
THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to consult your independent professional adviser, who is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 or the Investment Intermediaries Act 1995, if you are resident in Ireland or who is authorised under the Financial Services and Markets Act, 2000 if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside Ireland or the United Kingdom.

If you sell or have sold or otherwise transferred all of your ordinary shares of €0.01 each in Greencoat Renewables PLC ("**Ordinary Shares**"), please forward this document and the accompanying Form of Proxy to the purchaser or transferee or the stockbroker, or other agent through whom the sale or transfer is/was effected for onward transmission to the purchaser or transferee.

ANNUAL GENERAL MEETING



Thursday, 25 April 2019 at 2.00 p.m.

at Davy House, 49 Dawson Street, Dublin 2, Ireland

The Company's 2018 Annual Report is available to view online at:

www.greencoat-renewables.com

Notice of the Annual General Meeting of Greencoat Renewables PLC to be held at Davy House, 49 Dawson Street, Dublin 2, Ireland, on Thursday, 25 April 2019 at 2.00 p.m., is set out in this document, accompanied by a Form of Proxy for use in connection with the resolutions at the meeting. To be valid, the Form of Proxy must be returned so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland not later than 2.00 p.m. on 23 April 2019, in the manner set out in the Notes attached to this Notice. Alternatively you may appoint a proxy electronically, by visiting the website of the Company's Registrar; Computershare Investor Services (Ireland) Limited: www.eproxyappointment.com.

GREENCOAT RENEWABLES PLC.

(Incorporated in Ireland under the Companies Acts 2014 – registered number 598470)

Directors:

Rónán Murphy - *Independent Non-Executive Chairman*
Emer Gilvarry - *Independent Non-Executive Director*
Kevin McNamara - *Independent Non-Executive Director*

Andrea Finegan - *Company Secretary*

Riverside One
Sir John Rogerson's Quay
Dublin 2
Ireland

Chairman's letter to Shareholders

25 March 2019

Dear Shareholder,

The Annual General Meeting ("**AGM**") of Greencoat Renewables PLC (the "**Company**") will be held at 2.00 p.m. on Thursday, 25 April 2019 at Davy House, 49 Dawson Street, Dublin 2, Ireland.

I believe that the AGM provides a worthwhile and meaningful opportunity for holders of Ordinary Shares ("**Shareholders**") to raise questions, engage with the directors of the Company (the "**Directors**" or the "**Board**") and to vote on the business of the meeting.

Even if you are not able to come to the meeting in person, all Shareholders can still vote and I would urge all Shareholders, regardless of the number of Ordinary Shares that you own, to complete, sign and return their proxy form as soon as possible but, in any event, so as to reach Computershare Investor Services (Ireland) Limited by 2.00 p.m. on 23 April 2019. Alternatively, Shareholders may register their proxy appointment and voting instructions electronically via the internet, details of which are provided in the notes section on pages 9 to 10 of this document.

The Annual Report and Financial Statements for the period ended 31 December 2018 (the "**2018 Annual Report**") are enclosed with this letter and are available to view and download from the Company's website, www.greencoat-renewables.com.

The formal Notice of AGM appears on pages 5 to 8 of this document, and this letter explains the 8 items to be transacted at the AGM. In addition to the ordinary business to be transacted at the meeting, which is referred to in Resolutions 1 to 4 in the Notice, the Directors propose that special business, as set out in Resolutions 5 to 8 in the Notice, be transacted at the meeting for the purposes explained below.

Resolution 1: Receipt of Financial Statements

Resolution 1 is an ordinary resolution asking Shareholders to receive and consider the financial statements and the reports of the Directors and Auditors thereon for the period ended 31 December 2018 following a review of the affairs of the Company.

Resolution 2: Re-appointment of Directors

Resolution 2 deals with the re-appointment of Directors. In accordance with the provisions of the AIC Corporate Governance Code and the Articles of Association of the Company, each of the current Directors will retire from office at the end of the AGM and, being eligible, offer themselves for re-appointment. The names of the Directors together with a detailed description of the skills, expertise and experience that each of the Directors brings to the Board are set out on page 17 of the 2018 Annual Report. The re-appointment of each Director will be considered separately as ordinary resolutions.

The Board regularly reviews the performance of Directors and is satisfied that all the Directors proposed for re-appointment continue to perform effectively and to demonstrate commitment to their respective roles. Details of the process used to evaluate the effectiveness of the Board and of individual Directors are set out on page 29 of the 2018 Annual Report.

