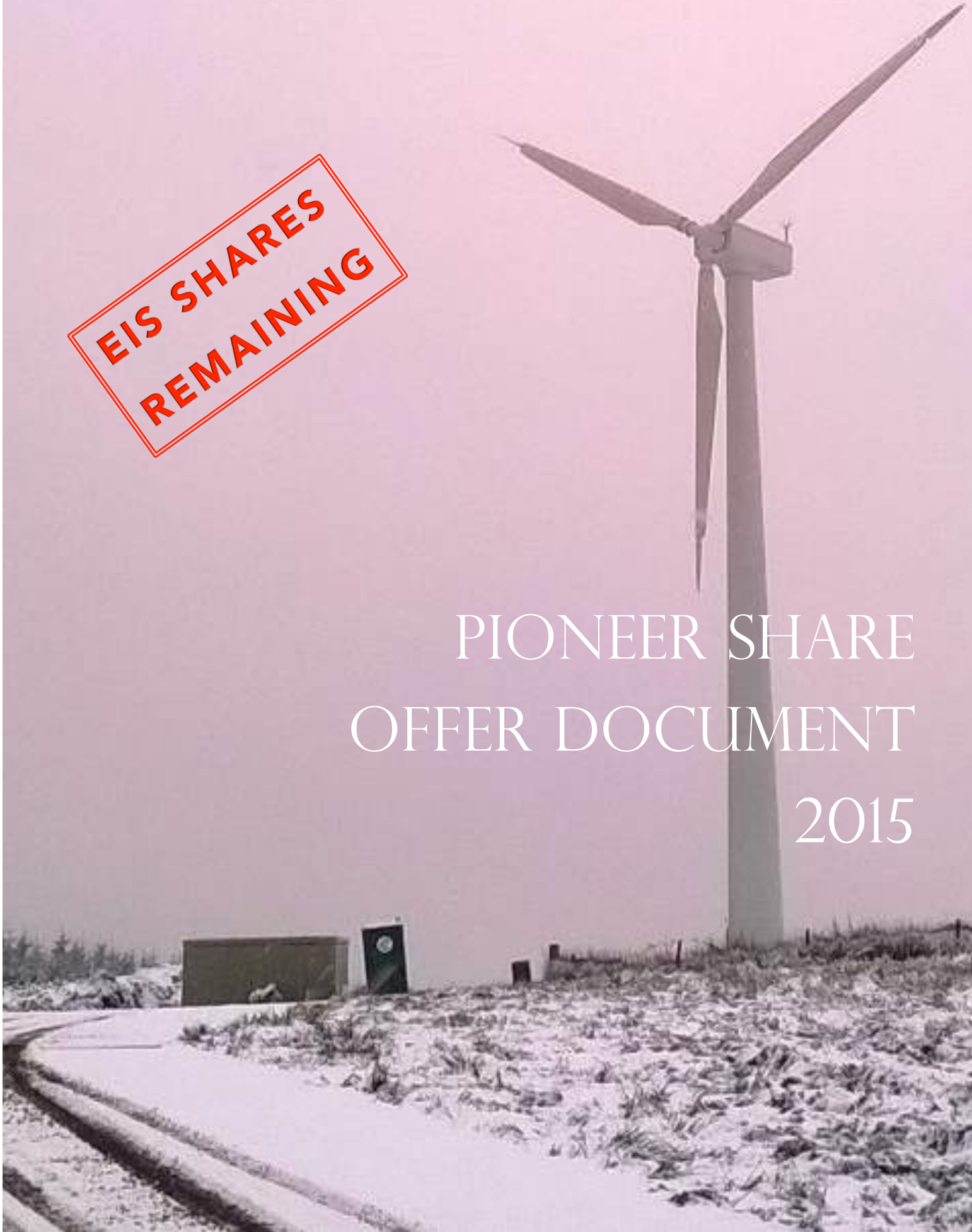


HEARTLAND COMMUNITY WIND

**EIS SHARES
REMAINING**

PIONEER SHARE OFFER DOCUMENT 2015



Directors' Letter

March 2015

Dear Potential Society Members,

As we're writing this, the wind is howling across the moorland all across Scotland, producing more than half of the electricity we use. Most of the turbines are owned by big companies, big landowners, or the banks.

Heartland Community Wind is your chance to directly own Scottish wind generation. We are a Community Benefit Society and our first project will own and run two 250 kilowatt wind turbines above Kenmore, in Perth & Kinross. The turbines will produce clean, low carbon energy and a local community fund.

You are invited to become a member of the Society. You can subscribe to this share offer for as little as £500. You will receive a good return on your investment – projected at 7% - along with significant tax benefits for most taxpayers.

The turbine project already has planning permission and a binding grid connection offer. This Pioneer Share Offer will raise the funds needed to put deposits on the turbines and to begin repaying early development costs. We'll be carrying out a further share offer later in 2015 to raise the balance of funds needed to build the turbines.

Our structure is based other successful wind Societies across the UK, including Dingwall and Wester Derry Wind Co-ops in Scotland, supported by the same team.

This Share Offer Document gives you the information you need in order to decide if this investment is right for you. We hope you do decide to join us and become a member of Heartland Community Wind.

The Directors

Declaration

The Directors hereby declare that the information contained in this Offer Document is to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import.

Mark Jennison

Jeremy Thorp

Jon Halle

CONTENTS

DIRECTORS' LETTER.....	2
DECLARATION.....	2
SUMMARY OF OFFER.....	3
BUSINESS OVERVIEW.....	4
FINANCIAL PROJECTIONS.....	7
RISK FACTORS.....	11
MANAGEMENT AND ADMIN.....	13
SHARE OFFER.....	15
TERMS AND CONDITIONS.....	16
GLOSSARY.....	19

Summary of Offer

This is a summary of the offer to acquire shares in Heartland Community Wind Ltd ('the Society'). This summary should be read as an introduction only and any decision to invest should be made on the basis of the document as a whole.

