



Registration of a Charge

Company Name: ASPIRE SCOTLAND HOLDINGS LIMITED Company Number: SC427594

Received for filing in Electronic Format on the: 04/10/2021

Details of Charge

- Date of creation: 27/09/2021
- Charge code: **SC42 7594 0005**

Persons entitled: GLAS TRUST CORPORATION LIMITED (AS SECURITY TRUSTEE FOR ITSELF AND THE OTHER SENIOR SECURED PARTIES (AS DEFINED IN THE INSTRUMENT))

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 SIGNED BY (I) THE PARTIES TO IT (EXCEPT FOR GLAS TRUST CORPORATION LIMITED) USING THEIR ELECTRONIC SIGNATURES AND (2) GLAS TRUST CORPORATION LIMITED USING ITS WET INK SIGNATURE.

Certified by:

DECHERT LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 427594

Charge code: SC42 7594 0005

The Registrar of Companies for Scotland hereby certifies that a charge dated 27th September 2021 and created by ASPIRE SCOTLAND HOLDINGS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 4th October 2021.

Given at Companies House, Edinburgh on 5th October 2021

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





THIS ACCESSION DEED is made on

27 September 2021

BETWEEN

- (1) EACH COMPANY LISTED IN SCHEDULE 1 (each an "Acceding Company");
- (2) ASPRIS MIDCO LIMITED (company number 13536729) (the "Parent"); and
- (3) GLAS TRUST CORPORATION LIMITED (as Security Agent for the Senior Secured Parties (as defined below)) (the "Security Agent").

BACKGROUND

This Accession Deed is supplemental to a debenture dated 27 August 2021 and made between (1) the Chargors named in it and (2) the Security Agent (the "**Debenture**").

IT IS AGREED:

1. **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.

2. 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 (subject to the terms therein); 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 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 Material Property (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 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) subject to the limitations in Clauses 4.2(b) (Security Assignments) and Clause 4.2(c) (Security Assignments) of the Debenture (applied mutatis mutandis), 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)), subject to a proviso for reassignement on redemption, all rights and remedies in connection with the Relevant Contracts and all proceeds and claims arising from them; and

(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)), subject to proviso for reassignment on redemption, all claims under the Insurances and all proceeds of the Insurances.

(d) **Representations**

Each Acceding Company makes the representations and warranties set out in this paragraph (d) to the Security Agent and to each other Senior 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 (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 Material Property which is beneficially owned by each Acceding Company at the date of this Deed.

(e) Consent

Pursuant to Clause 23.3 (*Accession Deed*) of the Debenture, the Parent (as agent for itself and the existing Chargors):

- (i) consents to the accession of each Acceding Company to the Debenture on the terms of this Accession Deed; and
- (ii) 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.

3. 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.

4. 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 to enforce or enjoy the benefit of any term of this Accession Deed.

5. NOTICE DETAILS

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

6. COUNTERPARTS

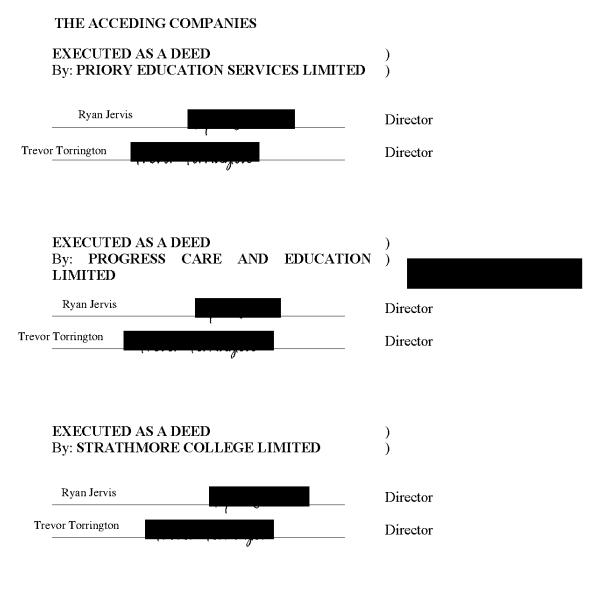
This Accession Deed may be executed in any number of counterparts, and this has the same effect as if the signatures (and seals, if any) on the counterparts were on a single copy of this Accession Deed.

