Wrightbus GB Kite EV SingleDeck AU413	SC5DSREXU23000051
98.	Wrightbus GB Kite EV SingleDeck AU412	SC5DSREXU23000050
99.	Wrightbus GB Kite EV SingleDeck AU416	SC5DSREXU23000054
100.	Wrightbus GB Kite EV SingleDeck AU411	SCSDSREXU23000049
101.	Wrightbus GB Kite EV SingleDeck AU417	SC5DSREXU23000055
102.	Wrightbus GB Kite EV SingleDeck AU421	SC5DSREXU23000059
103.	Wrightbus GB Kite EV SingleDeck AU422	SC5DSREXU23000060
104.	Wrightbus GB Kite EV SingleDeck AU418	SC5DSREXU23000056
105.	Wrightbus GB Kite EV SingleDeck AU420	SC5DSREXU23000058
106.	Wrightbus GB Kite EV SingleDeck AU423	SCSDSREXU23000061
107.	Wrightbus GB Kite EV SingleDeck AU397	SC5DSREXU23000035
108.	Wrightbus GB Kite EV SingleDeck AU407	SC5DSREXU23000045
109.	Wrightbus GB Kite EV SingleDeck AU419	SC5DSREXU23000057
110.	Wrightbus GB Kite EV SingleDeck AU425	SC5DSREXU23000063
111.	Wrightbus GB Kite EV SingleDeck AU429	SC5DSREXU23000067
112.	Wrightbus GB Kite EV SingleDeck AU398	SC5DSREXU23000036
113.	Wrightbus GB Kite EV SingleDeck AU400	SC5DSREXU23000038
114.	Wrightbus GB Kite EV SingleDeck AU424	SC5DSREXU23000062
115.	Wrightbus GB Kite EV SingleDeck AU426	SC5DSREXU23000064
116.	Wrightbus GB Kite EV SingleDeck AU427	SC5DSREXU23000065
117.	Wrightbus GB Kite EV SingleDeck AU430	SC5DSREXU23000068
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119.	Wrightbus GB Kite EV SingleDeck AU431	SC5DSREXU23000069
120.	Wrightbus GB Kite EV SingleDeck AU432	SC5DSREXU23000070
121.	Wrightbus GB Kite EV SingleDeck AU433	SC5DSREXU23000071
122.	Wrightbus GB Kite EV SingleDeck AU401	SC5DSREXU23000039
123.	Wrightbus GB Kite EV SingleDeck AU434	SC5DSREXU23000072
124.	Wrightbus GB Kite EV SingleDeck AU435	SC5DSREXU23000073
125.	Wrightbus GB Kite EV SingleDeck AU436	SC5DSREXU23000074
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127.	Wrightbus GB Kite EV SingleDeck AU438	SC5DSREXU23000076
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131.	Wrightbus GB Kite EV SingleDeck AU450	SC5DSREXU23000088
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133.	Wrightbus GB Kite EV SingleDeck AU444	SC5DSREXU23000082
134.	Wrightbus GB Kite EV SingleDeck AU445	SCSDSREXU23000083
135.	Wrightbus GB Kite EV SingleDeck AU446	SC5DSREXU23000084