Introduction

The purpose of this share offer is to raise funds to pay for the first phase of the installation of two 250kW wind turbines in the Heartland area of Scotland near Aberfeldy. The Society aims to be generating electricity by the end of 2015.

The Society

The Society's purpose is to generate low-carbon electricity and to benefit the local community. Electricity generated by the turbine will feed directly into the local grid, producing the equivalent to the average consumption of 250 homes. It is estimated that the project will displace the equivalent of 450 tonnes of carbon dioxide every year. The Society will generate revenue from the sale of electricity the Feed in Tariff (FiT). The projected annual surplus will enable the Society to make interest payments to members and to endow a local Community Fund.

The Offer

This Offer Document seeks to raise funds by the issue of Offer Shares at £1, payable in full on application. The offer will be opened for applications from 3rd March 2015 and will close once fully subscribed. The Society will run a further offer in 2015 to raise the balance of the turbines' cost.

Those applying for membership should regard these Shares as a long-term investment. They may subscribe for a minimum of 500 and a maximum of 100,000 offer shares at their £1 par value.

This share offer is designed to be eligible for both EIS and SEIS tax relief. Early

subscribers can claim SEIS on up to half the shares subscribed for; on the remainder of their shares they can claim EIS, as can subscribers applying after all SEIS shares are sold. The Income tax relief on investment under this share offer is 50% for SEIS and 30% for EIS. Advanced Assurance of reliefs has been applied for from HMRC but neither the Society's nor the Members' eligibility for SEIS or EIS tax relief can be guaranteed.

Returns to Members are calculated using the assumptions stated in this Offer Document. The projected return over the expected life of the Project equates to an internal rate of return (IRR) of 7% over a 20 year project period. Any benefit of tax relief is in addition to this.

Shares will not be traded on a recognised stock exchange and are not transferable. Members may apply to withdraw shares after the end of the third year of operation. Share withdrawal is at the discretion of the board. The Society intends to repay members' share capital over a 20-year period, subject to financial performance and available funds.

Each shareholder, whatever the relevant stake, automatically becomes an equal member of the Society on a 'one member one vote' basis.

Risks

All investment and commercial activities carry risk. Investors should take appropriate advice and make their own risk assessment whilst bearing in mind the social and environmental aspects of the Project.

Those interested in investing should do so only after reading this document in full and taking appropriate financial and other advice.

This share offer is not covered by the Financial Ombudsman Service or the Financial Services Compensation Scheme.

Business Overview

This section provides details about the Project and the organisations that have put it together.

Renewable Energy Societies

The first renewable energy Society in the UK was Baywind in Cumbria, established in 1997. There are now renewable energy Societies across the UK and across the technologies. Scotland has several successful wind Societies including the Dingwall and Wester Derry Wind Co-operatives, which have been developed by members of the same team as this Society and utilise the same model of turbine.

Community Benefit Societies such as this one are democratic structures with the legal ability to raise money directly from members of the public. With a 'one member one vote' system and a board elected from the membership, they offer a fair and transparent way to operate a community-owned renewable energy enterprise. They can also prioritise investment from the local area, ensuring that financial benefits from renewable energy flow to people in the locality. Societies are registered with the Financial Conduct Authority (FCA).

The Project

The Urlar Estate is an upland estate situated on the hills to the South of the Tay valley near Kenmore and Aberfeldy. The landowner applied for and obtained planning permission for these wind turbines in 2011 with the help of RM Energy, a Perth-based medium-scale wind turbine specialist.

Sharenergy is a Shrewsbury-based co-operative that helps community groups to establish community owned renewable energy Societies. Sharenergy started as a spin-off from Energy4All, a not-for-profit company that in turn owes its origin to the Baywind community wind co-operative in Cumbria. Sharenergy has an excellent track record in supporting successful community renewable energy projects in Scotland and beyond.

Sharenergy and the landowners were introduced through RM Energy and began working on development of the Society in 2014.

Heartland Community Wind

Heartland Community Wind Limited was incorporated and registered with the UK Financial Conduct Authority as a Community Benefit Society number 7067 on 19 January 2015. The Society has been set up with 3 founding Directors. Directors will in future be elected from among the membership. The Society is completely independent of Urlar Estate, Sharenergy and RM Energy.

The Society's Rules are based on Co-operative UK's Model Rules for a Community Benefit Society. A copy of Heartland Community Wind's Rules is available from the project website or by application to the Society (see back of this Offer Document for contact details).

