

## **Greencoat UK Wind plc Announces Results of Annual General Meeting held on 28 April 2021 -**

### **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 2020 together with the Independent Auditors Report on those audited accounts.
2. To approve the Directors' Remuneration Policy set out on page 32 of the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial year ended 31 December 2019.
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 William Rickett as a Director.
7. To re-elect Shonaid Jemmett-Page as a Director.
8. To re-elect Martin McAdam as a Director.
9. To re-elect Ms Lucinda Riches as a Director.
10. To re-elect Ms Caoimhe Giblin 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 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 £6,584,305.82.

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 2022, 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.

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

**THAT**, subject to the passing of Resolution 11 above, in substitution for all subsisting 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 11 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment. This authority shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or 30 June 2022, 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 or agreements 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** 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 296,096,233;
- (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 2022 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, 28-APR-2021 14:00

ORDINARY SHARES

<b>Resolution</b>	<b>In Favour Votes</b>	<b>Discretion Votes</b>	<b>Against Votes</b>	<b>Withheld Votes</b>
1	1,329,301,509	23,112	379,610	68,178
2	1,323,490,166	25,356	6,093,341	163,546
3	1,329,348,176	20,356	383,382	20,495
4	1,307,446,785	25,356	925,090	21,375,178
5	1,328,851,643	25,356	831,712	63,698
6	1,328,816,746	26,356	820,999	108,308
7	1,322,090,359	25,356	7,559,009	97,685
8	1,329,228,707	25,356	422,483	95,863
9	1,329,236,280	25,356	417,822	92,951
10	1,329,251,055	25,356	402,313	93,685
11	1,319,572,638	20,756	10,019,697	124,218
12	1,319,239,218	20,356	10,371,358	106,377
13	1,320,692,948	503,960	585,130	7,955,271