

DOWNING RENEWABLES & INFRASTRUCTURE TRUST PLC – GENERAL MEETING

You may submit your proxy electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com>.
If not already registered for the Investor Centre, you will need your Investor Code.

To be held at 10:15 a.m. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned) on Friday 1 August 2025 at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU

Bar Code:

FORM OF PROXY – DOWNING RENEWABLES & INFRASTRUCTURE TRUST PLC – GENERAL MEETING

General Meeting (the “**General Meeting**”) of Downing Renewables & Infrastructure Trust PLC (the “**Company**”) to be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU on Friday 1 August 2025 at 10:15 a.m. (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned). Please read the notice of the General Meeting in the scheme document of the Company dated 10 July 2025 (the “**Scheme Document**”) and the Notes overleaf before completing this form. **Please use a black pen.**

Bar Code:

I/We, being (a) registered shareholder(s) of the Company, hereby appoint the Chair of the General Meeting or the person indicated in the box below (see Note 4 overleaf)

Investor Code

Name of Proxy

Number of shares proxy
appointed over

Event Code

as my/our proxy to attend, ask questions and vote on my/our behalf at the General Meeting and at any adjournment thereof.
I/We have indicated with an ‘X’ how I/we wish my/our votes to be cast in respect of the Special Resolution indicated below.

Please mark ‘X’ in the box opposite if this appointment is one of multiple appointments being made: ☐

Please mark ‘X’ in the relevant box alongside the Special Resolution to indicate how you wish to vote (see Note 4 overleaf).

SPECIAL RESOLUTION

THAT:

A: for the purpose of giving effect to the scheme of arrangement dated 10 July 2025 (the “**Scheme**”) between Downing Renewables & Infrastructure Trust plc (the “**Company**”) and the holders of Scheme Shares (as defined in the Scheme), the directors of the Company (or a duly authorised committee thereof) be authorised to take all such actions as they may consider necessary or appropriate for implementing the Scheme; and

B: with effect from the passing of the Special Resolution, the articles of association of the Company be and are amended by the adoption and inclusion of the new Article set out in the Notice of General Meeting as Article 168.

To assist with arrangements, if you plan to attend the General Meeting, please place an ‘X’ in the box opposite: ☐

For
Against
Vote
Withheld

☐☐☐☐

Signature

Date

You may submit your proxy electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com>

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted.

Please complete, sign and return this Form of Proxy whether or not you plan to attend the General Meeting.

Notes

1. Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Part XII of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled 'Action to be taken' set out in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
2. The Special Resolution will be proposed as a special resolution. For the Special Resolution to pass, at least three quarters of the votes cast must be in favour of the Special Resolution.
3. **Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible using any of the methods (by post, online or electronically through CREST or Proxymity) set out below. Shareholders are also strongly encouraged to appoint "the Chair of the General Meeting" as their proxy.**
4. Only Shareholders, or their duly appointed representatives, are entitled to attend, ask questions and vote at the General Meeting. To appoint as a proxy a person other than the Chair of the General Meeting, insert their full name in the box provided. If you leave this box blank, you will be deemed to have appointed the Chair of the General Meeting as your proxy. A proxy need not be a Shareholder. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - (a) To appoint the Chair of the General Meeting as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (b) To appoint a person other than the Chair of the General Meeting as your sole proxy in respect of all of your shares, delete the words "the Chair of the General Meeting or" and insert the name of your proxy in the space provided, then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - (c) To appoint more than one proxy, you may photocopy this form or contact the Company's Registrar, MUFG Corporate Markets (the "Registrar") for additional WHITE Forms of Proxy via the shareholder helpline detailed at Note 9. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by marking an 'X' in the box provided. If you wish to appoint the Chair of the General Meeting as one of your multiple proxies, simply write "the Chair of the General Meeting". All Forms of Proxy must be signed and should be returned together in the same envelope. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of shares are sent to the Registrar, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received as soon as possible and in any event by no later than the times indicated in Note 7 for receipt of Forms of Proxy.
 - (d) If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled 'Number of shares proxy appointed over' the number of shares in the Company in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account). Failure to specify the number of shares to which each Form of Proxy relates or specifying a number which, when taken together with the number of shares set out in other proxy appointments, is in excess of the number of shares held by the member may result in the proxy appointment being invalid.
5. Proxies may be lodged electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com>, where full instructions are given.
6. Shares held in uncertificated form (i.e., in CREST) may be voted through the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID RA10) by no later than the times indicated in Note 7. 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 Application Host) from which the Registrar 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.
7. To be valid, the Form of Proxy, and any other power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be: (a) sent by post to the Registrar, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; (b) lodged electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com>; or (for uncertificated holders only) (c) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual; or (d) if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, in each case, so as to arrive as soon as possible and in any event no later than 10:15 a.m. (London time) on Wednesday 30 July 2025 or, if the General Meeting is adjourned, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the adjourned General Meeting. A stamp is not required if posted in the UK or the Channel Islands. A proxy appointment made electronically will not be valid if sent to any address other than that provided. Please note that any electronic communication found to contain a computer virus will not be accepted.

8. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:15 a.m. (London time) on Wednesday 30 July 2025 in order to be considered valid or, if the General Meeting is adjourned, by the time which is 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
9. **If you have any questions about the Scheme Document or the General Meeting or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically you can call the Registrar on the shareholder helpline: +44 (0) 371 664 0321.** Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. – 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Alternatively, you can email MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com. The helpline cannot provide advice on the merits of the Acquisition or the Scheme nor give any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
10. This Form of Proxy: (i) in the case of an individual, must either be signed by the appointor or his or her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or other authority or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
11. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
12. Completion and return of the Form of Proxy, or the appointment of a proxy electronically or through CREST or Proxymity, will not preclude you from attending and voting in person at the General Meeting, should you wish to do so and be so entitled.
13. Please indicate with an 'X' in the relevant box how you wish your vote to be cast on the Special Resolution. The 'Vote Withheld' option is to enable you to abstain on the Special Resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' the Special Resolution. Unless otherwise instructed, the person appointed as your proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting (including any amendments to the Special Resolution, the Special Resolution itself and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
14. Entitlement to attend and vote (or by proxy) at the General Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company (the "Register") at 6.30 p.m. on Wednesday 30 July 2025, or, if the General Meeting is adjourned, 6.30 p.m. on the date which is two Business Days before the date set for such adjourned General Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any person to attend, speak and vote (in person or by proxy) at the General Meeting.
15. In the case of joint holders, any one holder may vote. If more than one holder is present at the General Meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear in the Register in respect of the joint holding.
16. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.
17. Neither the death nor the incapacity of a member who has appointed a proxy, nor the revocation or termination by a member of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the commencement of the General Meeting (or adjournment thereof).
18. You may not use any electronic address provided either in this Form of Proxy, in the notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
19. Overleaf is how your address appears on the Register. If this information is incorrect, please contact the Registrar to request a change of address form on the shareholder helpline detailed at Note 9.
20. Any alterations made in this Form of Proxy should be initialled by the person who signs it.

[PLEASE USE REPLY-PAID ENVELOPE PROVIDED]