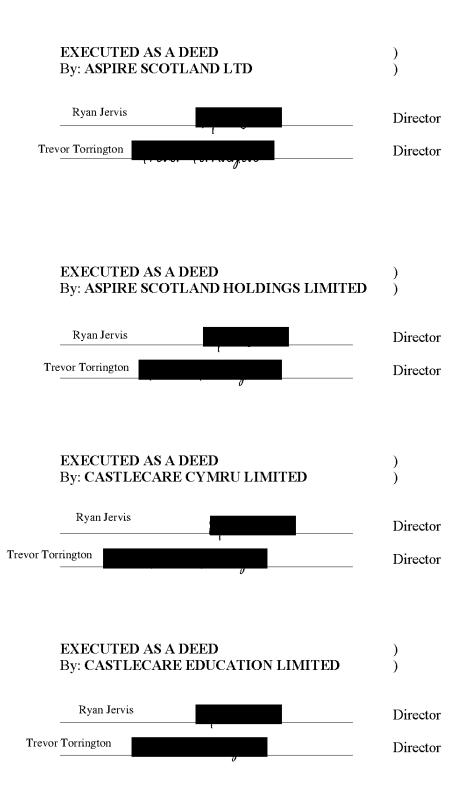
7. GOVERNING LAW

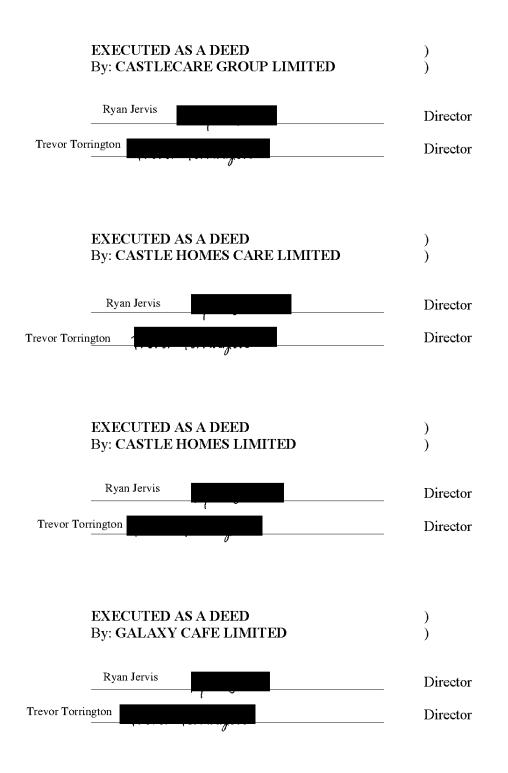
This Accession Deed and any non-contractual obligations arising out of or in connection with it shall be governed by English law.

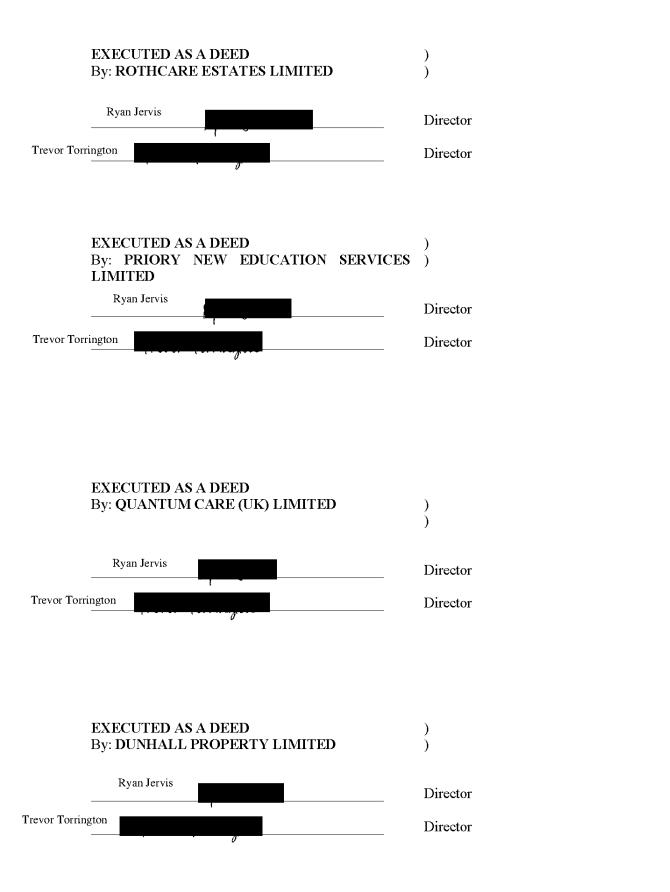
IN WITNESS of which this Accession Deed has been duly executed by each Acceding Company and the Parent as a deed and duly executed by the Security Agent and has been delivered on the first date specified on page 1 of this Accession Deed by each Acceding Company and the Parent.

