

Great Glen Energy Co-operative Ltd

SHARE TRANSFER/SALE POLICY

1. Introduction

- 1.1 Shares in the Great Glen Energy Co-operative Ltd (GGEC) will not be traded on a recognised stock exchange. GGEC Members were advised as part of the original Share Offer Document that the purchase of shares in GGEC should be regarded as a long-term investment and that the value of shares will be repaid to Members in full at the £1 par value of each share after 2032 or on such earlier date as GGEC may disengage from the wind farm project.
- 1.2 Arrangements are in place to facilitate the transfer of shares from legal guardians to child nominees who have reached the age of 18 or such earlier legal age as may apply. Arrangements are also in place to deal with the shares of deceased Members either according to their will or by offering the shares to the beneficiaries of the deceased Member or by redemption of the shares at the £1 par value of each share and repayment of the proceeds to the deceased Member's estate. However, the Board recognises that other circumstances may arise when Members may need to sell or transfer shares, and on such occasions Members should seek advice from the Company Secretary.
- 1.3 The Board also recognises that Members may wish to purchase additional shares from time to time and, in accordance with the Rules of the Co-op, the Board has exercised its discretion to facilitate the transfer of shares between GGEC Members at par value.
- 1.4 All share transfers where a child nominee reaches the age of maturity or where a member dies shall be actioned by E4A and notified to the Board. Deceased member shares can be transferred to the beneficiaries of the deceased estate whether they are GGEC members or not. If the shares are not transferred to beneficiaries, the shares will be offered for sale to existing members. If the shares cannot be sold to existing members the shares can be withdrawn subject to clause 2.8. All other requests to sell or transfer shares must be approved by the board before any action is taken. Owners requesting sale or transfer of shares are advised that payment of any share dividend is made to the owner of the shares at the time of the AGM when the dividend motion is approved.

2. Share Transfer Process

- 2.1 From 1st April 2012 applications for the purchase of shares must be made by completing, signing and returning by post the form provided with this policy document. The minimum number of shares that may be purchased in a single

transaction is 250, and the maximum number of shares that may be held by an individual Member is 20,000. Transfers will be made at the £1 par value of each share, and all transfers will be made at the discretion of the GGEC Board. The Board will not consent to the transfer of any share to a person who is not qualified to be a Member under Co-op Rule 5.

Members transferring shares will be required to pay an administration fee of £35 or 5 per cent of the £1 par value of the shares whichever is the greater subject to a maximum fee of £150. The fee is payable to E4A.

- 2.2 GGEC maintains a list containing the details of all Members who have applied to purchase shares. The list will be maintained in chronological order of application.
- 2.3 The Board recognises that the number of shares available for purchase may not be the same as the number that an individual Member may wish to purchase. In order to avoid potentially long delays in matching available shares with equivalent buyers and to keep administration costs to a minimum, shares will be offered in the first instance on a chronological (first come, first served) basis to prospective buyers who have stated that they wish to purchase a number of shares equal to or greater than the number of shares that are available. Where it is not possible to transfer shares in this way, available shares will be offered to prospective buyers who have stated that they wish to purchase fewer shares than the number available. In this circumstance, shares will be offered to prospective buyers on a chronological basis until the number of available shares is exhausted.
- 2.4 Members who purchase shares will be removed from the list of buyers and will be required to re-apply if they wish to be considered for future transfers. Such applications will be regarded as new applications for the purposes of the chronological list.
- 2.5 Potential buyers who do not agree to purchase the number of shares in which they have expressed an interest within 21 days of the offer to purchase being made will be advised at the time of offer to purchase that if they do not take up the offer they will be moved to the bottom of the list. They should also be advised that they can revise the amount of shares they wish to buy at any time before being made an offer to purchase, by giving notice to the office.
- 2.6 Stamp duty is payable by those acquiring shares with a value in excess of £1,000.
- 2.7 Share interest payable in respect of the year during which the transfer takes place will be paid to the Member who is in ownership of the shares at the date on which the Annual General Meeting of the Co-op approves the distribution of share interest for that year.

- 2.8 With effect from 1 January 2014, arrangements will exist for up to a maximum of 5 per cent of GGEC's share capital to be withdrawn annually at the discretion of the GGEC Board. The value of share capital withdrawn under this arrangement will be repaid to GGEC by Falck Renewables Wind Limited (FRWL). Where a Member cannot be found to purchase the shares of a Member whose shares are available for sale, the Board may use its discretion to withdraw shares up to the above limit and repay monies received from FRWL to the selling Member at the £1 par value of each withdrawn share.
- 2.9 Where a member wishes to freely transfer some or all of their shares to another member for no value as a gift, then, with the approval of the Board, this can exceptionally be facilitated by E4A at no charge. GGEC Members will be reminded that as part of the original Share Offer Document the purchase of shares in GGEC should be regarded as a long-term investment. Please contact E4A and provide all details and reasons.
- 3.0 Where a member wishes to freely transfer or sell **all** their shares to someone who is not a member but who on application would be eligible with the approval of the Board to become a member, such an application may exceptionally be approved and be facilitated by E4A. Members will be required to pay an administration fee of £35 or 5 per cent of the £1 par value of the shares whichever is the greater subject to a maximum fee of £150. The fee is payable to E4A. Stamp duty is payable by buyers of shares with a value in excess of £1,000. GGEC Members will be reminded that as part of the original Share Offer Document the purchase of shares in GGEC should be regarded as a long-term investment and will be provided with a copy of the GGEC Rules. Please complete the Form 'Application to Transfer Total Shareholding to a Non-Member'.

Thursday, 20 February 14

Application for the Purchase of Shares

Name:

Address:

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Postcode:

Please indicate the number of shares that you wish to purchase:
(Shares have a nominal value of £1 each. The minimum number of shares that may be purchased in a single transaction is 250. Individual Members are limited to a maximum shareholding of 20,000.)

Email:

Daytime Telephone Number:

Please sign to confirm that you have read and understand the Great Glen Energy Co-operative Ltd Share Transfer/Sale policy. If you have any queries please contact the Company Secretary as below.

Signature: Date:

Please return your completed and signed form by post to:-

The Company Secretary, Great Glen Energy Co-operative Ltd , Unit 33, Trinity Enterprise Centre, Furness Business Park, Barrow in Furness, Cumbria, LA14 2PN.

Tel: 01229 821028 Fax: 01229 826075 Email: info@greatglen.coop

Great Glen Energy Co-operative Ltd ("the Co-op")

Application to Transfer Total Shareholding to a Non-Member

Transferor's Details

Full Name:

Address:

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..... Postcode:

Daytime Telephone Number:

Email:

I wish to transfer my total shareholding of shares to the transferee named below. I understand that this application is subject to the approval of the Co-op's Board of Directors, that my membership of the Co-op will cease upon the transfer of my shares and that share interest will be paid to the person who owns the shares at the date on which the Co-op's Annual General Meeting approves the distribution of share interest.

Signature: Date:

Transferee's Details

Full Name:

Date of Birth:

Address:

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..... Postcode:

Daytime Telephone Number:

Email:

I agree to the shares detailed above being transferred into my name. I understand that I will become a member of the Co-op upon the transfer of the shares and I agree to abide by the Co-op's Rules (a copy of the Co-op's Rules are provided with this form).

Signature: Date:

Please return your completed and signed form by post to:-

The Company Secretary, Great Glen Energy Co-operative Ltd, Unit 33, Trinity Enterprise Centre, Furness Business Park, Barrow in Furness, Cumbria, LA14 2PN.

Telephone: 01229 821028

Email: info@greatglen.coop