

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser (who in the United Kingdom should be authorised under the Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all your holding of Ordinary Shares in The Renewables Infrastructure Group Limited (the “Company”), please send this document, together with the attached Form of Proxy, as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold any part of your holding of Ordinary Shares in the Company, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

IMPORTANT NOTICE TO HOLDERS OF ORDINARY SHARES

The Renewables Infrastructure Group Limited

(a registered closed-ended investment company incorporated in Guernsey with limited liability and with registered number 56716)

Notice of 2022 Annual General Meeting

This document should be read as a whole. Your attention is drawn to the letter from your Chairman which is set out on pages 3 to 9 of this document and which recommends that you vote in favour of each of the resolutions to be proposed at the Annual General Meeting to be held at 11.30 a.m. on Friday, 27 May 2022.

Your attention is also drawn to the Notice of Annual General Meeting which is set out on pages 10 to 12 of this document.

Forms of Proxy for the Annual General Meeting must be received by the Company’s UK Transfer Agent, Link Group, by no later than 11.30 a.m. on Wednesday, 25 May 2022 or, in the event of any adjournment of the Annual General Meeting, not later than 48 hours (excluding days which are not business days) before the time appointed for the adjourned meeting.

The Company is a closed-ended investment scheme registered pursuant to the Protection of Investors (Bailiwick of Guernsey) Law, 2020, as amended and the Registered Collective Investments Scheme Rules and Guidance, 2021. Neither the Guernsey Financial Services Commission nor the States of Guernsey take any responsibility for the financial soundness of the Company or for the correctness of any of the statements made or opinions expressed with regard to it in this document.

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LETTER FROM THE CHAIRMAN

The Renewables Infrastructure Group Limited

(a registered closed-ended investment company incorporated in Guernsey with limited liability and with registered number 56716)

Directors:

Helen Mahy CBE (*Chairman*)
Jon Bridel
Tove Feld
Klaus Hammer
John Whittle
Erna-Maria Trixl

Registered Office:

East Wing
Trafalgar Court
Les Banques
St Peter Port
Guernsey
GY1 3PP

7 April 2022

Dear Shareholder

2022 ANNUAL GENERAL MEETING

The purpose of this document is to provide you with information relating to the following business to be considered and resolutions to be put to shareholders at the Annual General Meeting to be held at the registered office of The Renewables Infrastructure Group Limited (the “**Company**”) at 11.30 a.m. on Friday, 27 May 2022 (the “**AGM**”). The Company has also published its Annual Report and Financial Statements for the year ended 31 December 2021 (the “**Annual Report**”).

The notice convening the AGM of the Company and setting out the resolutions to be proposed at the AGM is set out on pages 10 to 12 of this document.

ORDINARY BUSINESS

The ordinary business proposed for the AGM comprises the consideration of and, if thought fit, the passing of ordinary resolutions to:

1. receive and consider the audited accounts, the Directors’ report and the Auditor’s report for the year ended 31 December 2021 (resolution 1);
2. re-elect Helen Mahy as a Director (resolution 2; see section entitled “**Directors**” below);
3. re-elect Klaus Hammer as a Director (resolution 3; see section entitled “**Directors**” below);
4. re-elect Tove Feld as a Director (resolution 4; see section entitled “**Directors**” below);
5. elect John Whittle as a Director (resolution 5: see section entitled “**Directors**” below);
6. elect Erna-Maria Trixl as a Director (resolution 6: see section entitled “**Directors**” below);
7. approve the re-appointment of Deloitte LLP as auditors of the Company (resolution 7; see section entitled “**Re-appointment of Auditors**” below);
8. to authorise the Board to set the remuneration of the auditors (resolution 8);
9. approve the Directors’ remuneration report (excluding the Directors’ Remuneration Policy set out on page 120 of the Annual Report) as set out in the Annual Report including the proposed remuneration payable for the year ending 31 December 2022 to the Chairman, the Senior Independent Director, the Chairs of each Committee of the Board and each other non-executive Director, for routine business and additional corporate work (resolution 9; see section entitled “**Directors’ Remuneration Report**” below);
10. approve the Directors’ Remuneration Policy for the year ending 31 December 2022 as set out on page 120 of the Annual Report (resolution 10; see section entitled “**Directors’ Remuneration Policy**” below); and
11. approve the Company’s dividend policy for the year ending 31 December 2022 (resolution 11; see section entitled “**Dividend policy**” below).

