

NOTICE OF ANNUAL GENERAL MEETING

THIS NOTICE OF ANNUAL GENERAL MEETING IS AN IMPORTANT DOCUMENT 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 ADVISER.

IF YOU HAVE RECENTLY SOLD OR TRANSFERRED ALL OF YOUR SHARES IN ATRATO ONSITE ENERGY PLC (THE "COMPANY"), 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 with registered number 13624999 and registered as an investment company under section 833 of the Companies Act 2006)

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NOTICE OF ANNUAL GENERAL MEETING

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

Date of AGM: 2.00 p.m. on Wednesday, 6 March 2024

Place of AGM: Allen & Overy LLP, One Bishops Square, London E1 6AD

ATRATO ONSITE ENERGY PLC

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

Directors:
Juliet Davenport*
Duncan Neale*
Faye Goss*

Registered Office:

6th Floor
125 London Wall
London EC2Y 5AS

** Independent non-executive*

Date 12 January 2024

Dear Shareholder,

Annual General Meeting ("AGM")

I am pleased to enclose the notice of the annual general meeting (the "**Notice of AGM**"), which will be held at 2.00 p.m. on Wednesday, 6 March 2024, at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD.

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 Allen & Overy LLP, One Bishops Square, London E1 6AD at 2.00 p.m. on Wednesday, 6 March 2024.

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's website, www.ATRATOREnewables.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 4 March 2024.

Voting

If you would like to vote on the resolutions in advance, you can appoint a proxy by logging on to 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, if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform. You may also request a hard copy proxy form by contacting our Registrar, Link Group, via email at shareholderenquiries@linkgroup.co.uk or on 0371 664 0300 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 a.m. – 17:30 p.m., 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 no later than 2.00 p.m., on Monday, 4 March 2024. 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 from 1 October 2022 to 30 September 2023 (the “**2023 Annual Report and Accounts**”) accompany this Notice of AGM. Copies of the 2023 Annual Report and Accounts are also available to view in the Investor Centre of the Company’s website at www.atratorenrenewables.com. Printed copies of the 2023 Annual Report and Accounts are also available on request by contacting the Company Secretary at Apex Secretaries LLP, 6th Floor, 125 London Wall, London, EC2Y 5AS or by email to ukfundscosec@apexfs.com.

EXPLANATION OF AGM BUSINESS

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 2023 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 year ended 30 September 2023.

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 72 to 75.

3. Resolution 3 – to approve the Company’s dividend policy

Resolution 3 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 76 of the 2023 Annual Report and Accounts.

4. **Resolutions 4 to 6 – Election/ re-election of Directors**

The Board consists of three independent non-executive Directors. 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 4 to 6 in the Notice of AGM, which are ordinary resolutions, propose the election of Duncan Neale, who was appointed as a Director during the year, and the re-election of Juliet Davenport and Faye Goss who are standing for re-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/re-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 are contained on page 55.

5. **Resolutions 7 and 8 – to re-appoint BDO LLP as auditor and determine auditor's remuneration**

These resolutions, both of which are ordinary resolutions, propose that BDO LLP should be re-appointed as the Company's auditor and authorises the Company's Audit Committee to determine their remuneration. Further details of the Audit Committee's recommendation in respect of the auditor's re-appointment are set out on page 70 in the Report from the Audit Committee.

6. **Resolution 9 – 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 £0.10 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 9 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 11 January 2024 (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 2025).

The Directors have no current intention of exercising this authority. However, they 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.

7. **Resolutions 10 and 11 – 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 10 in the Notice of AGM, seeks authority for the Directors, pursuant to the allotment authority given by Resolution 9, 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 10% 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 2% 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 11, 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 9, or sell treasury shares for cash, up to a further aggregate nominal amount representing approximately an additional 10% 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 2% 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 10 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 10 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 10% and 2%, respectively, of the issued ordinary share capital of the Company as at 11 January 2024, being the latest practicable date prior to the date of publication of this document.

Resolution 11 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 10% 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 2% 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 10% of the Company's issued ordinary share capital for cash pursuant to the authority conferred by Resolution 11, 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 10 and Resolution 11 extends to authority to allot shares representing up to a further 2% 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 10 and 11 combined represents approximately 24% of the issued ordinary share capital of the Company as at 11 January 2024, 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 10 or 11. 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.

