

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE FROM YOUR STOCKBROKER OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IF YOU ARE RESIDENT IN THE UK OR, IF YOU RESIDE ELSEWHERE, ANOTHER APPROPRIATELY AUTHORISED FINANCIAL ADVISOR.

IF YOU HAVE RECENTLY SOLD OR TRANSFERRED ALL OF YOUR SHARES IN ATRATO ONSITE ENERGY PLC, PLEASE FORWARD THIS DOCUMENT, TOGETHER WITH THE ACCOMPANYING DOCUMENTS, AS SOON AS POSSIBLE EITHER TO THE PURCHASER OR TRANSFeree OR TO THE PERSON WHO ARRANGED THE SALE OR TRANSFER SO THEY CAN PASS THESE DOCUMENTS TO THE PERSON WHO NOW HOLDS THE SHARES.

## ATRATO ONSITE ENERGY PLC

(the "Company")

(incorporated in England & Wales registered number 13624999 and registered as an investment company under section 833 of the Companies Act 2006)

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### NOTICE OF FIRST ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN OF THE FIRST ANNUAL GENERAL MEETING OF ATRATO ONSITE ENERGY PLC (THE "AGM"):

Date of AGM: 2.00 p.m. on Friday, 10 March 2023

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Place of AGM: Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ



## ATRATO ONSITE ENERGY PLC

(incorporated in England & Wales registered number 13624999 and registered as an investment company under section 833 of the Companies Act 2006)

Directors:  
Juliet Davenport\*  
Marlene Wood\*  
Faye Goss\*

Registered Office:  
6<sup>th</sup> Floor  
Bastion House  
140 London Wall  
London EC2Y 5DN

\* *Independent non-executive*

Date 27 January 2023

**Dear Shareholder,**

### **First Annual General Meeting ("AGM")**

I am pleased to enclose the notice of the Company's first annual general meeting (the "**Notice of AGM**"), which will be held at 2.00 p.m. on Friday, 10 March 2023.

The Notice of AGM sets out the business to be considered at the meeting and the purpose of this letter is to outline the arrangements that will be in place for the AGM and to explain certain elements of that business to you.

### **Proposed AGM Arrangements**

The AGM will be held at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ at 2.00 p.m. on Friday, 10 March 2023.

If you decide not to attend the AGM in person, it is important that you still cast your votes in respect of the business of the meeting and you can do so by voting by proxy in accordance with the instructions set out below under the heading "Voting".

The results of the AGM will be announced through a Regulatory Information Service and on the Company website, [www.atratoroof.com](http://www.atratoroof.com), as soon as possible once known.

### **Participation at the AGM**

The Board recognises that the AGM provides an important opportunity to engage with shareholders and accordingly shareholders can attend the AGM and ask questions during the meeting.

Shareholders will have an opportunity to ask questions on all the items of business set out in the Notice of AGM during the meeting (including an opportunity to ask questions of Atrato Partners Limited, the Company's investment adviser (the "**Investment Adviser**")). There may not be sufficient time available to address all the comments and questions raised during the meeting.

To participate you must be a registered holder of shares as at the close of business on 8 March 2023.

### **Voting**

If you would like to vote on the resolutions in advance, you can appoint a proxy by logging on to [www.signalshares.com](http://www.signalshares.com) and selecting the "proxy voting" link. You can also appoint a proxy by lodging a

proxy appointment through the CREST Proxy Voting Service or by requesting a hard copy proxy form by contacting our Registrar, Link Group, on 0371 664 0391 and returning it to the address shown on the form. 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. Link Group are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Submission of a proxy vote shall not preclude a shareholder from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

As your participation is important to us, we would encourage you to vote ahead of the AGM by appointing your proxy in the manner described above.

Please remember to return your proxy electronically or in hard copy form so that it is received by the Company's Registrar, Link Group by no later than 2.00 p.m., on Wednesday, 8 March 2023. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

The Company's annual report and financial statements for the period commencing from the Company's incorporation on 16 September 2021 to 30 September 2022 (the "**2022 Annual Report and Accounts**") accompany this Notice of AGM. Copies of the 2022 Annual Report and Accounts are also available to view in the Investor Centre of the Company's website at [www.atratoroof.com](http://www.atratoroof.com). Printed copies of the 2022 Annual Report and Accounts are also available on request by contacting the Company Secretary at Apex Secretaries LLP, 6<sup>th</sup> Floor, Bastion House, 140 London Wall, London EC2Y 5DN or by email to [ukfundscosec@apexfs.com](mailto:ukfundscosec@apexfs.com).

## **EXPLANATION OF AGM BUSINESS**

Enclosed with this document is a notice convening the AGM of the Company for Friday, 10 March 2023 at 2.00 p.m. This explanatory note gives further information on the resolutions which will be proposed at the meeting, as set out in the enclosed Notice of AGM.

### **1. Resolution 1 – to receive the 2022 Annual Report and Accounts**

The Companies Act 2006 (the "**Companies Act**") requires the directors of a public company to lay its annual report and accounts before the company in a general meeting. Resolution 1 in the Notice of AGM proposes, as an ordinary resolution, to receive the annual report and accounts of the Company for the period from incorporation on 16 September 2021 to 30 September 2022.

