

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

19th 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.

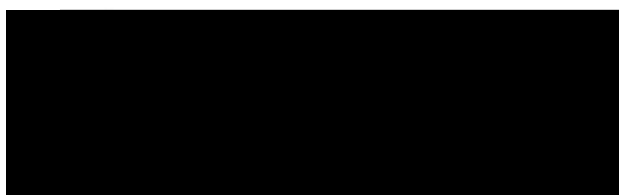
We hereby confirm that as at the date of this letter, other than the Shares, there are no other shares, or interests or rights to subscribe for shares, in the capital of DORE in which we are interested and we do not have any short positions, agreements to sell, delivery obligations or rights to require 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: 19th June 2025

APPENDIX

PRESS ANNOUNCEMENT

the 1990s, the number of people in the UK who are employed in the public sector has increased by 1.5 million (1990–1999), and the number of people in the public sector has increased by 2.5 million (1990–1999) (Department of Health 2000).

There is a growing emphasis on the need to improve the quality of care in the public sector, and to ensure that the public sector is able to meet the needs of the population. This has led to a number of initiatives, including the introduction of the NHS Act 2004, which sets out the framework for the NHS, and the introduction of the NHS Commissioning Board, which is responsible for commissioning and paying for NHS services.

The NHS Commissioning Board is responsible for commissioning and paying for NHS services, and for ensuring that the NHS is able to meet the needs of the population. The NHS Commissioning Board is also responsible for ensuring that the NHS is able to provide a high quality of care, and that the NHS is able to meet the needs of the population.

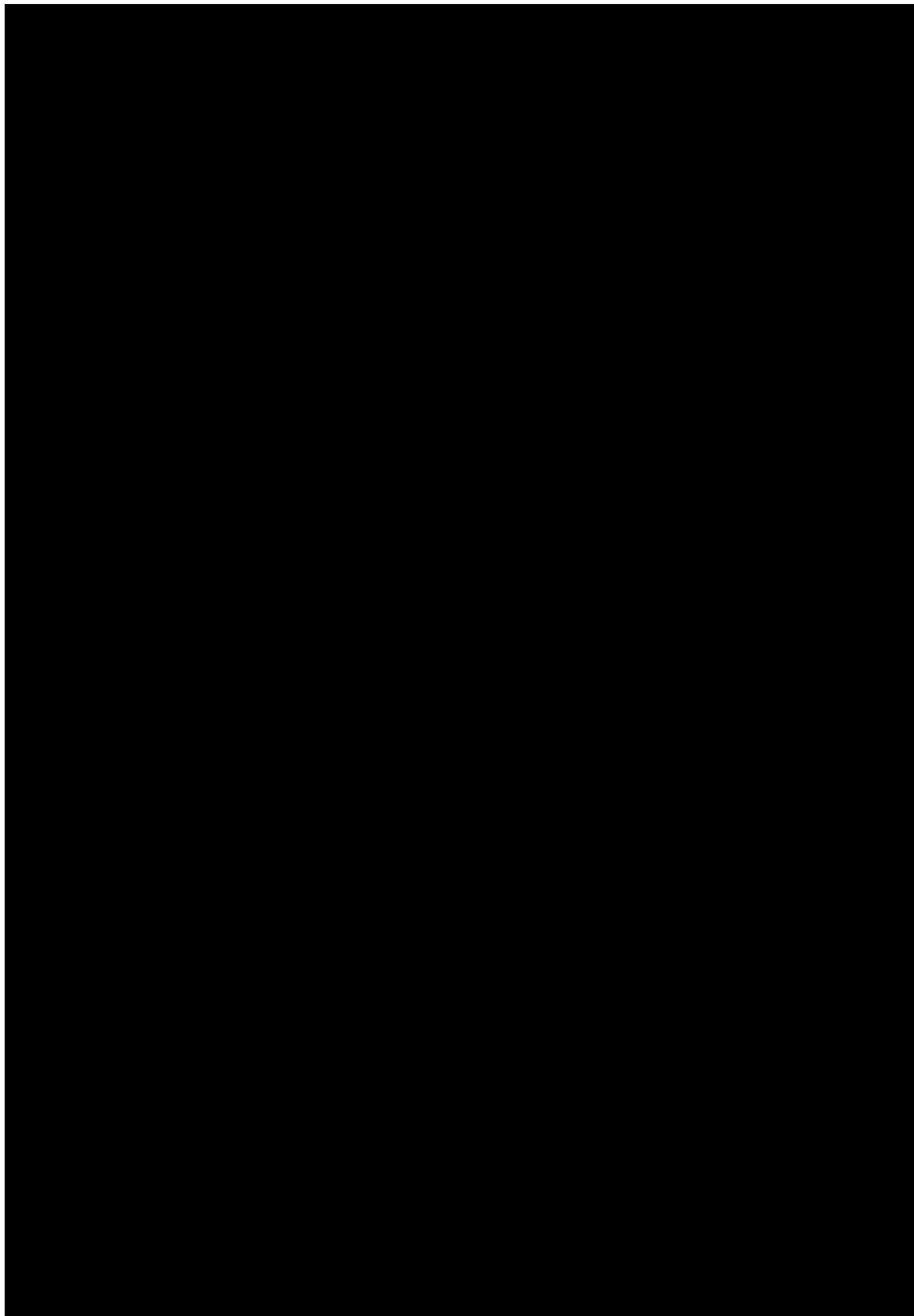
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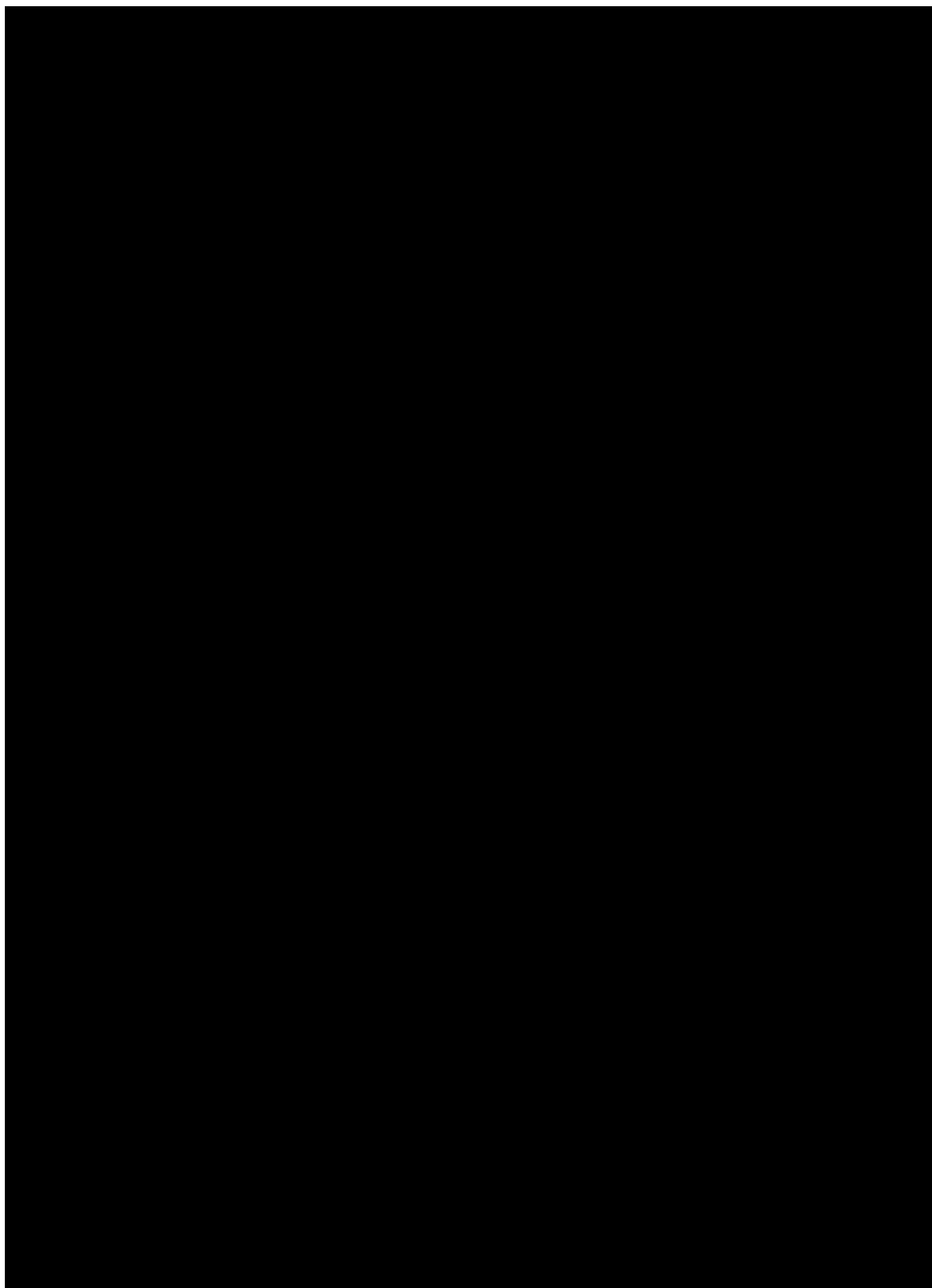
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The first part of the paper discusses the importance of the research and the objectives of the study. It then presents a literature review of the existing research on the topic. The methodology section describes the research design and the data collection process. The results section presents the findings of the study, and the conclusion section summarizes the main points and provides recommendations for future research.

The study was conducted in a laboratory setting, and the data was collected using a series of experiments. The results of the experiments were analyzed using statistical methods, and the findings were compared with the results of previous studies. The study found that there is a significant relationship between the variables being studied, and the results have important implications for the field of research.

The study was limited by several factors, including the sample size and the experimental design. Future research should aim to address these limitations and to explore the relationship between the variables in more detail. The study also has several strengths, including the use of a rigorous methodology and the collection of high-quality data.

In conclusion, the study provides valuable insights into the relationship between the variables being studied, and the findings have important implications for the field of research. The study also highlights the need for further research in this area, and provides recommendations for future studies.

the 1990s, the number of people in the world who are under 15 years of age has increased by 1.2 billion, from 1.1 billion in 1980 to 2.3 billion in 1999. The number of people aged 15 years and over has increased by 1.1 billion, from 1.1 billion in 1980 to 2.2 billion in 1999.

There are a number of reasons why the world population is increasing so rapidly. One of the main reasons is that the number of children born to each woman has increased. In 1980, the average woman in the world had 2.5 children. In 1999, the average woman in the world had 2.7 children. This is a small increase, but it is enough to make a big difference over time.

Another reason why the world population is increasing so rapidly is that the number of people who are living longer is increasing. In 1980, the average person in the world lived for 60 years. In 1999, the average person in the world lived for 65 years. This is a small increase, but it is enough to make a big difference over time.

There are a number of other reasons why the world population is increasing so rapidly. One of the main reasons is that the number of people who are moving from rural areas to urban areas is increasing. In 1980, there were 1.1 billion people living in urban areas. In 1999, there were 2.2 billion people living in urban areas. This is a small increase, but it is enough to make a big difference over time.

Another reason why the world population is increasing so rapidly is that the number of people who are moving from developing countries to developed countries is increasing. In 1980, there were 1.1 billion people living in developed countries. In 1999, there were 2.2 billion people living in developed countries. This is a small increase, but it is enough to make a big difference over time.

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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.

