

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised financial adviser.

If you have sold, transferred or otherwise disposed of all your Ordinary Shares in Impax Environmental Markets plc (the Company), please pass this document to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold, transferred or otherwise disposed of only part of your holding of Ordinary Shares in the Company, you should retain this document and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.

The distribution of this document, into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession such documents come should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Impax Environmental Markets plc

(Incorporated and registered in England & Wales with registered number 04348393)

(Registered as an investment company under section 833 of the Companies Act 2006)

Circular to shareholders and notice of a general meeting in respect of renewal of share buyback authority

Notice of the general meeting of the Company to be held on 18 February 2025 at 10 a.m. (the **General Meeting**) at 7th floor, 30 Panton Street, London SW1Y 4AJ is set out at the end of this document. Shareholders of the Company (**Shareholders**) are requested to vote via www.signalshares.com).

Shareholders are strongly encouraged to vote in favour of the resolution set out in the notice by voting online or by requesting a hard copy Form of Proxy from our registrars MUFG Corporate Markets on 0371 664 0300. (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). Those who do not hold their Ordinary Shares directly (including those who have invested through investor platforms) are encouraged to instruct their nominee to vote on their behalf in good time, to ensure that their votes, which are important to the Company, are received and taken into account. If investor platforms have instructions on how votes should be submitted and the deadline for receipt, please note those instructions and also note that the deadline is likely to be earlier than the time and date for receipt of forms of proxy set out below.

To be valid, the form of proxy must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Company's registrars, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL or lodged at www.signalshares.com as soon as possible, but in any event by not later than 10 a.m. on 14 February 2025.

If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may appoint a proxy for the General Meeting by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear UK & International Limited so that it is received by the registrar (under CREST Participation ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of General Meeting. For this purpose, the time of the 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE	2
LETTER FROM THE CHAIRMAN	3
NOTICE OF GENERAL MEETING	5

EXPECTED TIMETABLE

	<i>2025</i>
Latest time and date for receipt of forms of proxy	10 a.m. on 14 February
General Meeting	10.a.m. on 18 February

LETTER FROM THE CHAIRMAN

IMPAX ENVIRONMENTAL MARKETS PLC

*(Incorporated and registered in England & Wales with registered number 04348393)
(Registered as an investment company under section 833 of the Companies Act 2006)*

Directors:

G P Suarez (*Chairman*)
A M Kelly
S M Eastment
G R Walker
E S Surkovic

Registered Office:

4th Floor
140 Aldersgate Street
London
England
EC1A 4HY

22 January 2025

Dear Shareholder

Renewal of share buyback authority and notice of general meeting

Introduction

At the Company's annual general meeting on 20 May 2024 (the **2024 AGM**) Shareholders gave authority to the Directors to make market purchases of up to 40,371,073 ordinary shares of 10 pence each in the capital of the Company (**Ordinary Shares**) representing 14.99 per cent. of the then issued ordinary share capital (excluding treasury shares). As at 20 January 2025, the Company has bought back 28,109,153 Ordinary Shares and the authority granted at the 2024 AGM has been substantially utilised. The Directors have concluded that the remaining capacity would be fully utilised before the Company's next annual general meeting (the **2025 AGM**), which is expected to be held on 20 May 2025, if the Company's purchases of its own shares were to continue at the same rate as they have since the 2024 AGM. The Directors therefore wish to seek approval for a renewal of this authority.

The purpose of this document is to provide further details on the reasons for seeking authority for the renewal and to convene the General Meeting at which the appropriate shareholder authorities will be sought. The General Meeting will be held at 10 a.m. on 18 February 2025 at 7th floor, 30 Panton Street, London SW1Y 4AJ.

For the reasons set out below, the Directors are unanimous in believing that the renewal is in the best interests of the Company and its shareholders as a whole.

Benefits of the proposal

If the renewal of the buyback authority is granted, this will allow the Company to continue to buyback shares, which the Directors believe would be in the best interests of the Company and its Shareholders. Without such approval, the Directors will not have sufficient authority to continue to buyback Ordinary Shares.

We believe the benefits of buying back further shares are:

- to provide additional liquidity in the Ordinary Shares;
- to reduce the volatility in the Ordinary Share price; and
- to generate a modest increase in value for existing Shareholders by buying back shares at a discount to the prevailing NAV.