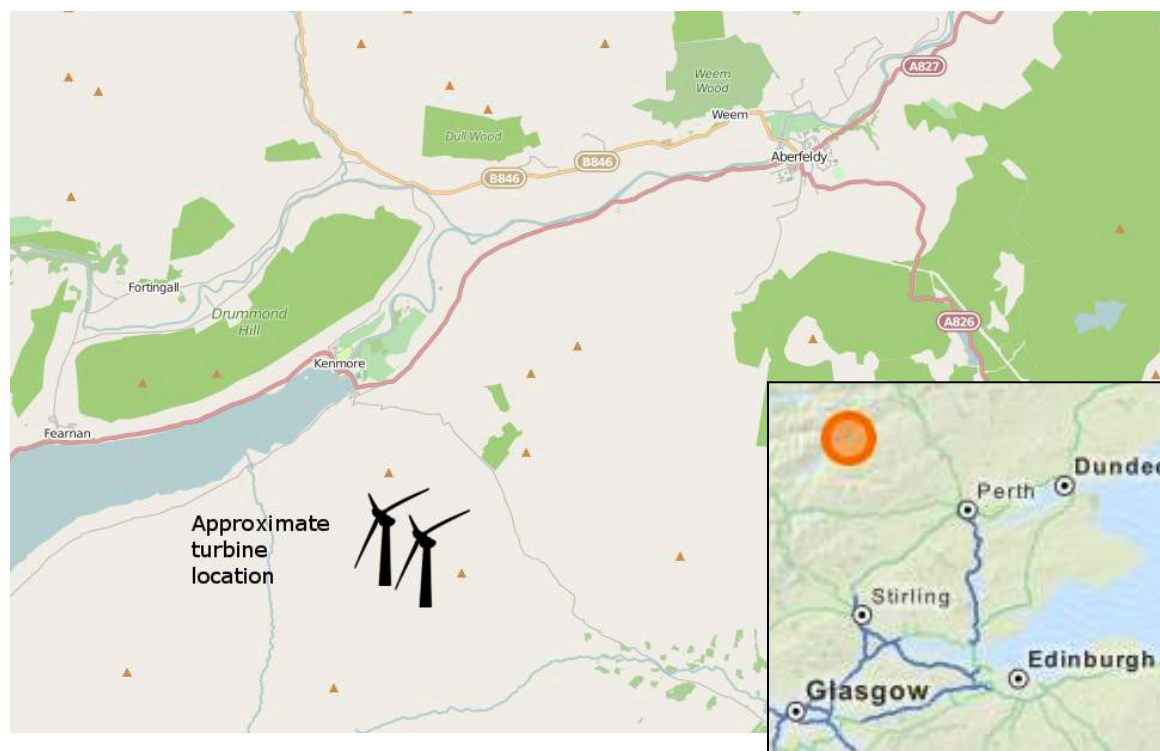
Heartland Community Wind is currently focused on the establishment of the first two turbines but will continue to seek opportunities to open ownership of wind turbines to the wider community in this area of Scotland.

The Site

The turbines will be situated on the saddle between two hills Meall Greigh and Meall a' Choire Chreagaich in an exposed site at 530m (1740ft) above sea level. The site is a heather-

covered grouse moor some 1600m (1 mile) from the nearest dwelling and well sited to avoid visibility from Loch Tay, Kenmore or Taymouth Castle.

The turbines have full current planning permission from Perth & Kinross Council.



The Wind Resource



The figures in this document are based on a Wind Resource Assessment carried out by Digital Engineering. This uses a best-of-breed digital model to estimate wind conditions on the site, yielding a predicted 20 year average yield of 995 MWh/yr. This figure is an energy output prediction, which takes account of losses in the system.

The Turbines

The Society will be installing two WTN 250kW turbines. The turbines have a hub height of 30m and a blade length of 15m, giving a tip height of 45m.

WTN have been manufacturing turbines since 1986 and there are over 200 WTN machines of this model currently working worldwide, with over 80 operational in the UK. The turbines are made by a family firm in Northern Germany to a well-established design that has been proven over more than 20 years operation. More documents regarding the turbine are available on the project website.

The turbine uses solid and well-proven technology. This is reflected in high uptime figures across the turbine fleet. The turbine system is supplied and installed with a 5-year product warranty from WTN. The warranty is validated with a commitment to a 5-year Service and Maintenance contract, which in turn introduces a 5 year 95% operational uptime guarantee

from WTN. Penalty payments are made on the basis of lost Feed-in Tariff and export income. Non-consumable parts are replaced at the owners expense at the end of the 5- year warranty.

Electricity Sales

The electricity produced by the turbines will all be exported into the local network. The Society will seek to maximize income by obtaining quotes from the leading buyers of renewable electricity for power purchase. In addition the Society will receive the Feed-in Tariff. Preliminary accreditation for the Feed-in Tariff was obtained in December 2014 in order to assure that the rate of Feed-in Tariff then in force will apply for this project. Preliminary Accreditation holds the current rate for 12 months and the turbine must be generating before the end of 2015 in order to receive this rate.

Project Timeline

This is an indicative timeline showing planned progress of the Project from this point onwards:

March 2015	Initial payment to landowner to secure Society ownership of scheme
April 2015	Firm orders placed for turbines with deposits
April-June 2015	Main share offer carried out to raise remainder of turbine costs
Summer 2015	Groundworks start on site.
Autumn 2015	Completion and commissioning of turbines.
Spring 2016	First Society AGM
Spring 2017	Second AGM. First payments to Members and Community Fund.

A grid connection has been secured from the Distribution Network Operator. This connection has been paid for and is a binding commitment. The turbine production slot will be booked with the payment of deposits funded by this share offer.

Community Fund

The Society will create a Community Fund, set at a minimum of £5000/yr, which is twice the commercial 'best practice' level. This Fund will increase with turbine performance. The Fund will be distributed by a local Trust and will aim to fund activities not currently within the remit of other commercial Wind funds in the area.

Legal Agreements

A binding Option has been signed committing the Society and Landlord to the terms of a Lease. These documents form the legal basis on which the Society will occupy and rent the land on which the turbine will be constructed, as well as the arrangements for access to the site and grid connection. The Society will take up a 21-year lease on the site which allows time for construction and 20 years of operation. The Lease provides for a 10% base rent to the Landowner plus additional rent in the case of good turbine performance. The additional rent is 33% of the extra income over £200,000 a year. The Lease also provides for a lower rental rate of 8% in the case of income under £200,000 a year. This protects the Community Fund and member returns.

Financial Projections

The anticipated total cost for the turbines, associated installation and project costs is £1,816,000. Heartland Community Wind will be liable for all ongoing operating costs associated with the installation and will negotiate the sale of electricity and benefit from the Feed-in Tariff and any other current or future incentives.

