THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take or the contents of this document, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank, solicitor, accountant, or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000, as amended (the FSMA) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

This document has been preprared in connection with the publication of a prospectus dated 29 June 2021, relating to Bluefield Solar Income Fund Limited (the Company) (the **Prospectus**), prepared in accordance with the UK version of the EU Prospectus Regulation (2017/1129) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended and supplemented from time to time (including, but not limited to, by the UK Prospectus Amendment Regulations 2019 and The Financial Services and Markets Act 2000 (Prospectus) Regulations 2019)) (the **UK Prospectus Regulation**) and the prospectus regulation rules of the Financial Conduct Authority (the **FCA**) (the **Prospectus Regulation Rules**). This document constitutes "a separate copy of the summary" for the purposes of Article 21(3) of the UK Prospectus Regulation.

# BLUEFIELD SOLAR INCOME FUND LIMITED

(A company incorporated in Guernsey under The Companies (Guernsey) Law, 2008, as amended, with registered no. 56708)

Issues of up to 127.1 million New Ordinary Shares by way of an Initial Placing, Open Offer and Offer for Subscription and subsequent Placing Programme of up to 500 million New Ordinary Shares (less the number of New Ordinary Shares issued pursuant to the Initial Issue)

Admissions to the Official List and to trading on the Main Market

Sponsor, Broker and Financial Adviser

# **Numis Securities Limited**

The Prospectus is dated 29 June 2021. The Prospectus is available for download at <a href="https://www.bluefieldsif.com">www.bluefieldsif.com</a>. Any capitalised words used, but not defined, in this document shall have the meaning given in the Prospectus.

This document and the Prospectus do not constitute an offer to sell or issue, or the solicitation of an offer to purchase, subscribe for or otherwise acquire, New Ordinary Shares in any jurisdiction where such an offer or solicitation would be unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company or the Investment Adviser. This document does not form the complete Prospectus and any decision to acquire securities should only be taken on the basis of information contained in the full Prospectus.

Numis Securities Limited (**Numis**), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company in connection with the Initial Issue, the Placing Programme, and other arrangements as described in this document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any such person in connection with the Initial Issue, the Placing Programme, the contents of this document or any other matter referred to in this document. Nothing in this paragraph shall serve to exclude or limit any responsibilities which Numis may have under FSMA or the regulatory regime established thereunder.

The New Ordinary Shares offered by this document have not been and will not be registered under the United States Securities Act of 1933, as amended (the **U.S. Securities Act**), or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, exercised, resold, transferred or delivered, directly or indirectly, in or into the United States or to or for the account or benefit of any U.S. Person (within the meaning of Regulation S under the U.S. Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. In addition, the Company has not been, and will not be, registered under the United States Investment Company Act of 1940, as amended (the **U.S. Investment Company Act**), nor will the Investment Adviser be registered under the United States Investment Advisers Act), and investors will not be entitled to the benefits of the U.S. Investment Company Act or the U.S. Investment Advisers Act.

# **SUMMARY**

1.	Introduction				
<i>т.</i> а	Name and ISIN of securities				
a	The ISIN of the Ordinary Shares to be issued under the Initial Issue and the Placing Programme is GG00BB0RDB98 and the SEDOL is BB0RDB9.				
b	Identity and contact details of the issuer				
	Name: Bluefield Solar Income Fund Limited, incorporated in Guernsey with registered number 56708 (the <b>Company</b> , and together with its subsidiary undertakings (as defined in section 531 of the Companies (Guernsey) Law, 2008, as amended), the <b>Group</b> ).  Address: PO Box 286, Floor 2, Trafalgar Court, Les Banques, St. Peter Port, Guernsey, GY1 4LY Tel: 01481 742 742  Legal Entity Identifier (LEI): 2138004ATNLYEQKY4B30				
С	Identity and contact details of the competent authority				
	Name: Financial Conduct Authority Address: 12 Endeavour Square, London, E20 1JN, United Kingdom Tel: +44 (0) 20 7066 8348				
d	Date of approval of the prospectus				
	29 June 2021				
е	Warnings				
	This summary should be read as an introduction to the prospectus of the Company dated 29 June 2021 (the <b>Prospectus</b> ). Any decision to invest in the securities should be based on a consideration of the Prospectus as a whole by the prospective investor. The investor could lose all or part of the invested capital. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.				
2.	Key information on the issuer				
а	Who is the issuer of the securities?				
i.	Domicile and legal form, LEI, applicable legislation and country of incorporation  The Company is a company limited by shares, registered and incorporated in Guernsey under the Companies (Guernsey) Law, 2008 on 29 May 2013 with registered number 56708 and LEI 2138004ATNLYEQKY4B30. The Company is a closed-ended investment company registered with the Guernsey Financial Services Commission under the Registered Collective Investment Scheme Rules 2018 and the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended.				
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Save as disclosed in this section, the Company is not aware of any person who, as at the Latest Practicable Date, directly or indirectly, has a holding which is notifiable under applicable law or who directly or indirectly, jointly or severally, exercises or could exercise control over the Company. There are no differences between the voting rights enjoyed by the Shareholders described above and those enjoyed by any other holder of Ordinary Shares.

#### iv. Directors

John Rennocks (Chairman); John Scott; Paul Le Page; Laurence McNairn; Meriel Lenfestey.

#### v. Statutory auditors

The auditors of the Company for the financial year ended 30 June 2020 were KPMG Channel Islands Limited of Glategny Court, Glategny Esplanade, St Peter Port, Guernsey, GY1 1WR.

# b What is the key financial information regarding the issuer?

#### i. Selected historical financial information

The selected historical financial information set out below, which has been prepared under IFRS, the majority of which has been extracted without material adjustment from the audited financial statements of the Company for the financial years ended 30 June 2018, 30 June 2019 and 30 June 2020 and the unaudited interim financial statements for the six months ended 31 December 2019 and 31 December 2020.

### Table 1: Additional information relevant to closed end funds

The data set out in the table below is as at the date of the latest published net asset value, being 31 March 2021.

Share Class	Total NAV (£m)	Number of Shares	NAV per Share (p)	Historical performance of the Company
Ordinary Shares	460.5	406,999,622	113.14	During the period from 30 June 2020 to 21 March 2021, the Company delivered a NAV total return of 1.83 per cent. measured as the movement in NAV plus dividends over the period. Dividends for the period totalled 6 pence per Ordinary Share. The value of the Company's investments as at 31 March 2021 was £460.5 million. As at 31 March 2021, the Company's NAV per Ordinary Share was 113.14 pence and its Ordinary Share price was 130.5 pence.

# Table 2: Income statement

	Year ended 30 June			Half-year ended 31 December		
	2018	2019	2020	2019	2020	
Total Income (£'000)	35,996	46,892	29,578	28,351	14,189	
Net profit/(loss) (£'000)	34,796	44,925	28,240	27,678	13,485	
Performance fee (£'000)	_	699	_	_	_	
Investment Advisory Fee (accrued/paid) (£'000)	311	313	321	170	163	
Any other material fees to service providers (£'000)	791	873	918	457	514	
Earnings per share (pence)	9.41	12.15	7.63	7.48	3.57	

# Table 3: Balance sheet

	Year ended 30 June			Half-year ended 31 December		
	2018	2019	2020	2019	2020	
Total Net Assets (£'000)	418,995	436,396	433,505	447,392	476,672	
Leverage Ratio* (%)	32	34	35	34	37	

Total liabilities divided by total net assets.

# c What are the key risks that are specific to the issuer?

# Key regulatory, political and legal risks applicable to renewable energy sector

- A significant proportion of the Group's assets benefits from government subsidies and incentives. The benefits gained from these government subsidies and incentives may reduce over time as the government subsidies and incentives expire, phase out over time, terminate upon the exhaustion of the allocated government funding or require renewal by the applicable authority. The government subsidies and incentives may also be amended by governments due to changing market circumstances (such as market price fluctuations or the oversupply of produced electricity), changes to national, state or local public sector fiscal circumstances or changes to national, state or local energy or other policies, including but not limited to the revocation or alteration of the previously agreed subsidy arrangements.
- Investments in renewable energy depend largely upon government grants and permits or license
  requirements and environmental legislation. The Company is exposed to the risk that the competent
  authorities may pass legislation that might hinder or invalidate rights under existing contracts as well as hinder
  or impair the obtaining of the necessary permits or licenses necessary for renewable energy assets in the
  construction phase, as well as for operating assets.

