

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

DOWNING RENEWABLES & INFRASTRUCTURE TRUST PLC

(the "Company")

At a general meeting of the Company held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU on 1 August 2025 at 10.15 a.m., the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

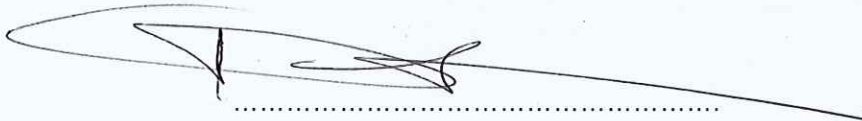
THAT:

- (A) for the purpose of giving effect to the scheme of arrangement dated 10 July 2025 (the "**Scheme**") between the Company and the holders of Scheme Shares (as defined in the Scheme), a copy of which has been produced to this meeting and for the purposes of identification signed by the chair of this meeting, in its original form or with or subject to any modification, addition or condition to which the Company and Polar Nimrod Topco Limited ("**Bidco**") have jointly consented on behalf of all persons concerned and which the High Court of Justice of England and Wales has approved or imposed (with the consent of the Panel where such consent is required under the Code), the directors of the Company (or a duly authorised committee thereof) be authorised to take all such actions as they may consider necessary or appropriate for implementing the Scheme; and
- (B) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new Article 168:

"168. Scheme of Arrangement

- 168.1 In this Article 168, references to the "**Scheme**" are to the scheme of arrangement under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares (as defined in the Scheme) dated 10 July 2025 (without modification, or with any modification, addition or condition consented to by Polar Nimrod Topco Limited ("**Bidco**") and the Company (on behalf of all persons concerned) which the Court has approved or imposed (with the consent of the Panel where such consent is required under the Code)) and (save as defined in this Article 168) terms defined in the Scheme shall have the same meanings in this Article 168.
- 168.2 Notwithstanding any other provisions in these Articles, if the Company issues or transfers out of treasury any DORE Shares (other than to Bidco, any subsidiary undertaking of Bidco, any parent undertaking of Bidco or any subsidiary of such parent undertaking, or any nominee of any of the foregoing (each a "**Bidco Company**")) on or after the date of the adoption of this Article 168 and prior to the Scheme Record Time, such DORE Shares shall be issued or transferred subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or subsequent holder or holders of such DORE Shares shall be bound by the Scheme accordingly.

- 168.3 Notwithstanding any other provision of these Articles, subject to the Scheme becoming Effective, any shares issued or transferred out of treasury to any person (other than a Bidco Company) at or after the Scheme Record Time (a "New Member") (each a "Post-Scheme Share") shall be issued or transferred on terms that they shall (on the Effective Date or, if later, on issue or transfer (but subject to the terms of Article 168.4 below)), be immediately transferred to Bidco (or such person as it may direct) (the "Purchaser"), who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional upon the payment by or on behalf of Bidco to the New Member of an amount in cash for each Post-Scheme Share equal to the Offer Price to which a New Member would have been entitled under the Scheme had such Post-Scheme Share been a Scheme Share.
- 168.4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date, the value of the consideration per Post-Scheme Share to be paid under Article 168.3 shall be adjusted by the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article 168 to such shares shall, following such adjustment, be construed accordingly.
- 168.5 To give effect to any transfer of Post-Scheme Shares required pursuant to Article 168.3, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and do all such other things and execute and deliver all such documents or deeds as may in the opinion of such attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form of transfer or other instrument(s) or instruction(s) of transfer (whether as a deed or otherwise) on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to Article 168.3 above by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder), or by any alternative method communicated by the Purchaser to the New Member, for the purchase price of such Post-Scheme Shares no later than 14 days after the date on which the Post-Scheme Shares are issued or transferred to the New Member.
- 168.6 If the Scheme shall not have become effective by the applicable date referred to in (or otherwise set in accordance with) clause 6(B) of the Scheme, this Article 168 shall cease to be of any effect.
- 168.7 Notwithstanding any other provision of these Articles, both the Company and the board of directors of the Company shall refuse to register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser pursuant to the Scheme."



Director