### **2. Resolution 2 – to approve the directors' remuneration report**

The Companies Act requires listed companies to put a resolution to shareholders at each annual general meeting to approve the directors' remuneration report (other than the part containing the directors' remuneration policy), which forms part of the annual report. The vote is advisory in nature and the directors' entitlement to receive remuneration is not conditional on it.

Resolution 2 in the Notice of the AGM, which will be proposed as an ordinary resolution, asks shareholders to approve the remuneration report (other than the part containing the directors' remuneration policy), which can be found on pages 48 to 50 of the 2022 Annual Report and Accounts.

### **3. Resolution 3 – to approve the directors' remuneration policy**

The Companies Act requires listed companies to put a separate resolution to shareholders to approve the directors' remuneration policy part of the directors' remuneration report. The vote on Resolution 3 is a binding vote and, if passed, will mean that the Company will not be able to make a remuneration payment to a current or prospective director or a payment for loss of office to a current or past director unless the payment is consistent with the approved directors' remuneration policy (or has been approved by a separate resolution of the shareholders). If the Company wishes to change the directors' remuneration policy, it will need to put the revised policy

to a shareholder vote before it can implement the new policy. If the director's remuneration policy remains unchanged, the Company will put the policy to shareholders for approval again at its annual general meeting to be held in 2026.

Resolution 3 in the Notice of AGM, which will be proposed as an ordinary resolution, asks shareholders to approve the directors' remuneration policy, which can be found on page 48 of the directors' remuneration report in the 2022 Annual Report and Accounts.

#### **4. Resolution 4 – to approve the Company's dividend policy**

Resolution 4 in the Notice of AGM proposes, as an ordinary resolution, to approve the Company's dividend policy to pay four interim dividends per year. This policy is consistent with the prospectus dated 1 November 2021 published by the Company in connection with its IPO (the "IPO Prospectus") and is set out on page 51 of the 2022 Annual Report and Accounts.

#### **5. Resolutions 5 to 7 – Election of directors**

The Board consists of three independent non-executive directors, all of whom have been in office since the Company's IPO in November 2021. In accordance with the Company's articles of association and the Association of Investment Companies Code of Corporate Governance, each of the directors is required to retire at each annual general meeting of the Company and those eligible and wishing to serve again may offer themselves for election. Resolutions 5 to 7 in the Notice of AGM, which are ordinary resolutions, propose the election of each of the directors of the Company, all of whom are standing for election.

The Chair confirms that, following a formal performance evaluation, the directors' performance continues to be effective and demonstrates commitment to their respective roles, including time commitments for Board and committee meetings. Having reviewed the performance of the Board and the leadership needs of the Company, the Board believes that each of the directors standing for election at the AGM should continue in their role as they bring a breadth of current and relevant business expertise to the Board. The Board remains satisfied that the individual contributions of each director are, and will continue to be, important to the Company's long-term sustainable success. Biographical details for each of the directors, and details of their individual contributions to the operation of the Board during the financial period ended 30 September 2022, are contained in the section on the Board in the 2022 Annual Report and Accounts.

#### **6. Resolutions 8 and 9 – to appoint BDO LLP as auditor and determine auditor's remuneration**

These resolutions, both of which are ordinary resolutions, propose that BDO LLP should be appointed as the Company's auditor and authorises the directors, upon the recommendation from the Company's audit committee, to determine their remuneration.

The directors, having regard to the audit committee's recommendation, consider that the level of consultancy related non-audit fees to audit fees paid to BDO LLP is appropriate for the advisory work undertaken for the Company's first financial period ended 30 September 2022 (principally in connection with their work as reporting accountants in connection with the Company's IPO), and that these fees, which are non-recurring in nature, do not create a conflict of interest on the part of the independent auditor.

#### **7. Resolution 10 – authority to allot shares**

Under the Companies Act, the directors may only allot ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") and/or C shares of £0.01 each in the capital of the Company ("C Shares") and grant rights to subscribe for, or to convert any security into, Ordinary Shares and/or C Shares (together "Relevant Securities") with the authority of shareholders in a general meeting. In certain circumstances this could be unduly restrictive.

Resolution 10 in the Notice of AGM will be proposed, as an ordinary resolution, to authorise the directors to allot Relevant Securities (which include Ordinary Shares) up to a maximum nominal

amount of £500,000 and up to a further maximum nominal amount of £500,000 where the allotment is in connection with an offer by way of rights issue, each representing one third respectively of the nominal value of the Ordinary Shares in issue on 26 January 2023 (being the latest practicable date prior to the publication of this document). These limits are in accordance with guidelines issued by the Investment Association and market practice.

This authority will expire on the conclusion of the Company's next annual general meeting (which in accordance with the Companies Act must be held by no later than 31 March 2024).

The directors have no current intention of exercising this authority. However, the directors believe it to be in the best interests of the Company that they should have this authority so that such allotments can take place to finance appropriate business opportunities that may arise.

