

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your ordinary shares in ThomasLloyd Energy Impact Trust plc (the "Company"), please forward this document, but not any accompanying personalised Forms of Proxy, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares.

ThomasLloyd Energy Impact Trust plc

*(Incorporated in England & Wales with company number 13605841
and registered as an investment company under section 833 of the Companies Act 2006)*

Notice of a General Meeting requisitioned pursuant to section 303 of the Companies Act 2006

and

Notice of Adjourned Annual General Meeting (as adjourned from 30 June 2023)

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST RESOLUTION 1 AND VOTE FOR RESOLUTIONS 2 AND 3 AT THE REQUISITIONED GENERAL MEETING.

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST RESOLUTION 5 AND VOTE FOR RESOLUTIONS 6 AND 7 AT THE ADJOURNED ANNUAL GENERAL MEETING.

Notices of: (i) the requisitioned general meeting of the Company to be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH on Thursday, 24 August 2023 at 10.00 a.m. (the "**Requisitioned General Meeting**"); and (ii) the adjourned annual general meeting of the Company to be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH on Thursday, 24 August 2023 at 10.15 a.m., or, if later, immediately after the conclusion of the Requisitioned General Meeting (the "**Adjourned Annual General Meeting**"), are set out at the end of this document.

To be valid, the Form of Proxy for use at the Requisitioned General Meeting and the Form of Proxy for use at the Adjourned Annual General Meeting must be completed and returned in accordance with the instructions printed thereon to the office of the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or delivered by hand (during office hours only) to the same address as soon as possible and in any event so as to arrive no later than 10.00 a.m. and 10.15 a.m., respectively, on Tuesday, 22 August 2023. Alternatively, you may register your proxy appointments electronically by visiting Computershare's website (www.investorcentre.co.uk/eproxy). Electronic proxy appointments must also be lodged no later than 48 hours before the time appointed for the relevant meeting. Appointment of a proxy does not preclude you from attending the relevant meeting and voting in person.

Any proxy forms already submitted for the Annual General Meeting of the Company held on 30 June 2023 (the "AGM") will apply to the Adjourned Annual General Meeting. As the Directors recommended shareholders to withhold their votes on resolutions 5, 6 and 7 at the AGM held on 30 June 2023, and those resolutions will now be put to the Adjourned Annual General Meeting, shareholders are strongly encouraged to submit a new Form of Proxy or electronic proxy appointment for the Adjourned Annual General Meeting as well as a Form of Proxy for the Requisitioned General Meeting. Accordingly, if you wish to update or amend your previous proxy form, you should follow the procedures set out in the notes to the Notice of Adjourned Annual General Meeting at the end of this document.

As the business of the Requisitioned General Meeting and the Adjourned Annual General Meeting will be the same, shareholders are advised that they should vote the same way in respect of the same resolutions to be proposed at both the Requisitioned General Meeting and the Adjourned Annual General Meeting.

LETTER FROM THE CHAIR

ThomasLloyd Energy Impact Trust plc

(Incorporated in England & Wales with company number 13605841 and registered as an investment company under section 833 of the Companies Act 2006)

Directors:

Sue Inglis (*Non-executive Chair*)
Clifford Tompsett (*Non-executive Director*)
Kirstine Damkjaer (*Non-executive Director*)
Mukesh Rajani (*Non-executive Director*)

Registered Office:

The Scalpel
18th Floor
52 Lime Street
London EC3M 7AF

31 July 2023

Dear Shareholder

Notice of Requisitioned General Meeting and Notice of Adjourned Annual General Meeting

INTRODUCTION

On 11 July 2023, the Company received a requisition notice pursuant to section 303 of the Companies Act 2006 in respect of shares beneficially owned by ThomasLloyd Cleantech Infrastructure Fund SICAV and ThomasLloyd SICAV – Energy Impact Credit Fund requiring three resolutions which were not voted on at the AGM, including a vote on the continuation of the Company (the "**Continuation Resolution**"), to be put before shareholders (the "**Requisition**"). As a result of the Requisition, the Company is required to convene the Requisitioned General Meeting now for the purpose of allowing shareholders to consider and vote on those three resolutions. The full text of the resolutions is set out in the Notice of Requisitioned General Meeting at the end of this document.

