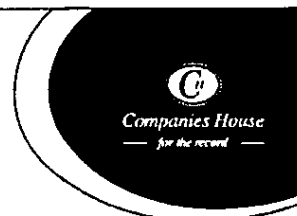


110915/13
MG06

Particulars of a charge subject to which property has
been acquired



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 charge subject to
which property has been acquired

☐ **What this form is NOT for**
You cannot use this form if you
submitting particulars of a charge
subject to which property has
acquired for a company registered
in Scotland. To do this, please use
form MG06s.

TUESDAY



A04 *A36DIXYB* 22/04/2014 #181
COMPANIES HOUSE

1	Company details		For official use 6 Filing in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company number	0 6 6 5 8 1 8 7		
Company name in full	EDF Energy Renewables Holdings Limited (the "New Chargor")		
2	Date of the instrument (if any) creating or evidencing the charge		
Date of the instrument (if any)	d 0 5 m 1 1 y 2 0 y 1 0		
3	Description of the instrument (if any) creating or evidencing the charge		
Description ①	The share charge agreement between the Chargors and EDF Investissements Groupe SA (the "Lender") dated 5 November 2010 (the "Agreement") creating security in favour of the Lender		① Please give a description of the instrument, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge', etc. as the case may be
4	Date of acquisition of the property which is subject to the charge		
	d 0 4 m 0 4 y 2 0 y 1 4		
5	Amount secured		Continuation page Please use a continuation page if you need to enter more details.
Amount secured	Please give us details of the amount secured by the mortgage or charge GBP 23,370,000		

MG06

Particulars of a charge subject to which property has been acquired

6	Mortgagee(s) or person(s) entitled to the charge	
	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	EDF Investissements Groupe SA (the "Lender")	
Address	Avenue Louise 326	
	Brussels, Belgium	
Postcode	1 0 5 0	
Name		
Address		
Postcode		
Name		
Address		
Postcode		
7	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	<p>Each Chargor charged the Charged Portfolio with full title guarantee and by way of first fixed charge, in favour of the Lender, as continuing security for the payment and discharge of all obligations owing to the Lender by the Borrower under or pursuant to the Facility Agreement including any liability in respect of any further advances made under the Facility Agreement, whether present or future, actual or contingent (and whether incurred by the Borrower alone or jointly, and whether as principal or surety or in some other capacity) except for any obligation or liability which, if it were included, would cause that obligation or liability or any of the Security in respect thereof, to be unlawful or prohibited by any applicable law</p> <p>Defined terms</p> <p>In this Form MG06, the following terms have the following meaning</p> <p>"Borrower" means Rusholme Windfarm Limited with its registered office at 40 Grosvenor Place, London, SW1X 7EN and company number 06708771</p> <p>"Charged Portfolio" means, in respect of each Chargor, the Shares and the Related Assets in which it has an interest</p> <p>"Chargor" means EDF Energy (Energy Branch) plc and EDF EN UK Limited (together the "Chargors")</p> <p style="text-align: right;">(Contd)</p>	

MG06 - continuation page

Particulars of a charge subject to which property has been acquired

7	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>(Contd)</p> <p>"Facility Agreement" means the facility agreement dated 5 November 2010 between the Borrower and the Lender (as amended, varied, novated or supplemented however fundamentally from time to time)</p> <p>"Related Assets" means all dividends, interest and other monies at any time payable at any time in respect of the Shares and all other rights, benefits and proceeds in respect of or derived from the Shares (whether by way of redemption, bonus, preference, option, substitution, conversion, compensation or otherwise) held by, to the order or on behalf of a Chargor at any time</p> <p>"Security" means the security created under or pursuant to or evidenced by the Agreement</p> <p>"Shares" means all of the shares listed in the schedule to the Agreement and all of the shares in the capital of the Borrower in each case held by, to the order or on behalf of a Chargor at any time</p>	

MG06

Particulars of a charge subject to which property has been acquired

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Delivery of instrument

A verified copy of the instrument must be delivered to the Registrar of Companies, with these particulars correctly completed, within 21 days after the date of completion of the acquisition of the property which is subject to the charge.

The copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. 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 866)

9

Signature

Please sign the form here

Signature

Signature

X

blifford bhance

X

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

MG06

Particulars of a charge subject to which property has been acquired

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 Jamie Andrew (30-40483497)

Company name Clifford Chance LLP

Address 10 Upper Bank Street

Post town London

County/Region

Postcode E 1 4 5 J J

Country United Kingdom

DX 149120 Canary Wharf 3

Telephone 020 7006 1000

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 a certified copy of the deed (if any) with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument (if any)
- ☐ You have given the date of acquisition
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the 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



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY NO. 6658187

CHARGE NO. 5

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SHARE CHARGE AGREEMENT
FOR GBP 23,370,000 DUE OR TO BECOME DUE SECURED ON
THE PROPERTY ACQUIRED BY EDF ENERGY RENEWABLES
HOLDINGS LIMITED ON THE 4 APRIL 2014 WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 22 APRIL 2014

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29 APRIL 2014

DT



Companies House



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