## **8. Resolutions 12 and 13 – to disapply pre-emption rights**

In accordance with the Pre-Emption Group's Statement of Principles 2022 on Disapplying Pre-Emption Rights (the "**Statement of Principles 2022**"), the directors are seeking authority to disapply pre-emption rights in two separate special resolutions:

- the first, Resolution 11 in the Notice of AGM, seeks authority for the directors, pursuant to the allotment authority given by Resolution 10, to disapply pre-emption rights and issue shares in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the directors consider necessary, or otherwise to issue shares for cash, including the sale on a non-pre-emptive basis of any shares the Company holds in treasury for cash, up to an aggregate nominal amount representing approximately ten per cent. of the Company's issued ordinary share capital, together with authority for a further disapplication of pre-emption rights up to an aggregate nominal amount representing approximately two per cent. of the Company's issued ordinary share capital, to be used only for the purposes of a follow-on offer (see further below); and
- the second, Resolution 12, seeks authority for the directors to disapply pre-emption rights and allot new shares and other equity securities pursuant to the allotment authority given by Resolution 10, or sell treasury shares for cash, up to a further aggregate nominal amount representing approximately an additional ten per cent. of the Company's issued ordinary share capital but only in connection with transactions which the directors determine to be an acquisition or a specified capital investment, as contemplated by the Statement of Principles 2022, with authority for a further disapplication of pre-emption rights up to an aggregate nominal amount representing approximately two per cent. of the Company's issued ordinary share capital to be used only for the purposes of a follow-on offer.

If the directors wish to allot new shares or other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), the Companies Act requires that these shares are first offered to shareholders in proportion to their existing holdings. However, in line with the Statement of Principles 2022, Resolution 11 authorises the directors to allot equity securities (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their existing holdings when it may be in the best interests of the Company to do so. The authority granted by Resolution 11 is limited to allotments or sales: (i) by way of rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) or as the directors consider necessary; (ii) otherwise than under (i) above, up to an aggregate nominal amount of £150,000 (representing 15,000,000 Ordinary Shares); and (iii) otherwise than under (i) or (ii) above, up to an aggregate nominal amount of £30,000 (representing 3,000,000 Ordinary Shares) for the purposes only of a follow-on offer as described in the Statement of Principles 2022.

The aggregate nominal amounts above represent approximately ten per cent. and two per cent. respectively of the issued ordinary share capital of the Company as at 26 January 2023, being the latest practicable date prior to the date of publication of this document.

Resolution 12 gives the directors authority to allot shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash without first offering them to existing shareholders in proportion to their existing holdings up to: (i) an additional ten per cent. of the Company's issued ordinary share capital in connection with an acquisition or specified capital investment contemplated by the Statement of Principles 2022; and (ii) up to an additional two per cent. of the Company's issued ordinary share capital for the purposes only of a follow-on offer as described in the Statement of Principles 2022. This is also in line with the Statement of Principles 2022 and the directors confirm that they will only allot shares representing an additional ten per cent. of the Company's issued ordinary share capital for cash pursuant to the authority conferred by Resolution 12, where that allotment is in connection with an acquisition or specified capital investment (as contemplated by the Statement of Principles 2022) which is announced contemporaneously with the allotment, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment.

The authority sought by the directors in both Resolution 11 and Resolution 12 extends to authority to allot shares representing up to a further two per cent. of the Company's issued ordinary share capital in each case for the purposes of a follow-on offer. The Statement of Principles 2022 provides for this as a possible means of enabling smaller and retail shareholders in the Company to participate in a non-pre-emptive equity issue when it may not be possible (for timing or other reasons) for them to participate in a particular offer or placing being undertaken. The Statement of Principles 2022 sets out the expected features of any such follow-on offer, including in relation to qualifying shareholders, monetary caps on the amount qualifying shareholders can subscribe and the issue price of the relevant shares.

The aggregate nominal amount to be allotted under Resolutions 11 and 12 combined represents approximately 24 per cent. of the issued ordinary share capital of the Company as at 26 January 2023, being the latest practicable date prior to the date of publication of this document.

The directors have no present intention of exercising either of the authorities granted by Resolutions 11 or 12. However, the directors believe it is in the best interests of the Company that they should have these authorities so that allotments can take place to finance appropriate business opportunities that may arise. Any Ordinary Shares issued pursuant to these authorities will be issued at a price calculated by reference to the prevailing published Net Asset Value per Ordinary Share at the time of issue, together with a premium intended to at least cover the costs and expenses of the relevant issue.

Both authorities will expire on the conclusion of the Company's next annual general meeting.

## **9. Resolution 13 – Company's authority to purchase its own Ordinary Shares**

By a special resolution passed on 21 October 2021 prior to the Company's IPO, the Company was authorised to make market purchases of its own Ordinary Shares representing not more than 14.99 per cent. of the Company's issued share capital as at the date of its admission to the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities on 23 November 2021 (**Initial Admission**). This authority will expire at the conclusion of the forthcoming AGM.

Resolution 13 in the Notice of AGM, which will be proposed as a special resolution, will authorise the Company to make market purchases of up to 22,485,000 Ordinary Shares. This equals 14.99 per cent of the Ordinary Shares in issue on 26 January 2023 (being the latest practicable date prior to the publication of this document). The maximum price that may be paid shall be the higher of (i) 5 per cent above the average of the middle market quotations for an Ordinary Share for the five business days immediately before the day on which such Ordinary Share is contracted to be purchased 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 (in each case exclusive of all expenses). The minimum price which may be paid for each Ordinary Share shall be £0.01 (exclusive of all expenses).

