

**PANTHEON
INFRASTRUCTURE PLC**

(Incorporated in England and Wales under the Companies Act 2006 with registered number 13611678)

NOTICE OF ANNUAL GENERAL MEETING 2024

Notice of the Annual General Meeting (the “AGM” or the “Meeting”) of Pantheon Infrastructure Plc (the “Company”, “PINT”) to be held at 10 Finsbury Square, 4th Floor, London, EC2A 1AF at 12.00 p.m. on Thursday, 20 June 2024 is set out in this document.

Important information:

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, it is recommended that you seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriate independent professional adviser duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, from another appropriately authorised independent adviser. If you have sold or otherwise transferred all of your shares in the Company, please forward this document at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. This document should not, however, be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of shares, you should retain this document.



PANTHEON INFRASTRUCTURE PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 13611678)

Directors:

Vagn Sørensen
Anne Baldock
Andrea Finegan
Patrick O'Donnell Bourke

Registered Office:

Link Company Matters Limited
6th Floor, 65 Gresham Street
London EC2V 7NQ

19 April 2024

Dear Shareholder,

Annual General Meeting 2024

I am pleased to enclose the Notice of Annual General Meeting (the “**AGM**” or the “**Meeting**”) of Pantheon Infrastructure Plc (the “**Company**”) which will be held at 10 Finsbury Square, 4th Floor, London, EC2A 1AF at 12.00 p.m. on Thursday, 20 June 2024.

The formal notice convening the AGM (the “**Notice of AGM**” or “**Notice**”) sets out the business to be considered at the AGM and can be found on page 6 of this document.

Attendance at the Meeting

The AGM will be held in person and all shareholders are encouraged to attend. We ask that any shareholders wishing to attend register their intention as soon as practicable by emailing the Company Secretary, Link Company Matters, at pintcosec@linkgroup.co.uk.

For those unable to attend, the presentation from the Investment Manager at the AGM will be recorded and will be made available to view on the Company's website following the meeting.

Shareholder Engagement

Shareholders are encouraged to raise any issues they have with the Company in writing in advance of the meeting, and the Company will endeavour to respond fully to such questions at the AGM. In addition, shareholders who are unable to physically attend and who wish to ask any questions at the AGM should do so in writing before the meeting. In both cases, questions are welcome to be sent to the Company Secretary, at Link Company Matters Limited, 6th Floor, Gresham Street, London EC2V 7NQ or by email to pintcosec@linkgroup.co.uk, no later than 3.00 p.m. on 18 June 2024. If appropriate, the Company will publish the responses on its website at www.pantheoninfrastructure.com as soon as possible after the conclusion of the AGM.

Voting arrangements – Action to be taken

We hope that as many shareholders as possible will vote.

If you would like to vote on the resolutions to be proposed at the AGM and you hold your shares in certificated form, you may appoint a proxy electronically at www.signalshares.com by following the instructions on that website or, if you hold your shares in CREST, you may appoint a proxy via the CREST system. Notice of your appointment of a proxy should reach the Company's registrar, Link Group (the “**Registrar**”), no later than 12.00 p.m. on 18 June 2024. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Further details and instructions regarding the appointment of a proxy are set out in the “Administrative Notes in connection with the Annual General Meeting” on pages 8 to 12 of this document.

You may request a hard copy form of proxy directly from the Company's registrar, Link Group by calling +44 (0)371 664 0300 or by email at shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. We strongly recommend voting electronically as your vote will automatically be counted, if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the meeting.

Voting on a show of hands

Each of the resolutions to be considered at the AGM will be voted on by way of a show of hands unless a poll is validly demanded.

A member present in person or by proxy shall have one vote on a show of hands. The results of the AGM will be announced to the London Stock Exchange and published on the Company's website as soon as possible after the conclusion of the AGM.



Resolutions

Resolutions 1 to 9 will be proposed as ordinary resolutions. An ordinary resolution requires a simple majority of votes cast, whether in person or by proxy, to be cast in favour of the resolution for it to be passed. Resolutions 10 to 13 will be proposed as special resolutions. A special resolution requires a majority of not less than 75% of the votes cast, whether in person or by proxy, to be cast in favour of the resolution for it to be passed.