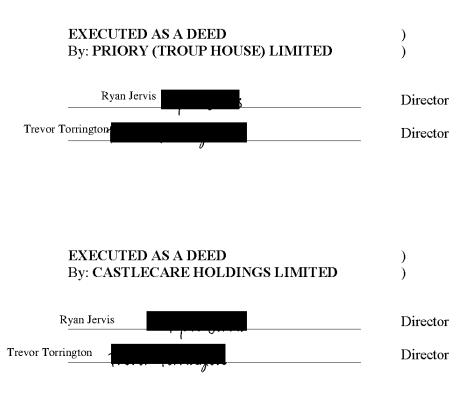
EXECUTION PAGES OF THE ACCESSION DEED











THE PARENT

Executed as a deed, but not delivered until the first) date specified on page 1, by ASPRIS MIDCO) LIMITED acting by:)

Ryan Jervis	 Director
Trevor Torrington	 Director

THE SECURITY AGENT

Emma Batchelor Signed by <u>Transaction Manager</u> for and on) behalf of **GLAS TRUST CORPORATION**) LIMITED:



SCHEDULE 1

THE ACCEDING COMPANIES

Company name	Registered number	Registered office
Priory Education Services Limited	06244880	Fifth Floor, 80 Hammersmith Road, London, W14 8UD
Progress Care and Education Limited	03162312	Fifth Floor, 80 Hammersmith Road, London, England, W14 8UD
Strathmore College Limited	04147939	Fifth Floor, 80 Hammersmith Road, London, W14 8UD
Aspire Scotland Ltd	SC381536	38-40 Mansionhouse Road, Glasgow, Scotland, G41 3DW
Aspire Scotland Holdings Limited	SC427594	38-40 Mansionhouse Road, Glasgow, Scotland, G41 3DW
Castlecare Cymru Limited	04766939	Fifth Floor, 80 Hammersmith Road, London, W14 8UD
Castlecare Education Limited	04525732	Fifth Floor, 80 Hammersmith Road, London, W14 8UD
Castlecare Group Limited	05094462	Fifth Floor, 80 Hammersmith Road, London, W14 8UD
Castle Homes Care Limited	03124409	Fifth Floor, 80 Hammersmith Road, London, W14 8UD
Castle Homes Limited	02910603	Fifth Floor, 80 Hammersmith Road, London, W14 8UD
Galaxy Cafe Limited	SC499541	38-40 Mansionhouse Road, Glasgow, Scotland, G41 3DW
Rothcare Estates Limited	03941902	Fifth Floor, 80 Hammersmith Road, London, W14 8UD
Priory New Education Services Limited	07221650	Fifth Floor, 80 Hammersmith Road, London, W14 8UD
Quantum Care (UK) Limited	04258780	Fifth Floor, 80 Hammersmith Road, London, W14 8UD

Company name	Registered number	Registered office
Dunhall Property Limited	05771757	Fifth Floor, 80 Hammersmith Road, London, W14 8UD
Priory (Troup House) Limited	SC287396	38-40 Mansionhouse Road, Glasgow, G41 3DW
Castlecare Holdings Limited	02178870	Fifth Floor, 80 Hammersmith Road, London, W14 8UD

SCHEDULE 2 – DETAILS OF SECURITY ASSETS OWNED BY THE ACCEDING COMPANIES

	Registered land				
Chargor	Address	Administrative area	Title number		
Dunhall Property Limited	420 Croston Road, Farington Moss, Leyland PR26 6PJ	Lancashire: South Ribble	LA769760		
Priory Education Services Limited	303 Belstead Road, Ipswich, IP2 9EH	Suffolk: Ipswich	SK52825		
Priory Education Services Limited	Chelfham Senior School, Bere Alston, Yelverton PL20 7EX	Devon: West Devon	DN346394		
Priory Education Services Limited	Kilworthy House, Tavistock PL19 0JN	Devon: West Devon	DN369633		
Priory Education Services Limited	Kilworthy House, Tavistock PL19 0JN	Devon: West Devon	DN371089		
Priory Education Services Limited	Brimble Hall, Chilsworthy, Gunnislake PL18 9PB	Cornwall	CL200832		
Priory Education Services Limited	Buctor House, Crease Lane, Tavistock PL19 8EN	Devon: West Devon	DN275457		
Priory Education Services Limited	5 Fernhill Road, New Milton BH25 5JZ	Hampshire: New Forest	HP88504		
Priory Education Services Limited	Paper Bag Cottage, Sway Road, Lymington, SO41 8NN	Hampshire: New Forest	HP579956		

