

CHFP025

(Registration fee £2)

Limited Partnership Act 1907**LP5**

Application for Registration of a Limited Partnership and Statement of particulars and of the amounts contributed (in cash or otherwise) by the Limited Partners.

(Pursuant to section 8 of the Limited Partnerships Act 1907)

Name of firm or partnership: **Climate Change Capital Private Equity LP (the "Partnership")**

We, the undersigned, being the partners of the above-named firm, hereby apply for registration as a limited partnership and for that purpose supply the following particulars:

The general nature of the business

To carry on in England the business of investing and, in particular, of identifying, negotiating, making, monitoring the progress of and realising, exchanging or distributing investments and to carry out all functions and acts in connection therewith in accordance with the investment policy of the Partnership.

The principal place of business
49 Grosvenor Street
London W1K 3HP

The term, if any, for which the partnership is entered into

If no definite term, the conditions of existence of the partnership

The Partnership shall commence on 17 July 2007 and shall, subject to the limited partnership agreement constituting the Partnership (the "LPA") continue until the tenth anniversary of the First Closing Date unless terminated earlier in accordance with the LPA or extended in accordance with the LPA.

Date of commencement

17 July 2007

The partnership is limited and the full name and address of each of the partners are as follows:

General Partners
Climate Change Capital Private Equity (GP) Limited
49 Grosvenor Street
London, W1K 3HP

Limited partners

Amounts Contributed (1)

Climate Change Capital Scotland Private
Equity LP
50 Lothian Road, Festival Square, Edinburgh

€1,000

TOTAL

€1,000

Signature of all the partners

See Schedule

Presented by: O'Melveny & Myers LLP
Warwick Court
5 Paternoster Square
London EC4M 7DX

Date

Presentor's reference: **SW/LC/0160090-001**

Notes

- (i) State amount contributed by each limited partner, and whether paid in cash, or how otherwise.

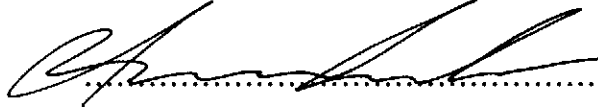
Schedule

Climate Change Capital Private Equity LP

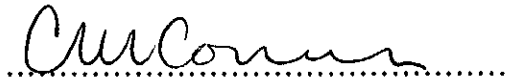
Form LP5

Signature of all the Partners

Climate Change Capital
Private Equity (GP) Limited

A handwritten signature in black ink, appearing to be 'A. Smith', written over a dotted line.

Climate Change Capital
Scotland Private Equity LP
acting by its general partner,
Climate Change Capital
Scotland Private Equity (GP) Limited

A handwritten signature in black ink, appearing to be 'C. McConna', written over a dotted line.

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

No. LP12295

I hereby certify that the firm

CLIMATE CHANGE CAPITAL PRIVATE EQUITY LP

having lodged a statement of particulars pursuant to section 8 of the Limited Partnerships Act, 1907, is this day registered as a limited partnership.

Given at Companies House, Cardiff, the 19th July 2007



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Limited Partnership Act 1907

LP6

Statement specifying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners

(Pursuant to section 9 of the Limited Partnerships Act 1907 and section 47 of the Finance Act 1973)

Registration No.: LP012295

Name of firm or partnership: CLIMATE CHANGE CAPITAL PRIVATE EQUITY LP

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a. The firm's name	
Previous Name NIL	New Name NIL
b. General nature of the business	
Business previously carried on NIL	Business now carried on NIL
c. Principal place of business	
Previous place of business NIL	New place of business NIL
d. Change in the partners or the name of a partner (see Note 1) On 25 July 2007, the names listed at (h) were admitted as Limited Partners.	
e. Term of character of the firm (see Note 2)	
Previous term NIL	New term NIL
f. Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf). On 25 July 2007, the new Limited Partners named in item (d) contributed the amounts set out opposite their respective names in item (h).	
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. NIL	



h. Statement of increase in capital contributions

NIL

Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
AlpInvest Partners Clean Technology Investments B.V.	€2748.93	€2748.93
American International Underwriters Overseas, Ltd	€1500	€1500
HSBC Private Banking (Suisse) SA Guernsey Branch	€1500	€1500
Stichting Custody Robeco Master Clean Tech II (USD) acting as custodian for Robeco Clean Tech Private Equity (USD)	€498.53	€498.53
Stichting Custody Robeco Master Clean Tech II (EUR) acting as custodian for Robeco Clean Tech Private Equity (EUR)	€925.83	€925.83
The Environment Agency (acting as Administrating Authority for the Environmental Agency Active Pension Fund)	€120	€120
Robeco Sustainable Private Equity Holding L.P.	€105	€105
Wolverhampton City Council	€1000	€1000
Arch Sustainable Finance IC Ltd	€250	€250
Arch Integrated Finance IC Ltd	€250	€250
Jules Leaver	€400	€400
Darmok N.V.	€300	€300
Sundial 2000 Limited	€300	€300
Hisparamarket, S.A.	€500	€500
L&P Ethical Investment Initiative Ltd	€597.43	€597.43