Ordinary resolutions

Resolution 1 – Annual Report and Financial Statements

The Directors are required to present the Annual Report and Financial statements, which incorporate the Strategic Report, the Directors' Report and Auditor's Report, to the Meeting. This resolution seeks the receipt by the shareholders of the Company's Annual Report and Financial Statements for the year ended 31 December 2023 (the "Annual Report").

Resolution 2 – Directors' Remuneration Report

This resolution seeks shareholder approval of the Directors' Remuneration Report as set out on pages 96 to 100 of the Company's Annual Report for the year ended 31 December 2023. This is an advisory resolution.

Resolutions 3 to 6 – Re-election of Directors

In line with the recommendations of the AIC Code, all Directors are required to retire and offer themselves for re-election at each AGM. Accordingly, resolutions 3 to 6 propose the re-election of each of the Directors.

The Board has reviewed the status of its individual Directors and the Board as a whole. All Directors are considered to be independent in both character and judgement and the Board recommends each of the Directors for re-election.

Full biographies of each of the Directors, which set out the wide range of skills and experience they bring to the Board and demonstrate why their contribution is and continues to be important to the Company's long-term sustainable success, are included in the Company's Annual Report and are also available on the Company's website at www.pantheoninfrastructure.com.

Resolutions 7 and 8 – Auditors of the Company

At each meeting at which the Company's financial statements are presented to its shareholders, the Company is required to appoint or re-appoint an auditor to serve until the next such meeting at which the accounts are laid. The Board, on the recommendation of the Audit and Risk Committee, recommends the re-appointment of Ernst & Young LLP as the Company's external auditors and this is proposed as Resolution 7.

Resolution 8 seeks shareholder consent to grant authority to the Audit and Risk Committee to determine the auditor's remuneration.

Resolution 9 – Directors' authority to allot shares

Resolution 9 authorises the Board to allot ordinary shares generally and unconditionally in accordance with Section 551 of the Companies Act 2006 (the Act) up to an aggregate nominal value of £1,564,500, representing approximately one-third (33.33%) of the issued ordinary share capital at the date of the Notice (excluding treasury shares).

No ordinary shares will be issued at a price less than the prevailing net asset value per ordinary share at the time of issue, other than on a pre-emptive basis or with the prior consent of shareholders provided in accordance with the Listing Rules. This authority shall expire at PINT's next AGM in 2025 and replaces the Company's current authority, granted prior to the IPO, to allot up to a maximum of two billion Ordinary and/or C Shares, which expires on 13 October 2024.



PANTHEON INFRASTRUCTURE PLC CONTINUED

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Special resolutions

Resolutions 10 and 11 – Disapplication of pre-emption rights

Resolutions 10 and 11 are special resolutions and seek limited authority for the Directors to disapply the preemption rights of existing shareholders.

The Pre-Emption Group's Statement of Principles issued in November 2022 (the "Pre-Emption Principles") allows companies to seek authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or that has taken place in the 12-month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer.

Having considered the revised Pre-Emption Principles, the Directors consider that, for the time being, it is in the best interests of shareholders for PINT to seek authority to issue shares for cash otherwise than in connection with a preemptive offer, of up to 10% of the Company's issued share capital, together with an additional 10% of the Company's issued share capital for use in connection with an acquisition or specified capital investment. If supported, the authority conferred by resolutions 10 and 11 would provide the Directors with the flexibility to raise capital quickly and easily in order to finance opportunities when they arise, in line with the Investment Policy and PINT's strategy.

No issuance of ordinary shares without pre-emption rights will be made at a price less than the prevailing net asset value per ordinary share at the time of issue. These authorities shall expire at PINT's next AGM in 2025, or, if earlier, on the expiry of 15 months from the passing of the resolutions.