Part A Material Property

Registered land				
Chargor	Address	Administrative area	Title number	
Priory Education Services Limited	Eastwood Grange, Milken Lane, Far Hill, Ashover, Chesterfield S45 0BA	Derbyshire: North East Derbyshire	DY212755	
Priory Education Services Limited	Eastwood Grange, Milken Lane, Ashover, Chesterfield S45 0BA	Derbyshire: North East Derbyshire	DY418614	
Priory Education Services Limited	The Cloisters, Rectory Drive, Whiston, Rotherham S60 4JG	South Yorkshire: Rotherham	SYK404607	
Priory Education Services Limited	Moor Farm Cottage, Old Works Lane, Calow, Chesterfield S44 5UL	Derbyshire: North East Derbyshire	DY319809	
Priory Education Services Limited	4 Birkin Lane, Temple Normanton, Chesterfield S42 5DD	Derbyshire: North East Derbyshire	DY495557	
Priory Education Services Limited	8 and 8a Christchurch Street East, Frome BA11 1QB	1		
Priory Education Services Limited	19 Ashleigh Grove, Trowbridge BA14 0BL	Wiltshire	WT232735	
Priory Education Services Limited	20 Ashleigh Grove, Trowbridge BA14 0BL	Wiltshire	WT232737	
Priory Education Services Limited	16 Delta Close, Frome BA11 3AH	Somerset: Mendip	WS12857	
Priory Education Services Limited	Sandusky Mews, Monmouth Drive, Frome BA11 2AU	Somerset: Mendip	WS37288	

	Registered land				
Chargor	Address	Administrative area	Title number		
Priory Education Services Limited	Sandusky Mews, Monmouth Drive, Frome BA11 2AU	Somerset: Mendip	WS31174		
Priory Education Services Limited	21 Ashleigh Grove, Trowbridge BA14 0BL	Wiltshire	WT263653		
Priory Education Services Limited	Gamekeepers Cottage, Eldon Lane, Holywell Row, Bury St Edmunds IP28 8LZ	Suffolk: West Suffolk	SK255139		
Priory Education Services Limited	Sion House, 52 Sion Close, Ribbleton, Preston PR2 6RP	Lancashire: Preston	LA510309		
Priory Education Services Limited	67 King Street, Wrexham LL11 1HR	Wrexham	WA437703		
Priory Education Services Limited	Fairview House, Foy, Ross- on-Wye HR9 6RB	Herefordshire	HE19135		
Priory Education Services Limited	Grosvenor House, Gloucester Road, Ross-On-Wye HR9 5NA	Herefordshire	HE6500		
Priory Education Services Limited	Callow Hills, Hereford Road, Ledbury HR8 2PZ	Herefordshire	HW184688		
Priory Education Services Limited	Woodbury House, Yarkhill, Hereford (HR1 3SU	Herefordshire	HE10885		
Priory Education Services Limited	Highbury House, Dinedor,	Herefordshire	HE29736		

	Registered land				
Chargor	Address Hereford HR2 6PD	Administrative area	Title number		
Priory Education Services Limited	Land adjoining Pipewood School, Blithbury	Staffordshire: Lichfield	SF487737		
Priory Education Services Limited	Land lying to the west side of Pipewood School, Blithbury	Staffordshire: Lichfield	SF436589		
Priory Education Services Limited	Sedgemoor Manor, Blackford Road, Mark, Highbridge	Somerset: Sedgemoor	ST237393		
Priory Education Services Limited	Sedgemoor Manor, Blackford Road, Mark, Highbridge	Somerset: Sedgemoor	ST105342		
Priory Education Services Limited	Sedgemoor Manor, Blackford Road, Mark, Highbridge	Somerset: Sedgemoor	ST118526		
Priory Education Services Limited	Sedgemoor Manor, Blackford Road, Mark, Highbridge	Somerset: Sedgemoor	ST89455		
Priory Education Services Limited	61 Hamilton Road, Longton ST3 4RP	Stoke-on-Trent	SF159227		
Priory Education Services Limited	Parkview, 29 Cocknage Road, Stoke-On- Trent ST3 4AP	Stoke-on-Trent	SF223111		
Rothcare Estates Limited	Dane House, Mill Street, Buglawton, Congleton CW12 2AF	Cheshire East	CH518337		
Rothcare Estates Limited	16MillBank,Wellington,Telford, TF1 1RZ	Wrekin	SL105070		

