THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

AND
NOT HAVING ANY SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

LOCHLUICHART COMMUNITY TRUST

(Following amendments approved at AGM, 18 August 2015)
Including amendments approved at the AGM on 28th July 2016
Including amendments approved at the EGM on 29th September 2020
Including amendments approved at the AGM on 3rd November 2021
Including amendments approved at the EGM on 22nd August 2023

Objects

1 Lochluichart Community Trust (the **"Company")** is incorporated under the Companies Act 2006 (the **"Act")** to receive and manage income funds paid by way of community benefit grant or donation to the Company from the owner and operation of the Lochluichart Wind Farm in Ross- shire or from any other renewable energy development as approved by the Board of Directors or any other source that fits with the mission of the Company. No dividend or return of capital will be made to the Members. The Company's only object shall be the charitable object of the advancement of citizenship or community development as set out in Article 1.1.

1.1 The Company shall then apply its income for the benefit of the people within the Garve and District Community Council (GDCC) area in Ross-shire, Scotland (as defined in the scheme for the Establishment of Community Councils in Highland, as approved by the Highland Council at its meeting on 3rd March 2011) for the promotion of its charitable object namely the advancement of citizenship or community development.

1.2 In furtherance of the Company's charitable object set out in Article 1.1 and Articles the members shall ensure that this object is consistent with (1) Article 1.3 of the Agreement between LZN Limited, the Highland Council and Lochluichart Estate Highland LLP dated 6 April 2011 (as amended and restated on or around 30 January 2014), (2) Articles 2.4 and 2.5 of the Agreement between Green Highland Renewables (Ledgowan) Limited and the Company dated 8 August 2017 and 15 September 2017 and (3) Articles 4.1.2 and 4.1.3 of the Agreement between Corriemoillie Wind Farm Limited and the Company dated 18 September 2019. In particular, the members shall ensure that the income is distributed according to Fund Application Guidance to be proposed by the directors and adopted at a general meeting of the Company. Such guidance shall describe the decision making process, treatment of reserves and the allocation of funding awards and shall reflect the terms of the agreement applicable to the fund concerned.

1.3 None of the Company's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its charitable purpose.

General structure

2 The structure of the Company consists of:

(a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Act 2006; in particular, the members elect people to serve as directors, approve the financial statements and take decisions in relation to changes to the articles themselves; and

(b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Company; in particular, the directors are responsible for, and have a duty to promote the success of the Company.

3 A director of the Company must act in the way he/she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to—

(a) the likely consequences of any decision in the long term;

(b) the interests of the Company’s employees (if any);

(c) the need to foster the Company’s business relationships with suppliers, customers and others;

(d) the impact of the Company's operations on the community and the environment;

(e) the desirability of the Company maintaining a reputation for high standards of business conduct; and

(f) the need to act fairly as between members of the Company.

Qualifications for membership

4 The members of the Company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 5 to 10.

5 Membership shall be open to any individual aged 16 or over whose primary residence is within the GDCC area.

Application for membership

6 Any person who wishes to become a member must sign, and lodge with the Company, a written application for membership, which requires each member to guarantee to contribute One Pound Sterling to the assets of the Company. This guarantee will only be called upon if the Company is wound up during the time that he/she is a member or within one year of him/her ceasing to be a member, and the Company has insufficient funds to meet its obligations.

7 Any person lodging an application to become a member must certify that he/she qualifies as a resident under article 5.

8 The Directors shall consider each application for membership. This shall be done either by electronic communication or at the first directors' meeting which is held after receipt of the application. Genuine residency shall be the only criterion to consider.

9 The directors shall, within a reasonable time after a meeting of the directors at which an application for membership is considered, notify the applicant of their decision on the application.

Register of members

10 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

11 Any person who wished to withdraw from membership shall sign, and lodge with the Company, a notice to that effect. Such notice shall be given in writing or by electronic communication. On receipt of the notice by the Company, he/she shall cease to be a member.

Expulsion from membership

12 Any person may be expelled from membership by special resolution (see article 25), providing the following procedures have been observed:

(a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

13 Membership shall cease on death or upon permanent loss of residency qualification in the GDCC area.

14 A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

15 The directors shall convene an annual general meeting in each year (but excluding the year in which the Company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the Company.