The AGM was adjourned prior to the Continuation Resolution and two other resolutions (being the Company's authority to make market purchases of its own shares and to hold general meetings on shorter notice) being put to the vote on the basis that the Board considered that shareholders should have been given the opportunity to make a fully informed decision on the Company's future once the annual report for the financial period ended 31 December 2022 (the "**Annual Report**") had been published. The Company is still required to reconvene the Adjourned Annual General Meeting in order to propose the business that was not put to the vote at the AGM. To satisfy that requirement and to remove that burden from the Company at a future date, the Adjourned Annual General Meeting is now also being reconvened to be held immediately following the conclusion of the Requisitioned General Meeting. The resolutions to be proposed at the Adjourned Annual General Meeting are necessarily exactly the same as the resolutions being proposed at the Requisitioned General Meeting (save for the numbering of the resolutions).

I am writing as your Chair on behalf of your Board of Directors. This letter highlights a number of reasons why we are unanimously recommending that you vote against the Continuation Resolution at both the Requisitioned General Meeting and the Adjourned Annual General Meeting (together the "**Meetings**"). This is not a recommendation that we are making lightly because, like many shareholders, we believe in the value of the impact strategy the Company was established to deliver.

Before we set out the detailed reasoning for our recommendation, we would like to set out some introductory remarks.

We are your Board of Directors who, with complete independence and with no pre-set agenda, are assessing the position of the Company and whether we believe that you should vote for it to continue in its present form. It is our duty to deliver effective governance and oversight of the Company's investment manager, ThomasLloyd Global Asset Management (Americas) LLC (the "**Investment Manager**"), on behalf of shareholders.

We have been engaging with shareholders following the suspension of listing and trading of the Company's shares on 25 April 2023 (the "**Suspension**") and we understand fully that an end to the Suspension is one of your highest priorities. In order for this to be achieved, the financial statements for the financial period ended 31 December 2022 (the "**Financial Statements**"), Annual Report and audit for the financial period

ended 31 December 2022 (the "**2022 Audit**") must be completed and the Annual Report and Financial Statements published.

The holding of a continuation vote is not a precondition to the ending of the Suspension and the outcome of the vote on the Continuation Resolution will not prevent or further delay the Financial Statements, Annual Report and the 2022 Audit being completed or the Suspension being lifted.

When we first became aware of the serious issues facing the Company in relation to the 200 MW DC solar PV project to-be-constructed in Rewa Ultra Mega Solar Park in India (the "**RUMS Project**"), we resolved that it was not in the interests of the Company and its shareholders to have a public dispute with the Investment Manager and we wished to work constructively with it to seek to ensure that the Board and shareholders have a full understanding of the position, that the completion of the Financial Statements, Annual Report and 2022 Audit is achieved as quickly as possible and that the Suspension can be lifted. To be clear, a vote against the Continuation Resolution will not preclude or delay the completion of the Financial Statements, Annual Report and 2022 Audit or the lifting of the Suspension. The impact of the Continuation Resolution not passing is explained below under the heading "*Impact of the Continuation Resolution not passing*".

Our recommendation to adjourn the AGM on 30 June 2023 prior to voting on the Continuation Resolution was primarily based on our judgement that it was simply not sensible or realistic at that time to expect anyone to form a considered view on the financial position and prospects of the Company (i) whose valuation is uncertain, (ii) whose principal construction asset is economically unviable and where the non-completion penalties may be substantial, (iii) whose Financial Statements, Annual Report and 2022 Audit cannot currently be completed, (iv) whose shares are suspended from trading and (v) where there is no clear strategy for the future of the Company.

Our secondary motivation was to work privately with the Investment Manager to ensure that the Board, its advisers and the Company's auditor, Deloitte LLP (the "**Auditor**"), could establish with confidence what had happened with the RUMS Project and to undertake other significant workstreams required to get the Company back on track, if possible. As a result of the Requisition, we now have to explain in further detail some of the key issues facing the Company and provide you with a recommendation now on whether to vote for or against the Continuation Resolution.

For the reasons stated below we recommend that you should vote against the Continuation Resolution at each of the Meetings.

REASONS WHY YOUR BOARD IS RECOMMENDING THAT YOU VOTE AGAINST THE CONTINUATION RESOLUTION

Continued delay in finalising valuations and completing the Financial Statements, Annual Report and 2022 Audit

It should be possible to readmit the Company's shares to trading as soon as the Company is able to complete the Financial Statements, the Annual Report and 2022 Audit and publish the Annual Report. The Board is, therefore, working as hard as it can to achieve this. Much, however, depends on the information supplied to the Board and the Auditor and the trust and confidence which each of them has in that information because the Financial Statements must show a true and fair view of the Company.

