

Schedule 1 - Deed of Adherence

The Shareholders Agreement allows, subject to certain Council restrictions, Tunbridge Wells Development Management Company Limited (the **Manager**) (a subsidiary of John Laing) to transfer their share interest in the Company to an Associate.

The purpose of the Deed of Adherence is to ensure that any permitted transfer of shares in the Company from the Manager to an Associate includes that the new party:

- 1 undertakes to and covenants to comply with the provisions of and to perform the obligations in the Shareholders Agreement; and
- 2 shall become a shareholder and shall have the benefit of the provisions of the Shareholders Agreement.