

Registration number: 12938740

NOTICE OF RESOLUTIONS
of
DOWNING RENEWABLES & INFRASTRUCTURE TRUST PLC

Passed 23 June 2022

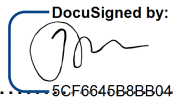
At the General Meeting of the above-named Company, duly convened and held on 23 June 2022, the following Resolutions were passed:

ORDINARY RESOLUTIONS

1. THAT, the directors of the Company (the “Directors”) be and are hereby generally and unconditionally authorised, in addition to any existing authorities, pursuant to and 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 one penny each in the capital of the Company (“Ordinary Shares”), up to an aggregate nominal amount of £2,500,000 in connection with the Initial Issue and the Share Issuance Programme (as defined and described in the circular to shareholders dated 7 June 2022 of which this notice forms part (the “Circular”)), such authority to expire on 6 June 2023 (unless previously revoked or varied by the Company in general meeting), save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted after the expiry of such authority and the Directors may allot Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
2. THAT, the proposed investment objective and investment policy set out in the Circular, be and is hereby adopted as the investment objective and investment policy of the Company to the exclusion of the existing investment objective and investment policy of the Company.

SPECIAL RESOLUTIONS

3. THAT, subject to the passing of Resolution 1 above, in addition to any existing authorities, the Directors be and are hereby empowered, pursuant to sections 570 to 573 of the Act, to allot Ordinary Shares for cash and to sell Ordinary Shares from treasury for cash pursuant to the authority referred to in Resolution 1 above as if section 561 of the Act did not apply to any such allotment or sale provided that this authority: (i) shall be limited to the allotment of Ordinary Shares and the sale of Ordinary Shares from treasury for cash up to an aggregate nominal amount of £2,500,000; and (ii) shall expire on 6 June 2023 (unless previously revoked or varied by the Company in general meeting), save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted or sold from treasury after the expiry of such power, and the Directors may allot Ordinary Shares or sell Ordinary Shares from treasury in pursuance of such an offer or agreement as if such power had not expired.

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Chair