Resolution 12 – Purchase of own shares

Resolution 12 is a special resolution which seeks authority for the Company to make market purchases of up to 70,355,565 ordinary shares, representing approximately 14.99% of the ordinary shares in issue (excluding any ordinary shares held by the Company as treasury shares) as at the date of the Notice of AGM, should the Directors see fit. The Directors will not exercise the authority granted under this resolution unless they consider it to be in the best interests of shareholders, and will consider, amongst other things: the prevailing market conditions; the estimated performance of the portfolio since the last NAV calculation date; the degree of NAV accretion that would result from the buy-back or issuance; the Company's cash resources; the immediate pipeline of investment opportunities open to the Company; the level of the Company's existing borrowings and the working capital requirements of the Company. Purchases would be made in accordance with the provisions of the Companies Act 2006 (the "Act") and the Listing Rules.

The maximum price which may be paid for each ordinary share must not be more than the higher of: (i) 5% above the average of the mid-market values of the ordinary shares for the five business days before the purchase is made and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out. The minimum price which may be paid for each ordinary share is the nominal value of an ordinary share.

The Board is likely to continue to hold any ordinary shares which the Company acquires pursuant to the authority conferred by Resolution 12, if passed, in treasury rather than cancelling them. Any sales out of treasury would only be made at a price per ordinary share equal to, or greater than, the price per ordinary share paid by the Company and in any event not less than the prevailing net asset value per ordinary share and in accordance with the FCA's Listing Rules and subject to the Company having sufficient authority granted for the waiver of pre-emption rights.

This authority shall expire at the conclusion of the Company's next AGM to be held in 2025 or the date occurring 15 months from the date on which this Resolution is passed, whichever is the earlier.

As at 19 April 2024, being the latest practicable date prior to the publication of this Notice, there are no outstanding warrants or options to subscribe for shares in the Company.



Resolution 13 – Notice of General Meetings

Resolution 13 is a special resolution that will give the Directors the ability to convene general meetings, other than AGMs, on a minimum of 14 clear days' notice. The Company will offer shareholders an electronic voting facility at each general meeting convened on such shorter notice period. The minimum notice period for AGMs will remain at 21 clear days, in accordance with the Articles.

This authority would provide the Company with flexibility where action needs to be taken quickly but will only be used where the Directors consider it in the best interests of shareholders and the matter is required to be dealt with expediently.

This authority shall expire at the conclusion of the Company's next AGM in 2025 or the date occurring 18 months from the date on which this Resolution is passed, whichever is the earlier.

Recommendation

Full details of the above resolutions are contained in the Notice of AGM which follows overleaf. The Directors consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings of shares.

Yours sincerely

Vagn Sørensen

Chair

Pantheon Infrastructure Plc

19 April 2024



NOTICE OF ANNUAL GENERAL MEETING

Pantheon Infrastructure Plc

(Incorporated in England and Wales under the Act with registered number 13611678)

Notice is hereby given that the AGM of Pantheon Infrastructure Plc (the “**Company**”) will be held at 10 Finsbury Square, 4th Floor, London, EC2A 1AF on Thursday, 20 June 2024 at 12.00 p.m. to consider and, if thought fit, approve the following resolutions.

Resolutions 1 to 9 will be proposed as ordinary resolutions: this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour of each resolution. Resolutions 10 to 13 will be 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.

Ordinary resolutions

1. To receive the Company’s Annual Report and Financial Statements for the year ended 31 December 2023 together with the Strategic Report, the Directors’ Report and the Auditor’s Report contained in the Annual Report.
2. To receive and approve the Directors’ Remuneration Report for the year ended 31 December 2023.
3. To re-elect Mr. Vagn Sørensen as a Director of the Company.
4. To re-elect Ms Anne Baldock as a Director of the Company.
5. To re-elect Ms Andrea Finegan as a Director of the Company.
6. To re-elect Mr. Patrick O’Donnell Bourke as a Director of the Company.
7. To re-appoint Ernst & Young LLP as auditors of the Company (the “Auditor”), to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company at which the Company’s financial statements are laid before the Company.
8. To authorise the Audit and Risk Committee to determine the remuneration of the Auditor.