# Key risks relating to the Group

- The Company makes investments in projects and concessions with revenue exposure to power prices, forecasts of which are used for investment valuation. Future electricity prices, and the forecasts made of them are affected by the balance of electricity supply and demand, the capital costs and efficiency of generating plant and the marginal cost of generators (affected by factors including the price of gas and carbon, and foreign exchange rates). Governments' evolving plans to decarbonise are expected to have a significant impact on future electricity supply and demand. It is anticipated that power price forecasters will incorporate a faster build-out of renewable energy assets, reflecting governments' ambitious plans to decarbonise the energy generation mix, in their updates to electricity price forecasts. It is anticipated that forecasters will expect renewables deployment to be materially faster than the growth in electricity demand, which is likely to depress electricity price forecasts. A decline in the market price of electricity could materially adversely affect the Group's revenues and financial position. There is a risk that actual future electricity prices are substantially lower than the forecasts used by the Company for valuation purposes and that the forecasts of future power prices may change substantially.
- The ability of the Company to achieve its Investment Objective depends heavily on the Investment Adviser and more generally on its ability to attract and retain suitable staff.
- Investment valuation and investment decisions are based on financial projections and assumptions for renewable energy assets. Such assumptions may change from time to time. Projections will primarily be based on the Investment Adviser's assessment and on macro-economic forecasts (including power price forecasts) provided by industry experts and are only estimates of future cash flows based on assumptions made at the time of the projection. Actual results may vary significantly from the projections and assumptions may not always prove to be correct. This includes those assumptions made by the Investment Adviser for operational performance (including energy yields at the pre-construction stage) and forecasts provided by independent industry experts for future power prices. The variance between assumptions and actual cash flows may have a material adverse effect on the Group's financial position, results of operations, business prospects and returns to investors.

# Key risks relating to the Company's investment strategy

- The Group has incurred and may in the future incur indebtedness which will be serviced by a first call on cash flows from investments. Whilst the use of leverage may offer the opportunity for enhanced returns to the Group, and thus additional capital growth, it also adds risk to the investment.
- The Company expects to rely on third-party professionals and independent contractors and other companies to provide the required construction and operational and maintenance support services throughout the construction and operating phases of the renewable energy assets in the Group's investment portfolio. If such contracted parties are not able to fulfil their contractual obligations, the Group may be forced to seek recourse against such parties, provide additional resources to complete their work, or to engage other companies to complete their work. Any such legal action or financial difficulty, breach of contract or delay in services by these third-party professionals and independent contractors could have a material adverse effect on the Group's business, financial condition and results of operations. Where a construction or an operation and maintenance contractor, or any other contractor, needs replacing, any such replacement contractor may be more expensive and there is a further risk that finding a suitable contractor may take a long time, which could potentially lead to construction delays or downtime for the relevant asset. This could have a material adverse effect on the Group's financial position, results of operation and business prospects.

#### Key macro risks

• The Group and its investments are materially affected by conditions in the global financial markets and economic conditions, including, but not limited to, rising interest rates, inflation and deflation, business and consumer confidence, availability of credit, currency exchange rates and controls, trade barriers, commodity prices and tax rates. These factors are outside the Company's control and may affect the valuation of the Group's investments which may have a material adverse effect on the Group's financial position, results of

operations, business prospects and returns to investors. There is a risk that corporation or other tax rates may increase as governments seek to finance deficits arising from, amongst other things, the consequences of the Covid-19 pandemic.

# Key risks relating to the operations of the Group and its assets

- The profitability of a solar PV asset and other types of renewable energy asset, such as a wind farm, is dependent on the meteorological conditions at the particular site. Accordingly, the Group's revenues will be dependent upon the meteorological conditions at the solar PV plants and other renewable energy assets owned by the Group. Variations in meteorological conditions occur as a result of fluctuations in the levels of sunlight and cloud cover, and in the case of wind farms, wind strength on a daily, monthly and seasonal basis, and over the long term as a result of more general changes in climate. Such variations could lead to a reduction in the electricity generated which would have a material adverse effect on the Group's business, financial position, results of the operations and business prospects.
- Whilst the Investment Adviser will procure that appropriate legal and technical due diligence is undertaken on behalf of the Company in connection with any proposed acquisition of assets by the Group, this may not reveal all facts that may be relevant in connection with an investment. In particular operating projects which have not been properly authorised or permitted may be subject to closure, seizure, enforced dismantling or other legal action. Failure in the construction of a plant or other renewable energy project, for example faulty components or insufficient structural quality, may not be evident at the time of acquisition or during any period during which a warranty claim may be brought against the contractor and may result in loss of value without full or any recourse to insurance or construction warranties. Any unforeseen loss of performance and/or efficiency in a PV panel, wind turbine or battery storage system, beyond the warranted degradation, on an acquired or developed asset would have a direct effect on the yields produced by that renewable energy project and, as a consequence, could have a material adverse effect on the Group's business, financial condition and results of operations.

# Key risks relating to taxation

The anticipated taxation treatment of the structure of the Group and its underlying investments is based on
prevailing taxation law and accounting practice and standards. Any change in the tax status of any member of
the Group or any of its underlying investments or in tax legislation or practice (including in relation to taxation
rates and allowances) or in accounting standards could adversely affect the investment return of the Group.

# 3. Key information on the securities

# a What are the main features of the securities?

# Type, class and ISIN of the securities being admitted to trading on a regulated market

The ISIN of the Ordinary Shares that will be issued pursuant to the Initial Issue and may be issued under any Subsequent Placing under the Placing Programme is GG00BB0RDB98. The ISIN of the Open Offer Entitlement of Ordinary Shares is GG00BM9H9Z34 and the SEDOL is BM9H9Z3. The ISIN of the Excess Shares is GG00BM9HB023 and the SEDOL is BM9HB02.

# ii Currency, denomination, par value, number of securities issued and term of the securities

The Ordinary Shares are denominated in pounds sterling and will be ordinary shares of no par value in the capital of the Company and will be issued pursuant to the Initial Issue at an issue price of 118 pence per Ordinary Share. Ordinary Shares issued under any Subsequent Placing under the Placing Programme will be issued at a premium to the prevailing net asset value plus a premium to cover the costs and expenses of such issue.

Up to a maximum of 127,118,644 Ordinary Shares will be admitted to trading on the Main Market and to listing on the premium listing segment of the Official List pursuant to the Initial Issue. Up to a maximum of 500 million Ordinary Shares (less the number of Ordinary Shares issued pursuant to the Initial Issue) will be admitted to trading on the Main Market and to listing on the premium listing segment of the Official List pursuant to the Placing Programme.

The Ordinary Shares have an infinite term.

# iii Rights attached to the securities

The Ordinary Shares to be issued pursuant to the Initial Issue or pursuant to any Subsequent Placing, when issued and fully paid, will have the following rights attaching to them:

- **Dividends** the Ordinary Shares carry the right to receive all dividends declared by the Company which are payable out of the assets attributable to the Ordinary Shares;
- Voting Shareholders are entitled to attend and vote at all general meetings of the Company and, on a poll, to one vote for each Ordinary Share held; and
- Winding-up Provided the Company has satisfied all of its liabilities, and subject to the rights conferred by any C Shares in issue at the time to participate in the winding-up, the holders of Ordinary Shares are entitled to all of the surplus assets of the Company.

# iv. Relative seniority of the securities

The capital and assets of the Company shall on a winding-up or on a return of capital be divided amongst the holders of the Ordinary Shares *pro rata* according to their holdings of Ordinary Shares.

### v. Restrictions on free transferability of the securities

There are no restrictions on the free transferability of the Ordinary Shares, subject to compliance with applicable securities laws and the Articles.

#### vi. **Dividend policy**

Dividends will continue to be paid to Shareholders whenever, in the opinion of the Directors, the financial position of the Company justifies such payment, subject to the Company being able to satisfy the solvency test, as defined under the Companies Law, immediately after payment of such dividend.

The Board has set a target dividend of not less than 8.0 pence per Ordinary Share for the financial year starting 1 July 2020. The Board will seek to maintain this level of dividend, or grow it progressively where appropriate thereafter, but there is no longer a formal dividend policy targeting an annual increase in the dividend in line with RPI. The Directors will declare and pay dividends in compliance with the solvency test prescribed by the Companies Law.

The dividend targets set out above are targets only and not profit forecasts. There can be no assurance that these targets can or will be met and they should not be seen as an indication of the Company's expected or actual results or returns.

#### b Where will the securities be traded?

Applications will be made: (i) to the FCA for the New Ordinary Shares to be admitted to listing on the premium listing segment of the Official List; and (ii) to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on the London Stock Exchange's Main Market for listed securities. No application has been made or is currently intended to be made for the Ordinary Shares to be admitted to listing or trading on any other stock exchange.

# c What are the key risks that are specific to the securities?

# Key risks relating to the Company's Shares

- Prospective investors should be aware that the periodic distributions made to Ordinary Shareholders will
  comprise amounts periodically received by the Company from its assets, including distributions of operating
  receipts of investment entities. Although it is envisaged that receipts from the Company's assets over the life
  of the Company will generally be sufficient to fund such periodic distributions, this is based on estimates and
  cannot be guaranteed;
- The value of an investment in the Company, and the returns derived from it, if any, may go down as well as up and an investor may not get back the amount originally invested;
- The market price of the Ordinary Shares may fluctuate independently of their Net Asset Value and the Ordinary Shares may trade at a discount or premium to their Net Asset Value at different times; and
- It may be difficult for Shareholders to realise their investment and there may not be a liquid market in the Ordinary Shares.

# 4. Key information on the admission to trading on a regulated market

# a Under which conditions and timetable can I invest in this security?

# i. General terms and conditions

The Company is targeting an issue of 84.7 million New Ordinary Shares pursuant to the Initial Issue comprising the Initial Placing, the Open Offer and the Offer for Subscription. Ordinary Shares will be issued pursuant to the Initial Issue at an Issue Price of 118 pence per Ordinary Share.

Approximately 81.4 million New Ordinary Shares are being reserved for Shareholders under the Open Offer under which Shareholders will be entitled to subscribe for one New Ordinary Share for every 5 Ordinary Shares held on the Record Date and the balance of the New Ordinary Shares available under the Initial Issue will be allocated to the Initial Placing, the Offer for Subscription and/or the Excess Application Facility.

The Directors have reserved the right, in consultation with Numis and the Investment Adviser, to increase the size of the Initial Issue in the event that overall demand for the New Ordinary Shares exceeds the target size but the maximum amount raised under the Initial Issue will not exceed £150 million.

The Initial Issue is conditional on, among other things:

- (i) the Resolution being passed at the EGM (or any adjournment thereof);
- (ii) Initial Admission occurring and becoming effective by 8.00 a.m. (London time) on 23 July 2021 (or such later time and date, not being later than 31 July 2021, as the Company, the Investment Adviser and Numis may agree), and
- (iii) the Sponsor and Placing Agreement becoming unconditional in respect of the Initial Issue and not having been terminated in accordance with its terms on or before Initial Admission.

If the Initial Issue does not proceed, monies received will be returned without interest at the risk of the applicant. Following the Initial Issue, Subsequent Placings may be made pursuant to the Placing Programme. The Directors may issue up to a further 500 million New Ordinary Shares (less the number of New Ordinary Shares issued under the Initial Issue) pursuant to the Placing Programme without having to first offer those New Ordinary Shares to existing Shareholders. The issue of further New Ordinary Shares pursuant to the Placing Programme is at the discretion of the Directors, in consultation with Numis and the Investment Adviser. The Placing Programme is flexible and may have a number of closing dates in order to provide the Company with the ability to issue New Ordinary Shares over a period of time.

Each allotment and issue of New Ordinary Shares pursuant to a Subsequent Placing under the Placing Programme, following the Initial Issue, will be conditional, *inter alia*, on: (i) Admission of the relevant New Ordinary Shares occurring by no later than 8.00 a.m. on such date as the Company, the Investment Adviser and Numis may agree from time to time in relation to that Admission, not being later than 28 June 2022; (ii) a valid supplementary prospectus being published by the Company, if such is required by the UK Prospectus Regulation; and (iii) the Sponsor and Placing Agreement being wholly unconditional as regards the relevant Subsequent Placing (save as to the relevant Admission) and not having been terminated in accordance with its terms prior to the relevant Admission.

# ii. Expected Timetable

Event Time and Date

Record Date for the Open Offer

Close of business on 25 June 2021

Latest time and date for applications under the Open Offer

Latest time and date for applications under the Offer for Subscription

Latest time and date for applications under the Initial Placing

Expected date of Admission of the Ordinary Shares issued pursuant to the Initial Issue.

Close of business on 25 June 2021

11:00 a.m. on 15 July 2021

11:00 a.m. on 15 July 2021

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Expected date of Admission of the Ordinary Shares issued pursuant to the Initial Issue. Ordinary Shares issued pursuant to the Initial Issue issued and credited to CREST account

Placing Programme opens

Despatch of definitive share certificates for New Ordinary Shares in certificated form issued pursuant to the Initial Placing, the Open Offer and the Offer for Subscription Placing Programme closes

23 July 2021

23 July 2021

week commencing 26 July 2021 28 June 2022

The times and dates set out in the expected timetable and mentioned throughout this Summary may, in certain circumstances, be adjusted by the Company (with the prior approval of Numis). In the event that such dates and/or times are changed, the Company will notify investors who have applied for New Ordinary Shares of changes to the timetable either by post, by electronic mail or by the publication of a notice through a Regulatory Service provider to the London Stock Exchange.

The Placing Programme is flexible and may have a number of closing dates in order to provide the Company with the ability to issue New Ordinary Shares over a period of time. The Placing Programme is expected to open on 23 July 2021 and will close on 28 June 2022 (or an earlier date on which it is fully subscribed, or otherwise at the discretion of the Directors).

#### iii. Details of admission to trading on a regulated market

The Ordinary Shares are currently listed on the premium listing segment of the Official List of the FCA and traded on the London Stock Exchange's Main Market.

Applications will be made: (i) to the FCA for the Ordinary Shares to be issued pursuant to the Initial Issue and the Placing Programme to be admitted to listing on the premium listing segment of the Official List and; (ii) to the London Stock Exchange for such Ordinary Shares to be admitted to trading on the London Stock Exchange's Main Market.

# iv. Plan for distribution

The Company will notify investors of the number of Ordinary Shares to be issued pursuant to the Initial Issue in respect of which their application has been successful. The results of the Initial Issue will be announced by the Company on or around 21 July 2021, by an RIS announcement. It is expected that Admission of the New Ordinary Shares issued pursuant to the Initial Issue will become effective and that dealings on the London Stock Exchange's Main Market in such Ordinary Shares will commence as soon practicable after 23 July 2021.

It is expected that Admission of further New Ordinary Shares issued under the Placing Programme will become effective, and that dealings in such New Ordinary Shares will commence, during the period from 23 July 2021 to 28 June 2022.

# V. Amount and percentage of immediate dilution resulting from the Initial Issue If 127.1 million New Ordinary Shares were to be issued pursuant to the Initial Issue (being the maximum number of Ordinary Shares that the Directors will be authorised to issue under the Initial Issue) based on the issued share capital at the date of this Prospectus, and assuming that an existing Shareholder did not participate in the Initial Issue, an investor holding 1 per cent. of the Company's issued share capital at the date of this Prospectus would then hold 0.76 per cent. of the Company's issued share capital following Initial Admission. Dilution in connection with the Placing Programme Assuming that 500 million New Ordinary Shares are issued under the Initial Issue and the Placing Programme, a Shareholder that does not participate in the Initial Issue or any Subsequent Placing under the Placing Programme will suffer a dilution of approximately 55.1 per cent. to their existing percentage holding. vi. Estimate of the total expenses of the Initial issue and Subsequent Placings The costs and expenses of the Initial Issue are not expected to exceed 2 per cent. of the Gross Issue Proceeds. By way of illustration, assuming that 127.1 million New Ordinary Shares are issued at the Initial Issue Price pursuant to the Initial Issue, the costs and expenses of, and incidental to, Initial Admission and the Initial Issue payable by the Company are not expected to exceed £2.81 million. The costs and expenses of each Subsequent Placing pursuant to the Placing Programme will depend on subscriptions received but are not expected to exceed 2 per cent of the gross proceeds of such Subsequent Placing. The costs of any issue of New Ordinary Shares will be covered by issuing such New Ordinary Shares at a premium to the prevailing estimated Net Asset Value per Ordinary Share at the time of the Subsequent Placing. vii Estimated expenses charged to the investor As stated in row a(vi) above, the expenses in connection with the Initial Issue or any Subsequent Placing under the Placing Programme will be deducted from the gross issue proceeds, rather than being charged directly to any investor. b Use of prospectus by financial intermediaries The Company does not consent to the use of this Prospectus by financial intermediaries in connection with any subsequent resale or final placement of any New Ordinary Shares. Why is this prospectus being produced? С i. Reasons for the admission to trading on a regulated market The Board intends to use the net proceeds of the Initial Issue and any Subsequent Placings under the Placing Programme, to complete the acquisition of a portfolio of wind turbines (the Wind Portfolio), reduce the amounts drawn down under the Company's Revolving Credit Facility and make further acquisitions in accordance with the Company's investment objective and investment policy.

The use and estimated net amount of the proceeds

The Company is targeting an issue of 84.7 million New Ordinary Shares pursuant to the Initial Issue. The net proceeds of the Initial Issue (the Net Proceeds) will be used for the purposes set out in 4.c.i. above. The Net Proceeds are dependent on the level of subscriptions received. Assuming gross proceeds of £100 million, the Net Proceeds will be approximately £98 million.

#### iii. Underwriting

ii.

Neither the Initial Issue nor any Subsequent Placing are being underwritten.

#### iv. Material conflicts of interest

There are no material conflicts of interest in relation to the Placing Programme.