16 Not more than 15 months shall elapse between one annual general meeting and the next.

17 The business of each annual general meeting shall include:-

(a) a report by the chair on the activities of the Company; and

(b) consideration of the annual accounts of the Company.

18 The directors may convene a general meeting at any time.

19 The directors must convene a general meeting if there is a valid requisition by at least 10 per cent of members.

Notice of general meetings

20 All general meetings shall be called by at least 14 clear days' notice.

21 The reference to "clear days" in article 20 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

22 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 25) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

23 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called a general meeting.

24 Notice of every general meeting shall be given (either in writing or, where the individual to whom notice is given has notified the Company of an address to be used for the purpose of electronic communication, by way of electronic communications) to all the members and directors and (if auditors are in office at the time) to the auditors.

Special resolutions and ordinary resolutions

25 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or general meeting, providing proper notice of the meeting and of the intention to propose

the resolution has been given in accordance with articles 20 to 24; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

26 An ordinary resolution is a resolution passed by more than 50% of the votes cast on the resolution concerning the ordinary business of an annual general meeting providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 20 to 24; for the avoidance of doubt, the reference to an over 50% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

27 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Company, by special resolution,

(a) to alter its name; and

(b) to alter any provision of these articles or adopt new articles.

Procedure at general meetings

28 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be one tenth of the persons entitled to vote, each being a member or a proxy for a member.

29 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence or if, during a meeting, a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

30 The chair of the Company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

31 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

32 Every member other than the chairperson shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy. The chairperson shall only have a casting vote as described in article 37.

33 A member who wishes to appoint a proxy to vote on his/her behalf at any meeting:

(a) shall lodge with the company secretary at such address as may have been notified to the members by the Company for that purpose, not less than 48 hours before the time for holding the meeting, a written instrument of proxy (in such form as the directors require), signed by him/her; or

(b) shall send to the Company at such address as may have been notified to the members by the Company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the Company at such address not less than 48 hours before the time for holding the meeting.

34 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 33, or which is not lodged or sent in accordance with such provisions, shall be invalid; a member shall not be entitled to appoint more than one proxy to attend the same meeting.

35 A proxy need not be a member of the Company. A member shall not act as a proxy for more than two members.

36 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.

37 If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to the casting vote.

38 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present at the meeting and entitled to vote, whether as members or as proxies for members); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

39 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Categories of director

40 For the purposes of these articles

"Member Director" means a director (drawn from the membership of the Company) appointed under articles 44 to 47 or 50.

"Appointed Director" means a director appointed or re-appointed by the owner and operator of the Lochluichart Wind Farm

Maximum/minimum number of directors

41 The maximum number of directors shall be 8, out of that number, no more than 7 shall be Member Directors and no more than 1 shall be an Appointed Director

42 The minimum number of directors shall be 3, which number shall form a quorum.

Eligibility

43 A person shall not be eligible for election as a Member Director unless he/she is a member of the Company; a person who is an Appointed Director need not, however, be a member of the Company.

Election, retiral, re-election: Member Directors

44 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution. In the event that the number of persons wiling to act as a director exceeds the number of posts to be filled, the question of which one or more of them is to be appointed shall be determined by election; each member or proxy for a member will be asked to place x against the candidates or their choice up to the number of appointments to be filled and the candidates with the most votes will be appointed; in the event of an equal number of votes being received by two or more candidates, the question of which of them is to be appointed shall be determined by mutual agreement between them, which failing by some random method.

45 The owner and operator of the Lochluichart Wind farm may (subject to article 41) at any time appoint a person to be a director (an "**Appointed Director**").

46 In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last member to have died shall have the right, by notice in writing, to appoint a person to be a director.

47 For the purposes of article 46, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

48 At each annual general meeting which is held following the first distribution of funds by the Company received by way of community benefit grant or donation to the Company from the owner and operator of the Lochluichart Wind Farm in Ross-shire or from any other wind farm as approved by the board of directors or any other source that fits with the mission of the Company, two of the directors shall retire.

49 The directors to retire under Article 48 shall be (a) those who give notice of their wish to retire or (b) those who have been longest in office since they were last elected or re-elected; as between persons who were last elected or re-elected on the same date, the question of which of them is to retire shall be determined by mutual agreement between them, which failing by some random method.