9. THAT, in substitution for all existing authorities, in accordance with Section 551 of the Companies Act 2006 (the “Act”), the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot ordinary shares, up to a maximum aggregate nominal amount of £1,564,500, such authority to expire at the conclusion of the next Annual General Meeting of the Company (unless previously renewed, varied or revoked by the Company in a general meeting), save that PINT may, before such expiry, make offers or agreements which would or might require ordinary shares to be allotted after such expiry and the Directors may allot ordinary shares in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired.

Special resolutions

10. THAT, in substitution for all existing authorities, and subject to the passing of Resolution 9, and in accordance with Sections 570 and 573 of the Act, the Directors be and are hereby generally empowered to allot equity securities (as defined in Section 560(1) of the Act) for cash, pursuant to the authority conferred on the Directors by Resolution 9 and to sell ordinary shares from treasury for cash, as if Section 561 of the Act did not apply to any such allotment or sale, up to an aggregate nominal amount of £480,000, such power to expire at the conclusion of the next Annual General Meeting of the Company (unless previously renewed, varied or revoked by PINT in general meeting), or, if earlier, at the close of business on 20 September 2025, save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell ordinary shares from treasury in pursuance of such an offer or agreement as if such power had not expired.
11. THAT, subject to the passing of Resolution 9 and in addition to the power conferred by Resolution 10, in accordance with Sections 570 and 573 of the Act, the Directors be and are hereby generally empowered to allot equity securities (as defined in Section 560(1) of the Act) for cash, pursuant to the authority conferred on the Directors by Resolution 9 and by way of a sale of ordinary shares from treasury for cash, as if Section 561 of the Act did not apply to any such allotment or sale, provided that such authority:



- a. shall be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount equal to £480,000;
- b. shall only be used for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on disapplying pre-emption rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- c. to allot equity securities or sell treasury shares shall be at a price not less than the net asset value per share.

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 20 September 2025 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired).

12. That the Company be and is hereby generally and, subject as hereinafter provided, unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the "Act"), in substitution for all subsisting authorities under Section 701 of the Act, to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares provided that:
- a. the maximum number of shares hereby authorised to be purchased is 70,355,565 shares, representing 14.99% of the number of ordinary shares in issue (excluding ordinary shares held by the Company as treasury shares (within the meaning of Section 724(5) of the Act)) as at the date of this Notice;
 - b. the minimum price, exclusive of any expenses, which may be paid for an ordinary share is the nominal value of that ordinary share; and
 - c. the maximum price, exclusive of any expenses, which may be paid for an ordinary share shall be the higher of (i) 5% above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange's Daily Official List for the five business days before the purchase is made and (ii) the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;

Unless renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or the date occurring 18 months from the date on which this Resolution is passed, whichever is the earlier, save that the Company may, prior to such expiry, enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after such expiry and may make a purchase of ordinary shares in pursuance of any such contract.

13. That, a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

By order of the Board

Link Company Matters Limited

Company Secretary

19 April 2024

Pantheon Infrastructure Plc registered office

Link Company Matters Limited

6th Floor

65 Gresham Street

London EC2V 7NQ



ADMINISTRATIVE NOTES IN CONNECTION WITH THE ANNUAL GENERAL MEETING

1. Attending the Annual General Meeting in person

If you wish to attend the AGM in person, you should arrive at the venue for the AGM in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Link Group Services (the "**Registrar**"), prior to being admitted to the AGM. The Board encourages shareholders to vote electronically and to appoint the Chair of the meeting as their proxy with their voting instructions, as your vote will automatically be counted, if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the meeting.

2. Appointment of proxies

A member entitled to attend this Meeting may attend the Meeting in person or may appoint one or more persons as his/her proxy to attend, speak and/or vote on his/her behalf. A proxy need not be a member of the Company. The appointment of a proxy will not prevent a member from attending the Meeting and voting in person if he/she so wishes. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every ordinary share of which he/she is the holder.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should log on to www.signalshares.com or contact the Registrar by telephone on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

A member may instruct his or her proxy to abstain from voting on any resolution to be considered at the AGM by marking the 'Vote Withheld' option when appointing his or her proxy. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 11 below.

