

DOWNING RENEWABLES & INFRASTRUCTURE TRUST PLC – COURT MEETING

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

To be held at 10:00 a.m. (London time) 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 – COURT MEETING

Before completing this Form of Proxy, please read carefully the Notice of Court Meeting set out in the scheme document of Downing Renewables & Infrastructure Trust PLC (the “Company”) dated 10 July 2025 (the “Scheme Document”) which has been sent to shareholders and the Notes set out overleaf. By an order dated 9 July 2025 made in the matter of Downing Renewables & Infrastructure Trust plc and in the matter of the Companies Act 2006, the High Court of Justice of England and Wales has directed that the Company convene a meeting (the “Court Meeting”) of the Scheme Voting Shareholders (as defined in the Scheme Document) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme Document) and that such Court Meeting shall be held at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London, SE1 2AU on Friday 1 August 2025 at 10:00 a.m. (London time).

Bar Code:

I/We, being (a) registered shareholder(s) of the Company, hereby appoint the Chair of the Court Meeting or the person indicated in the box below (see Note 3 overleaf)

Name of Proxy

Number of shares proxy
appointed over

Event Code

as my/our proxy to attend, ask questions and/or raise any objections and vote on my/our behalf at the Court Meeting and at any adjourned meeting for the purposes of considering, and if thought fit, approving (with or without modification) the Scheme and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

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

☐

IMPORTANT: Please use a black pen. If you wish to vote for the Scheme, sign your name in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign your name in the box marked “AGAINST the Scheme”. Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint Scheme Shareholders should refer to Note 15 overleaf.

FOR the Scheme

AGAINST the Scheme

Signature

Signature

Date

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 Court Meeting.

Notes

1. Full details of the resolution to be proposed at the Court Meeting are set out in the Notice of Court Meeting which is set out in Part XI of the Scheme Document. Before completing this Form of Proxy please also read the section entitled 'Action to be taken' in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
2. **Scheme Voting Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible using any of the methods (by post, online, electronically through CREST or Proximity) set out below. Scheme Voting Shareholders are also strongly encouraged to appoint "the Chair of the Court Meeting" as their proxy.**
3. Only Scheme Voting Shareholders, or their duly appointed representatives, are entitled to attend, ask questions and/or raise any objections and vote at the Court Meeting. To appoint as a proxy a person other than the Chair of the Court Meeting insert their full name in the space provided. A proxy need not be a Scheme Voting 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 Court Meeting as your sole proxy in respect of all your Scheme Voting 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 Court Meeting as your sole proxy in respect of all of your Scheme Voting Shares, delete the words 'the Chair of the Court 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 of Proxy or contact the Company's Registrar, MUFG Corporate Markets (the "**Registrar**") for additional BLUE Forms of Proxy via the shareholder helpline detailed at Note 8. Please indicate the proxy holder's name and the number of Scheme Voting Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Scheme Voting 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 Court Meeting as one of your multiple proxies, simply write 'the Chair of the Court Meeting'. All forms 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 Scheme Voting 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 6 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 your proxy appointed over' the number of Scheme Voting Shares 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 Scheme Voting Shareholder, the full voting entitlement for that designated account). Failure to specify the number of Scheme Voting Shares to which each Form of Proxy relates or specifying a number which, when taken together with the number of Scheme Voting Shares set out in the other proxy appointments, is in excess of the number of Scheme Voting Shares held by the member may result in the proxy appointment being invalid.
4. 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.
5. Scheme Shares held in uncertificated form (i.e., in CREST) may be voted through the CREST Proxy Scheme Voting 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 6. 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.
6. 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>; (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 Proximity platform, in each case, so as to arrive as soon as possible and in any event no later than 10:00 a.m. (London time) on Wednesday 30 July 2025 or, if the Court Meeting is adjourned, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned Court Meeting. If the Form of Proxy is not returned by such time, it may be handed to the Chair or a representative of MUFG Corporate Markets on the Chair's behalf at any time prior to the start of the Court 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.
7. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information

- regarding Proximity, please go to www.proximity.io. Your proxy must be lodged no later than 10:00 a.m. (London time) on Wednesday 30 July 2025 in order to be considered valid or, if the Court 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 appointed for the adjourned Court Meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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 Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
8. **If you have any questions about the Scheme Document or the Court 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.
9. 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.
10. 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.
11. Completion and return of the Form of Proxy, or the appointment of a proxy electronically or through CREST or Proximity, will not preclude you from attending and voting at the Court Meeting should you wish to do so and be so entitled.
12. Entitlement to attend and vote (or by proxy) at the Court Meeting and the number of votes which may be cast thereat will be determined by reference to those Scheme Voting Shareholders registered in the register of members of the Company (the "**Register**") at 6.30 p.m. on Wednesday 30 July 2025 or, if the Court Meeting is adjourned, 6.30 p.m. on the date which is two Business Days before the date set for such adjourned Court 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 Court Meeting.
13. Please indicate how you wish to vote with a signature in either the box marked, "FOR the Scheme" or the box marked "AGAINST the Scheme". If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid.
14. Unless otherwise instructed, the person appointed as your proxy will exercise his or her discretion as to how he or she votes as to any business other than the resolution to approve the Scheme (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
15. In the case of joint Scheme Voting Shareholders, any one Scheme Voting Shareholder may vote. If more than one Scheme Voting Shareholder is present at the Court Meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior Scheme Voting Shareholder 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 Scheme Voting Shareholder, which is a corporation, may authorise a person or persons to act as its representative(s) at the Court 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 Scheme Voting Shareholder of the Company, provided that it does not do so in relation to the same Scheme Voting Shares.
17. Neither the death nor the incapacity of a Scheme Voting Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Voting Shareholder 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 either: (i) 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 Court Meeting (or adjournment thereof) or; (ii) if not received by the Company at the address specified for receipt of the Forms of Proxy by the specified time as outlined at (i), it may be handed to the Chair or a representative of MUFG Corporate Markets any time prior to the start of the Court Meeting.
18. You may not use any electronic address provided either in this Form of Proxy, in the notice of Court 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 8.
20. Any alterations made in this Form of Proxy should be initialled by the person who signs it.
21. The Court has appointed Ashley Paxton, or failing him any other Director of the Company, to act as Chair of the Court Meeting and has directed the Chair of the Court Meeting to report the result thereof to the Court.

[PLEASE USE REPLY-PAID ENVELOPE PROVIDED]