50 A director who retires from office under Article 48 shall be eligible for re-election.

Termination of office

51 A director shall automatically vacate office if:

(a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
(b) he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity
(c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
(d) (in the case of a Member Director) he/she ceases to be a member of the Company
(e) he/she resigns office by notice to the Company
(f) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
(g) he/she is removed from office by ordinary resolution (special notice having been given);or
(h) (in the case of a Member Director) he/she ceases to reside in the area

Register of directors

52 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

53 The directors shall elect from among themselves a chair and a treasurer, and

such other office bearers (if any) as they consider appropriate.

54 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

55 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the Company, including powers to borrow.

56 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Reserve Power

57 An Appointed Director may assume the chairmanship of any meeting of the directors, or any general meeting, as a reserve power. This reserve power may only be exercised if an Appointed Director has concerns that the Company and the owner and operator of the Lochluichart Wind Farm (as sole funder of the Company) have diverging views of policy, strategy or administration. Any such concerns must be explained at the relevant meeting, and tabled in writing for the minutes of the meeting, prior to exercising the reserve power.

Personal interests

58 A director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into, must declare that interest at a meeting of the directors and take no further part in the consideration of the business being discussed.

59 For the purpose of the preceding Article, (a) a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, had a personal interest in that arrangement, and (b) the fact that a director, his/her partner or other close relative of his/hers may stand to benefit by virtue of his/her residence shall not be deemed to constitute a personal interest provided that all persons having a similar residence shall be eligible to benefit to a like degree.

60 Provided he/she has declared his/her interest, and has not voted on the question of whether or not the Company should enter into the relevant arrangement, a director will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest (or is deemed to have a personal interest under article 59) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

61 No director may serve as an employee (full time or part time) of the Company, and no director may be given any remuneration by the Company for carrying out his/her duties as a director.

62 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

63 Any director may call a meeting of the directors or request the secretary to call

a meeting of the directors.

64 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, then the chairperson shall have the casting vote

65 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 3.

66 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

67 Unless he/she is unwilling to do so, the chair of the Company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.

68 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

69 A director shall not be permitted to vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Company.

70 For the purposes of article 69, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has an undue personal interest in that matter.

71 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

72 The Company may, by ordinary resolution, suspend or relax to any extent - either generally or in relation to any particular matter - the provisions of articles 69 to71.

Delegation to sub-committees

73 The directors may delegate any of their powers to any subcommittee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the Company (or the holder of any other post) such of their powers as they may consider appropriate.

74 Any delegation of powers under article 73 may be made subject to such conditions as the directors may impose and may be revoked or altered.

75 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

76 The authorisation of two of the directors (whether by wet signature or by electronic means) shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Company

Secretary

77 The Company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the Company secretary may be removed by them at any time.

Minutes

78 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees and shall ensure that copies of such minutes are made available to members as soon as reasonably practicable. A minute shall include the names of those present and (as far as possible) shall be signed by the chairperson of the meeting. A record of the minutes shall be kept in such form as the directors shall from time to time determine

Records and annual accounts

79 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

80 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

81 All members are entitled to inspect the accounting records, annual accounts and minutes of meetings of the Company.

Notices

82 Any notice to be given in pursuance of these articles shall be in writing; the Company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address; alternatively, in the case of a member who has notified the Company of an address to be used for the purpose of electronic communications, the Company may give any notice to that member by way of an electronic communication.

83 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

84 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any email communication was sent, it shall be sufficient to provide evidence of a copy of a record of the total number of recipients sent to or each recipient to whom an e-mail message was sent together with any notices of failed transmissions and copies of records of subsequent re-sending, suitably certified by or on behalf of the Company. A comprehensive transaction report or log generated by a fax machine, suitably certified by or on behalf of the Company shall be evidence that a document, notice or information was sent, supplied or given by fax.

Winding-up

85 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company; that property shall be transferred to a

charitable body or bodies whose objects are similar to the charitable object or objects of the Company.

Indemnity

86 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.

87 The indemnity contained in article 86 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

Interpretation

88 In these articles

"**the Act**" means the Companies Act 2006; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;

"**charitable body**" means a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Act;

"**charitable purpose**" means a charitable purpose and charitable object under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts; and

“**electronic communication**" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.

89 Reference in these articles to the singular shall be deemed to include the plural.