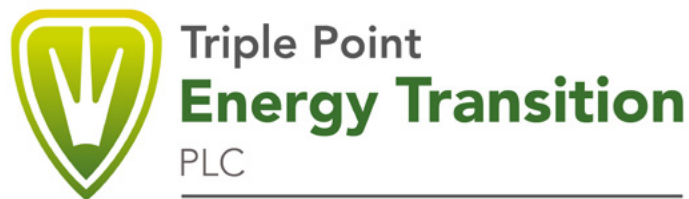


THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action to take you are recommended to consult your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have sold or transferred all of your Ordinary Shares in Triple Point Energy Transition plc, you should pass this document, together with the accompanying Form of Proxy, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of Ordinary Shares in Triple Point Energy Transition plc, you should retain the documents and consult the person through whom the sale was effected.

A Form of Proxy for the Annual General Meeting is enclosed and should be completed and returned so as to reach Computershare Investor Services PLC not less than 48 hours prior to the time of the meeting. Completion of the Form of Proxy will not preclude you from attending and voting at the meeting in person if you wish.



(Incorporated in England and Wales with registered number 12693305)

Notice of Annual General Meeting

Notice of the Annual General Meeting which has been convened for 27 August 2024 at 10.00 a.m. at the offices of Taylor Wessing LLP, Hill House, London EC4A 3TR is set out on pages 4 to 5 of this document.

To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and in any event not later than 10.00 a.m. on 23 August 2024.

Registered Office:
1 King William Street
London
EC4N 7AF
United Kingdom

21 June 2024

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to invite you to Triple Point Energy Transition plc's (the "**Company**") Annual General Meeting ("**AGM**") which we are holding at 10.00 a.m. on Tuesday, 27 August 2024 at the offices of Taylor Wessing LLP, Hill House, London EC4A 3TR. The formal notice of AGM and the resolutions to be proposed are set out on pages 4 to 5 of this document.

If you would like to vote on the resolutions but cannot attend the AGM, please fill in the Form of Proxy sent to you with this notice and return it to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible. Alternatively, you can submit your proxy instruction electronically at www.investorcentre.co.uk/eproxy. In each case, they must have received it by no later than 10.00 a.m. on Friday, 23 August 2024.

We, as the Board of Directors of the Company, would like to encourage you to attend the AGM and to make use of this opportunity to put questions to the Board at the meeting. If you would like to submit a question in advance, please write to the Company Secretary at Hanway Advisory Limited, 1 King William Street, London EC4N 7AF or email: contact@hanwayadvisory.com.

Recommendation

The Board considers that all resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole and are most likely to promote the success of the Company for the benefit of its Shareholders as a whole. The Board unanimously recommends that you vote in favour of the proposed resolutions as the Directors intend to do in relation to the Ordinary Shares over which they have voting control.

Yours faithfully,



Dr John Roberts

Chair

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Triple Point Energy Transition plc (the "**Company**") will be held at 10.00 a.m. on Tuesday, 27 August 2024 at the offices of Taylor Wessing LLP, Hill House, London EC4A 3TR to transact the following business.

You will be asked to consider and, if thought fit, approve the following resolutions. Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions and resolutions 11 and 12 will be proposed as special resolutions.

For further information on all resolutions, please refer to the Explanatory Notes which can be found on pages 6 to 9..

Ordinary Resolutions Report and Accounts

1. To receive and adopt the audited financial statements of the Company for the year ended 31 March 2024 and the reports of the Directors and Auditors on those financial statements (the "**Annual Report and Accounts**").

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (excluding the part containing the Directors' remuneration policy) contained within the Annual Report and Accounts.

Directors' Remuneration Policy

3. To approve the Directors' Remuneration Policy, contained within the Annual Report and Accounts (the "**Policy**").

Directors

4. To re-elect Dr John Roberts CBE as a Director of the Company.
5. To re-elect Rosemary Boot as a Director of the Company.
6. To re-elect Sonia McCorquodale as a Director of the Company.
7. To re-elect Dr Anthony White MBE as a Director of the Company.

Auditors

8. To re-appoint BDO LLP as Auditors of the Company, to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.
9. To authorise the Audit Committee to determine the Auditors' remuneration.

Dividends

10. To authorise the Directors to declare and pay all dividends of the Company as interim dividends and for the last dividend referable to a financial year not to be categorised as a final dividend that is subject to shareholder approval.

