

## LETTER OF INTENT

From: Ben Conway, CIO and Head of Fund Management, Hawksmoor Investment Management Ltd

To: Polar Nimrod Topco Limited (the "**Offeror**")  
10 Lower Thames Street  
London EC3R 6AF

Bagnall Energy Limited  
10 Lower Thames Street  
London EC3R 6AF

19<sup>th</sup> June 2025

### **Proposed acquisition of Downing Renewables & Infrastructure Trust plc**

We understand that the Offeror intends to make an offer to acquire, directly or indirectly, the entire issued and to be issued ordinary share capital of Downing Renewables & Infrastructure Trust plc ("**DORE**") not already owned by the Bagnall Group, comprising ordinary shares of £0.01 each in the capital of DORE (the "**Proposed Transaction**").

We further understand that the Proposed Transaction will be made on the terms and subject to the conditions to be set out in the announcement of a firm intention to make an offer to be made under Rule 2.7 of the City Code on Takeovers and Mergers (the "**Code**") substantially in the form which is attached in the Appendix to this letter (the "**Press Announcement**"), together with any additional terms and conditions as may be required by the Code and/or any other applicable law or regulation or as the Offeror and DORE may agree.

It is acknowledged that the Proposed Transaction is intended to be made by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (as amended) (the "**Companies Act**") (the "**Scheme**"), but the Offeror has reserved the right to elect to implement the Proposed Transaction by way of a takeover offer, as defined in Chapter 3 of Part 28 of the Companies Act (an "**Offer**").

As at the date of this letter, we are the registered holder and/or beneficial owner of 6,402,668 ordinary shares of £0.01 each in the capital of DORE (the "**Shares**").

We hereby confirm that it is our current intention to exercise the voting rights or procure the exercise of the voting rights attached to the Shares at the shareholder meetings to be convened by DORE and/or the Court to approve and implement the Scheme (and any adjournments thereof) in favour of any resolutions necessary to approve and implement the Scheme in respect of all of the Shares.

In the event that the Proposed Transaction is implemented by way of an Offer, it is our current intention to accept or procure the acceptance of the Offer in respect of all of the Shares.

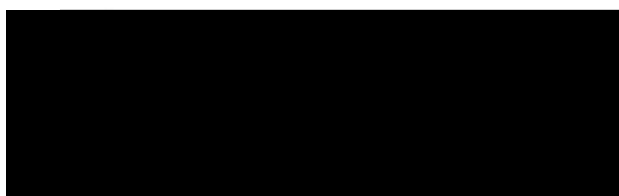
We hereby confirm that as at the date of this letter, other than the Shares, there are no other shares, or interests or rights to subscribe for shares, in the capital of DORE in which we are interested and we do not have any short positions, agreements to sell, delivery obligations or rights to require other persons to purchase or take delivery of any such shares in the capital of DORE.

This letter is not legally binding, does not constitute an irrevocable undertaking and does not prevent us from selling the Shares in the market or otherwise disposing or agreeing to dispose of our interest/voting rights in the Shares nor does this letter preclude us from accepting or agreeing to accept a higher offer.

We consent to the issue of a press announcement incorporating references to us and to this letter substantially in the form of the Press Announcement. We understand that, in accordance with the Code, particulars of this letter will be contained in the Press Announcement and, subject to any change in our current intention, in the scheme document (or offer document) to be published in respect of the Proposed Transaction in due course. We also understand that this letter will be published on a website in accordance with Rule 26.1 of the Code. We undertake to provide you with all such information in relation to our interests in the share capital of DORE as you may reasonably require to comply with the rules and requirements of The Panel on Takeovers and Mergers (the "**Takeover Panel**") and any other legal or regulatory requirements.

We acknowledge that, should our current intention change in respect of all or any of the Shares referred to above following the release of the Press Announcement, we are obliged to inform the Offeror and the Takeover Panel of the up-to-date position promptly such that the Offeror can make an appropriate announcement pursuant to Rule 2.10(c) of the Code.

Yours faithfully,

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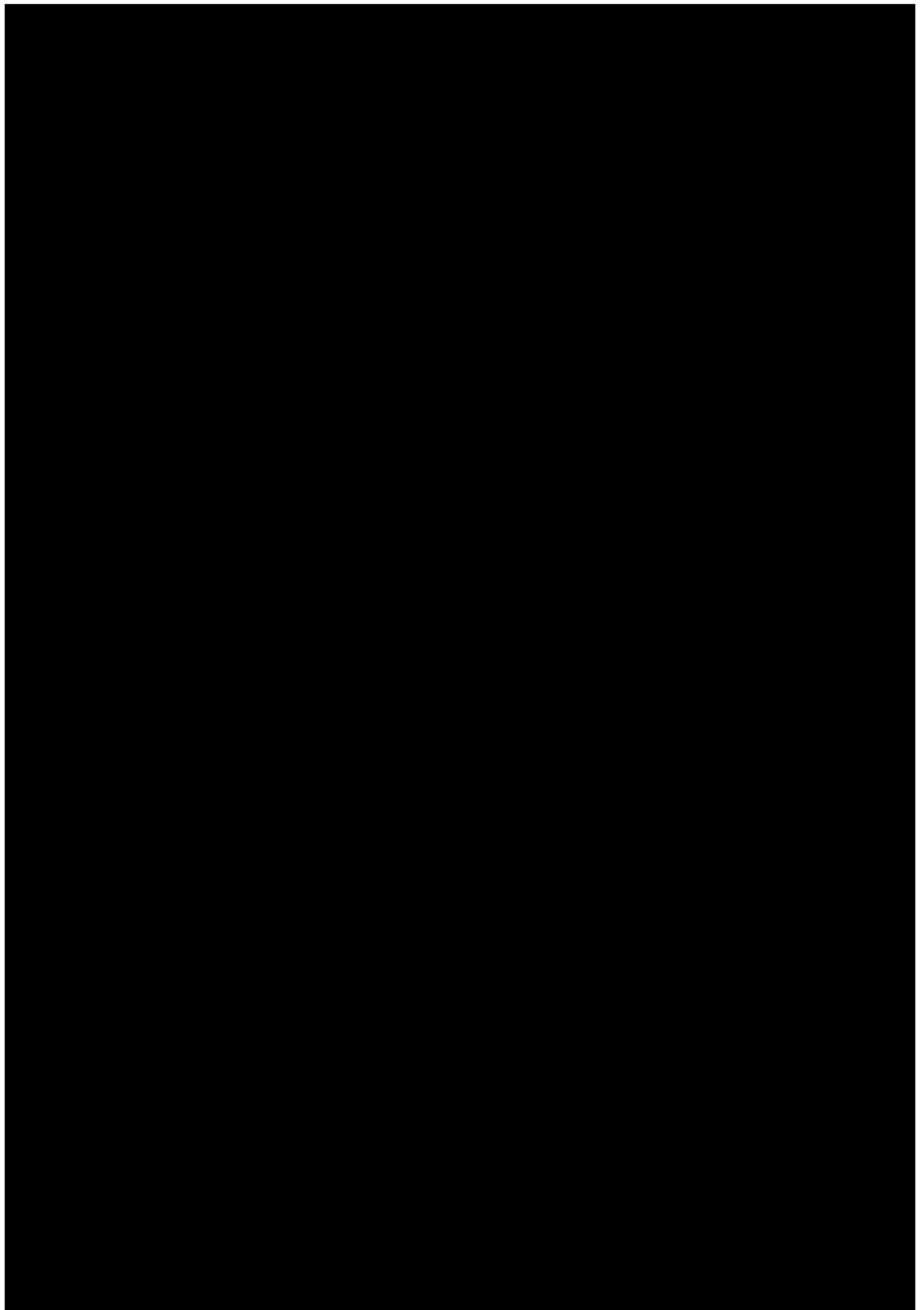
For and on behalf of  
Hawksmoor Investment Management Ltd

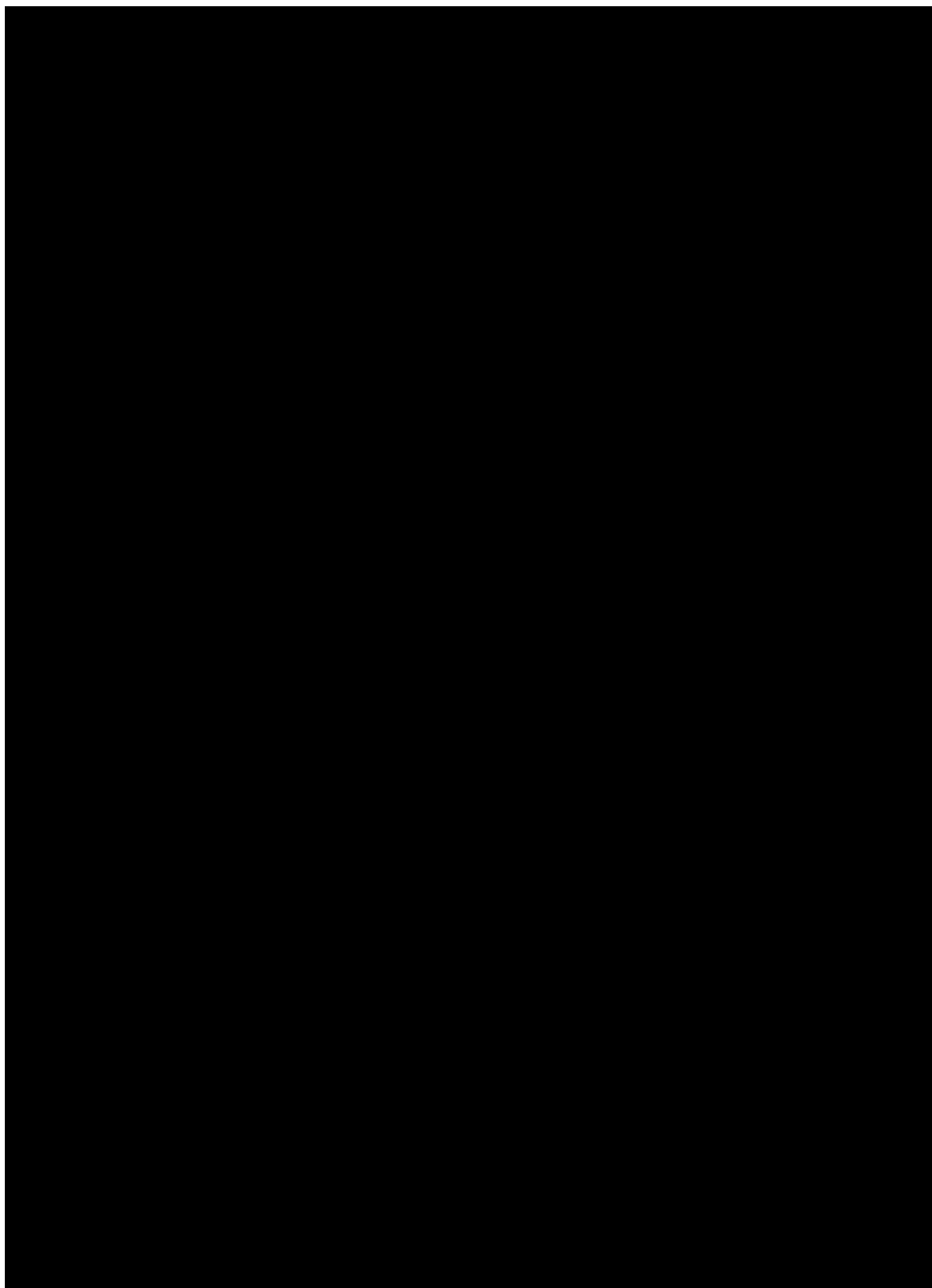
Date: 19<sup>th</sup> June 2025

## **APPENDIX**

### **PRESS ANNOUNCEMENT**

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The first of these is the fact that the system is not a simple one. It is a complex system, and as such, it is not possible to understand it by looking at its parts in isolation. The system is a whole, and its behavior is determined by the interactions between its parts. This is a fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and design.

The second of these is the fact that the system is not static. It is a dynamic system, and its behavior changes over time. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and design.

The third of these is the fact that the system is not linear. It is a non-linear system, and its behavior is not proportional to its inputs. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and design.

The fourth of these is the fact that the system is not deterministic. It is a stochastic system, and its behavior is influenced by random factors. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and design.

The fifth of these is the fact that the system is not isolated. It is an open system, and it interacts with its environment. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and design.

The sixth of these is the fact that the system is not homogeneous. It is a heterogeneous system, and its parts are not identical. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and design.

The seventh of these is the fact that the system is not uniform. It is a non-uniform system, and its behavior varies across its parts. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and design.

The eighth of these is the fact that the system is not symmetric. It is an asymmetric system, and its behavior is not the same in all directions. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and design.

The ninth of these is the fact that the system is not balanced. It is an unbalanced system, and its behavior is not in equilibrium. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and design.

The tenth of these is the fact that the system is not stable. It is an unstable system, and its behavior is not predictable. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional engineering and design.