Background to, and reasons for, requiring renewal of the buyback authority

The discount at which the shares trade to the underlying net asset value is actively monitored by the Board and the Company's brokers. Unfortunately, like much of the closed-ended sector, the Company's discount widened in 2024 despite the Board actively buying back shares. Since the 2024 AGM the Company has repurchased 28,109,153 Ordinary Shares which represents 10.44 per cent. of the 14.99 per cent. authority approved at the 2024 AGM. The discount has averaged 11.54 per

cent. in that period. However, the Board continues to consider it important to utilise buybacks, when it is in the interest of the Shareholders to do so, to reduce the volatility and the absolute level of the discount.

Accordingly, the Directors are seeking the approval of the Shareholders to renew their authority to buyback Ordinary Shares, with such renewed authority expiring at the conclusion of the 2025 AGM (unless it is further renewed prior to such time). The Ordinary Shares will only be bought back at a discount to NAV.

The Directors would only exercise such authority if they were of the opinion that a buyback of the Ordinary Shares would be in the best interests of Shareholders. All Ordinary Shares bought back pursuant to the authority granted by the resolution shall be either held in treasury or cancelled immediately upon completion of the purchase.

General Meeting

The resolution to be considered at the General Meeting will be proposed as a special resolution to renew the Company's buyback authority. A special resolution requires that a majority of at least 75 per cent. of votes cast to be cast in favour in order for the resolution to be passed.

You will find set out at the end of this document a notice convening the General Meeting at which the Shareholders will be asked to consider and, if thought fit, approve the renewal of the buyback authority. The General Meeting is to be held at 10 a.m. on 18 February 2025 at 7th floor, 30 Panton Street, London SW1Y 4AJ.

At the General Meeting, Shareholders will be asked to consider and, if thought fit, approve the special resolution as set out in the notice which is required to allow the Company to make further buybacks.

Action to be taken

Shareholders will find enclosed a Form of Proxy for use in relation to the General Meeting.

Shareholders can appoint a proxy electronically via the Registrar's online voting portal www.sigmalshares.com. For an electronic proxy appointment to be valid, your appointment must be received by the Registrar no later than 10 a.m. on 14 February 2025.

Shareholders can also request a Form of Proxy from our registrars. To be valid for use at the General Meeting, the Form of Proxy if requested must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Company's Registrar, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL as soon as possible, but in any event not later than 10 a.m. on 14 February 2025.

Recommendation

The Directors consider the passing of the resolution to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the resolution.

The Directors intend to vote in favour of the resolution in respect of their own beneficial holdings of Ordinary Shares, amounting to 89,496 Ordinary Shares (representing approximately 0.04 per cent. of the issued share capital of the Company (excluding treasury shares) as at the latest practicable date prior to publication of this document).

Glen Suarez

Chairman

NOTICE OF GENERAL MEETING

IMPAX ENVIRONMENTAL MARKETS PLC

*(Incorporated and registered in England & Wales with registered number 04348393)
(Registered as an investment company under section 833 of the Companies Act 2006)*

NOTICE IS HEREBY GIVEN that a general meeting of Impax Environmental Markets plc (the **Company**) will be held at 10 a.m. on 18 February 2025 at 7th floor, 30 Panton Street, London SW1Y 4AJ to consider and, if thought fit, pass the following resolution:

SPECIAL RESOLUTION

1. **THAT**, in substitution to any existing authority, but without prejudice to the exercise of any authority prior to the date hereof, the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the **Act**) to make one or more market purchases (as defined in section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company (**Ordinary Shares**) on such terms and in such manner as they may determine provided that:
 - (i) the maximum aggregate number of Ordinary Shares which may be purchased is 35,385,976 (or if less, 14.99 per cent. of the number of Ordinary Shares in issue (excluding treasury shares) immediately prior to the passing of this resolution);
 - (ii) the minimum price which may be paid for an Ordinary Share shall be 10 pence (exclusive of associated expenses);
 - (iii) the maximum price which may be paid for an Ordinary Share (exclusive of associated expenses) is the higher of: (a) 5 per cent of the average of the middle market quotations (as derived from the Daily Official List of the London Stock Exchange) for the Ordinary Shares over the five business days immediately preceding the day of purchase; and (b) the higher of the last independent trade and the highest current independent bid on the trading venue on which the purchase is carried out;
 - (iv) unless previously renewed, varied or revoked, this authority shall expire at the conclusion of the next annual general meeting of the Company, expected to be held on 20 May 2025 unless such authority is renewed by shareholders prior to such time; and
 - (v) the Company may before such expiry enter into a contract to purchase Ordinary Shares which will or may be completed wholly or partly after such expiry and a purchase of Ordinary Shares may be made pursuant to any such contract.

