

Greencoat UK Wind plc Announces Results of Annual General Meeting held on 28 April 2022 -

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 2021 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) contained within the Annual Report and Accounts for the financial year ended 31 December 2021.
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.
5. To authorise the Directors to determine the remuneration of BDO LLP.
6. To re-elect Shonaid Jemmett-Page as a Director.
7. To re-elect Martin McAdam as a Director.
8. To re-elect Lucinda Riches as a Director.
9. To re-elect Caoimhe Giblin as a Director.
10. To re-elect Nicholas Winser as a Director.

Special Business

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

THAT, in substitution for all substituting 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 £7,724,508.92.

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 2023, 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 has not expired.

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

THAT, subject to the passing of Resolution 11 above, 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 11 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 of Ordinary Shares for the purpose of satisfying the equity element of the Investment Manager's fee to be issued in accordance with the terms of the Investment Management Agreement; and
- (b) the allotment (otherwise than under paragraph (a) of this Resolution 12) of Ordinary Shares up to an aggregate nominal amount of £2,317,352.68.

This authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or 30 June 2023, 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.

13. To consider and, if thought fit, to pass the following as an ordinary 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 347,371,166.28;
- (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 2023, 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.

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

THAT, the Company be and is hereby generally and unconditionally authorised to amend its Investment Policy to remove the 40 per cent Gross Asset Value (“GAV”) limit when investing in offshore wind farms.

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

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

Summary Totals
GREENCOAT UK WIND PLC
Annual General Meeting, 28-APR-2022 14:00
ORDINARY SHARES

Resolution	In Favour Votes	Discretion Votes	Against Votes	Withheld Votes
1	1,723,650,344	36,736	443,096	111,173
2	1,722,816,283	469,618	663,542	291,906
3	1,723,685,613	468,150	29,371	58,215
4	1,709,519,357	468,150	601,543	13,652,299
5	1,720,309,112	468,150	3,290,302	173,785
6	1,445,034,773	468,150	264,159,354	14,579,072
7	1,713,436,227	468,150	10,222,100	114,872
8	1,713,434,929	468,150	10,228,101	110,169
9	1,713,374,086	475,626	10,242,052	149,585
10	1,723,570,429	475,626	79,203	116,091
11	1,551,032,322	475,626	172,396,966	192,281
12	1,534,629,873	48,079	189,208,022	214,221
13	1,722,382,014	44,620	1,451,856	221,705
14	1,709,347,151	49,314	937,443	13,766,287
15	1,716,555,342	44,079	7,394,952	85,339