Directors (resolutions 2 – 6)

The 2019 AIC Code of Corporate Governance, which applies the 2018 UK Corporate Governance Code to investment companies, states that serving for longer than nine years as a non-executive director could impair director independence. The Nomination Committee (which comprises the whole Board) maintains a focus on succession planning. In particular, the Nomination Committee has been considering the succession of Helen Mahy and Jon Bridel, who, in 2022, will have served as non-executive Directors of the Company for nine years.

The process to appoint a successor to Helen Mahy as Chairman of the Board is significantly advanced. The Board appointed a third-party adviser to assist with the recruitment. Helen will remain in post for a short period of time following the appointment to the Board of her successor to enable an orderly handover to the incoming Chairman of the Board; and Helen will therefore seek re-election at the AGM.

Following the appointment of John Whittle in July 2021, Jon Bridel will retire from the Board at this AGM and will therefore not offer himself for re-election. John Whittle succeeds him as Chairman of the Audit Committee.

As a matter of good corporate governance and in accordance with Article 25.2 of the Company's Articles of Incorporation, each of Helen Mahy, Klaus Hammer and Tove Feld will be seeking re-election whilst John Whittle and Erna-Maria Trixl, for whom this will be their first AGM, will be seeking election by the Members.

Biographical details of each of Helen Mahy, Klaus Hammer, Tove Feld, John Whittle and Erna-Maria Trixl are contained in the Company's Annual Report.

Re-appointment of Auditors (resolution 7)

The re-appointment of Deloitte LLP as auditors to the Company for the year ending 31 December 2022 is proposed. Each of the Audit Committee and the Board has satisfied itself that Deloitte LLP remain independent and effective.

The Audit Committee notes the requirements of the 2018 UK Corporate Governance Code and in particular the requirement to put the external audit out to tender at least every 10 years. 2021 was the ninth year of Deloitte's appointment as the Company's auditor. The competitive audit tender exercise actioned by the Audit Committee took place during 2021.

The tender process took into consideration best practice in line with the 2018 UK Corporate Governance Code and the 2019 AIC Code of Corporate Governance. This ensured a fair, robust and independent tender process was followed to ensure the Company appointed the most suitable firm.

The Audit Committee issued a request for a short submission to six firms in March 2021 and, following a review by the Audit Committee, a request for proposal was issued to three of those firms in September 2021 in order to invite those chosen firms formally to tender for the external audit of the Company.

Each firm was given exclusive time with the current and future Audit Committee chair (Jon Bridel and John Whittle, respectively) as well as representatives of the Investment Manager and Operations Manager to aid them in their submissions.

Members of the Audit Committee, together with representatives of the Investment Manager and Operations Manager, met with all three firms who were invited to tender in November 2021 to present their submissions. Following the Audit Committee review of submissions, the Committee members resolved to recommend the continuing appointment of Deloitte LLP as auditors, deeming this course of action to be in the best interests of shareholders, by virtue of the strength and experience of the Deloitte LLP audit team and lack of demonstrable differentiation shown by challengers.

Having satisfied itself that the external auditor remains independent and effective, and having concluded a full audit tender process, the Audit Committee has recommended to the Board that Deloitte LLP be re-appointed as auditor for the year ending 31 December 2022.

Directors' Remuneration Report (resolution 9)

The Directors' remuneration report is set out in the Company's Annual Report. It includes the Directors' remuneration policy as well as details regarding the current and proposed remuneration of the Directors, extracts of which are set out below in the "**Directors' Remuneration**" section.