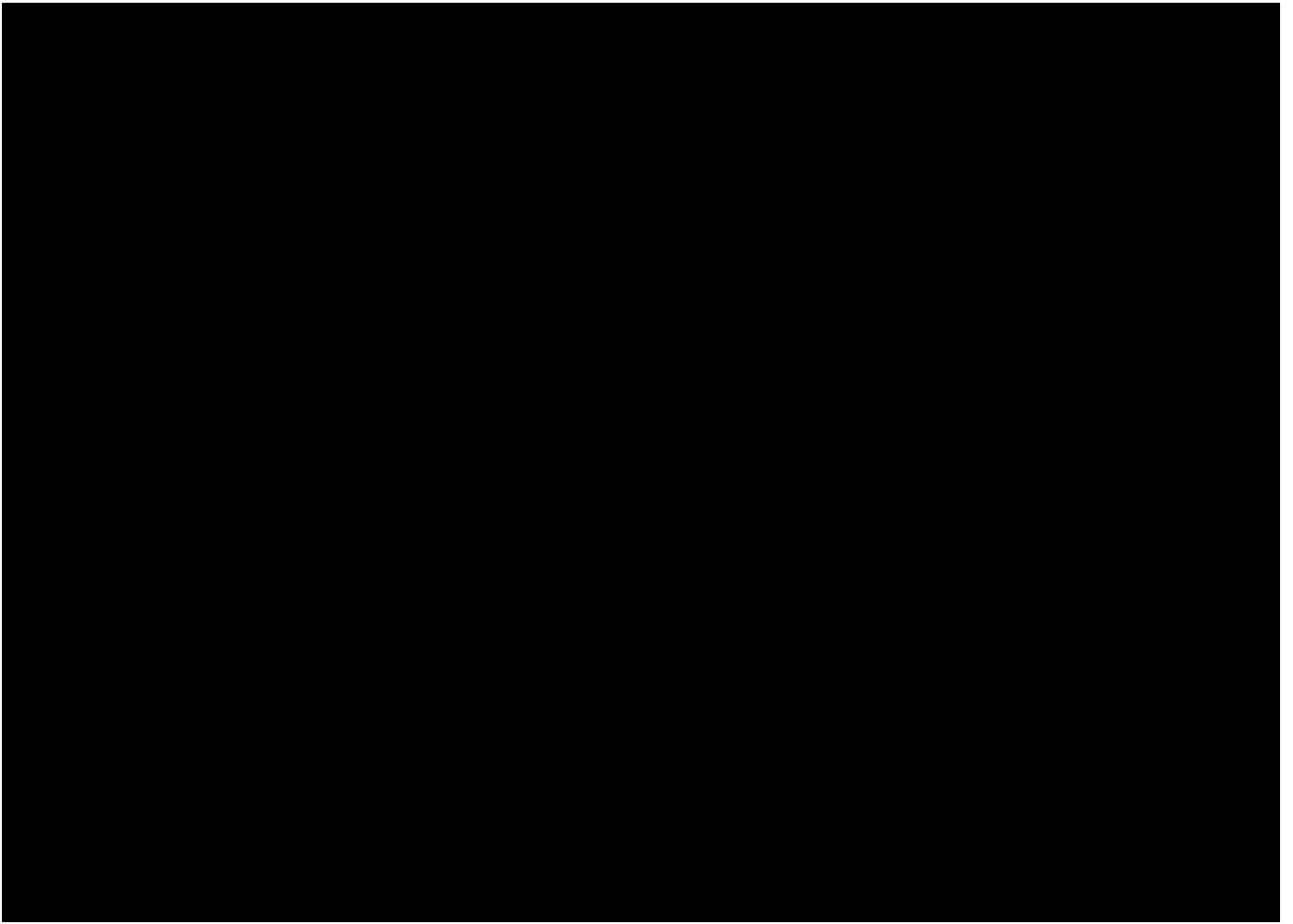
The research was conducted in a systematic and rigorous manner, following the principles of good research practice. The data were collected from a representative sample of the population, and the analysis was carried out using appropriate statistical methods. The results of the study are presented in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

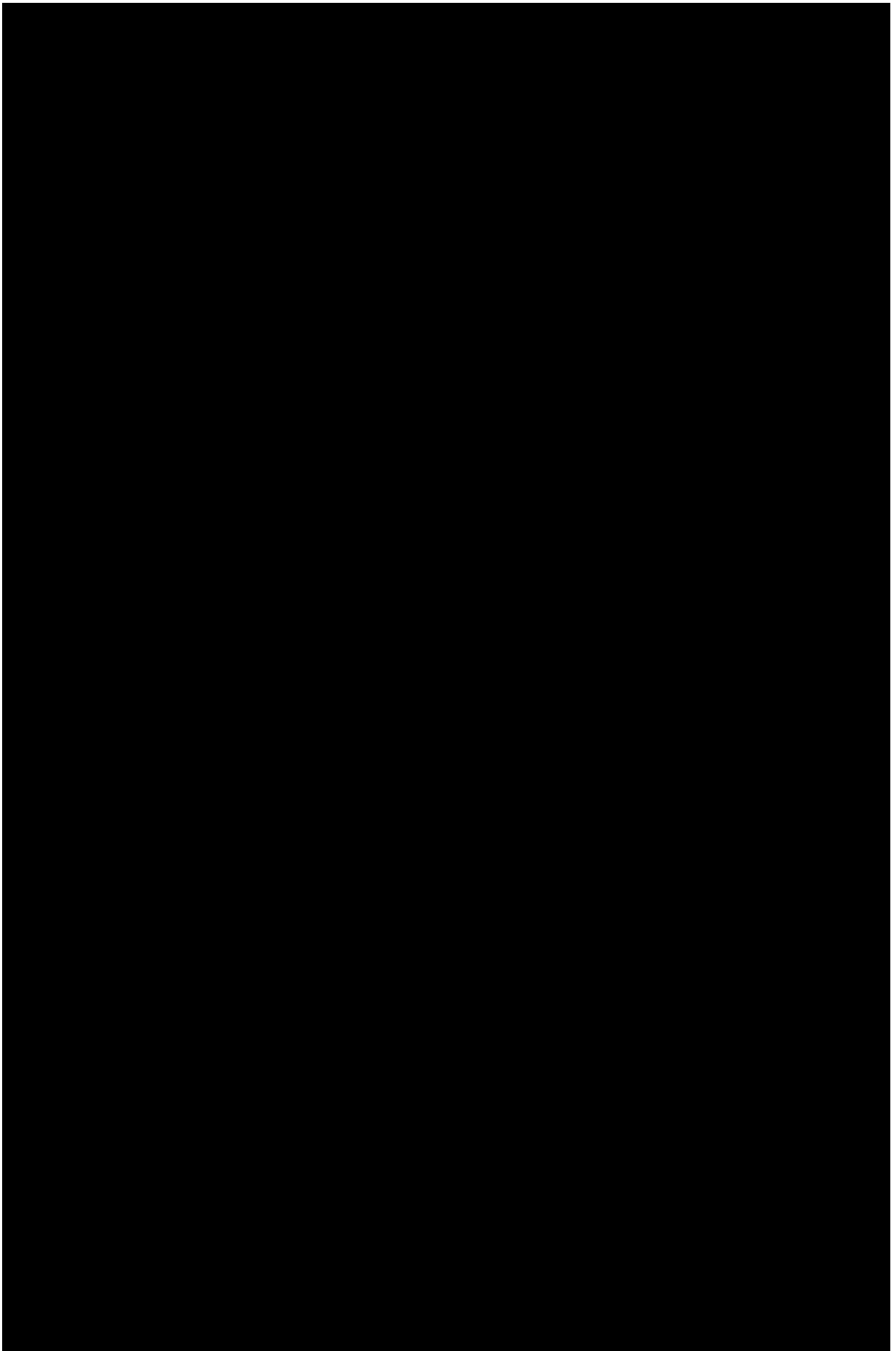
The study has several strengths, including a large sample size, a well-defined research design, and the use of appropriate statistical methods. However, there are also some limitations, such as the potential for bias in the sample and the fact that the study is cross-sectional. Despite these limitations,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

The findings of the study have important implications for practice and policy. They suggest that there is a need for further research in this area, and that the results can be used to inform decision-making. The study also highlights the importance of the research and the need for a systematic approach to the study of this topic.

In conclusion, the study provides a comprehensive overview of the topic and identifies the gaps in the existing research. It also presents the findings of the study and offers suggestions for future research. The study is a valuable contribution to the field and provides important insights into the topic.

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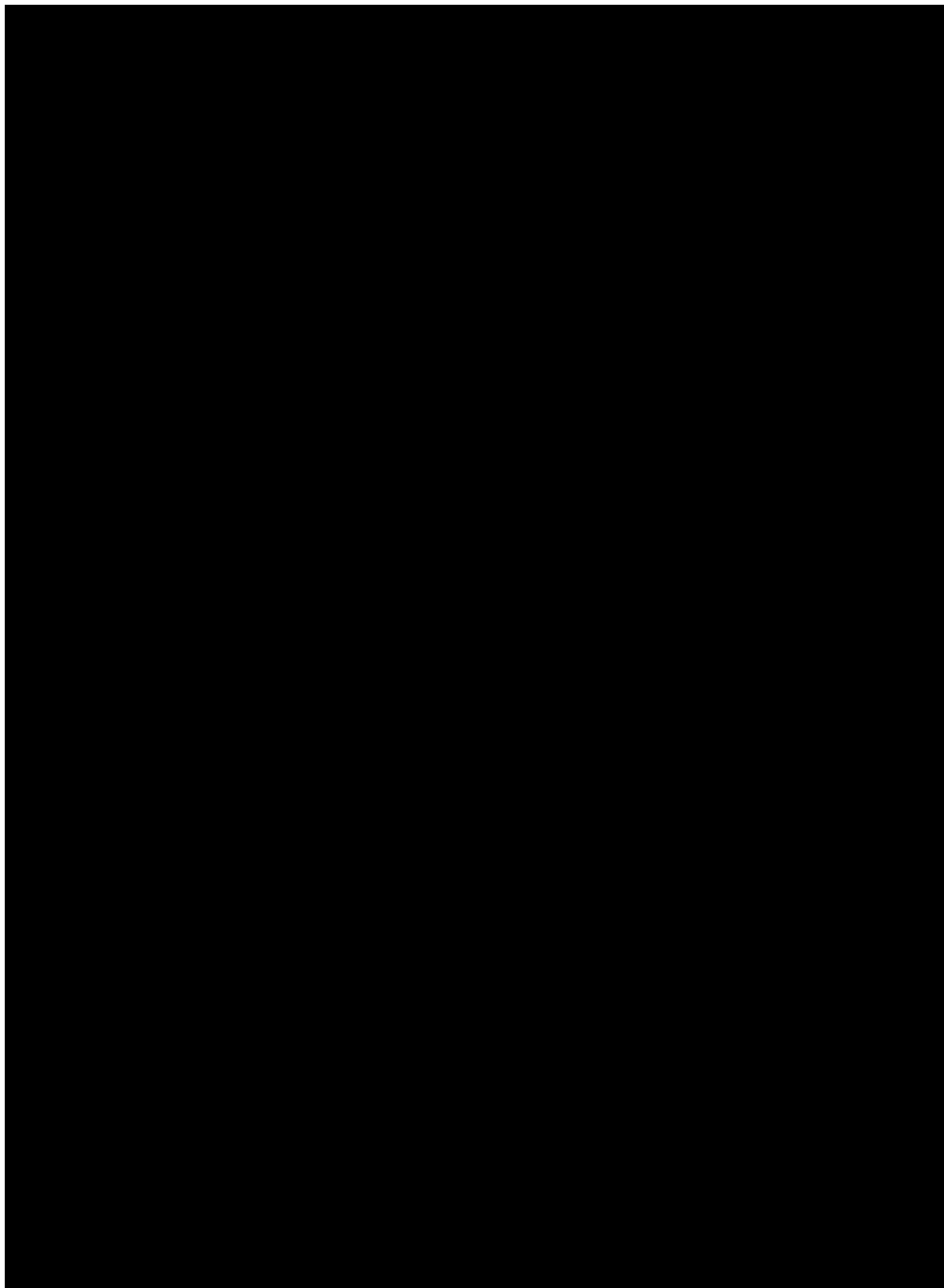