Signature of firm



Date 25 July 2007

Presented by:

O'Melveny & Myers LLP
Warwick Court
5 Paternoster Square
London EC4M 7DX

Presentor's reference: LC/0160090-001

NOTES

1. Changes brought about by death, by transfer of interest, by increase in the number of partners, or by change of name of any partner, must be notified here.
2. If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.
3. Any variation in the sum contributed by any limited partner must be stated at f. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated at h. above.
4. Each change must be entered in the proper section a., b., c., d., e., f., g., or h., as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
5. The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

Limited Partnership Act 1907

LP6

Statement specifying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners

(Pursuant to section 9 of the Limited Partnerships Act 1907 and section 47 of the Finance Act 1973)

Registration No.: LP012295

Name of firm or partnership: **CLIMATE CHANGE CAPITAL PRIVATE EQUITY LP**

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a. The firm's name			
Previous Name	NIL	New Name	NIL
b. General nature of the business			
Business previously carried on	NIL	Business now carried on	NIL
c. Principal place of business			
Previous place of business	NIL	New place of business	NIL
d. Change in the partners or the name of a partner (see Note 1)			
On 20 August 2007, Alliance Trust Plc, Universities Superannuation Scheme Limited, Dritte Vermögensverwaltung Wöbern Private Equity Futur 03 GmbH and Belvista Commodity Opportunities Ltd were admitted as Limited Partners.			
e. Term of character of the firm (see Note 2)			
Previous term	NIL	New term	NIL
f. Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf).			
On 20 August 2007, the new Limited Partners named in item (d), Stichting Custody Robeco Master Clean Tech II (EUR) acting as custodian for Robeco Clean Tech Private Equity (EUR) and Stichting Custody Robeco Master Clean Tech II (USD) acting as custodian for Robeco Clean Tech Private Equity (USD) and Alp Invest Partners Clean Technology Investments B.V. contributed the amounts set out opposite their respective names in item (h).			
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.			
NIL			

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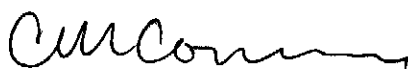
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COMPANIES HOUSE

h. Statement of increase in capital contributions		
Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
Alliance Trust Plc	€2,000.00	€2,000.00
Universities Superannuation Scheme Limited	€3,500.00	€3,500.00
Dritte Vermögensverwaltung Wölbern Private Equity Futur 03 GmbH	€250.00	€250.00
Belvista Commodity Opportunities Ltd	€257.57	€257.57
Stichting Custody Robeco Master Clean Tech II (EUR) acting as custodian for Robeco Clean Tech Private Equity (EUR)	€484.67	€1,410.50
Stichting Custody Robeco Master Clean Tech II (USD) acting as custodian for Robeco Clean Tech Private Equity (USD)	€260.97	€759.50
AlpInvest Partners Clean Technology Investments B.V.	€2,251.07	€5,000.00

Signature of firm



Date 20 August 2007

Presented by: O'Melveny & Myers LLP
Warwick Court
5 Paternoster Square
London EC4M 7DX

Presentor's reference: LC/0160090-001

NOTES

- Changes brought about by death, by transfer of interest, by increase in the number of partners, or by change of name of any partner, must be notified here.
- If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.

3. Any variation in the sum contributed by any limited partner must be stated at f. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated at h. above.
4. Each change must be entered in the proper section a., b., c., d., e., f., g., or h., as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
5. The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

Limited Partnership Act 1907

LP6

Statement specifying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners

(Pursuant to section 9 of the Limited Partnerships Act 1907 and section 47 of the Finance Act 1973)

Registration No.: LP012295

Name of firm or partnership: CLIMATE CHANGE CAPITAL PRIVATE EQUITY LP

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a. The firm's name	
Previous Name NIL	New Name NIL
b. General nature of the business	
Business previously carried on NIL	Business now carried on NIL
c. Principal place of business	
Previous place of business NIL	New place of business NIL
d. Change in the partners or the name of a partner (see Note 1)	
NIL	
e. Term of character of the firm (see Note 2)	
Previous term NIL	New term NIL
f. Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf).	
On 22 August 2007, Climate Change Capital Scotland Private Equity LP contributed the amount set out opposite its name in item (h).	
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.	
NIL	



h. Statement of increase in capital contributions		
Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
Climate Change Capital Scotland Private Equity LP	€4000	€5000

Signature of firm

Cell Comm

Date 22 August 2007

Presented by: O'Melveny & Myers LLP
Warwick Court
5 Paternoster Square
London EC4M 7DX

Presentor's reference: LC/0160090-001

NOTES

- Changes brought about by death, by transfer of interest, by increase in the number of partners, or by change of name of any partner, must be notified here.
- If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.
- Any variation in the sum contributed by any limited partner must be stated at f. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated at h. above.
- Each change must be entered in the proper section a., b., c., d., e., f., g., or h., as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