The authority conferred by Resolution 13 will expire on the conclusion of the Company's next annual general meeting.

In accordance with the Company's discount management policy contained in the IPO Prospectus, the directors expect to give consideration to the exercise of the authority to repurchase Ordinary Shares conferred by Resolution 13 where the market price of an Ordinary Share trades at more than 10 per cent. below the Net Asset Value per Ordinary Share during any 12 month rolling period, commencing from 23 May 2023 (being the date which is 18 months from Initial Admission), subject to cash not being required for working capital purposes or the payment of dividends in accordance with the Company's dividend policy. If the Board does decide that the Company should repurchase Ordinary Shares, the Board has complete discretion as to the timing, price and volume of Ordinary Shares so purchased.

The Company may hold in treasury any of its Ordinary Shares that it purchases in accordance with the Companies Act and the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base. Ordinary Shares held in treasury may subsequently be cancelled, sold for cash, or transferred for the purposes of, or pursuant to, an employee share scheme. 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 those Ordinary Shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the Ordinary Shares held in treasury.

As at 26 January 2023, being the latest practicable date before the date of this document, the Company held no equity securities in treasury.

If Resolution 13 is passed at the annual general meeting, it is the Company's current intention to cancel all of the Ordinary Shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and the prevailing market conditions, the Board will need to assess at the time of any and each actual purchase whether to hold the Ordinary Shares in treasury or cancel them, provided it is permitted to do so.

## **10. Resolution 14 – period of notice for general meetings (other than annual general meetings)**

The notice period required by the Companies Act for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Under the Companies Act, 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.

## **11. Resolution 15 – proposed amendment to the Company's investment policy**

Resolution 15, which will be proposed as an ordinary resolution, seeks shareholder approval for the proposed amendments to the Company's existing policy, as described below.

The Company's existing investment policy, as set out in the IPO Prospectus can be summarised as investing in behind-the-meter solar photovoltaic generation systems and associated infrastructure assets with such systems commercialised through long-term power purchase agreements with contract counterparties which are co-located with and directly connected to the solar systems ("Onsite Solar Assets"). In addition, the Company may also invest up to 30 per

cent. of its gross asset value (“**GAV**”) in other clean energy technologies such as electric vehicle charging infrastructure.

The Company’s target investment market is a fast-moving, dynamic market whereby new developments continue to emerge. Atrato Partners Limited, the Company’s Investment Adviser, is responsible for sourcing investments in line with the Company’s investment objective and investment policy. Alongside opportunities in Onsite Solar Assets, the Investment Adviser, through its team of renewables specialists, is seeing increased opportunities for investing in projects which are fundamentally similar in nature but which do not currently fit within the core part of the Company’s existing investment policy, as drafted.

These projects comprise solar photovoltaic generation assets which share the same technology and implementation process as Onsite Solar Assets and are commercialised through long-term power purchase agreements with the same type of contract counterparty as the Onsite Solar Assets. However, they are connected via the the public power grid rather than through a private wire network and therefore do not need to be located on the same premises as the contract counterparty (“**Long-Term Grid Assets**”). The long-term power purchase agreements entered into in respect of these Long-Term Grid Assets are of materially similar contract length and unit price certainty to the Onsite Solar Assets.

As the Long-Term Grid Assets are similar in nature to the Onsite Solar Assets and share similar fundamentals, the Company would like to amend its existing investment policy to enable it to make these investments as part of its core strategy. The ability to invest in other clean technologies (up to 30 per cent. of GAV) will remain unchanged.

The Company’s existing investment policy, with the proposed changes highlighted is set out in the Appendix to this document. It is proposed that, if Resolution 15 is passed, the new investment policy, as set out in the Appendix, will become effective from the conclusion of the AGM.

### **Risks associated with the proposed amendment to the Company’s investment policy**

The risks associated with the Company and its existing investment policy are set out in IPO Prospectus. Save as set out below, the Company does not consider there to be any additional risks or change to the risks as stated in the IPO Prospectus which would arise if the proposed amendment to the Company’s investment policy is approved by shareholders:

#### **Exposure to wholesale power price**

Long-term Grid Assets typically have shorter PPA lengths and longer asset lives than Onsite Solar Assets and therefore will have higher exposure to wholesale power prices which in turn can lead to more volatility in revenues and valuations. Whilst a higher exposure can lead to more volatility, the Company will mitigate this risk by targeting longer PPAs than normal for a grid connected asset and by balancing the overall risk against the lower price exposure within the behind-the-meter portfolio.

### **RECOMMENDATION**

Full details of the resolutions are set out in the Notice of AGM below. The directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and shareholders as a whole. The directors therefore unanimously recommend that you vote in favour of all the resolutions proposed at the AGM, as they intend to do in respect of their own shareholdings (which represent approximately 0.04 per cent. of the Company’s issued Ordinary Shares as at 26 January 2023, which is the latest practicable date before the publication of this document).

