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| [name of acceding registration representor]  [NAME OF [FIRST] EXISTING REGISTRATION REPRESENTOR]  [ [NAME OF [SECOND] EXISTING REGISTRATION REPRESENTOR] ] | | | |
|  | DEED OF ACCESSION  IN RESPECT OF  VCS REGISTRATION DEED OF REPRESENTATION | |  |

[PROJECT NAME]

[REGISTRY PROJECT ID]

**THIS DEED OF ACCESSION** is made on [DATE][[1]](#footnote-2)

**BY**

(1) [**NAME, CONTACT EMAIL, AND ADDRESS OF ACCEDING REGISTRATION REPRESENTOR**] (as **Acceding Registration Representor**);

(2) [**NAME, CONTACT EMAIL, AND ADDRESS OF EXISTING REGISTRATION REPRESENTOR**](as “**[First]Existing Registration Representor”**); and

(3) [**NAME, CONTACT EMAIL, AND ADDRESS OF EXISTING REGISTRATION REPRESENTOR**] (as “**Second** **Existing Registration Representor",** and together with the First Existing Registration Representor, collectively the “**Existing Registration Representors**”, and each an “**Existing Registration Represento**r”).

* + - 1. On [DATE OF VCS REGISTRATION DEED OF REPRESENTATION], the Existing Registration Representor[s] made certain representations and warranties and undertook certain obligations under a registration deed of representation ("**VCS Registration Deed of Representation**").
      2. The Acceding Registration Representor hereby wishes to accede to and be bound by the terms of the VCS Registration Deed of Representation relating to project [NAME, REGISTRY ID] (the “Project”) as a Registration Representor with effect from the date hereof.
      3. The Existing Registration Representor[s] hereby wish[es] to acknowledge the accession of the Acceding Registration Representor.

**THIS DEED WITNESSES** as follows:

1. INTERPRETATION

Unless otherwise defined in this Deed or the context requires otherwise, words and expressions used in this Deed (including the recitals) have the meanings assigned to them in the VCS Registration Deed of Representation.

1. accession
   1. With effect from the date of this Deed, the Acceding Registration Representor shall, without any further action by Verra, any Registration Representor, or any other party, be bound by the terms of the VCS Registration Deed of Representation as if it were named in the VCS Registration Deed of Representation.
   2. For the avoidance of doubt, the Acceding Registration Representor hereby acknowledges that Verra shall hold this Deed for the benefit of Accountholders holding VCUs relating to the Project at any given time.
2. EXISTING REGISTRATION REPRESENTOR[S]

The Existing Registration Representor[s] hereby acknowledge[s] and agree[s] with the accession of the Acceding Registration Representor to the VCS Registration Deed of Representation in accordance with the terms of this Deed.

1. GOVERNING LAW AND JURISDICTION

This Deed and all non-contractual obligations arising out of or in connection with it are governed by English law, and the English courts shall have exclusive jurisdiction to settle any dispute arising from or connected with this Deed, including a dispute regarding the existence, validity or termination of this Deed or the consequences of its nullity.

1. counterparts

This Deed may be executed in any number of counterparts, which when executed and delivered is an original and all of which together evidence the same deed.

1. delivery

This Deed is delivered on the date written at the start of the Deed.

**EXECUTION PAGE[[2]](#footnote-3)**

**This Deed has been executed as a deed and is delivered and takes effect on the date stated at the beginning of it.**

*[NOTE: This deed may be signed by either a) a director and a company secretary, b) two directors, or c) one director/duly authorised signatory. Where c) is selected, the signature must be witnessed in person. Indicate which option was selected by deleting the options and blocks that do not apply below.]*

**Executed as a deed by [NAME OF ACCEDING REGISTRATION REPRESENTOR] acting by [a director and a company secretary] [two directors] [a director/duly authorised signatory in the presence of a witness]**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature of director/duly authorised signatory

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of director (in BLOCK CAPITALS)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature of director/secretary

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of director/secretary (in BLOCK CAPITALS)

*[Where this deed is signed by one director/duly authorised signatory]*   
**In the presence of:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature of witness

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of witness (in BLOCK CAPITALS)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Address of witness

**Executed as a deed by [NAME OF [FIRST] EXISTING REGISTRATION REPRESENTOR] acting by [a director and a company secretary] [two directors] [a director/duly authorised signatory in the presence of a witness]**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature of director/duly authorised signatory

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of director (in BLOCK CAPITALS)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature of director/secretary

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of director/secretary (in BLOCK CAPITALS)

*[Where this deed is signed by one director/duly authorised signatory]*   
**In the presence of:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature of witness

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of witness (in BLOCK CAPITALS)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Address of witness

**Executed as a deed by [NAME OF [SECOND] EXISTING REGISTRATION REPRESENTOR] acting by [a director and a company secretary] [two directors] [a director/duly authorised signatory in the presence of a witness]**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature of director/duly authorised signatory

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of director (in BLOCK CAPITALS)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature of director/secretary

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of director/secretary (in BLOCK CAPITALS)

*[Where this deed is signed by one director/duly authorised signatory]*   
**In the presence of:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Signature of witness

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of witness (in BLOCK CAPITALS)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Address of witness

1. **Drafting Note:** Fill in yellow highlighted text. Delete green highlighted text where there is only one Existing Registration Representator. Where there are more than two Existing Registration Representors, this Deed may be updated accordingly. There may only be one Acceding Registration Representator per deed. Remove all highlight formatting before submission. [↑](#footnote-ref-2)
2. **Drafting Note**: Execution blocks may be adjusted to reflect local law requirements, e.g., if a company seal is required in relation to the execution of a deed by a company pursuant to the laws in its jurisdiction of incorporation. [↑](#footnote-ref-3)