



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 personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately.

If you have sold or transferred all of your registered holding of Ordinary Shares in Alternus Energy Group PLC, please forward this document to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee.



Alternus Energy Group PLC

Notice of Annual General Meeting,

to be held on

Friday, 22 October 2021

at

Suite 9/10, 212 Blanchardstown Corporate Park 2,
Dublin 15



Alternus Energy Group PLC

(Registered in Ireland, Company Number: 642708)

Directors

Vincent Browne
John P. Thomas
John McQuillan
Rolf Andreas Wikborg
Tone Bjornov

Registered Office

Suite 9/10 , 212,
Blanchardstown
Corporate Park 2,
Dublin 15,
D15R504,
Ireland

Secretary:

John McQuillan

30 September 2021

Dear Shareholder,

You will find set out on page 4 of this document the Notice convening the Annual General Meeting (the “**Meeting**”) of Alternus Energy Group PLC (the “**Company**”) to be held at Suite 9/10, 212 Blanchardstown Corporate Park 2, Dublin 15, Ireland at 2.00 p.m. on Friday, 22 October 2021.

The Annual Report and Financial Statements for 2020 are available to review and download from the Company’s website, www.alternusenergy.com, under the “Reports & Presentations” section of the “Investors” tab. You may at any time opt to receive a paper copy of the 2020 Annual Report by contacting +35319073445 or by emailing contact@alternusenergy.com.

Voting

Following the migration of the Company’s Shares from the CREST system to the system operated by Euroclear Bank SA/NV on 15 March 2021, the process for appointing a proxy and/or voting in connection with the Resolutions to be proposed at the Meeting will now depend on the manner in which you hold your Shares. Further details are set out in the notes to the Notice of the Meeting on pages 5 and 6, which is available on the Alternus website, <https://alternusenergy.com/reports-presentations/>.



Recommendation

The Board of Directors believes that the Resolutions to be proposed at the Meeting are in the best interests of the Company and its Shareholders as a whole and, therefore, unanimously recommends that you vote in favour of each of the Resolutions, as they intend to do so themselves in respect of all of the 4,798,954 Shares (representing approximately 18.3% of the issued ordinary share capital of the Company on 30 September 2021 held or beneficially owned by them).

Meeting Arrangements

The well-being of Shareholders and our people is a primary concern for the Board and we are closely monitoring the COVID-19 situation and any advice by the Government of Ireland in relation to the pandemic. We will take all recommendations and applicable law into account in the arrangements for the holding of the Meeting. If the current (or similarly extensive) restrictions relating to COVID-19 are in force at the time of the Meeting, the Company will be required to hold the Meeting as a closed meeting (i.e. not generally open to the public). For this reason, the Board of Directors encourages all Shareholders to vote by proxy by appointing the chairman of the meeting as their proxy to vote on their behalf.

Continued shareholder engagement remains important to the Board of Directors and, accordingly, a live audiocast of the Meeting will be made available to shareholders, who will also have the facility to submit questions remotely. Detailed instructions on proxy voting and how to access the audiocast are set out in the enclosed Notice convening the Meeting.

Shareholders should monitor the Company's website, <https://alternusenergy.com/reports-presentations/> for any update announcements regarding the Meeting in the context of the evolving COVID-19 situation.

Remote Audio Facility

Shareholders will be provided with a facility to listen to the proceedings of the Annual General Meeting remotely. The link to register for the AGM and further details on how to access this facility will be available on the Company's website at www.alternusenergy.com/investor/reports-presentations/ in advance of the Annual General Meeting.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Vincent Browne'.

Vincent Browne

Chairman and CEO



**NOTICE OF ANNUAL GENERAL MEETING
OF
ALTERNUS ENERGY GROUP PLC**

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of Alternus Energy Group PLC (the "Company") will be held at Suite 9/10, 212 Blanchardstown Corporate Park 2, Dublin 15, Ireland on Friday, 22 October 2021 at 2.00 pm for the purpose of considering and, if thought fit, passing the following resolutions, all of which are proposed as ordinary resolutions:

Resolution 1

To review the Company's affairs and receive and consider the financial statements for the year ended 31 December 2020 and the reports of the directors of the Company (the "Directors") and the Auditors thereon.

Resolution 2

To consider the continuation of Mazars as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company.

Resolution 3

To authorise the Directors to fix the remuneration of the Auditors for the 2021 financial year.

John McQuillan
For the Board, John McQuillan,
Company Secretary
Suite 9/10, 212 Blanchardstown Corporate Park 2, Dublin 15
30 September 2021

