

**Ecofin U.S. Renewables Infrastructure Trust PLC**  
(Incorporated in England and Wales with registered number 12809472)

**Resolutions passed at Annual General Meeting**

At the 2022 Annual General Meeting (the **AGM**) of Ecofin U.S. Renewables Infrastructure Trust PLC (the **Company**) was held at 6th Floor, 125 London Wall, London, England, EC2Y 5AS on 22 June 2022 at 3.00 p.m., the following resolutions were passed.

Resolutions 1 to 11 and 14 were passed as ordinary resolutions and resolutions 12, 13, 15 and 16 as special resolutions.

1 To receive the reports of the Directors and the audited accounts of the Company for the period from incorporation to 31 December 2021 together with the Auditor's report on those audited accounts (the **Annual Report**).

2 To approve the Directors' Remuneration Report for the period from incorporation to 31 December 2021 set out on pages 54 to 56 of the Annual Report (other than the Directors' Remuneration Policy set out on pages 54 and 55 of the Annual Report).

3 To approve the Directors' Remuneration Policy set out on pages 54 and 55 of the Directors' Remuneration Report contained within the Annual Report, such policy to take effect from the conclusion of the AGM.

4 To approve the dividend policy set out on page 39 of the Annual Report.

5 To elect Patrick O'Donnell Bourke, who being eligible, offers himself for election, as a Director.

6 To elect David Fletcher, who being eligible, offers himself for election, as a Director.

7 To elect Tammy Richards, who being eligible, offers herself for election, as a Director.

8 To elect Louisa Vincent, who being eligible, offers herself for election, as a Director.

9 To appoint BDO LLP as Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the Company's annual reports and accounts are laid before the meeting.

10 To authorise the Board to determine the remuneration of the Auditor.

11 **THAT**, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), to exercise all the powers of the Company to allot ordinary shares of US\$0.01 each in the capital of the Company (Ordinary Shares) and to grant rights to subscribe for, or to convert any security into, Ordinary Shares in the Company up to an aggregate nominal amount of \$125,053 (representing 10 per cent. of the Company's issued share capital on 14 April 2022, being the latest practicable date prior to the publication of this Notice). The authority hereby conferred on the Directors shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this Resolution or at the close of business on 30 June 2023, whichever is the earlier save that under this authority the Company may, before such expiry, make offers or enter into agreements which would or might require Ordinary Shares to be allotted or rights to subscribe for, or to convert any security into, Ordinary Shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, Ordinary Shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

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12 **THAT**, subject to the passing of Resolution 11 above and in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 of the Companies Act 2006 (**CA 2006**), to allot equity securities (within the meaning of section 560 CA 2006) for cash either pursuant to the authority conferred by Resolution 11 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment or sale, provided that this authority shall be limited to:

(a) the allotment of equity securities or sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and  
(ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

(b) the allotment (otherwise than under paragraph (a) of this Resolution 12) of equity securities or sale of treasury shares up to an aggregate nominal amount of \$125,053,

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at the close of business on 30 June 2023, whichever is the earlier, save that the Company may, before such expiry, make offers or enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

13 **THAT** the Company be and is hereby generally and unconditionally authorised, for the purposes of section 701 of the Companies Act 2006 (**CA 2006**), to make market purchases (within the meaning of section 693(4) CA 2006) of ordinary shares of US\$0.01 each in the capital of the Company (**Ordinary Shares**) on such terms and in such manner as the Directors shall from time to time determine, provided that:

(a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 18,745,519 (representing 14.99 per cent. of the Company's issued share capital on 14 April 2022, being the latest practicable date prior to the publication of this Notice) or if less, 14.99 per cent. of the number of Ordinary Shares in issue as at the date of the passing of this Resolution;

(b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is US\$0.01;

(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 on the trading venues where the purchase is carried out;

(d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at the close of business on 30 June 2023, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting prior to such time; 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.

14 **THAT** in addition to the authority contained in Resolution 11, the Directors be and they are hereby further generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot up to 12,505,300 ordinary shares of US\$0.01 each in the capital of the Company (Ordinary Shares). The authority hereby conferred on the Directors shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this Resolution 14 or at the close of business on 30 June 2023, whichever is the earlier, save that under this authority the Company may, before such expiry, make offers or enter into agreements which would or might require Ordinary Shares to be allotted or rights to subscribe for, or to convert any security into, Ordinary Shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, Ordinary Shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

15 **THAT** in addition to the authority contained in Resolution 12, subject to the passing of Resolution 14 above, the Directors be and they are hereby further generally and unconditionally authorised, pursuant to section 570 and section 573 Companies Act 2006 (**CA 2006**), to allot equity securities (within the meaning of section 560 CA 2006) for cash either pursuant to the authority conferred by Resolution 14 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment or sale, provided that this authority shall:

(a) be limited to the allotment of equity securities, or sale of treasury shares, of up to an aggregate nominal amount of \$125,053 (equivalent to approximately 12,505,300 ordinary shares of US\$0.01 each in the capital of the Company); and

(b) expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution 15 or at the close of business on 30 June 2023, whichever is the earlier (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may, before such expiry, make offers or enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

16 **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 16.

Certified a true copy



For and on behalf of  
Sanne Fund Services (UK) Limited  
Company Secretary