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If you have sold or transferred all of your ordinary shares of £0.01 par value in the capital of Aura Renewable Acquisitions plc, please send this document, together with the accompanying Form of Proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of relevant laws. If you have sold or transferred part only of your holding of existing ordinary shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was affected.



**AURA RENEWABLE ACQUISITIONS PLC**  
***(Registered in England and Wales with Company Number***  
***13723431)***  
**Notice of Annual General Meeting**

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Notice of the third Annual General Meeting of Aura Renewable Acquisitions plc (the “**Company**”) to be held at the offices of DMH Stallard LLP, 11th Floor, 6 New Street Square, New Fetter Lane, London EC4A 3BF at 11:30 a.m. on Tuesday, 13 May 2025 (“**AGM**”).

The Form of Proxy for use at the Annual General Meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out therein as soon as possible but, in any event, so as to reach Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD by no later than 11:30 a.m. on Friday, 9 May 2025, being two business days prior to the time appointed for the holding of the meeting. Completion and return of a Form of Proxy will not prevent a shareholder from attending the meeting and voting in person if he or she so wishes. The Chairman of the meeting will direct that voting on all resolutions put to the AGM will take place by way of a poll, rather than a show of hands, to ensure that proxy votes are recognised in order to accurately reflect the views of shareholders. The voting results on the resolutions put to the AGM will be announced to the market following the closure of the AGM and any adjournment of that meeting.

**ALL SHAREHOLDERS ARE URGED TO COMPLETE AND SUBMIT A PROXY APPOINTMENT IN ACCORDANCE WITH THE INSTRUCTIONS HEREIN. THE PROXY APPOINTMENT MUST BE RECEIVED BY NEVILLE REGISTRARS LIMITED, NEVILLE HOUSE, STEELPARK ROAD, HALESOWEN, B62 8HD BY NO LATER THAN 11:30 A.M. ON FRIDAY, 9 MAY 2025 BEING TWO BUSINESS DAYS PRIOR TO THE TIME APPOINTED FOR THE HOLDING OF THE MEETING.**

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**NOTICE OF ANNUAL GENERAL MEETING 2025 OF**  
**AURA RENEWABLE ACQUISITIONS PLC (the “Company”)**

*(Incorporated in England and Wales with Registered No. 13723431)*

Notice is hereby given that the third Annual General Meeting of the Company will be held at the offices of DMH Stallard LLP, 11th Floor, 6 New Street Square, New Fetter Lane, London EC4A 3BF at 11:30 a.m. on Tuesday, 13 May 2025 for the purpose of considering and, if thought fit, passing the following resolutions set out below. Resolutions 1 to 5 inclusive will be proposed as ordinary resolutions and resolutions 6 and 7 will be proposed as special resolutions:

**ORDINARY RESOLUTIONS**

**Annual accounts for the period ended 31 December 2024**

1. To receive and adopt the annual accounts for the period ended 31 December 2024 (the “**Accounts**”), together with the reports of the directors of the Company (the “**Directors**”) and the Independent Auditors’ Report thereon.

**Directors’ remuneration report and policy**

2. To approve the directors’ remuneration report (excluding the directors’ remuneration policy, set out in the directors’ remuneration report), as set out in the Company’s annual report and accounts for the financial period ended 31 December 2024.
3. To approve the directors’ remuneration policy, as set out in the directors’ remuneration report, as set out in the Company’s annual report and accounts for the period ended 31 December 2024, which takes effect immediately after the end of the Annual General Meeting.

**Appointment of auditors and their remuneration**

4. To re-appoint PKF Littlejohn LLP as auditors of the Company until the conclusion of the next Annual General Meeting of the Company.
5. To authorise the Directors to determine the remuneration of the Auditors.