Notes

- (1) Section 383 of the Companies Act 2014 provides for the automatic re-appointment of the auditor of an Irish company at a company's annual general meeting unless the auditor has given notice in writing of his unwillingness to be re-appointed or a resolution has been passed at that meeting appointing someone else or providing expressly that the incumbent auditor shall not be re-appointed. The Auditors, Mazars, are willing to continue in office. However, the Directors believe that it is important that Shareholders are provided with an opportunity to have a say on the continuation in office of Mazars and have included Resolution 2, which is an advisory non-binding resolution, for this purpose.
- (2) In light of the ongoing impact of the Coronavirus ("COVID-19") pandemic and related public health guidance, we encourage Shareholders to submit their proxy voting instructions to ensure that they can vote and be represented at the Annual General Meeting without the need to attend in person.
- (3) We are closely monitoring the situation and the measures advised by the Government of Ireland in relation to the ongoing COVID-19 pandemic and will endeavour to take all recommended actions into account in the conduct of the Annual General Meeting. Under the current COVID-19 regulations, Shareholders will not be able to attend the Annual General Meeting in person. If you appoint someone other than the chairman of the meeting to be your proxy, that person is unlikely to be able to attend if the prevailing COVID-19 measures require the Company to conduct the Annual General Meeting as a closed meeting.
- (4) In the likely event that it is not possible to hold the Annual General Meeting either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the Annual General Meeting as planned poses an unacceptable risk to health and safety, the Annual General Meeting may be held as a closed meeting, adjourned or postponed to a different time and/or venue, in which case notification of such adjournment or postponement will be given in accordance with the Company's Articles of Association. Shareholders are advised to monitor the Company's website, <https://alternusenergy.com/investor/reports-presentations> for any update announcements regarding the meeting in the context of the evolving COVID-19 pandemic.
- (5) Shareholders will be provided with a facility to listen to the proceedings of the Annual General Meeting remotely. To access this remote audio facility certificated Shareholders should visit <https://alternusenergy.com/investor/reports-presentations> using a smartphone, tablet or computer with an internet connection and click on the link which will be made available in advance of the Annual General Meeting. The link to register for the AGM and further details on how to access this facility will be available on the Company's website at www.alternusenergy.com/investor/reports-presentations/ in advance of the Annual General Meeting.
- (6) Any member entitled to attend, speak, ask questions and vote at the Annual General Meeting may exercise his or her right to vote by appointing one or more proxies. In the exceptional circumstances of the current COVID-19 pandemic, the Board of Directors strongly encourages members to appoint the chairman of the meeting as their proxy, however, a member may appoint another person, who need not be a



member(s) of the Company, as a proxy, by electronic means or in writing, to vote some or all of their shares. Appointment of a proxy does not preclude members from attending, speaking and asking questions at the Annual General Meeting should they subsequently wish to do so.

(7) VOTING / PROXY VOTING INSTRUCTIONS

Those Shareholders unable to attend the AGM may appoint a proxy. The process for appointing a proxy will depend on the manner in which you hold your ordinary shares in the Company.

For Shareholders whose name appears on the register of members of the Company (being those who hold their shares in certificated form and who do not hold their interests in ordinary shares as Belgian law rights through the Euroclear system or as CDIs through the CREST system), your proxy may be submitted:

- by post, by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland; or
- through the internet; instructions on how to do this are set out on the Form of Proxy.

Electronic proxy voting in respect of the ordinary shares registered in the name of Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV ("Euroclear Bank") will occur through the use of a secured mechanism to exchange electronic messages as agreed by the Company with Euroclear Bank.

Persons who hold their interests in ordinary shares as Belgian law rights through the Euroclear system or as CDIs through the CREST system, should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Further information for EB Participants

Participants in the Euroclear system ("EB Participants") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the "EB Services Descriptions"). EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees Limited (as sole registered shareholder of all ordinary shares held through the Euroclear system) ("Euroclear Nominees") to either itself, or by appointing the chairman as proxy, to:



- vote in favour of all or a specific resolution(s);
- vote against all or a specific resolution(s);
- abstain from all or a specific resolution(s); or
- give a discretionary vote to the chairman in respect of one or more of the resolutions being put to a shareholder vote; or
- a proxy voting instruction to appoint a third party (other than Euroclear Nominees/the chairman of the meeting) to attend the meeting and vote for the number of ordinary shares specified in the proxy voting instruction.

Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline (being 48 hours before the relevant meeting).

Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.

EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.

Further information for CREST members with holdings of CDIs

Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system has arranged for voting instructions relating to the CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited ("Broadridge"). Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage (see section CREST International Service – Proxy voting). CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge.

If you hold CDIs you will be required to make use of the Euroclear UK & Ireland proxy voting service facilitated on EUI's behalf by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required.

To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete the following documentation: Meetings and Voting Client Set-up Form (CRT408).

Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.

Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

The voting service will process and deliver proxy voting instructions received from CREST



members on the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be available (i.e. electronic votes by means of chairman proxy appointments or appointing a third-party proxy).

Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out above.

Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI Holder after the voting deadline but there is no guarantee that these will be processed within the requisite deadline. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.

CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

Deadlines for receipt by the Company of proxy voting instructions

All proxy voting instructions (whether submitted directly or through the Euroclear or (via a holding of CDIs) CREST systems must be received by the Company's Registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear or (via a holding of CDIs) CREST systems will also need to comply with any additional voting deadlines imposed by the respective service offerings. Again, all persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

- (8) Pursuant to Section 1107 of the Companies Act 2014, Shareholders have a right to ask questions related to items on the Annual General Meeting agenda and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of Shareholders. The live-audiocast of the Annual General Meeting will provide Shareholders with a type-based facility to submit questions remotely during the Annual General Meeting. Shareholders may also submit a question in writing in advance of the meeting, to be received at least two business days before the meeting (i.e. 20 October 2021) by email to contact@alternusenergy.com. All correspondence should contain sufficient information to identify a shareholder and should be clearly marked as "AEG PLC AGM".
- (9) All resolutions at the Annual General Meeting will be put to a poll. Pursuant to Section 190(b) of the Companies Act 2014, where a poll is taken at the Annual General Meeting, a Shareholder, present in person or by proxy, holding more than one share need not cast all his/her votes in the same way.