

# MR04

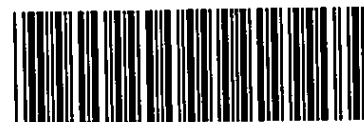
## Statement of satisfaction in full or in part of a charge

You can use the WebFiling service to file this form online.  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

✓ **What this form is for**  
You may use this form to register  
a statement of satisfaction in full  
or in part of a mortgage or charge  
against a company

✗ **What this form is NOT for**  
You may not use this form to  
register a statement of satisfaction  
in full or in part of a mortgage  
charge against an LLP. Use  
LL MR04.

TUESDAY



LD4 \*L212BNBS\* 01/10/2013 #52  
COMPANIES HOUSE

### 1 Company details

Company number 5 5 9 2 8 9 4  
Company name in full CLARIEN ENERGY (UK) LIMITED  
(the "Chargor")

➔ **Filling in this form**  
Please complete in typescript or in  
bold black capitals  
All fields are mandatory unless  
specified or indicated by \*

### 2 Charge creation ①

When was the charge created?

- ➔ Before 06/04/2013 Complete Part A and Part C
- ➔ On or after 06/04/2013 Complete Part B and Part C

① **Property acquired**  
If section 859C of the Companies  
Act 2006 applies, this is the date  
that the property was acquired

## Part A Charges created before 06/04/2013

### A1 Charge creation date

Please give the date of creation of the charge. ②

Charge creation date 01 07 2003 2006 ✓

② **Property acquired**  
If section 859C of the Companies  
Act 2006 applies, this is the date  
that the property was acquired

### A2 Description of instrument (if any)

Please give a description of the instrument (if any) by which the charge is  
created or evidenced

Instrument description A fixed and floating security document (the  
"Debenture") dated 17 March 2006 made between the  
Bank of Tokyo-Mitsubishi UFJ, Ltd. (the "Security  
Agent") and the Chargor.

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

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A3

**Short particulars of the property or undertaking charged**

Please give the short particulars of the property or undertaking charged

Short particulars

Please see the attached continuation sheet.

**Continuation page**

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

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## Part B Charges created on or after 06/04/2013

**B1**

### Charge code

Please give the charge code This can be found on the certificate.

Charge code **1**

□ □ □ □ - □ □ □ □ - □ □ □ □

**1 Charge code**  
This is the unique reference code  
allocated by the registrar

## Part C To be completed for all charges

**C1**

### Satisfaction

I confirm that the debt for the charge as described has been paid or satisfied  
Please tick the appropriate box

☒ In full

☐ In part

**C2**

### Details of the person delivering this statement and their interest in the charge

Please give the name of the person delivering this statement

Forename(s)

Surname

Linklaters LLP

Please give the address of the person delivering this statement

Building name/number

Street

One Silk Street

Post town

London

County/Region

Postcode

E C 2 Y 8 H Q

Please give the person's interest in the charge (e.g. chargor/chargee etc)

Person's interest in  
the charge

Appointed Lawyer

**C3**

### Signature

Please sign the form here

Signature

Signature

X Linklaters LLP

X

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## Statement of satisfaction in full or in part of a charge

A2

### Description of instrument (if any)

Please give a description of the instrument (if any) by which the charge is created or evidenced

Instrument description

1

#### FIXED CHARGES

The Chargor, with full title guarantee and as security for the payment of all Liabilities (whether of the Chargor or any other Obligor), charges (subject to Clause 23.1 (*Final Redemption*) of the Debenture) in favour of the Security Agent (as trustee for the Secured Creditors)

- (a) by way of first legal mortgage, all Real Property in England and Wales and Scotland now belonging to it,
- (b) by way of first fixed equitable charge, all other Real Property now belonging to it and all Real Property acquired by it in the future, and
- (c) except to the extent effectively assigned by Clause 2 (*Assignment*), by way of first fixed charge, all its present and future
  - (i) Book Debts,
  - (ii) Investments,
  - (iii) Shares and Dividends,
  - (iv) uncalled capital and goodwill,
  - (v) Intellectual Property,
  - (vi) plant and machinery (except to the extent mortgaged or charged by paragraph (a) or (b) of this Clause 1),
  - (vii) Insurances and all related proceeds, claims of any kind, returns of premium and other benefits,
  - (viii) right, title and interest in, to and under the Material Project Documents to which it is a party and all moneys which at any time may be or become payable to the Chargor pursuant thereto and judgements which may at any time be receivable by the Chargor pursuant thereto; and
  - (ix) right, title and interest in and to its Project Accounts

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## Statement of satisfaction in full or in part of a charge