**SPECIAL RESOLUTIONS**

**Reduction of notice periods**

6. THAT, a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days’ notice, provided that the authority granted by this resolution shall expire at the conclusion of the next annual general meeting of the Company

## **Amendment of Articles of Association**

7. THAT, with effect from the conclusion of the meeting at which this resolution is proposed, the articles of association of the Company be altered and amended by inserting the following new article as Article 140:

### **"140 TIMETABLE FOR INITIAL TRANSACTION**

140.1. In this Article 140, unless the context otherwise requires:

140.1.1. 'founding shareholder' means a shareholder who founded or established the Company;

140.1.2. 'initial transaction' has the meaning given to the term in UKLR 13.4.2 R and 13.4.3 G;

140.1.3. 'public shareholder' means a shareholder of the Company who is not a founding shareholder, a shell company sponsor or a Director;

140.1.4. 'public shareholder majority' means a resolution of public shareholders passed on a poll at a meeting of public shareholders by public shareholders representing a simple majority of the total voting rights of public shareholders who, being entitled to vote, do so in person or by proxy; such meeting to be convened and held as a separate meeting of the public shareholders, to which all the provisions in these Articles as to general meetings shall apply, with any necessary modifications, provided that the provisions of Article 10.3 shall not apply to such meeting;

140.1.5. 'shell company sponsor' means a person who provides any of the following to the Company:

(a) capital or other finance to support the operating costs of the Company;

(b) financial, advisory, consultancy or legal services;

(c) facilities or support services; or

(d) any other material contribution to the establishment and ongoing operation of the Company; and

140.1.6. 'UKLR' means the UK Listing Rules of the Financial Conduct Authority and references to UKLR section numbers are to the relevant sections in the UK Listing Rules sourcebook, as amended from time to time.

140.2. If the Company has not completed an initial transaction during the period ending on 29 July 2027 (**Initial Period**), it will cease operations on that date, unless Article 140.3 applies.

140.3. The Initial Period can be extended before the end of that period by three further periods of 12 months, up to a total of 36 months, provided that:

140.3.1. the first 12-month extension to the Initial Period is approved by public shareholder majority before the end of that period; and

140.3.2. any further 12-month extension periods are approved by public shareholder majority before the end of the prior 12-month period.

140.4. Any such extension must be notified to a Regulatory Information Service before the end of the Initial Period or the period referred to in Article 140.3, as applicable."

**Your Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that the shareholders vote in favour of the resolutions.**

John Croft  
Chairman  
By order of the Board of Directors

Date: 15 April 2025  
Registered Office:  
35 Ballards Lane  
London  
N3 1XW  
United Kingdom

## **Notes to the notice of Annual General Meeting**

### **Entitlement to attend and vote**

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
  - a) 11:30 a.m. on Friday, 9 May 2025; or
  - b) if this Meeting is adjourned, at close of business on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting or appoint a proxy to do so.

### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited with the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD no later than 11:30 a.m. on Friday, 9 May 2025. A Form of Proxy accompanies this document for use by members.
5. As an alternative to completing a hard copy form of proxy, shareholders can submit their vote electronically at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by completing the authentication requirements on the website no later than 11:30 a.m. on Friday, 9 May 2025. Shareholders will need to use their personal proxy registration code (Activity Code), which is printed on the form of proxy, to validate the submission of their proxy online.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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 made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Neville Registrars (whose CREST ID is 7RA11) by the specified latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. 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.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy your proxy card or contact Neville Registrars Limited to obtain an extra proxy card on +44 (0) 121 585 1131 or via [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) or in writing to Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD (Offices are open between 9.00 a.m. – 5.00 p.m., Monday to Friday).
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

### **Appointment of proxy by joint members**

9. 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 name being the most senior).

### **Changing proxy instructions**

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hardcopy proxy form, please contact Neville Registrars Limited to obtain an extra proxy card on +44 (0) 121 585 1131 or via [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) or in writing to Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD (Offices

are open between 9.00 a.m. – 5.00 p.m., Monday to Friday). If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

11. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Neville Registrars Limited no later than 11:30 a.m. on 9 May 2025. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

#### **Corporate representatives**

12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### **Issued shares and total voting rights**

13. As at 15 April 2025 (being the last practicable date prior to publication of this notice), the Company's issued ordinary share capital comprised 10,500,000 ordinary shares of 1 pence each. The Company does not hold any Ordinary Shares in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 15 April 2025 is 10,500,000.

#### **Nominated persons**

14. If you are a person who has been nominated under section 146 of the Companies Act 2006 ("Act") to enjoy information rights (Nominated Person):
- a) You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (the "Relevant Shareholder") to be appointed or to have someone else appointed as a proxy for the meeting.
  - b) If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
  - c) Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

#### **Documents on display**

15. Copies of the letters of appointment of the directors and the Company's articles of association are available for inspection at the Company's registered office during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.