Yours faithfully

**Juliet Davenport**

Chair  
Atrato Onsite Energy plc

## ATRATO ONSITE ENERGY PLC

*(incorporated in England & Wales registered number 13624999 and registered as an investment company under section 833 of the Companies Act 2006)*

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the first annual general meeting of Atrato Onsite Energy plc (the “**Company**”) will be held on Friday, 10 March 2023 at 2.00 p.m. at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ for the following purposes:

#### ORDINARY BUSINESS

To consider and, if thought fit, to pass resolutions 1 to 9 (inclusive) as ordinary resolutions:

1. To receive the Company's audited annual accounts and reports of the Company for the financial period from the Company's incorporation on 16 September 2021 to 30 September 2022 (the “**2022 Annual Report and Accounts**”).
2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy), as set out on pages 48 to 50 of the 2022 Annual Report and Accounts.
3. To approve the directors' remuneration policy, as set out on page 48 of the 2022 Annual Report and Accounts, which takes effect immediately after the end of the annual general meeting.
4. That the Company's dividend policy to pay four interim dividends per year, be approved.
5. To elect Juliet Davenport as a director.
6. To elect Marlene Wood as a director.
7. To elect Faye Goss as a director.
8. To appoint BDO LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
9. To authorise the Board, on the recommendation of the Company's audit committee, to determine the auditor's remuneration.

#### SPECIAL BUSINESS

To consider, and if thought fit, pass resolutions 10 and 15 as ordinary resolutions and resolutions 11 to 14 (inclusive) as special resolutions:

10. That the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot:
  - (a) ordinary shares of £0.01 each in the capital of the Company (“**Ordinary Shares**”) and/or C shares of £0.01 each in the capital of the Company (“**C Shares**”) and to grant rights to subscribe for, or to convert any security into, Ordinary Shares and/or C Shares (the “**Relevant Securities**”), up to a maximum aggregate nominal amount of £500,000; and further
  - (b) Relevant Securities comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £500,000 in connection with an offer by way of a rights issue in favour of holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares, but subject to such exclusions,

limits, restrictions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter,

for a period expiring (unless previously revoked, varied or renewed) at the conclusion of the next annual general meeting of the Company but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

11. That, subject to the passing of Resolution 10, the directors of the Company be and they are hereby authorised, pursuant to section 570 and section 573 of the Companies Act 2006 (the “**Act**”), to allot equity securities (within the meaning of section 560 of the Act) for cash under the authority given by Resolution 10 and/or to sell ordinary shares of £0.01 each in the capital of the Company held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- (a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 10, by way of a rights issue only):
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter;

- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 11) up to a nominal amount of £150,000; and
- (c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of this Resolution 11) up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 11, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,

such authority to expire at the conclusion of the next annual general meeting of the Company but, 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 directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

12. That, subject to the passing of Resolution 10, the Directors be and they are hereby authorised, in addition to any authority granted under Resolution 11, pursuant to section 570 and section 573 of the Companies Act 2006 (the “**Act**”), to allot equity securities (within the meaning of section 560 of the Act) for cash under the authority given by Resolution 10 and/or to sell ordinary shares of £0.01 each in the capital of the Company held by the Company as treasury shares for cash as

if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- (a) the allotment of equity securities or sale of treasury shares up to a nominal amount of £150,000, such authority to be used only 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 a specified 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 of Annual General Meeting; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 12) up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 12, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,

such authority to expire at the conclusion of the next annual general meeting of the Company but 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 directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

- 13. That the Company be generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 (the “**Act**”) to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of £0.01 each in the capital of the Company (“**Ordinary Shares**”) each on such terms and in such manner as the directors shall determine, provided that:
  - (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 22,485,000;
  - (b) the maximum price which may be paid for each Ordinary Share shall be the higher of (i) 5 per cent. above the average of the middle market quotations for an Ordinary Share (as derived from The London Stock Exchange Daily Official List) for the five business days immediately before the day on which the purchase is made/such share is contracted to be purchased 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 (in each case exclusive of expenses);
  - (c) the minimum price which may be paid for each Ordinary Share shall be £0.01 (exclusive of all expenses); and
  - (d) this authority (unless previously revoked, varied or renewed) shall expire at the conclusion of the next annual general meeting of the Company except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry, where the Company may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.
- 14. That general meetings (other than any annual general meeting) of the Company may be called on not less than 14 clear days’ notice, provided that this authority shall expire at the conclusion of the Company’s next annual general meeting.
- 15. That the Company adopt the proposed changes to the Company’s investment policy, as set out in the Appendix to this notice of the AGM.

Dated: 27 January 2023

By order of the Board of Directors

**Apex Secretaries LLP** - Company Secretary, Atrato Onsite Energy plc

**Registered Office:** 6<sup>th</sup> Floor, Bastion House, 140 London Wall, London EC2Y 5DN

**Company number: 13624999**

## **NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING**

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

Only those shareholders registered in the Company's Register of Members at:

- close of business on 8 March 2023; or,
- if this meeting is adjourned, the time which is 48 hours before the time fixed for the adjourned meeting,

shall be entitled to vote at the meeting.

Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.

Shareholders should submit their votes by proxy by 2.00 p.m., on Wednesday, 8 March 2023.

### **Website giving information regarding the meeting**

Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at [www.atratoroof.com](http://www.atratoroof.com)

### **Attending in person**

Please bring your attendance card with you to the AGM. We recommend that you arrive by 1.45 p.m. to enable us to carry out all registration formalities to ensure a prompt start at 2.00 p.m. If you have any special needs or require wheelchair access to the venue, please contact the Company Secretary by email at [ukfundscosec@apexfs.com](mailto:ukfundscosec@apexfs.com) in advance of the meeting. Mobile phones may not be used in the meeting and cameras and recording equipment are not allowed in the meeting.

