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This document comprises a supplementary prospectus relating to relating to Greencoat UK Wind PLC (the “**Company**”) (the “**Supplementary Prospectus**”) for the purposes of Article 23 of the UK version of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the “**Prospectus Regulation**”). This document has been approved by the Financial Conduct Authority (the “**FCA**”) as competent authority under the Prospectus Regulation. The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval should not be considered as an endorsement of the Company or the quality of the New Shares that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the Ordinary Shares.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the registration document, the securities note and the summary comprising a prospectus published by the Company on 3 September 2020 (the “**Prospectus**”). Except as expressly stated herein, or unless the context otherwise requires, the definitions used or referred to in the Prospectus also apply in this Supplementary Prospectus. Persons receiving this Supplementary Prospectus should read the Prospectus together as a whole and should be aware that any update in respect of a Future Securities Note and Future Summary may constitute a material change for the purposes of the Prospectus Rules.

The Company and its Directors, whose names appear on page 51 and 52 of the Registration Document published on 3 September 2020 (as supplemented by this Supplementary Prospectus), accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and the Prospectus does not omit anything likely to affect the import of such information.

**NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART IN OR INTO THE UNITED STATES OR ANY EXCLUDED TERRITORY (AS DEFINED HEREIN) OR ANY OTHER JURISDICTION IN WHICH SUCH PUBLICATION, RELEASE OR DISTRIBUTION WOULD BE UNLAWFUL.**

## **Greencoat UK Wind PLC**

*(Incorporated in England and Wales with company number 08318092 and registered as an investment company under section 833 of the Companies Act 2006)*

### **Supplement to the Prospectus dated 3 September 2020**

Sponsor  
**RBC Capital Markets**

Investment Manager  
**Greencoat Capital LLP**

Joint Bookrunners  
**RBC Capital Markets**  
**Jefferies**

RBC Europe Limited (trading as RBC Capital Markets) (“**RBC**”) and Jefferies International Limited (“**Jefferies**”) are both authorised in the United Kingdom the (“**UK**”) by the Prudential Regulation Authority (“**PRA**”) and authorised and regulated in the UK by the FCA and the PRA. Both RBC and Jefferies are acting exclusively for the Company and no one else in connection with the Share Issuance Programme or the matters referred to in this Supplementary Prospectus, will not regard any other person (whether or not a recipient of this Prospectus) as its client in relation to the Share Issuance Programme and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the Share Issuance Programme or any transaction or arrangement referred to in the Prospectus. However, nothing in this paragraph shall serve to limit or exclude any of the responsibilities and liabilities, if any, which may be imposed on RBC or Jefferies by FSMA or the regulatory regime established thereunder.

The Ordinary Shares offered by the Prospectus have not been and will not be registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”) or under the applicable state securities laws of the United States and may not be offered or sold directly or indirectly in or into the United States or to, or for the account or benefit of, any US person (within the meaning of Regulation S under the US Securities Act (“**Regulation S**”)) (a “**US Person**”), except pursuant to an exemption from the registration requirements of the US Securities Act for offers and sales of securities that do not involve any public offering contained in Section 4(a)(2) of the US Securities Act and analogous exemptions under state securities laws. The Ordinary Shares are being offered and sold (i) outside the United States to non-US-persons in reliance on Regulation S and (ii) within the United States only to persons reasonably believed to be qualified institutional buyers (“**QIBs**”), as defined in Rule 144A under the US Securities Act, that are also qualified purchasers (“**QPs**”), as defined in Section 2(a)(51) of the US

Investment Company Act of 1940, as amended (the "**US Investment Company Act**") and who deliver to the Company and RBC or Jefferies (as applicable) a signed Investor Representation Letter. The Ordinary Shares are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the US Securities Act and any applicable state or other securities laws, pursuant to registration or an exemption therefrom. In addition, the Company has not been, and will not be, registered under the US Investment Company Act, and investors will not be entitled to the benefit of that Act. No offer, purchase, sale or transfer of the Ordinary Shares may be made except under circumstances which will not result in the Company being required to register as an investment company under the US Investment Company Act.

The Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of Ordinary Shares or the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

The distribution of this Supplementary Prospectus and any offer of Ordinary Shares pursuant to the Share Issuance Programme may be restricted by law in certain jurisdictions. Other than in the UK, the Netherlands and the Republic of Ireland, no action has been or will be taken to permit the possession, issue or distribution of this Supplementary Prospectus or the Prospectus (or any other offering or publicity material relating to the Ordinary Shares) in any jurisdiction where action for that purpose may be required or where doing so is restricted by law. Accordingly, neither this Supplementary Prospectus, the Prospectus nor any advertisement, nor any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Supplementary Prospectus comes should inform themselves about and observe any such restrictions. None of the Company, RBC, Jefferies, the Investment Manager or any of their respective affiliates or advisers accepts any legal responsibility to any person, whether or not such person is a potential investor, in respect of any such restrictions. **The attention of persons resident outside the UK is drawn to the notices to overseas investors set out in the Important Information section of the Securities Note that sets out restrictions on the holding of Ordinary Shares by such persons in certain jurisdictions.**

This document is dated 12 March 2021.