Directors' Remuneration (resolution 9)

As all Directors of the Company are non-executive, they receive an annual fee appropriate for their responsibilities and time commitment but receive no other incentive programmes or performance-related emoluments.

During the year, the Remuneration Committee considered the external advice received from Trust Associates in 2020, which included recommendations in respect of Directors' remuneration for the period between triennial external reviews, and considered it remained appropriate for the basis of the Remuneration Committee's 2021 review of the Directors' remuneration taking into account, *inter alia*, market conditions and changes in the activities and scale of the Company. The Remuneration Committee's review of the Directors' remuneration considered:

- the increase in the net assets of the Company, the number of assets in the portfolio, the size of individual assets, and co-investing and partnering activities;
- the time commitment required to appropriately perform each Director's role and their responsibilities in respect of the Company;
- additional fees where a Director's duties extend beyond those normally expected as part of the Director's appointment (e.g. Chairmanship of the Board or one of its Committees); and
- market remuneration levels to attract and retain high-calibre directors.

The Remuneration Committee proposed and the Board had, subject to shareholders' approval, agreed to implement increases set out in the table below, which, other than in respect of the Chairman of the Board, are consistent with the guidance previously provided by Trust Associates. The proposed remuneration for the Chairman of the Board remains less than that previously proposed by Trust Associates, and balances the increase in time commitment to perform the role and the appropriate level to attract a high-calibre successor.

The table below sets out the Directors' remuneration approved and actually paid for the year to 31 December 2021, as well as the annual rate proposed for the year ending 31 December 2022. Where Directors serve for part of the year, their fee is pro-rated accordingly. Where a Director's role changes during the year (e.g. succession of roles such as that of the Chairman), their fees for the year will reflect the period of the year for which they have borne additional responsibilities.

Director	Role	Base remuneration rate proposed for 2022	Base remuneration rate 2021	Additional fees for prospectus in 2021	Total remuneration paid in 2021
Helen Mahy	Chairman	£88,000	£81,000	£15,000	£96,000
Jon Bridel	Audit Committee Chairman	£66,500 ¹	£65,000	£10,000	£75,000
Klaus Hammer	Chairman of the Management Engagement Committee	£57,500	£56,500	£10,000	£66,500
Shelagh Mason	Senior Independent Director	£57,500 ²	£56,500	£10,000	£66,500
Tove Feld	Director	£54,000	£53,000	£10,000	£63,000
John Whittle	Director	£54,000 ³	£26,500	N/A	£26,500 ⁴
Erna-Maria Trixl	Director	£54,000 ⁵	N/A	N/A	N/A
Total		£431,500	£338,500	£55,000	£393,500

1. Jon Bridel will be retiring on 27 May 2022 and his remuneration will be pro-rated accordingly to £27,038 for 2022.

2. Shelagh Mason retired on 28 February 2022 and her remuneration has been pro-rated accordingly to £9,424 for 2022.

3. John Whittle succeeded Shelagh Mason as Senior Independent Director on 1 March 2022 and will succeed Jon Bridel as Audit Committee Chairman on 27 May 2022. His remuneration will be pro-rated accordingly for 2022.
4. John Whittle was appointed to the Board on 1 July 2021 and his remuneration has been pro-rated accordingly.
5. Erna-Maria Trixl was appointed to the Board on 1 March 2022 and her remuneration will be pro-rated accordingly for 2022.

No additional fees were payable to the Directors in 2021 beyond those set out in the table above relating to the issuance of the Company's prospectus in March 2021. Where the Company requires Directors to work on specific corporate actions, such as the publication of a new prospectus to enable the Company to issue further equity, an additional fee will be appropriately determined.

The Board also considered the availability of time of each Director, taking into account their other commitments, and concluded that adequate time was in each case available for the appropriate discharge of the Company's affairs.

The total fees paid to Directors in the year to 31 December 2021 was £393,500, which was within the annual cap of £450,000 previously approved by shareholders.

