



Registration of a Charge

Company name: **DAISY IT CONTINUITY AND RESILIENCE SERVICES LIMITED**
Company number: **02762460**



X85WC1ZC

Received for Electronic Filing: **20/05/2019**

Details of Charge

Date of creation: **13/05/2019**

Charge code: **0276 2460 0011**

Persons entitled: **ARES MANAGEMENT LIMITED (AS SECURITY AGENT FOR THE SECURED PARTIES (EACH 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.**

Certified by:

DECHERT LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 2762460

Charge code: 0276 2460 0011

The Registrar of Companies for England and Wales hereby certifies that a charge dated 13th May 2019 and created by DAISY IT CONTINUITY AND RESILIENCE SERVICES LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 20th May 2019 .

Given at Companies House, Cardiff on 21st 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



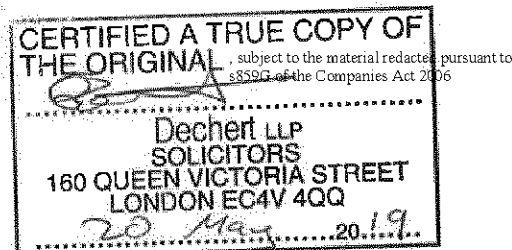
Companies House



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

EXECUTION VERSION

DEBENTURE ACCESSION DEED



THIS ACCESSION DEED is made on

13 May 2019

BETWEEN

- (1) EACH COMPANY LISTED IN SCHEDULE 1 (each an "Acceding Company");
- (2) DAISY FINCO LIMITED, a company incorporated in England and Wales with registered number 09203989 (the "Parent"); and
- (3) ARES MANAGEMENT LIMITED (as Security Agent for the Secured Parties (as defined below)) (the "Security Agent").

BACKGROUND

This Accession Deed is supplemental to a debenture dated 25 January 2019 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; 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)Schedule 1Part A2(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 or (in relation to assets located in Scotland or subject to Scots law) with absolute warrandice, 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 freehold and leasehold Material 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 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:
 - (A) assets and undertaking (wherever located) not otherwise effectively charged by way of fixed mortgage or charge or assigned pursuant to Clause 4.1 (*Fixed charges*), Clause 4.2 (*Security assignments*) of the Debenture or this clause 2(c) or any other provision of this Deed; and

- (B) (whether or not effectively so charged or assigned) heritable property and all other property, assets and undertaking in Scotland or otherwise subject to Scots law.

(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 (*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 freehold and leasehold Material Real Property in England and Wales which is beneficially owned by each Acceding Company at the date of this Deed.

(e) **Consent**

Pursuant to Clause 24.3 (*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.

(f) **Perfection of Charged Investments**

Where the acquisition or transfer of the relevant Charged Investments requires adjudication of stamp duty payable in respect of the same before the relevant Chargor becomes the legal owner of those Charged Investments, the time period within which the relevant Chargor is required to deliver the stock or share certificate in respect of those Charged Investments referred to in clause 12.10 (*Charged Investments – protection of security*) of the Debenture shall be deferred until 5 Business Days after such time as such adjudication process has been completed and the relevant Chargor has become the legal owner of those Charged Investments.

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.

EXECUTION VERSION

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 or otherwise 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.

SCHEDULE 1 TO THE ACCESSION DEED

The Acceding Companies

Company name	Registered number	Registered office
Anglia Telecom Centres Limited	02114602	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Aurora Kendrick James Limited	05425077	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Daisy Communications Ltd.	04145329	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Daisy Corporate Services Trading Limited	02888250	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Digital Wholesale Solutions Holdings Limited	11698405	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Daisy Holdco C Limited	11508216	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Daisy Holdco D Limited	11698468	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Daisy Holdco P Limited	11508678	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Daisy IT Continuity and Resilience Services Limited	02762460	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Daisy IT Group Limited	03476115	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Daisy Computer Group Limited	03134540	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Daisy IT Services Limited	01466217	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Daisy IT Managed Services Limited	01983540	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Digital Wholesale Solutions Limited	04211657	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Daisy Telecoms Limited	06977942	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Digital Wholesale Solutions Worldwide Limited	4290183	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR

EXECUTION VERSION

Company name	Registered number	Registered office
Spiritel Mobile Limited	04232789	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
DV02 Limited	04468762	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Voice Holdings Limited	04119078	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Voice Mobile Limited	04112330	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR
Worldwide Connect Limited	06279282	Lindred House, 20 Lindred Road, Brierfield, Nelson, Lancashire, BB9 5SR

SCHEDULE 2 TO THE ACCESSION DEED

Details of Security Assets owned by the Acceding Companies

Part A Material Real Property

Freehold Properties			
Acceding Company	Address	Administrative Area	Title number
Daisy Computer Group Limited	Phoenix House Oakwell Way Oakwell Business Park Birstall West Yorkshire WF17 9LU	West Yorkshire: Kirklees	WYK778888
Daisy Computer Group Limited	Future Building Oakwell Way Oakwell Business Park Birstall West Yorkshire WF17 9LU	West Yorkshire: Kirklees	WYK778888
Daisy Computer Group Limited	Data Centre Oakwell Way Oakwell Business Park Birstall West Yorkshire WF17 9LU	West Yorkshire: Kirklees	WYK778888
Daisy Computer Group Limited	Wakefield 41 Industrial Park Wakefield West Yorkshire WF2 0XJ	West Yorkshire: Wakefield	WYK692897
Daisy Computer Group Limited	Phoenix House London Road Sevenoaks Kent TN13 1DE	Kent: Sevenoaks	K853939
Daisy Computer Group Limited	Unit 4b Snailwell Business Park Snailwell Road Newmarket CB8 7NB	Cambridgeshire: East Cambridgeshire	CB120396
Daisy Computer Group Limited	Great Park House Great Park Road Bardley Stoke Bristol BS32 4QG	South Gloucestershire	AV188099
Daisy IT Services Limited	Technology House Hunsbury Hill Avenue Northampton	Northamptonshire: Northampton	NN195431 NN317121

Freehold Properties			
Acceding Company	Address	Administrative Area	Title number
	NN4 8QS		
Daisy Computer Group Limited	3 Phoenix Place Phoenix Office Park Nottingham NG8 6BA	City of Nottingham	NT355166
Leasehold Properties			
Acceding Company	Address	Administrative Area	Title number
Daisy Computer Group Limited	Cornbrook House 1 Brindly Road Old Trafford Manchester	Greater Manchester: Trafford	GM651770

Part B Charged Securities

Acceding Company	Name of company in which shares are held	Class of shares held	Number of shares held	Total Aggregate Nominal Value (£)
Daisy Communications Ltd.	Daisy Wifi Limited	Ordinary	6	6
	DV02 Limited	Ordinary	78	78
	Spiritel Mobile Limited	Ordinary	100	100
	Voice Holdings Limited	Ordinary	80	80
		Ordinary A	20	20
	Faultbasic Limited	Ordinary	1	1
	Daisy Updata Communications Limited	Ordinary-A	1	1
	Daisy Local Business Limited	Ordinary-A	2	2
Daisy Services Limited	Corporate Trading Daisy Computer Group Limited	Ordinary	8,877,529	887.75
	Digital Wholesale Solutions Limited	Ordinary	1,000	100

EXECUTION VERSION

Acceding Company	Name of company in which shares are held	Class of shares held	Number of shares held	Total Aggregate Nominal Value (£)
Digital Wholesale Solutions Limited	Worldwide Connect Limited	Ordinary	1	1
	Anglia Telecom Centres Limited	Ordinary	2,684,267	26,842.67
Digital Wholesale Solutions Limited	O-Bit Telecom Limited	Ordinary	1,000	1,000
	Murphx Innovative Solutions Limited	Ordinary	100	100
Daisy Holdco C Limited	Daisy Corporate Services Trading Limited	Ordinary	49,770,600	62,213.25
Daisy Holdco D Limited	Daisy Data Centre Solutions Limited	Ordinary	500,000	500,000
	Daisy Communications Ltd.	Ordinary	159,241	1.59241
		A Ordinary	10	0.0001
	The Net Crowd Limited	Ordinary	1,000	1,000
Daisy Holdco P Limited	Daisy IT Services Limited	Ordinary	1,000,000	1,000,000
Daisy IT Group Limited	Daisy IT Shared Services Limited	Ordinary	1	1
	Daisy Distribution Limited	Ordinary	1	1
	Phoenix International Holdings Limited	Ordinary	1,210,781	1,210,781
	Daisy Worldwide Limited	Ordinary	1,000	100
	Phoenix IT Trustees Limited	Ordinary	1	1
Daisy Computer Group Limited	Daisy IT Continuity and Resilience Services Limited	Ordinary	50,000	50,000
	Daisy IT Managed Services Limited	Ordinary	6,176,500	6,176,500