In accordance with standard practice, the Investment Manager should provide oral and written representations to the Board and the Auditor in connection with the valuations of the Company's assets and the audit of the Financial Statements. In order to be confident that those representations are complete and accurate and can therefore be relied upon, as well as complying with their duties more generally, it is essential for the Board and the Auditor to understand fully the circumstances which led to the Suspension and specifically:

- who at the Investment Manager was aware the RUMS Project had become economically unviable and at what time;
- why the economic unviability was not disclosed to the Board or the Auditor until 17 April 2023; and
- why the liabilities relating to non-completion of the RUMS Project provided to the Board on 21 April 2023 were estimated to be only US\$5 million whereas subsequent analysis has revealed they could be up to US\$33.5 million.

Furthermore, material information has only very recently been provided to the Board in relation to Talettutayi Solar Projects Eight Private Limited, a subsidiary of the Company's Indian renewable energy platform ("**SolarArise**"), which, on 5 December 2022 won 100 MW AC of capacity in a reverse auction for a solar PV project with an estimated cost of US\$69 million to be constructed in the State of Maharashtra. Information on this project should have been provided to the Board and the Auditor for the purposes of evaluating the 31 December 2022 valuations – it was not. In addition, the potential cash equity requirements included in the investment deployment of existing cash resources and cashflow projections for the Company provided to the Board and the Auditor in connection with the 2022 Audit and the preparation of the Annual Report did not include this project.

The issues set out above, as well as the other valuation issues referred to below, illustrate the challenges that the Board and the Auditor now have in being able to satisfy themselves about the quality and reliability of the information being given to them by the Investment Manager.

Against this backdrop:

- The Board discussed with the Investment Manager the requirement for a comprehensive investigation into what happened with the RUMS Project and, in particular, who at the Investment Manager knew what and when regarding the economic viability of the project, and why the Board was not informed of its economic unviability until April 2023. Such an investigation would require the full cooperation of the Investment Manager, typically including granting access to emails and telephone and other records at the Investment Manager. Accordingly, the Board determined it was better to work jointly with the Investment Manager in this regard to expedite the conclusion of the investigation.

In response, however, the Investment Manager (or one of its affiliated companies) has appointed an investment operations and risk advisory services firm to investigate some matters on its own behalf. The Investment Manager has refused to give the Board the opportunity to approve or input into, or even access to, that consultant's scope of work. The Investment Manager has shared a copy of the scope with the Auditor but prohibited the Auditor from sharing the scope with the Board.

The Board has also been informed by the Investment Manager that neither the Board nor the Auditor will be given access to the consultant's final report. Instead, the Investment Manager has proposed that its own summary of the findings of its consultant's report is presented only to the Auditor, again prohibiting the Auditor from sharing that information with the Board. Prohibiting the Auditor from sharing information with the Board is inappropriate because the Auditor would then be asked to rely on information for which the Board is not able to take responsibility.

Having recently been made aware that the Investment Manager's Chief People Officer was present throughout the consultant's interview of at least one employee of the Investment Manager, the Board is concerned about the independence of the investigation being undertaken on behalf of the Investment Manager.

- Separately, for the purposes of corporate governance and independently of the investigation referred to above and with a view to establishing the key facts regarding what happened with the RUMS Project, the Board has sent the Investment Manager a list of critical questions for it to answer. These questions were first sent to the Investment Manager on 19 June 2023, with follow-up emails sent on 27 June and 13 July 2023 and, to date, the Board has not received any meaningful answers to them.

In short, some three months since the Suspension, the Board still does not have the full picture of what happened with the RUMS Project and, in particular, has no information regarding who at the Investment Manager knew what and when in relation to the economic viability of the project and why material matters were not brought to the Board's attention until April 2023.

The Board is disappointed with the approach taken by the Investment Manager and has been left with no alternative but to discuss an alternative plan for securing the information required to enable the Financial Statements, Annual Report and 2022 Audit to be completed. Accordingly, the Board has agreed with the Auditor that additional audit evidence will be required to finalise the Annual Report and 2022 Audit, including financial, tax and, potentially, other due diligence reports on the Company's investments. This is necessary, in the absence of the ability to rely on the representations of the Investment Manager, to ensure the completeness and accuracy of all information required to prepare the valuations and finalise the Annual Report. The Board is in the process of having discussions on the scope, costs and timelines for this work. **Inevitably, this will result in further costs and delays in finalising the Financial Statements, Annual Report and 2022 Audit.**

Continuing uncertainty over the Company's financial position

As notified in the announcements on 24 April, 6 June and 12 July 2023, and for the reasons set out below and elsewhere in this letter, there remains considerable uncertainty over the valuation of the Company's investments.