Directors' Remuneration Policy (resolution 10)

All Directors of the Company are non-executive and as such there are:

1. no service contracts with the Company;
2. no long-term incentive schemes;
3. no options or similar performance incentives; and
4. no payments for loss of office unless approved by shareholder resolution.

The Directors' remuneration shall:

1. reflect the responsibility, experience, time commitment and position on the Board;
2. allow the Chairman of the Board and the Chairmen of each of the Board's committees to be remunerated in excess of the remaining Board members to reflect their increased roles of responsibility and accountability;
3. be paid quarterly in arrears;
4. include remuneration for additional, specific corporate work which shall be carefully considered and only become due and payable on completion of that work; and
5. be reviewed by an independent professional consultant with experience of investment companies and their fee structures, at least every three years.

The maximum annual limit of aggregate fees payable to the Directors as set out in the Articles of Incorporation is £450,000.

Dividend policy (resolution 11)

Shareholders are being asked to approve the Company's policy with respect to the payment of dividends for the year to 31 December 2022.

The Company will set the dividend target for each financial year at the time of publication of the Company's Annual Report and Accounts for the preceding year. In respect of the dividend, the Board's priority remains to ensure that it is sustainable in the long term. Accordingly, the Company's dividend policy is to increase the dividend when the Board considers it prudent to do so, considering forecast cash flows, expected dividend cover, inflation across the Company's key markets, the outlook for electricity prices and the operational performance of the Company's portfolio.

As set out in the Annual Report, the Company is targeting an aggregate dividend of 6.84p per share for the year to 31 December 2022 to be paid in four equal quarterly instalments. This is an increase of 0.08p (1.2%) on the dividend of 6.76p paid in respect of the financial year ended 31 December 2021. The first interim quarterly dividend is expected to be paid in June 2022 with respect to the three months to 31 March 2022 and the other three interim quarterly dividends for the financial year to 31 December 2022 are expected to be paid in September 2022, December 2022 and March 2023.

The above dividend payments are targets only and not profit forecasts. There can be no assurance that these targeted payments can or will be met and they should not be seen as an indication of the Company's expected or actual results or returns.

SPECIAL BUSINESS

The special business proposed for the AGM comprises the consideration of and, if thought fit, the passing of the following resolutions:

12. an ordinary resolution to authorise the Directors to offer to shareholders the option to elect to receive future dividends wholly or partly in the form of further shares (whether or not of the same class) in the Company rather than cash (resolution 12: see section entitled "***Scrip Dividend***" below);
13. an ordinary resolution to grant approval for the Company to make market acquisitions of its own shares, make tender offers, and to hold treasury shares (resolution 13; see section entitled "***Share Buy Back Authority***" below);
14. an ordinary resolution to authorise the Directors to exercise all powers of the Company to allot and issue, grant rights to subscribe for, or to convert any securities into, up to the aggregate number of shares of any class as shall be equal to 33.33% of the Ordinary Shares in issue as at the date of the passing of the resolution (this equates to 826,570,207 Ordinary Shares as at the date of the notice of the AGM), (in line with institutional guidelines). This authority will be effective until the conclusion of the next annual general meeting of the Company (resolution 14; see section entitled "***Allotment***" below);
15. an ordinary resolution to increase the Company's Investment Policy development and construction limit from 15% to 25% of portfolio value on a committed basis (resolution 15; see section entitled "***Investment Policy***");
16. a special resolution to approve the disapplication of pre-emption rights in respect of up to 10% of the Ordinary Shares in issue as at the date of passing of the resolution (resolution 16; see section entitled "***Waiver of pre-emption for limited issue of Ordinary Shares***" below).

Scrip Dividend (resolution 12)

Based on the historical take-up of scrip dividends, shareholders are requested to approve, by way of ordinary resolution, the renewal of the authority to provide shareholders with the opportunity to elect to receive future dividends wholly or partly in the form of new Shares in the Company rather than cash. Providing such an alternative enables shareholders to increase their holdings of Shares in the Company without incurring dealing costs and in a tax efficient manner. The advantage to the Company is that it is able to retain cash which would otherwise be paid out as dividends.