Limited Partnership Act 1907

LP6

Statement specifying the nature of a change in the Limited Partnership and Statement of Increase in the amount contributed (In cash or otherwise) by Limited Partners

(Pursuant to section 9 of the Limited Partnerships Act 1907 and section 47 of the Finance Act 1973)

Registration No.: LP012295

Name of firm or partnership: **CLIMATE CHANGE CAPITAL PRIVATE EQUITY LP**

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a. The firm's name	
Previous Name NIL	New Name NIL
b. General nature of the business	
Business previously carried on NIL	Business now carried on NIL
c. Principal place of business	
Previous place of business 49 Grosvenor Street, London, W1K 3HP	New place of business 3 More London Riverside, London, SE1 2AQ
d. Change in the partners or the name of a partner (see Note 1)	
NIL	
e. Term of character of the firm (see Note 2)	
Previous term NIL	New term NIL
f. Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf).	
NIL	
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.	
NIL	

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h. Statement of increase in capital contributions

NIL

Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
NIL	NIL	NIL

Signature of firm



Date 3 September 2007

Presented by: O'Melveny & Myers LLP
Warwick Court
5 Paternoster Square
London EC4M 7DX

Presentor's reference: LC/0160090-001

NOTES

1. Changes brought about by death, by transfer of interest, by increase in the number of partners, or by change of name of any partner, must be notified here.
2. If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.
3. Any variation in the sum contributed by any limited partner must be stated at f. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated at h. above.
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5. The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

Limited Partnership Act 1907

LP6

Statement specifying the nature of a change in the Limited Partnership and Statement of Increase in the amount contributed (in cash or otherwise) by Limited Partners

(Pursuant to section 9 of the Limited Partnerships Act 1907 and section 47 of the Finance Act 1973)

Registration No.: LP012295

Name of firm or partnership: CLIMATE CHANGE CAPITAL PRIVATE EQUITY LP

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a. The firm's name	
Previous Name NIL	New Name NIL
b. General nature of the business	
Business previously carried on NIL	Business now carried on NIL
c. Principal place of business	
Previous place of business NIL	New place of business NIL
d. Change in the partners or the name of a partner (see Note 1) On 21 December 2007, Hispamarket, S.A. transferred its interest in CLIMATE CHANGE CAPITAL PRIVATE EQUITY LP to BANKINTER CAPITAL RIESGO SGEGR, s.a. as custodian for BANKINTER CAPITAL RIESGO 1 FCR de régimen simplificado.	
e. Term of character of the firm (see Note 2)	
Previous term NIL	New term NIL
f. Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf). NIL	
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. NIL	



h. Statement of increase in capital contributions		
NIL		
Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)

Signature of firm



Date 21 December 2007

For and on behalf of
CLIMATE CHANGE CAPITAL LIMITED
acting as manager of
CLIMATE CHANGE CAPITAL PRIVATE EQUITY LP

Presented by: O'Melveny & Myers LLP
Warwick Court
5 Paternoster Square
London EC4M 7DX

Presentor's reference:

NOTES

- Changes brought about by death, by transfer of interest, by increase in the number of partners, or by change of name of any partner, must be notified here.
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- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

Limited Partnerships Act 1907

LP6

Statement specifying the nature of a change in the limited partnership amount contributed (in cash or otherwise) by limited partners.

(Pursuant to section 9 of the Limited Partnerships Act 1907)

Registration No. LP12295

Name of firm CLIMATE CHANGE CAPITAL PRIVATE EQUITY LP (the "Partnership")

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COMPANIES HOUSE

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The changes specified below have been made or have occurred in this limited partnership:

(Please see notes overleaf)

a.	The firm name	Previous Name	New name
	Nil		Nil
b.	General nature of the business	Business previously carried on	Business now carried on
	Nil		Nil
c.	Principal place of business	Previous place of business	New place of business
	Nil		Nil
d.	Change in the partners or the name of a partner (see Note 1) On 27 January 2010, Arch Integrated Finance Limited transferred its entire interest in the Partnership to Arch Sustainable Finance Limited and Arch Sustainable Finance Limited was admitted as a Limited Partner. In addition, on 27 January 2010, Arch Integrated Finance Limited ceased to be a Limited Partner.		
e.	Term or character of the partnership (see Note 2)	Previous term	New term
	Nil		Nil
f.	Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h)). On 27 January 2010, Arch Sustainable Finance Limited contributed €250 to the capital of the Partnership. In addition, on 27 January 2010, Arch Integrated Finance Limited's capital contribution was reduced to €0.		
g.	Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. Nil		

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James Robert Tisserand

Presented by: O'Melveny & Myers LLP
Warwick Court, 5 Paternoster Square
London, EC4M 7DX

NOTES

1. Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here.
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4. Each change must be entered in the proper section a., b., c., d., e., f., g., or h., as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
5. The statement must be signed at the end by the firm, and sent by post or delivered to the Registrar of Companies for registration within seven days of the changes taking place.