

**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 Form 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.**

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## **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 second General Meeting requisitioned pursuant to section 303 of the Companies Act 2006**

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Notice of the requisitioned general meeting of the Company to be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH on Monday, 25 September 2023 at 10.00 a.m. (the "**Second Requisitioned General Meeting**") is set out at the end of this document.

**THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST ALL THE RESOLUTIONS AT THE SECOND REQUISITIONED GENERAL MEETING.**

To be valid, the Form of Proxy for use at the Second Requisitioned 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. on Thursday, 21 September 2023. Alternatively, you may register your proxy appointments electronically by visiting Computershare's website ([www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)). Electronic proxy appointments must also be lodged no later than 10.00 a.m. on Thursday, 21 September 2023. Appointment of a proxy does not preclude you from attending the meeting and voting in person.

## 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  
18<sup>th</sup> Floor  
52 Lime Street  
London EC3M 7AF

1 September 2023

Dear Shareholder

### Notice of Second Requisitioned General Meeting

#### INTRODUCTION

As announced by the Company on 11 August 2023, the Company received a second requisition notice pursuant to section 303 of the Companies Act 2006 in respect of shares beneficially owned by certain entities and funds that are affiliated with the Company's investment manager, ThomasLloyd Global Asset Management (Americas) LLC, (the "**Requisitioning Shareholders**"), requiring eight resolutions to be put before shareholders (the "**Second Requisition**"). The resolutions to be put to shareholders at the Second Requisitioned General Meeting comprise the removal of all four of the current Directors of the Company and the appointment of four new Directors proposed by the Requisitioning Shareholders (the "**Resolutions**").

As a result of the Second Requisition, the Company is required to convene the Second Requisitioned General Meeting now for the purpose of allowing shareholders to consider and vote on the Resolutions. The full text of the Resolutions is set out in the Notice of General Meeting at the end of this document.

The purpose of this letter is to provide shareholders with details of the Resolutions and explain why the Board believes that these Resolutions are not in the best interests of the Company or its shareholders as a whole. The Board unanimously recommends that you vote against all the Resolutions.

#### **PLEASE DO NOT ABSTAIN FROM VOTING – YOUR VOTE IS NEEDED.**

#### **REASONS WHY THE BOARD RECOMMENDS YOU VOTE AGAINST ALL THE RESOLUTIONS**

At the Company's annual general meeting held on 30 June 2023, shareholders representing over 97 per cent. of the votes cast voted in favour of the re-election of the current Directors.

On 11 July 2023, the Company received a first requisition notice from the Requisitioning Shareholders requiring the Company to convene a general meeting to propose an ordinary resolution that the Company should continue in its present form (a "**Continuation Resolution**").

At the requisitioned general meeting held on 24 August 2023 (the "**First Requisitioned General Meeting**"), shareholders representing approximately 58 per cent. of the votes cast voted against the Continuation Resolution, in line with the Board's voting recommendation. Of the total votes cast by shareholders that are independent of the Company's investment manager and the Requisitioning Shareholders, approximately 69 per cent. were cast against the Continuation Resolution. Of the total issued share capital, shareholders representing approximately 53 per cent. voted against the Continuation Resolution.

Given the result of both the vote at the annual general meeting held on 30 June 2023 and at the First Requisitioned General Meeting, the Board has been given support by the majority of shareholders and a clear mandate for the way forward. Following the publication of the result of the First Requisitioned General Meeting, and in light of the outcome, the Company wrote to ThomasLloyd Group Limited requesting that it agree to withdraw the Second Requisition which it has refused to do. I am therefore disappointed to be having to write to you again to convene a further general meeting to consider a second set of resolutions proposed by the same Requisitioning Shareholders.

As a fully independent Board of Directors our priority is achieving the best outcome for shareholders as a whole. With that in mind, and as announced by the Company on 24 August 2023 and taking into account feedback from shareholders, we are making good progress with a detailed review of the options for the relaunch of the Company. In addition, we are making good progress on a number of other critical workstreams, including the re-evaluation of the Company's 200 MW DC solar PV project to-be-constructed in Rewa Ultra Mega Solar Park in India (known as the 'RUMS Project'), ensuring the ongoing management of the Company's operating assets, finalising the 31 December 2022 and 30 June 2023 valuations, 2022 accounts and audit and 2023 interim report and lifting the suspension of admission to listing and trading of the Company's shares (the "**Suspension**").