By order of the Board of Directors

Apex Listed Companies Services (UK) Limited
Company Secretary

Registered office
4th Floor
140 Aldersgate Street
London
EC1A 4HY

22 January 2025

Notes:

1. Voting record date

Only members registered in the Register of Members of the Company at close of business on 14 February 2025 or, if the General Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to vote at the General Meeting in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the General Meeting.

In the case of joint holders of a voting right, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

2. Rights to attend and vote

To be valid, the Form of Proxy, if requested, together with the power of attorney or other authority, if any, under which it is executed (or notarially certified copy of such power or authority) must be deposited with the registrar not later than 10 a.m. on 14 February 2025.

Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting at the meeting, if they wish.

3. Right to appoint proxies

Pursuant to Section 324 of the Companies Act 2006 (the **Act**), a member entitled to attend and vote at the meeting may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares held by him. A proxy need not be a member of the Company.

Shareholders are encouraged to appoint the Chairman of the General Meeting as their proxy to vote on their behalf.

Section 324 does not apply to persons nominated to receive information rights pursuant to Section 146 of the Act. Persons nominated to receive information rights under Section 146 of the Act have been sent this notice of meeting and are hereby informed, in accordance with Section 149(2) of the Act, that they may have the right under an agreement with the registered member by whom they are nominated to be appointed, or to have someone else appointed, as a proxy for this meeting. If they have such right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements. The statement of rights of Shareholders in relation to the appointment of proxies does not apply to nominated persons.

4. Proxies' rights to vote at the General Meeting

On a vote on a show of hands, each proxy has one vote.

If a proxy is appointed by more than one member and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote "for" or "against" as applicable. If a proxy is appointed by more than one member, but such members have given different voting instructions, the proxy may, on a show of hands, vote both "for" and "against" in order to reflect the different voting instructions.

On a poll, all or any of the voting rights of the member may be exercised by one or more duly appointed proxies. However, where a member appoints more than one proxy, Section 285(4) of the Act does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

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, www.impaxenvironmentalmarkets.co.uk

5. Voting by corporate representatives

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf, all of its powers as a shareholder, provided that they do not do so in relation to the same shares. To attend the meeting corporate representatives will require a letter of representation in accordance with section 323 of the Act.

6. Receipt and termination of proxies

To be valid the Proxy must be lodged with the Company's registrar, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL as soon as possible and in any event so as to arrive by not later than 10 a.m. on 14 February 2025. We strongly encourage you to appoint the Chairman of the meeting as your proxy.

A member may terminate a proxy's authority at any time no later than 48 hours before the commencement of the General Meeting. Termination must be provided in writing and submitted to the Company's registrar. In accordance with the Company's articles of association, in determining the time for delivery of proxies, no account shall be taken of any part of a day that is not a working day.

Shareholders may register the appointment of a proxy electronically by logging on to the website www.signalshares.com. To appoint a proxy electronically, you will require your Shareholder Investor code (IVC) Number which can be found on your share certificate. We strongly encourage you to appoint the Chairman of the meeting as your proxy electronically.

Electronic proxy appointments must be received by the Company's registrar, MUFG Corporate markets, no later than 48 hours before the time appointed for the meeting (excluding weekends and public holidays) or any adjournment of the meeting. Proxies received after that date will not be valid.

7. Communication with the Company

Members may not use any electronic address provided either in the notice of meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

8. Electronic receipt of proxies

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Company's agent (ID number RA10) no later than the deadline specified in Note 6. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. Instructions on how to vote through CREST can be found on the website www.euroclear.com.

9. Questions at the General Meeting

Any member attending the General Meeting has the right to ask questions. Section 319A of the Act requires the directors of the Company to answer any question raised at the General Meeting which relates to the business of the General Meeting, although no answer need be given:

- (a) if to do so would interfere unduly with the proceedings of the General Meeting or involve disclosure of confidential information;
- (b) if the answer has already been given on the Company's website; or
- (c) if it is undesirable in the best interests of the Company or the good order of the General Meeting that the question be answered.

10. Website

A copy of the notice of the General Meeting, including these explanatory notes and other information required by Section 311A of the Act, is included on the Company's website, www.impaxenvironmentalmarkets.co.uk.

11. Total voting rights at date of notice

As at 20 January 2025, the latest practicable date prior to publication of this document, the Company had 305,623,539 Ordinary Shares in issue of which 69,559,653 were held as Treasury shares. Therefore, the total number of voting rights in the Company as at 20 January 2025 were 236,063,886.