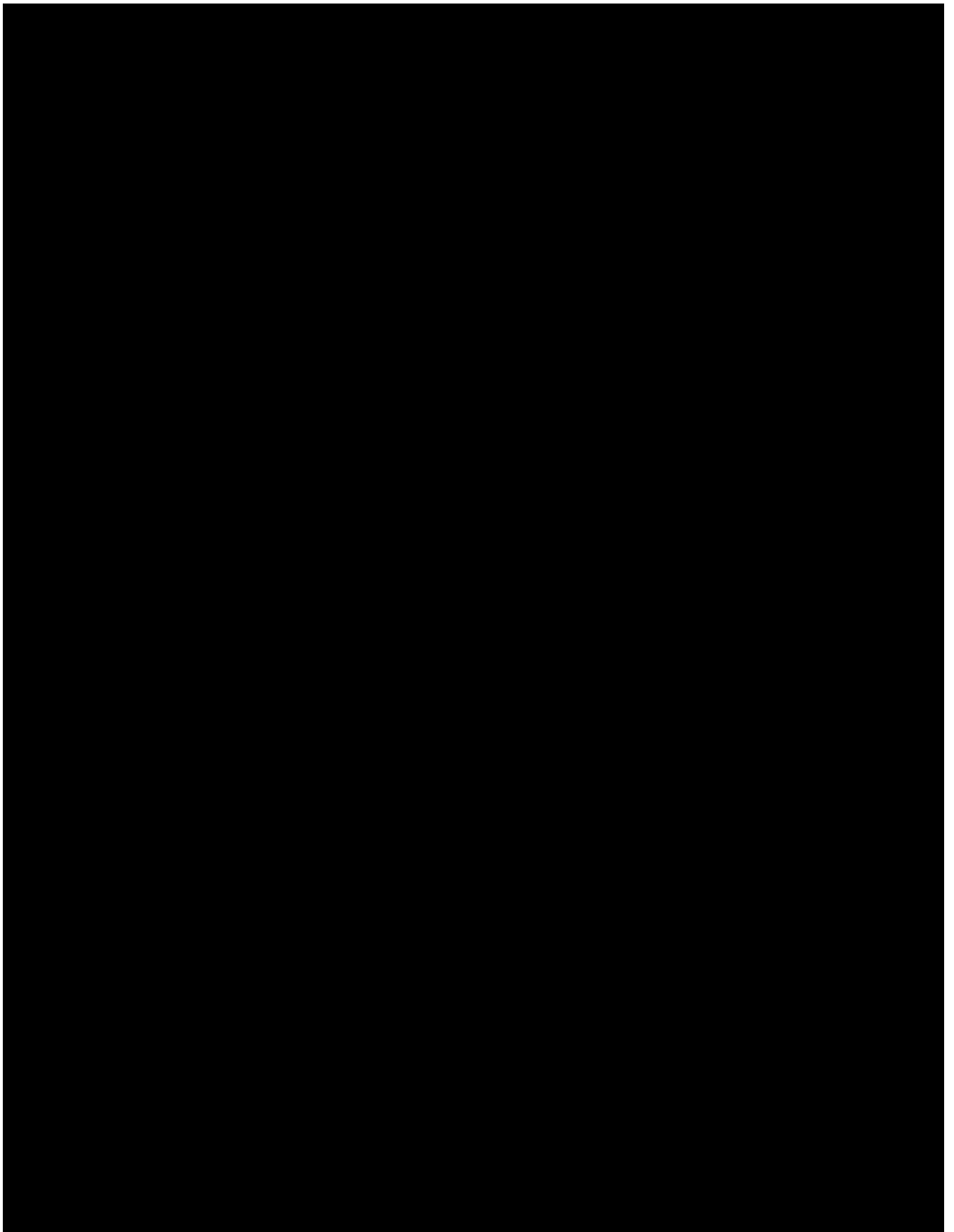


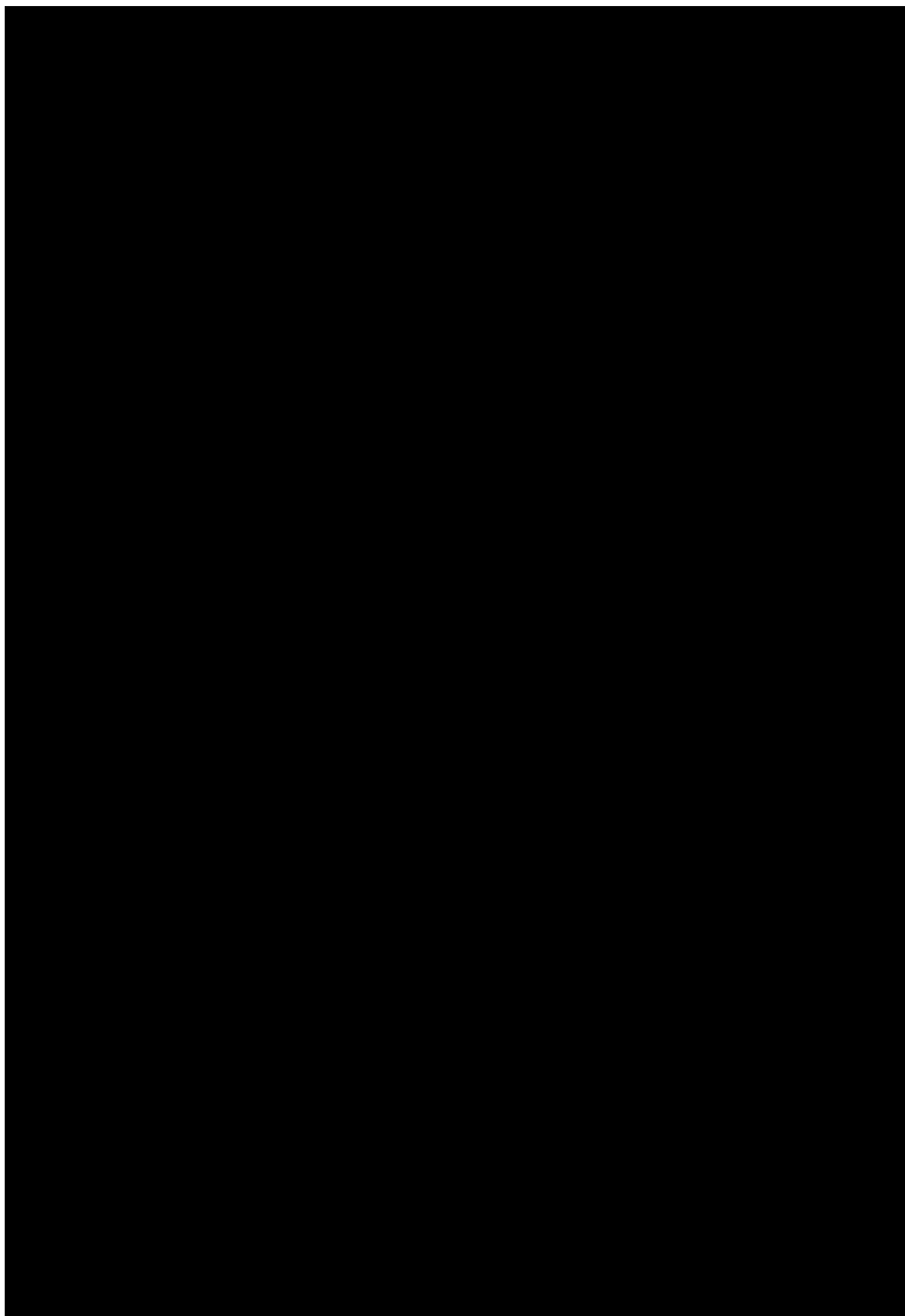
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the 1990s, the number of people with a mental health problem has increased by 50% (Mental Health Foundation 1999).

There is a growing awareness of the need to address the needs of people with mental health problems. The Department of Health (1999) has set out a vision for mental health care in the UK, and the NHS (2000) has set out a strategy for mental health care. The NHS (2000) strategy for mental health care is based on the following principles:

- People with mental health problems should be treated as individuals, with their own needs and wishes.
- People with mental health problems should be given the opportunity to participate in decisions about their care.
- People with mental health problems should be given the opportunity to live in the community.
- People with mental health problems should be given the opportunity to work and to study.