Financial Projections prepared and approved by the Board are summarised here. The figures are based on contracts entered into and estimates received by the Society. The Directors take responsibility for the reasonableness of the projections in this Offer. Projected returns to Members are calculated according to projected income and expenditure during the life of the Wind Installation. The Society will commence operations when electricity and FiT revenues commence. The projected finance model includes the return of members' capital over a 20 year period.

At the end of its working life the Society may choose to replace the turbine or not, and to continue in business or wind up, according to the business of the Society at that time. The projections are based on a default position where the turbine is decommissioned at the end of 20 years operation.

EIS and SEIS Tax Relief

The Society intends to apply for both Seed Enterprise Investment Scheme (SEIS) and Enterprise Investment Scheme (EIS) tax reliefs for this share offer. This can be a significant benefit to taxpayers, irrespective of the amount of shares subscribed for or the rate at which Income Tax is paid.

Income Tax relief is a percentage of the value of the shares, which qualifying Members can claim back against income tax for the financial year in which the shares were issued (or the previous year). Shares qualifying for EIS or SEIS must then be held for 3 years.

If shares lose value then members can set this loss (minus the initial relief) against income for tax purposes in that year (or the previous year). Funds invested in an SEIS or EIS scheme can also provide hold-over relief of Capital Gains Tax if you have recently sold an asset.

The Board will endeavour to ensure that this Share Offer qualifies for EIS and SEIS tax relief. Advanced Assurance of eligibility has been applied for from HMRC. However, the Directors are not in a position to absolutely guarantee eligibility. Investors should take their own advice as to whether they are eligible for EIS or SEIS tax relief.

Please note: as we anticipate strong demand for shares qualifying for SEIS, the Society has decided that applicants can only apply for these shares if they also apply for at least as many shares qualifying for EIS. SEIS shares are also limited to 40,000 per person in accordance with SEIS rules - no one person can have more than 30% of the shares in issue.

EIS Income Tax relief example

Mary is a qualifying taxpayer who invests £10,000 in EIS qualifying shares. The EIS relief available is £3,000 (£10,000 at 30%). If her income tax liability for the year (before EIS relief) was, for example, £8,000, she could reduce it to £5,000 as a result of her investment.

If she invested in SEIS qualifying shares the relief would be £5,000 and her income tax liability would be reduced to £3,000.

See <http://www.hmrc.gov.uk/eis/> and <http://www.hmrc.gov.uk/seideis/>

Pioneer Share offer

The purpose of this offer is specifically to raise funds in order to pay turbine deposits, begin the process of paying off project development and grid costs currently borne by the landowner, and to fund the raising of the rest of the project funds. There is also a provision for a small contingency fund.

Turbine Deposits	£300,000
Stage 1 Repayment of project costs to date borne by landowner and RM Energy	£116,400
Cost of main share offer setup and promotion	£24,000
Contingency	£9,600
Total	£450,000

Assumptions

The Projections are based on the following principal assumptions:

1. That annual energy production of the Installation will be in line with the estimates made for the base case and expected levels. In the event that the predicted energy production falls below the projected levels the revenues of The Society will be reduced. In the case of a technical fault, the Society will endeavour to make sure that this is covered by warranties and/or insurance, including for losses incurred as a result.
2. Current expectations relating to the global energy market, the UK electricity industry, UK Government policy, and the desirability for and promotion of electricity from renewable sources, will remain reasonably consistent and reasonably favourable to the Installation over the next 20 years, resulting in continuing demand for electricity and related Environmental Attributes produced by the Installation.
3. Prices at a reasonably similar level to those currently obtainable will be achieved through the life of the Installation (after allowance for annual inflation).
4. Operation and maintenance costs will be incurred from the start of operations. Maintenance costs will continue to rise as the equipment gets older. It is assumed that operations and maintenance costs will rise no faster than the income.

Projections and assumptions such as these are inherently less reliable over longer time spans.

Notes on the Financial Projections

1. The total cost of £1,816,000 is based on:

Capital cost (including turbines, balance of plant, grid, contingency)	£1,646,000
Repayment of project costs to date	£130,000
Cost of establishing Society, Share Offer costs and legal documents	£40,000
Total	£1,816,000

2. The projections in this offer document are based on work carried out by the landowners, RM Energy, Sharenergy and the Board.

3. Inflation is set at 2.5% per annum over the 20-year period with the exception of electricity sales where inflation is set at 3.5% as conservative reflection of the strong trend to outstrip RPI over the last decade.
4. Income is based on the combined value of the Feed-in Tariff, electricity sales, and other benefits being 19.4p/kWh, reflecting relevant FiT and current electricity pricing.
5. Depreciation of equipment is straight-line over the 20-year period and creates a fund to pay back Members' capital. Capital is here modelled as being returned to Members annually after year 3 subject to the maintenance of a contingency reserve within the Society.
6. Business rates are set at nil due to reliefs available for renewable energy technologies.
7. Insurance costs are set at £2,500/year – this is based on a quote from a reputable broker.
8. Administration costs of the Society are set at £5,000/year. This is as quoted by Sharenergy for their service which covers book-keeping, production of annual accounts, maintenance of membership database, phone, email and postal support of members, preparation of AGM papers and annual return, FCA and other regulatory fees. The Society will produce annual accounts and as a small business will apply for the exemption from audit.
9. Interest on cash in bank is set at 2.5% - most deposits are held long-term.
10. All profits are allocated to depreciation charge or paid as interest to Members or gifted to the Community Fund so the projections do not predict a liability for Corporation Tax. Note that Members are likely to be liable for Income Tax on their returns from investment.
11. Normal monthly cash expenditure is expected to be small and will be amply covered by the generation and FIT income. The Projections anticipate that the Society will be cash positive each year from the commencement of operations.
12. Projections are based on a 20-year FiT period, which corresponds to the approximate working life of the turbine.