Whilst shareholders will need to take their own advice, election by certain shareholders to receive a distribution by way of scrip dividend may be advantageous to them.

Share Buy Back Authority (resolution 13)

Shareholders are requested to approve, by ordinary resolution, the authority for the Company to make market acquisitions of its own Ordinary Shares up to a maximum of 14.99% of the Ordinary Shares in issue as at the date of passing of the resolution (this equates to 371,745,797 Ordinary Shares as at the date of the notice of the AGM).

This authority will expire at the conclusion of next year's annual general meeting or 18 months after the passing of the resolution (whichever is earlier) and, as previously stated by the Company, it is presently intended that a resolution for the renewal of such authority will be proposed at each subsequent annual general meeting of the Company.

The Board would consider holding any Ordinary Shares which the Company acquires pursuant to the authority provided by this resolution in treasury.

It is currently envisaged that Ordinary Shares acquired and held in treasury following any buy back will be used to support liquidity in the Company's Ordinary Shares. Any sales out of treasury will only be made at a price per Ordinary Share equal to, or greater than, the price per Ordinary Share paid by the Company and in any event not less than the prevailing net asset value per Ordinary

Share and in accordance with the UK Listing Rules and subject to the Company having sufficient authority granted for the waiver of pre-emption rights (pursuant to resolution 16).

Allotment (resolution 14)

Shareholders are requested to approve, by ordinary resolution, the renewal of the authority set out in Article 3.4 of the Articles of Incorporation of the Company for a further period up to the conclusion of the next annual general meeting of the Company so that the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot and issue, grant rights to, subscribe for, or to convert any securities into, up to the aggregate number of shares of any class as shall be equal to 33.33% of the Ordinary Shares in issue as at the date of the passing of the resolution (this equates to 826,570,207 Ordinary Shares as at the date of the notice of the AGM), provided that this authority shall expire at the conclusion of the next annual general meeting of the Company to be held in 2023 unless renewed at a general meeting prior to such time, provided that the Company may, before such expiry, make an offer or agreement which would, or might, require shares to be allotted and issued, or rights to subscribe for or to convert, any security into shares to be granted after such expiry and the Directors may allot and issue shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred thereby had not expired.

The Directors intend to renew such power at successive annual general meetings of the Company in accordance with current best practice.

Investment Policy (resolution 15)

The Company announced in its annual results for the period to 31 December 2021 that it would be consulting shareholders on increasing the Company's Investment Policy development and construction limit from 15% to 25% of the portfolio value on a committed basis. Following supportive feedback, the Company is now asking shareholders to approve such an increase. Construction and development projects constituted 11% of the Company's portfolio value, on a fully committed basis, at the 2021 year end. The existing limit of 15% may pose a constraint on the Company's ability to take full advantage of investment opportunities and further diversify its portfolio. Indeed, the Managers continue to see attractive construction and development investment opportunities, where they can leverage their deep expertise and extensive combined track record for the benefit of the Company to:

- gain early access to investment opportunities that further the Investment Manager's portfolio construction and diversification strategy;
- pursue repowering opportunities in the portfolio, such as the work currently being undertaken by the Managers in respect of the four projects in France; as well as
- presenting the opportunity for NAV growth as projects are de-risked through to their operational phase.

A construction case study with further details on the Company's construction projects is provided in Section 2.5 of the Annual Report.

Resolution 15 is conditional on the Financial Conduct Authority (the "FCA") having approved the proposed change to the Company's Investment Policy in accordance with LR 15.4.8 of the FCA's Listing Rules prior to the passing of the resolution.

Waiver of pre-emption for limited issue of Ordinary Shares (resolution 16)

The Directors propose a partial disapplication of the pre-emption rights contained in the Articles in order to allow the Company to issue new Ordinary Shares and/or sell Ordinary Shares out of treasury at a premium to current net asset value per share by way of tap issues without first offering them to existing shareholders on a *pro rata* basis.

