

¹THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are advised to consult your own stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Edenville Energy plc, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

EDENVILLE ENERGY PLC

NOTICE OF ANNUAL GENERAL MEETING

to be held

on 30 July 2021 at 11.00 am

at Womble Bond Dickinson (UK) LLP, 4 More London Riverside, SE1 2AU

Notice of the annual general meeting of Edenville Energy plc is set out on pages 2 to 8 of this document.

You may appoint another person as proxy to exercise your rights to attend, speak and vote at the meeting. Full details on how to appoint a proxy are set out in this document and in the enclosed proxy form. The Company must be notified of all proxy appointments by not later than 11.00 am on 28 July 2021.

Instructions for electronic voting are set out on page 7 of this document.

The annual report and accounts of the Company for the year ended 31 December 2020 are available to view and download electronically at <https://edenville-energy.com/financial-reports/>.

Company number: 05292528

NOTICE OF ANNUAL GENERAL MEETING

EDENVILLE ENERGY PLC (Company)

Notice is given that an annual general meeting of the Company will be held at Womble Bond Dickinson (UK) LLP, 4 More London Riverside, SE1 2AU on 30 July 2021 at 11.00 am for the purposes of considering and voting on the resolutions set out below. Resolutions 1 to 4 will be proposed as ordinary resolutions and Resolution 5 as a special resolution.

ORDINARY RESOLUTIONS

1. Report and accounts

To receive the accounts of the Company for the year ended 31 December 2020 together with the reports thereon of the directors and the auditors of the Company.

2. Re-election of director retiring by rotation

To re-elect Jeffrey Malaihollo as a director of the Company.

3. Appointment of auditor

To re-appoint PKF Littlejohn LLP as auditors of the Company in accordance with Section 489 of the Companies Act 2006 (**CA 2006**) until the conclusion of the next annual general meeting of the Company at which audited accounts are laid before members and to authorise the directors to determine their remuneration.

4. Authority to allot shares

THAT the directors are generally and unconditionally authorised for the purposes of s 551 Companies Act 2006 (**CA 2006**) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- (A) up to an aggregate nominal amount of £200,000; and
- (B) comprising equity securities (as defined in s 560(1) CA 2006) up to an aggregate nominal amount of £400,000 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities if this is required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded (as 'nil paid rights') for a period before payment for the securities is due (a **rights issue**), save that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or expedient to deal with any fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter), provided that:

- (a) (unless previously revoked, varied or renewed by the Company) this authority will expire at the end of the next annual general meeting of the Company, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired; and
- (b) this authority replaces all subsisting authorities previously granted to the directors for the purposes of s 551 which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

SPECIAL RESOLUTIONS

5. Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 4, in accordance with s 570 Companies Act 2006 (**CA 2006**) the directors are given power to allot equity securities (as defined in s 560 CA 2006) of the Company for cash pursuant to the authority conferred by that resolution as if s 561(1) CA 2006 did not apply to any such allotment, provided that:

- (a) this power is limited to:
 - (i) the allotment of equity securities for cash in connection with an offer of equity securities (but, in the case of an allotment of equity securities pursuant to the authority granted by paragraph (B) of resolution 4, only by way of a rights issue (as defined in that resolution)) to:
 - a. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - b. holders of other equity securities, if required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,subject, in both cases, to the power of the directors to impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and
 - (ii) in the case of an allotment of equity securities for cash pursuant to the authority granted by paragraph (A) of resolution 4, the allotment of equity securities (otherwise than under (a)(i) above) up to an aggregate nominal amount of £200,000;
- (b) (unless previously revoked, varied or renewed by the Company) this power will expire at the end of the next annual general meeting of the Company, save that, in each case, the directors may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after its expiry and the directors may allot equity securities pursuant to such an offer or agreement as if this power had not expired; and

- (c) this power replaces all subsisting powers previously given to the directors for the purposes of s 570 which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of equity securities already made, offered or agreed to be made under such powers.

By Order of the Board

Jeffrey Malaihollo
Director
5 July 2021

Registered office: Aston House, Cornwall Avenue, London, NW 1LF

EXPLANATORY NOTES

Resolutions 1 to 4 are proposed as ordinary resolutions, which means that, for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution.

Resolution 5 is proposed as a special resolution, which means that, at least 75% of the votes cast must be in favour of the resolution.

The notes below explain the proposed resolutions.

Resolution 1: Receiving the reports and accounts

The Directors must present the accounts and reports of the Company for the year ended 31 December 2020 to shareholders at the AGM. These include the report of the Directors, the financial statements, and the report of the auditor on the financial statements. Shareholders are being asked to receive the report and accounts.

Resolution 2: Re-election of director

As required by the Company's Articles of Association Jeffrey Malaihollo will put himself forward for re-election at the AGM. Resolution 2 seeks your approval to re-elect Jeffrey Malaihollo as a director of the Company.