EXECUTION VERSION

Acceding Company	Name of company in which shares are held	Class of shares held	Number of shares held	Total Aggregate Nominal Value (£)
Daisy IT Managed Services Limited	Daisy IT Computer Group (Scotland) Limited	Ordinary	100,000	100,000
		Ordinary A	7,480	7,480
Daisy Telecoms Limited	Daisy Surgery Line Limited	Ordinary	25,000	25,000
	Surgery Line Limited	Ordinary	1	0.1
	Spiritel Limited	Ordinary	1	0.01
	Daisy Corporate Services Limited	Ordinary	1	1
	Allvotec Limited	Ordinary	1	1
	Daisy Digital Media Limited	Ordinary	2	2
	Trend Network Services	Ordinary	1,000,000	1,000,000
	Control Circle Limited	Ordinary	1,256,790	1,256.79
		A preferred	515,893	515.89
		Deferred	22,900	22.9
	Daisy Wholesale Limited	Ordinary	2	2
	Scalable Communications Limited	Ordinary	2,654,077	66,351.925
		A	200	50
	Servo Computer Services Limited	Ordinary	1,000	1,00
	Daisy IT Group Limited	Ordinary	5,828,327,284	582,832.7284
	Daisy IT Continuity Consulting Limited	Ordinary	1	1
	Intercept IT Limited	Ordinary A	61,914	619.14
		Ordinary B	85,840	858.4
	Network Disaster Recovery Limited	Ordinary	100	100
	ICM Limited	Ordinary	1	1

EXECUTION VERSION

Acceding Company	Name of company in which shares are held	Class of shares held	Number of shares held	Total Aggregate Nominal Value (£)
	Digital Wholesale Services Limited	Ordinary	1,000	1,000
	Criffel Micro Business Systems Limited	Ordinary	100	100
Worldwide Connect Limited	Digital Wholesale Solutions Worldwide Limited	Ordinary	124	124
Daisy IT Services Limited	Daisy Partner Services Trading Limited	Ordinary	1	1
	Daisy Partner Services Limited	Ordinary	100	100
Voice Holdings Limited	Voice Mobile Limited	Ordinary A	800	800
		Ordinary B	200	200

Part C Charged Accounts

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address and sort code
Anglia Telecom Centres Limited	██████026	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 120895
Aurora Kendrick James Limited	██████467	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 120895
Daisy Communications Ltd.	██████136	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 120895
Daisy Communications Ltd.	██████224	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 120895
Daisy Communications Ltd.	██████708	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH

EXECUTION VERSION

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address and sort code
			120895
Daisy Corporate Services Trading Limited	██████360	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 120895
Daisy IT Group Limited	██████309	HSBC Bank plc	2-4 St Ann'S Square, Manchester, M2, 7HD 402080
Daisy IT Services Limited	██████261	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 120895
Daisy IT Services Limited	██████358	HSBC Bank plc	60 Queen Victoria Street, London, EC4N, 4TR 401160
DV02 Limited	██████121	HSBC Bank plc	3 Leigh Rd, Eastleigh, Hants., SO50, 9YW 402010
DV02 Limited	██████148	HSBC Bank plc	3 Leigh Rd, Eastleigh, Hants., SO50, 9YW 402010
DV02 Limited	██████648	HSBC Bank plc	60 Queen Victoria Street, London, EC4N, 4TR 401160
DV02 Limited	██████930	HSBC Bank plc	3 Leigh Rd, Eastleigh, Hants., SO50, 9YW 402010
Spiritel Mobile Limited	██████337	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 120895
Voice Holdings Limited	██████492	Coutts	440 Strand, London, WC2R, 0QS 180002

