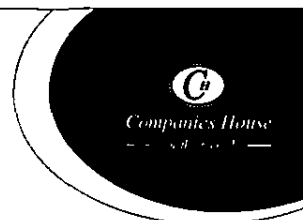


SH01

Return of allotment of shares



You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by subscription
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

THURSDAY



SCT 24/11/2011 345
COMPANIES HOUSE

1 Company details

Company number S C 1 8 2 3 6 8
Company name in full PELAMIS WAVE POWER LIMITED

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

2 Allotment dates ^①

From Date d 2 d 2 m 1 m 1 y 2 y 0 y 1 y 1
To Date d d m m y y y y

① **Allotment date**
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ^②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
B SERIES	STERLING	18,200	£0.25	£1.9784	£0
A1 SERIES	STERLING	39,356	£0.01	£0.01	£0

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.
If a PLC, please attach
valuation report (if
appropriate)

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Return of allotment of shares

Statement of capital

Section 4 (also Section 5 and Section 6, if appropriate) should reflect the company's issued capital at the date of this return.

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 4 and then go to Section 7.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	£0.25	£0	493,000	£ 123,250
A SERIES	£10	£0	4,324,729	£ 1,081,182.25
A1 SERIES	£0.01	£0	1,892,843	£ 18,928.43
B SERIES	£1.9784	£0	783,057	£ 1,549,199.97
Totals			continues	£ continues

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate
nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any
share premium.

② E.g. Number of shares issued multiplied by
nominal value of each share.

③ Total number of issued shares in this class.

Continuation Pages

Please use a Statement of Capital continuation
page if necessary.

Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency.

- ① Including both the nominal value and any share premium.
- ② Total number of issued shares in this class.
- ③ E.g. Number of shares issued multiplied by nominal value of each share.

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Return of allotment of shares


7

Statement of capital (Prescribed particulars of rights attached to shares)

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5.	<p>Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a particulars of any voting rights, including rights that arise only in certain circumstances; b particulars of any rights, as respects dividends, to participate in a distribution; c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p> <p>Continuation page Please use a Statement of Capital continuation page if necessary.</p>
Class of share	ORDINARY	
Prescribed particulars	Entitled to dividends but only after dividend of £6 has been paid on each of B Series Shares. Entitled on a show of hands to one vote and on a poll to one vote for every share of which he is the holder. On a liquidation or capital reduction will only be entitled to a share in the remaining balance of any proceeds after all the B Series, A1 Series and A Series Shareholders have received their entitlements. Such proceeds will be shared between all shareholders pari passu on a pro rata basis.	
Class of share	A SERIES	
Prescribed particulars	Entitled to dividends but only after dividend of £6 has been paid on each of B Series Shares. Right to convert into Ordinary shares at any time and automatically convert on the occurrence of an IPO. Entitled on a show of hands to one vote and on a poll to one vote for every share of which he is the holder. (please see continuation page)	
Class of share	B SERIES	
Prescribed particulars	Entitled to dividends of £6. Right to convert into Ordinary shares at any time and automatically convert on the occurrence of an IPO. Redemption can occur at any time if 66.6% of B Series Shareholders agree at three times the sum of the subscription price and the A1 series share subscription price. Entitled on a show of hands to one vote and on a poll to one vote for every share of which he is the holder. (please see continuation page)	

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Signature

	I am signing this form on behalf of the company.	<p>Societas Europaea If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.</p> <p>Person authorised Under either section 270 or 274 of the Companies Act 2006.</p>
Signature	<p>Signature</p> <p>X  X</p> <p><i>As Agent for and on behalf of Pelamis Wave Power Limited</i></p>	
	<p>This form may be signed by:</p> <p>Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.</p>	

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Return of allotment of shares

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Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	A SERIES	
Prescribed particulars	<p>On a liquidation or capital reduction entitled to £10 for each share but only after the Series B Shares and A1 Series have received their entitlements and then to a share in the remaining balance of any proceeds after all the B Series, A1 Series and A Series Shareholders have received their entitlements. Such proceeds will be shared between all shareholders pari passu on a pro rata basis.</p>	

SH01 - continuation page

Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	B SERIES	
Prescribed particulars	<p>On liquidation or capital reduction, after all liabilities and costs and the management carve out have been met, entitled to £6 for each share and then after the A1 Series shareholders have received their entitlements, the balance of proceeds up to £100,000,000 will be shared between A1 Series shareholders and B Series shareholders pari passu on a pro rata basis and then to a share in the remaining balance of any proceeds after all the B Series, A1 Series and A Series Shareholders have received their entitlements. Such proceeds will be shared between all shareholders pari passu on a pro rata basis.</p>	

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Return of allotment of shares

7	Statement of capital (Prescribed particulars of rights attached to shares)	
Class of share	A1 SERIES	
Prescribed particulars	<p>Entitled to dividends but only after dividend of £6 has been paid on each of B Series Shares. Right to convert into Ordinary shares at any time and automatically convert on the occurrence of an IPO. Entitled on a show of hands to one vote and on a poll to one vote for every share of which he is the holder. On a liquidation or capital reduction entitled to £20 for each share after the B Series shareholders have received their entitlements and then the balance of proceeds up to £100,000,000 will be shared between A1 Series shareholders and B Series shareholders pari passu on a pro rata basis and then to a share in the remaining balance of any proceeds after all the B Series, A1 Series and A Series Shareholders have received their entitlements. Such proceeds will be shared between all shareholders pari passu on a pro rata basis.</p>	

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Return of allotment of shares



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 **Catriona Strachan**

Company name **McClure Naismith LLP**

Address **3 Ponton Street**

Post town **Edinburgh**

County/Region

Postcode **E H 3 9 Q Q**

Country **Scotland**

DX **ED135**

Telephone **0131 228 4994**



Checklist

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the appropriate sections of the Statement of Capital.
- ☐ You have signed the form.



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 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