### **Attendance via proxy**

If you wish to appoint a proxy and for them to attend the meeting on your behalf, please submit your proxy appointment in the usual way, details of which are set out below.

It is suggested that you do this as soon as possible and in any case at least 48 hours (excluding non-working days) before the meeting.

### **Appointment of proxies**

A shareholder entitled to attend and vote at the meeting convened by the above Notice of AGM is entitled to appoint one or more proxies to exercise all or any of the rights of the shareholders to attend and speak and vote in his/her place, subject to the above restrictions on attendance at the AGM. If a shareholder wishes to appoint more than one proxy and so requires additional proxy forms, the shareholder should contact the Company's Registrar Link Group at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. A proxy need not be a shareholder.

You can vote either:

- by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
- if you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 2.00 p.m. on Wednesday, 8 March 2023 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 these terms and they will govern the electronic appointment of your proxy;

- in the case of CREST members, by using the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- you may request a hard copy form of proxy directly from the Company's Registrar, Link Group, by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), or you may call Link Group on 0371 664 0391. 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. Link Group are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

Submission of a Proxy vote shall not preclude a shareholder from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 2.00 p.m., on Wednesday, 8 March 2023.

Unless otherwise indicated on the form of proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, refrain from voting.

### **Changing or revoking proxy instructions**

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Any amended proxy appointment must be received no later than 2.00 p.m. on Wednesday, 8 March 2023 and any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Group on 0371 664 0391 (or +44 371 664 0391 if you are outside the United Kingdom) and ask for another proxy form.

If you submit more than one valid proxy appointment in respect of the same share for the purposes of the same meeting, the appointment last delivered or received shall prevail in conferring authority on the person named in it to attend the meeting and speak and vote. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).

In order to revoke a proxy instruction you will need to inform the Company by sending notice in writing clearly stating your intention to revoke your proxy appointment to Link Group at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (accompanied by the power of attorney or other authority (if any) under which the revocation notice is signed or a notarially certified copy of such power or authority). The revocation notice must be received no later than 2.00 p.m. on Wednesday, 8 March 2023.

In the case of a shareholder 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.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified above then your proxy appointment will remain valid (unless you attend the meeting and vote in person).

### **Appointment of proxy by joint shareholders**

In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

## **Corporate representatives**

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share. To be able to attend and vote at the meeting, corporate representatives will be required to produce prior to their entry to the meeting evidence satisfactory to the Company of their appointment.

## **Nominated Persons**

Any person to whom the Notice of AGM is sent who is a person nominated under section 146 of the Companies Act 2006 (the “**Companies Act**”) to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies does not apply to Nominated Persons. The rights described in those notes can only be exercised by shareholders.

The main point of contact for a Nominated Person in terms of their investment in the Company remains the shareholder by whom he or she was nominated (or perhaps a custodian or broker who administers the investment) and a Nominated Person should continue to contact them (and not the Company) regarding changes or queries relating to their personal details and their interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from a Nominated Person.

## **Withheld votes**

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 you either select the "Discretionary" option or 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.

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

As at 5.00 p.m. on 26 January 2023, which is the latest practicable date before the date of publication of this document, the Company's issued share capital comprised 150,000,000 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights on that date is 150,000,000. No shares are held in treasury.

## **Questions during the meeting**

Any shareholder or proxy can ask questions. If you would like to ask a question, please raise your hand at any time during the Q&A session up until the Chair closes the session.

## **Statements pursuant to section 527 of the Companies Act**

Under section 527 of the Companies 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 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 circumstances 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 Companies 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 Companies Act. Where the Company is required to place a statement on a website under section 527 of the Companies 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 Companies Act 2006 to publish on a website.

The request:

- may be in hard copy form or in electronic form (see below);
- must either set out the statement in full or, if supporting a statement sent by another shareholder, clearly identify the statement which is being supported;
- must be authenticated by the person or persons making it (see below); and
- must be received by the Company by close of business on 1 March 2023, which is at least one week before the meeting.

### **Submission of hard copy and electronic requests and authentication requirements**

Where a shareholder or shareholders wishes to request the Company publish audit concerns, such request must be made by either sending:

- a hard copy request which is signed by you, states your full name, address and Investor Code (IVC) to the Company Secretary of Atrato Onsite Energy plc, c/o Apex Secretaries LLP, 6<sup>th</sup> Floor, Bastion House, 140 London Wall, London EC2Y 5DN; or
- a request which states your full name and address and Investor Code (IVC) to [ukfundscosec@apexfs.com](mailto:ukfundscosec@apexfs.com). Please state AGM in the subject line of the email.

### **Shareholders' power to require circulation of resolutions for AGMs**

Shareholders representing 5 per cent. or more of the total voting rights of all the shareholders or at least 100 persons (being either shareholders who have a right to vote at the AGM and hold shares on which there has been paid up an average sum, per shareholder, of £100, or persons satisfying the requirements set out in section 153(2) of the Companies Act) may:

- (a) require the Company, under section 338 of the Companies Act, to give notice of a resolution which may properly be moved at the AGM. Any such request, which must comply with section 338(4) of the Companies Act, must be received by the Company no later than 6 weeks before the date fixed for the AGM; and
- (b) require the Company, under section 338A of the Companies Act to include a matter (other than a proposed resolution) in the business to be dealt with at the AGM. Any such request, which must comply with section 338A(3) of the Companies Act, must be received by the Company no later than 6 weeks before the date fixed for the AGM.