Resolution 3 & 4: Re-appointment and Remuneration of the Auditors

In accordance with the provisions of the AIC Corporate Governance Code, the Company is required at each general meeting at which accounts are presented to appoint the auditor to hold office until the next such meeting. BDO have indicated their willingness to continue in office. Accordingly, Resolution 3 is an ordinary resolution that reappoints BDO as auditors of the Company and Resolution 4 is an ordinary resolution that authorises the Directors to fix the remuneration of the Auditors for the year ending 31 December 2019.

Resolution 5– Board authority to allot relevant securities (up to a maximum of one-third of the Company’s issued ordinary share capital)

Resolution 5 would give the Directors' authority to allot relevant securities (as defined in the Companies Act 2014, but essentially Ordinary Shares or rights to subscribe for, or convert into, Ordinary Shares) up to an amount equal to an aggregate nominal value of €1,733,333 (representing approximately one third of the issued ordinary share capital of the Company as at 22 March 2019 (the latest practicable date prior to the publication of this Notice)). The Directors have no current intention of exercising this authority. If adopted, this authority will expire on close of business on the date of the next AGM of the Company or on the date 15 months after the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed. This resolution will be proposed as an ordinary resolution.

The authority conferred by this resolution, if passed, would be on identical terms to the existing Board share allotment authority (which was described in the Company’s admission document dated 20 July 2017 (the “**Admission Document**”) and will expire at the conclusion of the AGM).

Resolution 6 – Disapplication of statutory pre-emption rights in certain circumstances

If the Directors wish to exercise the authority under Resolution 5 and offer Ordinary Shares or rights over Ordinary Shares for cash, the Companies Act 2014 requires that unless Shareholders have given specific authority for the waiver of their statutory pre-emption rights, the Ordinary Shares must be offered first to existing Shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new Ordinary Shares (or to grant rights over new Ordinary Shares) for cash without first offering them to existing Shareholders in proportion to their holdings.

Resolution 6 is a special resolution that would authorise the Directors to do this by allowing the Directors to allot equity securities (as defined in the Companies Act 2014) for cash (i) by way of a rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities (not being a rights issue) in favour of existing Shareholders in proportion to their shareholdings (subject to certain exclusions), or (ii) otherwise up to an aggregate nominal value of €520,000 which is equivalent to approximately 10 per cent. of the issued ordinary share capital of the Company on 22 March 2019, being the latest practicable date prior to the publication of this Notice.

If given, the authority will expire at the conclusion of the next AGM in 2020 or on the date 15 months after the passing of the resolution, whichever is earlier.

The Directors do not currently intend to allot Ordinary Shares other than to take advantage of opportunities in the market as they arise and only if they believe it would be advantageous to Shareholders to do so. As stated in the Admission Document, any non-pre-emptive issue of Ordinary Shares will be priced at or above the then prevailing net asset value per Ordinary Share unless prior Shareholder approval is obtained.

The power conferred by this resolution, if passed, would be on identical terms to the existing power given to Directors (which was described in the Admission Document and will expire at the conclusion of the AGM).

Resolution 7 – Authority to make market purchases

Resolution 7 is a special resolution asking Shareholders to give the Company (and its subsidiaries) the authority to make market purchases or overseas market purchases provided that the maximum number of Ordinary Shares authorised to be acquired shall not exceed 14.99 per cent. of the issued ordinary share capital of the Company as at close of business on the date on which the resolution is passed. If adopted, this authority will expire on close of business on the date of the next AGM of the Company or on the date 15 months after the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed.

The Directors do not have any current intention to exercise this power. Furthermore, such purchases would be made only at price levels which the Directors considered to be in the best interests of the Shareholders generally, after taking into account

the Company's overall financial position.

In addition, the authority being sought from Shareholders will provide that the minimum price (excluding expenses) which may be paid for such Ordinary Shares shall be an amount not less than the nominal value of the Ordinary Shares and the maximum price will be not more than the higher of:

- (a) 5 per cent. above the average market value of the Ordinary Shares for the five business days prior to the day the purchase is made; and
- (b) the amount stipulated by Article 5(6) of the EU Market Abuse Regulation (No. 596/2014).

The authority conferred by this resolution, if passed, would be on identical terms to the existing authority given to Directors to make market purchases (which was described in the Admission Document and will expire at the conclusion of the AGM).

Resolution 8 – Reissue price range of treasury shares

Pursuant to Resolution 7, Shareholders are being asked to sanction (by way of special resolution) the price range at which any treasury share (that is, an Ordinary Share purchased and held by the Company rather than being cancelled) may be reissued off-market. The maximum and minimum prices at which such an Ordinary Shares may be reissued are 120 per cent. and 95 per cent., respectively, of the average market price of an Ordinary calculated over the five business days immediately preceding the date of such reissue. As at the date of this Notice, no issued Ordinary Shares are held as treasury shares.

