

080127/✓
MG01

Particulars of a mortgage or charge



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LASERFORM

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
particulars of a charge for a
company. To do this, please
form MG01s

MONDAY



LD2 26/11/2012 #76
COMPANIES HOUSE

1 Company details

Company number 0 7 1 0 3 8 0 2
Company name in full Celtic Array Limited
(the "Chargor")

For official use

→ **Filing 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 02 02 2011 2011

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 shares (the "Charge")

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured All obligations and liabilities of (a) Rhiannon
Wind Farm Limited (the "Company") under or in
connection with an agreement for lease to be
entered into between the Company and the Chargee
and (b) the Chargor under a zone development
agreement dated 21 March 2012 (the "**Zone
Development Agreement**") between the Chargor and The
Crown Estate Commissioners (as such agreement may
from time to time be further amended, restated,
novated or replaced (however fundamentally).

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

MG01**Particulars of a mortgage or charge****5 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 The Crown Estate Commissioners (the "Chargee")

Address 16 New Burlington Place

London

Postcode W 1 S 2 H X

Name

Address

Postcode

6 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

The Chargor charges, by way of first fixed charge, all of the rights which it now has and all of the rights which it obtains at any time in the future in:

(1) the following shares (the "Shares"):

(a) one ordinary share of one pound sterling (£1) in the capital of the Company,

(b) any other shares in the capital of the Company which are beneficially owned by the Chargor; and

(c) any shares acquired by the Chargor after the date of the Charge which are designated as Shares by the Chargor and the Chargee at or about the time of their acquisition;

(2) any rights accruing to, derived from or otherwise connected with the Shares (including dividends and proceeds of disposal), and

(3) any warrants, options and other rights to subscribe for or otherwise acquire Shares,

together, the "Charged Assets".

The Chargor will ensure that, unless the Chargee agrees to the contrary:

(1) no security will exist over, or in relation to, any Charged Asset (other than the security created under the Charge), and

(2) there will be no disposal of any Charged Asset other than as permitted under the Zone Development Agreement.

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7 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

None

8 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).

9 Signature

Please sign the form here

Signature

Signature

X

Norton Rose 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 Inga Aryanova

Company name Norton Rose LLP (Collect
London Counters)

Address

Post town

County/Region

Postcode

Country

DX

Telephone +44 (0)20 7283 6000



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. 7103802
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED 22
NOVEMBER 2012 AND CREATED BY CELTIC ARRAY LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
RHIANNON WIND FARM LIMITED AND THE COMPANY TO THE
CROWN ESTATE COMMISSIONERS 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 26 NOVEMBER
2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28 NOVEMBER
2012

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Companies House



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