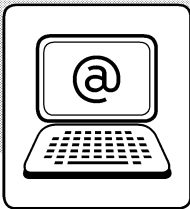


MR A SAMPLE  
 < DESIGNATION >  
 SAMPLE STREET  
 SAMPLE TOWN  
 SAMPLE CITY  
 SAMPLE COUNTY  
 AA11 1AA



**Form of Proxy - Annual General Meeting to be held on 11 September 2019**



**Cast your Proxy online...It's fast, easy and secure!**

**www.investorcentre.co.uk/eproxy**    **Control Number:** 916008    **SRN:** C000000000    **PIN:** 1245

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

View the Annual Report online: [www.sdcleit.com](http://www.sdcleit.com)

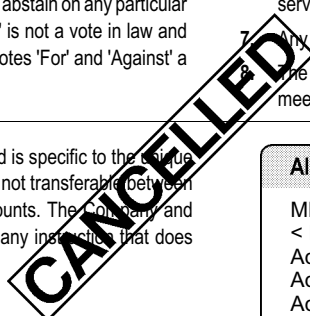
Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) - manage your shareholding online, the easy way!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 9 September 2019 at 2.00 pm.**

**Explanatory Notes:**

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 703 0018 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 703 0018 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.



**All Named Holders**

MR A SAMPLE  
 < Designation >  
 Additional Holder 1  
 Additional Holder 2  
 Additional Holder 3  
 Additional Holder 4



# Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.  
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

	*
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C0000000000

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of SDCL ENERGY EFFICIENCY INCOME TRUST PLC to be held at **Herbert Smith Freehills LLP, 12 Primrose Street, Exchange Square, City of London, EC2A 2EG** on **11 September 2019** at **2.00 pm**, and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



## Ordinary Business

- |   | For                      | Against                  | Vote Withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive annual accounts for period ended 31 March 2019                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve directors' remuneration report  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the remuneration policy   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-appoint PricewaterhouseCoopers LLP as the Company's auditor                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorise the Directors to determine the remuneration of PricewaterhouseCoopers LLP | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Tony Roper as a Director of the Company                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Helen Clarkson as a Director of the Company                                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Christopher Knowles as a Director of the Company                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To approve the Company's dividend policy for the year ending 31 March 2020             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To allow electronic communications to shareholders                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Special Business

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 11. To authorised the Company to make market purchases of Ordinary Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To permit general meetings to be called on 14 days' notice            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Intention To Attend

Please indicate if you intend to attend the AGM

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

--

Date



/ MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



H 7 4 8

0 1

S D C



All Correspondence to:  
Computershare Investor Services PLC  
The Pavilions, Bridgwater Road  
Bristol, BS99 6ZY  
Tel: +44 (0)370 703 0018

MR A SAMPLE  
< DESIGNATION >  
SAMPLE STREET  
SAMPLE TOWN  
SAMPLE CITY  
SAMPLE COUNTY  
AA11 1AA

**CANCELLED**

**IMPORTANT NOTICE**

If you are in any doubt as to what action to take please consult an appropriate independent advisor

Shareholder Reference Number (SRN)

C0000000000



Help reduce the environmental impact of your communications

Dear shareholder

As a shareholder, you can help reduce the environmental impact of your communications by choosing to receive your shareholder communications in electronic form.

The Companies Act allows the default option for receiving and accessing shareholder communications (including your annual report) to be via a company's website. You now have the choice of receiving an email when your annual report and other shareholder communications become available or continuing to receive a printed copy.

**Please select one of the options opposite**

If you do not indicate your preference to us by **11 September 2019** shareholder communications will be supplied to you by means of the website and information on accessing your shareholder communications online will be posted to you at the time of the mailing.

If you have any questions about this letter please refer to the back of this letter for more details.

Yours sincerely

**Tony Roper**  
Chairman

**What are your options?**

**Option 1**

Elect for ecommunications



[www.investorcentre.co.uk/ecomms](http://www.investorcentre.co.uk/ecomms)

Alternatively provide us with your e-mail address on the form overleaf.

You will receive an email notification when your shareholder communications become available online.

**Option 2**

To continue receiving printed copies of your shareholder communications on the reverse form.

**CANCELLED**



**Like the sound of ecommunications**

You can also manage your shareholding online. Investor Centre is our free self-service website. Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) and manage your shareholding with ease!

Computershare Investor Services PLC (CIS PLC) is authorised and regulated by the Financial Conduct Authority. CIS PLC is registered in England & Wales, Company No. 3498808, at: The Pavilions, Bridgwater Road, Bristol BS13 8AE.



