

# ATTENDANCE CARD

## Greencoat UK Wind plc (the "Company")

**IMPORTANT – PLEASE READ CAREFULLY**  
**NOTICE OF AVAILABILITY**

For the Annual Report for 2013 and the Notice of the Annual General Meeting for 2014

You can now access the Annual Report for 2013 and Notice of Annual General Meeting for 2014 by visiting the Company's website: [www.greencoat-ukwind.com](http://www.greencoat-ukwind.com)

If you wish to receive a paper copy of the Annual Report for 2013, please contact:

Capita Asset Services  
 34 Beckenham Road  
 Beckenham, Kent  
 BR3 4TU

**To be held at:** offices of Norton Rose Fulbright LLP, 3 More London Riverside, London, SE1 2AQ on 28 April at 2.30 p.m.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company Secretary. This will facilitate entry to the meeting.

Barcode:

Signature of person attending

Investor Code:

# FORM OF PROXY

## Greencoat UK Wind plc (the "Company")

Bar Code:

Investor Code:

I/We being a member/members of the Company, appoint the Chairman of the Meeting or the following person (see Explanatory Note 2)

Event Code:

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf as indicated below at the Meeting of the Company to be held on 28 April at 2.30 p.m. and at any adjournment thereof (see Explanatory Notes 3, 4 and 5).

Annual General Meeting (the **Meeting**) to be held at: offices of Norton Rose Fulbright LLP, 3 More London Riverside, London, SE1 2AQ on 28 April at 2.30 p.m.

If your shares are held through CREST, you may use the CREST proxy voting system to submit your proxy. Further information is at Explanatory Note 9.

Please read the Notice of Annual General Meeting, the notes included in the Notice and in the Annual Report and Accounts, and the accompanying explanatory notes to this Proxy Form carefully before completing this Proxy Form.

Please tick here if this proxy appointment is one of multiple appointments being made.

\* For the appointment of more than one proxy, please refer to Explanatory Note 4

Please clearly mark the boxes below with an "X" to instruct your proxy how to vote (see Explanatory Note 5).

	For	Against	Vote Withheld		For	Against	Vote Withheld		
<b>ORDINARY RESOLUTIONS</b>				7	To re-elect William Rickett as a Director.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
1	To receive the report of the Directors and the audited accounts of the Company for the financial period ended 31 December 2013 together with the report of the Auditors on those audited accounts.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	8	To re-elect Shonaid Jemmett-Page as a Director.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2	To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) contained within the Annual Report and Accounts for the financial period 31 December 2013.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	9	To elect Kevin McCullough as a Director.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3	To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report contained within the Annual Report and Accounts for the financial period ended 31 December 2013.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	10	To elect Dan Badger as a Director.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4	To re-appoint BDO LLP, who have indicated their willingness to continue in office, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	11	To grant the Directors authority to allot ordinary shares pursuant to section 551 of the Companies Act 2006.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5	To authorise the Directors to fix the remuneration of BDO LLP.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<b>SPECIAL RESOLUTIONS</b>				
6	To re-elect Tim Ingram as a Director.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	12	To disapply statutory pre-emption rights in respect of any ordinary shares allotted pursuant to Resolution 11.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
					13	To grant the Directors authority to make market purchases of ordinary shares up to 14.99 per cent. of the issued share capital immediately following the passing of this Resolution (if passed).	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

Date

You may submit your proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com)

## Explanatory Notes to the Proxy Form:

- 1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting on your behalf. You should appoint a proxy using the procedure set out in these Explanatory Notes.
- 2 A proxy need not be a member of the Company but must attend the Meeting to represent you. If you wish to appoint as a proxy a person other than the Chairman of the Meeting, please delete the words "the Chairman of the Meeting" and insert the full name of the other person in the box provided on this Proxy Form. If you sign and return this Proxy Form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (the \* box) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Proxy Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 3 The completion and return of this Proxy Form will not prevent you from attending in person and speaking and voting at the Meeting should you subsequently decide to do so.
- 4 You are entitled to appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting Capita Asset Services on 0871 664 0300 (calls cost 10 pence per minute plus network extras, lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday or on +44 208 639 3399 (if calling from outside the UK), or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided, if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 5 If you wish your proxy to cast all of your votes for or against a resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. The "Vote Withheld" option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the Meeting.
- 6 This Proxy Form must be signed by the member or his/her attorney. Where the member is a corporation, the Proxy Form must be executed under its common seal or signed by a duly authorised representative of the corporation, stating their capacity (e.g. director, secretary). In the case of joint holders, any one holder may sign this Proxy Form. The vote of the senior joint holder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint holding.
- 7 To be valid, this Proxy Form (together with any power of attorney or other authority under which it is signed or a certified copy of such power or authority) must be received by post or (during normal business hours only) by hand at the office of Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours (excluding weekends or Bank Holidays) before the time of the holding of the Meeting or any adjournment thereof.
- 8 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B Companies Act 2006, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company 48 hours, excluding weekends or Bank Holidays, before the Meeting or any adjournment thereof. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.
- 9 CREST members wishing to appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system must ensure that, in order for such CREST Proxy Instruction to be effective, it is received by the Company's agent, Capita Asset Services (Participant ID number RA10) no later than 48 hours, excluding weekends or Bank Holidays, before the Meeting or any adjournment thereof, together with any power of attorney or other authority under which it is sent. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Capita Asset Services is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 10 All alterations made to this Proxy Form must be initialled by the signatory.
- 11 If you submit more than one valid proxy appointment in respect of the same share or shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was received last, none of the proxy appointments in respect of that share or shares shall be valid.