As at 22 March 2019, being the latest practicable date before the publication of this Notice, the Company held no equity securities in treasury.

The authority conferred by this resolution, if passed, would be on identical terms to the existing authority regarding treasury shares (which was described in the Admission Document and will expire at the conclusion of the AGM).

Recommendation

The Directors are satisfied that each of the resolutions set out in the Notice of AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of each of these resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings.

Yours faithfully,

Rónán Murphy
Chairman

NOTICE OF ANNUAL GENERAL MEETING

OF

GREENCOAT RENEWABLES PLC

("Company")

NOTICE is hereby given that the Annual General Meeting of the Company will be held at 2.00 p.m. on Thursday, 25 April 2019 at Davy House, 49 Dawson Street, Dublin 2, Ireland ("AGM") for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions as **ordinary resolutions**:

1. Following a review of the Company's affairs, to receive and consider the financial statements for the period ended 31 December 2018 together with the reports of the Directors and Auditors thereon.
2. By separate resolutions, to re-appoint the following Directors:
 - (a) Rónán Murphy
 - (b) Emer Gilvarry
 - (c) Kevin McNamara
3. To re-appoint BDO as auditor of the Company and to hold office from the conclusion of this AGM until the conclusion of the next general meeting of which the Accounts are laid before the meeting.
4. To authorise the Directors to determine the remuneration of the Auditors.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as **ordinary resolutions**:

5. That 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 €1,733,333. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this resolution or at the close of business on the date which is 15 calendar months after the date of passing of this resolution, whichever is earlier, 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.

To consider and, if thought fit, to pass the following resolutions as **special resolutions**:

6. That 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 5 of this Notice of AGM as if Section 1022(1) did not apply to any such allotment, such power being limited to:

- (a) the allotment of equity securities in connection with any offer of securities, open for a period fixed by the Directors, by way of rights issue, open offer or otherwise in favour of the holders of equity securities and/or any persons having or who may acquire a right to subscribe for equity securities in the capital of the Company where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may reasonably be) to the respective number of equity securities held by them, and subject thereto, the allotment by way of placing or otherwise of any equity securities not taken up in such issue or offer to such persons as the Directors may determine; and, generally, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements and/or arising in respect of any overseas shareholders) under the laws of, or the requirements of any regulatory body or stock exchange in, any territory; and
- (b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to a nominal aggregate amount equal to €520,000.

provided that such power shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this resolution, or at the close of business on the date which is 15 calendar months after the date of passing of this resolution, whichever is the earlier, 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.

7. That pursuant to Section 1074 of the Companies Act 2014, the Company and any subsidiary of the Company be and they are each hereby generally authorised to make market purchases or overseas market purchases (as defined by Section 1072 of that Act) of ordinary shares of €0.01 each in the capital of the Company ("**Ordinary Shares**") on such terms and conditions and in such manner as the Directors may determine from time to time; but subject however to the provisions of that Act and to the following restrictions and provisions:

- (a) the maximum number of Ordinary Shares authorised to be acquired shall not exceed 14.99 per cent. of the ordinary share capital in issue in the Company as at close of business on the date on which this resolution is passed;
- (b) the minimum price (excluding expenses) which may be paid for any Ordinary Share shall be an amount equal to the nominal value thereof;
- (c) the maximum price (excluding expenses) which may be paid for any Ordinary Share (a "**Relevant Share**") shall be the higher of:
 - (i) 5 per cent. above the average market price of an Ordinary Share as determined in accordance with this sub-paragraph (c); and
 - (ii) the amount stipulated by Article 5(6) of Regulation No. 596/2014 of the European Parliament and Council (or by any corresponding provision of legislation replacing that regulation);

where the average market value of an Ordinary Share for the purpose of sub-paragraph (i) shall be the amount equal to the average of the five amounts resulting from determining whichever of the following ((A), (B) or (C) specified below) in respect of Ordinary Shares shall be appropriate for each of the five business days immediately preceding the day on which the Relevant Share is purchased as determined from the information published by the trading venue where the purchase will be carried out reporting the business done on each of those five days:

- (A) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (B) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (C) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day,

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, that day shall not be treated as a business day for the purposes of this sub-paragraph (c); provided that, if for any reason it shall be impossible or impracticable to determine an appropriate amount for any of those five days on the above basis, the Directors may, if they think fit and having taken into account the prices at which recent dealings in such shares have taken place, determine an amount for such day and the amount so determined shall be deemed to be appropriate for that day for the purposes of calculating the maximum price; and if the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then the maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Euronext Dublin or its equivalent; and