In May 2023, the Board appointed PricewaterhouseCoopers LLP ("**PwC**") to assist the Company's AIFM and the Board with the finalisation of the valuation of the Company's portfolio as at 31 December 2022. As announced on 12 July 2023, the Board has received a draft report from PwC on the valuation of the Company's assets. Based on the issues being considered, the Board believes that the portfolio valuation as at 31 December 2022 could reflect a material downward movement relative to the 30 September 2022 valuation and to the draft valuations as at 31 December 2022 provided to the Board in February 2023.

Shareholders should also note that the 31 December 2022 valuations will also reflect: (i) a leading independent power consultancy's price forecasts for the Philippines wholesale electricity spot market price, which was commissioned by the Board in December 2022 and were below the Investment Manager's forecasts previously used; and (ii) amendments to the Investment Manager's valuation models following an external audit of them commissioned by the Board in January 2023.

The Board is currently considering several matters, which are wider ranging and more concerning than just the macro-economic factors which have driven valuation revisions across the infrastructure sector, including whether revenue, operating cost and tax projections were unrealistically optimistic.

In addition to the above and, as previously announced, US\$8.2 million of costs are expected to be written off if the RUMS Project does not proceed and a further reduction in the fair value as at 31 December 2022 is expected to be required due to the contingent liability risk associated with non-completion penalties for the project and legal costs which are estimated to be up to US\$33.5 million on the basis that the project would not have gone ahead at that date.

The price of solar modules has fallen in recent weeks and the Investment Manager has determined that there are circumstances where it could now be in shareholders' interests to proceed with construction and is currently assessing this option with the Board. If the RUMS Project does proceed, which the Board expects would be subject to prior FCA and Shareholder approval for a material change to the country limit in the Company's investment policy, the project would still be expected to have a material negative net present value at the current time.

In short, therefore, the Company's financial position is hard to ascertain based on the information currently available but is likely to show a material downward adjustment in the Company's NAV as at 31 December 2022 relative to 30 September 2022. In such circumstances, the Board cannot recommend voting in favour of the Continuation Resolution.

Lack of a plan from the Investment Manager to assist in the potential relaunch of the Company

As part of the process to prepare the Annual Report, in light of the slow deployment of capital by the Company, changed macro-economic conditions affecting the sector and the issues that have arisen in the management of the Company's assets, the Board had asked for an updated fund model from the Investment Manager to confirm whether the Company's target returns are still realistic and whether changes to the Company's investment strategy or policy in order to achieve acceptable returns for shareholders should be considered. Despite repeated requests for this information, it has not been received by the Board.

The Investment Manager agreed some weeks ago to deliver an investment proposal to assist in the potential relaunch of the Company, addressing matters such as the future investment strategy and policy and realistic target returns, to the Board by the end of July 2023. At the time of printing this document, the Board is still awaiting delivery of this proposal.

The Board does not believe that it would be prudent to vote in favour of the Continuation Resolution where the future direction and prospective financial returns of the Company are unclear.

Conclusion

In summary, the Board has been working tirelessly to provide shareholders with full information on the Company's position, facilitate the completion of the 31 December 2022 valuations and the 2022 Audit and enable trading in the Company's shares to resume. We were seeking to work

privately with the Investment Manager and present shareholders with a full picture prior to asking them to vote on the Continuation Resolution, but the Board's hand has been forced by the Requisition.

The Board considers that there are serious and currently unanswered questions regarding the valuation of the Company's investments and the approach taken by the Investment Manager. The Board therefore has no alternative but to recommend that shareholders vote against the Continuation Resolution at each of the Meetings.

IMPACT OF THE CONTINUATION RESOLUTION NOT PASSING

In the event that the Continuation Resolution is not passed, the Board will consult with shareholders with a view to establishing the most appropriate way forward for the Company. Based on feedback from recent shareholder engagement, the Board is aware of the importance of the impact strategy which the Company was established to deliver to many shareholders. Accordingly, proposals to be considered by the Board may include a relaunch of the Company as well as an orderly managed wind-down. However, any proposal to relaunch the Company would be required to offer a compelling investment proposition for both existing and prospective investors and, therefore, enable the Company to scale up its size significantly over time. As required by the Company's articles of association, the Board's proposals regarding the Company's future will be put to shareholders for their approval within four months of the date of the Meetings. In the meantime, the Board will continue to work tirelessly to finalise the Financial Statements, Annual Report and 2022 Audit and get the Suspension lifted.

