

MG01

Particulars of a mortgage or charge

V097580/13



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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**  
You cannot use this form  
particulars of a charge f  
company To do this, pl  
form MG01s

MONDAY



A03

\*A21H6H00\*

04/02/2013

#130

COMPANIES HOUSE

1

Company details

Company number 0 8 3 3 6 1 3 7

Company name in full Ridgewind Holdings Limited (the "Chargor")

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 d3 d1 m0 m1 y2 y0 y1 y3

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 the shares of Gilston Wind Farm Limited (the "Share Charge")

4

Amount secured

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

Amount secured

The obligations of Blue Energy Ridge Wind Acquisitions Limited (the "Buyer") to pay Ridge Wind Holdings SARL (the "Chargee") certain sums specified under the agreement for the sale and purchase of the entire issued share capital of Ridge Wind Acquisition Limited dated 21 December 2012 between (among others) the Chargee and the Buyer (the "Ridgewind SPA") in respect of the Gilston Project (as that term is defined in the Ridgewind SPA, herein the "Project") when they become due for payment or discharge under the Ridgewind SPA and any applicable grace period has expired

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		<b>Continuation page</b> Please use a continuation page if you need to enter more details
Name	Ridge Wind Holdings SARL (the "Chargee")	
Address	7a rue Robert Stumper	
	Luxembourg	
Postcode	L - 2 5 5 7	
Name		
Address		
Postcode		

**6 Short particulars of all the property mortgaged or charged**

Please give the short particulars of the property mortgaged or charged		<b>Continuation page</b> Please use a continuation page if you need to enter more details
Short particulars	<p>1 The Share Charge creates first fixed charges over all the Chargor's rights of any kind (including any right, privilege, power or immunity or any interest or remedy of any kind, whether personal or proprietary) which it now has, and all such rights it obtains at any time in the future, in the Shares (as that term is defined in the Share Charge and which includes</p> <p>(a) the 1 ordinary share in Gilston Wind Farm Limited incorporated in England and Wales with company number 07845874 (the "Company"), with a nominal value of £1 per share,</p> <p>(b) any other shares in the capital of the Company, and</p> <p>(c) any shares which the Chargor acquires after the date of the Share Charge which are designated as Shares by the Chargor and the Chargee,</p> <p>and any rights accruing to, derived from or otherwise connected with such shares (including dividends and proceeds of disposal))</p> <p>2 Further, the Share Charge creates first fixed charges over any warrants, options and other rights of any kind to subscribe for or otherwise to acquire the Shares</p> <p>3 The Share Charge contains an undertaking by the Chargor that it will not create or permit to exist, any mortgage, charge, pledge, lien or any other encumbrance or security interest of any kind or any similar arrangement over any of its assets, other than certain limited permitted security interests described in the Share Charge</p> <p>4 The Share Charge restricts any transfer or other disposal of an asset or interest in an asset, or the creation of a right, privilege, power or immunity or interest or remedy of any kind, whether personal or proprietary, over the charged assets charged in accordance with paragraphs 1 and 2 above</p>	

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## Particulars of a mortgage or charge

### 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

nil

### 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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## Particulars of a mortgage or charge



### 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 Joshua Singer/Clive Weston LN58821

Company name Norton Rose LLP (Collect  
London Counters)

Address

Post town

County/Region

Postcode

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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](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)**



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

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

**COMPANY NO. 8336137  
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A CHARGE OVER THE SHARES OF  
GILSTON WIND FARM LIMITED DATED 31 JANUARY 2013 AND  
CREATED BY RIDGEWIND HOLDINGS LIMITED FOR SECURING  
ALL MONIES DUE OR TO BECOME DUE FROM BLUE ENERGY  
RIDGE WIND ACQUISITIONS LIMITED (THE BUYER) TO RIDGE  
WIND HOLDINGS SARL (THE CHARGE) 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 4  
FEBRUARY 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 FEBRUARY  
2013

L.C.



**Companies House**



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