

Registration number: 12938740

NOTICE OF RESOLUTIONS
of
DOWNING RENEWABLES & INFRASTRUCTURE TRUST PLC

Passed 6 April 2022

At the Annual General Meeting of the above-named Company, duly convened and held on 6 April 2022, the following Resolutions were passed:

ORDINARY RESOLUTION

10. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot ordinary shares of 1 pence each in the capital of the Company ("ordinary shares") up to an aggregate nominal value of £137,008 equivalent to approximately 10 per cent. of the issued share capital of the Company as at 4 March 2022, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of the conclusion of the annual general meeting of the Company to be held in 2023 and 31 December 2023, save that the Company may, at any time prior to the expiry of such power, make offers or enter into agreements which would or might require ordinary shares to be allotted or sold after the expiry of such power and the Directors may allot or sell ordinary shares in pursuance of such an offer or agreement as if such power had not expired.

SPECIAL RESOLUTIONS

11. THAT, conditional upon the passing of resolution 10 above, the Directors be and they are hereby empowered, in accordance with sections 570 and 573 of the Companies Act 2006 (the "Act"), to allot and to sell ordinary shares from treasury for cash, pursuant to the authority conferred on the Directors by resolution 10 above, as if section 561 of the Act did not apply to any such allotment or sale up to an aggregate nominal amount of £137,008 (equivalent to approximately 10 per cent. of the issued share capital of the Company as at 4 March 2022), such power to expire at the earlier of the conclusion of the annual general meeting of the Company to be held in 2023 and 31 December 2023 (unless previously renewed, varied or revoked by the Company in general meeting) save that the Company may, at any time prior to the expiry of such power, make an offer to enter into an agreement which would or might require ordinary shares to be allotted or sold after the expiry of such power and the Directors may allot or sell ordinary shares in pursuance of such an offer or agreement as if such power had not expired.
12. THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 20,537,572 (representing 14.99 per cent. of the ordinary shares in issue as at the date of this notice);
 - (b) the minimum price which may be paid for each ordinary share is 1 pence;
 - (c) the maximum price which may be paid for each ordinary share shall not be more than the higher of: (i) an amount equal to 105 per cent. of the average of the closing mid-market value of ordinary shares taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the contract of purchase is made; and (ii) the higher of the price of the last independent trade in the ordinary shares and the highest then current independent bid for the ordinary shares on the trading venue where the purchase is carried out;
 - (d) this authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the earlier of the conclusion of the annual general meeting of the Company to be held in 2023 and 31 December 2023;
 - (e) the Company may make a contract of purchase for ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration; and
 - (f) any ordinary shares bought back under the authority hereby granted may, at the discretion of the Directors, be cancelled or held in treasury and if held in treasury, may be resold from treasury or cancelled at the discretion of the Directors.
13. THAT a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.