

Greencoat UK Wind plc Announces Results of Annual General Meeting held on 24 April 2024 -

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 2023 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 2023.
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 Lucinda Riches as a Director.
7. To re-elect Caoimhe Giblin as a Director.
8. To re-elect Nicholas Winser as a Director.
9. To elect Jim Smith as a Director.
10. To elect Abigail Rotheroe as a Director.
11. **THAT**, the Company's Articles of Association produced to the meeting and for the purpose of identification initialed by the Chairman of the meeting be adopted.

Special Business

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 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.

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 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.

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

THAT, subject to the passing of both Resolutions 12 and 13, 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 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.

15. 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 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.

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

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

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

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

Summary Totals

GREENCOAT UK WIND PLC

Annual General Meeting, 24-APR-2024 14:00

ORDINARY SHARES

Resolution	In Favour Votes	Against Votes	Withheld Votes
1	1,593,098,784	3,897,390	966,063
2	1,590,430,191	6,288,504	1,240,442
3	1,595,039,315	2,103,334	819,588
4	1,563,393,127	24,853,269	9,712,741
5	1,565,496,957	22,689,864	9,772,316
6	1,407,852,379	179,139,028	10,967,730
7	1,579,794,988	17,058,332	1,105,817
8	1,579,791,792	17,041,914	1,125,431
9	1,594,449,209	2,378,083	1,131,845
10	1,594,404,985	2,442,560	1,111,592
11	1,593,714,698	3,114,770	1,129,669
12	1,589,456,605	7,474,116	1,028,416
13	1,569,994,307	26,961,921	1,002,909
14	1,569,174,989	27,792,956	991,192
15	1,594,624,198	2,396,071	938,868
16.	1,590,321,262	6,781,583	856,292
17.	180,350,802	1,413,806,623	3,908,894