Special Resolutions

Authority to purchase own shares

11. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "**Act**") to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") in such manner and on such terms as the Directors may from time to time determine, provided that:
 - (a) the maximum number of Ordinary Shares which may be purchased is 10,001,407 Ordinary Shares;
 - (b) the minimum purchase price (exclusive of expenses) which may be paid for any Ordinary Share is £0.01;
 - (c) the maximum purchase price (exclusive of expenses) which may be paid for any Ordinary Share shall not be more than the higher of:
 - i. an amount equal to 105 per cent. of the average middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which the purchase is carried out; and
 - ii. an amount equal to the higher of (a) the price of the last independent trade of the Ordinary Share and (b) the highest current independent bid on the London Stock Exchange at the time the purchase is carried out;
 - (d) this authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied by the Company in a general meeting) expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on the date falling 15 months after the date of this Annual General Meeting, whichever is earlier;
 - (e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of Ordinary Shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase Ordinary

Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired; and

- (f) any Ordinary Shares bought back under the authority will be cancelled.

Notice period for general meetings other than annual general meetings

12. That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

**By order of the Board
Hanway Advisory Limited
Company Secretary**

21 June 2024

Triple Point Energy Transition plc

Registered Office:
1 King William Street
London
EC4N 7AF
(Company Number: 12693305)

Explanatory Notes to the Resolutions

An explanation of each of the resolutions is set out below.

Resolutions 1 to 10 (inclusive) are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 11 and 12 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Report and Accounts

Resolution 1

The Directors of the Company are required to present the Annual Report and Accounts to the meeting.

Directors' Remuneration Report

Resolution 2

The Directors' Remuneration Report provides details of the remuneration paid to the Directors in the year ended 31 March 2024.

Resolution 2, in line with current legislation, will be an advisory vote and will not affect the way in which the pay policy has been implemented or the future remuneration that is paid to any Director. The Remuneration Report can be found in the Company's Annual Report and Accounts on pages 53 to 58.

Directors' Remuneration Policy

Resolutions 3

The Policy sets out the Company's forward-looking policy on Directors' remuneration, including the relevant components. The Policy supports the achievement of the strategic objectives of the Company. If this Resolution is passed, the Policy will take effect from the conclusion of the AGM. All remuneration payments to Directors following the date of the AGM have to be consistent with the approved Policy.

The Policy is set out in the Company's Annual Report and Accounts on pages 54 to 55.

As provided for in clause 107 of the Articles of Association and the Directors' appointment letters, the Policy includes a provision for an additional fee where a Director undertakes any special duties, or services outside their ordinary duties as a Director.

As at the date of this notice, no discretion is intended to be exercised under the Directors' Remuneration Policy.

Directors

Resolutions 4 to 7

These resolutions are to approve the re-election of the Directors. In accordance with provision 23 of the AIC Code of Corporate Governance (published in February 2019), all Directors will be subject to annual re-election and will retire and those willing to serve again will submit themselves for election or re-election. The Directors believe that the Board offers a combination of skills, experience and knowledge and that all the non-executive Directors are independent in character and judgement.

The Board considers that the performance of each Director continues to be effective and demonstrates the commitment required to continue in their present roles, and that each Director's contribution continues to be important. This consideration is based on, amongst other things, the business skills and industry experience of each of the Directors (refer to the biographical details of each Director as set out in the Company's Annual Report), as well as their knowledge and understanding of the Company's business model.

The Board has also considered the other contributions which individual Directors make to the work of the Board, with a view to ensuring that:

- (i) the Board maintains a diverse balance of skills, knowledge, backgrounds and capabilities leading to effective decision-making;
- (ii) each Director is able to commit the appropriate time necessary to fulfilling their roles; and
- (iii) each Director provides constructive challenge and strategic guidance, offers specialist advice and holds third party service providers to account.

Biographical details of each of the Directors can be found in the Company's Annual Report, available on the Company's website:
<https://www.tpenergytransition.com/>

Auditors

Resolution 8

The Company is required to re-appoint auditors at each general meeting at which accounts are laid, to hold office until the conclusion of the next such meeting. The Company's Audit Committee has recommended to the Board the re-appointment of BDO LLP and the Board has endorsed this recommendation. This resolution therefore proposes the re-appointment of BDO LLP as auditors of the Company.

Resolution 9

This resolution is to authorise the Audit Committee to determine the remuneration of the Auditors.

Dividends

Resolution 10

The Company intends to declare all dividends as "interim" dividends. The alternative to this would be for the last dividend referable to a financial year to be categorised as a final dividend therefore requiring shareholder approval, which would delay payment. To avoid this potential delay, the Company is proposing a dividend policy that enables the Company to pay all of its dividends as "interim" dividends and for the last dividend not to be categorised as a "final" dividend that is subject to shareholder approval.

Authority to purchase own shares

Resolution 11

In certain circumstances, it may be advantageous for the Company to purchase its own shares and this resolution seeks the authority from shareholders to continue to do so. The Directors will continue to exercise this authority only when, in the light of market conditions prevailing at the time, they believe that it is in the best interests of shareholders as a whole. Gearing levels if appropriate and the overall position of the Company will be taken into account when exercising this authority. If the Directors exercise the authority conferred by resolution 11, the Company will cancel any of its own shares purchased pursuant to this authority.