Registered land				
Chargor	Address	Administr	ative area	Title number
Rothcare Estates Limited	Maes Werdd, Greenfield, Ferryside (SA17 5UE	Carmarthenshire		WA913010
Rothcare Estates Limited	21-23 New Street, Doddington, March PE15 0SP	Cambridgeshir	e: Fenland	CB103955
Rothcare Estates Limited	The Warren, Parson Land Drove, Doddington, March PE15 0UD	Cambridgeshir	e: Fenland	CB288486
Rothcare Estates Limited	Wayside House, Ynysybwl, Pontypridd CF37 3LS	Rhondda Cynon Taff		WA846363
Priory New Education Services Limited	174 Fox Lane, Leyland PR25 1HE	Lancashire: South Ribble		LA809740
Priory New Education Services Limited	Oliver House, Hallgate, Chorley PR7 1XA	Lancashire: Chorley L		LA656031
Priory New Education Services Limited	New House Farm, Cow Hill, Haighton, Preston PR2 5SE	Lancashire: Preston		LA420750
	Unregistered	l land		
Chargor	Address	Document c	lescribing the l	Real Property
		Date	Document	Parties
	None			

Chargor	Name of company in which shares are held	Class of shares held	Number of shares held	Issued share capital
Priory Education Services Limited	Castlecare Group Limited	Ordinary Ordinary A	1,735,297,492 822,937	£1,7361,204.29
Priory Education Services Limited	Coxlease School Limited	Ordinary	2	£2
Priory Education Services Limited ¹	Priory New Education Services Limited	Ordinary	1	£1
Priory Education Services Limited ²	Progress Care and Education Limited	Ordinary	10,100	£10,100
Priory Education Services Limited ³	Strathmore College Limited	Ordinary	5,510,002	£5,510,002
Priory Education Services Limited	Speciality Care Limited	Ordinary £0.10 Convertible preference shares of £1.00	1,818,183 7,500,000	£7,681,818.30
Priory Education Services Limited	Priory (Thetford 1) Limited	Ordinary	1	£1.00
Castlecare Group Limited	Castlecare Holdings Limited	A Ordinary shares of £1 each	280,976	£373,170
		B Ordinary shares of £1 each	92,194	

Part B Charged Securities

¹ Note: Subject to pending registration of legal title.

² Note: Subject to pending registration of legal title.

³ Note: Subject to pending registration of legal title.

Chargor	Name of company in which shares are held	Class of shares held	Number of shares held	Issued share capital
Castlecare Group Limited	Quantum Care (UK) Limited	A Ordinary shares of £1 each	76	£100
		B Ordinary shares of £1 each	24	
Castlecare Holdings Limited	Castle Homes Care Limited	Ordinary	25,000	£25,000
Castlecare Holdings Limited	Castlecare Cymru Limited	Ordinary	25,000	£25,000
Castlecare Holdings Limited	Castle Homes Limited	Ordinary	25,000	£25,000
Castlecare Holdings Limited	Rothcare Estates Limited	Ordinary	25,000	£25,000
Castlecare Holdings Limited	Castlecare Education Limited	Ordinary	25,000	£25,000
Priory New Education Services Limited	Dunhall Property Limited	Ordinary	1,000	£1,000
Strathmore College Limited	Speciality Care (Medicare) Limited	Ordinary	2	£2