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The third of these is the fact that the system is open. It is not a closed system, and it interacts with its environment. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The fourth of these is the fact that the system is self-organizing. It is not a system that is controlled from the outside, and it is not a system that is designed from the top down. It is a system that organizes itself from the bottom up, and it is a system that adapts to its environment. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The fifth of these is the fact that the system is resilient. It is not a system that is fragile, and it is not a system that is easily disrupted. It is a system that is able to withstand shocks and stresses, and it is a system that is able to recover from setbacks. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The sixth of these is the fact that the system is sustainable. It is not a system that is unsustainable, and it is not a system that is doomed to failure. It is a system that is able to maintain itself over time, and it is a system that is able to adapt to changing circumstances. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The seventh of these is the fact that the system is equitable. It is not a system that is unfair, and it is not a system that is biased. It is a system that is able to provide for the needs of all its members, and it is a system that is able to distribute resources fairly. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The eighth of these is the fact that the system is transparent. It is not a system that is opaque, and it is not a system that is hidden. It is a system that is able to be understood by its members, and it is a system that is able to be held accountable. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The ninth of these is the fact that the system is participatory. It is not a system that is top-down, and it is not a system that is controlled by a few people. It is a system that is able to involve all its members in the decision-making process, and it is a system that is able to harness the wisdom of the crowd. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

The tenth of these is the fact that the system is innovative. It is not a system that is stagnant, and it is not a system that is resistant to change. It is a system that is able to embrace change, and it is a system that is able to create new opportunities. This is another fundamental principle of systems thinking, and it is one that is often overlooked in traditional approaches to problem-solving.

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The first part of the paper discusses the importance of the research and the objectives of the study. It then moves on to a literature review, which provides a background on the topic and identifies the gaps in the existing research. The methodology section describes the research design, data collection, and analysis. The results section presents the findings of the study, and the conclusion summarizes the main points and offers suggestions for future research.

The research was conducted in a systematic and rigorous manner, following the principles of good research practice. The data were collected from a representative sample of the population, and the analysis was carried out using appropriate statistical methods. The results of the study are presented in a clear and concise manner, and the conclusions are based on the evidence.

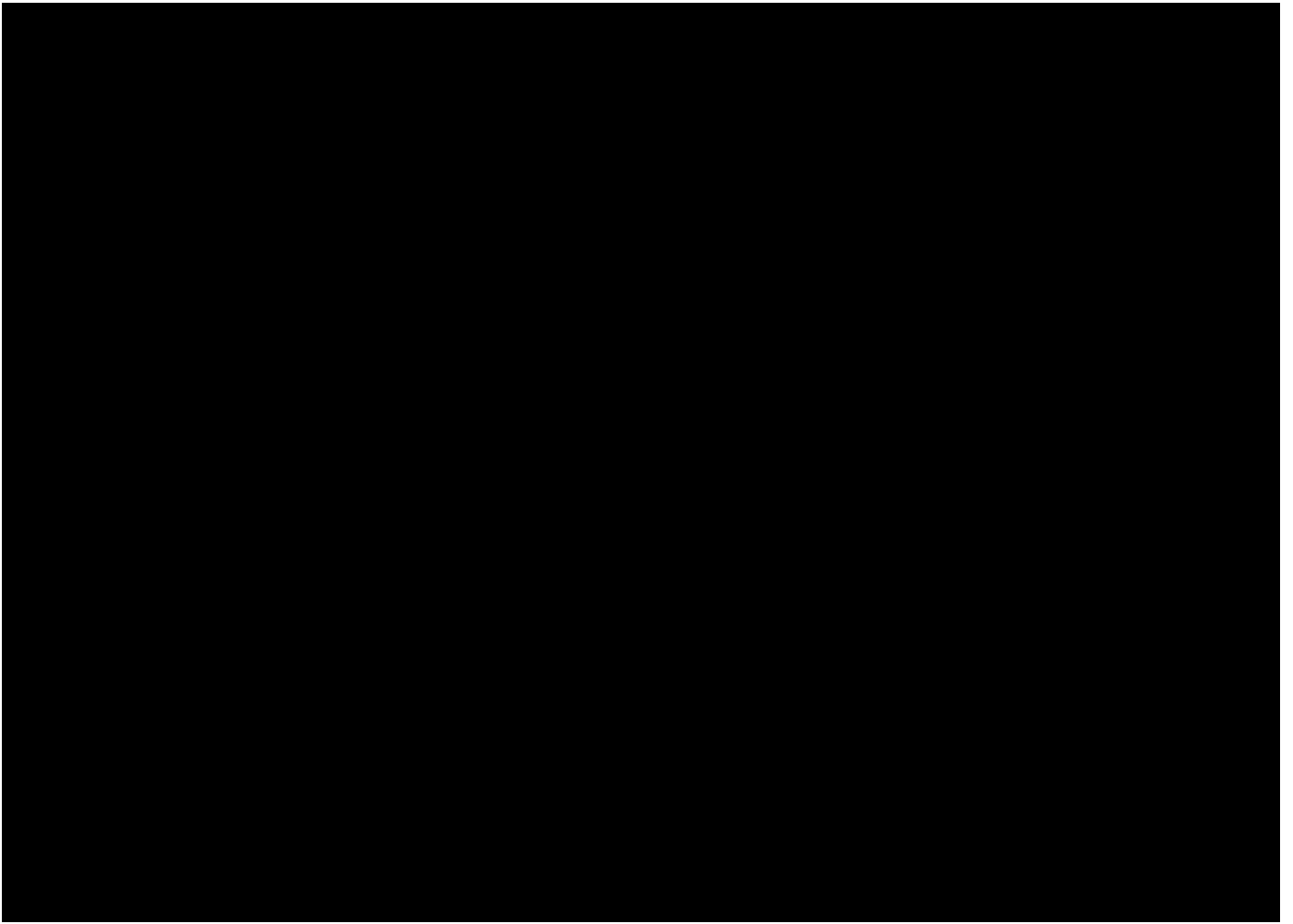
The study has several strengths, including a large sample size, a well-defined research design, and the use of appropriate statistical methods. However, there are also some limitations, such as the cross-sectional nature of the data and the potential for bias. Despite these limitations, the study provides valuable insights into the topic and contributes to the existing knowledge.

In conclusion, the study has shown that there is a significant relationship between the variables under investigation. The findings have important implications for practice and policy, and further research is needed to explore the topic in more depth.









the 1990s, the number of people in the UK who are employed in the public sector has increased by 1.5 million, from 2.5 million in 1980 to 4 million in 1998. The public sector has become a major employer in the UK, and its growth has been a key factor in the overall growth of the economy.

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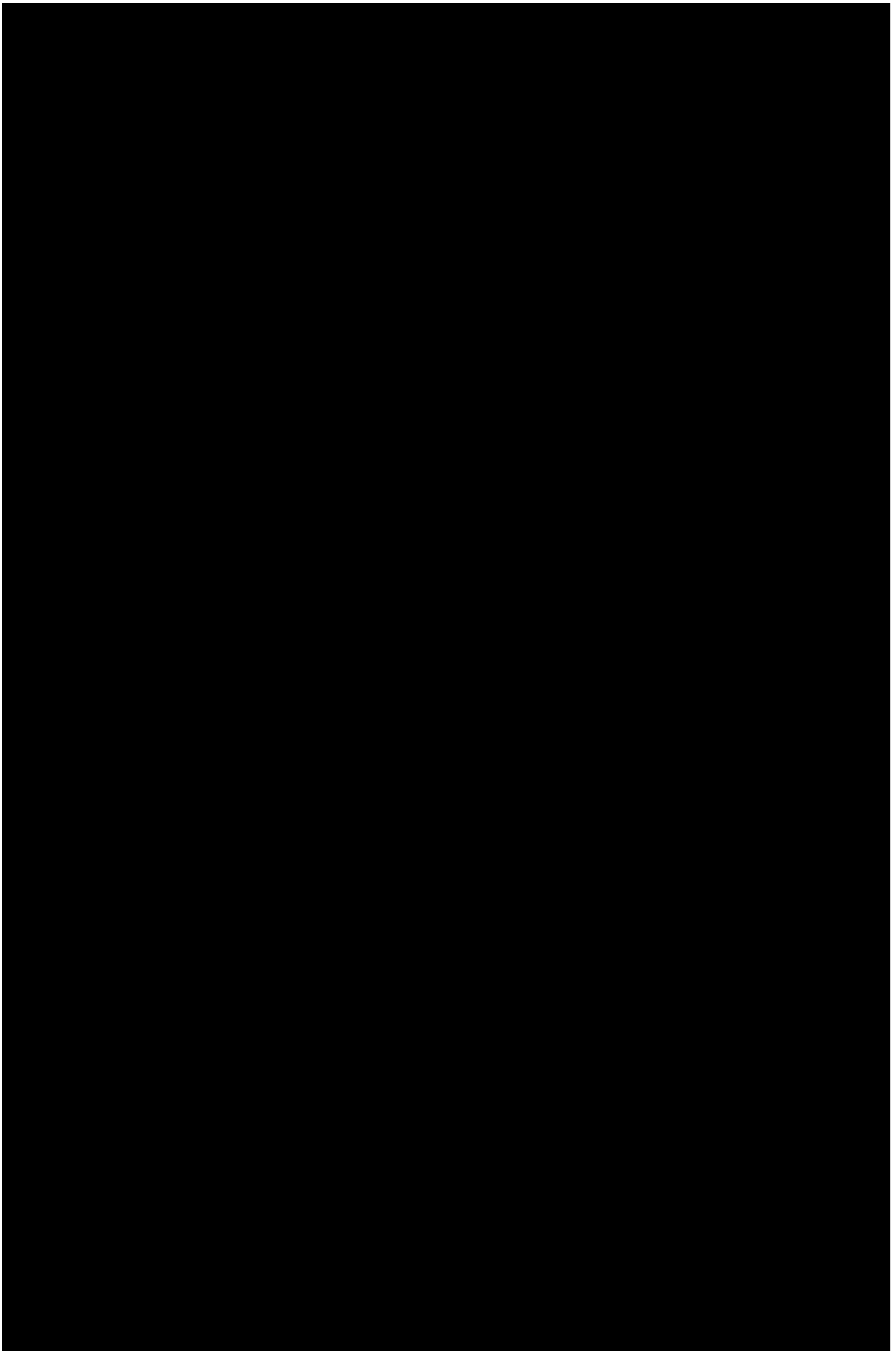
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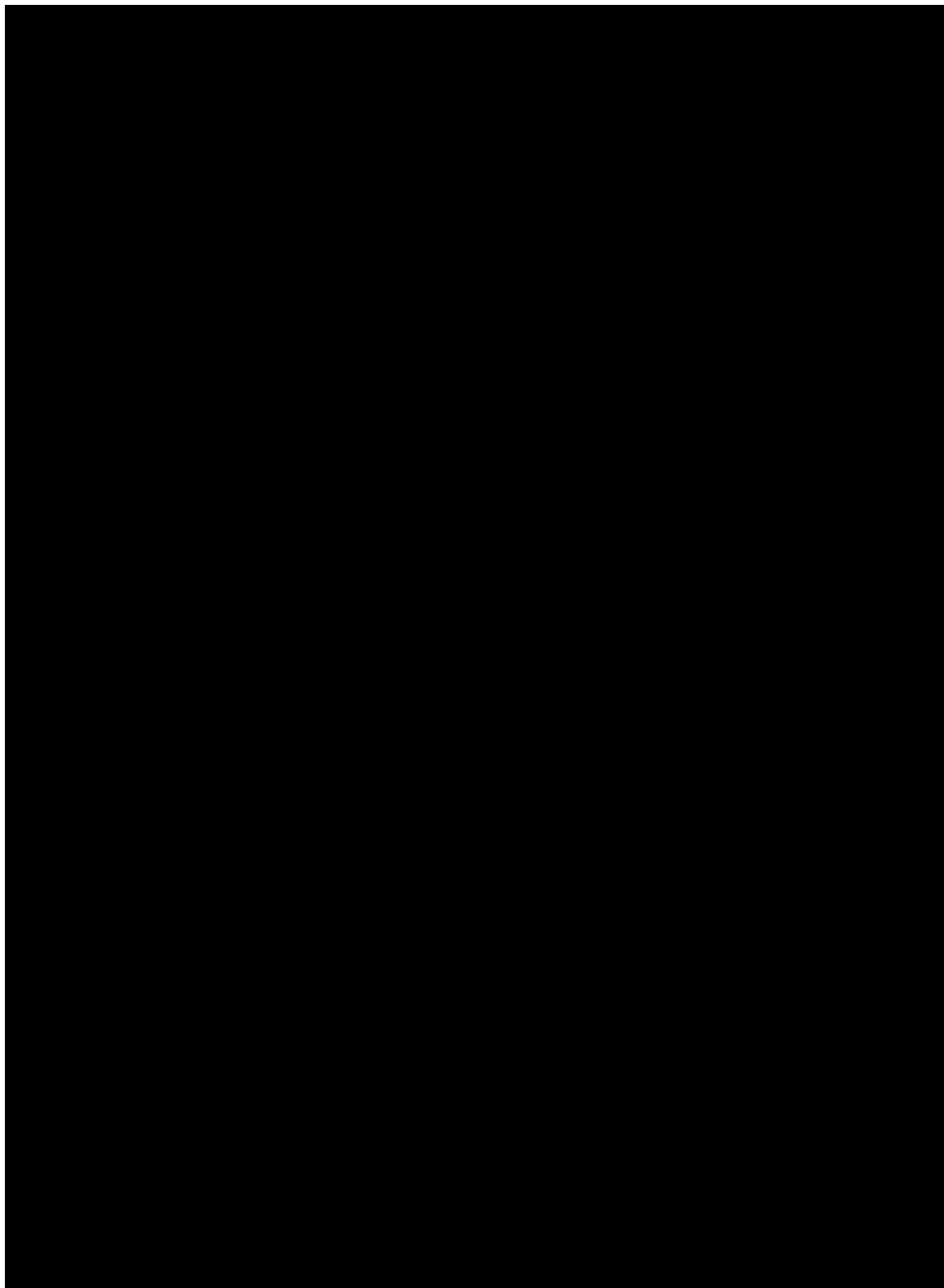
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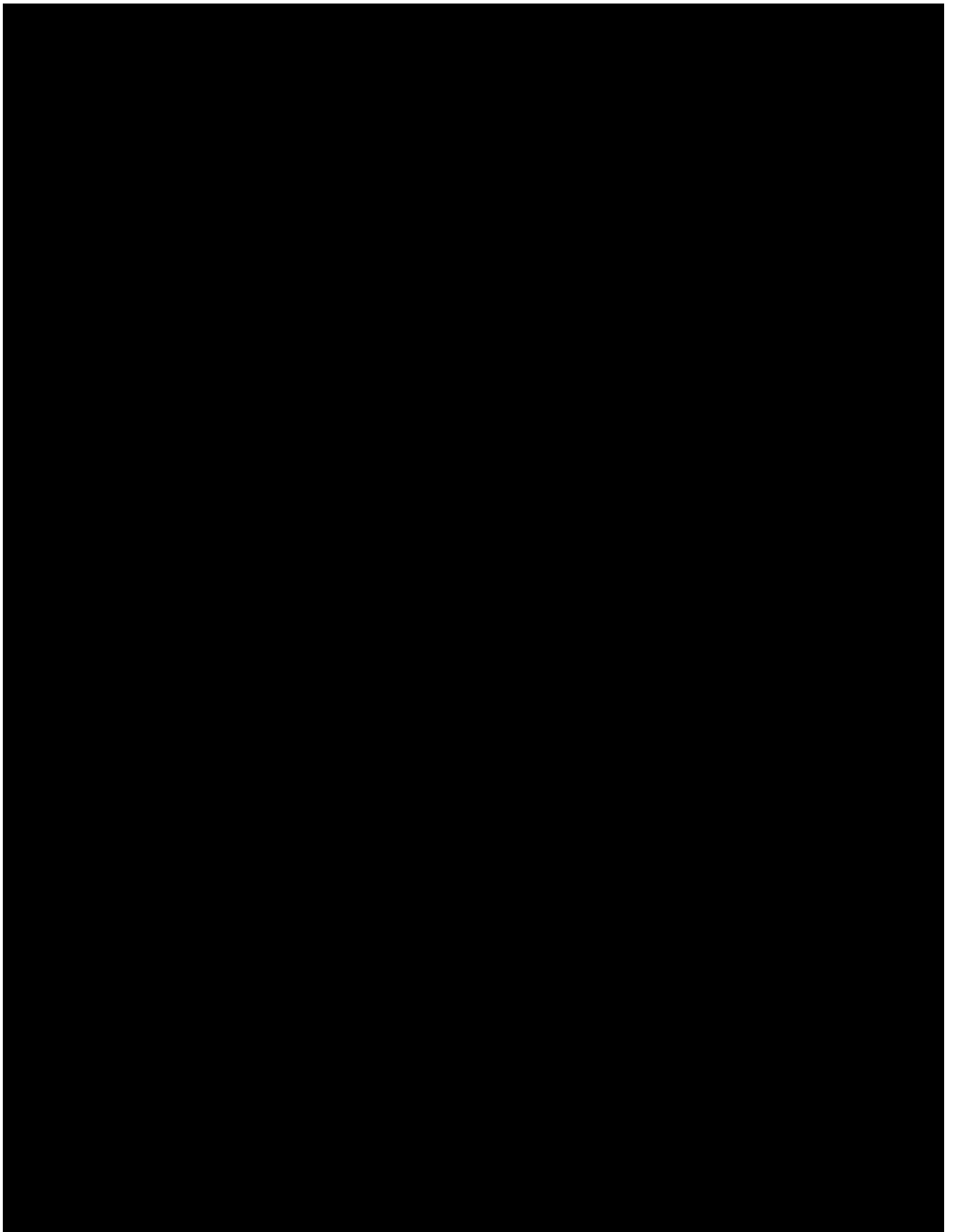


