

DATED:

2022

XP 4 DEVELOPMENTS LIMITED

-and-

SHRP EUROPE FINANCE DESIGNATED ACTIVITY COMPANY

-and-

MDN PROPERTIES PENSION SCHEME

DEED OF ADHERENCE

Brabners

55 King Street
Manchester
M2 4LQ

Ref: HBS/101815.10
Tel: 0161 836 8800
Fax: 0161 836 8801

This deed is made the

day of

2022

Between:

- (1) **XP 4 DEVELOPMENTS LIMITED** incorporated and registered in England and Wales with company number 13517038 whose registered office is at 52b Bernard Street, St Albans, Hertfordshire AL3 5QN (**Company**).
- (2) **SHRP EUROPE FINANCE DESIGNATED ACTIVITY COMPANY** a company incorporated in Ireland with company number 691825 whose registered office is at 32 Molesworth Street, Dublin 2, Dublin, D02Y512 Ireland (**New Senior Creditor**).
- (3) **MDN PROPERTIES PENSION SCHEME** of c/o 25 Long Grove, Seer Green, Beaconsfield, Buckinghamshire, HP9 2YN (**Junior Creditor**), acting by Mr Matthew Norris as its trustee.

Background:

- (A) This deed is entered into by the parties hereto under and pursuant to clause 13.2 of a Deed of Priority dated on or around the date of this deed and entered into between (1) Quanta Finance Limited (as Senior Creditor) (2) MDN Properties Pension Scheme SSAS (as Junior Creditor) and (3) XP 4 Developments Limited (as the Company) (**Deed of Priority**).
- (B) By an assignment dated on or around the date of this deed, Quanta Finance Limited assigned to the New Senior Creditor all of its rights and obligations under the Deed of Priority and in each Senior Debt Document.
- (C) The New Senior Creditor executes and delivers to the Junior Creditor this deed and agrees to be bound by the terms of this deed and the Deed of Priority.

It is agreed as follows:

1. Words and expressions used in this deed shall, unless the context expressly requires otherwise, have the meaning given to them in the Deed of Priority. The Effective Date means the date of this deed.
2. The New Senior Creditor confirms that it has been supplied with a copy of the Deed of Priority and each Senior Debt Document. The Company, the New Senior Creditor and the Junior Creditor undertake with each other that, from the Effective Date, the New Senior Creditor shall assume all of the rights of Quanta Finance Limited under the Deed of Priority and shall observe, *perform and be bound by the provisions of the Deed of Priority that contain obligations on Quanta Finance Limited as though the New Senior Creditor was an original party to the Deed of Priority as a Creditor.*
3. This deed may be executed in any number of counterparts, each of which when executed and delivered shall constitute a duplicate original, but all the counterparts shall together constitute the one agreement.
4. This deed and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales. Each party irrevocably agrees that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim arising out of or in connection with this deed or its subject matter or formation (including non-contractual disputes or claims).

This deed has been entered into on the date stated at the beginning of it

EXECUTED as a DEED)
by **XP 4 DEVELOPMENTS LIMITED**)
acting by *JACK TIGGENS*)
a director in the presence of:)

Jiggins

Signature of Witness: *N. Marchant*

Name: *NICOLLE MARCHANT*
LENNONS SOLICITORS LTD
Address: CHESS CHAMBERS
2 BROADWAY COURT
CHESHAM, BUCKS HP5 1EG
TEL: 01494 773377
Occupation: FAX: 01494 773100
Solicitor

Executed as a deed on behalf of

SHRP EUROPE FINANCE
DESIGNATED ACTIVITY COMPANY a
company incorporated in Ireland acting by

being a person who, in accordance with
the laws of that territory, is acting under
the authority of the company, in the
presence of a witness:

Signature in the name of SHRP EUROPE
FINANCE DESIGNATED ACTIVITY COMPANY

.....
Signature of authorised signatory of SHRP
EUROPE FINANCE DESIGNATED ACTIVITY
COMPANY

.....
Signature of Witness

Name:

Address:

Occupation:

Executed and delivered as a deed by)
Matthew Norris, a duly authorised)
director of MDN Properties Pension)
Scheme in the presence)
of:)



Signature of Witness:



Name: KEVIN HOWARTH

Address: 11 HOWARD CRESCENT, SEER GREEN
BEACONSFIELD, HP9 2XR.

Occupation: DIRECTOR