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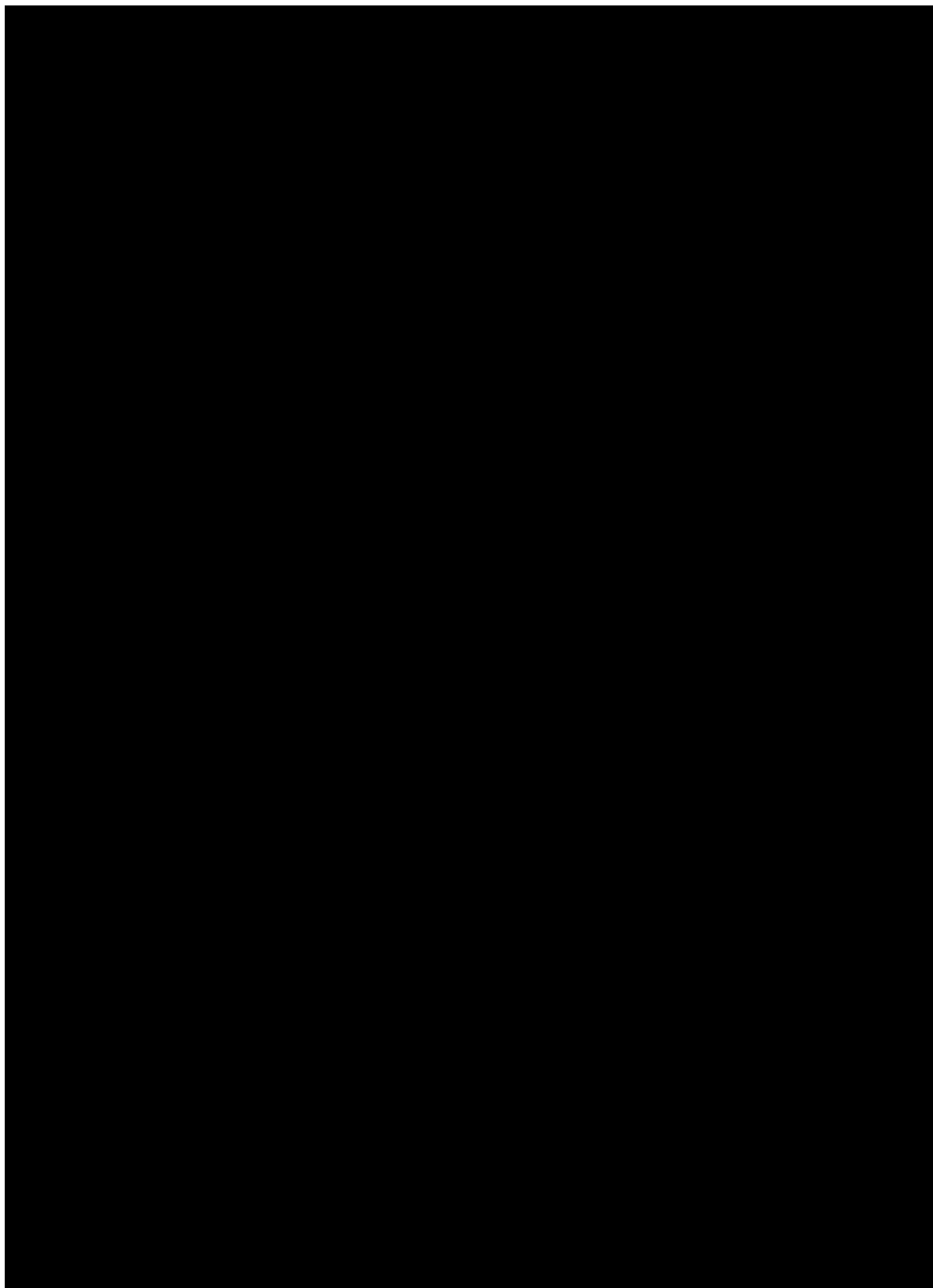
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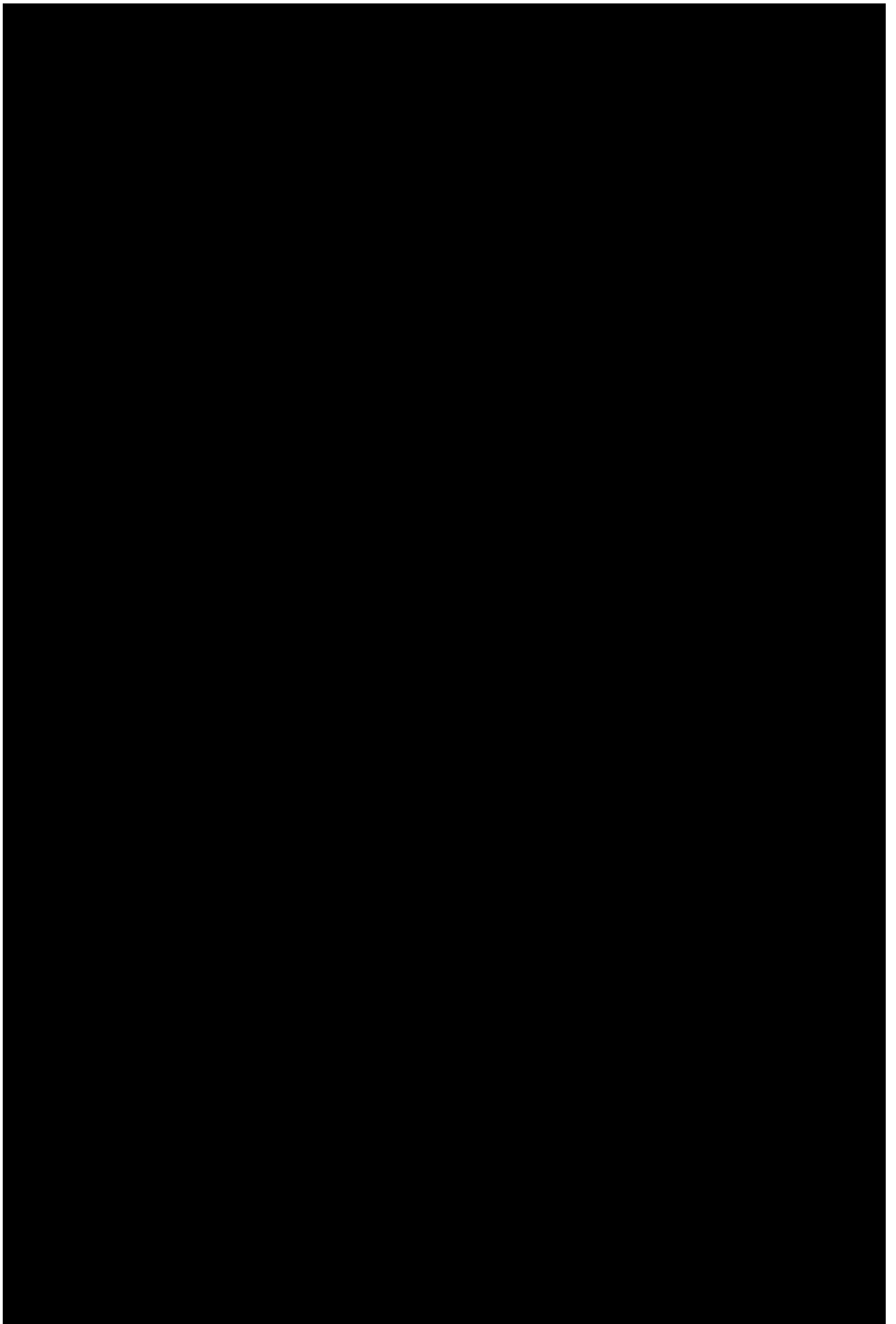
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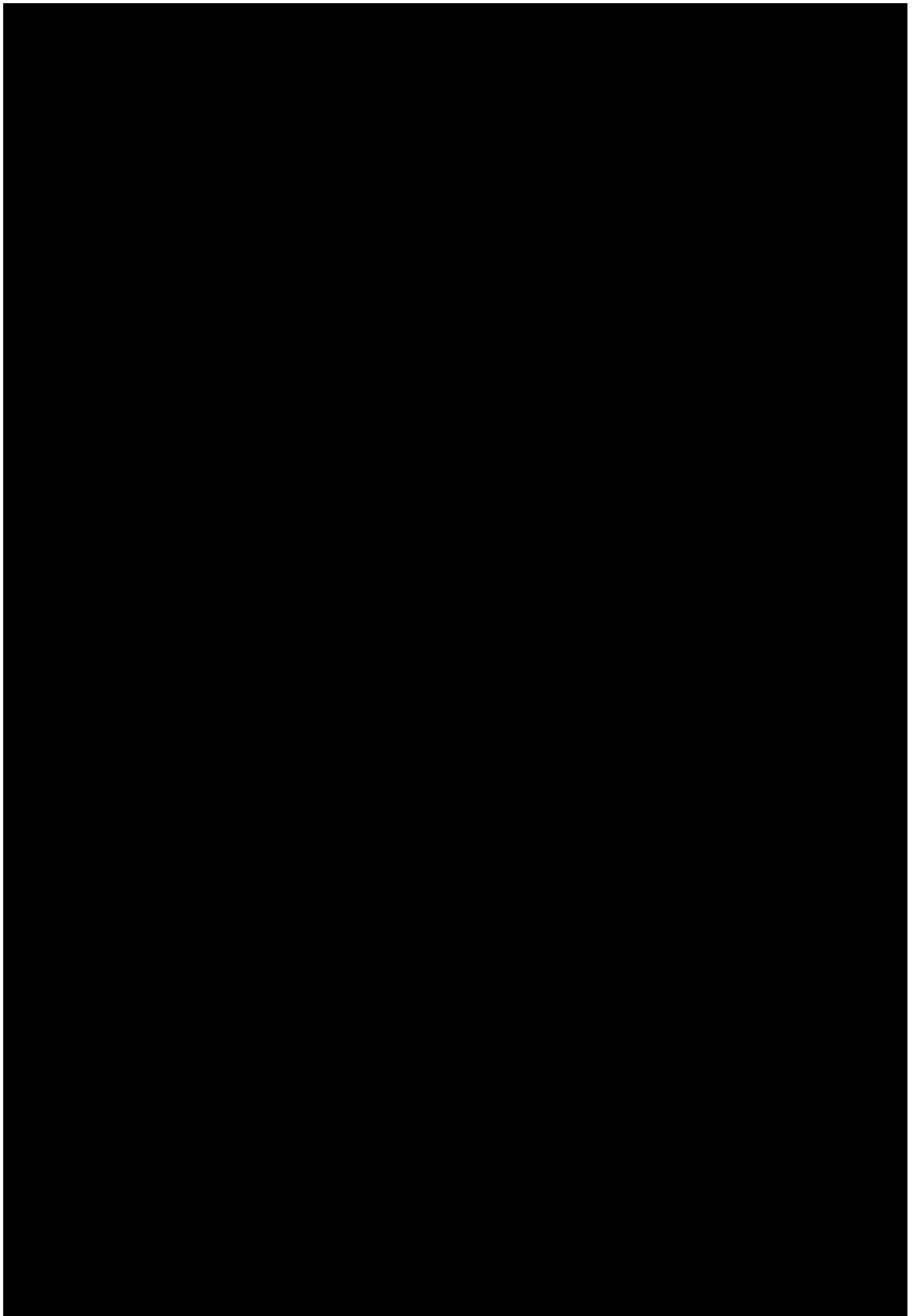
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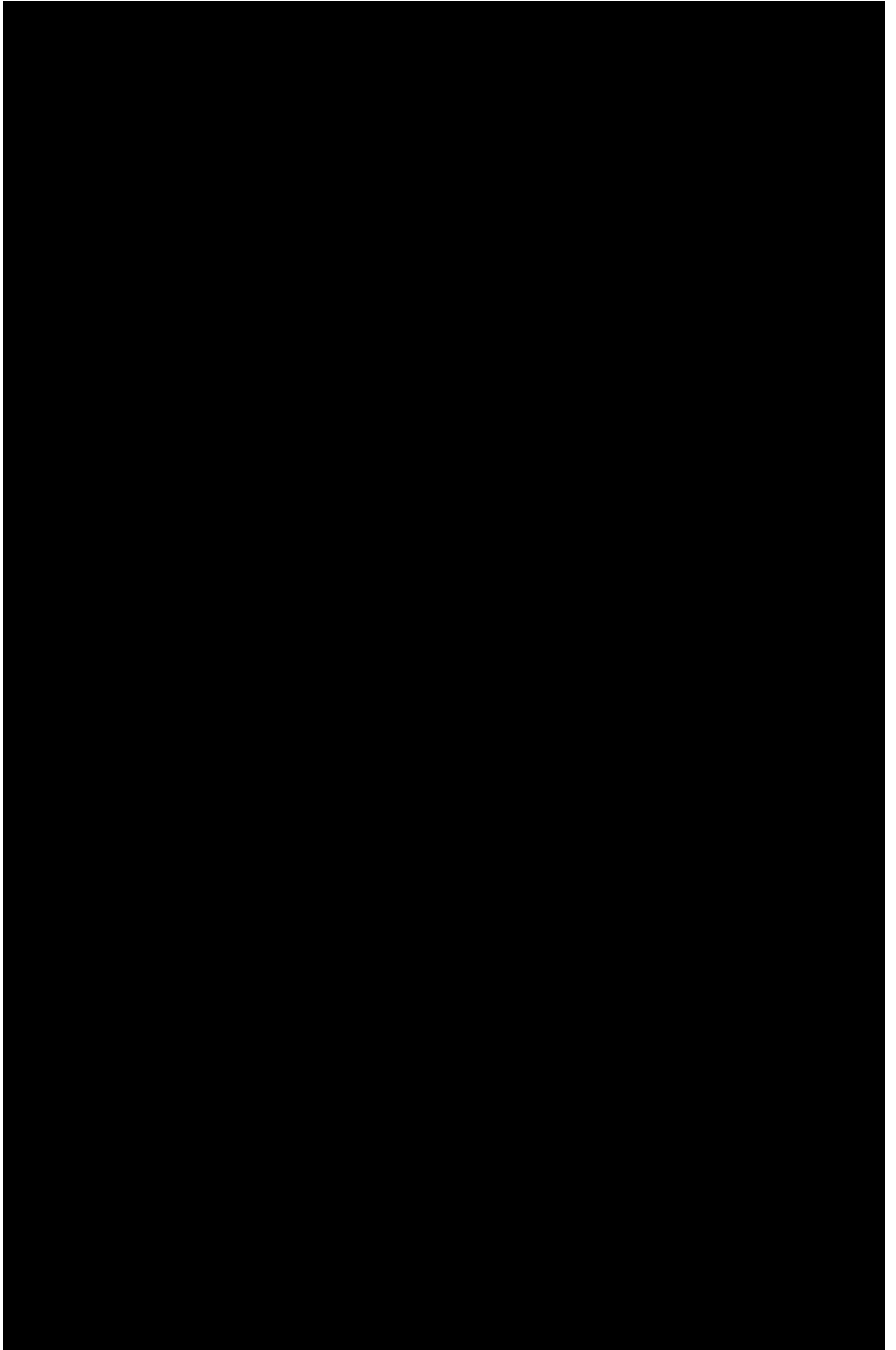
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the 1990s, the number of people in the world who are under 15 years of age has increased from 1.1 billion to 1.5 billion. The number of people aged 65 and over has increased from 200 million to 350 million. The number of people aged 15–64 years has increased from 1.5 billion to 2.1 billion.

There are a number of factors that have contributed to the increase in the number of people in the world who are under 15 years of age. One of the main factors is the decline in the death rate, which has led to a significant increase in the number of people who survive into adulthood. Another factor is the increase in the number of people who are having children, which has led to a significant increase in the number of people who are born.

The increase in the number of people in the world who are under 15 years of age has a number of implications for the world's population. One of the main implications is that it will lead to a significant increase in the number of people who are dependent on others for their support. This will have a significant impact on the world's economy and on the world's environment.

Another implication is that it will lead to a significant increase in the number of people who are in need of education and training. This will have a significant impact on the world's economy and on the world's environment. It will also have a significant impact on the world's social structure.

The increase in the number of people in the world who are under 15 years of age is a significant challenge for the world's population. It is a challenge that will require a significant effort to address. It is a challenge that will require a significant effort to address.

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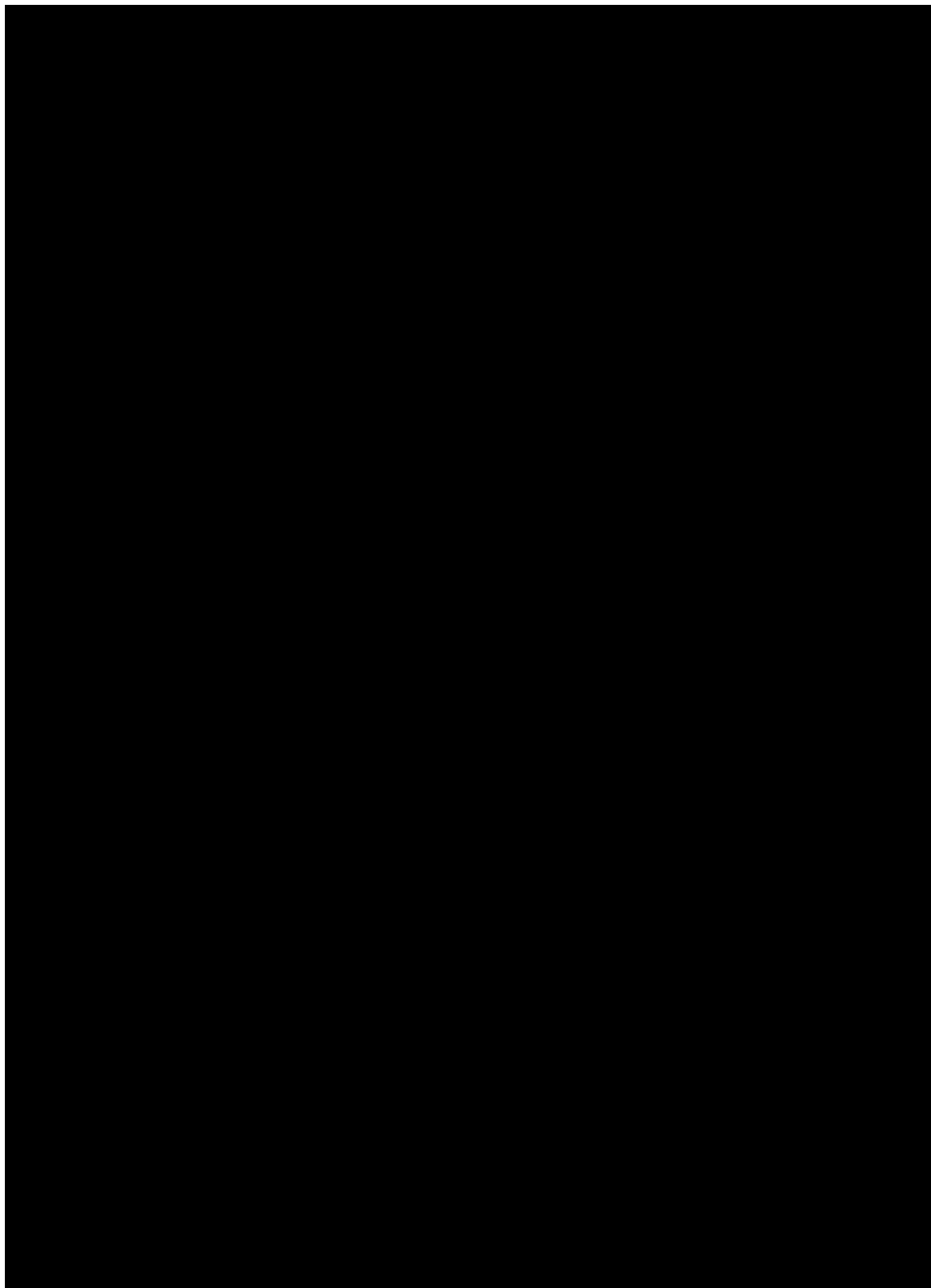
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the 1990s, the number of people in the UK who are aged 65 and over has increased by 1.5 million, and the number of people aged 75 and over has increased by 1.1 million (Office for National Statistics 1999). The number of people aged 65 and over is projected to increase to 6.5 million by 2011, and the number of people aged 75 and over to 4.5 million (Office for National Statistics 1999).

There is a growing awareness of the need to develop services to meet the needs of older people, and a number of initiatives have been developed to address this need. The Department of Health (1999) has published a strategy for older people, which sets out the government's commitment to improve the lives of older people, and to ensure that they are able to live independently and actively for as long as possible.

The strategy identifies a number of key areas for action, including: improving the health and social care services available to older people; promoting independence and active living; and ensuring that older people are able to live in their own homes for as long as possible. The strategy also identifies a number of key challenges, including: the need to develop services that are able to meet the needs of older people who are living with long-term conditions; the need to develop services that are able to meet the needs of older people who are living in care homes; and the need to develop services that are able to meet the needs of older people who are living in the community.

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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 common serotype isolated from patients with acute bacterial dysentery in the United Kingdom [12]. In the 1980s, *S. flexneri* was the second most common serotype isolated from patients with acute bacterial dysentery in the United Kingdom [13]. In the 1990s, *S. flexneri* was the most common serotype isolated from patients with acute bacterial dysentery in the United Kingdom [14].

The aim of this study was to determine the epidemiology of *S. flexneri* in the United Kingdom. We determined the serotypes of *S. flexneri* isolated from patients with acute bacterial dysentery in the United Kingdom, and we determined the distribution of *S. flexneri* serotypes in the United Kingdom. We also determined the distribution of *S. flexneri* serotypes in the United Kingdom, and we determined the distribution of *S. flexneri* serotypes in the United Kingdom.

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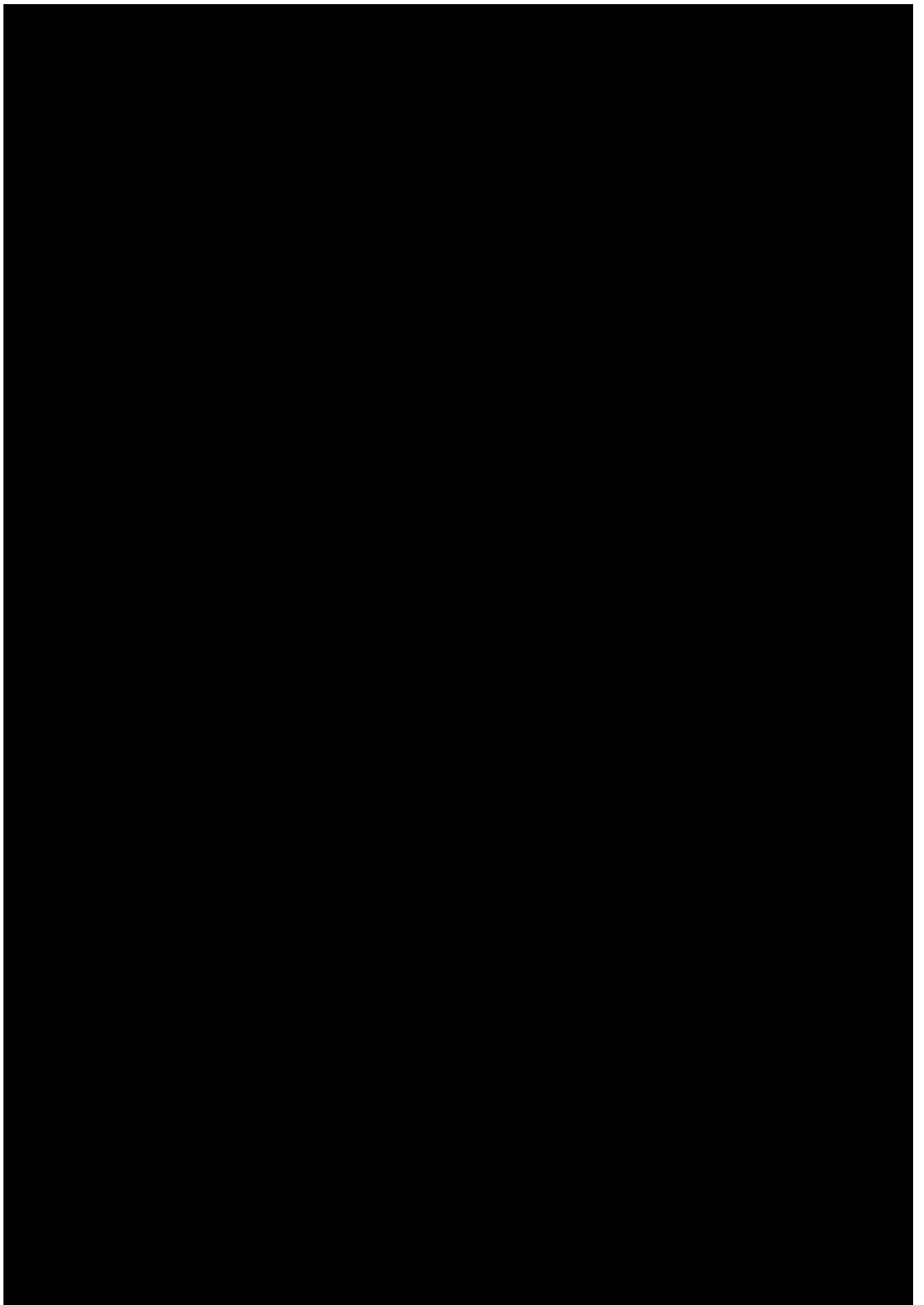
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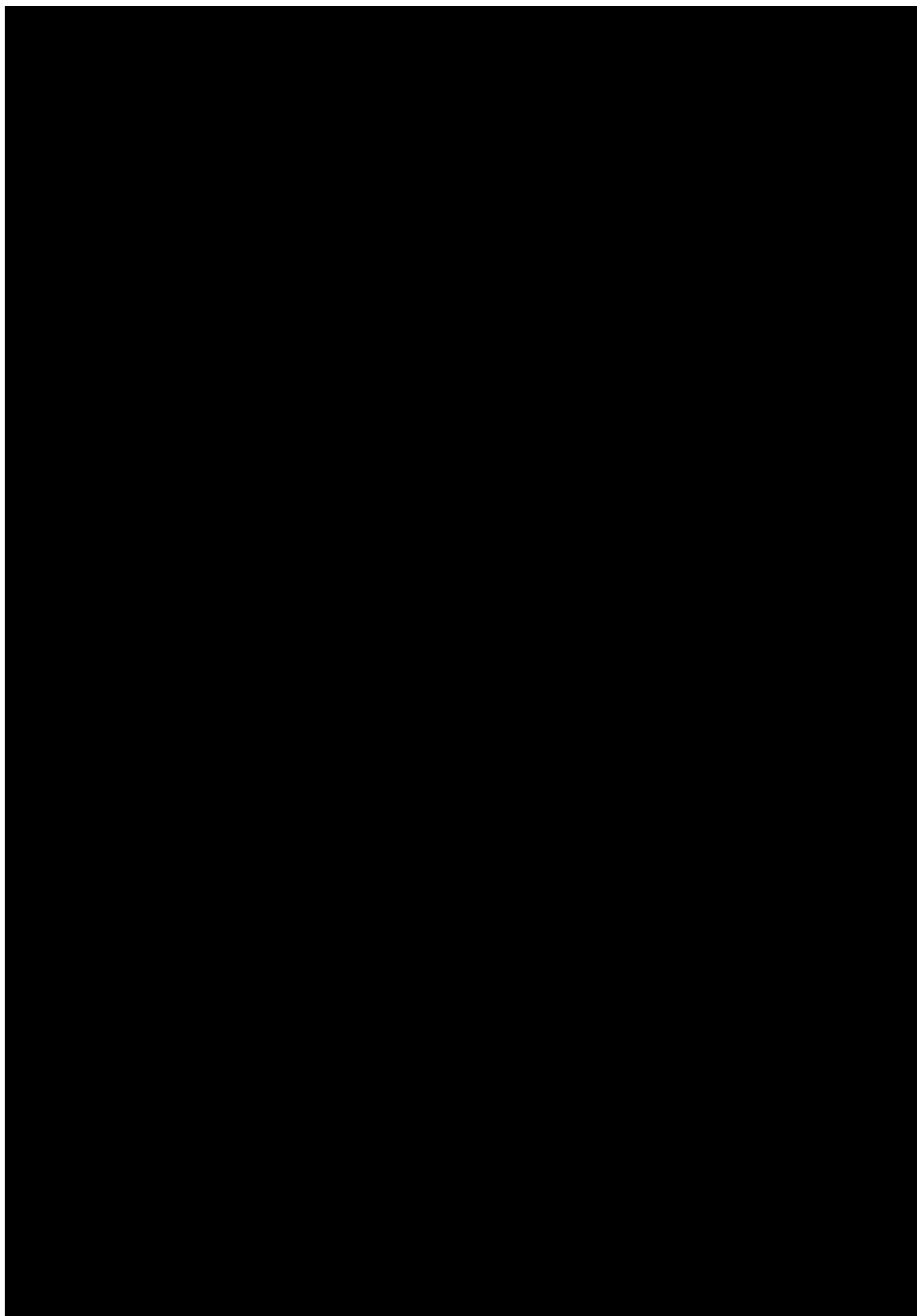
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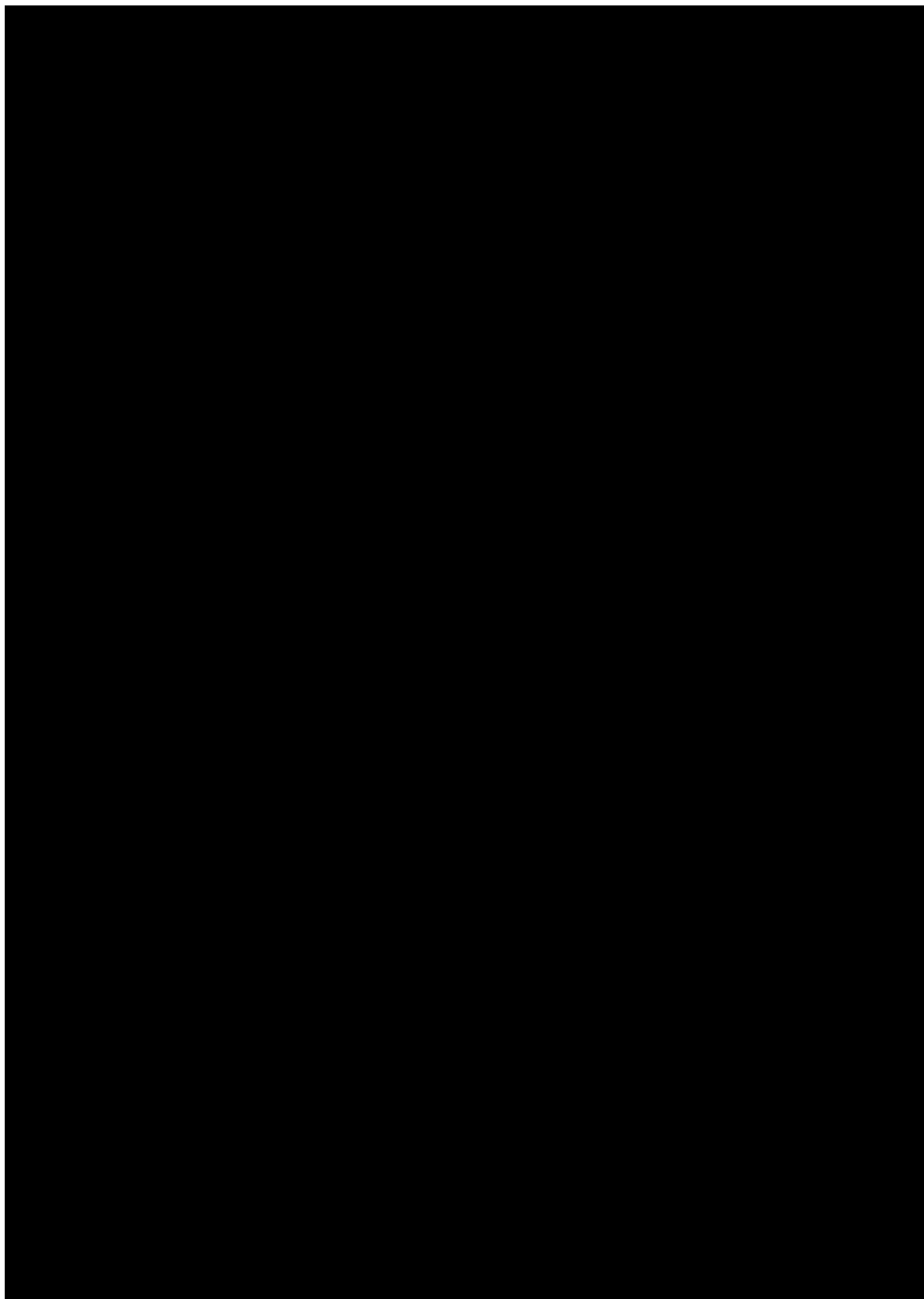
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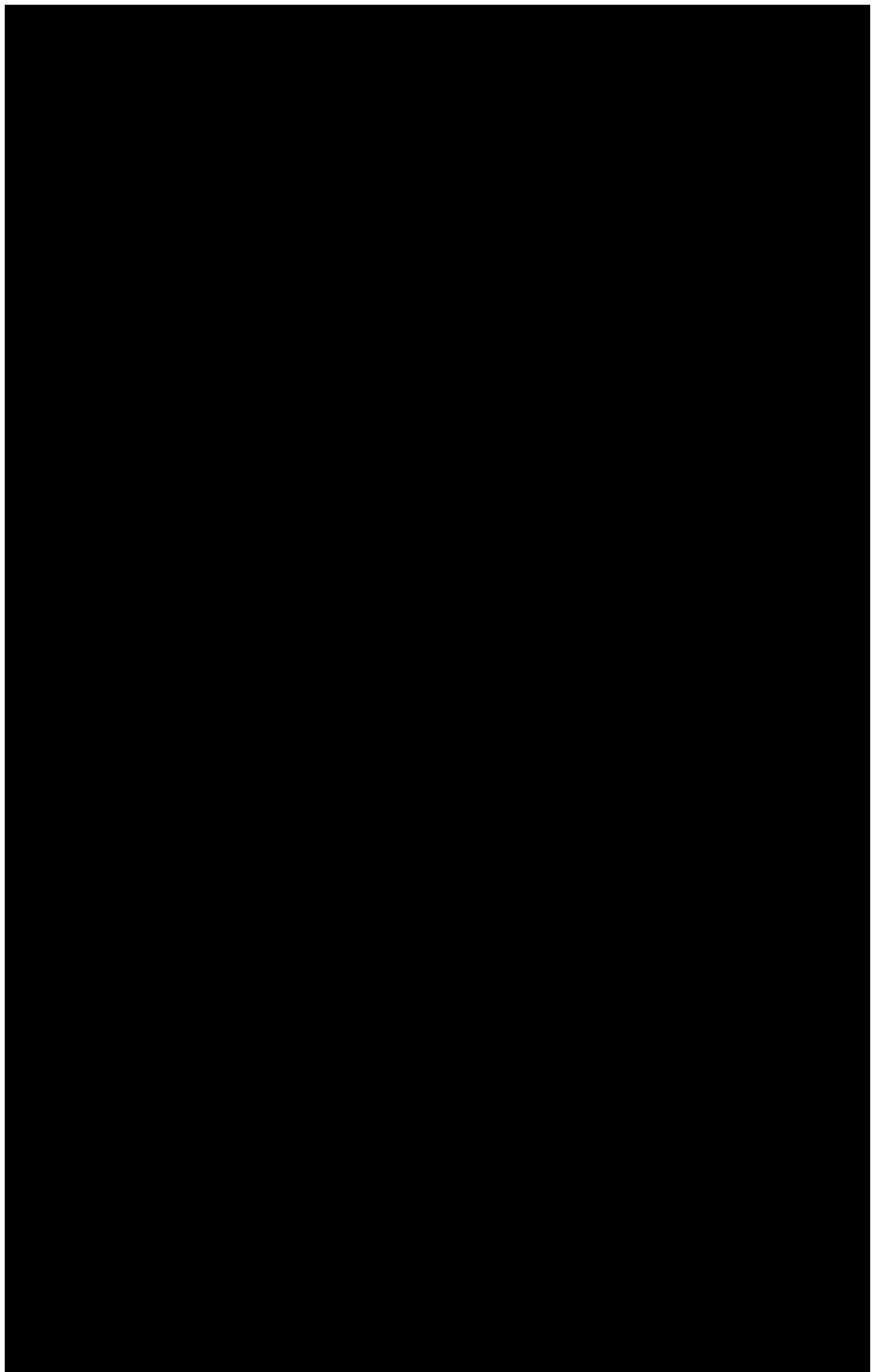
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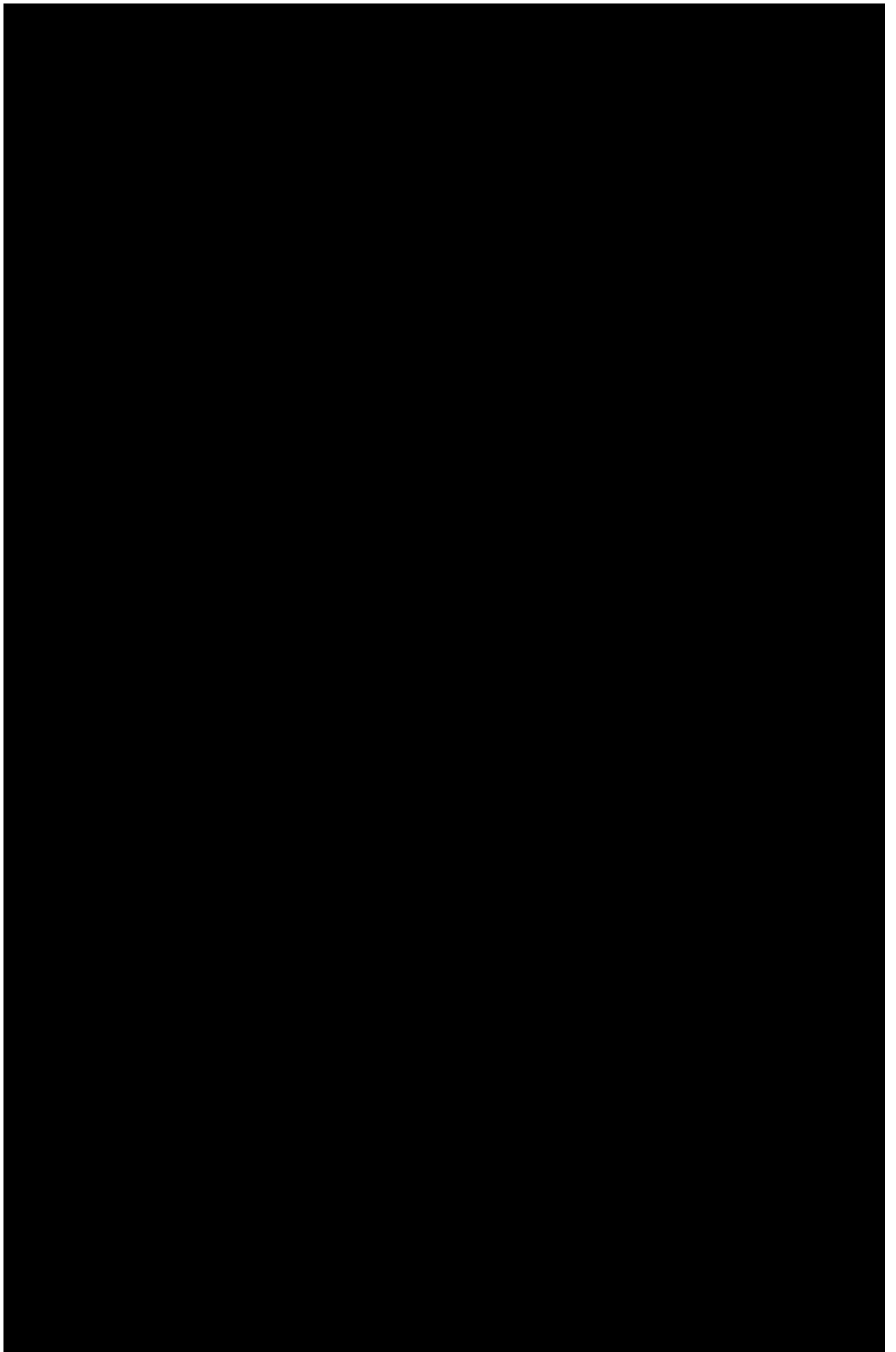


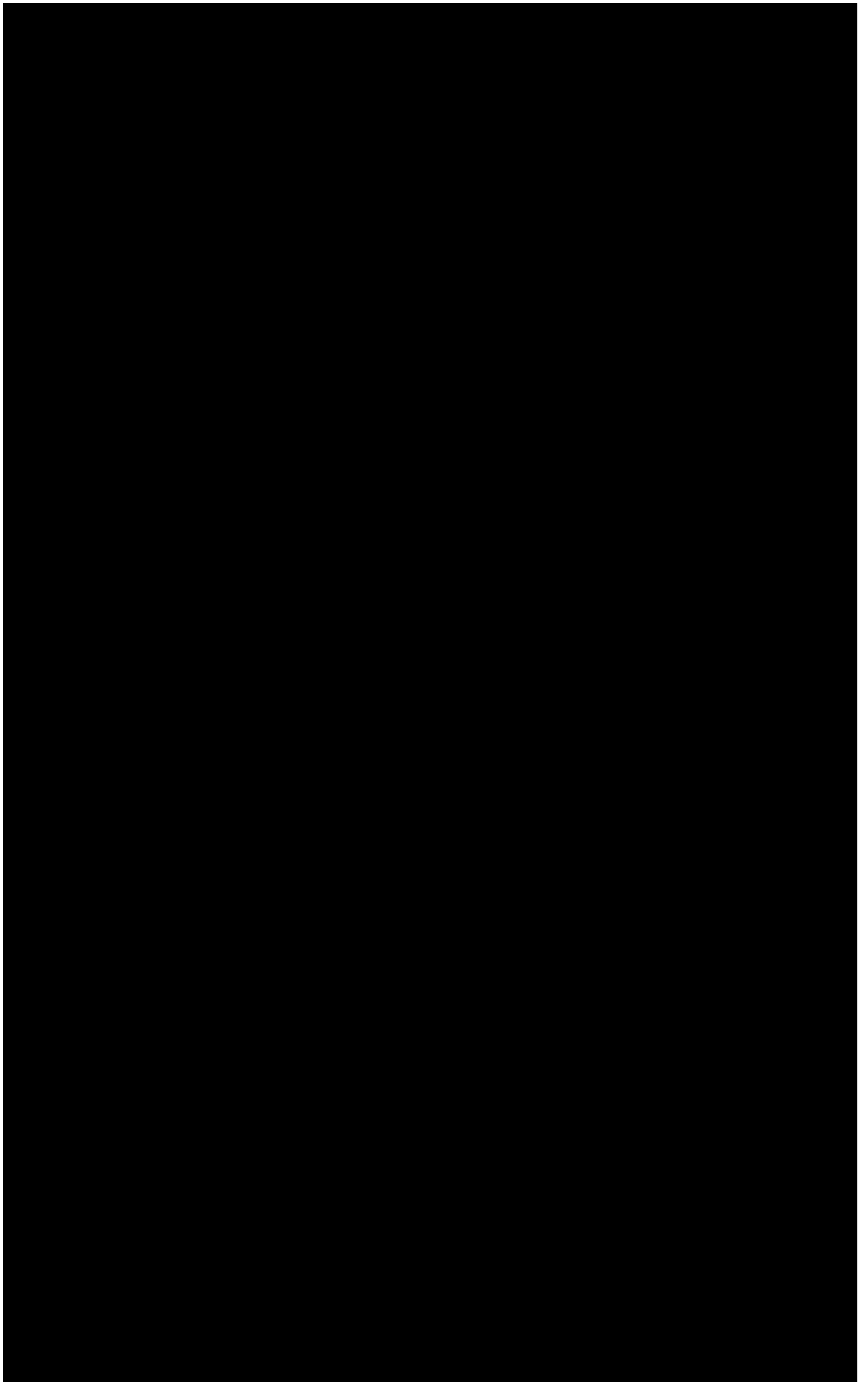


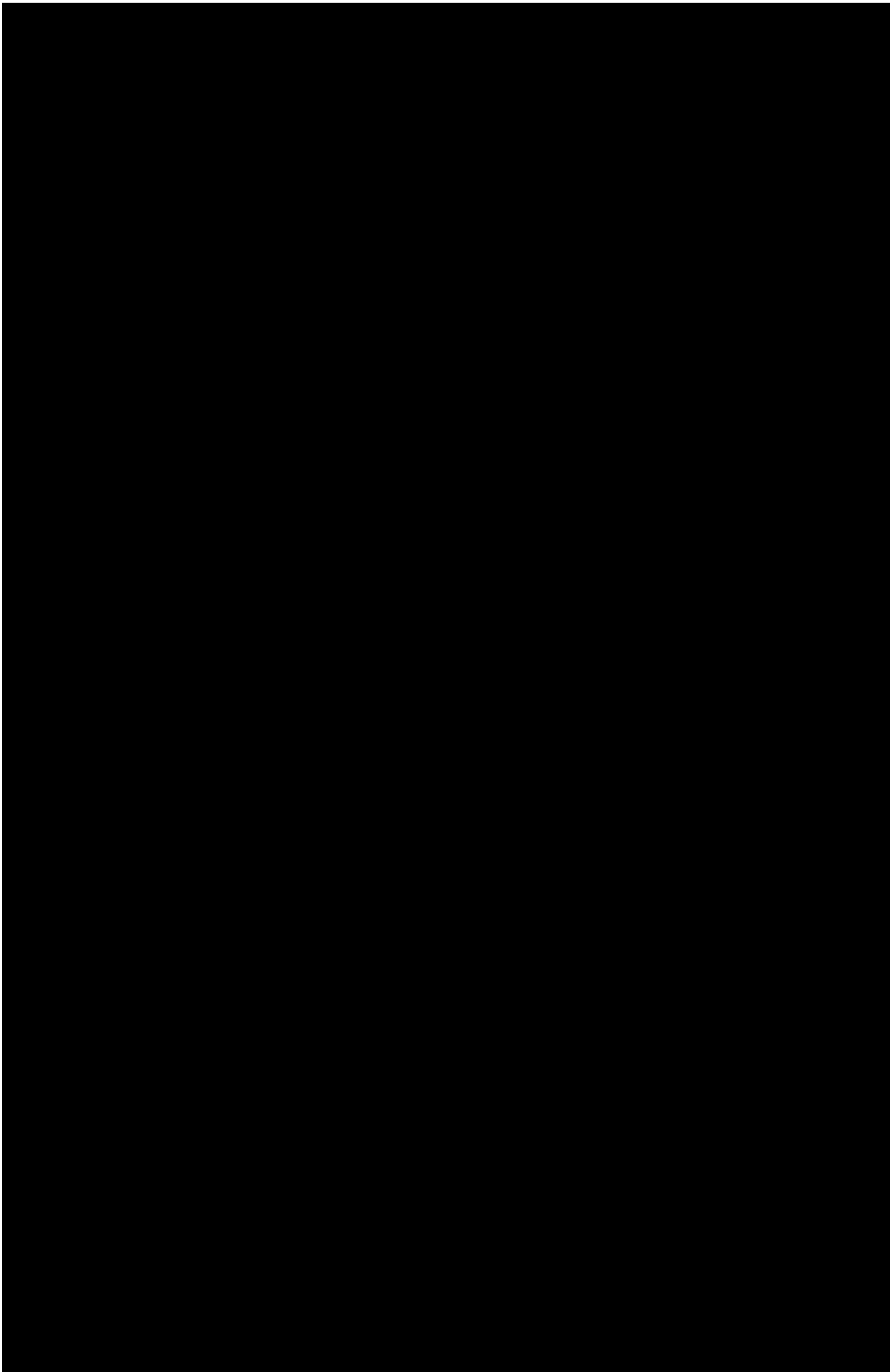


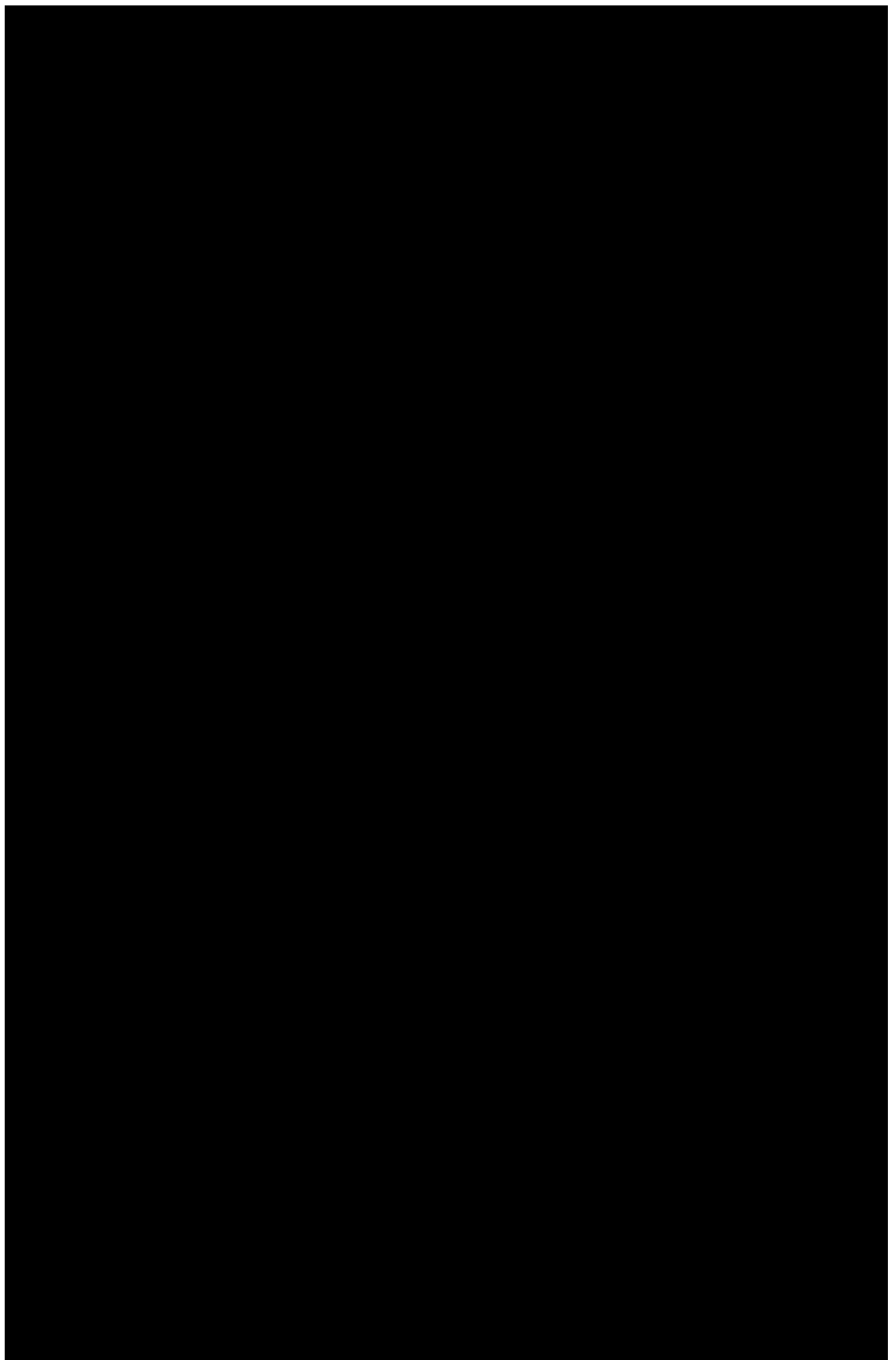












the 1990s, the number of people with a mental health problem has increased by 50% (Mental Health Foundation 1999). The prevalence of mental health problems has increased in the general population, and the incidence of mental health problems has increased in the prison population.

There is a growing awareness of the need to address the mental health needs of prisoners. The Prison Service has a duty to provide mental health services for prisoners, and the Prison Service has a duty to provide mental health services for prisoners. The Prison Service has a duty to provide mental health services for prisoners, and the Prison Service has a duty to provide mental health services for prisoners.

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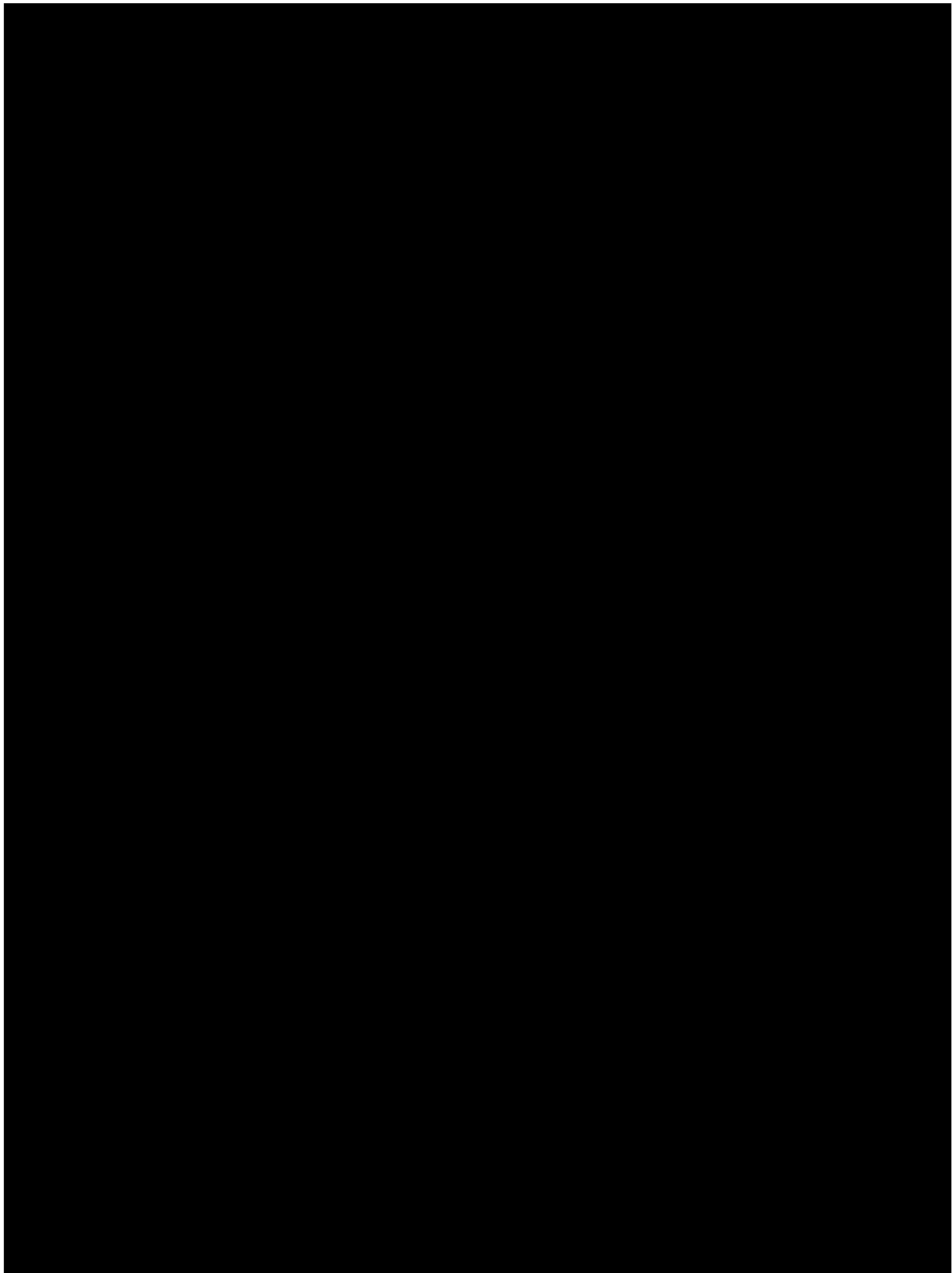
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There is a growing awareness of the need to improve the mental health of people in the public sector. The Department of Health (1995) has published a strategy for mental health care, which includes a commitment to improve the mental health of people in the public sector. The strategy states that 'the mental health of people in the public sector should be a priority for all public sector employers'.

The Department of Health (1995) has also published a list of indicators for the mental health of people in the public sector. These indicators are designed to help public sector employers to monitor the mental health of their employees and to identify areas where improvement is needed. The indicators are: (1) the prevalence of mental health problems, (2) the incidence of mental health problems, (3) the duration of mental health problems, (4) the cost of mental health problems, and (5) the impact of mental health problems on the public sector.

The Department of Health (1995) has also published a list of actions that public sector employers should take to improve the mental health of their employees. These actions are: (1) to provide a safe and healthy working environment, (2) to provide a supportive and caring working environment, (3) to provide a fair and equitable working environment, (4) to provide a challenging and stimulating working environment, and (5) to provide a flexible and adaptable working environment.

The Department of Health (1995) has also published a list of resources that public sector employers can use to improve the mental health of their employees. These resources are: (1) the Mental Health Act 1983, (2) the Mental Health Act 1994, (3) the Mental Health Act 1995, (4) the Mental Health Act 1996, and (5) the Mental Health Act 1997.

The Department of Health (1995) has also published a list of organizations that public sector employers can contact for advice and support. These organizations are: (1) the Department of Health, (2) the Department of Social Security, (3) the Department of Education, (4) the Department of the Environment, and (5) the Department of Transport.

The Department of Health (1995) has also published a list of publications that public sector employers can use to improve the mental health of their employees. These publications are: (1) *Mental Health: A Strategy for Action*, (2) *Mental Health: A Guide to the Law*, (3) *Mental Health: A Guide to the Services*, and (4) *Mental Health: A Guide to the Research*.

The Department of Health (1995) has also published a list of websites that public sector employers can use to improve the mental health of their employees. These websites are: (1) the Department of Health website, (2) the Department of Social Security website, (3) the Department of Education website, (4) the Department of the Environment website, and (5) the Department of Transport website.

the 'information' and 'communication' fields. The 'information' field is defined as:

...the study of the processes of information production, distribution, access, use and evaluation, and the study of the social, cultural, economic and political contexts in which these processes take place. (p. 10)

The 'communication' field is defined as:

...the study of the processes of communication production, distribution, access, use and evaluation, and the study of the social, cultural, economic and political contexts in which these processes take place. (p. 10)

The 'information science' field is defined as:

...the study of the processes of information production, distribution, access, use and evaluation, and the study of the social, cultural, economic and political contexts in which these processes take place. (p. 10)

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The first of these is the *Journal of the American Medical Association* (JAMA), which has been a leading voice in the medical profession for over a century. It is a weekly publication that covers a wide range of topics, from clinical medicine to public health. The second is the *New England Journal of Medicine* (NEJM), which is a leading journal in the field of internal medicine. The third is the *Lancet*, which is a leading journal in the field of general practice. The fourth is the *British Medical Journal* (BMJ), which is a leading journal in the field of general practice. The fifth is the *Medical Record*, which is a leading journal in the field of general practice. The sixth is the *Medical Record*, which is a leading journal in the field of general practice. The seventh is the *Medical Record*, which is a leading journal in the field of general practice. The eighth is the *Medical Record*, which is a leading journal in the field of general practice. The ninth is the *Medical Record*, which is a leading journal in the field of general practice. The tenth is the *Medical Record*, which is a leading journal in the field of general practice.

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The 'information management' field is defined as:

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The 'information law' field is defined as:

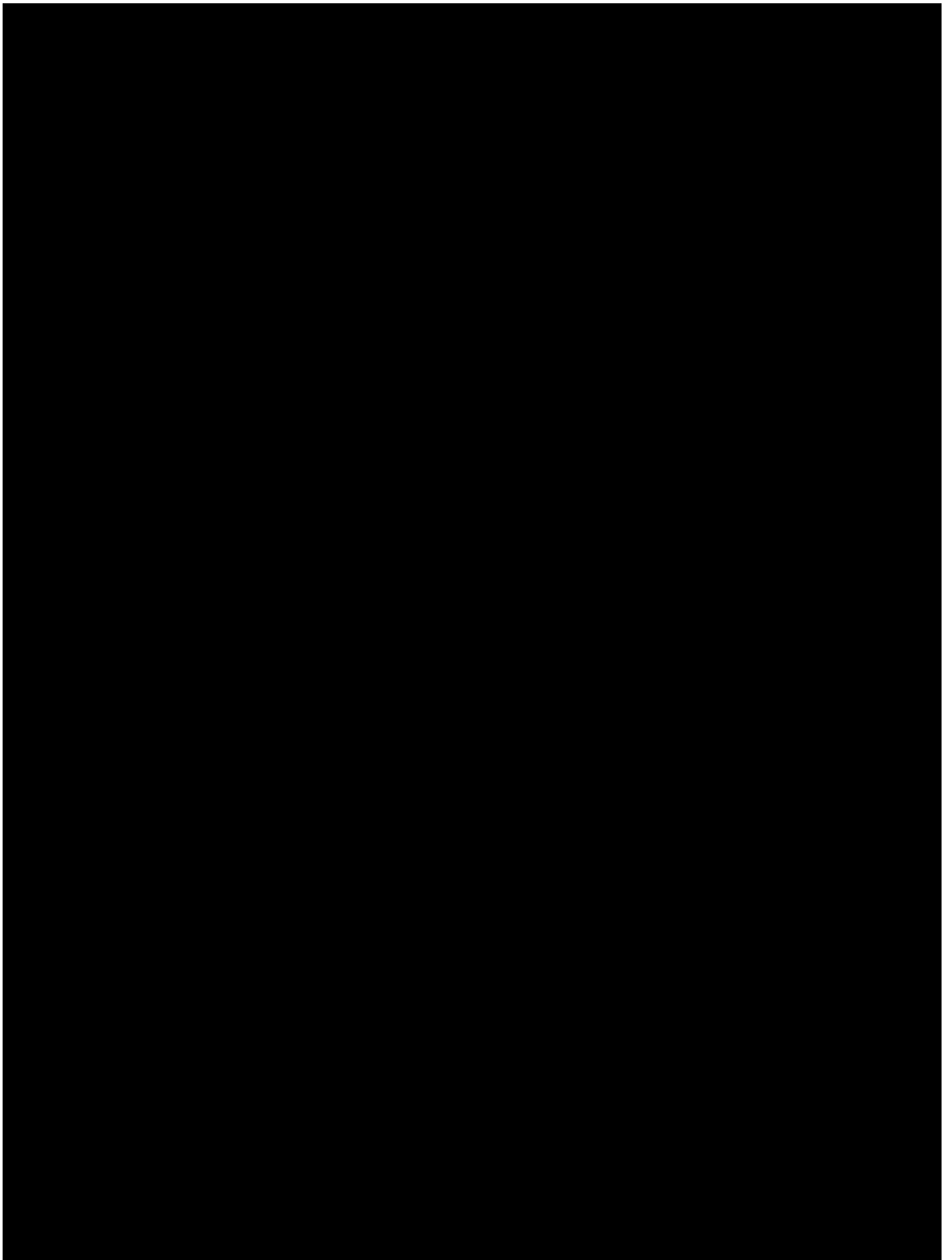
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The 'information education' field is defined as:

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the 1990s, the number of people in the world who are under 15 years of age has increased from 1.1 billion to 1.5 billion. The number of people aged 65 and over has increased from 200 million to 350 million. The number of people aged 15–64 years has increased from 1.5 billion to 2.0 billion.

There are a number of factors that have contributed to the increase in the number of people in the world who are under 15 years of age. One of the main factors is the increase in the number of people who are surviving into old age. This is due to a number of factors, including improvements in medical care, better nutrition, and a decline in the number of people who are dying from infectious diseases.

Another factor is the increase in the number of people who are having children. This is due to a number of factors, including a decline in the number of people who are dying from infectious diseases, a decline in the number of people who are having abortions, and a decline in the number of people who are using contraception.

The increase in the number of people in the world who are under 15 years of age has a number of implications. One of the main implications is that it will increase the demand for resources, such as food, water, and shelter. This will put pressure on the environment and on the world's resources.

Another implication is that it will increase the demand for education. This will put pressure on the world's education system and on the world's resources. It will also put pressure on the world's economy, as it will increase the number of people who are dependent on others for support.

The increase in the number of people in the world who are under 15 years of age is a major challenge for the world. It is a challenge that will require the world to work together to find solutions. The world must find ways to meet the needs of the growing population, while also protecting the environment and the world's resources.

The world must also find ways to ensure that everyone has access to education and healthcare. This will require the world to work together to find solutions. The world must find ways to ensure that everyone has access to the resources they need to live a healthy and productive life.

The world must also find ways to ensure that everyone has access to a decent standard of living. This will require the world to work together to find solutions. The world must find ways to ensure that everyone has access to the resources they need to live a decent life.

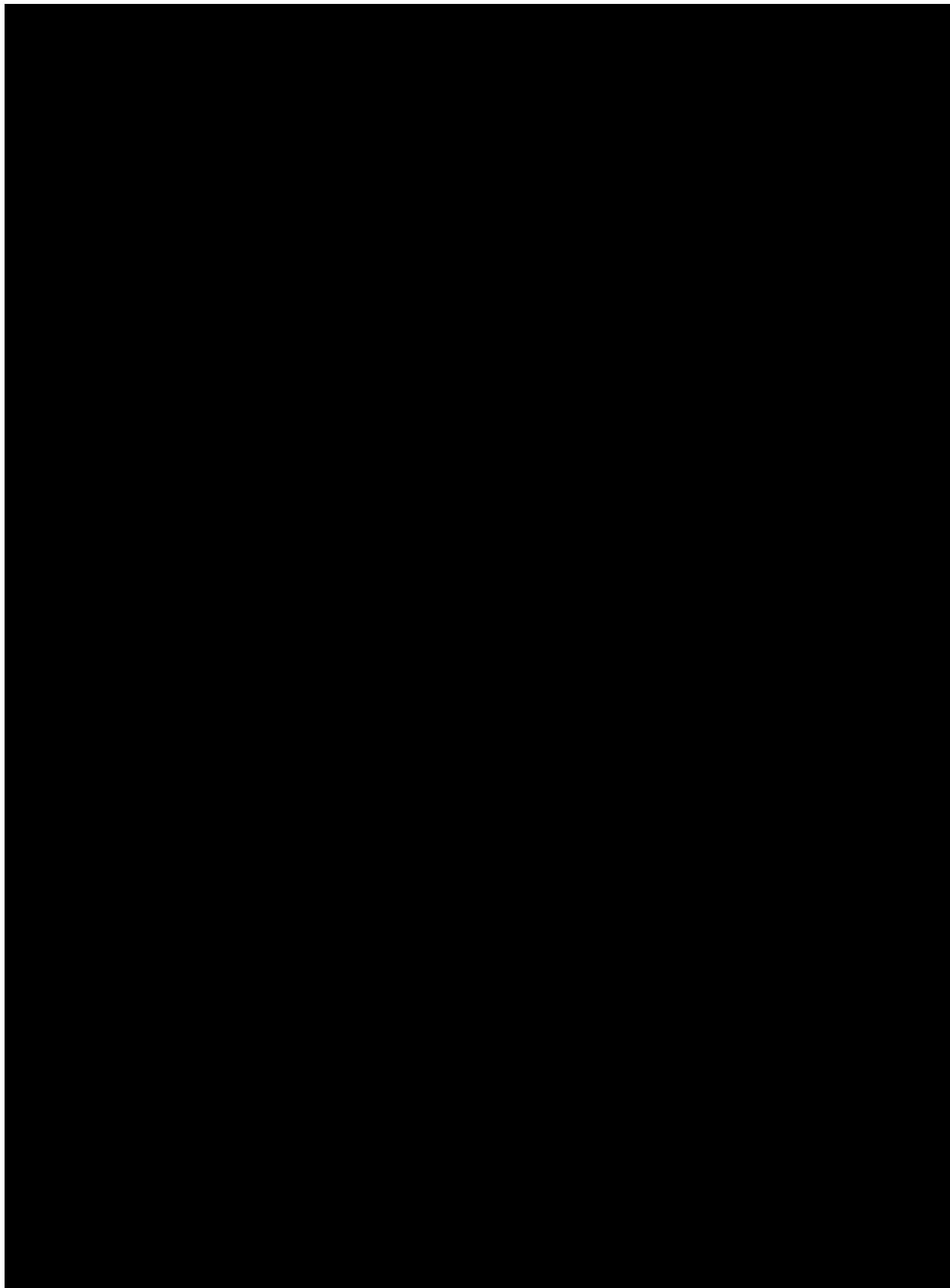
The world must also find ways to ensure that everyone has access to a safe and secure environment. This will require the world to work together to find solutions. The world must find ways to ensure that everyone has access to the resources they need to live in a safe and secure environment.

The world must also find ways to ensure that everyone has access to a peaceful and stable world. This will require the world to work together to find solutions. The world must find ways to ensure that everyone has access to the resources they need to live in a peaceful and stable world.

The world must also find ways to ensure that everyone has access to a world that is free from poverty and hunger. This will require the world to work together to find solutions. The world must find ways to ensure that everyone has access to the resources they need to live in a world that is free from poverty and hunger.

The world must also find ways to ensure that everyone has access to a world that is free from conflict and violence. This will require the world to work together to find solutions. The world must find ways to ensure that everyone has access to the resources they need to live in a world that is free from conflict and violence.

The world must also find ways to ensure that everyone has access to a world that is free from discrimination and oppression. This will require the world to work together to find solutions. The world must find ways to ensure that everyone has access to the resources they need to live in a world that is free from discrimination and oppression.



[The following text is a dense, continuous block of illegible characters, likely representing a scanned document page where the text is too blurry or low-resolution to be transcribed accurately. It appears to be a single paragraph or a series of lines of text.]

[The following text is a dense, continuous block of text, likely a scan of a document page. It is mostly illegible due to extreme blurring and low contrast. The text appears to be a single paragraph or a series of closely related sentences, but the specific words and structure cannot be discerned.]

[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 somewhat slanted and the ink is dark. There are some visible punctuation marks, such as commas and periods, but the words themselves are difficult to decipher. The overall appearance is that of a historical document or a personal correspondence.]

the 1990s, the number of people in the world who are undernourished has increased from 600 million to 800 million (FAO 2001). The number of people who are obese has increased from 100 million in 1975 to 300 million in 2000 (WHO 2000). The prevalence of obesity in the United States has increased from 15% in 1980 to 30% in 2000 (Flegal et al. 2002). The prevalence of obesity in the United Kingdom has increased from 10% in 1980 to 25% in 2000 (Health Survey for England 2001).

Obesity is a complex condition that is caused by a combination of genetic, environmental, and behavioral factors. The genetic factors that contribute to obesity are complex and involve many genes. The environmental factors that contribute to obesity are also complex and involve many factors, including diet, physical activity, and social environment. The behavioral factors that contribute to obesity are also complex and involve many factors, including eating behavior, physical activity, and social behavior.

Obesity is a major public health problem because it is associated with many health problems, including heart disease, diabetes, and cancer. Obesity is also a major cause of disability and premature death. The World Health Organization (WHO) estimates that obesity is responsible for 2.8 million deaths each year (WHO 2000). The Centers for Disease Control and Prevention (CDC) estimates that obesity is responsible for 1.5 million deaths each year (Flegal et al. 2002).

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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 1999. 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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