

**Return of Allotment of Shares**Company Name: **WIND 2 PROJECT 5 LIMITED**Company Number: **SC714905**Received for filing in Electronic Format on the: **06/01/2022**

XAV3IOPU

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	24/12/2021	

Class of Shares:	B ORDINARY	Number allotted	100
Currency:	GBP	Nominal value of each share	1
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Class of Shares:	PREFERENCE	Number allotted	69613
Currency:	GBP	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:	A	Number allotted	100
	ORDINARY	Aggregate nominal value:	100

Currency: GBP

Prescribed particulars

SUBJECT TO THE PAYMENT OF THE PREFERENCE DIVIDEND, ANY REMAINING PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE A SHARES AND THE B SHARES THEN IN ISSUE ACCORDING TO THE NUMBER OF SUCH A SHARES OR B SHARES HELD BY THEM RESPECTIVELY. THE HOLDERS OF THE A SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND SPEAK AT ANY GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF SUCH A SHARES WHO (BEING INDIVIDUALS) ARE PRESENT IN PERSON OR BY PROXY OR (BEING CORPORATIONS) ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, HAVE ONE VOTE FOR EACH A SHARE OF WHICH HE IS THE HOLDER, EXCEPT THAT THE A SHARES DO NOT CONFER ANY RIGHT TO VOTE UPON A RESOLUTION FOR THE REMOVAL FROM OFFICE OF A DIRECTOR APPOINTED BY THE HOLDERS OF THE B SHARES UNDER A RIGHT TO APPOINT WHICH IS A CLASS RIGHT. ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL, SUBJECT TO THE PAYMENTS DUE TO THE HOLDERS OF THE PREFERENCE SHARES AND ANY PREFERRED PAYMENT TO WHICH THE B SHARES MAY BE ENTITLED IN ACCORDANCE WITH THE RIGHTS OF THE B SHARES AS SET OUT IN ARTICLE 25.2.3, BE PAID TO THE HOLDERS OF THE A SHARES AND B SHARES (PRO RATA AS THOUGH THEY CONSTITUTED THE SAME CLASS OF SHARE) IN THE FOLLOWING ORDER: (I) ANY DIVIDENDS THEREON WHICH HAVE BEEN DECLARED BUT ARE UNPAID, THEN (II) AN AMOUNT EQUAL TO THE ISSUE PRICE OF ALL THE A SHARES AND B SHARES HELD BY HIM AND FINALLY (III) IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS OF THE A SHARES AND B SHARES IN PROPORTION TO THE NUMBERS OF THE A SHARES AND/OR B SHARES HELD BY HIM. EACH HOLDER OF A SHARES HAS THE RIGHT TO APPOINT TWO DIRECTORS TO THE COMPANY’S BOARD.

Class of Shares:	B	Number allotted	100
	ORDINARY	Aggregate nominal value:	100
Currency:	GBP		
Prescribed particulars			