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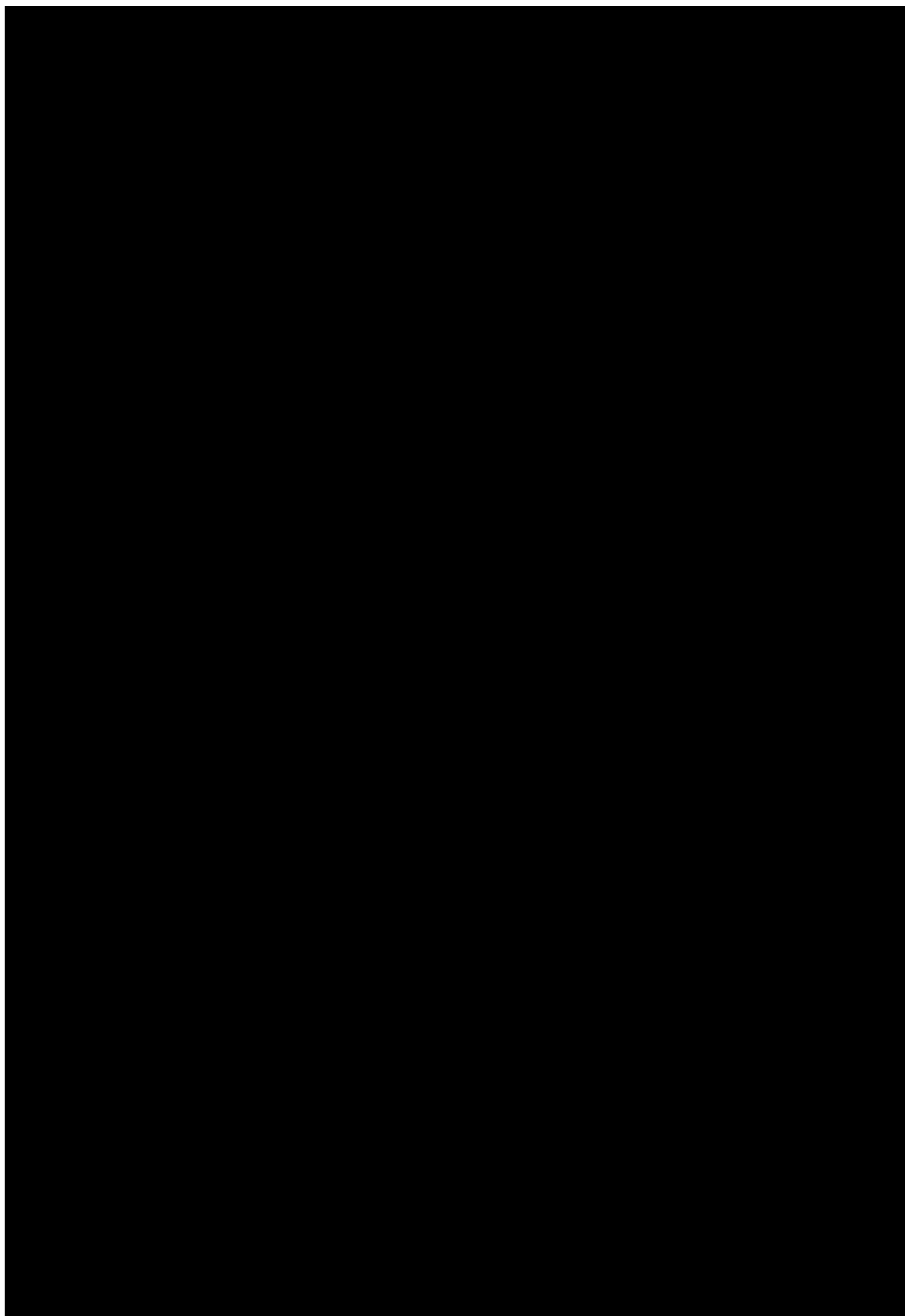
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the 1990s, the incidence of *S. flexneri* has increased in the United Kingdom [10]. In the United States, *S. flexneri* has been reported as the most common serotype in children with acute bacterial dysentery [11].

There is a paucity of data on the epidemiology of *S. flexneri* in the United Kingdom. In the 1970s, *S. flexneri* was the most commonly isolated serotype from patients with acute bacterial dysentery in the United Kingdom [12]. In the 1980s, *S. flexneri* was the most commonly isolated serotype from patients with acute bacterial dysentery in the United Kingdom [13]. In the 1990s, *S. flexneri* was the most commonly isolated serotype from patients with acute bacterial dysentery in the United Kingdom [14].

