

**ALTERNUS ENERGY GROUP PUBLIC LIMITED COMPANY**  
**Company Number: 642708**  
**(the "Company")**

**Minutes of an Annual General Meeting of the Company**  
**held at Suite 9/10 Plaza 212, Blanchardstown Corporate Park 2., Dublin, D15 PK64**  
**held on 28 September 2023 at 2.00pm Irish time (9.00am Eastern time)**

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**Present:** Vincent Browne (in the Chair)  
Taliesin Durant (appointed as proxy by Jonathan Browne)  
John McQuillan (appointed as proxy by David Browne)

**In Attendance:** Jack Baker (Computershare)  
Conor Condon (Computershare)  
Charles Carroll (A&L Goodbody LLP)  
Katherine Lynch (A&L Goodbody LLP)

**1. CHAIRMAN / QUORUM**

- 1.1 In accordance with the articles of association of the Company, Vincent Browne as Director and Chairman of the Board, presided as chairperson of the meeting (the "**Chairman**").
- 1.2 The Chairman welcomed those present and in attendance.
- 1.3 The Chairman, noting that a quorum was present, declared the meeting open.

**2. BUSINESS OF THE MEETING**

- 2.1 The Chairman noted that there were six items of business on which a vote was to be taken, and that these items were as set forth in the notice of AGM sent to shareholders on 1 September 2023 ("**Notice of AGM**").
- 2.2 It was proposed that the Notice of AGM be taken as read, which was unanimously agreed by the meeting.
- 2.3 The Chairman noted that, on behalf of the Board, he was formally laying before the meeting, for consideration by the shareholders, the Company's statutory financial statements under Irish law for the fiscal year ended December 31, 2022 (including the reports of the directors and the Irish statutory auditor thereon) and that a review of the Company's 2022 affairs would also be presented.

**3. REVIEW OF THE COMPANY'S AFFAIRS**

The Chairman presented the trading update and review of the Company's affairs. It was noted that no questions arose in relation to the Company's affairs.

As of and for the six months ended June 30, 2023:

- Power production decreased to 66 GWh from 71GWh
- Booked revenues increased to \$11.7 million from \$11.1 million
- EBITDA decreased to \$6.4 million from \$6.7 million
- Gross margins for the period were 84% of booked revenues
- Annual recurring revenues now stand at approximately \$32 million
- Operating assets decreased from 166 MWp from 168 MWp in prior year.

#### **4. RESOLUTIONS**

- 3.1 The meeting then proceeded to a vote and the Chairman described the voting process and the six items of business on the agenda on which a vote was to be taken.

##### **3.1.1 Resolution 1 - Annual Report and Financial Statements**

The Chairman noted that Resolution 1 was an ordinary resolution to review the Company's affairs and consider the Company's Financial Statements for the year ended 31 December 2022, together with the reports of the directors of the Company and statutory auditors.

##### **3.1.2 Resolution 2 – Continuation of Statutory Auditor**

The Chairman noted that Resolution 2 was an ordinary resolution to consider the continuation of Mazars as statutory auditor of the Company.

##### **3.1.3 Resolution 3 – Remuneration of Statutory Auditor**

The Chairman noted that Resolution 3 was an ordinary resolution to authorise the Board to determine the remuneration of the statutory auditor.

##### **3.1.4 Resolution 4 – Authority to Make Market Purchases**

The Chairman noted that Resolution 4 was a special resolution under which shareholders were being asked to authorise the Company and/or any subsidiary (as such expression is defined by Section 7 of the Companies Act 2014) to make market purchases or overseas market purchases (each as defined by Section 1072 of the Companies Act 2014) of ordinary shares of the Company on such terms and conditions and in such manner as the directors of the Company may from time to time determine in accordance with and subject to the provisions of the Companies Act 2014 and to the restrictions and provisions detailed further in the Notice of AGM.

##### **3.1.5 Resolution 5 – Authority to Re-issue Treasury Shares**

The Chairman noted that Resolution 5 was a special resolution under which shareholders were being asked to (subject to the passing of Resolution 4) authorise the Company and/or any subsidiary (as such expression is defined by Section 7 of the Companies Act 2014) to re-issue treasury shares. The Chairman noted that the maximum and minimum prices at which such shares may be re-issued are 120% and 95%, respectively of the appropriate price of a share calculated over the five

business days immediately preceding the date of such re-issue, as detailed further in the Notice of AGM. The Chairman further noted that if adopted, the authority under this Resolution will expire at next year's annual general meeting or at midnight on the date which is 15 months after the date of this meeting, whichever is the earlier.

**3.1.6 Resolution 6 – Amendment of Share Capital and Constitution for Matters related to a Shareholder Rights Plan**


The Chairman noted that Resolution 6 was a special resolution under which the shareholders were being asked to authorize the Company to adopt a shareholder rights plan and to make related changes to the Company's Constitution.

- 3.2 Among other matters, the Chairman noted that, as permitted by the Company's articles of association, he was directing that the vote on all resolutions would be taken on a poll.
- 3.3 The Chairman explained that the Company's Registrars would count the votes received on the Poll Cards, calculate the final votes and deliver the results to the Company once they had completed the process, and that the final results of the voting, would be announced through the Euronext Connect Information Service and published on the Company's website as soon as reasonably practicable.
- 3.4 Accordingly, subject only to verification by the final vote count, the Chairman declared that each of the resolutions as set out in the notice of the meeting and accompanying proxy statement, be passed as ordinary and special resolutions, as applicable.

**5. CLOSE OF MEETING**

There being no further business, the meeting then ended.

Signed:

  
Chairman

## Alternus Energy Group plc

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## ANNUAL GENERAL MEETING 2023 (28/09/2023)

The figures in this report are taken from the most recent data on file.

## Vote totals

Shares/Units Issued and Outstanding	26,321,286
Proxies Cast Total	6

Resolution	Vote type	Voted	Voted %	% of Issued Share Capital
01, CONSIDER FINANCE STATMENT	For	9,630,284	100.00	36.59
	Against	0	0.00	0.00
	Votes Withheld	0	0.00	0.00
	Discretion	0	0.00	0.00
02, APPROVE MAZAR AS AUDITORS	For	9,630,284	100.00	36.59
	Against	0	0.00	0.00
	Votes Withheld	0	0.00	0.00
	Discretion	0	0.00	0.00
03, FIX AUDITOR REMUNERATION	For	9,630,284	100.00	36.59
	Against	0	0.00	0.00
	Votes Withheld	0	0.00	0.00
	Discretion	0	0.00	0.00
04, MAKE MARKET PURCHASES	For	9,629,984	100.00	36.59
	Against	300	0.00	0.00
	Votes Withheld	0	0.00	0.00
	Discretion	0	0.00	0.00
05, SANCTION PRICE RANGE	For	9,629,984	100.00	36.59
	Against	300	0.00	0.00
	Votes Withheld	0	0.00	0.00
	Discretion	0	0.00	0.00
06, AMEND SHARE CAPITAL	For	9,629,984	100.00	36.59
	Against	300	0.00	0.00
	Votes Withheld	0	0.00	0.00
	Discretion	0	0.00	0.00

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