136.	Wrightbus GB Kite EV SingleDeck AU447	SC5DSREXU23000085
137.	Wrightbus GB Kite EV SingleDeck AU449	SC5DSREXU23000087
138.	Wrightbus GB Kite EV SingleDeck AU452	SC5DSREXU23000090
139.	Wrightbus GB Kite EV SingleDeck AU448	SC5DSREXU23000086
140.	Wrightbus GB Kite EV SingleDeck AU451	SC5DSREXU23000089
141.	Wrightbus GB Kite EV SingleDeck AU441	SC5DSREXU23000079
142.	WrightBus EV DD - AV058	SC5DDREXU23000403
143.	WrightBus EV DD - AV057	SC5DDREXU23000402
144.	WrightBus EV DD - AV059	SC5DDREXU23000404
145.	WrightBus EV DD - AV060	SC5DDREXU23000405
146.	WrightBus EV DD - AV061	SC5DDREXU23000406
147.	WrightBus EV DD - AV062	SC5DDREXU23000407
148.	WrightBus EV DD - AV063	SC5DDREXU23000408
149.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000201
150.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000202
151.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000203
152.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000204
153.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000205
154.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000206
155.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000207
156.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000208
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158.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000210
159.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000211
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161.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000213
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164.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000216
165.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000217
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167.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000219
168.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000220
169.	Wrightbus GB Kite SD EV - AU456	SC5DSREXU23000100
170.	Wrightbus GB Kite SD EV - AU457	SC5DSREXU23000101
171.	Wrightbus GB Kite SD EV - AU458	SC5DSREXU23000102
172.	Wrightbus GB Kite SD EV - AU459	SC5DSREXU23000103
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176.	Wrightbus GB Kite SD EV - AU463	SC5DSREXU23000107
177.	Wrightbus GB Kite SD EV - AU464	SC5DSREXU23000108
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179.	Wrightbus GB Kite SD EV - AU466	SC5DSREXU23000110
180.	Wrightbus GB Kite SD EV - AU467	SC5DSREXU23000111
181.	Wrightbus GB Kite SD EV - AU468	SC5DSREXU23000112
182.	Wrightbus GB Kite SD EV - AU469	SC5DSREXU23000113

183.	Wrightbus GB Kite SD EV - AU470	SC5DSREXU23000114
184.	Wrightbus GB Kite SD EV - AU471	SC5DSREXU23000115
185.	Wrightbus GB Kite SD EV - AU472	SC5DSREXU23000116
186.	Wrightbus GB Kite SD EV - AU473	SC5DSREXU23000117
187.	Wrightbus GB Kite SD EV - AU474	SC5DSREXU23000118
188.	Wrightbus GB Kite SD EV - AU475	SC5DSREXU23000119
189.	Wrightbus GB Kite SD EV - AU476	SC5DSREXU23000120
190.	Wrightbus GB Kite SD EV - AU477	SC5DSREXU23000121
191.	Wrightbus GB Kite SD EV - AU478	SC5DSREXU23000122
192.	Wrightbus GB Kite SD EV - AU479	SC5DSREXU23000123
193.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000255
194.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000254
195.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000256
196.	Wrightbus Streetdeck BEV DD	SC5DDREXU23000257
197.	Wrightbus Electroliner BEV DD	SC5DDREXU23000313
198.	Wrightbus Electroliner BEV DD	SC5DDREXU23000314
199.	Wrightbus Electroliner BEV DD	SC5DDREXU23000316
200.	Wrightbus Electroliner BEV DD	SC5DDREXU23000317
201.	Wrightbus Electroliner BEV DD	SC5DDREXU23000318
202.	Wrightbus Electroliner BEV DD	SC5DDREXU23000321
203.	Wrightbus Electroliner BEV DD	SC5DDREXU23000322
204.	Wrightbus Electroliner BEV DD	SC5DDREXU23000323
205.	Wrightbus Electroliner BEV DD	SC5DDREXU23000324
206.	Wrightbus Electroliner BEV DD	SC5DDREXU23000320
207.	Wrightbus Electroliner BEV DD	SC5DDREXU23000325
208.	Wrightbus Electroliner BEV DD	SC5DDREXU23000327

Signatures

The Chargor

Executed as a **deed** by **NEXTGEN**
ASSETCO LIMITED acting by two directors _____ Director
or one director and the company secretary: signature _____

James Bowen

print name

signature

Director/
Secretary

william Alexander Forbes

print name

Notice Details

Address: c/o FirstGroup plc, 8th Floor, The Point, 37 North Wharf Road, London W2 1AF

Email: companysecretariat@firstgroup.co.uk

Attention: Company Secretary

The Security Trustee

Executed as a deed by)
MUFG BANK, LTD.)
acting by its duly authorised attorney:)
)

Signed

By **Mauro Pensa**


Authorised attorney

Notice Details

Address: Ropemaker Place, 25 Ropemaker Street, London EC2Y 9AN
Email: leks.luten@uk.mufg.jp
Attention: Leks Luten