EXECUTION VERSION

Collection Accounts			
Account Holder	Account Number	Account Bank	Account bank branch address and sort code
Voice Holdings Limited	121	Coutts	440 Strand, London, WC2R, 0QS 180002
Voice Holdings Limited	148	Coutts	440 Strand, London, WC2R, 0QS 180002
Voice Holdings Limited	713	Coutts	440 Strand, London, WC2R, 0QS 180002
Voice Holdings Limited	568	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 306410
Voice Mobile Limited	368	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 306410
Voice Mobile Limited	968	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 306410
Voice Mobile Limited	760	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 306410
Voice Mobile Limited	160	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 306410
Voice Mobile Limited	960	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 306410
Worldwide Connect Limited	409	Lloyds Bank plc	Edinburgh Royal Mile (120895), 300 Lawnmarket, Edinburgh, EH1, 2PH 120881

Part D Intellectual Property

Part D1 - Trade marks				
Proprietor/ADP number	TM number	Jurisdiction/apparent status	Classes	Mark text
DVO2 Limited	00003165684	United Kingdom/registered	9, 37, 38 and 41	DV02
Daisy Communications Limited	008391542	European Union/registered	9, 35, 38 and 42	VIALTUS
Voice Mobile Limited	00003159991	United Kingdom/registered	9 and 38	Voice Mobile
Voice Mobile Limited	00003160007	United Kingdom/registered	38	Voice Mobile Logo
Daisy IT Services Limited	00003375486	United Kingdom/application published	9, 37, 38 and 42	ALLVOTEC

Part D2 - Patents		
Proprietor/ADP number	Patent number	Description
None as at the date of this deed.		

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

EXECUTION VERSION

Acceding Company	Insurer	Policy number
Each Acceding Company	Chubb European Group Ltd	82419387
Each Acceding Company	Aviva Insurance Limited	100558484CCI 25153623ENP 24865744ENP 52FLW7039859
Each Acceding Company	NMU Speciality Limited	TSP021300080 GIT021004326 MCM021532959

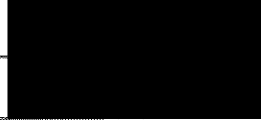
EXECUTION VERSION

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 ANGLIA)
TELECOM CENTRES LIMITED acting by:)

Director



Witness signature

Witness name:

STUART MORTON

Witness address:

LINDRED HOUSE, LINDRED ROAD
BRIERFIELD
NELSON, BB9 5SR

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

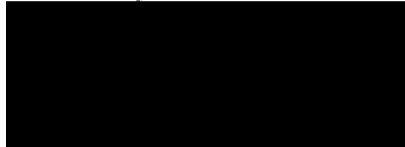
Executed as a deed, but not delivered until the first)
date specified on page 1, by AURORA)
KENDRICK JAMES LIMITED acting by:)

Director

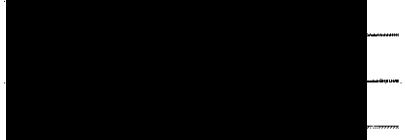
Witness signature

Witness name:

Witness address:



REBECCA MURPHY



Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.meglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

Executed as a deed, but not delivered until the first)
date specified on page 1, by DAISY)
COMMUNICATIONS LTD. acting by:)

Director 
Witness signature 
Witness name: Tina ELLIOTT
Witness address: LINDRED HOUSE, LINDRED ROAD,
BRIERFIELD, NELSON, BB9 5SR

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

Executed as a deed, but not delivered until the first)
date specified on page 1, by DAISY)
CORPORATE SERVICES TRADING)
LIMITED acting by:

Director

Witness signature

Witness name:

Witness address:

[Redacted Signature]

A. ZAKRZEWSKI

[Redacted Address]

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

Executed as a deed, but not delivered until the first)
date specified on page 1, by DIGITAL)
WHOLESALE SOLUTIONS HOLDINGS)
LIMITED acting by:

Director 
Witness signature 
Witness name: STUART MORTON
Witness address: LINDRED HOUSE, LINDRED ROAD
BRIERFIELD
NELSON, BB9 5SR

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

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

Director

Witness signature

Witness name:

Witness address:



D. ZAKRZEWSKA



Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

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

Director _____
Witness signature _____
Witness name: TIM RYAN
Witness address: LINDRED HOUSE, LINDRED ROAD,
BRIERFIELD, NELSON, BB9 5SR

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

Executed as a deed, but not delivered until the first)
date specified on page 1, by DAISY IT)
CONTINUITY AND RESILIENCE)
SERVICES LIMITED acting by:

Director

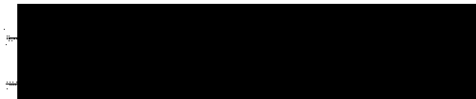


Witness signature

Witness name:

A. ZAFRZEWSKA

Witness address:



Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

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



Director DAVID MCGLENNON

Witness signature 

Witness name: ELTON COLEMAN

Witness address: EURSTHEAS SWITZERLAND (INTERNATIONAL)
LLP
70 GREAT BRIDGEWATER ST
MANCHESTER, M1 5ES

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

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

Director

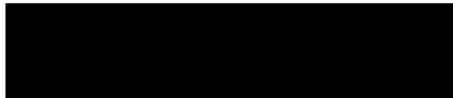
Witness signature

Witness name:

Witness address:



A. ZAKRZEWSKA



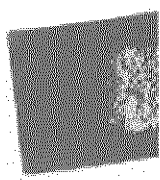
Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
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Attention: David McGlennon and Steve Smith

EXECUTION VERSION

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



Director LIAM OUNGALF
Witness signature [Redacted]
Witness name: PHILIP HALL
Witness address: [Redacted]

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

Executed as a deed, but not delivered until the first)
date specified on page 1, by **DAISY IT**)
MANAGED SERVICES LIMITED acting by:)

Director

Witness signature

Witness name:

Witness address:

[Redacted signature]

D. ZAKRZEWSKI

[Redacted address]

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

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

Director

Witness signature

Witness name:

Witness address:

STUART MORTON

LINDRED HOUSE, LINDRED ROAD

BRIERFIELD

NELSON, BB9 5SR

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

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



Director

DAVID MCGLENNON

Witness signature



Witness name:

GILLIAN CORNISH

Witness address:

EVERSHEDS SUTHERLAND (INTERNATIONAL)
LLP
70 GREAT BRIDGEWATER ST
MANCHESTER, M1 5ES

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

Executed as a deed, but not delivered until the first)
date specified on page 1, by DIGITAL)
WHOLESALE SOLUTIONS WORLDWIDE)
LIMITED acting by:

Director



Witness signature

Witness name:

STUART MOLTEN

Witness address:

LINDRED HOUSE, LINDRED ROAD

BRIERFIELD

NELSON, BB9 5SR

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

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

Director



Witness signature

Witness name:

TIM PLANTON

Witness address:

LINDRED HOUSE, LINDRED ROAD,
BRIERFIELD, NELSON, BB9 5SR

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

Executed as a deed, but not delivered until the first)
date specified on page 1, by DV02 LIMITED)
acting by:)

Director _____
Witness signature _____
Witness name: LUCY BROWN
Witness address: LINDRED HOUSE, LINDRED
ROAD, NELSON BB9 5SR

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

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

Director

Witness signature

Witness name:

Witness address: 20 LINDRED ROAD,
NELSON BB9 5SR

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

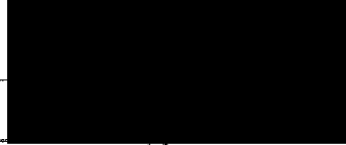
Executed as a deed, but not delivered until the first)
date specified on page 1, by VOICE MOBILE)
LIMITED acting by:)

Director

Witness signature

Witness name:

Witness address:



TIM RICHTON

LINDRED HOUSE, LINDRED ROAD,
BRIERFIELD, NELSON, BB9 5SR

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

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

Director



Witness signature

Witness name:

STUART MURTEV

Witness address:

LINDRED HOUSE, LINDRED ROAD

BRIERFIELD,

NELSON, BB9 5SR

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

THE PARENT

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



Director

DAVID MCGLENNON

Witness signature



Witness name:

ELLIAN CORNISH

Witness address:

EVERSHEDS SUTHERLAND (INTERNATIONAL)
LLP
70 GREAT BRIDGEWATER ST
MANCHESTER, M1 5ES

Address: Lindred House, 20 Lindred Road,
Brierfield, Nelson, Lancashire, BB9 5SR

Email: david.mcglennon@daisygroup.com
steve.smith@daisygroup.com

Attention: David McGlennon and Steve Smith

EXECUTION VERSION

THE SECURITY AGENT

Signed by Kevin Early for and)
on behalf of **ARES MANAGEMENT**)
LIMITED:)

Signature



Address: Ares Management limited
6th Floor, 10 New Burlington Street
London W1S 3BE
Facsimile No: +44 (0)20 7434 6401
Attention: David Ribchester / Nishal Patel