As announced on 12 July 2023, shareholders should be aware that, if the Continuation Resolution is not passed, the Company will be entitled to terminate its investment management agreement with the Investment Manager summarily at any time and without further payment in respect of the Investment Manager's initial five-year term of appointment. In the circumstances, the Board believes that it is in the interests of shareholders to have that option to terminate.

FURTHER INFORMATION REGARDING THE SUSPENSION

Trading in the Company's shares was suspended on 25 April 2023 on the basis that the Company was not at that time able to assess accurately its financial position.

As a result of the issues arising in relation to the RUMS Project and broader issues described in this letter, the Company was also unable to meet the deadline of 30 April 2023 required by the FCA for the publication of the Annual Report, which would have resulted in a suspension of listing and trading of the Company's shares in any event.

Based on the Company's recent engagement with shareholders it seems that some shareholders are under the impression that the Company's listing will be cancelled automatically by the FCA if the Suspension lasts for more than six months. This is not the case. The FCA has the right to cancel the Company's listing after this deadline, but in practice is unlikely to do so while the Company continues to take active steps towards the publication of the Annual Report.

As set out above, the Board and its advisers continue to take all possible steps to ensure that the Financial Statements, Annual Report and 2022 Audit can be completed, the Annual Report published, and the Suspension lifted as soon as practicable. It should also be noted that a vote against the Continuation Resolution will not prevent or further delay the finalisation of the Financial Statements, Annual Report and 2022 Audit or the lifting of the Suspension.

ARRANGEMENTS FOR THE REQUISITIONED GENERAL MEETING AND THE ADJOURNED ANNUAL GENERAL MEETING

The Meetings will be held on Thursday, 24 August 2023 at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH. The Requisitioned General Meeting will commence at 10.00 a.m. and will be followed by the Adjourned Annual General Meeting.

The Meetings will be held in person. If you decide not to attend the Meetings in person, it is important that you do still cast your votes in respect of the business of the Meetings and you can do so by voting by proxy in accordance with the instructions set out below under the heading "*Action to be taken in respect of the Meetings*".

The results of each Meeting will be announced through a Regulatory Information Service and on the Company's website, www.tlenergyimpact.com, as soon as possible once known.

RESOLUTIONS TO BE PROPOSED AT THE MEETINGS

As explained above, the resolutions to be proposed at the Requisitioned General Meeting and the Adjourned Annual General Meeting are necessarily exactly the same (save for the numbering of the resolutions).

The full text of the resolutions is set out in both the Notice of Requisitioned General Meeting and the Notice of Adjourned Annual General Meeting set out at the end of this document. The resolutions are being proposed as ordinary and special resolutions as set out below. An ordinary resolution requires more than 50 per cent. of the votes cast to be in favour in order for the resolution to be passed. A special resolution requires at least 75 per cent. of the votes cast to be in favour in order for the resolution to be passed.

Ordinary resolution 1 at the Requisitioned General Meeting (being the same as ordinary resolution 5 at the Adjourned Annual General Meeting)

This is the Continuation Resolution which has been explained in detail elsewhere in this letter.

Special resolution 2 at the Requisitioned General Meeting (being the same as special resolution 6 at the Adjourned Annual General Meeting)

The Company's existing power to buy back its own shares through the market will lapse at the conclusion of the Adjourned Annual General Meeting. This resolution seeks authority for the Company to make market purchases of its own ordinary shares. If passed, the resolution gives authority for the Company to purchase up to 26,335,137 of its ordinary shares, representing 14.99 per cent. of the Company's issued ordinary share capital as at the date of this document. The Company currently has no treasury shares. Shareholders should note that as this resolution is the same at each Meeting, the resolution(s), if passed, will only give authority to purchase up to 26,335,137 ordinary shares and not any higher or aggregated number of ordinary shares.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire at the conclusion of the Company's next annual general meeting to be held in 2024.

The Directors believe that the ability to buy-back shares is an important capital management tool and that, from time to time and subject to market conditions, it may be in shareholders' best interests to buy back the Company's shares. The Company would only buy back shares when they are trading at a discount to the net asset value per share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

The Company does not have any options or outstanding share warrants.

Special resolution 3 at the Requisitioned General Meeting (being the same as special resolution 7 at the Adjourned Annual General Meeting)

The Companies Act 2006 stipulates that the notice period for general meetings (other than annual general meetings) is 21 days unless shareholders' approval to reduce the notice period has been given. This resolution would allow the Company to hold general meetings (other than annual general meetings) on at least 14 clear days' notice.

If approved, the resolution will be effective until the end of the Company's next annual general meeting to be held in 2024. The Board will consider, on a case-by-case basis, whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive.

