

Greencoat UK Wind plc Announces Results of Annual General Meeting held on 26 April 2019 -

Full text of the resolutions and summary of the results

Ordinary Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the Report of the Directors and the audited accounts of the Company for the financial year ended 31 December 2018 together with the Independent Auditor's Report on those audited accounts.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) set out on pages 28 to 29 of the Annual Report and Accounts for the financial year ended 31 December 2018.
3. To approve the Dividend Policy.
4. To re-appoint BDO LLP as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which the accounts are laid before the meeting.
5. To authorise the Directors to determine the remuneration of BDO LLP.
6. To re-elect Tim Ingram as a Director.
7. To re-elect William Rickett as a Director.
8. To re-elect Shonaid Jemmett-Page as a Director.
9. To re-elect Dan Badger as a Director.
10. To re-elect Martin McAdam as a Director.

Special Business

11. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

THAT article 84 of the articles of association be amended by deleting the figure of "£300,000" and replacing that figure with "£400,000".

12. To consider and, if thought fit, to pass the following as an ordinary 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 to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £4,115,561.24.

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 2020, whichever is the earlier save that under this authority the Company may, before such expiry, make an offer or agreement 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.

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

THAT, subject to the passing of Resolution 12 above, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby empowered, 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 11 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

- (b) the allotment (otherwise than under paragraph (a) of this Resolution 13) of equity securities up to an aggregate nominal amount of £1,234,668.37 (of which it is intended that nominal amounts in excess of £617,334.17 would only be used in connection with a recent or prospective acquisition),

and shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or 30 June 2020, whichever is the earlier save that the Company may, before such expiry, make an 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 offer or agreement as if the authority conferred hereby had not expired.

14. To consider and, if thought fit, to pass the following resolution 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 185,076,789;
- (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 2020 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.

Summary Totals
GREENCOAT UK WIND PLC
Annual General Meeting, 26-APR-2019 14:00
ORDINARY
SHARES

| Resolution | In Favour Votes | Discretion Votes | Against Votes | Withheld Votes |
|-------------------|----------------------------|-----------------------------|--------------------------|---------------------------|
| 1 | 750,122,446 | 2,481,784 | 38,115 | 3,452 |
| 2 | 749,689,407 | 2,481,784 | 447,725 | 26,881 |
| 3 | 750,121,633 | 2,481,784 | 30,316 | 12,064 |
| 4 | 731,685,650 | 2,481,784 | 54,865 | 18,423,498 |
| 5 | 750,093,139 | 2,481,784 | 62,253 | 8,621 |
| 6 | 737,105,148 | 2,481,784 | 13,046,806 | 12,059 |
| 7 | 750,053,631 | 2,481,784 | 98,323 | 12,059 |
| 8 | 750,081,823 | 2,481,784 | 70,131 | 12,059 |
| 9 | 750,107,075 | 2,481,784 | 42,777 | 14,161 |
| 10 | 750,078,550 | 2,482,680 | 72,508 | 12,059 |
| 11 | 744,598,938 | 2,481,784 | 5,497,577 | 67,498 |
| 12 | 749,590,451 | 2,481,784 | 485,596 | 87,966 |
| 13 | 749,438,640 | 2,481,784 | 661,983 | 63,390 |
| 14 | 749,681,833 | 2,481,784 | 447,853 | 34,327 |