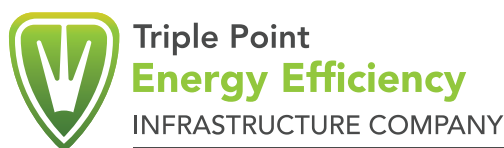


THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Efficiency Infrastructure Company 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 Efficiency Infrastructure Company plc, you should retain the documents and consult the person through whom the sale was affected.

A proxy form 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 proxy form will not preclude you from attending and voting at the meeting in person if you wish, subject to any COVID related measures that are in place at the time of the Annual General Meeting.



(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 26 August 2021 at 4:00pm at the offices of Gowling WLG, 4 More London Riverside, London SE1 2AU is set out on pages 2 to 3 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 4.00 p.m. on 24 August 2021.

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

2 June 2021

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to invite you to Triple Point Energy Efficiency Infrastructure Company plc's (the "**Company**") inaugural Annual General Meeting ("**AGM**") which we are holding at 4.00p.m. on Thursday, 26 August 2021 at the offices of Gowling WLG, 4 More London Riverside, London SE1 2AU. The formal notice of AGM and the resolutions to be proposed are set out on pages 2 to 3 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.eproxyappointment.com. They must have received it by no later than 4.00p.m. on 24 August 2021.

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 raise 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.

Coronavirus (COVID-19)

The Board is closely monitoring the impact of the Coronavirus in the United Kingdom. Should it become necessary to make alternative arrangements for the AGM, for example a change of venue, postponement or any additional safety measures, you will be given as much notice as practicably possible. To minimise this impact, the Board actively encourages you to vote by proxy, and where possible, to vote by proxy online.

Recommendation

The Board considers that all resolutions contained in this AGM notice 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 respect of their own beneficial holdings.

Yours faithfully,

Dr John Roberts

Chairman

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Triple Point Energy Efficiency Infrastructure Company plc (the "**Company**") will be held at 4.00p.m. on Thursday, 26 August 2021 at the offices of Gowling WLG, 4 More London Riverside, London SE1 2AU 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 to 12 (inclusive) will be proposed as special resolutions.

For further information on all resolutions, please refer to the Explanatory Notes which can be found on pages 4 to 8.

Ordinary Resolutions Report and Accounts

1. To receive and adopt the audited financial statements of the Company for the period from inception to 31 March 2021 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 for the period from inception to 31 March 2021.

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 Dr Anthony White MBE as a Director of the Company.
7. To re-elect Sonia McCorquodale 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 such manner and on such terms as the Directors of the Company may from time to time determine, provided that:
 - (a) the maximum number of Ordinary Shares which may be purchased is 10,000,000 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, after passing of this resolution;
 - (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 contract or contracts as if the authority conferred hereby had not expired; and

- (f) any shares bought back under the authority hereby granted may, at the discretion of the Directors, be cancelled or held in treasury and, if held in treasury, may be resold from treasury or cancelled at the discretion of the Directors.

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**

Registered Office:
1 King William Street
London
EC4N 7AF
(Company Number: 10814022)

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 to 12 (inclusive) 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 during the period from inception to 31 March 2021.

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 60 to 61.

Directors' Remuneration Policy

Resolution 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. Shareholders will be asked to approve the Policy again at the Company's 2024 annual general meeting. If the Company believes it is necessary to introduce a new remuneration policy or make changes to the existing approved policy before this date, such new or revised remuneration policy will be submitted to shareholders for approval at either an annual general meeting or other general meeting.

The Policy is set out in the Company's Annual Report and Accounts on pages 58 to 59.

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 of the Board as this is the first AGM following the appointment of all of the Directors at the time of the Company's IPO. 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 to the Company's long-term sustainable success. 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 below), as well as their knowledge and understanding of the Company's business model.

The Board has also considered the other contributions which individual Directors may 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, strategic guidance, offers specialist advice and holds third party service providers to account.

Biographical details of each of the Directors are as follows:

Dr John Roberts

– Independent non-executive Chairman

John has significant experience in the energy and utilities sectors with a 40-year executive career including senior roles at Manweb plc, Hyder plc and culminating with his role as Chief Executive of United Utilities plc (a long-term constituent of the FTSE 100) from which he retired in 2006. John is a keen advocate for the environment and, amongst other roles, was a member of the Royal Commission on Environmental Pollution, Ofgem's Environmental Advisory Panel and the Renewables Advisory Board, he was also previously Chairman of the North West Energy Council.

