

Notice of Annual General Meeting – European Green Transition Plc

Notice is hereby given that the annual general meeting (“**AGM**”) of European Green Transition Plc (“**Company**”) will be held at the offices of DAC Beachcroft LLP, at 25 Walbrook, London EC4N 8AF on 29 June 2026 at 11.00 am for the purposes of considering and voting on the resolutions below. Resolutions 1 to 10 will be proposed as ordinary resolutions and resolutions 11 to 13 will be proposed as special resolutions. Relevant documentation can also be consulted on the Investors section of the Company’s website.

Ordinary Business

Resolution 1

THAT the Audited Accounts for the 12 months ended 31 December 2025, together with the Directors’ Report and Auditors’ Report thereon, be received and adopted.

Resolution 2

THAT PKF Littlejohn LLP be re-appointed as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which accounts are laid before the Company.

Resolution 3

THAT the directors of the Company (“**Directors**”) be authorised to fix the remuneration of PKF Littlejohn LLP as auditors of the Company.

Resolution 4

THAT the Directors’ remuneration report set out in the Company’s annual report and accounts for the year ended 31 December 2025 be approved.

Resolution 5

THAT Sven Anders Daniel Akselson be re-elected as a Director of the Company.

Resolution 6

THAT Cathal Friel be re-elected as a Director of the Company.

Resolution 7

THAT Jack Kelly be re-elected as a Director of the Company.

Resolution 8

THAT James Gerald Leahy be re-elected as a Director of the Company.

Resolution 9

THAT Michael Paul Kearney be elected as a Director of the Company.

Resolution 10

THAT in accordance with the requirements of section 551 of the Companies Act 2006 (“**Act**”), and in substitution for any existing authority (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority), the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities (as defined in the note to this Resolution):

10.1 comprising equity securities (as defined by section 560 of the Act) up to an aggregated nominal amount of £168,000 (approximately 67,200,000 new ordinary shares in the capital of the Company) (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in paragraph 10.2 below) in connection with a fully pre-emptive offer:

- (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangement as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

10.2 in any other case, up to a maximum aggregate nominal amount of £168,000 (approximately 67,200,000 new ordinary shares in the capital of the Company) (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 10.1 above),

PROVIDED that such authority shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2027; and (ii) the date falling 15 months from the date of the passing of this Resolution unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided also that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and the Directors may allot shares in the Company or grant rights pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.

Special Business

Resolution 11

THAT, subject to Resolution 10 being passed, and in substitution for any existing authority, the Directors be generally and unconditionally authorised in accordance with section 570(1) of the Act to exercise all the powers of the Company to allot equity securities for cash and grant rights to subscribe for, or to convert any security into, equity securities in connection with:

11.1 an offer of equity securities (as defined by section 560 of the Act) (but, in the case of the authority granted under Resolution 10.1, by way of a fully pre-emptive offer only):

- (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (b) to the holders of other equity securities as required by the rights of those securities or as the Directors consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;

11.2 the allotment of equity securities (as defined by section 560 of the Act) (otherwise than pursuant to paragraph 11.1 of this Resolution) to any person up to a maximum aggregate nominal amount of £67,400 (approximately 26,960,000 new ordinary shares in the capital of the Company); and

11.3 the allotment of equity securities (as defined in section 560 of the Act) (otherwise than pursuant to paragraphs 11.1 or 11.2 of this resolution) to any person up to an aggregate nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph 11.2 of this resolution, such power 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 Part 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 AGM,

PROVIDED ALSO that such power shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2027; and (ii) the date falling 15 months from the date of the passing of this Resolution unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided also that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities pursuant to any such offer or agreement as if such powers had not expired.