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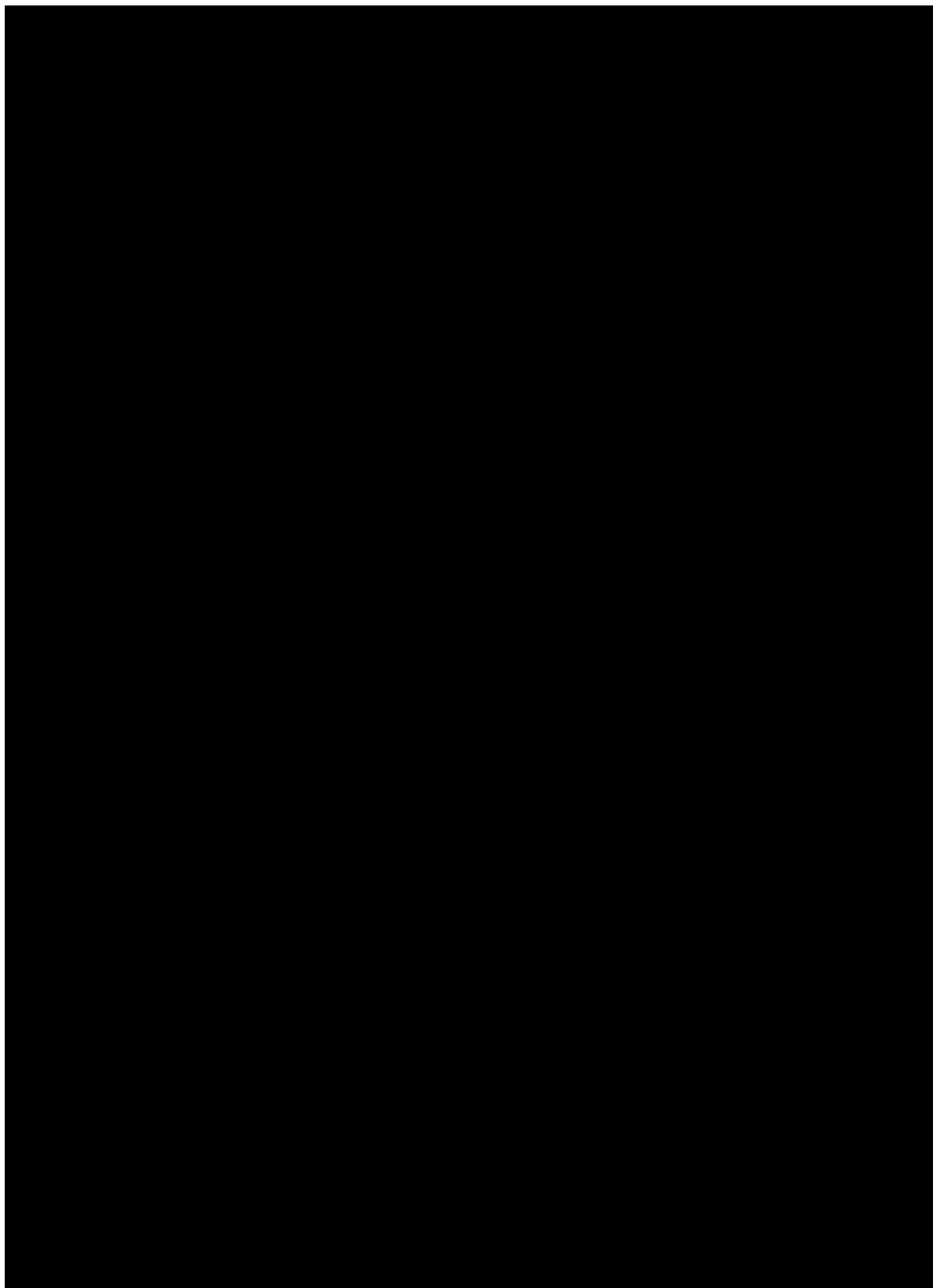
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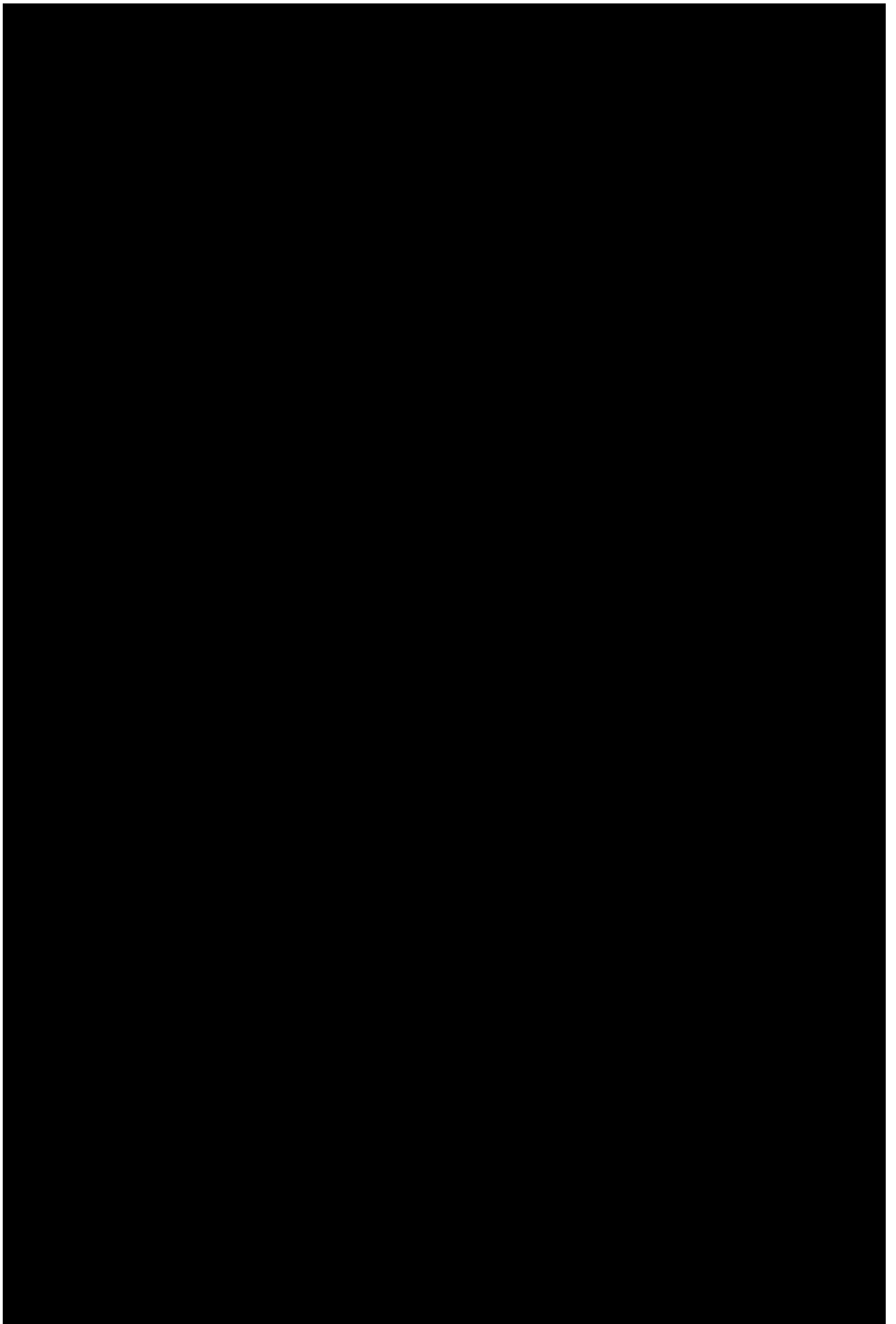
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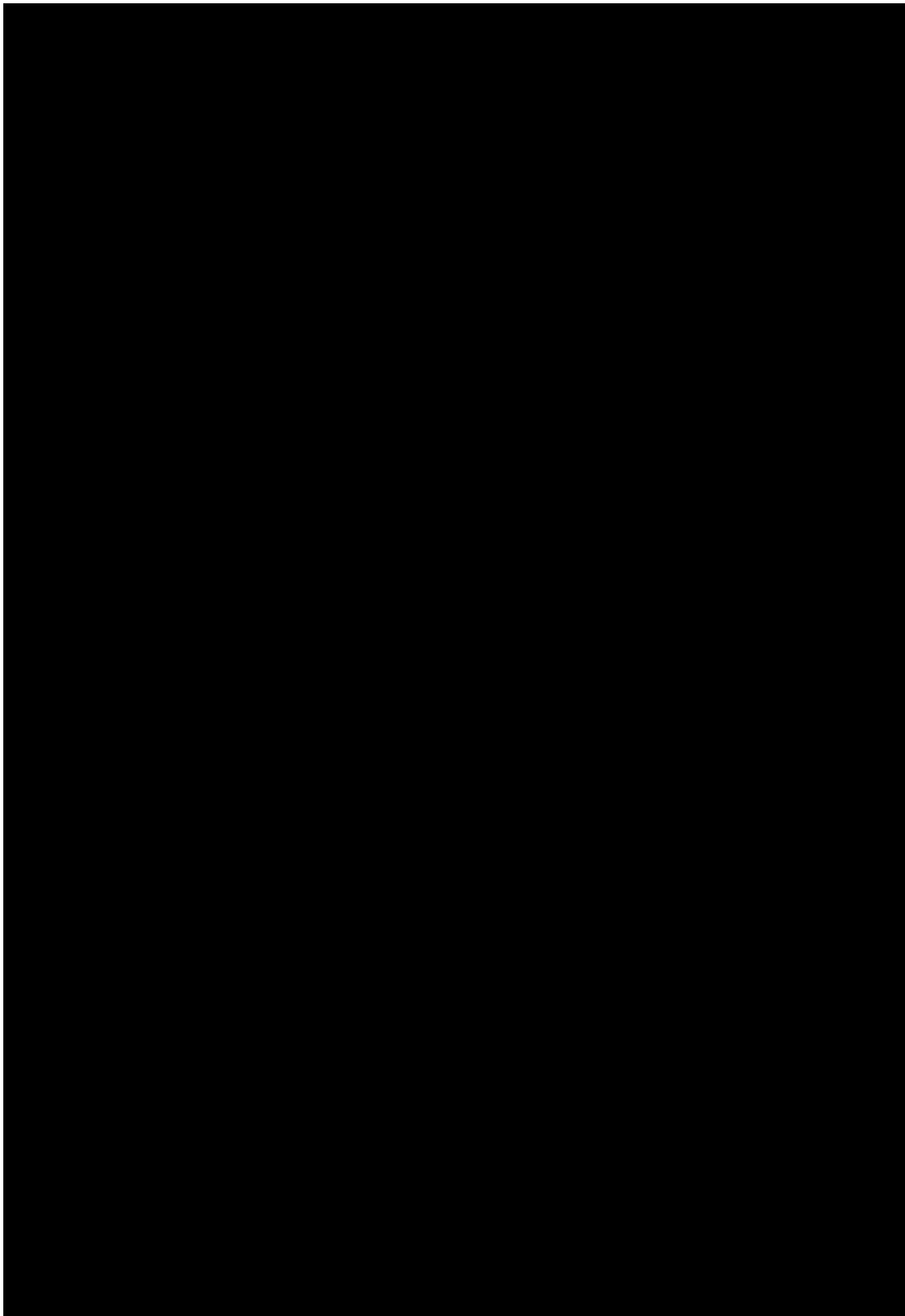
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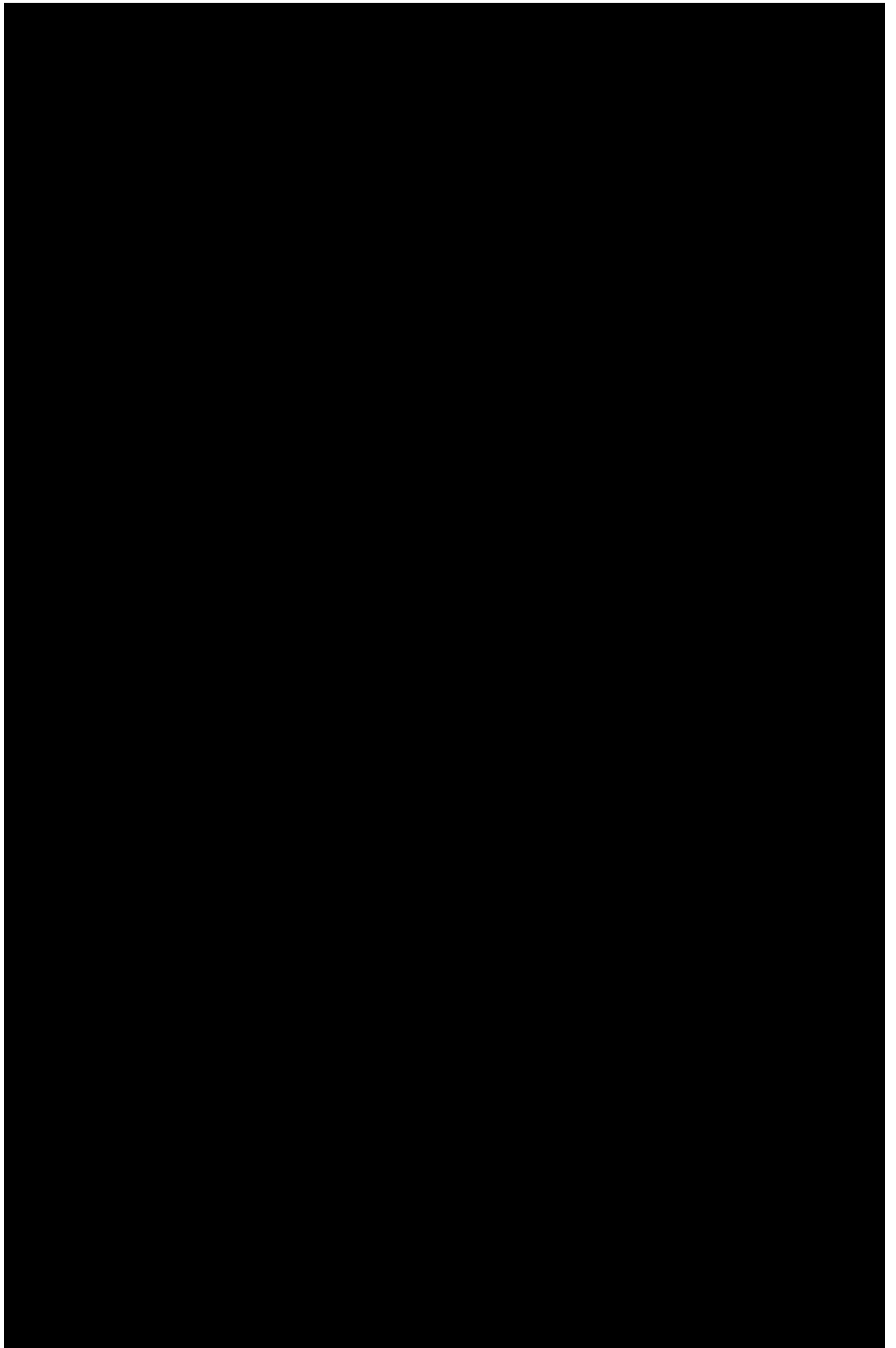
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the 1990s, the number of people in the UK who are employed in the public sector has increased by 1.5 million, from 2.5 million in 1980 to 4 million in 1995. The public sector has become a major employer in the UK, and its growth has been a major factor in the overall growth of the economy.

The public sector has also become a major employer of women. In 1980, only 1.5 million women were employed in the public sector, but by 1995, this number had increased to 2.5 million. This increase has been a major factor in the overall increase in the number of women in the workforce.

The public sector has also become a major employer of people with disabilities. In 1980, only 0.5 million people with disabilities were employed in the public sector, but by 1995, this number had increased to 1.5 million. This increase has been a major factor in the overall increase in the number of people with disabilities in the workforce.

The public sector has also become a major employer of people from ethnic minorities. In 1980, only 0.5 million people from ethnic minorities were employed in the public sector, but by 1995, this number had increased to 1.5 million. This increase has been a major factor in the overall increase in the number of people from ethnic minorities in the workforce.

The public sector has also become a major employer of people who are over 50 years of age. In 1980, only 0.5 million people over 50 years of age were employed in the public sector, but by 1995, this number had increased to 1.5 million. This increase has been a major factor in the overall increase in the number of people over 50 years of age in the workforce.

The public sector has also become a major employer of people who are under 25 years of age. In 1980, only 0.5 million people under 25 years of age were employed in the public sector, but by 1995, this number had increased to 1.5 million. This increase has been a major factor in the overall increase in the number of people under 25 years of age in the workforce.

The public sector has also become a major employer of people who are over 65 years of age. In 1980, only 0.5 million people over 65 years of age were employed in the public sector, but by 1995, this number had increased to 1.5 million. This increase has been a major factor in the overall increase in the number of people over 65 years of age in the workforce.

The public sector has also become a major employer of people who are under 16 years of age. In 1980, only 0.5 million people under 16 years of age were employed in the public sector, but by 1995, this number had increased to 1.5 million. This increase has been a major factor in the overall increase in the number of people under 16 years of age in the workforce.

The public sector has also become a major employer of people who are over 75 years of age. In 1980, only 0.5 million people over 75 years of age were employed in the public sector, but by 1995, this number had increased to 1.5 million. This increase has been a major factor in the overall increase in the number of people over 75 years of age in the workforce.

