

EXECUTION VERSION

DATED 11 NOVEMBER 2020

PARAGON MORTGAGES (2010) LIMITED

SIXTEENTH SUPPLEMENTAL DEED OF
DECLARATION OF TRUST
RELATING TO
PARAGON MORTGAGES (2010) LIMITED'S
COLLECTION ACCOUNT IN RESPECT OF
MORTGAGES SOLD TO PARAGON MORTGAGES
(NO.28) PLC
IN CONNECTION WITH A RESIDENTIAL
MORTGAGE SECURITISATION

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THIS SIXTEENTH SUPPLEMENTAL DEED OF DECLARATION OF TRUST is made on 11 November 2020

BY:

- (1) **PARAGON MORTGAGES (2010) LIMITED** (registered number 6595834) whose registered office is at 51 Homer Road, Solihull, West Midlands B91 3QJ ("**PML 2010**")
- (2) **AND IS SUPPLEMENTAL TO** a deed of declaration of trust (the "**Declaration of Trust**") made by PML 2010 on 27 February 2013 as supplemented and amended, *inter alia*, by:
 - (a) a supplemental deed of declaration of trust dated 27 February 2013; and
 - (b) a second supplemental deed of declaration of trust dated 27 February 2013;
 - (c) a third supplemental deed of declaration of trust dated 27 February 2013;
 - (d) a fourth supplemental deed of declaration of trust dated 20 September 2013;
 - (e) a fifth supplemental deed of declaration of trust dated 18 March 2014;
 - (f) a sixth supplemental deed of declaration of trust dated 30 April 2014;
 - (g) a seventh supplemental deed of declaration of trust dated 17 July 2014;
 - (h) an eighth supplemental deed of declaration of trust dated 13 November 2014;
 - (i) a ninth supplemental deed of declaration of trust dated 25 March 2015;
 - (j) a tenth supplemental deed of declaration of trust dated 23 July 2015;
 - (k) an eleventh supplemental deed of declaration of trust dated 6 October 2015;
 - (l) a twelfth supplemental deed of declaration of trust dated 19 November 2015;
 - (m) a thirteenth supplemental deed of declaration of trust dated 26 April 2018;
 - (n) a fourteenth supplemental deed of declaration of trust dated 3 July 2019; and
 - (o) a fifteenth supplemental deed of declaration of trust dated 30 April 2020.

WHEREAS:

- (A) PML 2010 is acting as originator in respect of a securitisation (the "**Securitisation**"), which is to close on the date hereof, in respect of which the issuer of the notes issued and purchaser of certain mortgages (the "**Assets**") sold by PML 2010 in respect of the Securitisation is Paragon Mortgages (No.28) PLC (the "**Issuer**") and PML 2010 has agreed to act as an administrator for the same.
- (B) PML 2010 is desirous of extending the benefit of the trust declared in the Declaration of Trust to the Issuer in respect of the mortgages purchased by the Issuer.

NOW THIS DEED WITNESSETH as follows:

1. INTERPRETATION

- 1.1 Unless otherwise defined herein, terms defined in the Declaration of Trust shall have the same meaning when used herein (including in the recitals).
- 1.2 The headings are inserted for convenience only and shall not affect the interpretation of this Deed.
- 1.3 Words denoting the singular number only shall include the plural number also and *vice versa*; and "persons" shall include individuals, firms and corporations.
- 1.4 References in this Deed to any agreement or other document include any amendment thereto or variation or novation thereof for the time being having effect.

2. THE TRUST

PML 2010 hereby acknowledges, declares and agrees that from the date hereof:

- 2.1 the Issuer shall hereby be appointed as a Beneficiary under the Declaration of Trust;
- 2.2 in accordance with the terms of the Declaration of Trust, at any time such proportion of the Trust Property at such time as the amounts derived from the Assets of the Issuer and standing to the credit of the Account shall at such time bear to the Trust Property at such time, shall, in relation to the Issuer, be its Beneficiary's Share; and
- 2.3 the provisions of the Declaration of Trust and the trust declared therein shall apply to the Issuer as they apply to the other Beneficiaries.

This Deed is supplemental to the Declaration of Trust.

3. DESIGNATION AS SECURITY TRUSTEE

PML 2010 hereby designates Citicorp Trustee Company Limited acting through its principal London office at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, as trustee in respect of any security given by the Issuer for its obligations under a deed of sub-charge and assignment to be dated on or about the date hereof between, among others, the Issuer, Citicorp Trustee Company Limited, Paragon Finance PLC, PML 2010, Paragon Bank PLC, Homeloan Management Limited, Lloyds Bank Corporate Markets PLC, Maples Fiduciary Services (UK) Limited and Citibank, N.A., London Branch, as the same may be amended supplemented or otherwise modified from time to time.

IN WITNESS WHEREOF PML 2010 has caused this Deed to be executed as a Deed on the day and year first before written.

EXECUTED and DELIVERED by:
as its **DEED** as follows:
SIGNED for and on its behalf by one of its
duly authorised attorneys

Signature: 

**PARAGON MORTGAGES (2010)
LIMITED**

By: 

Name: Jimmy Giles

Witness Name: Julia Gilbride

Title: Attorney

Occupation: Securitisation Officer

Address: 51 Homer Road, Solihull

West Midlands, B91 3QJ

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