A2	Description of Instrument (If any)
Instrument description	<p data-bbox="343 369 1053 436">Please give a description of the instrument (if any) by which the charge is created or evidenced.</p> <p data-bbox="343 448 598 481"><b>2 ASSIGNMENT</b></p> <p data-bbox="422 492 1125 638">The Chargor, with full title guarantee, hereby assigns absolutely (subject to Clause 23.1 (<i>Final redemption</i>) of the Debenture) to the Security Agent (as security for the payments of all Liabilities (whether of the Chargor or any other Obligor)) the benefit of</p> <ul style="list-style-type: none"> <li data-bbox="422 649 1093 683">(i) all Material Project Documents to which it is a party,</li> <li data-bbox="422 683 1125 761">(ii) all moneys payable to the Company under the Contingent Equity LC and the Construction LC (each as defined in the Equity Contribution Agreement),</li> <li data-bbox="422 761 742 795">(iii) the Insurances, and</li> <li data-bbox="422 795 742 828">(iv) its Project Accounts</li> </ul> <p data-bbox="343 851 670 884"><b>3 FLOATING CHARGE</b></p> <p data-bbox="422 896 1125 1086">The Chargor, with full title guarantee and as security for the payment of all Liabilities (whether of the Chargor or any other Obligor), charges in favour of the Security Agent (as trustee for the Secured Creditors) by way of first floating charge its undertaking and all its assets, both present and future (including assets expressed to be charged by Clause 1 (<i>Fixed Charges</i>))</p> <p data-bbox="351 1108 1125 1187">Note In this form, any capitalised term which are not defined have the meanings given to them in the Common Terms Agreement (as defined below) unless otherwise stated herein</p> <p data-bbox="351 1220 1125 1366">"Book Debts" of the Chargor means all book and other debts of any nature, and all other rights to receive money (excluding Project Accounts), now or in the future due, owing or payable to it and the benefit of all related negotiable instruments, rights, Security Interests, guarantees and indemnities of any kind</p> <p data-bbox="351 1377 1125 1545">"Common Terms Agreement" means the common terms and definitions agreement dated 9 February 2006 between, amongst others, Clarien Energy (UK) Limited as Borrower and Obligor, and The Bank of Tokyo-Mitsubishi UFJ, Ltd as Lead Arranger, Underwriter, Original Lender, Account Bank, Facility Agent and Security Agent</p>

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Statement of satisfaction in full or in part of a charge

A2	Description of instrument (if any)
Instrument description	<p data-bbox="343 365 1109 432">Please give a description of the instrument (if any) by which the charge is created or evidenced.</p> <p data-bbox="343 443 1109 477"><b>"Dividends"</b> means, in relation to any Share, all present and future</p> <ul data-bbox="343 488 1109 768" style="list-style-type: none"> <li>(a) dividends and distributions of any kind and any other sum received or receivable in respect of that Share,</li> <li>(b) rights, shares, money or other assets accruing or offered by way of redemption, bonus, option or otherwise in respect of that Share,</li> <li>(c) allotments, offers and rights accruing or offered in respect of that Share; and</li> <li>(d) other rights and assets attaching to, deriving from or exercisable by virtue of the ownership of, that Share</li> </ul> <p data-bbox="343 779 1109 891"><b>"Insurances"</b> of the Chargor means all contracts and policies of insurance of any kind now or in the future taken out by or on behalf of it or (to the extent of its interest) in which it now or in the future has an interest</p> <p data-bbox="343 902 1109 1182"><b>"Intellectual Property"</b> of the Chargor means all present and future trade marks, service marks, trade names, domain names, logos, get-up, patents, inventions, registered and unregistered design rights, copyrights, topography rights, database rights, rights in confidential information and know-how, and any associated or similar rights anywhere in the world, which it now or in the future owns or (to the extent of its interest) in which it now or in the future has an interest (in each case whether registered or unregistered and including any related licences and sub-licences of the same granted by it or to it, applications and rights to apply for the same)</p> <p data-bbox="343 1193 1109 1227"><b>"Investments"</b> of the Chargor means, excluding Shares</p> <ul data-bbox="343 1238 1109 1675" style="list-style-type: none"> <li>(a) securities and investments of any kind (including shares, stock, debentures, units, depositary receipts, bonds, notes, commercial paper and certificates of deposit),</li> <li>(b) warrants, options or other rights to subscribe for, purchase or otherwise acquire securities and investments,</li> <li>(c) all rights relating to securities and investments which are deposited with, or registered in the name of, any depositary, custodian, nominee, clearing house or system, investment manager, chargee or other similar person or their nominee, in each case whether or not on a fungible basis (including rights against any such person), and</li> <li>(d) all other rights attaching or relating to securities or investments and all cash or other securities or investments in the future deriving from investments or such rights,</li> </ul> <p data-bbox="343 1686 1109 1753">in each case now or in the future owned by it or (to the extent of its interest) in which it now or in the future has an interest</p>

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Statement of satisfaction in full or in part of a charge

**A2**

**Description of Instrument (if any)**

Please give a description of the instrument (if any) by which the charge is created or evidenced

Instrument description

**"Liabilities"** means all present and future moneys, debts and liabilities due, owing or incurred by the Chargor or any other Obligor to any Secured Creditor on any current or other account or otherwise in any manner whatsoever or under or in connection with any Finance Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently and whether as principal, surety or otherwise)

**"Real Property"** means freehold and leasehold property in England and Wales or Scotland and other real property anywhere in the world (in each case including any estate or interest therein, all rights from time to time attached or relating thereto and all Fixtures from time to time therein or thereon)

**"Shares"** means

- (a) all present and future shares owned by the Chargor in its subsidiaries, including the shares issued and outstanding at the date of the Debenture described in Schedule 2 (*Shares*) of the Debenture,
- (b) all warrants, options or other rights to subscribe for, purchase or otherwise acquire those shares, and
- (c) all rights relating to any of those shares which are deposited with, or registered in the name of, any depositary, custodian, nominee, clearing house or system, investment manager, chargee or other similar person or their nominee, in each case whether or not on a fungible basis (including rights against any such person)

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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. The contact information you give will be visible to searchers of the public record.

Contact name John Pickett

Company name Linklaters LLP

Address One Silk Street

Post town London

Country/Region

Postcode E C 2 Y B H Q

Country United Kingdom

DX

Telephone 020 7456 2000

**Important information**

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

**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 NR Belfast 1

**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

**Part A Charges created before 06/04/2013**

- ☒ You have given the charge date  
☒ You have completed the Description of Instrument and Short particulars in Sections A2 and A3

**Part B Charges created on or after 06/04/2013**

- ☐ You have given the charge code

**Part C To be completed for all charges**

- ☒ You have ticked the appropriate box in Section C1  
☒ You have given the details of the person delivering this statement in Section C2  
☒ You have signed the form

**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)