

**Return of Allotment of Shares**Company Name: **85 DEGREES RENEWABLE LIMITED**Company Number: **13150281**Received for filing in Electronic Format on the: **15/06/2023**

XC5P9241

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	25/04/2023	

Class of Shares:	PREFERENCE	Number allotted	5470000
Currency:	EUR	Nominal value of each share	1
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	PREFERENCE	Number allotted	19115000
Currency:	EUR	Aggregate nominal value:	19115000
Prescribed particulars			

THE HOLDERS OF THE PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF ANY GENERAL MEETING AND A COPY OF EVERY WRITTEN RESOLUTION OF THE COMPANY AND TO ATTEND CITHER IN PERSON (OR, BEING A CORPORATION, BY DULY AUTHORISED REPRESENTATIVE) OR BY PROXY AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY BUT SHALL NOT BE ENTITLED TO VOTE (WHETHER PERSONALLY, BY AUTHORISED REPRESENTATIVE OR BY PROXY. THE HOLDERS OF PREFERENCE SHARES SHALL BE ENTITLED TO RECEIVE, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARES, A FIXED CUMULATIVE PREFERENTIAL NET CASH DIVIDEND (THE "PREFERENCE DIVIDEND") OF 8 PER CENT OF THE AGGREGATE OF THE NOMINAL VALUE OF EACH PREFERENCE SHARE PLUS THE ACCRUED VALUE OF THE PREFERENCE DIVIDEND AS COMPOUNDED ANNUALLY PER ANNUM ON EACH SHARE FOR THE PERIOD FROM THE DATE OF SUBSCRIPTION FOR THE PREFERENCE SHARES, SUCH DIVIDEND TO ACCRUE DAY TO DAY FROM THE DATE OF SUBSCRIPTION FOR THE PREFERENCE SHARES AND COMPOUNDED ANNUALLY AND TO BE PAYABLE ON SUCH DATES AS MAY BE AGREED FROM TIME TO TIME WITH SHAREHOLDER CONSENT AND IN ANY EVENT UPON REDEMPTION IN ACCORDANCE WITH ARTICLE 17.8 (THE "DIVIDEND DATE"). NOTWITHSTANDING THE FOREGOING, ANY PREFERENCE SHARE HELD BY A B ORDINARY SHAREHOLDER SHALL CEASE TO ACCRUE THE PREFERENCE DIVIDEND FROM THE DATE ANY SUCH B ORDINARY SHAREHOLDER BECOMES OR IS DEEMED TO BECOME A LEAVER. ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST ITS MEMBERS AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO EACH HOLDER OF PREFERENCE SHARES (TO THE EXTENT SUCH PREFERENCE SHARES HAVE NOT BEEN REDEEMED PURSUANT TO ARTICLE 17.8) AN AMOUNT EQUAL TO THE ISSUE PRICE FOR EACH PREFERENCE SHARE HELD BY SUCH HOLDER AND IF THERE IS A SHORTFALL, THE ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERENCE SHARES PRO RATA TO THE NUMBER OF PREFERENCE SHARES HELD BY EACH OF THEM RESPECTIVELY; (B) NEXT, IN PAYING TO EACH HOLDER OF PREFERENCE SHARES (TO THE EXTENT SUCH PREFERENCE SHARES HAVE NOT BEEN REDEEMED PURSUANT TO ARTICLE 17.8) AN AMOUNT EQUAL TO ALL UNPAID ALL UNPAID ARREARS AND ACCRUALS OF THE PREFERENCE DIVIDEND ON THE PREFERENCE SHARES HELD BY SUCH HOLDER, CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL ON THE PREFERENCE SHARE (SUCH ARREARS AND ACCRUALS BEING PAYABLE IRRESPECTIVE OF WHETHER THE PREFERENCE DIVIDEND HAS BECOME DUE AND PAYABLE IN ACCORDANCE WITH THE

ARTICLES) AND IF THERE IS A SHORTFALL, THE ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERENCE SHARES PRO RATA TO THE NUMBER OF PREFERENCE SHARES HELD BY EACH OF THEM RESPECTIVELY.

Class of Shares:	A	Number allotted	35700
	ORDINARY	Aggregate nominal value:	35700
	SHARES		
Currency:	GBP		
Prescribed particulars			