Resolution 3: Appointment of auditor

The auditors of a public company must be appointed at each general meeting at which accounts are laid. Resolution 3 proposes the re-appointment of PKF Littlejohn LLP, who have been in office since 2020, as auditors of the Company to hold office until the conclusion of the next general meeting at which the accounts are laid before the Company. Resolution 3 also gives authority to the directors, in accordance with standard practice, to agree the remuneration of the Company's auditor.

Resolution 4: Authority to allot shares

- (1) The authority conferred on the directors at the annual general meeting of the Company held in 2020 to allot shares or grant rights to subscribe for or convert any security into shares in the Company expires at the conclusion of this year's annual general meeting. The purpose of resolution 4 is to replace that authority.
- (2) Paragraph (A) of resolution 4 would allow the directors to allot new shares and grant rights to subscribe for or convert any securities into shares up to an aggregate nominal value of £200,000. This represents 20,000,000 ordinary shares, which is equivalent to approximately 92% of the Company's total issued ordinary share capital as at 5 July 2021 the latest practicable date prior to publication of this Notice.
- (3) Paragraph (B) of resolution 4 proposes that the directors be authorised to allot shares in connection with a rights issue in favour of holders of equity securities, including ordinary shareholders.
- (4) The authority sought under resolution 4 will, if granted, lapse at the end of the next annual general meeting of the Company.

Resolution 5: Disapplication of pre-emption rights

- (1) The power conferred on the directors at the annual general meeting of the Company held in 2020 to allot shares in the Company for cash without application of the pre-emption rights provided by s 561

CA 2006 expires at the conclusion of this year's annual general meeting. The purpose of Resolution 5 is to replace that authority.

- (2) If Resolution 5 is passed, it would allow the directors to allot new shares for cash without first offering them to shareholders in proportion to their existing holdings, up to an aggregate nominal amount of £400,000. This maximum amount represents 40,000,000 shares, which is equivalent to approximately 184% of the Company's total issued equity share capital, as at 5 July 2021, the latest practicable date prior to publication of this Notice.
- (3) The authority sought under Resolution 5 will, if granted, lapse at the end of the Company's next AGM.

MEMBER NOTES:

Entitlement to attend and vote

- (1) To be entitled to attend and vote at the meeting, and in order for the Company to determine how many votes they may cast at the meeting, members must be entered in the register of members of the Company on 26 July 2021 at 11.00 am (or, if the meeting is adjourned, at 11.00 am on the date which is two days before the time of the adjourned meeting). Changes to the entries on the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Voting rights

- (2) As at 5 July 2021 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 21,645,575 ordinary shares of £0.01. Each ordinary share carries the right to one vote at a general meeting of the Company.

Voting by electronic means

- (3) Those members entitled to attend, speak and vote at the Annual General Meeting are now able to vote online by logging on to www.signalshares.com and following the instructions provided or in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below, in each case, by 11.00 am on 28 July 2021. Should you not have access to vote by these methods a paper proxy may be obtained from the Registrar.

Voting by proxy

- (4) A member may appoint another person as proxy to exercise all or any of his/her rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
- (5) You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares.
- (6) You may use the enclosed proxy form to appoint a proxy and give proxy instructions. If you wish, you may register the appointment of your proxy electronically, by following the instructions in Note (9). Alternatively, CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service in accordance with paragraphs (10) to (13) of these Notes.
- (7) If you wish to appoint more than one proxy using the enclosed proxy form, you must complete and return a separate proxy form for each proxy. Photocopies of the enclosed proxy form may be used for that purpose or you may obtain copies from Link Group. On each separate proxy form you must:
(i) insert the proxy's full name, address and the number of shares in relation to which he/she is authorised to act as your proxy, ensuring that the aggregate number of shares entered on all such proxy forms does not exceed your full voting entitlement; and (ii) tick the box in each proxy form indicating that you are appointing more than one proxy. All proxy forms must be returned together and in accordance with the instructions in the proxy form.
- (8) To be effective, any proxy form must be completed, signed and sent by post to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom to be received not later than 11.00am on 26 July 2021 or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding any adjourned meeting.

Electronic proxy appointment system

- (9) You may appoint your proxy electronically. To use this facility, please visit www.signalshares.com where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number printed on the enclosed proxy form will be required to complete the procedure. The appointment of a proxy electronically will not be valid if it is (i) received later than 11.00 am on 28

July 2021 or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding any adjourned meeting or (ii) sent to any other electronic address.

Electronic proxy appointment via CREST

- (10) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournments thereof by utilising the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed a voting service providers(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.
- (11) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK and Ireland (**EUI**)'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by our agent Link Group (ID RA10) by no later than 11.00 am on 28 July 2021 or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- (12) CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (13) 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.

Votes withheld

- (14) A 'vote withheld' column is included on the proxy form and poll cards. A 'vote withheld' in respect of any resolution is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against it.

Assistance

- (15) If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at enquiries@linkgroup.co.uk, or you may call Link Group on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.