

Companies Act 2006

Special Resolution

Company Number: 08318092

Company Name: Greencoat UK Wind PLC

At the Annual General Meeting of the above-named Company, duly convened and held on 28 April 2023, the following Resolutions were duly passed as Special Resolutions:

15. Resolution 12 – Special Resolution

15.1 To consider and, if thought fit, to pass the following as a special resolution:

THAT, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 Companies Act 2006 (“**CA 2006**”), to exercise all the powers of the Company to allot ordinary shares of one penny each in the capital of the Company and the grant rights to subscribe for, or to convert any security into shares in the Company up to an aggregate nominal amount of £7,682,380.39.

The authority hereby conferred on the Directors shall expire at the conclusion of the next AGM of the Company after the date of the passing of this Resolution or 30 June 2025, whichever is the earlier, save that under this authority the Company may, before such expiry, make offers or enter into agreements which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

15.2 It was noted that proxy votes had been received as follows:

- 1,585,425,182 Total votes for the resolution, including votes at the discretion of the Chair;
- 7,474,116 votes against the resolution; and
- 1,028,416 votes had been withheld.

16. Resolution 13 – Special Resolution



16.1 **THAT**, subject to the passing of Resolution 12 above, in substitution for all substituting authorities to the extent unused, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 Companies Act 2006 (“CA 2006”), to allot equity securities (within the meaning of section 560 CA 2006) for cash either pursuant to the authority conferred by Resolution 12 or by way of a sale of treasury share, as if section 561(1) CA 2006 did not apply to any such allotment, provided that such authority shall be limited to:

- (a) the allotment or sale of equity securities up to an aggregate nominal amount equal to £2,304,714.12 (being approximately 10% of the issued Ordinary Share capital of the Company at the date of this Notice); and
- (b) the allotment or sale of equity securities at a price not less than the net asset value per share.

This authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or 30 June 2025, whichever is the earlier, save that the Company may, before such expiry, make offers and enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers and agreements as if the authority conferred hereby had not expired.

16.2 It was noted that proxy votes had been received as follows:

- 1,565,977,192 Total votes for the resolution, including votes at the discretion of the Chair;
- 26,956,921 votes against the resolution; and
- 993,601 votes had been withheld.

17. Resolution 14 – Special Resolution

17.1 It was noted that proxy votes had been received as follows:

17.2 **THAT** subject to the passing of both Resolutions 12 and 13 above, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 Companies Act 2006 (“CA 2006”), to allot equity securities (within the meaning of section 560 CA 2006) for cash, either pursuant to the authority conferred by Resolution 12 or by way of a sale of treasury share, as if section 561(1) CA 2006 did not apply to any such allotment, provided that such authority shall be limited to:

- (a) the allotment or sale of equity securities up to an aggregate nominal amount equal to an additional £2,304,714.12 (being approximately 10% of the issued Ordinary Share capital of the Company at the date of this Notice which, together

with the authority under Resolution 13, is in aggregate approximately 20% of the issued Ordinary Share capital of the Company at the date of this Notice); and

- (b) the allotment or sale of equity securities at a price not less than the net asset value per share.

This authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or 30 June 2025, whichever is the earlier, save that the Company may, before the expiry of this authority make any offers or enter into any agreements which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such an offer or agreement as if the authority conferred by this resolution had not expired.

17.2 It was noted that proxy votes had been received as follows:

- 1,565,157,874 Total votes for the resolution, including votes at the discretion of the Chair;
- 27,787,956 votes against the resolution; and
- 981,884 votes had been withheld.

18. Resolution 15 – Special Resolution

18.1 To consider and, if thought fit, to pass the following as a special resolution:

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 Companies Act 2006 (“**CA 2006**”), to make market purchases (within the meaning of section 693(4) CA 2006) of ordinary shares of one penny each in the capital of the Company (“**Ordinary Shares**”) on such terms and in such manner as the Directors shall from time to time determine, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 345,476,645;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is one pence;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be not more than the higher of (i) an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share (as derived

from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased, and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid on the trading venues where the purchase is carried out;

- (d) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or 30 June 2025 whichever is the earlier (unless previously revoked, varied or renewed by the Company in general meeting prior to such time); and
- (e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of Ordinary Shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase Ordinary Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

18.2 It was noted that proxy votes had been received as follows:

- 1,590,601,743 Total votes for the resolution, including votes at the discretion of the Chair;
- 2,387,103 votes against the resolution; and
- 938,868 votes had been withheld.

19. Resolution 16

19.1 To consider and, if thought fit, to pass the following as a special resolution:

THAT, a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

19.2 It was noted that proxy votes had been received as follows:

- 1,586,289,839 Total votes for the resolution, including votes at the discretion of the Chair;
- 6,781,583 votes against the resolution; and
- 856,292 votes had been withheld.

20. Resolution 17

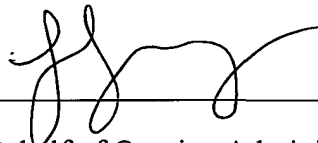
20.1 To consider and, if thought fit, to pass the following as a special resolution:

THAT the Company cease to continue its business as a closed-ended investment company.

20.2 It was noted that proxy votes had been received as follows:

- 180,350,096 Total votes for the resolution;
- 1,409,772,806 votes against the resolution, including votes at the discretion of the Chair; and
- 3,908,894 votes had been withheld.

Signed: _____

A handwritten signature in black ink, appearing to be 'J. J. Green', is written over a horizontal line.

For and on Behalf of Ocorian Administration (UK) Limited
Company Secretary for
Greencoat UK Wind Plc