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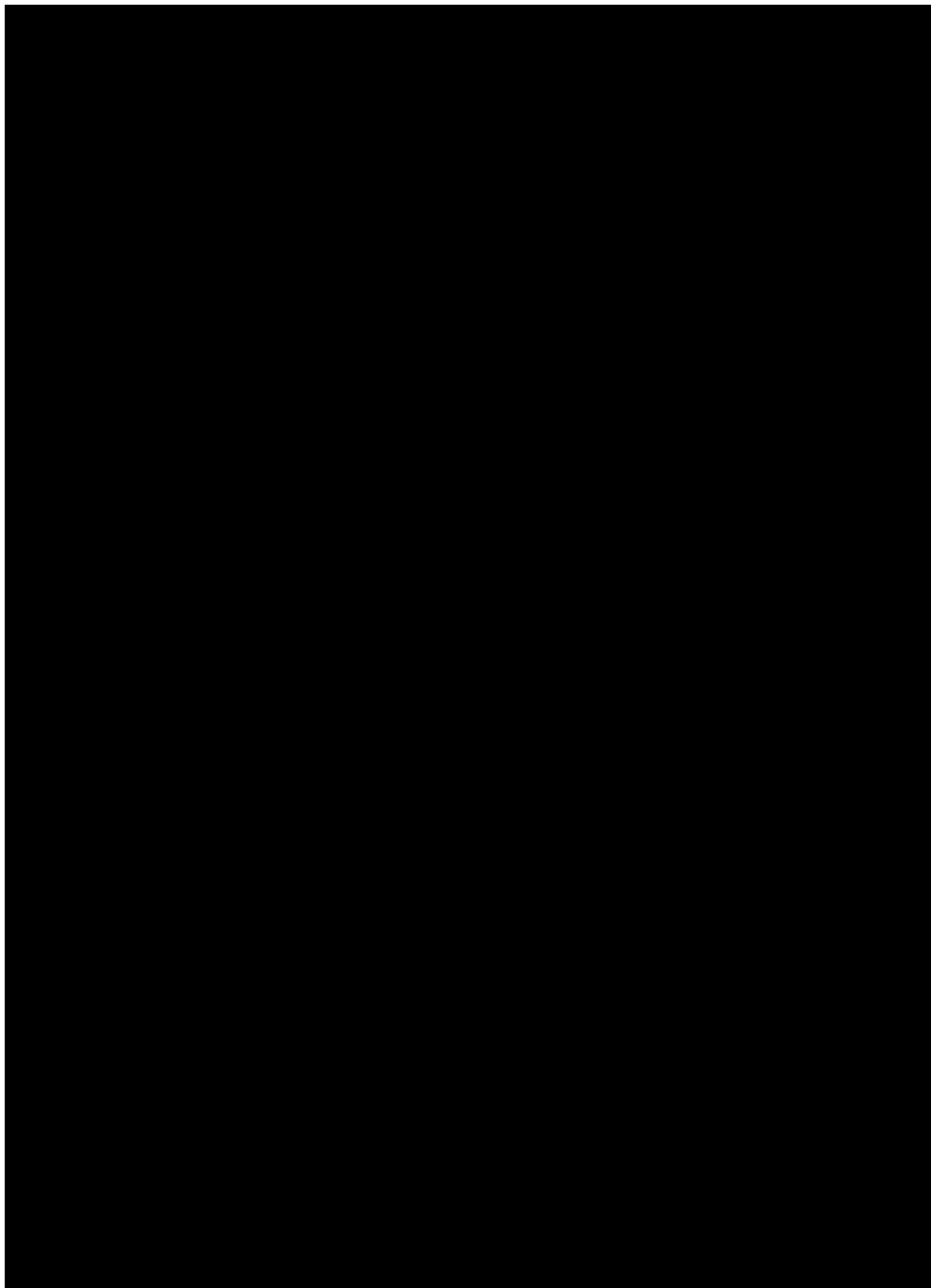






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the 1990s, the number of people with a mental health problem has increased in the UK, and the number of people with a mental health problem who are in contact with mental health services has increased (Mental Health Act 1983, 1990, 1994, 1997, 2003, 2007, 2010, 2013, 2017, 2020).

The purpose of this study was to explore the experiences of people with a mental health problem who are in contact with mental health services, and to explore the experiences of people with a mental health problem who are not in contact with mental health services. The study was a qualitative study, and the data were collected through semi-structured interviews.

The study was conducted in two phases. In the first phase, the experiences of people with a mental health problem who are in contact with mental health services were explored. In the second phase, the experiences of people with a mental health problem who are not in contact with mental health services were explored.