20 year income and expenditure projections

P&L and cashflow (£000)	£000	£000	£000	£000	£000	£000	£000	£000
Year	yr 1	yr 2	yr 3	yr 4	yr 5	yrs 6-10	yrs 11-20	all yrs 1-20
Operating income	193	198	204	210	216	1,173	2,896	5,090
Expenses								
Operating Expenses	44	45	46	47	49	263	698	1,193
Depreciation	91	91	91	91	91	454	908	1,816
Operating Surplus before distributions	58	63	67	71	76	455	1,290	2,081
Add interest on cash in bank	-	2	5	7	6	26	22	68
Total Surplus before distributions	58	65	71	78	83	481	1,312	2,149
Distributions								
Community fund	5	5	5	5	5	25	70	120
Member interest	53	60	66	73	78	456	1,242	2,029
Cashflow (either case)								
Operating cashflow	91	91	91	91	91	454	908	1,816
Less capital repaid to members	-	-	-	107	107	534	1,068	1,816
Opening cash	-	91	182	272	256	240	160	-
Closing cash	91	182	272	256	240	160	-	-

Members Projected return (IRR)	No EIS	EIS	SEIS
	7.0%	10.6%	13.9%

Example of members return (£)								
A £1000 (EIS) Shareholder gets	yr 1	yr 2	yr 3	yr 4	yr 5	yrs 6-10	yrs 11-20	all yrs 1-20
Interest on investment	29	33	37	40	43	251	684	1,117
Capital repayment	-	-	-	59	59	294	588	1,000
Tax refund	300	-	-	-	-	-	-	300
Total	329	33	37	99	102	545	1,272	2,417
Cumulative	329	362	399	498	600	1,145	2,417	-

Risk Factors

All investment and commercial activities carry risk, and investors should take appropriate advice and make their own risk assessment whilst bearing in mind the social and environmental aspects of this investment opportunity. Attention is drawn to the following:

General investment risks

- The value of shares can fluctuate according to the value of the underlying business.
- Offer Shares will not be transferable or traded on a recognised stock exchange.
- Members wishing to withdraw their share capital will be able to apply to the Board for this purpose after the third year of operation. Withdrawal of share capital is at the discretion of the Board.

Renewable energy industry risks

- Government policy towards renewable energy may change. However throughout the operation of the FiT and previous similar schemes such as ROC and NFFO, the Government has maintained the commitment to the process of 'grandfathering' which ensures that whatever tariff a project is registered for at the commencement of operation, will remain the same for the duration of the FiT period. This payment is also index linked to RPI.
- New technology inventions and developments may render existing technologies and equipment obsolete. However, wind turbines are a stable technology and the chosen turbine has a high level of efficiency so technological advances of this magnitude within the life of the project are considered unlikely.
- Long-term changes to weather patterns could result in lower levels of production. However, there is no evidence that the Society is aware of that this will affect energy production at this site. Atypical short-term weather conditions could affect expected levels of generation, although overall patterns outside anticipated parameters are unlikely.
- Operational costs may rise faster than anticipated during the life of the Project. The Society has agreed 5yr contracts for operation, maintenance and administration to reduce this risk as far as practicable.

Risks specific to the Society

- The projections are based on the predicted wind yield. If the wind yield were to be lower on average over the project period then members' return would reduce. In the case of income under £200,000 yr the landowners rent reduces under the Lease commitment, to minimise the impact on members. The wind study gives a P90 figure – the yield which is 90% likely to be exceeded. If the turbines performed only to this level (a 19% reduction in yield) then members return would reduce to a predicted 5% (ignoring the positive effect of any tax reliefs)
- Equipment failure due to exceptional circumstances would increase maintenance costs and this would impact on Society income. However, warranties and insurance will be in place in the event of mechanical breakdown of the equipment and will cover loss of income for associated periods of business interruption. Accidental and malicious damage will also be covered under insurance and public liability insurance is provided.
- Any changes to the FiT that occur before the turbine is commissioned could result in a change to projections, or in the worst case, non-viability of the project. However

the Society has obtained Preliminary Accreditation to ensure that the modelled FiT level is available (allowing 3 months for delays in construction). If commissioning were to be delayed such that this FiT was not available Members predicted return would reduce.

Risks specific to this Pioneer Share Offer

- If the Society fails to raise the required funding, despite any extension, then the Society would seek to find alternative means of raising the shortfall. Should this ultimately fail then the Society is likely to be wound down. In the worst case this could lead to a partial or complete loss of capital subscribed under this Pioneer Share offer. Members who are eligible for SEIS or EIS tax relief should be able to claim loss relief under this circumstance.

Management and Administration

This section provides details on the Board and the running of The Society.

The Board

The current board is a transitional board, for the purposes of setting up The Society, running the share issues and overseeing the installation of the turbines. Board elections from the new membership will be held at the first AGM following the Share Offer.



Jeremy Thorp



Mark Jennison



Jon Halle

Jeremy Thorp – Director

Jeremy is an energy expert working with Sharenergy on community renewable energy projects across the UK including Chase Community Solar, Ludlow Hydro and many others. He started in the sector by leading on a community project in Newtown Powys to develop a 100kW hydro generator. Jeremy previously worked as an energy advisor with Marches Energy Agency and the Household Energy Service. Prior to this, Jeremy spent several years working in the electricity industry, mainly on computer modelling of the transmission system. His qualifications include a degree in mathematics from Cambridge University, followed by modules in energy sustainability and environmental science through the Open University, and qualifications in domestic energy assessment through the NAEA. Jeremy's voluntary work was recognised in 2010 when he was awarded "Green Volunteer of the Year" by the WCVA. He is also a keen electric cyclist and built his own energy efficient house. He is a councillor on Newtown Town Council.