The authority sought at the AGM will expire at the conclusion of next year's annual general meeting or 15 months after the passing of the resolution (whichever is earlier) and it is presently intended that a resolution for the renewal of such authority will be proposed at each subsequent annual general meeting of the Company.

The number of Ordinary Shares which may be so issued and allotted (or sold out of treasury) on a non-pre-emptive basis pursuant to this authority is limited to the number of Ordinary Shares

representing 10% of the Ordinary Shares in issue as at the date of passing of the resolution (this equates to 247,995,861 Ordinary Shares as at the date of the notice of the AGM). This will allow the Company to issue (or sell) Ordinary Shares at a premium to the prevailing net asset value per Ordinary Share when there is sufficient demand for the Company's Ordinary Shares, and thereby help to manage any premium to NAV at which the Company's shares may trade from time to time. The proceeds of any share issuance and/or sales out of treasury, implemented pursuant to the power conferred by resolution 16, will be invested in accordance with the Company's Investment Policy.

ACTION TO BE TAKEN

You will find enclosed with this document a Form of Proxy. You are invited to complete and return the Form of Proxy as soon as possible in accordance with the written instructions thereon, whether or not you propose to attend the AGM in person. The Form of Proxy should be lodged with the Company's UK Transfer Agent, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, so as to be received no later than 11.30 a.m. on Wednesday, 25 May 2022 or, in the event of any adjournment of the Annual General Meeting, not later than 48 hours (excluding days which are not business days) before the time appointed for the adjourned meeting. Shareholders may appoint more than one proxy provided that each proxy is appointed to exercise rights attaching to different Ordinary Shares. Completing and returning the Form of Proxy will not prevent you from attending the AGM and voting in person, should you wish to do so. A proxy need not be a member of the Company. You may also submit your proxy electronically using the share portal service at www.signalshares.com.

The Directors are unanimously of the opinion that the resolutions to be proposed at the AGM are in the best interests of shareholders as a whole. Your Board recommends that you vote in favour of each of the resolutions at the AGM.

Yours faithfully,

Helen Mahy CBE
Chairman

NOTICE OF ANNUAL GENERAL MEETING

The Renewables Infrastructure Group Limited

(a registered closed-ended investment company incorporated in Guernsey with limited liability and with registered number 56716)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Renewables Infrastructure Group Limited (the “**Company**”) will be held at East Wing, Trafalgar Court, St Peter Port, Guernsey at 11.30 a.m. on Friday, 27 May 2022, to consider and, if thought fit, pass the following resolutions.

ORDINARY BUSINESS

Ordinary Resolutions

1. TO receive and consider the audited accounts, the Directors’ report, and the Auditors’ report for the year ended 31 December 2021 (the “**Annual Report**”).
2. TO re-elect Helen Mahy as a Director.
3. TO re-elect Klaus Hammer as a Director.
4. TO re-elect Tove Feld as a Director.
5. TO elect John Whittle as a Director.
6. TO elect Erna-Maria Trixl as a Director.
7. THAT Deloitte LLP be re-appointed as auditors of the Company.
8. THAT the Directors be authorised to agree the remuneration of the auditors.
9. TO approve the Directors’ remuneration report (excluding the Directors’ Remuneration Policy set out on page 120 of the Annual Report) as set out in the Annual Report including the proposed remuneration payable for the year ending 31 December 2022 to the Chairman, the Senior Independent Director, the Chairs of each Committee of the Board and each other non-executive Director, for routine business and additional corporate work.
10. TO approve the Directors’ Remuneration Policy for the year ending 31 December 2022 as set out on page 120 of the Annual Report.
11. TO approve the Company’s dividend policy for the year ending 31 December 2022 and specifically the aggregated target interim dividend of 6.84p for the year ending 31 December 2022, payable as four interim dividends of 1.71p in respect of the quarters ending 31 March 2022, 30 June 2022, 30 September 2022 and 31 December 2022.