For these purposes, the current Directors are working closely with the Company's valuer and auditor as well as other advisers to progress the finalisation of the Company's valuations and accounts, in order to permit the lifting of the Suspension, and will continue to be deeply involved in these workstreams both prior to the Second Requisitioned General Meeting and, if shareholders vote against the Resolutions, following that meeting.

The Board believes that removing the current Directors and appointing new ones who are unfamiliar with the Company will be highly disruptive to the progress of these critical workstreams and will only lead to further delay. The Board has commenced and is already fully engaged in the process of reviewing the options for the future of the Company following the recent vote against the Continuation Resolution and the desire for a relaunch and believes that appointing an entirely new board proposed by the Requisitioning Shareholders will delay that process too.

The Board intends to provide shareholders with a further update in advance of the Second Requisitioned General Meeting.

**In conclusion, the current Board is fully committed and determined to oversee the ongoing processes required to deliver the best possible future for the Company. At the forefront of the Board's mind is the desire for a successful relaunch of the Company with an Asian focus and impact strategy. The Board believes that it is very much in the interests of the Company for shareholders to act now in a unified manner thereby reinforcing the clear mandate given at the First Requisitioned General Meeting to the current Board to seek to deliver this objective. Accordingly, the Directors unanimously recommend shareholders vote against all the Resolutions be proposed at the Second Requisitioned General Meeting.**

#### **ARRANGEMENTS FOR THE SECOND REQUISITIONED GENERAL MEETING**

The Second Requisitioned General Meeting will be held on Monday, 25 September 2023 at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH at 10.00 a.m.

The Second Requisitioned General Meeting will be held in person. If you decide not to attend the meeting in person, it is important that you do still cast your votes in respect of the business of the meeting 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 Second Requisitioned General Meeting*".

#### **RESOLUTIONS TO BE PROPOSED AT THE SECOND REQUISITIONED GENERAL MEETING**

The full text of the Resolutions is set out in the Notice of General Meeting at the end of this document. The Resolutions to be put to Shareholders at the Second Requisitioned General Meeting comprise the removal of all four of the current Directors of the Company and the appointment of four new Directors proposed by the Requisitioning Shareholders.

Each of the Resolutions is being proposed as an ordinary resolution. 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.

#### **ACTION TO BE TAKEN IN RESPECT OF THE SECOND REQUISITIONED GENERAL MEETING**

Shareholders will find enclosed with this document a personalised Form of Proxy for use at the Second Requisitioned General Meeting.

Shareholders are asked to complete and return the Form 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 Thursday, 21 September 2023. Alternatively, you may register your proxy appointments electronically by visiting Computershare's website ([www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)). Electronic proxy appointments must also be lodged no later than 10.00 a.m. on Thursday, 21 September 2023.

Shareholders are requested to complete and return the Form of Proxy (or vote electronically) whether or not they wish to attend the meeting. The return of the Form of Proxy (or an electronic vote) will not prevent shareholders from attending the meeting and voting in person should they so wish.

#### **RECOMMENDATION**

**For the reasons set out above, the Directors unanimously recommend shareholders vote against all the Resolutions to be proposed at the Second Requisitioned General Meeting. The Directors intend to vote against all the 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).**

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 Monday, 25 September 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 resolutions as set out below. Each ordinary resolution requires more than 50 per cent. of the votes cast to be in favour in order for the resolution to be passed.

#### **ORDINARY RESOLUTIONS**

1. THAT Sue Inglis is removed from office as a director of the Company with immediate effect.
2. THAT Mukesh Rajani is removed from office as a director of the Company with immediate effect.
3. THAT Kirstine Damkjær is removed from office as a director of the Company with immediate effect.
4. THAT Clifford Tompsett is removed from office as a director of the Company with immediate effect.
5. THAT Sarah Day is appointed as a director of the Company with immediate effect.
6. THAT Russell Downs is appointed as a director of the Company with immediate effect.
7. THAT Martyn Everett is appointed as a director of the Company with immediate effect.
8. THAT Christian Yates is appointed as a director of the Company with immediate effect.

#### **By order of the Board:**

JTC (UK) Limited  
Company Secretary

1 September 2023

#### **Registered Office:**

The Scalpel  
18<sup>th</sup> 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 Thursday, 21 September 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](http://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 Second 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 Thursday, 21 September 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](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, the Shareholder Reference Number 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 Thursday, 21 September 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](http://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 Thursday, 21 September 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 Second 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 31 August 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 phone provider. Calls outside the United Kingdom will be charged at the applicable international rate. Computershare Investor Services PLC 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.