ACTION TO BE TAKEN IN RESPECT OF THE MEETINGS

Shareholders will find enclosed with this document personalised Forms of Proxy for use at the Meetings.

Shareholders are asked to complete and return the Forms of Proxy, in accordance with the instructions printed thereon, to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received as soon as possible and, in any event, by no later

than 10.00 a.m. on Tuesday, 22 August 2023 in respect of the Form of Proxy for the Requisitioned General Meeting and 10.15 a.m. on Tuesday, 22 August 2023 in respect of the Form of Proxy for the Adjourned Annual General Meeting. Alternatively, you may register your proxy appointments electronically by visiting Computershare's website (www.investorcentre.co.uk/eproxy). Electronic proxy appointments must also be lodged no later than 48 hours prior to the time of the relevant Meeting.

Shareholders are requested to complete and return Forms of Proxy whether or not they wish to attend the Meetings. The return of Forms of Proxy will not prevent shareholders from attending the Meetings and voting in person should they so wish.

Any proxy forms already submitted for the AGM held on 30 June 2023 will apply to the Adjourned Annual General Meeting. As the Directors recommended shareholders to withhold their votes on resolutions 5, 6 and 7 at the AGM held on 30 June 2023, and those resolutions will now be put to the Adjourned Annual General Meeting, shareholders, including those who withheld their votes on those resolutions at the AGM, are strongly encouraged to vote by submitting a new Form of Proxy or electronic proxy appointment for the Adjourned Annual General Meeting as well as a Form of Proxy or electronic proxy appointment for the Requisitioned General Meeting. Accordingly, if you wish to update or amend your previous proxy form, you should follow the procedures set out in the notes to the Notice of Adjourned Annual General Meeting at the end of this document.

As the business of the Requisitioned General Meeting and the Adjourned Annual General Meeting will be the same, shareholders are advised that they should vote the same way in respect of the same resolutions to be proposed at both the Requisitioned General Meeting and the Adjourned Annual General Meeting.

RECOMMENDATION

For the reasons set out above, the Directors unanimously recommend shareholders vote against resolution 1 to be proposed at the Requisitioned General Meeting and against resolution 5 to be proposed at the Adjourned Annual General Meeting. The Directors intend to vote against both of those resolutions in respect of their holdings of ordinary shares, amounting to 131,000 ordinary shares in aggregate (representing approximately 0.07 per cent. of the issued share capital of the Company as at the date of this document).

The Directors unanimously recommend shareholders vote for resolutions 2 and 3 to be proposed at the Requisitioned General Meeting and for resolutions 6 and 7 to be proposed at the Adjourned Annual General Meeting for the reasons set out above. The Directors intend to vote for all of those resolutions in respect of their holdings of ordinary shares.

Yours faithfully

Sue Inglis
Chair

NOTICE OF GENERAL MEETING

(requisitioned pursuant to section 303 of the Companies Act 2006)

ThomasLloyd Energy Impact Trust plc

(Incorporated in England & Wales with company number 13605841 and registered as an investment company under section 833 of the Companies Act 2006)

Notice is hereby given that a general meeting of ThomasLloyd Energy Impact Trust plc requisitioned pursuant to section 303 of the Companies Act 2006 (the "**Requisitioned General Meeting**") will be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH at 10.00 a.m. on Thursday, 24 August 2023 to transact the business set out below.

Resolutions

The resolutions have been requisitioned pursuant to section 303 of the Companies Act 2006 by the registered holder of shares beneficially owned by ThomasLloyd Cleantech Infrastructure Fund SICAV and ThomasLloyd SICAV – Energy Impact Credit Fund and are being proposed as ordinary and special resolutions as set out below. Ordinary resolution 1 requires more than 50 per cent. of the votes cast to be in favour in order for the resolution to be passed. Special resolutions 2 and 3 require at least 75 per cent. of the votes cast to be in favour in order for the resolutions to be passed.

ORDINARY RESOLUTION

1. THAT the Company shall continue as a closed-ended public limited company conducting its affairs as a UK investment trust.

SPECIAL RESOLUTIONS

2. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act to make market purchases (within the meaning of section 693(4) of the Companies Act) of ordinary shares of US\$0.01 each in the capital of the Company, provided that:
 - (a) the maximum aggregate number of ordinary shares that may be purchased is 26,335,137;
 - (b) the minimum price (excluding expenses) which may be paid for each ordinary share is US\$0.01;
 - (c) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105 per cent. of the average of the mid-market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
 - (ii) the higher of:
 - (a) the price of the last independent trade of an ordinary share; and
 - (b) the highest current independent bid for an ordinary share; and
 - (d) the authority conferred by this resolution shall expire at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.
3. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the Company's next annual general meeting.

