

**Company number 11620959**

## **ORDINARY AND SPECIAL RESOLUTIONS**

of

**SDCL ENERGY EFFICIENCY INCOME TRUST PLC (the “Company”)**

Passed on 4 September 2024

At the Annual General Meeting of the Company duly convened and held at 1 Vine Street, London W1J 0AH on Wednesday, 4 September 2024 at 11.00 am the following resolutions were duly passed:

### **ORDINARY RESOLUTION**

10. **THAT**, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (in substitution for all existing authorities to the extent unused) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to a maximum aggregate amount of 110,870,905 shares (representing 10 per cent. of the entire issued Ordinary Share capital of the Company (excluding shares held in treasury) as at the date of this letter, such authority to expire (unless previously varied, revoked or renewed by the Company in general meeting) on 4 December 2025, or if earlier, the date of the next AGM of the Company, save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require the allotment of shares in pursuance of such an offer or agreement as if such authority had not expired; and the Directors may allot relevant shares in pursuance of such an offer or agreement as if such authority had not expired.

### **SPECIAL RESOLUTIONS**

11. **THAT**, subject to the passing of Resolution 10, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the authority given in Resolution 10 and/or to sell shares from treasury as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to:

- i. allotments for rights issues and other pre-emptive issues;
- ii. an aggregate nominal amount of £1,108,709 (equating to 110,870,905 Ordinary Shares representing approximately 10 per cent. of the issued Ordinary Share capital of the Company as at the date of this notice of meeting), and
- iii. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) or paragraph (ii) above) up to a nominal amount equal to 10% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) above, such authority to be used only for the

purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to expire (unless previously varied, revoked or renewed by the Company in general meeting) on 4 December 2025, or if earlier, the date of the next AGM of the Company after the passing of this Resolution 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 shares to be allotted or sold from treasury after the expiry of such power, and the Directors may allot or sell from treasury shares in pursuance of such an offer or an agreement as if such power had not expired.

12. **THAT**, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares of £0.01 each on such terms and in such manner as the Directors may from time to time determine, provided that:

- a) the maximum number of Ordinary Shares hereby authorised to be acquired between the date of this resolution and the date of the Company's annual general meeting to be held in 2025 shall be 166,195,487 (representing 14.99 per cent. of the Ordinary Shares (excluding shares held in treasury) at the date of this letter;
- b) the minimum price which may be paid for any Ordinary Share is £0.01;
- c) the maximum price which may be paid for any Ordinary Share is the higher of: (i) an amount equal to 105 per cent. of the average of the middle market quotations for such share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of a) the price of the last independent trade and b) the highest current independent bid for such share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution will be carried out;
- d) this authority shall expire the earlier of 4 December 2025 or at the conclusion of the Company's next AGM after this Resolution is passed, unless previously renewed, varied or revoked by the Company in a general meeting;
- e) the Company may make a contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which contract would or might require the Company to purchase its Ordinary Shares after such expiry and the Company shall be entitled to purchase its Ordinary Shares pursuant to any such contract as if the power conferred hereby had not expired; and
- f) any 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 AGM, may be called on not less than 14 clear days' notice.

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*Uloma Adighibe*

Signed: .....18260BF1A74D47A.....

**Uloma Adighibe**

for and on behalf of

**JTC (UK) Limited**

as Company Secretary

**6 September 2024**