### **Documents on display**

Copies of the letters of appointment of the non-executive directors' and the Company's articles of association are available for inspection at the Company's registered office during normal business hours and will be available at the AGM venue 15 minutes before the meeting. Accordingly, if you wish to inspect any of these documents, you should e-mail [ukfundscosec@apexfs.com](mailto:ukfundscosec@apexfs.com) to arrange an appointment.

### **Voting**

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholder votes are to be counted according to the number of shares held. As soon as practicable following the meeting, the results of the voting and the number of proxy

votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a regulatory information service and also placed on the Company's website.

### **Communication**

Except as provided above, shareholders who have general queries about the meeting should contact Link Group, by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or you may call Link Group on 0371 664 0391 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. Link Group are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

You may not use any electronic address provided in the Notice of AGM, or in any related documents for communicating with the Company for any purpose other than those expressly stated.

## APPENDIX

### PROPOSED AMENDED INVESTMENT POLICY

If the proposed amendment to the Company's investment policy is approved at the AGM by passing Resolution 15 (as set out in the Notice of AGM), as an ordinary resolution, the full text of the amended investment policy will be as set out below, with the deleted text shown struck out and the new text shown in bold and underlined:

#### Investment Policy

The Company will seek to achieve its investment objective by investing in behind-the-meter solar photovoltaic generation systems and associated infrastructure (Onsite Solar Assets) (for example, solar photovoltaic generation systems located on rooftops). Each such system will be commercialised through one or more power purchase agreements (PPAs) with a Contract Counterparty connected to the Onsite Solar Asset via a private wire network. Any surplus electricity production will typically be sold by the Company to the public power grid. **The Company may also make investments in solar photovoltaic generation systems and associated infrastructure which are not located on the site of a Contract Counterparty or connected to a Contract Counterparty via a private wire network, provided that such systems are commercialised through arrangements which, in respect of initial contract length and unit price certainty, are materially similar to those PPAs through which an Onsite Solar Asset may be commercialised (Long-Term Grid Assets).**

The Company may also make investments in Other Clean Energy Technologies up to a maximum of 30 per cent. of the Company's Gross Asset Value (calculated at the time of investment).

Origination of new asset opportunities will be a key component of the Company's investment strategy. The Company therefore intends as part of its strategy alongside the holding of Operational Assets to pursue investment opportunities in Installation Assets and some Pre-Installation Assets. It is anticipated that the installation phase of an Onsite Solar Asset's lifecycle will generally be a period of less than 4 months such that there is expected to be a high turnover of such Installation Assets that will become Operational Assets to be held by the Company. As the Company's portfolio grows it is expected that the majority of the Company's underlying investments will be represented by Operational Assets, notwithstanding that additional Installation Assets and Pre-Installation Assets may be acquired.

For the purposes of the Company's investment policy:

**Clean Energy Assets** means Onsite Solar Assets, **Long-Term Grid Assets** and other assets which qualify as Other Clean Energy Technologies;

**Contract Counterparty** means the entity which is primarily responsible for paying for the use and benefit of the Clean Energy Asset. Contract Counterparties will be non-domestic ~~consumers~~ entities, for example occupiers of industrial and commercial properties;

**Installation Assets** means Clean Energy Assets which have in place the required suite of material agreements to carry out the asset installation, including, as applicable, the property rights, permissions and revenue arrangements, but which have not yet become Operational Assets;

**Other Clean Energy Technologies** means infrastructure assets which facilitate the reduction of greenhouse gas emissions and which typically derive the majority of their revenues through agreements with non-domestic customers. Examples include but are not limited to electric vehicle charging infrastructure, onsite energy storage and any energy generation asset (whether or not connected to a public power grid) other than an Onsite Solar Asset or Long-Term Grid Asset which does not emit carbon dioxide to the atmosphere at the point of generation but excluding nuclear energy;

**Operational Assets** means Clean Energy Assets which have been installed, commissioned and which are capable of generating revenues; and

**Pre-Installation Assets** means Clean Energy Assets which have not yet been sufficiently progressed to be regarded as an Installation Asset.

The Company will invest in Clean Energy Assets predominantly located in the UK and the Republic of Ireland. Subject to the investment restrictions set out below, the Company may also make investments in Clean Energy Assets located in other OECD countries.

Assets may be held in special purpose vehicles (**SPVs**) into which the Company will invest via equity and/or shareholder loans.

The Company will typically seek sole ownership of such SPVs but may acquire a mix of controlling and non-controlling interests in Clean Energy Assets and may use a range of instruments in pursuit of its investment objective, including but not limited to equity, mezzanine or debt instruments.

In circumstances where the Company does not hold a controlling interest in the relevant investments, the Company will seek to secure its rights through contractual and other arrangements to, *inter alia*, ensure that the Clean Energy Asset is operated and managed in a manner that is consistent with the Company's investment policy and that the Company has appropriate access to information rights to enable it to comply with its continuing obligations under the Listing Rules, the Disclosure Guidance and Transparency Rules and UK MAR.