Mark Jennison – Director

Mark is RM Energy's Operations Director and a professional renewables specialist having spent the last 15 years working in various areas of the industry throughout Scotland and the UK. This has included working on both sides of the regulatory fence, and as both a project developer and providing development support services and advice. Mark's experience has a particular focus on both community renewables and FiT scale wind projects, particularly in the development stages up to and including planning and financial close. Mark previously worked for both Energy4All and Highland and Islands Enterprise on community energy projects.

Jon Halle - Director and Company Secretary

Jon is a founder Director of Sharenergy Co-operative. A lifelong environmentalist, he has worked setting up renewable energy Societies for the last 10 years, beginning with Goldenfuels in Oxfordshire and subsequently with Energy4All in the West Midlands, before founding co-founding Sharenergy in 2011. He has been instrumental in the establishment of many renewable energy Societies including Dingwall Wind Co-op, Scotland's first 100% co-operatively-owned turbine.

Current and intended shareholdings of Directors

The total intended shareholdings of Directors and their direct family members amounts to £30,000.

Disclosure

None of the directors of Heartland Community Wind have, for at least the past five years, received any convictions (for any fraudulent offence or otherwise), or been involved in any bankruptcies or receiverships, or received any public reprimand or sanction by a statutory or regulatory authority or designated professional body, or been disqualified from any function by any court.

Conflicts of Interests

Mark Jennison is a Director of RM Energy which will provide installation services to the Society.

Jon Halle and Jeremy Thorp are staff members of Sharenergy Co-operative which provides development and ongoing admin services to the Society.

Remuneration

No remuneration has been paid to Directors. When the Wind Installation is generating electricity each Director will be entitled to claim fees and/or expenses not exceeding £50 p.a. in addition to travel expenses. Directors' share applications will be met in full, but there are no pension schemes, share option schemes and except for the reimbursement of expenses, there are no other benefits for Directors.

Board Practices

Directors serve in accordance with the Rules. There are no service contracts for them or the Secretary. The Society will have no employees and the business is not dependent on key individuals. Day-to-day operations will be managed by the Society, under the supervision of the Board.

As a Community Benefit Society, Heartland Community Wind complies with statutory requirements and those of the Financial Conduct Authority. As the Shares will not be listed, Heartland Community Wind is not obliged to comply with The Combined Code on Corporate Governance.

Development handover

The landowners will be reimbursed for development costs incurred before and in relation to the Offer, and for the risk

taken in developing the project from its earliest stage. Following this reimbursement the landowners will relinquish all ownership of the project to the Society. The Society will then pay an annual land rent under the Lease.

Administration

Sharenergy will provide an ongoing administration service for the Society for an annual fee, which is set at £5,000, rising with RPI as a fixed contract for 5 yrs.

Accounts

Heartland Community Wind was incorporated on 19 January 2015. Its financial year-end is 31st December. At the time of commencing share issue, except for the issue of 3 shares at par to the Directors, no other transactions had taken place.

Interest Policy

Members' Shares will attract a payment of interest annually in arrears. Interest rates will vary according to financial performance.

Legal Proceedings

There have been no governmental, legal or arbitration proceedings relating to the Project or Heartland Community Wind and none are pending or threatened which could have a significant effect on the financial position or profitability of the Society.

Rules of the Society

Community Benefit Societies are governed by Rules approved by the Financial Conduct Authority. A copy of the Rules is available from the Society (see contact details on back page of this Offer).

Further information

Other documents mentioned in this Offer are available from the Society (see contact details on back page of this Offer).

General information sourced from third parties in this Offer Document has been accurately reproduced. As far as the Directors are aware and are able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Share Offer

Reasons for the Offer and use of proceeds

This Offer is being made so that:

- Heartland Community Wind and its Members are able to generate renewable energy and benefit the local community, both financially and through the generation of low-carbon electricity.
- Two 250kW wind turbines can be ordered
- The Society can buy the project as developed to date from the landowner.
- The Society can raise the funds required to raise the rest of the capital required
- Members may benefit from Heartland Community Wind owning the Wind Installation.
- Members may be as far as possible drawn from the local community.

Offer Shares

£450,000 (Four Hundred and Fifty Thousand) ordinary Shares of £1 are offered at par and payable in full on acceptance of an application on the Terms and Conditions of this Offer Document. The Shares, which will not be traded on any stock exchange, have been created under the Co-operative and Community Benefit Societies Act 2014.

Successful applicants will receive share certificates and their details and holdings will be recorded in a share register to be kept by Sharenergy, on behalf of the Society, at The Pump House, Coton Hill, Shrewsbury, SY1 2DP, or any successor business address. Each person or organisation issued with Shares becomes a Member of the Society, with membership rights defined in the Rules. The principal rights are:

- One vote per holding on resolutions of the Members, including in relation to the appointment of Directors.
- The right to receive a proportionate annual interest payment as a return on the investment in shares (subject to available surplus).
- The right to the return of the original investment at the end of the life of the Installation (subject to available surplus assets and any new business of the Society).
- As a Member, eligibility for election to the Board.

Share allocation and tax reliefs

Applicants are asked on the application form if they would like to be allocated shares that attract SEIS tax relief. The first 150,000 of shares applied for and paid up by Members who have asked for these shares will be issued as soon as this threshold is reached. The funds so subscribed will then be available to the Society and at least 70% of this sum will be spent before the remainder of the shares are allocated, in accordance with SEIS Rules. As demand for shares which attract SEIS relief is very high, applicants cannot subscribe for more of these shares than the subscribe for shares that attract EIS relief.

