

Company No: 13325382  
BLACKFINCH RENEWABLE ENERGY INFRASTRUCTURE TRUST PLC

**PRINT OF RESOLUTIONS**

of

**BLACKFINCH RENEWABLE ENERGY INFRASTRUCTURE TRUST PLC**

**(the "Company")**

At a general meeting of the Company held on 28 June 2021 at 6.05 p.m. at No.1 London Bridge, London SE1 9BG, the following resolutions were passed as ordinary and special resolutions of the Company: **Ordinary Resolution**

**1. Authority to Allot**

1.1 That, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Act"), the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company to such persons at such times and generally on such terms and conditions as the Directors may determine, within the terms of the restrictions following, namely:

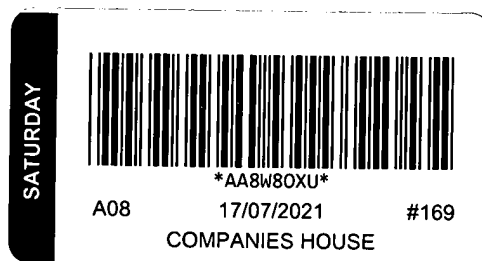
- 1.1.1 this authority shall be limited to the allotment of shares or the grant of rights to subscribe for or to convert any security into shares up to an aggregate nominal value of £3,050,000; and
- 1.1.2 this authority shall expire on the later of 15 months from the date hereof or the next annual general meeting of the Company, unless previously revoked or varied by the Company in general meeting, save that the Company may, before such expiry, revocation or variation, make an offer, agreement or other arrangement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares pursuant to any such offer, agreement or other arrangement as if the authorisations conferred hereby had not expired or been revoked or varied.

**Special Resolutions**

**2. Dis-application of Pre-emption Rights**

That, subject to the passing of Resolution 1 above, pursuant to and in accordance with Section 570(1) of the Act, the Directors be and are hereby given power to allot or make offers or agreements to allot equity securities (as defined in Section 560(1) of the Act) for cash pursuant to the general authority conferred upon the Directors in Resolution 1 above as if sub-section 561 of the Act did not apply to any such allotment, provided however that the power conferred by this Resolution shall:-

- c) be limited to;
  - i. the allotment of equity securities in connection with the issue of 50,000 redeemable preference shares of £1 each in the capital of the Company;
  - ii. the allotment of equity securities in connection with a proposed placing, offer for subscription, intermediaries offer and placing programme for up to, in aggregate, £300,000,000 of ordinary shares of



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£0.01 each in the capital of the Company (the "**Ordinary Shares**") (the "**Issues**");

- iii. the allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of Ordinary Shares and other persons entitled to participate therein for cash in proportion (as nearly as may be) to the holdings of Ordinary Shares of such holders (or, as appropriate, to the numbers of Ordinary Shares which such other persons are for these purposes deemed to hold), subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body in any territory; and
- iv. otherwise than pursuant to sub-paragraphs (i)-(iii) above, to an aggregate nominal amount of 20 per cent. (20%) of the issued ordinary share capital of the Company immediately following the closing of the Issues; and

d) expire on the later of 15 months from the date hereof or the next annual general meeting of the Company, save that the Company may make any offer, agreement or other arrangement before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of such offer, agreement or other arrangement as if the power conferred hereby had not expired.

**3. Adoption of New Articles**

That the Company adopt the articles of association in the form annexed hereto, as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

**4. Purchase of Own Shares**

4.1 That, the Company be and hereby is generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of any of the Ordinary Shares on such terms and in such manner as the Directors may determine from time to time, provided that:

- 4.1.1 the maximum aggregate number of Ordinary Shares that is purchased is an amount equal to 14.99% of the ordinary share capital following the Issues;
- 4.1.2 the minimum price paid for an Ordinary Share is £0.01, which amount shall be exclusive of expenses; and
- 4.1.3 the maximum price paid for an Ordinary Share is an amount, exclusive of expenses, equal to the higher of (i) 105 per cent. (105%) of the average of the middle market prices shown in the quotations for an Ordinary Share in the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which that Ordinary Share is purchased and (ii) the 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 as stipulated by Regulatory Technical Standards adopted by the European Commission

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pursuant to Article 5(6) of the UK version of the EU Market Abuse Regulation 596/2014/EU which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time ; and


- 4.1.4 the authority conferred in paragraph 4.1 above shall expire either at the conclusion of the next annual general meeting of the Company or on the expiry of 15 months following the passing of this resolution, whichever is the later to occur, save that the Company may, prior to such expiry, enter into a contract to purchase Shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares pursuant to it, as if this authority had not expired.

**5. Cancellation of Share Premium Account**

That, subject to the sanction of the High Court, the amount standing to the credit of the share premium account of the Company immediately after the final closing date of the Issues, be and hereby is cancelled.

By order of the Board

DocuSigned by:



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**Director**

**For and on behalf of Blackfinch Renewable Energy Infrastructure Trust PLC**