8. Resolution 12 – Company's authority to purchase its own Ordinary Shares

By a special resolution passed at the Company's last AGM on 10 March 2023, the Company was authorised to make market purchases of its own Ordinary Shares representing not more than 14.99% of the Company's issued share capital as at the date of that AGM. This authority will expire at the conclusion of the forthcoming AGM.

Resolution 12 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% of the Ordinary Shares in issue on 11 January 2024 (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% 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 12 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 12 where the market price of an Ordinary Share trades at more than 10% 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 or sold for cash 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 11 January 2024, being the latest practicable date before the date of this document, the Company held no equity securities in treasury.

If Resolution 12 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.

9. Resolution 13 – 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.

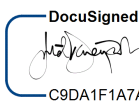
The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

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.

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 11 January 2024, which is the latest practicable date before the publication of this document).

Yours faithfully

DocuSigned by:

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Juliet Davenport

Chair
 Atrato Onsite Energy plc

ATRATO ONSITE ENERGY PLC

(incorporated in England & Wales with 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 annual general meeting of Atrato Onsite Energy plc (the “**Company**”) will be held on Wednesday, 6 March 2024 at 2.00 p.m. at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD for the following purposes:

To consider and, if thought fit, pass the following resolutions. Resolutions 1 to 9 (inclusive) will be proposed as Ordinary Resolutions which require more than 50% of the votes cast to be in favour in order for the resolutions to be passed. Resolutions 10 to 13 (inclusive) will be proposed as Special Resolutions which require at least 75% of the votes cast to be in favour in order for the resolutions to be passed. For further information on the resolutions, please refer to pages 4 to 8.

Ordinary resolutions

1. To receive the Company's audited annual accounts and reports of the Company for the financial year ended 30 September 2023 (the “**2023 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 72 to 75 of the 2023 Annual Report and Accounts.
3. To approve the Company's dividend policy to pay four interim dividends per year.
4. To elect Duncan Neale as a Director.
5. To re-elect Juliet Davenport as a Director.
6. To re-elect Faye Goss as a Director.
7. To re-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.
8. To authorise the Company's Audit Committee to determine the Auditor's remuneration.
9. 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 £0.10 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.

Special resolutions

10. That, subject to the passing of Resolution 9, 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 9 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 9, 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 10) 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 10) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 10, 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.

11. That, subject to the passing of Resolution 9, the Directors be and they are hereby authorised, in addition to any authority granted under Resolution 10, 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 9 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 11) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) 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 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% 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.

13. 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.

Dated: 12 January 2024

By order of the Board of Directors

Apex Secretaries LLP
Company Secretary

Registered Office: 6th Floor, 125 London Wall, London EC2Y 5AS
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 4 March 2024; 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 Monday, 4 March 2024.

Website giving information regarding the meeting

Information regarding the meeting, including the information required by section 311A of the Companies Act 2006 (the “Companies Act”), can be found at www.atratorenrenewables.com.

Attending in person

Please bring your attendance card with you to the AGM. We recommend that you arrive by 1.30 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@apexgroup.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 by email at shareholderenquiries@linkgroup.co.uk, or call on 0371 664 0300 (or +44 371 664 0300 if you are outside the United Kingdom), or 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 and following the instructions;
- if you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company's Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 2.00 p.m. on Monday, 4 March 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process, you will need to have agreed to Proximity'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. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote;

- 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, or you may call Link Group on 0371 664 0300 (or +44 371 664 0300 if you are outside the United Kingdom). 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 a.m.- 17:30 p.m., 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 Monday, 4 March 2024.

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

Appointment of proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). 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 Company's registrars (ID: RA10) by 2.00 p.m. on Monday 4 March 2024 (or, if this meeting is adjourned, the time which is 48 hours before the time fixed for the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com).

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).

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 Monday, 4 March 2024 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 by email at shareholderenquiries@linkgroup.co.uk or call on 0371 664 0300 (or +44 371 664 0300 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(s) 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 Monday, 4 March 2024.

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 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/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/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/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/her discretion. Your proxy will vote (or abstain from voting) as he/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 11 January 2024, 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 26 February 2024, 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, 6th Floor, 125 London Wall, London, EC2Y 5AS; or
- a request which states your full name and address and Investor Code (IVC) to ukfundscosec@apexgroup.com. Please state the Company name and AGM in the subject line of the email.

Shareholders' power to require circulation of resolutions for AGMs

Shareholders representing 5% 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 six 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 six 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@apexgroup.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 or you may call Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open between 09:00 a.m.- 17:30 p.m., 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.