

MG01

003982/13



Particulars of a mortgage or charge

A fee is payable with this form.

We will not accept this form unless you send the correct fee

Please see 'How to pay' on the last page



What this form is for

You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland



What this form is NOT for

You cannot use this form to register particulars of a charge for a company. To do this, please use form MG01s

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22/10/2012

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COMPANIES HOUSE

1 Company details	
Company number	0 3 6 8 9 7 4 1
Company name in full	Baglan Generating Limited

For official use
→ Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *

2 Date of creation of charge	
Date of creation	d 1 8 m 1 0 y 2 0 1 2

3 Description	
Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'	
Description	Charge over Baglan Generating Limited's (the " Chargor ") shares in Baglan Operations Limited (the " Company ") in favour of Macquarie Bank Limited (" MBL ") dated 18 October 2012 (the " Charge ")

4 Amount secured	
Please give us details of the amount secured by the mortgage or charge	
Amount secured	All present and future monies, obligations and liabilities owed by the <u>Chargor</u> , the <u>Company</u> and SI Power Holdings Limited (a Jersey company which is the 100% indirect owner of the Company) to MBL, whether actual or contingent and whether owed jointly or severally, as principal or surety or in any other capacity whatsoever, including under or in connection with (i) a working capital facility up to an amount of £5,000,000 between MBL and the Company (as Borrower), (ii) a letter of credit facility up to an amount of £5,000,000 between MBL and the Company (as Borrower), (iii) the Charge and (iv) a charge over SI Power Holdings Limited's shares in SI Power Limited (100% direct owner of the Company) in favour of MBL (the documents mentioned in (i) to (iv) together the " Finance Documents "), together with all interest accruing on such monies and liabilities (the " Secured Liabilities ") All Finance Documents are dated 18 October 2012

Continuation page

Please use a continuation page if you need to enter more details

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Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page

Please use a continuation page if you need to enter more details

Name	Macquarie Bank Limited
Address	No 1 Martin Place, Sydney, New South Wales 2000
	Australia
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Name	
Address	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

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Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

As continuing security for the payment and discharge of the Secured Liabilities, the Chargor with full title guarantee charged to MBL, by way of first fixed charge

(a) all the shares in the Company held by the Chargor at the date of the Charge being 150,000,003 ordinary shares of £1 and all other shares from time to time legally and beneficially owned by the Chargor or in which the Chargor has an interest (the "Shares"), and

(b) any dividend, interest or other distribution paid or payable in relation to any of the Shares and any right, money, shares or property accruing, offered or issued at any time in relation to any of the Shares by way of redemption, substitution, exchange, conversion, bonus, preference or otherwise, under option rights or otherwise (the "**Related Rights**"),

the Shares and Related Rights together the "**Charged Property**"

In addition the Chargor agreed to not at any time, except with the prior written consent of MBL

- (a) create, purport to create or permit to subsist any security interest on, or in relation to, any Charged Property or any of its other assets other than any security interest created by the Charge,
- (b) permit any of its subsidiaries to subsist any security interest on, or in relation to, any of its other assets other than any security interest created by any other Finance Document,
- (c) sell, assign, transfer, part with possession of, or otherwise dispose of in any manner (or purport to do so) all or any part of, or any interest in, the Charged Property,
- (d) permit any of its subsidiaries to sell, assign, transfer, part with possession of, or otherwise dispose of in any manner (or purport to do so) all or any part of, or any interest in any subsidiary,
- (e) create or grant any interest in any Charged Property in favour of a third party (or purport to do so)

The Chargor also agreed to, at the direction of MBL given at any time, forthwith execute and deliver to MBL all transfers and other documents and do all such things as may be necessary or desirable

- (a) to register all or any of the Charged Property in the name of MBL or its nominee,
- (b) for creating, registering, perfecting, maintaining or protecting the security created by the Charge,
- (c) for creating a fixed charge over any of the Charged Property, or
- (d) to facilitate the realisation of all or any of the Charged Property after the Charge has become enforceable, or the exercise of any right, power or discretion vested in MBL in relation to any Charged Property or the Charge

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Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

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Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

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Signature

Please sign the form here

Signature

Signature

X *McDonald Will & Emery UK LLP* X

This form must be signed by a person with an interest in the registration of the charge

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record

Contact name **Charlotte Doerr**

Company name **McDermott Will & Emery**

Address **Heron Tower, 110 Bishopsgate**

Post town **London**

County/Region

Postcode **E C 2 N 4 A Y**

Country

DX

Telephone **+44 20 7577 6994**



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register
- ☒ You have included the original deed with this form
- ☒ You have entered the date the charge was created
- ☒ You have supplied the description of the instrument
- ☒ You have given details of the amount secured by the mortgagee or chargee
- ☒ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ You have entered the short particulars of all the property mortgaged or charged
- ☒ You have signed the form
- ☒ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 3689741
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED 18
OCTOBER 2012 AND CREATED BY BAGLAN GENERATING
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE CHARGOR, THE COMPANY AND SI POWER
HOLDINGS LIMITED TO MACQUARIE BANK LIMITED ON ANY
ACCOUNT WHATSOEVER UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART 25 OF THE COMPANIES ACT 2006 ON THE 22 OCTOBER
2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 OCTOBER
2012

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Companies House



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