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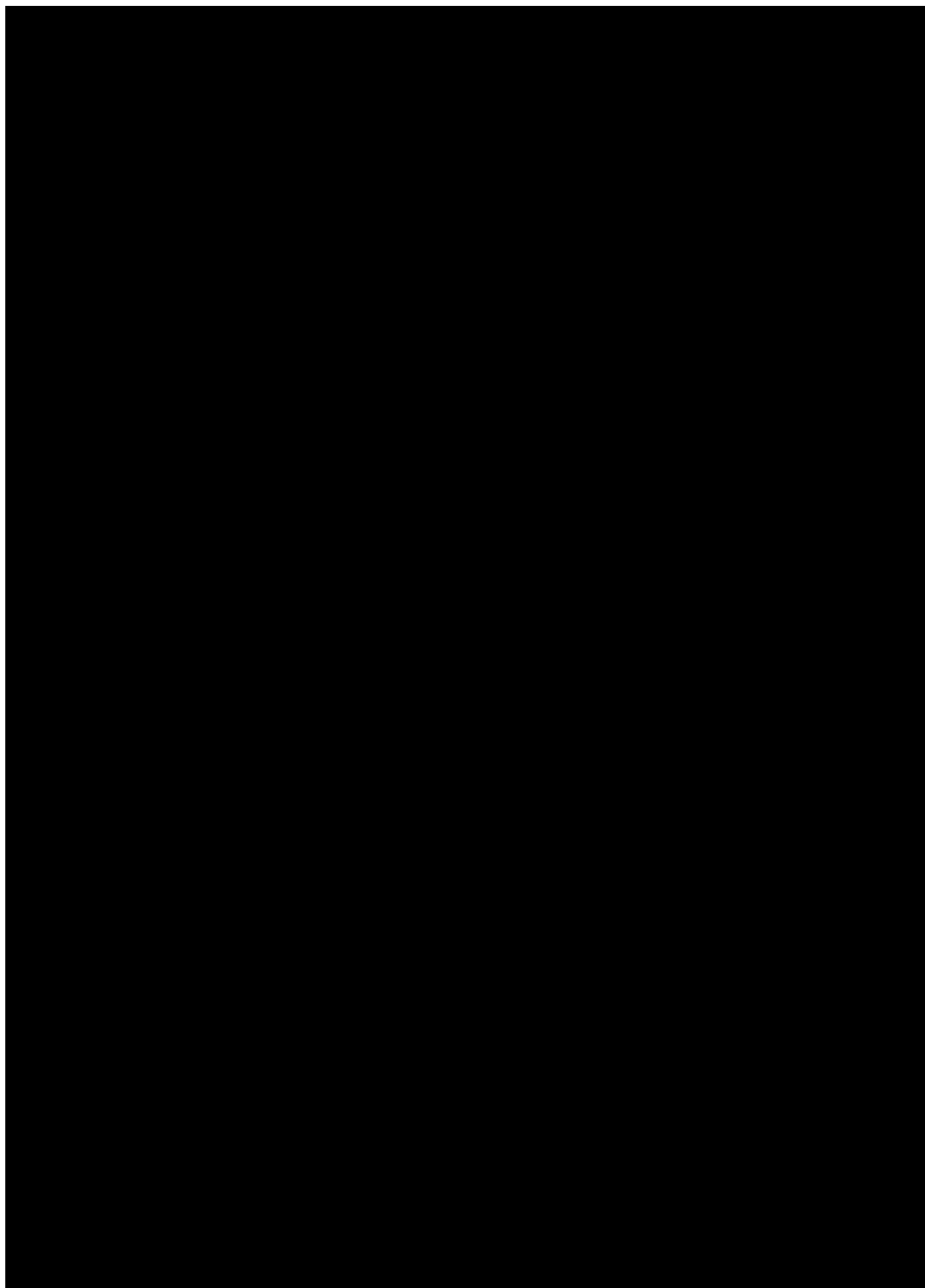
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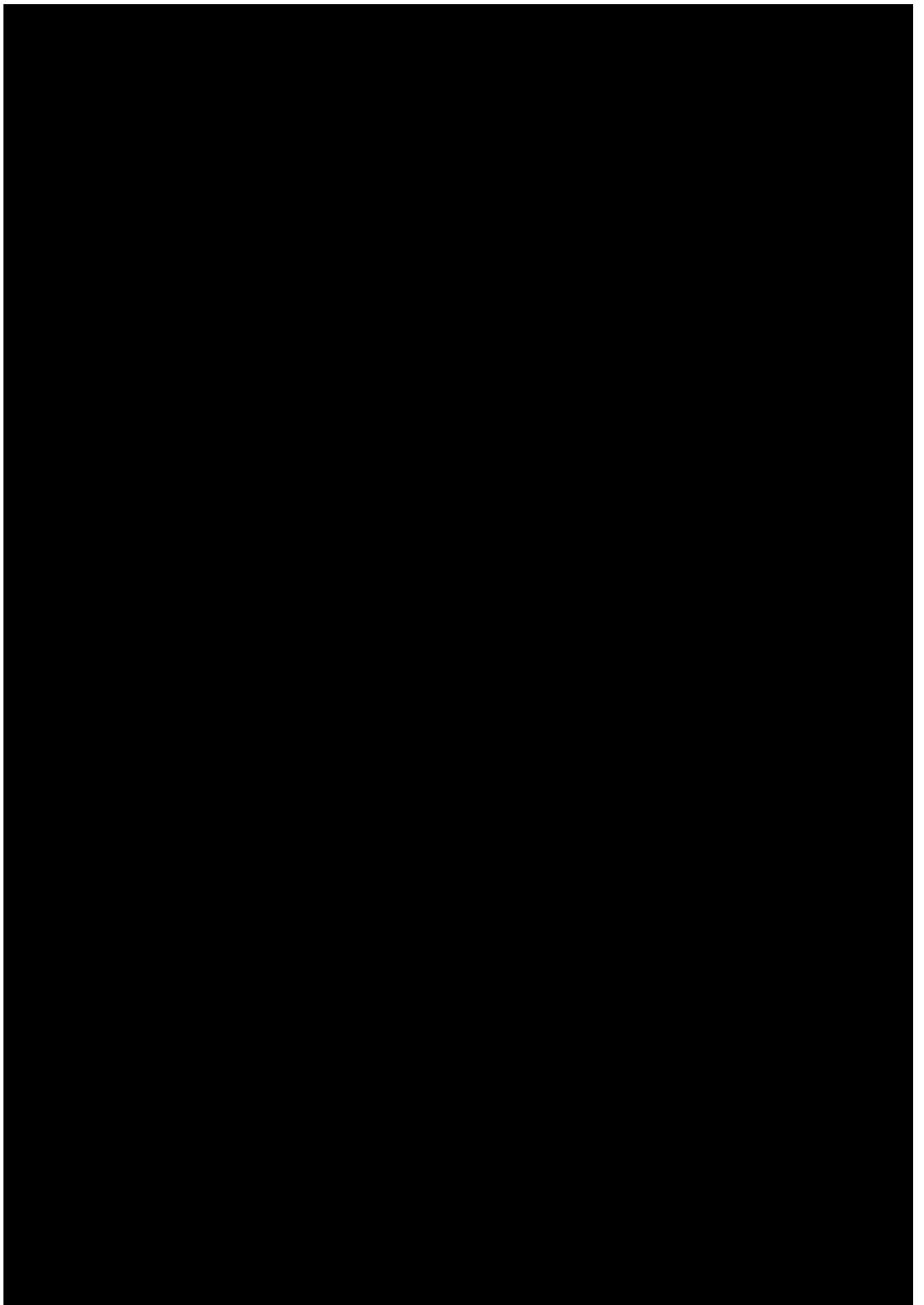
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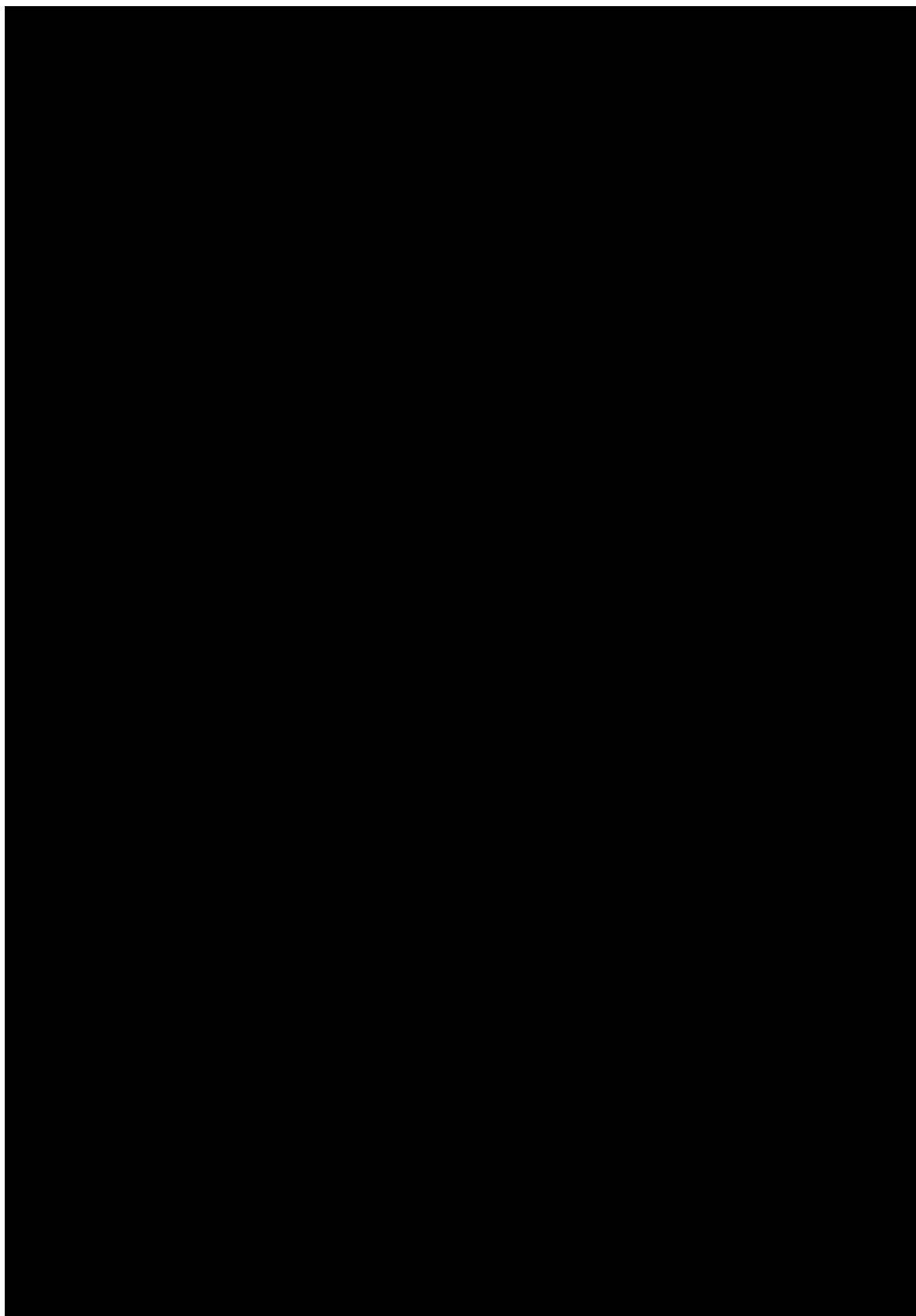
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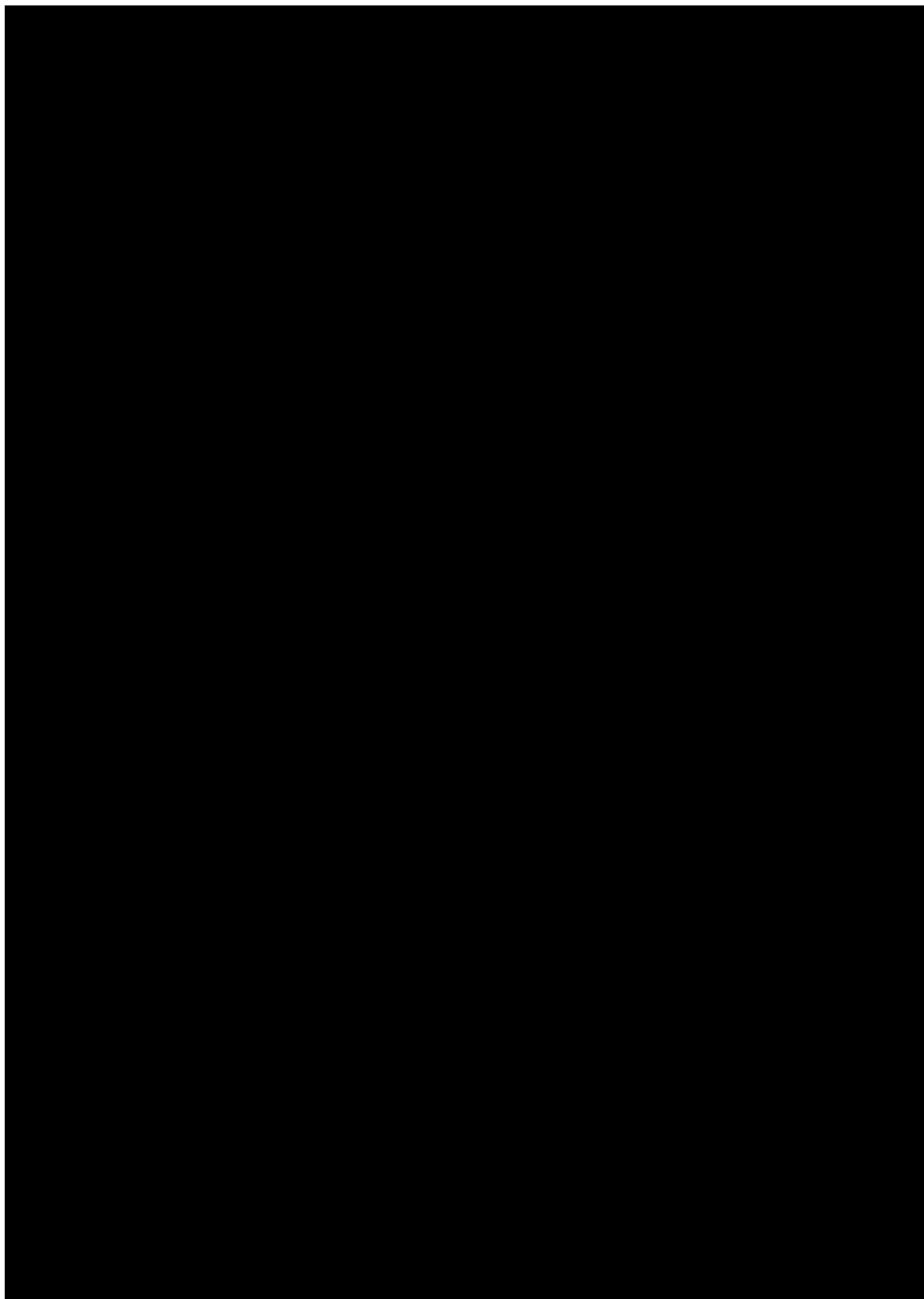
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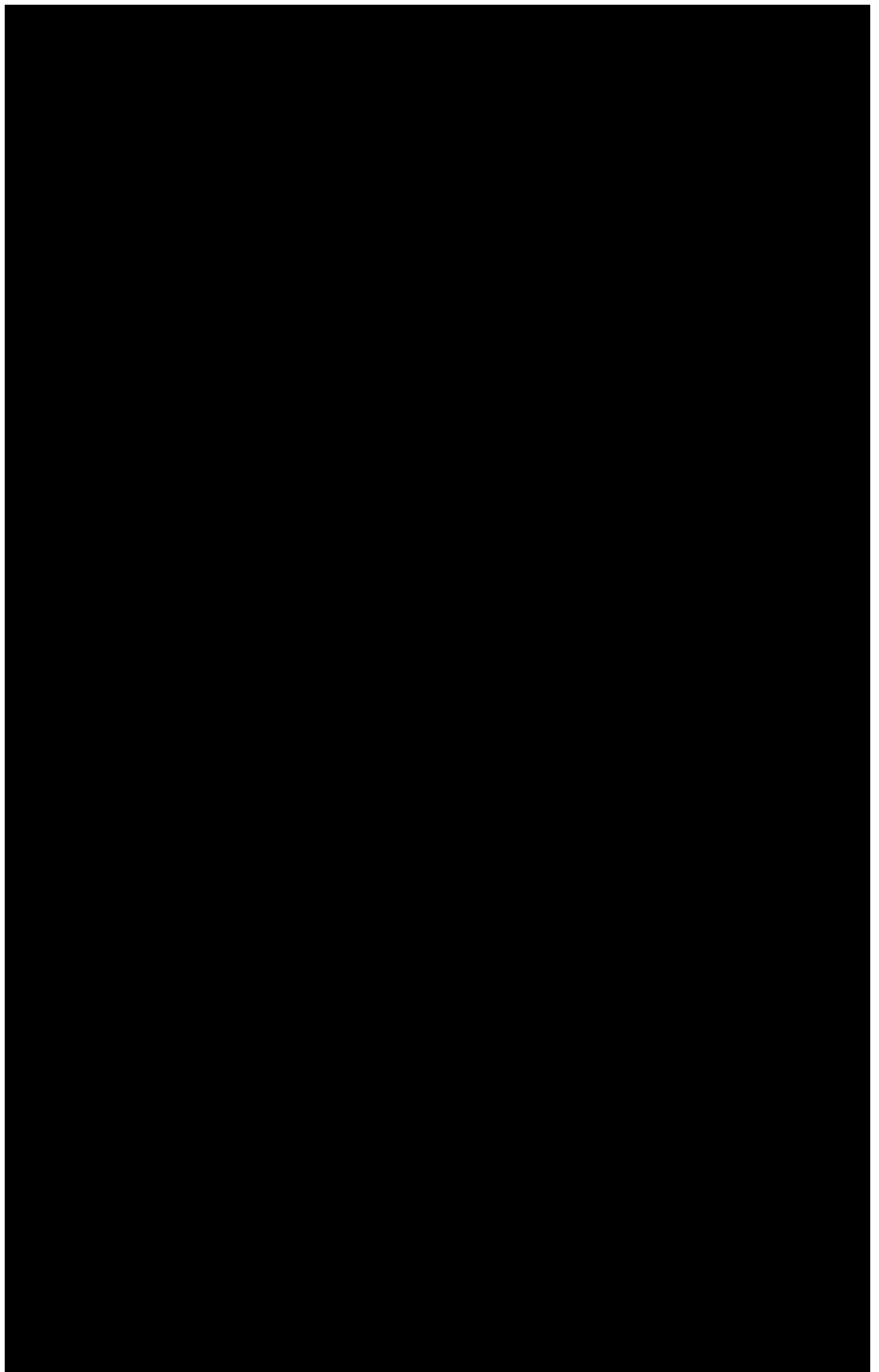
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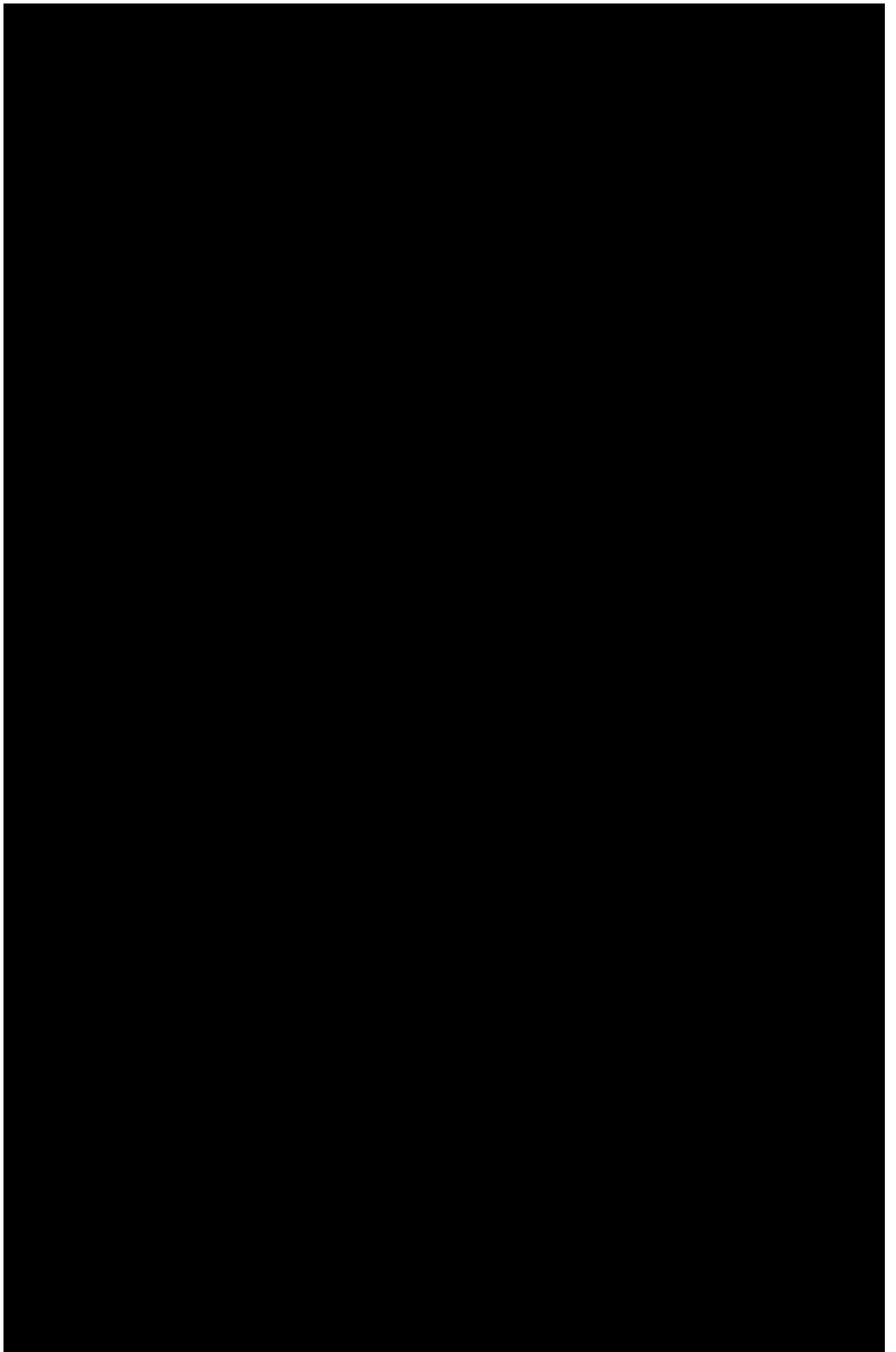
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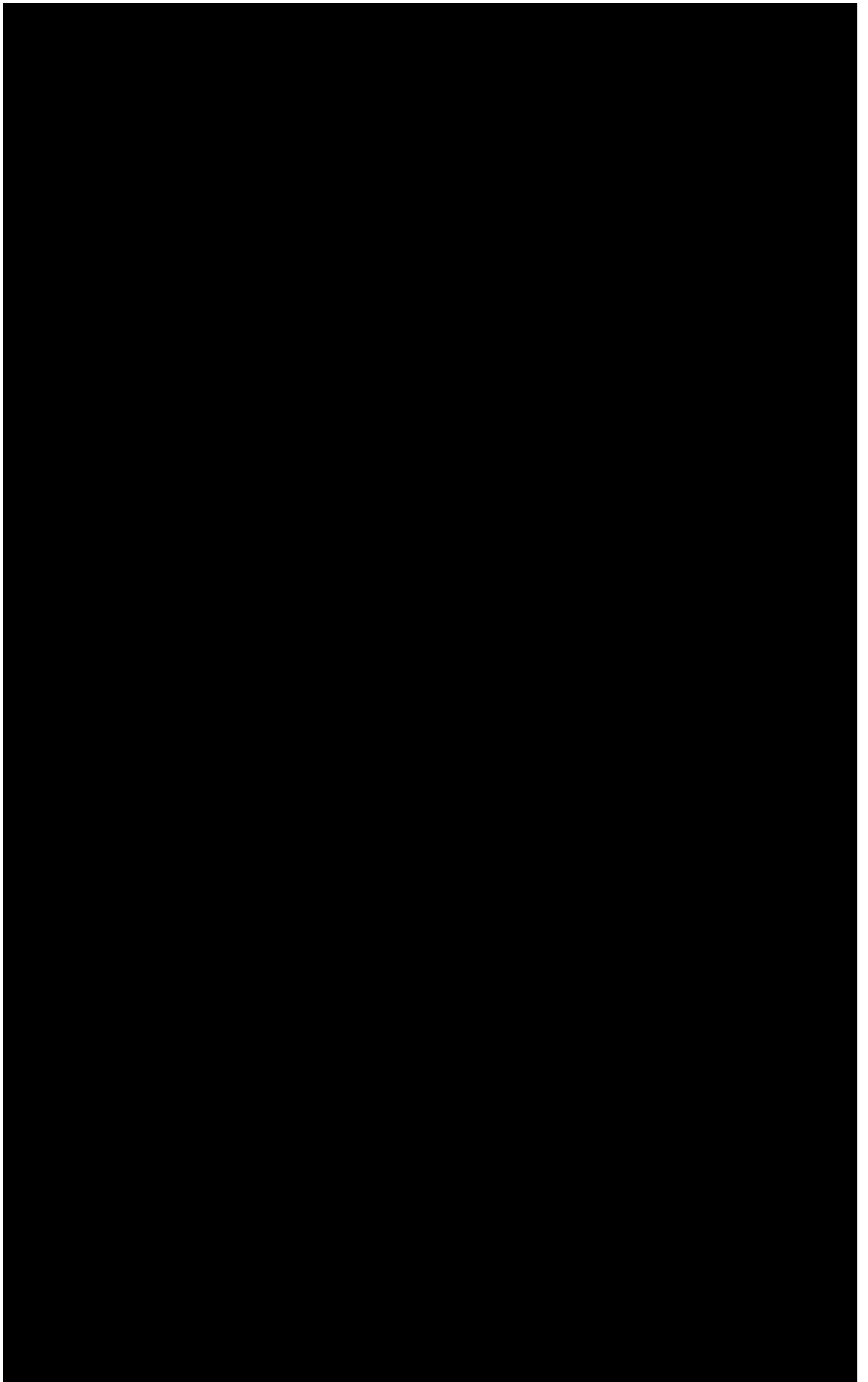
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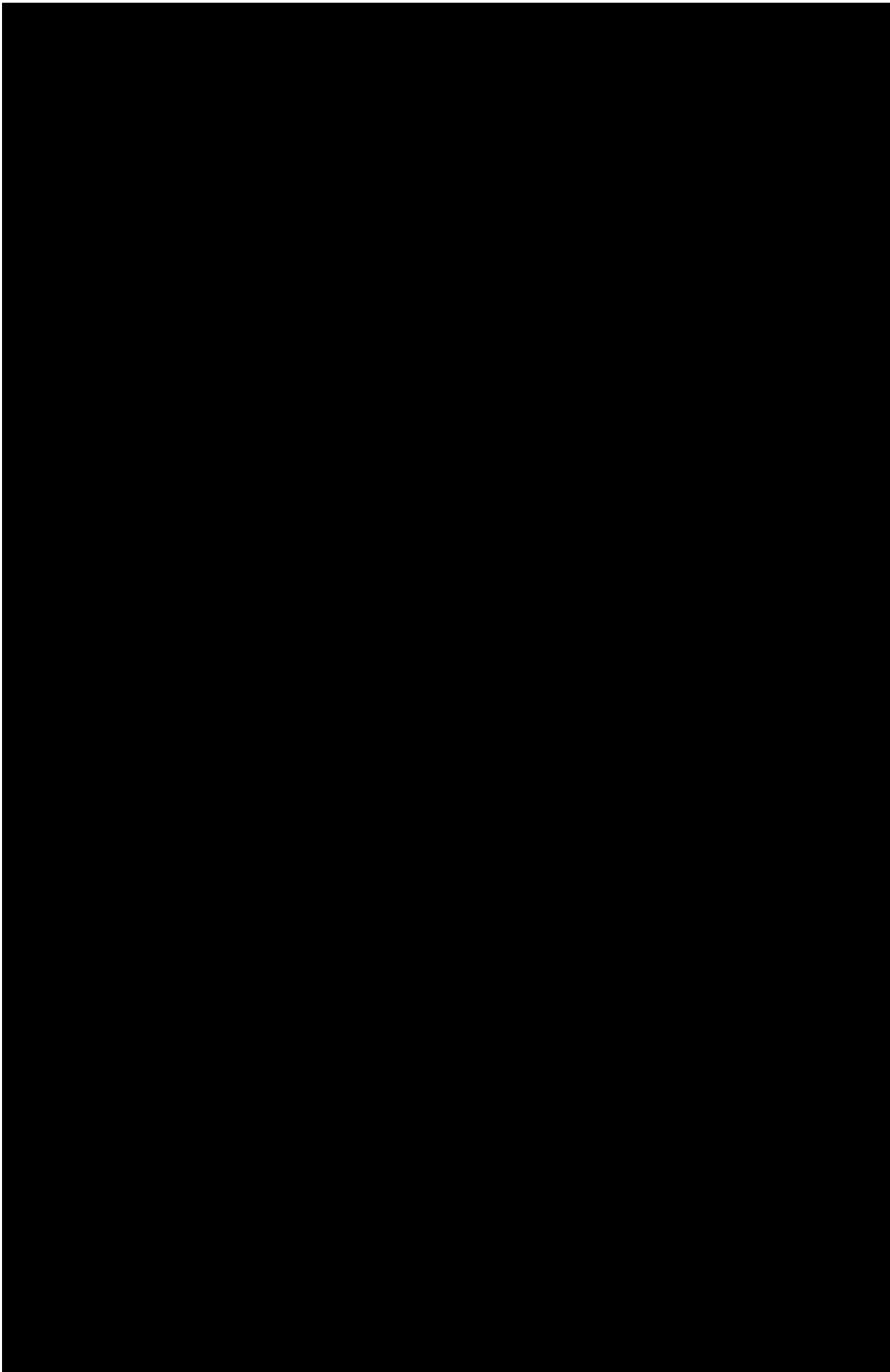