The Society expects that this allotment of shares will be rapidly taken up following the start of the Share Offer. The remainder of the shares issued are intended to qualify for EIS tax relief.

For the avoidance of doubt there are no separate share classes – all shares whenever issued are equivalent Member Shares carrying exactly the same rights. Similarly, all Members of the Society have equal status.

Interest payments

Interest will be paid on the balance of each Member's account at rates reflecting annual financial performance. The date on which entitlement to interest arises will be announced each year. It is envisaged that any interest unclaimed for a period of 7 years will be cancelled for the benefit of all Members. Interest payments are restricted to that rate which in the opinion of the Directors is required to obtain and retain the capital required by the Society. No special procedures have been established for non-resident holders.

Voting rights

Each Member has one vote, regardless of the number of Shares held. There are no pre-emption rights.

Rights to share in profits/surpluses

All Members are entitled to share in interest declared out of annual profits, such payments to be divided equally between the total Shares in issue. This means that a Member with 10,000 shares has a single vote but will receive interest on all 10,000 shares. When the Installation comes to the end of its life Members may choose to liquidate the Society, in which case assets will be realised and the net proceeds applied in repaying Members' share capital. Any surplus will be not be paid to Members but will be transferred to another body with similar aims as required by the Society's Rules.

Redemption provisions

Redemption of Shares may take place in accordance with the Rules. Members do not have the right to withdraw share capital but the Board of The Society has the power to permit Shares in The Society to be withdrawn by agreement between the Board and the Member. Members can apply for withdrawal of share capital after the third year of operation. In addition, the Board has the power to return capital to Members at its discretion.

Taxation

Interest payments made to Members will be subject to United Kingdom taxation. It is expected that payments will be made gross and investors will be responsible for declaring this income on their tax returns.

Provisions on death of a Member

In accordance with the Society's Rules, on the death of a member of the Society, their personal representative can apply for withdrawal of the share capital. Return of share capital under this provision will be prioritised by the Board over any other return of member's capital.

Terms and Conditions

Eligibility

The Offer is open to any person (over 16 yrs old) or organisation meeting the membership requirements.

Application procedure

- Shares shall be applied for using the Application Form following the Guidance Notes.
- By delivering an Application Form an Applicant offers to subscribe, on the Terms and Conditions contained in this Offer Document, for the number of Shares specified, or such lesser number as may be accepted.
- An Applicant who receives Shares agrees to automatic membership of Heartland Community Wind and to be bound by its Rules.
- An application once made cannot be withdrawn.
- Multiple subscriptions will be admitted providing that they do not result in a Member (other than a Registered Society) holding more than the maximum amount.

The Offer timetable

The Offer will remain open until all shares are subscribed. None of Heartland Wind Society, its Directors or advisors will be responsible for loss of interest or any other benefit suffered by Applicants during the period the monies are held by the Society.

Procedures on receipt of Applications

- Offer cheques/bankers' drafts will be presented on receipt and may be rejected if they do not clear on first presentation.
- Surplus Application Monies may be retained pending clearance of successful Applicants' cheques.
- Applications may be rejected in whole, or in part, or be scaled down, without reasons being given.
- Application Monies in respect of any rejected or scaled-down Applications shall be returned no later than one month after the end of the Offer.
- No interest is payable on submitted Application Monies which become returnable.
- Applications on incomplete or inaccurate Application Forms may be accepted as if complete and accurate.
- The Society reserves the right not to enter into correspondence with Applicants pending the issue of share certificates or the return of Application Monies.
- Results of the Offer will be published on the Project website within one month after the Offer has been closed.
- In the case of oversubscription, Directors' applications will be met in full and the Directors shall, at their discretion, determine the appropriate allocation of Shares
- Share certificates will be issued to successful Applicants within one month after the end of the Offer Period.

Pricing, trading and dealing arrangements

Shares are offered at their par value of £1. The underlying asset value of each Share is likely to remain at £1 and any Share redemption will take place at par.

Applying for Shares

Before completing the Application Form you should consider taking appropriate financial and other advice. Your attention is particularly drawn to:

- The Risk Factors section which describes risks relating to an investment in the Offer Shares.
- Terms and Conditions of the Offer. By completing the Application Form you will make an irrevocable offer which may be accepted by Heartland Wind Society.
- The Rules of Heartland Wind Society. In buying Offer Shares you will become a Member of the Society and will be bound by those Rules.

Amount to invest

The price of each share is £1. The minimum number is 500. The maximum is 100,000. Annual interest payments will be based on the number of Shares you hold, but you will only have one vote, regardless of the number of Shares you hold.

Allocation

The number of Offer Shares you apply for will not necessarily be the number of Shares you will receive. If the Offer is over-subscribed your application may be scaled down, or even rejected in its entirety.

Declaration

In signing the Application Form you are making an irrevocable offer to enter into a contract with the Society. Under Money Laundering Regulations, you may be required to produce satisfactory evidence of your identity and it is a condition of the Offer that you do so as requested.

Non-UK residents must take responsibility for ensuring that there are no laws or regulations in their own country that would prevent them from investing in or receiving income from a UK Society.

Payment

Please attach a cheque or bankers draft, drawn on a UK bank or building society, for the exact amount shown in the box under 'Amount to invest'. You may also pay by bank transfer.

