



29 August 2024

## ACP ENERGY PLC

### Notice of Annual General Meeting

Notice is given that the Annual General Meeting of ACP Energy PLC (the “**Company**”) will be held at 13 Hanover Square, London W1S 1HN on 23 September 2024 at 10.00 a.m. to consider the following resolutions, of which resolutions 1 to 4 will be proposed as ordinary resolutions and resolutions 5 and 6, as special resolutions. Please note the Explanatory Notes to each of the Resolutions and the Directors recommendation attached to this document.

#### Ordinary Resolutions.

1. To receive and adopt the Company's Annual Report and Accounts for the financial year ended on 30 June 2023, and the Directors' Report and the Independent Auditors' Report to those accounts.
2. To approve the directors' remuneration report and the remuneration policy for the financial year ended 30 June 2023, which is contained within the Company's Annual Report and Accounts for the Financial Year ended 30 June 2023.
3. To re-appoint PKF Littlejohn LLP as auditor of the Company and to hold office until the conclusion of the next annual general meeting at which accounts are laid before the members and to authorise the directors to determine their remuneration.
4. THAT, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) and in substitution for all existing authorities under that section, to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (“**Rights**”) up to an aggregate nominal amount of £5,000,000 during the period commencing on the date of the passing of this resolution and shall expire on the later of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company, and provided further that the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights under such offer or agreement as if this authority had not expired.

#### Special Resolutions.

5. THAT, subject to the passing of resolution 4 above, the directors be empowered under section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash under the general authority already given as if sub-section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with an offer of such securities to holders of ordinary shares where the equity securities for which ordinary shares are respectively entitled to

subscribe are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment (otherwise than under sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £5,000,000; and so that such power (unless previously revoked or varied) shall expire on the later of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company, provided that the directors may, before the power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires.

6. THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By Order of the Board  
Paul Welch  
Executive Chairman

29 August 2024

**For further information:**

[www.acpenergyplc.com](http://www.acpenergyplc.com)

ACP Energy

Paul Welch, Executive Chairman

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Mark Antelme / Jimmy Lea

## **Notes:**

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register at 6.00 p.m. on 19 September 2024 shall be entitled to attend and vote at the Meeting.

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. Shareholders who return a Proxy Form will be able to attend the meeting and vote in person if they wish. If you attend in person and vote, then your proxy appointment will be automatically terminated.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars at the address set out in note 5 below.

5. The notes to the proxy form explain how to direct your proxy how to vote on the Resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:

(a) completed and signed;

(b) sent or delivered to the Company's Registrar at Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands, United Kingdom, B62 8HD; and

(c) received by the Company's Registrar on or prior to 10.00 a.m. on 19 September 2024 or not less than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

7. As at close of business on the day immediately prior to the date of posting this notice of Annual General Meeting, the Company's issued share capital comprised 46,600,000 ordinary shares of £0.002 each and there are no Ordinary Shares held in treasury. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting

rights in the Company as at close of business on the day immediately prior to the date of posting of this notice of Annual General Meeting is 46,600,000.

8. Any electronic addresses provided in this notice are provided solely for the purpose of enabling shareholders to register the appointment of a proxy or proxies for the meeting or to submit their voting directions electronically. You may not use any electronic address provided in this notice to communicate with the Company for any purposes other than those expressly stated.

9. A corporate shareholder may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder in the Company, provided that they do not do so in relation to the same share.

10. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at <https://acpenergyplc.com>.

11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

12. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent, Neville Registrars Limited (ID: 7RA11) by 10.00 a.m. on 19 September 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

13. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

15. Shareholders attending the AGM, whether in person have a right to ask questions relating to the business being dealt with at the meeting. The Company must answer such questions unless:

16.1 answering would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information,

16.2 the answer has already been given on a website in the form of an answer to a question, or

16.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

17. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (nominated persons). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights

18. Shareholders satisfying the threshold requirements set out in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:

18.1 the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Meeting; or

18.2 any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the shareholders propose to raise at the Meeting.

19. If you have sold or transferred all of your shares, this Notice of Meeting should be passed on to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

## **Explanatory notes to the Notice of AGM**

The following notes give an explanation of the proposed Resolutions. Resolutions 1 to 4 (inclusive) are proposed as ordinary resolutions. This means for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 5 and 6 are proposed as special resolutions. This means that for Resolutions 5 and 6 to be passed, at least three quarters of the votes cast must be in favour of the Resolutions.

### *Resolution 1 – Receiving 2023 Report and Accounts*

This is an ordinary resolution to receive and adopt the annual accounts of the Company for the financial year ended 30 June 2023 together with the Directors' reports and auditors' report on those accounts.

### *Resolution 2 – Remuneration Report and Remuneration Policy*

In accordance with the provisions of the Companies Act 2006, the Directors' remuneration report (the Remuneration Report) in the Annual Report 2023 sets out the remuneration paid to the Company's Directors during the year ended 30 June 2023. The vote on the Remuneration Report is advisory only.

The Resolution also includes the approval of the remuneration policy for the Directors.

### *Resolution 3 – Appointment of Auditors*

This is an ordinary resolution to grant the Directors the authority to appoint PKF Littlejohn LLP as the Company's auditors, to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which the accounts are laid before the Company and to authorise the Directors to determine the auditors' remuneration.

### *Resolution 4 – Directors' Authority to Allot Shares*

This is an ordinary resolution to grant the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Companies Act 2006 (the "**Act**") up to the maximum aggregate nominal amount of £5,000,000. This Resolution replaces any existing authorities to issue shares in the Company and the authority under this Resolution will expire at the conclusion of the next annual general meeting of the Company.

### *Resolution 5 – Disapplication of Pre-emption Rights*

Resolution 5 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £5,000,000 for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 4 above. The authority granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company.

### *Resolution 6 – Notice Periods for General Meetings*

Resolution 6 is a special resolution to allow the Company to hold general meetings, other than annual general meetings, on 14 days' notice. Under the Companies Act 2006, the minimum notice period for general meetings of listed companies (as is the case for this Company) is 21 days. However, this period can be reduced to 14 days (other than for AGMs), provided that two conditions are met. The first condition is that the company offers facilities for shareholders to submit proxy appointments by electronic means. The second condition is that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 days to 14 days. The Board is therefore proposing

Resolution 6 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company, other than annual general meetings. The approval will be effective until the Company's next annual general meeting.

### **Recommendation**

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions as they intend to do in respect of their own holdings of Ordinary Shares which amount, in aggregate, to approximately 16,250,000 Ordinary Shares, representing approximately 34.87 per cent.