

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult an appropriate independent financial adviser. If you have sold or otherwise transferred all your Ordinary Shares in Invinity Energy Systems plc you should forward this document and the accompanying form of proxy to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

Invinity Energy Systems plc

Letter from the Chairman and Notice of Annual General Meeting

NOTICE OF THE ANNUAL GENERAL MEETING of the Company to be held at the offices of Osborne Clarke LLP, One London Wall, London EC2Y 5EB at 11.00 a.m. on 31 August 2022 is contained within this document.

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Registered Office:
3rd Floor, IFC5,
Castle Street
St. Helier
Jersey
JE2 3BY

Registered in Jersey
Company No. 92432

Directors:
Neil O'Brien (Non-executive Chairman)
Larry Zulch (Chief Executive Officer)
Peter Dixon-Clarke (Chief Financial Officer)
Matt Harper (Chief Commercial Officer)
Jonathan Marren (Chief Development Officer)
Rajat Kohli (Senior Independent Director)
Michael Farrow (Non-executive Director)
Kristina Peterson (Non-executive Director)

5 August 2022

Dear Shareholder,

I am pleased to attach the Notice of the Annual General Meeting of Invinity Energy Systems plc (the **"Company"**) to be held at 11.00 a.m. at the offices of Osborne Clarke LLP, One London Wall, London EC2Y 5EB on Wednesday, 31 August 2022 (the **"Meeting"**).

At the Meeting, the Company will conduct the formal business of the Annual General Meeting which will include tabling the resolutions set out in the Notice of Meeting and voting on the resolutions by way of a poll. Management will give a presentation and answer questions from shareholders. The presentation will be posted after the Meeting on the Investor Resources section of Invinity's website <https://invinity.com/investors>. Your questions can be submitted in advance by emailing ir@invinity.com or asked in person during the meeting.

Attendance at the meeting

If you plan to attend the Meeting, please let us know via email at ir@invinity.com before 5.00 p.m. on Monday 29 August 2022. Please note that the venue is subject to capacity limits.

Proxies

We encourage you to appoint the Chairman of the Meeting as your proxy so that your vote will be counted if ultimately you (or any other proxy you might otherwise appoint) are not able to attend. Submitting a proxy will not preclude you from attending and voting at the meeting in person if you wish to do so.

You are strongly encouraged to use your proxy vote. Completed proxy forms may be scanned and submitted via email to #UKCSBRS.ExternalProxyQueries@computershare.co.uk.

For assistance in submitting proxy votes for the Meeting, please refer to the notes below or contact Investor Relations by emailing ir@invinity.com.

Voting

At this year's Meeting there are four ordinary resolutions which shareholders are asked to approve by a majority of the votes cast and two special resolutions which require at least two-thirds of the votes cast to be in favour. An explanation of each of these resolutions is given below. Please vote via proxy as described above.

ORDINARY RESOLUTIONS

Resolution 1: Annual Report and Financial Statements

The Company is required to lay before shareholders in general meeting the annual report and financial statements of the Company for each financial year. The annual report and financial statements for the year ended 31 December 2021 were posted to shareholders on 29 June 2022 and are available on the Company's website. The Directors ask that shareholders approve the Company's annual report and financial statements for the year ended 31st December 2021, including the reports of the Directors and the auditor.

Resolution 2: Remuneration Report

The Report of the Remuneration Committee is set out in the Annual Report for the year ended 31st December 2021. The Report of the Remuneration Committee sets out payments made during 2021 and explains how the remuneration policy will be implemented in 2022. The Report of the Remuneration Committee contains specific details of Directors' remuneration, share interests and the Company's remuneration policy. The vote on the Report of the Remuneration Committee, under Resolution 2, is advisory only and any entitlement of a Director to remuneration is not dependent upon Resolution 2 being passed.

Further to the announcement on 27 October 2021 regarding the outcome of voting at the 2021 AGM, the Board has engaged with certain shareholders who chose to vote against Resolution 2 which was an advisory vote in respect of the Report of the Remuneration Committee. It is the Board's understanding that votes were cast against this resolution by certain shareholders in order to highlight their dissatisfaction with the Company's share price performance. Management has subsequently met with these shareholders where practicable, including during the FY21 results roadshow, in order to maintain an ongoing dialogue regarding the Company's performance and prospects.

Resolution 3: Auditor's Report

The Company is required to lay before shareholders the report of the auditor set out in the Annual Report for the year ended 31st December 2021 for their approval.

Resolution 4: Auditor

The Company is required to appoint or reappoint its auditor at each general meeting at which an annual report and financial statements are presented until the conclusion of the next general meeting at which an annual report and financial statements are laid and to authorise the Directors to determine the auditor's remuneration. PricewaterhouseCoopers LLP, the Company's present auditor, has confirmed its willingness to stand for re-appointment as auditor of the Company until the conclusion of the annual general meeting of the Company to be held in 2023. The Directors recommend the re-appointment of PricewaterhouseCoopers LLP.

Resolution 4 also authorises the Board of Directors, in accordance with standard practice, to agree the remuneration of the auditor. The Board has delegated its responsibilities in relation to this matter to the Audit & Risk Committee.