SUBJECT TO THE PAYMENT OF THE PREFERENCE DIVIDEND, ANY REMAINING PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE A SHARES AND THE B SHARES THEN IN ISSUE ACCORDING TO THE NUMBER OF SUCH A SHARES OR B SHARES HELD BY THEM RESPECTIVELY. THE HOLDERS OF THE B SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND SPEAK AT ANY GENERAL MEETINGS OF THE COMPANY AND THE HOLDERS OF SUCH B SHARES WHO (BEING INDIVIDUALS) ARE PRESENT IN PERSON OR BY PROXY OR (BEING CORPORATIONS) ARE PRESENT BY DULY AUTHORISED REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE EACH, AND, ON A POLL, HAVE ONE VOTE FOR EACH B SHARE OF WHICH HE IS THE HOLDER, EXCEPT THAT THE B SHARES DO NOT CONFER ANY RIGHT TO VOTE UPON A RESOLUTION FOR THE REMOVAL FROM OFFICE OF A DIRECTOR APPOINTED BY THE HOLDERS OF THE A SHARES UNDER A RIGHT TO APPOINT WHICH IS A CLASS RIGHT. ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL, SUBJECT TO THE PAYMENTS DUE TO THE HOLDERS OF THE PREFERENCE SHARES AND ANY PREFERRED PAYMENT TO WHICH THE B SHARES MAY BE ENTITLED IN ACCORDANCE WITH THEIR RIGHTS AS SET OUT IN ARTICLE 25.2.3, BE PAID TO THE HOLDERS OF THE A SHARES AND B SHARES (PRO RATA AS THOUGH THEY CONSTITUTED THE SAME CLASS OF SHARE) IN THE FOLLOWING ORDER: (I) ANY DIVIDENDS THEREON WHICH HAVE BEEN DECLARED BUT ARE UNPAID, THEN (II) AN AMOUNT EQUAL TO THE ISSUE PRICE OF ALL THE A SHARES AND B SHARES HELD BY HIM AND FINALLY (III) IN DISTRIBUTING THE BALANCE OF SUCH ASSETS AMONGST THE HOLDERS OF THE A SHARES AND B SHARES IN PROPORTION TO THE NUMBERS OF THE A SHARES AND/OR B SHARES HELD BY HIM. ON A SALE OF ALL OF THE ISSUED SHARES TO A THIRD PARTY BUYER (AS DEFINED IN THE JOINT DEVELOPMENT AGREEMENT ENTERED INTO BETWEEN W2H2 LLP (REGISTERED NUMBER: OC438722), WIND 2 LIMITED (COMPANY NUMBER 10276420) AND ORI JV HOLDINGS 2 LIMITED (REGISTERED NUMBER: 13812442) DATED 24 DECEMBER 2021 (THE "JDA")) PURSUANT CLAUSE 10 OF THE JDA (BUT ONLY WHERE SUCH SALE IS THE FIRST SALE TO TAKE PLACE PURSUANT TO CLAUSE 10 OF THE JDA) THE CONSIDERATION PAYABLE SHALL BE PAID IN ACCORDANCE WITH THE PROVISIONS OF THE JDA SO THAT THE B SHARES SHALL HAVE THE RIGHT TO RECEIVE AN AMOUNT DETERMINED SO AS TO GIVE EFFECT TO CLAUSE 10 OF THE JDA. EACH HOLDER OF THE B SHARES HAS THE RIGHT TO APPOINT TWO DIRECTORS TO THE COMPANY'S BOARD.

Class of Shares: PREFERENCE Number allotted **69613**

Currency: **GBP** Aggregate nominal value: **69613**

Prescribed particulars

THE PREFERENCE SHARES SHALL ENTITLE THE HOLDERS THEREOF, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE, TO A CUMULATIVE PREFERENTIAL NET CASH DIVIDEND AT THE RATE OF 0.0001% PER ANNUM OF THE ISSUE PRICE IN RESPECT OF ALL PREFERENCE SHARES HELD BY THEM. THE PREFERENCE SHARES SHALL NOT ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT ANY GENERAL MEETING OR ON ANY WRITTEN RESOLUTION. ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED SO THAT THE HOLDERS OF THE PREFERENCE SHARES SHALL RECEIVE, IN PRIORITY TO THE HOLDERS OF ANY OTHER CLASS OF SHARE, (I) ALL UNPAID ARREARS, ACCRUALS AND INTEREST ON LATE PAYMENTS OF THE PREFERENCE DIVIDEND ON THE PREFERENCE SHARES HELD BY HIM, CALCULATED DOWN TO AND INCLUDING THE DATE THE RETURN OF CAPITAL IS MADE (SUCH ARREARS, ACCRUALS AND ANY INTEREST ON LATE PAYMENTS PAYABLE IRRESPECTIVE OF WHETHER SUCH DIVIDEND HAS BECOME DUE AND PAYABLE THEN (II) AN AMOUNT EQUAL TO THE ISSUE PRICE OF ALL THE PREFERENCE SHARES HELD BY THE HOLDER.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	69813
		Total aggregate nominal value:	69813
		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.