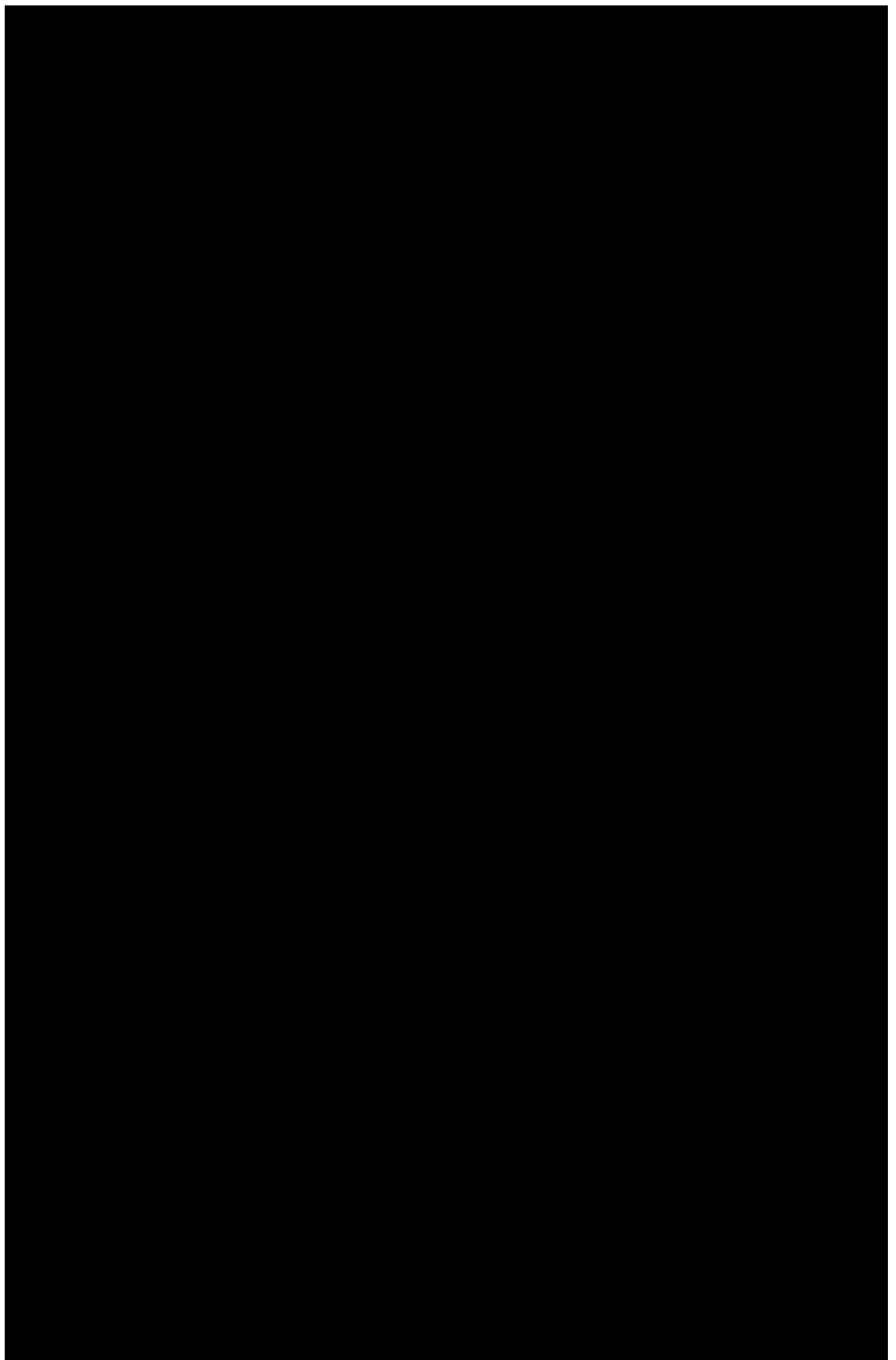




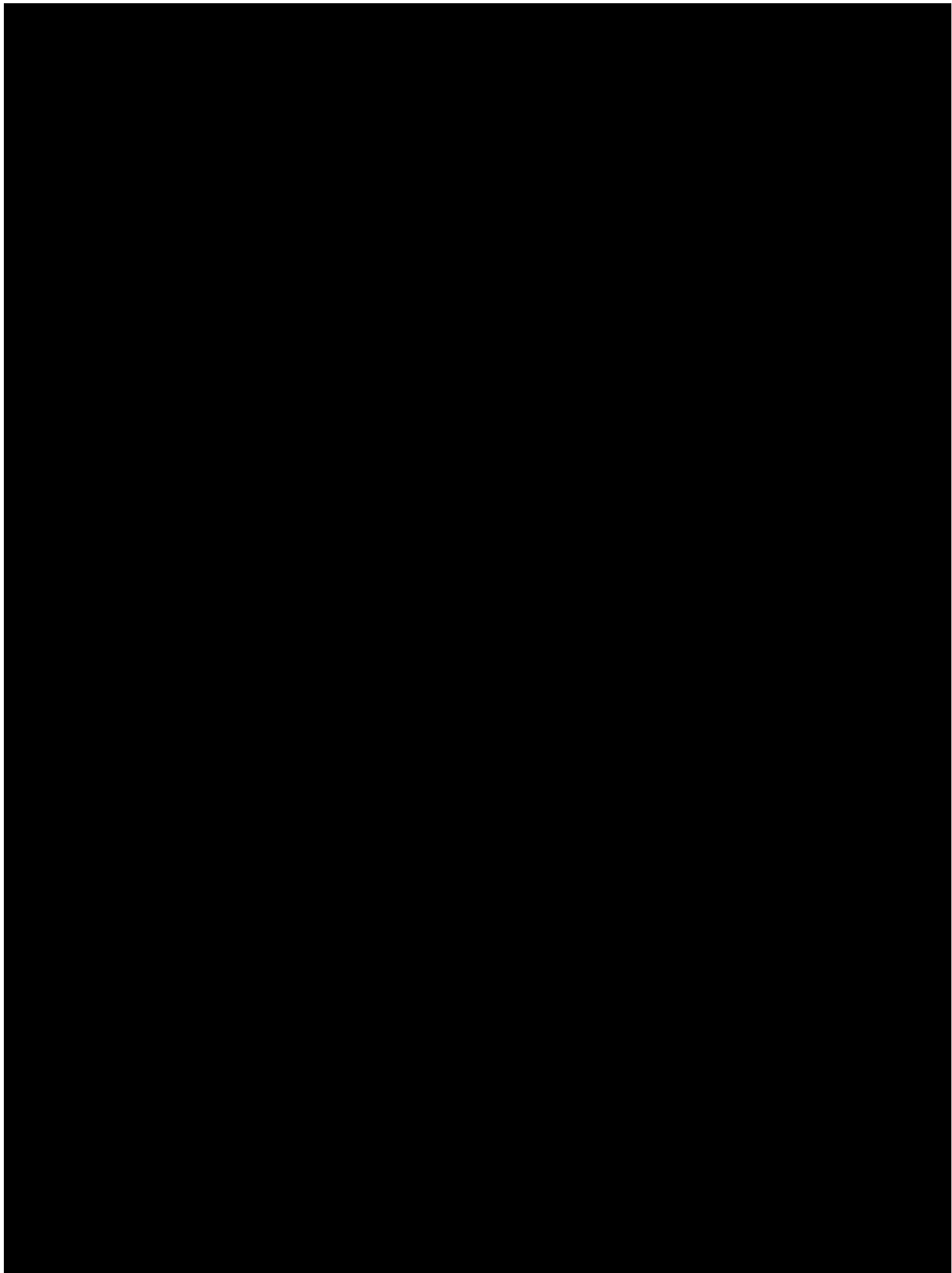








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the 1990s, the number of people in the UK who are employed in the public sector has increased by 1.5 million, from 2.5 million in 1980 to 4 million in 1995. The public sector has also become an important employer of women, with 55% of public sector employees being women in 1995, compared with 45% in 1980.