SUBJECT TO ARTICLES 17.10 (VARIATION OF VOTING RIGHTS) AND 17.11 (DISENFRANCHISEMENT) THE HOLDERS OF THE ORDINARY SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO RECEIVE AND VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE CA 2006, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH ORDINARY SHARE HELD BY SUCH HOLDER. THE BALANCE OF ANY PROFITS WHICH THE COMPANY OR BOARD MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES (EQUALLY AS IF THEY WERE ONE CLASS OF SHARE) PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES (AS THE CASE MAY BE) HELD. ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE ASSETS OF (THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST ITS MEMBERS AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO EACH HOLDER OF PREFERENCE SHARES (TO THE EXTENT SUCH PREFERENCE SHARES HAVE NOT BEEN REDEEMED PURSUANT TO ARTICLE 17.8) AN AMOUNT EQUAL TO THE ISSUE PRICE FOR EACH PREFERENCE SHARE HELD BY SUCH HOLDER AND IF THERE IS A SHORTFALL, THE ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERENCE SHARES PRO RATA TO THE NUMBER OF PREFERENCE SHARES HELD BY EACH OF THEM RESPECTIVELY; (B) NEXT, IN PAYING TO EACH HOLDER OF PREFERENCE SHARES (TO THE EXTENT SUCH PREFERENCE SHARES HAVE NOT BEEN REDEEMED PURSUANT TO ARTICLE 17.8) AN AMOUNT EQUAL TO ALL UNPAID ALL UNPAID ARREARS AND ACCRUALS OF THE PREFERENCE DIVIDEND ON THE PREFERENCE SHARES HELD BY SUCH HOLDER, CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL ON THE PREFERENCE SHARE (SUCH ARREARS AND ACCRUALS BEING PAYABLE IRRESPECTIVE OF WHETHER THE PREFERENCE DIVIDEND HAS BECOME DUE AND PAYABLE IN ACCORDANCE WITH THE ARTICLES) AND IF THERE IS A SHORTFALL, THE ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERENCE SHARES PRO RATA TO THE NUMBER OF PREFERENCE SHARES HELD BY EACH OF THEM RESPECTIVELY; (C) NEXT, IN PAYING THE BALANCE TO THE HOLDERS OF THE ORDINARY SHARES (PARI PASSU AS IF THE CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY EACH OF THEM RESPECTIVELY.

Class of Shares:	B	Number allotted	34300
	ORDINARY	Aggregate nominal value:	34300
	SHARES		
Currency:	GBP		
Prescribed particulars			

SUBJECT TO ARTICLES 17.10 (VARIATION OF VOTING RIGHTS) AND 17.11 (DISENFRANCHISEMENT) THE HOLDERS OF THE ORDINARY SHARES SHALL HAVE THE RIGHT TO RECEIVE NOTICE OF AND ATTEND AND VOTE AND SPEAK AT ANY GENERAL MEETING OF THE COMPANY AND SHALL BE ENTITLED TO RECEIVE AND VOTE ON ANY WRITTEN RESOLUTION OF THE COMPANY. SAVE, IN EACH CASE, AS PROVIDED OTHERWISE IN THE CA 2006, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY OR BY REPRESENTATIVE SHALL BE ENTITLED ON A SHOW OF HANDS TO ONE VOTE AND ON A POLL OR WRITTEN RESOLUTION TO ONE VOTE FOR EACH ORDINARY SHARE HELD BY SUCH HOLDER. THE BALANCE OF ANY PROFITS WHICH THE COMPANY OR BOARD MAY DETERMINE TO DISTRIBUTE SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES (EQUALLY AS IF THEY WERE ONE CLASS OF SHARE) PRO RATA ACCORDING TO THE NUMBER OF ORDINARY SHARES (AS THE CASE MAY BE) HELD. ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE REDEMPTION OF SHARES OF ANY CLASS OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE ASSETS OF (THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST ITS MEMBERS AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: (A) FIRST, IN PAYING TO EACH HOLDER OF PREFERENCE SHARES (TO THE EXTENT SUCH PREFERENCE SHARES HAVE NOT BEEN REDEEMED PURSUANT TO ARTICLE 17.8) AN AMOUNT EQUAL TO THE ISSUE PRICE FOR EACH PREFERENCE SHARE HELD BY SUCH HOLDER AND IF THERE IS A SHORTFALL, THE ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERENCE SHARES PRO RATA TO THE NUMBER OF PREFERENCE SHARES HELD BY EACH OF THEM RESPECTIVELY; (B) NEXT, IN PAYING TO EACH HOLDER OF PREFERENCE SHARES (TO THE EXTENT SUCH PREFERENCE SHARES HAVE NOT BEEN REDEEMED PURSUANT TO ARTICLE 17.8) AN AMOUNT EQUAL TO ALL UNPAID ALL UNPAID ARREARS AND ACCRUALS OF THE PREFERENCE DIVIDEND ON THE PREFERENCE SHARES HELD BY SUCH HOLDER, CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL ON THE PREFERENCE SHARE (SUCH ARREARS AND ACCRUALS BEING PAYABLE IRRESPECTIVE OF WHETHER THE PREFERENCE DIVIDEND HAS BECOME DUE AND PAYABLE IN ACCORDANCE WITH THE ARTICLES) AND IF THERE IS A SHORTFALL, THE ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE PREFERENCE SHARES PRO RATA TO THE NUMBER OF PREFERENCE SHARES HELD BY EACH OF THEM RESPECTIVELY; (C) NEXT, IN PAYING THE BALANCE TO THE HOLDERS OF THE ORDINARY SHARES (PARI PASSU AS IF THE CONSTITUTED ONE CLASS OF SHARE) PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD BY EACH OF THEM RESPECTIVELY.

Statement of Capital (Totals)

Currency:	EUR	Total number of shares:	19115000
		Total aggregate nominal value:	19115000
		Total aggregate amount unpaid:	0
Currency:	GBP	Total number of shares:	70000
		Total aggregate nominal value:	70000
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.