3. Appointment of a proxy online

Members can appoint a proxy online at:

www.signalshares.com. In order to appoint a proxy using this website, members will need their Investor Code, which they can find on their share certificate. If you need help with voting online, please contact our Registrar, Link Group, on +44 (0)371 664 0300 or email Link at shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Members must appoint a proxy using the website no later than 12.00 p.m. on 18 June 2024 (being the time which is 48 hours (excluding non-working days) before the time of the AGM) or 48 hours (excluding non-working days) before any adjournment of that meeting. Alternatively, shareholders can use an app: **LinkVote+**. It is free to download and use and gives shareholders the ability to access their records at any time and as well as allowing users to submit a proxy appointment quickly and easily online rather than in writing by mail. The app is available to download on the Apple App Store and Google Play.



4. Appointment of a proxy using a Form of Proxy

You may request a hard copy form of proxy directly from the Registrar by calling +44 (0)371 664 0300 or by email at shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. To be valid, a Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by mail (during normal business hours only) or by hand by the Registrar at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 12.00 p.m. on 18 June 2024 (being the time which is 48 hours (excluding non-working days) before the time of the AGM) or 48 hours (excluding non-working days) before any adjournment of that Meeting.

5. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: www.euroclear.com/CREST. 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. 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 Registrar, Link Group, (ID RA10) no later than 12.00 p.m. on 18 June 2024 (being the time which is 48 hours before (excluding non-working days) the time of the AGM) or 48 hours before (excluding non-working days) any adjournment of that meeting. 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 Application Host) from which the Registrar 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 provider(s) should note that Euroclear UK & International Limited 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.



ADMINISTRATIVE NOTES IN CONNECTION WITH THE ANNUAL GENERAL MEETING CONTINUED

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).

6. Appointment of a proxy through Proxymity

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged no later than 48 hours (excluding non-working days) before the time of the AGM or any adjournment of that Meeting in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

7. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

8. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

9. Entitlement to vote

To be entitled to vote at the AGM (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at close of business on 18 June 2024 (or, if the AGM is adjourned, at close of business on the day two days prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to vote at the AGM.

10. Votes to be taken by a show of hands

At the AGM, all votes will be taken by a show of hands rather than a poll unless a poll is validly demanded.

It is intended that the voting results will be announced to the London Stock Exchange and published on the Company's website as soon as possible after the conclusion of the AGM.

11. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between them and the member by whom they were 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, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.



12. Website giving information regarding the Annual General Meeting

Information regarding the AGM, including information required by section 311A of the Act, and a copy of this Notice of AGM are available on the Company's website at www.pantheoninfrastructure.com.

13. Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members 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.

14. Documents available for inspection

Copies of the Letters of Appointment of the Non-Executive Directors of the Company are available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the AGM and on the date of the AGM at the location of the Meeting from 11.15 am until the conclusion of the AGM.

15. Voting rights

As at 19 April 2024 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 480,000,000 ordinary shares, carrying one vote each. 10,650,000 of shares were held in treasury. Therefore, the total voting rights in the Company as at 19 April 2024 were 469,350,000 votes.

16. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chair of the AGM as their proxy will need to ensure that both they, and their proxy, comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.



ADMINISTRATIVE NOTES IN CONNECTION WITH THE ANNUAL GENERAL MEETING CONTINUED

17. Members' right to require circulation of resolution to be proposed at the Annual General Meeting

Members meeting the threshold requirements set out in the Act have the right to: (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the AGM pursuant to section 338 of the Act; and/or (b) include a matter (other than a resolution) in the business to be dealt with at the AGM, pursuant to section 338A of the Act.

18. Further questions and communication

Under section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the AGM put by a member attending the Meeting unless answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, or 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. Members may not use any electronic address provided in this Notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.