- (d) the authority conferred by this resolution shall expire on close of business on the date of the next annual general meeting of the Company after the date of passing this resolution or the date which is 15 calendar months after the date of passing of this resolution (whichever is earlier), unless previously varied, revoked or renewed in accordance with the provisions of Section 1074 of the Companies Act 2014. The Company or any subsidiary may, before such expiry, enter into a contract for the purchase of Ordinary Shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

8. That:

- (a) subject to the passing of Resolution No. 7 above, for the purposes of section 1078 of the Companies Act, the re-allotment price range at which any treasury shares (as defined by the said Companies Act) for the time being held by the Company may be re-allotted off-market as ordinary shares of €0.01 each of the Company ("**Ordinary Shares**") shall be as follows:
 - (i) the maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120 per cent. of the Appropriate Price; and
 - (ii) the minimum price at which a treasury share may be re-allotted off-market shall be an amount equal to 95 per cent. of the Appropriate Price;
- (b) for the purposes of this resolution the expression "**Appropriate Price**" shall mean the average of the five amounts resulting from determining whichever of the following ((i), (ii) or (iii) specified below) in respect of Ordinary Shares shall be appropriate for each of the five business days immediately preceding the day on which such treasury share is re-allotted, as determined from information published in the Euronext Dublin Daily Official List (or any successor publication thereto or any equivalent publication for securities admitted to trading on the Euronext Growth Market) reporting the business done on each of those five business days:
 - (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
 - (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
 - (iii) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day;

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, then that day shall not be treated as a business day for the purposes of this sub-paragraph (b); provided that if for any reason it shall be impossible or impracticable to determine an appropriate amount for any of those five days on the above basis, the Directors may, if they think fit and having taken into account the prices at which recent dealings in such shares have taken place, determine an amount for such day and the amount so determined shall be deemed to be appropriate for that day for the purposes of calculating the Appropriate Price; and if the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Euronext Dublin or its equivalent; and

- (c) the authority hereby conferred shall expire on close of business on the date of the next annual general meeting of the Company after the date of passing this resolution or the date which is 15 calendar months after the date of passing of this resolution (whichever is earlier).

By Order of the Board

Andrea Finegan
Company Secretary

Registered Office:
Riverside One
Sir John Rogerson's Quay
Dublin 2
Ireland

25 March 2019

AGM Notice: Notes

Entitlement to attend and vote

1. Only those persons holding ordinary shares of €0.01 each ("**Ordinary Shares**") in the capital of the Company ("**Shareholders**") registered in the register of members of the Company at 6.00 p.m. on 23 April 2019 or if the AGM is adjourned, at 6.00 p.m. on the day that falls 48 hours before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and in respect of the number of Ordinary Shares registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Appointment of Proxies

2. A Shareholder who is entitled to attend, speak, ask questions and vote at a general meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the AGM and may appoint more than one proxy to attend on the same occasion in respect of Ordinary Shares held in different securities accounts. Only Shareholders shall have the right to appoint a proxy to attend, speak, ask questions and vote on his/her behalf at the AGM and at any adjournment thereof. Such a Shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the Ordinary Shares differently from other Ordinary Shares held by it. The appointment of a proxy will not preclude a Shareholder from attending, speaking, asking questions and voting at the general meeting should such Shareholder subsequently wish to do so. A proxy shall be bound by the articles of association of the Company. A proxy need not be a shareholder of the Company. Any Shareholder wishing to appoint more than one proxy should contact the Registrars of the Company, Computershare Investor Services (Ireland) Limited on +353 (0)1 4475566.
3. A Form of Proxy for use by Shareholders is enclosed with the Notice of AGM. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in Ireland, must be deposited with the Registrars of the Company, either by post (or by hand) to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, so as to be received in any case no later than 48 hours before the time appointed for the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialed by the person who signs it.
4. Alternatively, subject to the articles of association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
 - (a) be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the Company's Registrar's website www.eproxyappointment.com. You will need your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy; or
 - (b) be submitted through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Transmission of CREST Proxy instructions must be done and authenticated in accordance with Euroclear specifications as set out in the CREST Manual and received by the Registrar under CREST Participant ID 3RA50.
5. In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 4.

Voting rights and total number of issued shares

6. In the case of joint Shareholders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered Shareholders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. The total number of issued Ordinary Shares on the date of this Notice of AGM is 520,000,000. Each

Ordinary Share carries one vote. On a vote on a show of hands, every Shareholder present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every Shareholder shall have one vote for every Ordinary Share of which he or she is the holder. Ordinary resolutions require to be passed by a simple majority of votes cast by those Shareholders who vote in person or by proxy. Special resolutions require to be passed by a majority of 75 per cent. of votes cast by those Shareholders who vote in person or by proxy.