The resolution specifies the maximum number of Ordinary Shares that may be acquired (approximately 10 per cent. of the Company's issued ordinary share capital as at 21 June 2024 (being the latest practicable date prior to the publication of this notice)) and the maximum and minimum prices at which they may be bought.

There are no warrants or options to subscribe for Ordinary Shares outstanding at 21 June 2024 (being the latest practicable date prior to the publication of this notice).

If given, this authority will expire at the conclusion of the 2025 AGM or on 27 November 2025 (the date which is 15 months after the date of passing of the resolution), whichever is earlier.

Notice period for general meetings other than annual general meetings

Resolution 12

This resolution is to allow the Company to hold general meetings (other than an AGM) on 14 clear days' notice. The notice period required by the Act for general meetings of the Company is 21 clear days unless: (i) shareholders approve a shorter notice period, which cannot however be less than 14 clear days; and (ii) the Company offers the facility for all shareholders to vote by electronic means. AGMs must always be held on at least 21 clear days' notice. The approval will be effective until the Company's next AGM.

The Company intends to give as much notice as is practicable when calling a general meeting. The 14 clear days' notice period will not be used as a matter of routine, but only in circumstances where it would clearly be to the advantage of shareholders as a whole, the business of the meeting is time-sensitive or flexibility is merited by the nature of the business of the meeting.

Further information about the AGM

Right to attend AGM

Only those members registered on the Company's Register of Members at close of business on 23 August 2024 (or in the event of an adjournment, at close of business on the date which is two working days prior to the adjourned meeting), or their duly appointed proxy, shall be entitled to attend and vote at the AGM. Changes to the Register of Members after the deadline shall be disregarded in determining the rights of persons to attend and vote at the AGM.

Appointment of a proxy

Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the AGM and at any adjournment thereof. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company but they must be registered in advance and attend the AGM to represent you. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice. To be valid, your Form of Proxy must be received no later than 10.00 a.m. on 23 August 2024 (or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting). You may return your Form of Proxy using the pre-paid envelope provided or delivered by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Alternatively, you can submit your proxy instruction electronically at www.investorcentre.co.uk/eproxy by the deadline for receipt of Forms of Proxy. Completion and return of the Form of Proxy or the submission of a proxy instruction electronically will not preclude shareholders from attending and voting at the meeting should they wish to do so. Amended proxy instructions must also be received by Computershare by the deadline for receipt of Forms of Proxy.

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

Nominated Persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights at the AGM.

The paragraphs above about the rights of shareholders in relation to the appointment of proxies do not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by members of the Company.

CREST members

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy, or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular 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/her 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 (www.euroclear.com/CREST).

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 (as amended).

Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Ordinary Shares.

Questions at the AGM

Any member attending the meeting has the right to ask questions. The Company must answer any question relating to the business being dealt with at the AGM, except in certain circumstances, including (but not limited to) if:

- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (ii) the answer has already been given on a website in the form of an answer to a question; or
- (iii) it is undesirable in the interest of the Company or the good order of the meeting that the question be answered.

Shareholders' requests under section 527 of the Act

Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to:

- (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Asking questions in advance of the AGM

Shareholders may submit questions to the Board in advance of the AGM by emailing such questions to cosec@hanwayadvisory.com.

Except as provided above, shareholders who have general queries about the meeting should contact the Company's Registrar, Computershare, at: www.investorcentre.co.uk/contactus or the Company Secretary at the Registered Office address.

You may not use any electronic address provided either in this notice or any related documents (including the Chair's letter and Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

Shareholders' right to give notice of a resolution

Shareholders meeting (in aggregate) the threshold under sections 338 and 338A of the Act may instruct the Company: (i) to give shareholders (entitled to receive notice of the AGM) notice of a resolution which may properly be proposed and is intended to be proposed at the meeting; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be proposed or a matter may properly be included in the business unless:

- (a) (in the case of a resolution only) it would, if passed, be ineffective;
- (b) it is defamatory of any person; or
- (c) it is frivolous or vexatious.

Such a request:

- (i) may be in hard copy form or in electronic form;
- (ii) must identify the resolution of which notice is to be given or the matter to be included in the business;
- (iii) must be authorised by the person or persons making it, must be received by the Company not later than 15 July 2024, being the date six clear weeks before the meeting; and
- (iv) (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Total Voting Rights

As at 21 June 2024 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consisted of 100,014,079 Ordinary Shares of £0.01 each. The Company holds no shares in treasury. Therefore, the total voting rights in the Company as at 21 June 2024 (being the latest practicable date prior to the publication of this notice) are 100,014,079 Ordinary Shares.

Website

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

Inspection of documents

The following documents will be available for inspection at the Company's Registered Office from the date of this notice during usual business hours on any weekday (Saturdays, Sundays and bank holidays excluded) until the date of the meeting and also on the date and at the location of the meeting from 15 minutes before the AGM until it ends:

- copies of letters of appointment of the non-executive Directors;
- copies of the articles of association; and
- register of directors' interests.

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