There are a number of reasons why the public sector has become an important employer of women. One reason is that the public sector has a high proportion of jobs that are traditionally held by women, such as teaching, nursing, and social work. Another reason is that the public sector has a high proportion of jobs that are part-time or flexible, which are more likely to be held by women. A third reason is that the public sector has a high proportion of jobs that are in the service sector, which is also a sector that is traditionally held by women.

The public sector has also become an important employer of women because of the increasing demand for public services. As the population of the UK has increased, so has the demand for public services such as health care, education, and social care. This has led to an increase in the number of people employed in the public sector, and a corresponding increase in the number of women employed in the public sector.

The public sector has also become an important employer of women because of the increasing demand for flexible working arrangements. As more women have entered the workforce, so has the demand for flexible working arrangements such as part-time work, flexi-time, and job sharing. The public sector has responded to this demand by offering a range of flexible working arrangements, which has made it a more attractive employer for women.

The public sector has also become an important employer of women because of the increasing demand for training and development opportunities. As the public sector has become more competitive, so has the demand for training and development opportunities. The public sector has responded to this demand by offering a range of training and development opportunities, which has made it a more attractive employer for women.

The public sector has also become an important employer of women because of the increasing demand for diversity and inclusion. As the public sector has become more competitive, so has the demand for diversity and inclusion. The public sector has responded to this demand by offering a range of diversity and inclusion initiatives, which has made it a more attractive employer for women.

The public sector has also become an important employer of women because of the increasing demand for social and environmental responsibility. As the public sector has become more competitive, so has the demand for social and environmental responsibility. The public sector has responded to this demand by offering a range of social and environmental responsibility initiatives, which has made it a more attractive employer for women.

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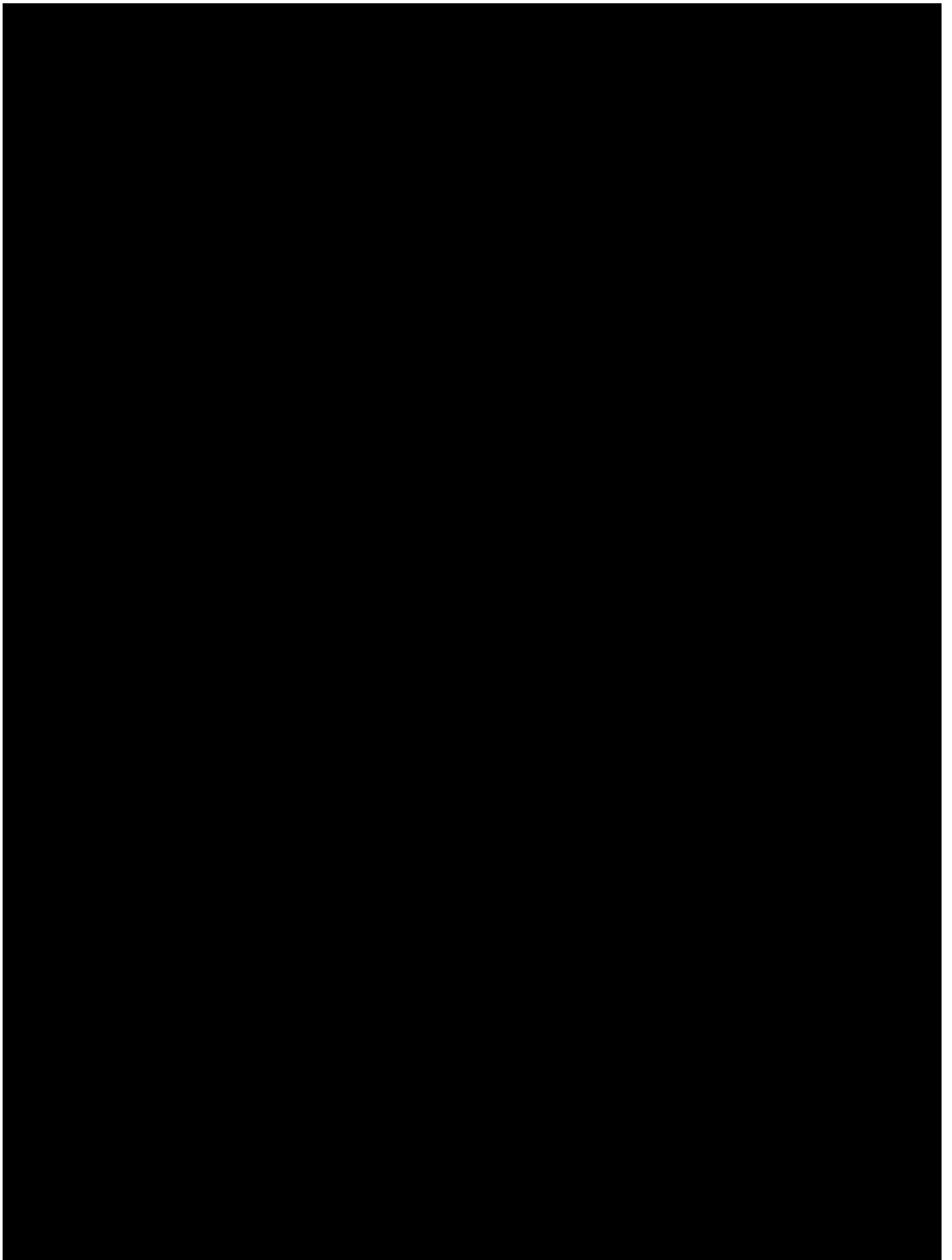


[The following text is a dense, continuous block of illegible characters and symbols, likely representing a corrupted or redacted document. It contains no discernible words or structure.]



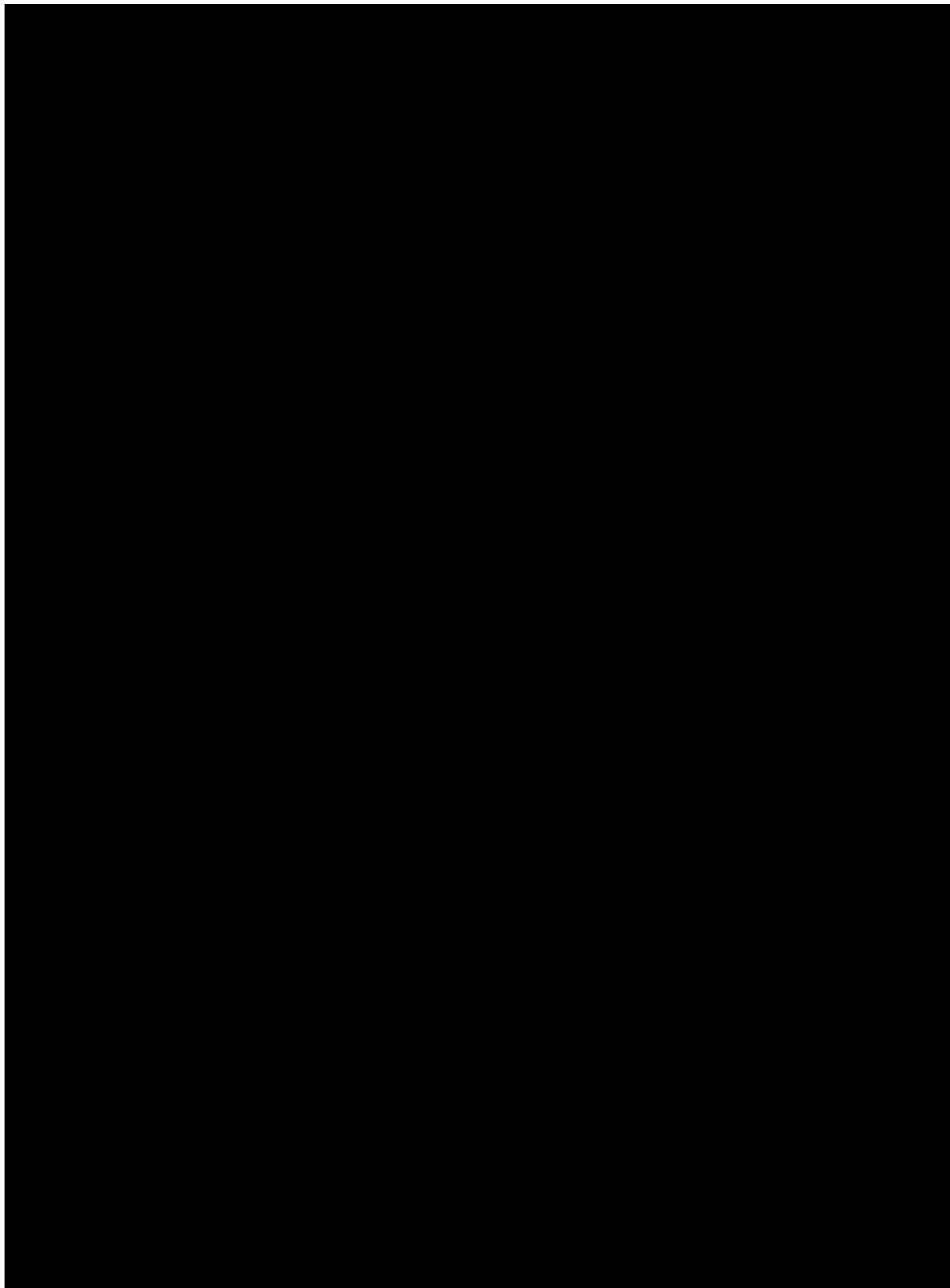






[The following text is a dense, continuous block of illegible characters, likely representing a scanned document page. It appears to be a mix of letters, numbers, and symbols, possibly a corrupted scan or a very low-quality image. The text is too blurry to transcribe accurately.]









[The following text is a dense, handwritten manuscript, likely a letter or a page from a book. It is written in a cursive script and is mostly illegible due to the quality of the scan. The text appears to be a continuous paragraph or a series of connected sentences. The handwriting is fluid and somewhat slanted. There are some words that are more legible than others, but the overall content cannot be accurately transcribed. The text is written in dark ink on a light-colored paper. The margins are narrow, and the text fills most of the page area.]

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the 1990s, the number of people with a mental health problem has increased by 50% (Mental Health Foundation 1999).

There is a growing awareness of the need to address the needs of people with mental health problems, and the importance of providing them with appropriate services. However, there is a significant gap between the current needs of people with mental health problems and the services that are available to them. This gap is due to a number of factors, including a lack of resources, a lack of training for health professionals, and a lack of understanding of the needs of people with mental health problems.

One of the main reasons for the gap between need and service is a lack of resources. There are not enough mental health professionals to meet the demand for services, and there are not enough resources to provide the services that are needed. This is particularly true in the area of community mental health services, which are essential for the prevention and early intervention of mental health problems.

Another reason for the gap is a lack of training for health professionals. Many health professionals do not have the necessary training to deal with people with mental health problems, and this can lead to a lack of understanding of the needs of these people. This is particularly true for general practitioners, who are often the first point of contact for people with mental health problems.

A third reason for the gap is a lack of understanding of the needs of people with mental health problems. There is a widespread misconception that people with mental health problems are dangerous and unpredictable, and this can lead to a lack of understanding of their needs. This is particularly true in the area of community mental health services, where the needs of people with mental health problems are often misunderstood.

There are a number of ways in which the gap between need and service can be closed. One way is to increase the number of mental health professionals and to provide them with the necessary resources. Another way is to provide health professionals with the necessary training to deal with people with mental health problems. A third way is to increase the understanding of the needs of people with mental health problems.

It is essential that we address the needs of people with mental health problems, and that we provide them with the services that they need. This is not only a moral imperative, but it is also a practical one. People with mental health problems are a significant part of our population, and they need our help. By addressing their needs, we can improve the lives of many people and make our society a better place.

the 1990s, the number of people in the UK who are employed in the public sector has increased by 1.5 million, from 2.5 million in 1980 to 4 million in 1999. The public sector has also become an important employer of people with disabilities, with 1.5 million people with disabilities employed in the public sector in 1999, compared with 1.2 million in 1980.

There are a number of reasons why the public sector has become an important employer of people with disabilities. One reason is that the public sector has a long history of employing people with disabilities. In the 19th century, the public sector employed people with disabilities in a number of different roles, including as clerks, typists, and stenographers.

Another reason why the public sector has become an important employer of people with disabilities is that the public sector has a number of different departments and agencies, each of which has its own specific needs. This means that the public sector can employ people with disabilities in a wide range of roles, from clerical to professional.

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