Resolution 12

THAT, subject to Resolution 10 being passed, in accordance with section 570(1) of the Act, and in substitution for any existing authority, the Directors be and they are hereby empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities conferred by Resolution 10 as if section 561 of the Act did not apply to such allotment, PROVIDED that this power shall be limited to the allotment of equity securities (as defined in section 560 of the Act):

12.1 up to an aggregate nominal amount of £67,400 (approximately 26,960,000 new ordinary shares in the capital of the Company), such power only to be used for the purposes of financing (or refinancing if the power is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either 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 AGM; and

12.2 (otherwise than under paragraph 12.1 of this resolution) up to a nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph 12.1 of this resolution, such power 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 AGM,

PROVIDED ALSO that such power shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2027; and (ii) the date falling 15 months from the date of the passing of this Resolution unless any such authorities are renewed, revoked or varied by the Company prior to or on that date and provided also that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities pursuant to any such offer or agreement as if such powers had not expired.

Resolution 13

That, subject to the confirmation of the High Court of Justice in England and Wales, the amount standing to the credit of the Company's share premium account be cancelled in its entirety and the amount of such cancellation be and is hereby credited to the reserves of the Company.

By order of the Board

BEACH SECRETARIES LIMITED

Company secretary

Registered office:

The Walbrook Building
25 Walbrook, London
United Kingdom
EC4N 8AF

Registered number: 15442832

2 June 2026

Explanatory Notes

Resolution 1

The Directors are required by law to lay the Audited Accounts and the Directors' Report and Auditors' Report for the 12 months ended 31 December 2025 before a general meeting of the Company. At the AGM, these documents will be presented to shareholders.

Resolution 2

The auditors are required to be re-appointed at each annual general meeting at which Audited Accounts are laid. The Directors, on the recommendation of the Audit Committee (which has evaluated the effectiveness and independence of the external auditors), are proposing the re-appointment of PKF Littlejohn LLP as auditors.

Resolution 3

This resolution authorises the Directors to fix the auditors' remuneration. It is considered best practice to provide for this authority in a separate resolution and not link it to the appointment of the auditors in Resolution 2.

Resolution 4

As an AIM listed company, the Company is not required to obtain formal shareholder approval on the Directors' remuneration policy or the Directors' remuneration report but has decided to present them to shareholders as an advisory vote.

Resolution 4 seeks shareholder approval of the Directors' remuneration policy and the Directors' remuneration report, as set out in the annual report and accounts for the year ended 31 December 2025.

Resolutions 5 to 9

In accordance with the QCA Corporate Governance Code 2023 ("**2023 Code**"), all directors of companies should be subject to annual re-election. Resolutions 5 to 9 seek your approval to re-elect each of the directors, save for Mr Kearney who, having been appointed to the Board since the last annual general meeting, offers himself for election.

Biographical details of all of the directors seeking election or re-election are set out on pages 8 to 9 in the annual report and accounts for the year ended 31 December 2025 and appear on the Company's investor website. Having considered the performance of and the contribution made by each of the directors, the Board is satisfied that the directors' performance remains effective and that they each continue to demonstrate commitment to their roles.

Resolution 10

Subject to certain exceptions, the Directors may only issue new shares (and other Relevant Securities, as defined below) if authorised to do so by shareholders.

Resolution 10 is in two parts:

- (a) paragraph 10.1 would allow the Directors to issue new securities in relation to a rights issue or open offer. This authority would be limited to a maximum nominal amount of £168,000 (approximately 67,200,000 new ordinary shares in the capital of the Company), although that figure would be reduced by the nominal amount of any new securities issued under paragraph 10.2; and
- (b) paragraph 10.2 would allow the Directors to issue further new securities up to an additional maximum nominal amount of £168,000 for any reason, although that figure would be reduced by the nominal amount of any new securities issued under paragraph 10.1.

The figure of £168,000 represents approximately 25% of the Company's issued ordinary shares as at 02 June 2026, the latest practicable date prior to publication of this Notice of AGM.

The authority granted under this resolution will expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2027, and (ii) the date falling 15 months from the date of the passing of this Resolution unless any such authorities are renewed, varied or revoked by the Company prior to or on that date.

In Resolution 10, **Relevant Securities** means (i) shares in the Company, other than shares allotted pursuant to: (a) an employee share scheme (as defined in section 1166 of the Act); (b) a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or (c) a right to convert securities into shares in the Company where the grant of the right itself constitute a Relevant Security; and (ii) any right to subscribe for or convert any securities into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the Act). Reference to the allotment of Relevant Securities in Resolution 10 includes the grant of such rights.