A qualified engineer and Chartered Certified Accountant, John was made a Doctor of Engineering by the University of Liverpool and an Honorary Fellow of Liverpool John Moores University.

He was awarded a CBE in 2004 for his services to the utilities industry.

Rosemary Boot

– Senior independent non-executive director

Rosemary has an investment banking background with 16 years at UBS Warburg, following which she was appointed Group Finance Director of The Carbon Trust, a position she held for over 10 years. Rosemary then held senior executive positions including at Circle Housing and, finally, was Chief Financial Officer of Future Cities Catapult, stepping down in 2016. Rosemary's knowledge of the wider low carbon technology sector has been built up over 19 years with other current roles including trustee of the Green Alliance Trust, director and steering group member of Chapter Zero Limited. She is also a Non Executive Director of a number of listed and unlisted companies.

Dr Anthony White

– Independent non-executive director

Anthony has over 35 years' experience in international power markets and the low carbon economy from capital markets, analytical and industry strategy roles. His key executive responsibilities included establishing the Uplift Management Incentive Scheme at National Grid, where he became Group Head of Strategy in the 1990s, and being lead analyst for Citigroup's top ranked pan-European power team. More recently, Anthony was a Managing Director of Climate Change Capital, a specialist low carbon advisory and asset management business, and still consults on developments in the low carbon economy through his company, BW Energy Limited. Anthony has participated in numerous government advisory bodies on UK energy and power 103 market policy including the Energy Advisory Panel, Commission on Environmental Markets and Economic Reform, Energy Networks Strategy Group and the House of Commons Select Committee on Energy & Climate Change.

Anthony was appointed a MBE in 2004 for services to UK energy policy.

Sonia McCorquodale

– Independent non-executive director

Sonia has a background in the renewable energy sector with an executive career with a range of companies spanning start up, operational, PFI managed and an A-rated utility group. In her current role as Trading and Optimisation Director for Drax she manages teams optimising hydro, run of river, biomass and trading global commodities. Prior to this, she was Managing Director for the Commercial division of Welsh Water Limited and

prior to that she was Head of Commercial Projects for AIM listed renewable energy company, Good Energy Limited. Over the past 20 years, Sonia has sat on numerous steering committees and trade bodies including, more recently, the CBI Heat Policy Group and Entrepreneurial Women in Renewable Energy (EWIRE).

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 pay four dividends per annum, to be declared as "interim" dividends. The alternative to this would be to declare three interim dividends with the final dividend being proposed as a "final" dividend. However, a final dividend would require shareholder approval which would delay payment. To avoid this potential delay, the Company will propose a dividend policy at each AGM 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 and as a means of correcting any imbalance between supply and demand for the shares. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority. Under the Act, the Company can hold its own shares in treasury following a buy back, instead of having to cancel them. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with additional flexibility in the management of its capital base. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at

meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares. If the Directors exercise the authority conferred by resolution 11, the Company will have the option of either holding in treasury or of cancelling any of its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue.

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 2 June 2021 (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 2 June 2021 (being the latest practicable date prior to the publication of this notice).

If given, this authority will expire at the conclusion of the 2022 AGM or on 26 November 2022 (the date which is 15 months after the date of passing of the resolution), whichever is earlier.

The Directors intend to seek renewal of this authority at subsequent AGMs in accordance with current best practice.

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, when it is intended that a similar resolution will be proposed.

Further information about the AGM

Right to attend AGM

Only those members registered on the Company's Register of Members of the Company at close of business on 24 August 2021 (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 4.00p.m. on 24 August 2021 (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.eproxyappointment.com. Completion and return of the Form of Proxy will not preclude members from attending and voting at the meeting should they wish to do so. Amended 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 & Ireland 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 & Ireland 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 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.

Asking questions in advance of the AGM

Except as provided above, members 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 chairman's letter and Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

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

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 14 July 2021, 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 2 June 2021 (being the last practicable day prior to the publication of this notice), the Company's issued share capital consisted of 100,000,000 Ordinary Shares of £0.01 each. The Company holds no shares in treasury. Therefore, the total voting rights in the Company as at 2 June 2021 (being the latest practicable date prior to the publication of this notice) are 100,000,000 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.