By order of the Board:

JTC (UK) Limited
Company Secretary

31 July 2023

Registered Office:

The Scalpel
18th Floor
52 Lime Street
London EC3M 7AF

NOTES TO THE NOTICE OF GENERAL MEETING

1 Entitlement to attend and vote

Only those shareholders registered in the Company's register of members at:

- close of business on Tuesday, 22 August 2023; or,
- if this meeting is adjourned, at close of business on the day two days before the adjourned meeting,

shall be entitled to vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

2 Website giving information regarding the meeting

Information regarding the meeting, including the information required by section 311A of the Companies Act, can be found at www.tlenergyimpact.com.

3 Appointment of proxies

A member entitled to attend and vote at the meeting convened by the above Notice is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his/her place at the Requisitioned General Meeting. A proxy need not be a member of the Company.

To be valid the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to the office of the Company's Registrar at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or delivered by hand (during office hours) to the same address as soon as possible and in any event so as to arrive by not later than 10.00 a.m. on Tuesday, 22 August 2023.

If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.

You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you may photocopy the form of proxy enclosed with this Notice of General Meeting or alternatively, please contact the Company's Registrar Computershare Investor Services PLC on 0370 707 1581 with a view to obtaining a duplicate form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. 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 Chair) and give your instructions directly to them. All forms must be signed and should be returned together in the same envelope.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Computershare Investor Services PLC on 0370 707 1581.

As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions. These details can be found on the form of proxy. For an electronic proxy appointment to be valid, Computershare Investor Services PLC must receive your appointment no later than 10.00 a.m. on Tuesday, 22 August 2023.

In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using 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 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.

For a proxy appointment or instructions 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 Ltd's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 Company's agent (ID number 3RA50) no later than the deadline specified above. 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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(s), to procure that their 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

Termination of proxy appointment

A shareholder may revoke a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a shareholder which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

Computershare Investor Services PLC must receive the revocation notice no later than 10.00 a.m. on Tuesday, 22 August 2023.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Requisitioned General Meeting in person, your proxy appointment will automatically be terminated.

4 Corporate representatives

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

5 Nominated persons

If you are a person who has been nominated under section 146 of the Companies Act to enjoy information rights:

You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (the "**Relevant Shareholder**") to be appointed or to have someone else appointed as a proxy for the meeting.

If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.

Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

The rights relating to proxies set out above do not apply directly to nominated persons.

6 Withheld votes

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

7 Issued shares and total voting rights

As at close of business on 28 July 2023, which is the latest practicable date before publication of this Notice of General Meeting, the Company's issued share capital comprised 175,684,705 ordinary shares of US\$0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights on that date is 175,684,705. No shares are held in treasury.

The Company's website will include information on the number of shares and voting rights.

8 Questions at the meeting

Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

9 Voting

Voting on all resolutions will be conducted by way of a poll. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

10 Communication

Except as provided above, shareholders who have general queries about the meeting should telephone Computershare Investor Services PLC on 0370 707 1581. 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. No other methods of communication will be accepted.

You may not use any electronic address provided in this Notice of General Meeting, or in any related documents for communicating with the Company for the purposes other than those expressly stated.

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

ThomasLloyd Energy Impact Trust plc

(Incorporated in England & Wales with company number 13605841 and registered as an investment company under section 833 of the Companies Act 2006)

Notice is hereby given that the adjourned annual general meeting (as adjourned from 30 June 2023) (the "**Adjourned Annual General Meeting**") of ThomasLloyd Energy Impact Trust plc will be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH on Thursday, 24 August 2023 at 10.15 a.m., or, if later, immediately after the conclusion or adjournment of the requisitioned general meeting of the Company to be held on the same day, to transact the business set out below.

Resolutions

Resolutions 1 to 4 (relating to the re-election of the Directors) were proposed, and passed, at the Annual General Meeting of the Company held on 30 June 2023.

Ordinary resolution 5 requires more than 50 per cent. of the votes cast to be in favour in order for the resolution to be passed. Special resolutions 6 and 7 require at least 75 per cent. of the votes cast to be in favour in order for the resolutions to be passed.

ORDINARY RESOLUTION

5. THAT the Company shall continue as a closed-ended public limited company conducting its affairs as a UK investment trust.