The Company may also agree to forward fund by way of secured loans the pre-installation and/or installation costs of Clean Energy Assets where it retains the right (but not the obligation) to acquire the relevant plant once operational. Such forward funding shall be subject to the investment restrictions below and will only be undertaken where supported by appropriate security (which may include financial instruments as well as asset-backed guarantees). Forward funding of any Pre-Installation Assets shall count towards the limit on investment in Pre-Installation Assets.

Whilst the Company does not typically expect to provide forward funding, the right to do so, subject to the above limitations, enables the Company to retain flexibility in the event of changes in the asset pipeline over time.

#### ***Investment restrictions***

In order to spread its investment risk, the Company has adopted the following investment restrictions:

the proportion of the Company's Gross Asset Value attributable to an investment(s) associated with a single Contract Counterparty shall not, at the time of investment, exceed 30 per cent. of the Company's Gross Asset Value;

once the Net Initial Proceeds have been fully deployed, the proportion of the Company's Gross Asset Value attributable to investments associated with the Company's five largest Contract Counterparties (by the value of revenues derived from those Contract Counterparties) shall not exceed 75 per cent. of the Company's Gross Asset Value at the time of investment;

no investment by the Company in any Clean Energy Asset shall, at the time of investment, exceed 25 per cent. of the Company's Gross Asset Value;

the Company's five largest investments in separate Clean Energy Assets shall not, at the time of investment, exceed 60 per cent. of the Company's Gross Asset Value;

the Company's investments in Clean Energy Assets located in OECD countries other than the UK and the Republic of Ireland shall not, at the time of investment, exceed 15 per cent. of the Company's Gross Asset Value;

the Company's investments in Pre-Installation Assets shall not, at the time of investment, exceed 15 per cent. of the Company's Gross Asset Value; and

forward funding shall not, at the time such arrangements are entered into, exceed in aggregate 20 per cent. of the Company's Gross Asset Value.

The Company will also ensure diversity in its third-party installation, operations and maintenance contractors and diversification will also be achieved by assets being located across various geographical locations within the UK and the Republic of Ireland.

In addition to the investment restrictions set out above, the Company will also comply with the following investment restrictions for so long as they remain requirements of the Financial Conduct Authority:

neither the Company nor any of its subsidiaries will conduct any trading activity which is significant in the context of the Group as a whole;

the Company will, at all times, invest and manage its assets in a way which is consistent with its objective of spreading investment risk and in accordance with its published investment policy; and

not more than 10 per cent. of the Company's Gross Asset Value, at the time of investment, will be invested in other closed-ended investment funds which are listed on the Official List.

For the purposes of the Company's investment policy and the investment restrictions set out above, the Company's Gross Asset Value will take into account any borrowings to be incurred by the Group in respect of amounts committed for investment but not yet incurred.

The investment limits set out above apply only at the time of investment and the Company will not be required to dispose of any asset or to rebalance the portfolio of Clean Energy Assets as a result of a change in the respective valuations of its assets. The investment limits set out above will apply to the Group as a whole on a look-through basis, such that where assets are held through SPVs or other intermediate holding entities, the Company will look through the holding vehicle/SPV to the underlying assets when applying the investment limits.

#### ***Gearing policy***

The Company may, in pursuit of its investment objective, make use of medium and long-term external debt (including at the SPV level) of up to 40 per cent. of the Company's Gross Asset Value immediately following drawdown of the financing and assessed on a look-through basis.

In addition, the Company and/or its subsidiaries may make use of short-term debt (being typically for a term of no more than 12 months), such as revolving credit facilities, to assist with the acquisition of suitable opportunities as and when they become available. Such short-term debt shall not exceed 20 per cent. of the Company's Gross Asset Value immediately following drawdown of the financing and assessed on a look-through basis.

#### ***Hedging policy***

The Company may enter into hedging arrangements in respect of interest rates and/or power prices. The Company will not undertake any speculative hedging transactions and hedging transactions shall be limited to those which are necessary or desirable for the purposes of efficiently managing the Company's investments and protecting or enhancing returns therefrom.

The Company may make use of currency hedging where investments are made in currencies other than pounds sterling with the objective of reducing the Company's exposure to fluctuations in exchange rates.

#### ***Cash management policy***

The Company may in its absolute discretion decide to hold cash on deposit and may invest in cash equivalent instruments, which may include short-term investments in money market type funds and tradeable debt securities (**Cash and Cash Equivalents**). There is no restriction on the amount of Cash and Cash Equivalents that the Company may hold.

***Changes to and compliance with the investment policy***

The Company will at all times invest and manage its assets in accordance with its published investment policy.

Material changes to the Company's investment policy may only be made in accordance with the prior approval of the shareholders by way of ordinary resolution and the prior approval of the FCA in accordance with the Listing Rules. Non-material changes to the investment policy must be approved by the Board, taking into account advice from the AIFM and the Investment Adviser where appropriate.

In the event of a breach of the investment policy, including the investment restrictions set out above, the AIFM shall inform the Board upon becoming aware of such breach and if the Board considers the breach to be material, notification will be made to a Regulatory Information Service.

