

GREENCOAT UK WIND PLC

ATTENDANCE CARD

Greencoat UK Wind plc (the "Company") – General Meeting

You may submit your proxy electronically using The Share Portal service at www.capitaregistrars.com/shareholders.

If not already registered for The Share Portal, you will need your Investor Code below.

To be held on 10 May at 5.00pm

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

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

Signature of
person attending

Barcode:

Investor Code:

FORM OF PROXY

Greencoat UK Wind plc (the Company) – Proxy Form

General Meeting (the Meeting) to be held at Burdett House, 15-16 Buckingham Street, WC2N 6DV on 10 May at 5.00pm

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 General Meeting, the notes included in the Notice, and the accompanying explanatory notes to this Proxy Form carefully before completing this Proxy Form.

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

Barcode:

Investor Code:

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 10 May at 5.00 p.m. and at any adjournment thereof (see Explanatory Notes 3, 4 and 5).

ORDINARY RESOLUTIONS

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

- 1 In addition to any general authority granted at the annual general meeting of the Company to be held on 27 April 2016, to grant the Directors authority to allot ordinary shares pursuant to the Share Issuance Programme and for the purpose of satisfying the equity element of the Investment Manager's fee in accordance with the terms of the Investment Management Agreement, as described in the Notice of General Meeting issued on 18 April 2016

For	Against	Vote Withheld
☐	☐	☐

SPECIAL RESOLUTIONS

- 2 In addition to any general authority granted at the annual general meeting of the Company to be held on 27 April 2016, to grant the Directors authority to allot equity securities for cash either pursuant to the authority conferred by Resolution 1 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power shall:

☐	☐	☐
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- (a) be limited to the allotment of Ordinary Shares pursuant to the the Share Issuance Programme and for the allotment to the Investment Manager of any Ordinary Shares for the purpose of satisfying the equity element of the Investment Manager's fee to be issued in accordance with the terms of the Investment Management Agreement; and
- (b) expire at the conclusion of the Share Issuance Programme after the passing of this Resolution (unless previously revoked, varied or renewed by the Company in general meeting), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

SPECIAL RESOLUTIONS

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

- 3 To grant the Directors authority to make market purchases of ordinary shares provided that:
- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 14.99 per cent. of the Ordinary Shares in issue following Admission (as defined in the Prospectus) in substitution of any existing authority granted to the Directors to make market purchases;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 1p;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of:
- (i) an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased; and
- (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System;
- (d) the authority hereby conferred shall expire at the conclusion of the next AGM after the passing of this Resolution 5 (unless previously revoked, varied or renewed by the Company in general meeting); and
- (e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of Ordinary Shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase Ordinary Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

For	Against	Vote Withheld
☐	☐	☐

☐ 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

Signature (see Explanatory Note 6)

Date

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 12 pence per minute plus network extras, lines are open 9.00 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.

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