SPECIAL RESOLUTIONS

6. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act to make market purchases (within the meaning of section 693(4) of the Companies Act) of ordinary shares of US\$0.01 each in the capital of the Company, provided that:
 - (a) the maximum aggregate number of ordinary shares that may be purchased is 26,335,137;
 - (b) the minimum price (excluding expenses) which may be paid for each ordinary share is US\$0.01;
 - (c) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105 per cent. of the average of the mid-market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
 - (ii) the higher of:
 - (a) the price of the last independent trade of an ordinary share; and
 - (b) the highest current independent bid for an ordinary share; and
 - (d) the authority conferred by this resolution shall expire at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.
7. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the Company's next annual general meeting.

By order of the Board:

JTC (UK) Limited
Company Secretary

31 July 2023

Registered Office:

The Scalpel
18th Floor
52 Lime Street
London EC3M 7AF

NOTES TO THE NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

1 Entitlement to attend and vote

Only those shareholders registered in the Company's register of members at:

- close of business on Tuesday, 22 August 2023; or,
- if this meeting is adjourned, at close of business on the day two days before the adjourned meeting,

shall be entitled to vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

2 Website giving information regarding the meeting

Information regarding the meeting, including the information required by section 311A of the Companies Act, can be found at www.tlenergyimpact.com.

3 Appointment of proxies

A member entitled to attend and vote at the meeting convened by the above Notice is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his/her place at the Adjourned Annual General Meeting. A proxy need not be a member of the Company.

Any proxy forms submitted for the AGM held on 30 June 2023 will apply to the Adjourned Annual General Meeting. As the Directors recommended that shareholders withhold their votes on resolutions 5, 6 and 7 at the AGM held on 30 June 2023 which are now being put to the Adjourned Annual General Meeting, shareholders are strongly encouraged to submit a new form of proxy or electronic proxy appointment for the Adjourned Annual General Meeting. Accordingly, if you wish to update or amend your previous proxy form, you should follow the procedures set out below under the heading "Amendment of your proxy" below. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Adjourned Annual General Meeting in person, your proxy appointment will automatically be terminated.

To be valid the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to the office of the Company's Registrar at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or delivered by hand (during office hours) to the same address as soon as possible and in any event so as to arrive by not later than 10.15 a.m. on Tuesday, 22 August 2023.

If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.

You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you may photocopy the form of proxy enclosed with this Notice of Adjourned Annual General Meeting or alternatively, please contact the Company's Registrar Computershare Investor Services PLC on 0370 707 1581 with a view to obtaining a duplicate form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. 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 Chair) and give your instructions directly to them. All forms must be signed and should be returned together in the same envelope.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Computershare Investor Services PLC on 0370 707 1581.

As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions. These details can be found on the form of proxy. For an electronic proxy appointment to be valid, Computershare Investor Services PLC must receive your appointment no later than 10.15 a.m. on Tuesday, 22 August 2023.

In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Amendment of your proxy

Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using 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 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.

For a proxy appointment or instructions 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 Ltd's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 Company's agent (ID number 3RA50) no later than the deadline specified above. 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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(s), to procure that their 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

Termination of proxy appointment

A shareholder may revoke a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a shareholder which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

Computershare Investor Services PLC must receive the revocation notice no later than 10.15 a.m. on Tuesday, 22 August 2023.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Adjourned Annual General Meeting in person, your proxy appointment will automatically be terminated.

4 Corporate representatives

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

5 Nominated persons

If you are a person who has been nominated under section 146 of the Companies Act to enjoy information rights:

You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (the "**Relevant Shareholder**") to be appointed or to have someone else appointed as a proxy for the meeting.

If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.

Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

The rights relating to proxies set out above do not apply directly to nominated persons.

6 Withheld votes

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

7 Issued shares and total voting rights

As at close of business on 28 July 2023, which is the latest practicable date before publication of this Notice of Adjourned Annual General Meeting, the Company's issued share capital comprised 175,684,705 ordinary shares of US\$0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights on that date is 175,684,705. No shares are held in treasury.

The Company's website will include information on the number of shares and voting rights.

8 Questions at the meeting

Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

9 Documents on display

Copies of the letters of appointment of the non-executive directors are available for inspection at the Company's registered office during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.

10 Voting

Voting on all resolutions will be conducted by way of a poll. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

11 Communication

Except as provided above, shareholders who have general queries about the meeting should telephone Computershare Investor Services PLC on 0370 707 1581. 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. No other methods of communication will be accepted.

You may not use any electronic address provided in this Notice of Adjourned Annual General Meeting, or in any related documents for communicating with the Company for the purposes other than those expressly stated.