SPECIAL BUSINESS

Ordinary Resolutions

The Directors propose a renewal of the annual approval that offers shareholders the opportunity to take future dividends wholly or partly in the form of new Shares in the Company rather than cash.

12. THAT in accordance with the Company’s Articles of Incorporation the Board may, in respect of all and any dividends declared for any financial period or periods of the Company ending prior to the next annual general meeting of the Company, offer shareholders the right to elect to receive further shares (whether or not of that class), credited as fully paid, instead of cash in respect of all or any part of such dividend or dividends declared in respect of any such financial period or periods.

The Directors propose the following resolution to permit the Company to make market acquisitions and to arrange tender offers of Ordinary Shares within certain conditions.

13. THAT the Directors be, and hereby are, authorised to exercise their discretion under and in accordance with the Company’s Articles of Incorporation and The Companies (Guernsey) Law, 2008, as amended to make market acquisitions (within the meaning of The Companies (Guernsey) Law, 2008, as amended) of the Ordinary Shares issued or to be issued by the Company, PROVIDED THAT:

- (i) the maximum number of Ordinary Shares authorised to be acquired is 14.99% of the Ordinary Shares in issue on the date of this resolution (excluding treasury shares);
- (ii) the minimum price (exclusive of expenses) which may be paid for any Ordinary Share is 0.01p;
- (iii) the maximum price (exclusive of expenses) which may be paid for any Ordinary Share is the amount equal to the higher of (i) 105% of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the Ordinary Share is acquired; (ii) the price of the last independent trade; and (iii) the highest current independent bid at the time of acquisition;
- (iv) the authority hereby conferred shall (unless previously renewed or revoked) expire on the date falling 18 months after the passing of this resolution or the next annual general meeting of the Company, whichever is the earlier; and
- (v) the Company may make a contract to purchase its own 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 expiry of such authority, and may make a purchase of its own Ordinary Shares in pursuance of any such contract.

The Directors propose the following resolution to permit the Company to issue and allot new shares of any class.

14. THAT, in substitution for the authority previously granted to the Directors at the annual general meeting held on 5 May 2021, the Directors are hereby generally and unconditionally authorised to exercise all powers of the Company to allot and issue, grant rights to subscribe for, or to convert any securities into, up to the aggregate number of shares of any class in the Company as shall be equal to 33.33% of the Ordinary Shares in issue as at the date of the passing of this resolution, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company to be held in 2023 unless renewed at a general meeting prior to such time, PROVIDED THAT the Company may before such expiry, make an offer or agreement which would or might require shares to be allotted and issued or rights to subscribe for or to convert any security into shares to be granted after such expiry and the Directors may allot and issue shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

The Directors propose to increase the Company's Investment Policy development and construction limit from 15% to 25% of portfolio value on a committed basis.

15. THAT, conditional on the Financial Conduct Authority (the "FCA") having approved the same in accordance with LR 15.4.8 of the FCA's Listing Rules prior to the passing of this resolution, the Company's Investment Policy be amended by the following changes to the following paragraphs within the Company's current Investment Policy:

Investment Limits

In respect of investments in Portfolio Companies which have assets under development or construction (including the repowering of existing assets), the cost of works on such assets under development or construction (and not yet operational) to which Portfolio Companies are exposed may not in aggregate account for more than ~~15%~~25% of overall Portfolio Value, calculated at the time of investment or commitment.

Repowering

The Company has the opportunity to repower the sites in some of the projects in the investment portfolio. For these purposes, repowering will include the removal of substantially all of the old electricity generating equipment in relation to a project, and the construction of new electricity generating equipment excluding, for the avoidance of doubt, repair, maintenance and refurbishment of existing equipment. Where the Company determines to repower a project originally acquired from the Operations Manager, the Operations Manager has the first option to repower such assets in partnership with the Company, whilst the Company has the right to acquire the newly constructed assets on completion, subject to satisfactory due diligence and for a price determined in accordance with a pre-agreed valuation mechanism and on normal

commercial terms. Repowering projects will be treated as development or construction activity which, when aggregated with the cost of works to assets under development or construction to which Portfolio Companies are exposed, may not in aggregate account for more than ~~15%~~25% of the Portfolio Value, calculated at the time of investment or commitment.

