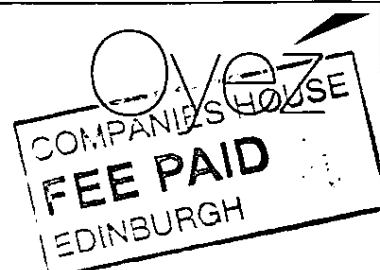


MG01s

Particulars of a charge created by a company registered in Scotland



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 created by a
Scottish company.



What this form is NOT for

You cannot use this form to register
particulars of a mortgage or charge
created by a company in England
and Wales or Northern Ireland. To do
this, please use form MG01.

THURSDAY



SU3VQUUY

SCT

09/06/2011

COMPANIES HOUSE

35

1 Company details

Company number S C 1 8 2 3 6 8

Company name in full Pelamis Wave Power Limited (the **Company**)

For official use
1 2

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 2 6 0 5 2 0 1 1

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge e.g. 'Standard security', 'Floating charge' etc.

Description Floating charge (the **Charge**)

4 Amount secured

Please give us details of the amount secured by the charge.

Amount secured All present and future obligations and liabilities
for the payment or repayment of money due pursuant
to a Loan Agreement entered into on or about the
date of the Charge including principal interest,
commission fees and other charges, together with
all costs, charges and expenses reasonably incurred
by the Lender in connection with the protection,
preservation or enforcement of its rights.

Continuation page

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

MG01s

Particulars of a charge created by a company registered in Scotland

5

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	E.ON Climate & Renewables UK Limited (the Lender)									
Address	Westwood Way, Westwood Business Park, Coventry									
Postcode	C	V	4		8	L	G			
Name										
Address										
Postcode										

6

Short particulars of all the property charged

Please give the short particulars of the property charged.

Continuation page

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

Short particulars	The whole of the property, assets and undertaking (including uncalled capital) from time to time of the Company (the Charged Assets).
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MG01s

Particulars of a charge created by a company registered in Scotland

7 Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ⁽¹⁾

Restrictions on granting further securities

The Company shall not, other than in the ordinary course of its business, without the prior written consent of the Lender:

1. create, or agree or attempt to create, or permit to subsist, any Security or any trust over any of the Charged Assets; or
2. sell, assign, lease or sub-license, or grant any interest in, any of its Charged Assets, or part with possession or ownership of them.

Ranking of the Charge

1. The Charge shall, subject to section 464(2) of the Companies Act 1985, rank in priority to any Fixed Security (other than any Fixed Security granted by the Company in favour of the Lender which shall rank in priority to the Charge) and to any other floating charge.
2. The Company shall not, without the prior written consent of the Lender, create or permit to exist any fixed security or floating charge over all or any part of the Charged Assets which ranks in priority to or equally with the Charge except for any Fixed Security granted by the Company in favour of the Lender.

Definitions

Fixed Security shall have the meaning given to it in section 486 of the Companies Act 1985.

Security means any mortgage, charge (whether fixed or floating), standard security, pledge, lien, hypothecation, standard security, assignment by way of security, assignation in security or other security interest of any kind.

In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

Continuation page

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

MG01s

Particulars of a charge created by a company registered in Scotland

8 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

n/a

9 Delivery of instrument

A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge.

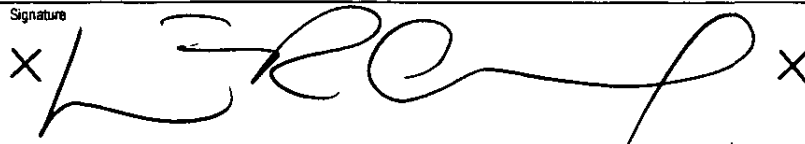
In the case of a charge created out of the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK. Certified copies of any other documents relevant to the charge should also be delivered.

10 Signature

Please sign the form here.

Signature

Signature

X  X

Signature

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

FOR AND ON BEHALF OF CHFP041 03/11 Version 5.0
DUNDAS & WILSON CS LLP

MG01s/4

MG01s

Particulars of a charge created by a company registered in Scotland



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
Jennifer Orr (Ref: EON001.0007)

Company name
DUNDAS & WILSON CS LLP

Address
DX561475

191 WEST GEORGE STREET

Post town
GLASGOW

County/Region

Postcode
G 2 2 L D

Country

DX

Telephone
0141 304 6051



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.
- ☐ You have given details of the amount secured by the 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 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 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 CHARGE**

COMPANY NO. 182368

CHARGE NO. 12

I HEREBY CERTIFY THAT A CHARGE CREATED BY PELAMIS
WAVE POWER LIMITED

ON 26 MAY 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF E.ON CLIMATE & RENEWABLES UK LIMITED

WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 9 JUNE 2011

GIVEN AT COMPANIES HOUSE, EDINBURGH 10 JUNE 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES