

# DOWNING RENEWABLES & INFRASTRUCTURE TRUST PLC

Registered office: Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL  
Telephone: +44 (0)333 300 1932  
Website: [www.doretrust.com](http://www.doretrust.com)  
Email: [dore@downing.co.uk](mailto:dore@downing.co.uk)

**THIS LETTER IS BEING SENT TO YOU, AS AN EMPLOYEE OF DOWNING RENEWABLES & INFRASTRUCTURE TRUST PLC OR ONE OF ITS SUBSIDIARIES, AS REQUIRED UNDER RULE 2.11(B) OF THE CITY CODE ON TAKEOVERS AND MERGERS.**

20 June 2025

**To: *Employees of Downing Renewables & Infrastructure Trust plc (the "Company") or a subsidiary of the Company***

**RECOMMENDED ACQUISITION OF DOWNING RENEWABLES & INFRASTRUCTURE TRUST PLC BY POLAR NIMROD TOPCO LIMITED ("BIDCO"), A NEWLY FORMED VEHICLE, WHOLLY OWNED BY BAGNALL ENERGY LIMITED ("BAGNALL")**

Earlier today, the boards of Bagnall and the Company announced that they have reached agreement on the terms of a recommended acquisition, pursuant to which Bidco will acquire the entire issued and to be issued ordinary share capital of the Company that the Bagnall Group does not already own (the "**Acquisition**"). It is intended that the Acquisition will be implemented by means of a Court-sanctioned scheme of arrangement pursuant to Part 26 of the Companies Act 2006.

## **Rule 2.11 of the City Code on Takeovers and Mergers (the "Code")**

In accordance with Rule 2.11(b) of the Code, please find attached a copy of the Rule 2.7 announcement setting out the terms of the Acquisition released to the Regulatory Information Service of the London Stock Exchange on 20 June 2025 (the "**Announcement**"), so that it is readily available to you.

The Announcement has put the Company into an 'offer period' under the Code. A copy of this letter, Announcement and all other information, documents and announcements relating to the Acquisition are or will be made available on the Company's website at [www.doretrust.com/announcement](http://www.doretrust.com/announcement) and will remain on the website during the course of the offer period. For the avoidance of doubt, neither the content of the Company's website nor the content of any website accessible from hyperlinks on the Company's website are incorporated into or form part of this letter or the Announcement. This letter is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

You, as employees of the Company or a subsidiary of the Company, have certain rights under the Code in relation to the Acquisition, namely:

- Under Rule 25.9 of the Code, you are entitled to have an opinion from employee representatives on the effects of any offer on employment appended to any circular sent out by the Company in relation to the Acquisition in accordance with Rule 2.11 of the Code, so long as such opinion is provided to and received by the board of directors of the Company (the "**DORE Board**") in good time before publication of that circular. Where that opinion is not received by the DORE Board in good time to merit inclusion in the circular, the Company will be obliged to promptly publish such opinion on its website and also make a regulatory announcement to state that it has been so published, in accordance with Rule 25.9.
- Under Note 1 on Rule 25.9 of the Code, the Company will pay: (i) for the publication of such opinion; and (ii) any costs reasonably incurred by the employee representative (or employees) in obtaining advice required for the verification of information in that opinion in order to comply with the highest standards of care and accuracy that are required by Rule 19.1 of the Code for all documents, announcements or other information published, or statements made, during the course of the Acquisition.

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 of the Code.

We will keep you updated and if you have any questions, contact the Company's company secretary, MUFG Corporate Governance Limited, Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL or (during normal office hours) on +44 (0) 20382 33874 or at [dorecosec@cm.mpms.mufg.com](mailto:dorecosec@cm.mpms.mufg.com).

# **DOWNING RENEWABLES & INFRASTRUCTURE TRUST PLC**

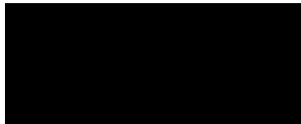
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Yours faithfully,



**Hugh W M Little**

Chair

**Downing Renewables & Infrastructure Trust plc**

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## **The Code**

*The Company is subject to the Code. Details of the Code can be found on the Takeover Panel's website at: [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk). This letter is being sent in accordance with Rule 2.11 of the Code.*

## **Responsibility statement**

*The directors of the Company accept responsibility for the information contained in this letter (including any expressions of opinion). To the best of the knowledge and belief of the directors of the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of the information.*

## **Hard copy available**

*If you have received this letter in electronic form, you may request a copy of the letter, the Announcement and any information incorporated into it by reference to another source, in hard copy form and may also request that all future documents, announcements and information sent to you in relation to the Acquisition should be in hard copy form.*

*If you would like to make any such request, contact the Company's company secretary, MUFG Corporate Governance Limited, Central Square, 29 Wellington Street, Leeds, United Kingdom, LS1 4DL or (during normal office hours) on +44 (0) 20382 33874 or at [dorecosec@cm.mpms.mufg.com](mailto:dorecosec@cm.mpms.mufg.com).*

*A hard copy of any document, announcement or information relating to the Acquisition will not be sent to you unless so requested*

## **Disclosure requirements of the Code**

*Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10<sup>th</sup> business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10<sup>th</sup> business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at*

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*[www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*