Collection Accounts				
Account Bank	Account Holder	Sort Code	Account number	
Barclays	Castle Homes Care Limited	20-53-18	65	
Barclays	Castle Homes Care Limited	20-53-12	36	
Barclays	Castle Homes Limited	20-53-12	37	
Barclays	Castlecare Cymru Limited	20-53-12	89	
Barclays	Castlecare Education Limited	20-53-12	02	
Barclays	Castlecare Group Limited	20-53-12	05	
Barclays	Castlecare Group Limited	20-53-12	08	
Barclays	Priory (Troup House) Limited	20-00-00	31	
Barclays	Priory Education Services Limited	20-00-00	16	
Barclays	Priory Education Services Limited	20-00-00	12	
Barclays	Priory Education Services Limited	20-00-00	10	
Barclays	Priory Education Services Limited	20-00-00	17	
Barclays	Priory Education Services Limited	20-00-00	15	
Barclays	Priory Education Services Limited	20-00-00	15	
Barclays	Priory Education Services Limited	20-00-00	53	

Part C Charged Accounts

	Collection Accounts				
Account Bank	Account Holder	Sort Code	Account number		
Barclays	Priory Education Services Limited	20-00-00	57		
Barclays	Priory Education Services Limited	20-00-00	50		
Barclays	Priory Education Services Limited	20-00-00	56		
Barclays	Priory Education Services Limited	20-00-00	58		
Barclays	Priory Education Services Limited	20-00-00	63		
Barclays	Priory Education Services Limited	20-00-00	63		
Barclays	Priory Education Services Limited	20-00-00	63		
Barclays	Priory Education Services Limited	20-00-00	59		
Barclays	Priory Education Services Limited	20-00-00	53		
Barclays	Priory Education Services Limited	20-00-00	59		
Barclays	Priory Education Services Limited	20-00-00	51		
Barclays	Priory Education Services Limited	20-00-00	54		
Barclays	Priory Education Services Limited	20-00-00	57		
Barclays	Priory Education Services Limited	20-00-00	51		
Barclays	Priory Education Services Limited	20-00-00	57		

Collection Accounts					
Account Bank	Account Holder	Sort Code	Account number		
Barclays	Priory Education Services Limited	20-00-00	63		
Barclays	Priory Education Services Limited	20-00-00	57		
Barclays	Priory Education Services Limited	20-00-00	58		
Barclays	Priory Education Services Limited	20-00-00	51		
Barclays	Priory Education Services Limited	20-00-00	54		
Barclays	Priory Education Services Limited	20-00-00	57		
Barclays	Priory Education Services Limited	20-00-00	59		
Barclays	Priory Education Services Limited	20-00-00	54		
Barclays	Priory Education Services Limited	20-00-00	58		
Barclays	Priory Education Services Limited	20-00-00	51		
Barclays	Priory Education Services Limited	20-00-00	53		
Barclays	Priory Education Services Limited	20-00-00	57		
Barclays	Priory Education Services Limited	20-00-00	57		
Barclays	Priory Education Services Limited	20-00-00	56		
Barclays	Priory Education Services Limited	20-00-00	52		

Collection Accounts						
Account Bank	Account Holder	Sort Code	Account number			
Barclays	Priory Education Services Limited	20-00-00	63			
Barclays	Priory Education Services Limited	20-00-00	01			
Barclays	Priory Education Services Limited	20-00-00	03			
Barclays	Priory Education Services Limited	20-00-00	19			
Barclays	Priory Education Services Limited	20-00-00	03			
Barclays	Priory Education Services Limited	20-00-00	08			
Barclays Middle East	Priory Education Services Limited	Iban	33			
Barclays Middle East	Priory Education Services Limited	Iban	37			
Barclays	Priory New Education Services Limited	20-00-00	69			
Barclays	Quantum Care (UK) Limited	20-53-12	79			
Barclays	Rothcare Estates Limited	20-53-12	33			

Part D Intellectual Property

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Proprietor/ADP	TM number	Jurisdiction/	Classes	Mark text
number		apparent status None		
		INOILE		

		P	art D2 Paten	ts		
Proprietor/AD	P number	P	atent numbe	r	Descrip	otion
			None			

Part E Material Contracts

	Date of Relevant ContractPartiesDetails of Relevant Contract				
None					

Part F Insurances

Chargor	Type of Insurance	Insurer	Policy number
Priory Education Services Limited	Property Insurance	Royal and Sun Alliance Insurance plc and others	RKL233158
Priory Education Services Limited	Employers' Liability Insurance	Zurich Insurance plc	7129825
Priory Education Services Limited	Public/Products and Medical Professional Liability Insurance	Zurich Insurance ple	7129824
Priory Education Services Limited	Motor Fleet Insurance	AXA Insurance UK plc	LC FLE 7068489