COMPANIES FORM No. 122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

CHFP025

Please do not write in this margin

Pursuant to section 122 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

* insert full name of company

To the Registrar of Companies (Address overleaf)

For official use

Company number

SC182368

Name of company

Ocean Power Delivery Limited

gives notice that:

The £1,686,570 Convertible Loan Stock created by the Company pursuant to the Convertible Loan Stock Instrument dated 28 April 2005 converted into A Shares as detailed below on

- 1. Norsk Hydro Technology Ventures AS: their £500,000 holding of Convertible Loan Stock was converted at a price of £7.87 per share into 63,555 A Shares of £0.25 each;
- 2. SAM Private Equity Energy Fund LP: their £250,000 holding of Convertible Loan Stock was converted at a price of £6.67 per share into 37,507 A Shares of £0.25 each;
- 3. SAM Sustainability Private Equity LP: their £250,000 holding of Convertible Loan Stock was converted at a price of £10.96 per share into 22,814 A Shares of £0.25 each;
- 4. 3i Group plc: their £500,000 holding of Convertible Loan Stock was converted at a price of £7.87 per share into 63,555 A Shares of £0.25 each;
- 5. Carbon Trust Investments Limited: their £186,570 holding of Convertible Loan Stock was converted at a price of £4.57 per share into 40,802 A Shares of £0.25 each.

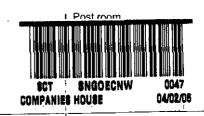
†Insert Director. Secretary Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation + DIR6CTOR Date 2 February 2006

Presentor's name address and reference (if any): DLA Piper Rudnick Gray Cary Rutland Square **EDINBURGH** EHI 2AA

For official Use General Section



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