

Full text of the resolutions and summary of the results

Resolutions

1. To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:
 - (a) **THAT**, in addition to the general authority granted at the annual general meeting of the Company held on 25 April 2019, the Directors be and are hereby generally and unconditionally authorised, pursuant to Section 1021 of the Companies Act 2014, to exercise all of the powers of the Company to allot relevant securities (within the meaning of the said Section 1021) up to an aggregate nominal amount equal to €3,500,000 The authority hereby conferred shall expire at close of business on the date preceding the date which is 12 calendar months after the date of passing of this Resolution, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of the authority conferred by this Resolution which would or might require relevant securities to be allotted after such authority has expired, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

2. To consider and, if thought fit, to pass the following resolution as a **special resolution**:
 - (a) **THAT**, in addition to the power granted at the annual general meeting of the Company held on 25 April 2019, subject to the passing of Resolution 1 above, the Directors be and are hereby empowered, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, to allot equity securities (within the meaning of the said Section 1023(1)) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 1 of this Notice of EGM as if Section 1022(1) did not apply to any such allotment, provided that such power shall:
 - (i) be limited to the allotment of Ordinary Shares up to a nominal aggregate amount equal to €3,500,000; and
 - (ii) expire at close of business on the date preceding the date which is 12 calendar months after the date of passing of this Resolution, unless previously varied, revoked or renewed, and provided further that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

3. To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:
 - (a) **THAT**, subject to the passing of Resolutions 1 and 2 above, the authorised share capital of the Company be and is hereby increased from €10,000,000 divided into 1,000,000,000 ordinary shares of €0.01 each to €20,000,000 divided into 2,000,000,000 ordinary shares of €0.01 each by the creation of 1,000,000,000 ordinary shares of €0.01 each, such ordinary shares having the rights and being subject to the restrictions set out in the articles of association of the Company.

4. To consider and, if thought fit, to pass the following resolution as a **special resolution**:
 - (a) **THAT**, subject to the passing of Resolutions 1, 2 and 3 above, Article 5 of the Articles of Association of the Company be deleted and replaced by the following:

“The share capital of the Company is €20,000,000 divided into 2,000,000,000 ordinary shares of €0.01 each.”

Summary Totals
GREENCOAT RENEWABLES PLC
Extraordinary General Meeting, 16-DEC-2019
10:00
ORDINARY SHARES

Resolution	In Favour Votes	Discretion Votes	Against Votes	Withheld Votes
1	279,081,863	0	5,301,625	0
2	276,452,221	0	7,931,267	0
3	276,456,721	0	7,926,767	0
4	276,456,721	0	7,926,767	0