#### **Information available on the Company's website**

16. From the date of this notice until two years after the AGM is held, the information required by section 311A of the Act (a copy of this notice, the total number of shares and voting rights set out in paragraph 13 above, and any statements, resolutions or matters of business proposed by members after this notice is sent out) will be available on the Company's website at <https://aurarenewables.com/investors/>.

#### **Shareholder rights to publish statements and ask questions**

17. 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 on a website a statement setting out any matter that such shareholders propose to raise at the meeting 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 previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. 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.
18. 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 to do so would interfere unduly with the

preparation for the meeting, or involve the disclosure of confidential information; the answer has already been given on a website in the form of an answer to a question; or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

19. The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, which can be found at <https://aurarenewables.com/privacy-policy/>.
20. You may not use any electronic address provided either: in this notice; or in any related documents (including the annual report for the period ended 31 December 2024 and proxy form) to communicate with the Company for any purposes other than those expressly stated.

## **EXPLANATION OF THE RESOLUTIONS:**

An explanation of the Resolutions is set out below.

### ***Resolution 1***

The directors are required by the Companies Act 2006 (“**Act**”) to present to the shareholders of the Company at a general meeting the reports of the directors and auditors, and the audited accounts of the Company, for the year ended 31 December 2024, copies of which accompany this Notice.

### ***Resolutions 2 and 3***

The Act requires the Company to seek shareholder approval for the remuneration report (other than the part containing the remuneration policy) on an annual basis at the general meeting before which the Company’s annual accounts are laid. This is sought in Resolution 2. The vote on the remuneration report is “advisory”; the Directors’ entitlement to remuneration, if any, is not conditional on the report being approved.

The Company is also required to seek shareholder approval of its remuneration policy at least every three years. If the remuneration policy is to be changed in any way within that timeframe, shareholder approval should be sought again.

The remuneration policy is binding; after it takes effect, all payments to directors by way of remuneration or for loss of office must be made in accordance with the policy (unless a payment is separately approved by a shareholder resolution). If the Company wishes to change the policy, it will need to be put the revised policy to a shareholder vote again before it can implement the new policy. Approval of the remuneration policy is sought in Resolution 3 and, if approved, the policy will take effect from the end of the Annual General Meeting.

### ***Resolution 4***

The Act requires that auditors be appointed at each general meeting at which accounts are laid, to hold office until the next such meeting. This Resolution seeks shareholder approval for the reappointment of PKF Littlejohn LLP.

### ***Resolution 5***

This Resolution gives the directors the authority to determine the remuneration of the auditors for the audit work to be carried out by them for the financial year ending 31 December 2025. The amount of the remuneration paid to the auditors for that financial year will be disclosed in the audited accounts of the Company for that year.

### ***Resolution 6***

This is a resolution to authorise the Company to hold general meetings on 14 clear days’ notice. The notice period required by the Act for general meetings of the Company is 21 clear days, unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings must always be held on at least 21 clear days’ notice. In order to be able to call a general meeting on less than 21 clear days’ notice, the Company must make a means of electronic voting available to all shareholders for that meeting and a resolution approving the reduction of the notice period for general meetings to 14 clear days must be passed. The directors believe that obtaining this authority is desirable as it gives the Company an additional degree of flexibility. The approval of this resolution will be effective until the conclusion of the annual general meeting of the Company in 2026, when it is intended that the approval will be renewed.

### ***Resolution 7***

Resolution 7 is a special resolution, which seeks approval to amend the articles of association of the Company (the “**Articles**”). This resolution has been proposed following the Company’s mapping to the Equity shares (shell companies) category of the Official List of the Financial Conduct Authority on 29 July 2024 when the UK Listing Rules became effective. The proposed amendment to the Articles is required to comply with section UKLR 13.2.1 of the UK Listing Rules. A draft copy of the Articles reflecting the amendment which would be made by Resolution 7 when passed is also available at <https://aurarenewables.com/investors/>.

**Resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions. These resolutions will be passed if a majority of the votes cast for and against are in favour. Resolutions 6 and 7 are special resolutions. These resolutions will be passed if not less than 75% of the votes cast for and against are in favour.**