HEARTLAND COMMUNITY WIND SHARE APPLICATION

Before completing this Application Form you should:

- Read the accompanying Share Offer Document
- Pay special attention to the Risk Factors set out in this Offer Document
- Consider where you need to take financial advice or other advice
- Read the Rules of Heartland Community Wind available from the Society

PLEASE USE CAPITALS AND BLACK INK AND COMPLETE BOTH PAGES

I wish/my organisation wishes to invest a total amount of £ . 00 in Heartland Community Wind on the Terms and Conditions of the Offer Document at the price of £1.00 per Share. **You may invest not less than £500 and not more than £100,000.**

PLEASE NOTE EIS STILL AVAILABLE, ALL SEIS ALLOWANCE NOW ALLOCATED

Individual Applicant details

Title (Mr/Mrs/Ms/other):

Forenames:

Surname:

Address:

Post code:

Day-time Telephone:

Email:

Please provide your email address if possible to keep admin costs down.

If you would like payments from the Society to be paid by bank transfer and not by cheque,

Name on account:

Sort code:

Account number:

please provide bank details

If the Application is an organisation please fill in the contact details above and also

Organisation name:

Organisation address:

Type of organisation:

Registration number:

Position of authorised signatory:

Please continue to and sign the Declaration overleaf

Declaration

I confirm my understanding that:

- This Application may be withdrawn if a supplementary Offer Document is issued, but not otherwise and if and when accepted by the Society forms a contract in law on the Terms and Conditions of the Offer Document.
- An Applicant who/which is not UK resident is responsible for ensuring that this Application complies with any laws or regulations applicable outside the UK to which he/she/it is subject.
- If the Offer reaches its target early it is possible that an otherwise eligible Application will not be accepted in part or in whole.

I confirm that:

- I have read the Offer Document (including the Risk Factors and the Guidance Notes to this Application Form) and the Rules of the Society.
- I am over 16 and the Applicant meets the Offer eligibility criteria.
- The Society is hereby authorised to make such enquiries as are deemed necessary to confirm the eligibility of this Application.
- The Applicant is not relying on any information or representation in relation to the Offer Shares or the Society that is not included in the Offer Document.
- The Applicant shall provide all additional information and documentation requested by the Society in connection with this Application, including in connection with money laundering, taxation or other regulations.
- If signing this Application on behalf of any person/organisation I am doing so with explicit authority.

I understand that any cheque supporting this application will be presented for payment upon receipt and I warrant that it will be paid on first presentation.

Signature (Applicant/on behalf of Applicant organisation as applicable):	Date:
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Payment

I wish to pay by cheque: transfer: (tick as appropriate)

Cheque	Transfer
Please attach a single cheque or banker's draft for the amount shown above, payable to Heartland Community Wind Limited and crossed a/c Payee.	Please transfer to the following account: Heartland Community Wind Limited Sort code: 16-33-17 Account no.: 10816111 Please use the Applicant name as the reference attached to the transfer.

Send your completed Application Form and payment to:
Heartland Community Wind Limited, c/o Sharenergy, The Pump House, Coton Hill,
Shrewsbury, SY1 2DP or sign, scan and email to info@heartlandwind.org.uk

We would be grateful if you would inform us how you first heard of this Share Offer:

This application form can be photocopied and additional application forms are available. For all enquiries use the contact details on the back of this Offer document.

THANK YOU FOR APPLYING TO JOIN HEARTLAND COMMUNITY WIND.

Glossary

Applicant An applicant for Offer Shares through submission of an Application Form.

Application Form The form in this Offer Document which must be completed to be returned in accordance with the Terms and Conditions of this Offer and the Guidance Notes.

Application Monies The total gross sum realised by this Offer.

Board The Board of Directors of Heartland Community Wind.

Climate Change The phrase widely used to describe changing weather patterns as a direct result of global warming.

Community Fund A fund endowed by the Society which is to be distributed to local organisations.

Directors The directors of Heartland Community Wind.

FiT (Feed in Tariff) Incentive for electricity generation introduced by HM Government on 1st April 2010 under powers from the Energy Act 2008.

Heartland Community Wind (or the Society) Heartland Community Wind Ltd. A Community Benefit Society Registered with the FCA No. 7067

Heartland Community Wind Shares Ordinary shares of £1 in Heartland Community Wind.

Installation in this Offer Document refers to the Wind turbine, civil works and ancillary equipment of the Project.

kW (kilowatt) A unit that measures power and is equal to 1 thousand watts.

kWh (kilowatt hour) A unit that measures energy and is equal to the energy that can provide the power of 1 kW for the period of one hour.

MWh (megawatt hour) A unit that measures energy and is equal to the energy that can provide the power of 1 MW for the period of one hour.

m/s A unit used to measure windspeed – one metre per second.

Offer The Offer of Shares in the Society contained in this Offer Document.

Offer Costs The expenses incurred by or on behalf of the Society in issuing this Offer Document.

Offer Period The period during which the Offer will remain open (including any extension) as set out in the Offer timetable in this document.

Offer Shares New shares of £1 in the Society, offered at par on the Terms and Conditions and payable in full on application.

PPA Power Purchase Agreement for the sale of electricity.

Project The proposed ownership and operation by the Society of a Wind Installation

Projections The financial projections for the Society set out in this document.

Rules The Rules of the Society, available on demand.

Sharenergy Sharenergy Co-operative Limited. A Registered Society (registered no. 31237R)

Site the location of the proposed Wind Installation.

Terms and Conditions The terms and conditions of the Offer contained in and constituted by this Offer Document.

For enquiries relating to this share offer contact Jon Halle at Shareenergy:

01743 277119

info@heartlandwind.org.uk

Shareenergy, The Pump House, Coton Hill, Shrewsbury, SY1 2DP

The project website with further documents is available at:

www.heartlandwind.org.uk

This Society has been developed in association with



Front cover photo courtesy Wester Derry Wind Co-op.

Heartland Community Wind Limited is an Community Benefit Society registered with the FCA (reg no. 7067)