Resolutions 11 and 12

Resolutions 11 and 12 seek to enable the Directors to allot equity securities (such as ordinary shares) in the Company for cash, without first offering those equity securities to existing shareholders in proportion to their existing holdings, and within the limits prescribed by the Statement of Principles on the Disapplication of Pre-emption Rights issued by the Pre-Emption Group.

In November 2022, the Pre-Emption Group revised its Statement of Principles on the Disapplication of Pre-emption Rights (the “**Principles**”). The revised Principles make a number of changes designed to improve capital raising processes for publicly traded companies by, among other matters, increasing the ‘routine’ disapplication thresholds and introducing new supplemental disapplication thresholds.

The Principles now provide that a company may seek power to issue, on a non-pre-emptive basis, shares for cash in any one year representing: (i) no more than 10% (previously 5%) of the company’s issued ordinary share capital for use in any circumstances; and (ii) no more than an additional 10% (previously 5%) of the company’s issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period (previously 6 months) and is disclosed in the announcement of the issue.

The Principles also provide that, in both cases (i) and (ii) outlined above, a company may now seek a further power to issue, on a non-pre-emptive basis, shares for cash representing no more than 2% of the company’s issued ordinary share capital for the purposes of making a ‘follow-on’ offer (being an offer of a kind contemplated by the Principles) to certain retail investors and existing shareholders.

The Board has carefully considered the increased and supplemental thresholds available under the revised Principles, and has concluded that it is in the best interests of the Company and its shareholders to seek disapplication powers up to the higher 10% thresholds permitted and to seek specific disapplication powers in connection with ‘follow-on’ offers.

Accordingly, Resolution 11 is proposed as a special resolution. If this resolution is passed, it will permit the Board to allot ordinary shares for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum nominal amount of £67,400. This amount represents approximately 10% of the Company’s current issued share capital. This resolution will permit the Board to allot ordinary shares for cash on a non-pre-emptive basis, up to the specified level, in any circumstances. The resolution also seeks a further power over no more than 2% of the Company’s current issued share capital to be used only for the purposes of making a follow-on offer of a kind contemplated by the Principles.

Resolution 12 is proposed as a separate special resolution in line with best practice. If this resolution is passed, it will afford the Board an additional power to allot ordinary shares for cash on a non-pre-emptive basis up to a further maximum nominal amount of £67,400. This amount also represents approximately 10% of the Company’s current issued share capital. The Board shall use the power conferred by this resolution only in connection with either an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue. The resolution also seeks a further power over no more than 2% of the Company’s

current issued share capital to be used only for the purposes of making a follow-on offer of a kind contemplated by the Principles.

The Directors have no present intention of issuing any equity securities for cash pursuant to the disapplications proposed under Resolutions 11 and 12. The Board confirms that, if it does exercise these powers, it will follow the shareholder protections and features set out in Part 2B of the Principles.

Resolution 13

Resolution 13 deals with a proposed capital reduction. Under the Act, the Company is not permitted to pay dividends or (except in limited circumstances) make other distributions unless it has sufficient distributable reserves.

Under the Act, the Company may, with the sanction of a special resolution passed by its shareholders and confirmation of the High Court of Justice in England and Wales (the “**Court**”), reduce or cancel its share premium account. It may then apply the sums resulting from such reduction or cancellation to its distributable reserves. These sums may then be treated as distributable for the purposes of paying dividends or making other distributions to shareholders of the Company. However, shareholders should note that no assurance is or can be given that the Company will declare any dividend or make any other distribution or return of value or, if it were to do so, as to the timing or amount(s) of the same.

The Company has built up a substantial balance in its share premium account through the issue of Ordinary Shares at prices in excess of the nominal value of those shares. As at 30 April 2026, the balance standing to the credit of the share premium account of the Company was £14,398,726.67.

