

Octopus Renewables Infrastructure Trust plc

LEI: 213800B81BFJKWM2JV13

In accordance with Listing Rule 9.6.2R, this is to confirm that at the Annual General Meeting of Octopus Renewables Infrastructure Trust plc, duly convened and held at Charter Place, 23/27 Seaton Place, St Helier, Jersey, JE1 1JY on 8 April 2021 at 10.00 a.m., the following resolutions, which are outside of the ordinary course of business, were passed. Resolutions 10 and 11 were proposed as ordinary resolutions. Resolutions 12 to 14 were proposed as special resolutions.

10. That the Directors be authorised to declare and pay all dividends of the Company as interim dividends and for the last dividend referable to a financial year not be categorised as a final dividend that is subject to shareholder approval.
11. That the Directors be and are hereby generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused) to exercise all powers of the Company to allot ordinary shares of 1 penny each in the Company ("**Ordinary Shares**") up to an aggregate nominal value of £700,000 (equivalent to 20% of the issued share capital of the Company as at the date of this notice of this annual general meeting) and that this authority shall expire (unless previously varied, revoked or renewed by the Company in general meeting) at the conclusion of the annual general meeting of the Company to be held in 2022 or, if earlier, on the expiry of 15 months from the passing of this resolution, 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 the allotment of Ordinary Shares in pursuance of such an offer or agreement as if such authority had not expired.
12. That, subject to the passing of resolution 11, in substitution for any existing power under sections 570 and 573 of the Companies Act 2006 (the "**Companies Act**") but without prejudice to the exercise of any such power prior to the date hereof, the Directors be and are hereby empowered, pursuant to sections 570 and 573 of the Companies Act, to allot Ordinary Shares and/or sell Ordinary Shares from treasury, in each case for cash pursuant to the authority conferred by resolution 11 up to an aggregate nominal value of £700,000 (equivalent to 20% of the issued share capital of the Company as at the date of this notice of annual general meeting) as if section 561 of the Companies Act did not apply to such allotment or sale and that this power shall expire (unless previously varied, revoked or renewed by the Company in general meeting) at the conclusion of the annual general meeting of the Company to be held in 2022 or, if earlier, on the expiry of 15 months from the passing of this resolution, 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 the allotment or sale of Ordinary Shares in pursuance of such an offer or agreement as if such authority had not expired.
13. That the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act to make market purchases (within the meaning of section 693(4) of the Companies Act) of Ordinary Shares, provided that:
 - (a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 52,456,000 (representing 14.99% of the Company's issued share capital of the Company at the date of this notice of annual general meeting);
 - (b) the minimum price (exclusive of any expenses) which may be paid for an Ordinary Share is 1 penny;
 - (c) the maximum price (exclusive of any expenses) which may be paid for each Ordinary Share is not more than the higher of (i) 5% above the average of the middle market quotations for the Ordinary Shares for the five business days immediately before the day on which that Ordinary Share is contracted for purchases and (ii) the higher of the price of the last independent trade and the highest then current independent bid for the Ordinary Shares on the trading venue where the purchase is carried out;
 - (d) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2022 or, if earlier, on the expiry of 15 months from the passing of this resolution, unless such authority is renewed or revoked by the Company prior to such time; and
 - (e) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiration of such authority and may purchase Ordinary Shares pursuant to any such contract as if the authority had not expired.
14. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear

days' notice, provided that this authority shall expire at the conclusion of the Company's next annual general meeting after the date of the passing of this resolution.