## 1 Purpose of this Supplementary Prospectus

This Supplementary Prospectus is being published in relation to the Share Issuance Programme. The Supplementary Prospectus is a regulatory requirement under the Prospectus Regulation Rules following the publication on 25 February 2021 of the Company's annual report and accounts for the financial year ended 31 December 2020. This Supplementary Prospectus is supplemental to the Prospectus and has been approved for publication by the FCA.

## 2 Updates to the Registration Document

### 2.1 Financial Information on the Company

On 25 February 2021, the Company published its annual report and accounts for the period ended 31 December 2020 (the "2020 Annual Report"). By virtue of this document, the audited financial information relating to the Company for the financial period from 1 January 2020 to 31 December 2020 are incorporated into the Prospectus by reference to the 2020 Annual Report, as set out this section and form part of the Prospectus.

### 2.2 Documents incorporated by reference

The relevant financial information in the 2020 Annual Report of the Company, available free of charge in electronic format on the Company's website at <https://www.greencoat-ukwind.com/investors/>, is incorporated by reference in the Prospectus.

#### Cross-reference list

The following list is intended to enable investors to identify easily specific items of information which have been incorporated by reference in the Prospectus.

	<u>2020 Annual Report</u>
Consolidated statement of comprehensive income	54
Consolidated statement of changes in equity	57
Consolidated statement of financial position	55
Consolidated statement of cash flows	58
Accounting policies	60-65
Notes to the financial statements	60-87
Audit report/ independent review report	47-53

Where this document makes reference to other documents, such other documents are not incorporated into and do not form part of this document. The parts of the 2020 Annual Report which are not incorporated into and do not form part of this document are either not considered relevant for prospective investors for New Shares or are covered elsewhere in the document.

Investors should note that statements regarding current circumstances and forward-looking statements made in the documents referred to above speak as at the date of the relevant document and therefore such statements do not necessarily remain up-to-date as at the date of this Supplementary Prospectus.

### 2.3 Significant Change

As a result of the publication of the 2020 Annual Report, paragraph 3 of Part V of the Registration Document is amended and restated as follows:

There has been no significant change in the financial or trading position of the Group since 31 December 2020, being the end of the last financial period for which financial information has been published, other than: (i) the admission of 150,853,600 new Ordinary Shares following the successful closing of a placing outside of the Share Issuance Programme on 17 February 2021 that raised £198 million; and (ii) the £48.1 million investment to acquire the remaining 50 per cent. stake in the Braes of Doune wind farm that the Company made on 24 February 2021.

### 3 Supplements to the Summary

As a result of the release of the 2020 Annual Report and Accounts, Tables 1, 2 and 3 of the Summary are amended and restated as follows:

Table 1: Additional information relevant to closed ended funds

Share Class	Total NAV (£m)*	Number of Shares*	NAV per share (p)*	Historical performance
Ordinary Shares	2,229.9	1,824,129,348	122.2	<p><i>Financial period ended 31 December 2020</i> During the year, the Group achieved net cash generation (Group and wind farm SPVs) of £145.2 million, NAV growth of 0.6%, and declared total dividends of 7.10 pence per share. As at 31 December 2020, the Company's NAV per share was 122.2 pence and its share price was 134.2 pence.</p> <p><i>Financial period ended 31 December 2019</i> During the year, the Group achieved net cash generation (Group and wind farm SPVs) of £127.7 million, NAV growth of -1.4%, and declared total dividends of 6.94 pence per share. As at 31 December 2019, the Company's NAV per share was 121.4 pence and its share price was 150.4 pence.</p>

\* This information is accurate as at 31 December 2020

Table 2: Income statement for closed ended funds

	As at 31 Dec 2020 (£'000)	As at 31 Dec 2019 (£'000)	As at 31 Dec 2018 (£'000)	As at 30 June 2020 (£'000)*	As at 30 June 2019 (£'000)*
Total net income/net investment income or total income before operating expenses	155,390	89,236	232,236	53,423	40,528
Net profit/(loss)	104,395	43,294	202,381	32,469	16,658
Performance fee	N/A	N/A	N/A	N/A	N/A
Investment management fee	18,400	16,491	13,189	8,864	7,327
Earnings per share	6.55	3.14	18.54	2.14	1.34

\*Unaudited

Table 3: Balance sheet for closed ended funds

	As at 31 December 2020	As at 31 December 2019	As at 31 December 2018	As at 30 June 2020*	As at 30 June 2019*
Total Net Assets (£m)	2,229,873	1,842.8	1,392.8	1,822.7	1,868.1
Leverage ratio (as a percentage of GAV)	33	25	26	26	24

\*Unaudited

### 4 Availability of this Supplementary Prospectus

Copies of this Supplementary Prospectus will be available for inspection free of charge in electronic format on the Company's website at <https://www.greencoat-ukwind.com/investors/report-and-publications/2021> from the date of this document until Admission of the final Tranche pursuant to the Share Issuance Programme or the closing of the Share Issuance Programme, whichever is later.

### 5 General

To the extent that there is any inconsistency between any statement in this document and any other statement in or incorporated by reference in the Prospectus, the statements in this document shall prevail.