As the share premium account has only limited applications and cannot be used to pay dividends or make other distributions, the Company is proposing to cancel the amount standing to the credit of the Company’s share premium account (the “**Capital Reduction**”). The purpose of the Capital Reduction is to create distributable reserves to provide the Company with flexibility to pay dividends and make other distributions where considered appropriate by the Board in accordance with the Company’s capital allocation policy, and where permitted by the Act.

The reserve resulting from the Capital Reduction would create a positive reserve of approximately £12.1 million, based on the Company’s non-audited accounts as at 30 April 2026.

As noted above, in addition to the approval by shareholders of Resolution 13 as a special resolution, the Capital Reduction requires confirmation of the Court. Accordingly, if Resolution 13 is approved by shareholders as a special resolution at the AGM, an application is expected to be made by the Company to the Court in order to confirm the Capital Reduction. In considering the Company’s application for an order confirming the Capital Reduction, the Court will need to be satisfied that the creditors of the Company will not be adversely affected. The Company will take such steps as it may be advised are appropriate in order to satisfy the Court in this regard.

It is anticipated that the initial directions hearing of the Court in relation to the Capital Reduction will take place in the summer of 2026, and that the final Court hearing to confirm the Capital Reduction will take place later in 2026. The Capital Reduction should then become effective shortly after the Court confirmation hearing on the registration at Companies House of the order of the Court confirming the Capital Reduction and of a statement of capital.

There will be no change in the number of Ordinary Shares in issue (or their nominal value) as a result of the implementation of the Capital Reduction. The Capital Reduction itself will not involve any distribution or repayment of capital by the Company and will not reduce the underlying net assets of the Company.

In seeking approval of the Capital Reduction, the Company is not indicating any commitment, and has no current intention, to declare dividends or to purchase its own shares, but considers that the Capital Reduction would position it more favourably to do so, as applicable, in the future. However, shareholders should note that no assurance is or can be given that the Company will declare any dividend or make any other distribution or return of value or, if it were to do so, as to the timing or amount(s) of the same.

Shareholders should note that if, for any reason, the Court declines to confirm the Capital Reduction, the Capital Reduction will not take place. In addition, the board of directors of the Company reserves the right to determine not to proceed with the Capital Reduction.

Should the Capital Reduction proceed, further announcements will be made by the Company if, as and when appropriate.

Biographies of the Directors seeking re-election

The biographies of the Directors seeking re-election at the AGM are set out on page 8 and 9 in the 2025 annual report of the Company.

Corporate Governance

For information on the Company's corporate governance and on the independence of the members of the Board and its committees, please refer to page 10 in the 2025 annual report of the Company and the Corporate Governance section of the Company's website.

NOTES:

1. As a member of the Company who is entitled to attend and vote at the AGM, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a Form of Proxy with this Notice of AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
2. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. To appoint a proxy using the form accompanying this Notice of AGM, the Form of Proxy must be:
 - completed and signed;
 - sent or delivered to our Registrars, Equiniti, Highdown House, Yeoman Way, Worthing, BN99 6DA; or
 - scanned as a PDF file and sent by email to ProxyVotes@equiniti.com and
 - received by Equiniti no later than 11.00 am on 25 June 2026.
4. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
5. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
6. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
7. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to our Registrars Equiniti, Highdown House, Yeoman Way, Worthing, BN99 6DA, to be received by the Company's Registrars no later than 11.00 am on 25 June 2026. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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.
10. 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 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 agent (ID RA19) by 11.00 am on 25 June 2026. 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 Company'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.

11. 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 message. 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 sponsored member, or has appointed a voting service provider, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. 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.
13. 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 Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.00 am on 25 June 2026 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 them and they will govern the electronic appointment of your proxy.
14. As at 02 June 2026 (being the last business day prior to the publication of this Notice of AGM) the Company's issued share capital consists of 269,620,892 ordinary shares of £0.0025 each carrying one vote each. The total voting rights in the Company as at close of business on 2 June 2026 are therefore 269,620,892
15. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) the Company has specified that only those members registered on the Register of Members of the Company at 6.30 pm on 25 June 2026 shall be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to the Register of Members after 6.30 pm on 25 June 2026 shall be disregarded in determining the rights of any person to attend and vote at the AGM.