Special Resolution

The Directors propose a partial disapplication of the pre-emption rights in order to allow the Company to issue new Ordinary Shares and/or sell Ordinary Shares out of treasury at a premium to prevailing net asset value per Ordinary Share by way of tap issues. The proceeds of any share issuance or sales out of treasury, implemented pursuant to the power conferred by this resolution, will be invested in accordance with the Company's Investment Policy.

16. THAT, in substitution for any existing authorities granted by the Directors, the Directors be, and hereby are, empowered to issue and allot (or sell Ordinary Shares held as treasury shares) up to 10% of the Ordinary Shares of the Company in issue as at the date of this resolution, for cash as if Article 7 of the Company's Articles of Incorporation did not apply to the issue and allotment or sale for the period expiring on the date falling 15 months after the date of passing of this resolution or the conclusion of the next annual general meeting of the Company, whichever is the earlier PROVIDED THAT the Company may before such expiry, make an offer or agreement which would or might require Ordinary Shares to be issued and allotted or sold after such expiry and Ordinary Shares may be issued and allotted or sold in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

By Order of the Board

7 April 2022

Registered Office

East Wing
Trafalgar Court
Les Banques
St Peter Port, GY1 3PP
Guernsey
Channel Islands

Notes

- (i) A member of the Company who is entitled to attend the Annual General Meeting is entitled to appoint one or more proxies to attend, speak, and vote in his or her place. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. A member may appoint more than one proxy to attend the meeting provided that each proxy is appointed to exercise rights attached to different shares.
- (ii) A form of proxy is enclosed which should be completed in accordance with the instructions on it. To be valid, the form of proxy (together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such authority) must be deposited with the Company's UK Transfer Agent, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 11.30 a.m. on Wednesday, 25 May 2022 or, in the event of any adjournment of the Annual General Meeting, not later than 48 hours (excluding days which are not business days) before the time appointed for the adjourned meeting at which the person named in the instrument proposes to vote.
- (iii) To change your proxy instructions simply submit a new proxy form using the methods set out above and in the notes to the proxy form. Note that the cut-off date and time for receipt of a proxy form (see above) also apply in relation to amended instructions; any amended proxy form received after the relevant cut-off date and time will be disregarded. If you submit more than one valid proxy form, the form received last before the latest time for the receipt of proxies will take precedence.
- (iv) In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's UK Transfer Agent. In the case of a member which is an individual, the revocation notice must be under the hand of the appointer or of his or her attorney duly authorised in writing or in the case of a member which is a company, the revocation notice must be executed under its common seal or under the hand of an officer of the company or an attorney duly authorised. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy of such power or authority) must be included with the revocation notice.
- (v) The revocation notice must be received by 11.30 a.m. on Wednesday, 25 May 2022. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- (vi) To allow effective constitution of the Annual General Meeting, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, the Chairman may appoint a substitute to act as proxy in his or her stead for any other shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.
- (vii) To have the right to attend, speak and vote at the Annual General Meeting (and also for the purposes of calculating how many votes a shareholder casts), a shareholder must first have his or her name entered in the members' register of the Company by no later than close of business on Wednesday, 25 May 2022 (or, if the meeting is adjourned, 48 hours before the time of the adjourned meeting). Changes to entries on the members' register of the Company after that time shall be disregarded in determining the right of any shareholder to attend, speak and vote at the meeting referred to above.
- (viii) The completion and return of this form will not prevent you from attending in person and speaking and voting at the AGM should you subsequently decide to do so. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

Additional Notes

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 27 May 2022 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (RA10) by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34(1) of the Uncertificated Securities (Guernsey) Regulations 2009.