SPECIAL RESOLUTIONS

Resolutions 5 and 6: Allotment of Shares

Resolution 5 renews a similar authority to that which was approved by shareholders at the the 2021 Annual General Meeting. The authority, if passed, will give the Directors authority to allot new shares in the Company or grant rights to subscribe for, or convert any security into shares in the Company for cash on a non-pre-emptive basis up to a maximum number of 11,604,968 equity securities, representing 10% of the issued share capital of the Company on 5 August 2022 (being the latest practicable date prior to the publication of this document).

Resolution 6 confirms that the authority granted by Resolution 5 is valid, notwithstanding that the Directors have not circulated a written statement setting out their reasons for recommending such resolution.

The Directors consider that all proposals to be considered at the Meeting are in the best interests of the Company and its members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions, as they intend to do in respect of their own shareholdings.

Yours sincerely

Neil O'Brien

Non-executive Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of the Company will be held in accordance with the Companies (Jersey) Law 1991 and the Company’s Articles of Association at 11.00 a.m. on 31 August 2022 at the offices of Osborne Clarke LLP, One London Wall, London EC2Y 5EB for the following purposes:

ORDINARY RESOLUTIONS

To consider and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. TO receive, consider and adopt the Company’s annual report and financial statements for the financial year ended 31st December 2021.
2. TO receive, consider and adopt the Directors’ remuneration report for the financial year ended 31st December 2021.
3. TO receive, consider and adopt the auditor’s report on the Company’s annual report and financial statements and the auditable part of the remuneration report for the financial year ended 31st December 2021.
4. TO elect and reappoint PricewaterhouseCoopers LLP as auditor to hold office from the conclusion of this meeting to the conclusion of the next annual general meeting at which an annual report and financial statements are laid before the Company and to authorise the Directors to fix the remuneration of PricewaterhouseCoopers LLP.

SPECIAL RESOLUTIONS

To consider and if thought fit, to pass the following resolutions which will be proposed as special resolutions:

5. THAT in addition to existing authorities, the Directors be and are hereby empowered to allot and issue equity securities as if the pre-emption provisions relating to, inter alia the allotment of shares in the Company contained in the Articles of Association of the Company did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to a maximum number of 11,604,968 (representing 10% of the issued share capital of the Company on 5 August 2022 (being the latest practicable date prior to the publication of this document)).
6. THAT Resolution 5 above when duly passed is valid and effective and binding on the Company and was properly proposed by the Directors of the Company notwithstanding that the Directors have not complied with Article 2.13.3 of the Articles of Association of the Company.

BY ORDER OF THE BOARD

Corporate Company Secretary
Oak Secretaries (Jersey) Limited
3rd Floor, IFC5
Castle Street
St. Helier
Jersey
JE2 3BY

5 August 2022

Notes:

Attending the AGM

Shareholders wishing to attend the AGM are asked to register their attendance by emailing ir@invinity.com before 5.00 p.m. on 29 August 2022 indicating their intention to attend the AGM. Rules around capacity at the venue and changes in health and safety requirements may mean shareholders cannot ultimately attend the meeting.

We recommend that all shareholders appoint the Chairman of the meeting as proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you appoint are unable to attend in person. Proxy arrangements and instructions on how to appoint a proxy can be found in the section below entitled 'Proxy appointment'.

The return of a completed proxy form will not prevent a member from attending the AGM and voting in person if the member wishes to do so.

Right to attend and vote at the AGM

Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two business days before the meeting or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. In each case, changes to entries on the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

A form of ID and the Shareholder Reference Number will be required if shareholders intend to vote at the AGM.

If your shares are held within a nominee and you wish to attend and vote at the AGM, you will need to contact your nominee as soon as possible. Your nominee will need to provide a corporate letter of representation.

Proxy appointment

Any shareholder of the Company entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote instead of him or her provided that each proxy is appointed to attend, speak and vote in respect of a different share or shares. A proxy need not be a member of the Company. Appointing a proxy will not prevent a shareholder from attending in person and voting at the AGM. If a share is held by joint shareholders and more than one of the joint shareholders votes (including by way of proxy), the only vote that will count is the vote of the person whose name is listed before the other voter(s) on the Register of Members.

To be effective, the enclosed proxy form must be posted/mailed to Computershare at the addresses set out in the proxy form below to be received not later than 11.00 a.m. on 26 August 2022, being two business days before the time appointed for holding the Annual General Meeting. Completion of the proxy does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer, attorney or other representative. In the case of joint holders, this form of proxy must be signed by that one of the joint holders whose name stands first in the register of members in respect of the joint holding.

The Chairman shall act as a proxy unless another proxy is desired, in which case, insert full name of your proxy in the space provided. A proxy will act in their discretion in relation to any business, other than the resolutions set out in the proxy form, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).

If two or more valid but differing proxy appointments are received in respect of the same share for use at the same meeting or on the same poll, the one which is last received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share. An "abstain" vote is not a vote in law and will not be counted in the proportion of votes for or against any resolution.

Total voting rights

The total voting rights in the Company as at 5 August 2022 were 116,049,686. To be passed, ordinary resolutions require a majority in favour of the votes cast. To be passed, special resolutions require at least two-thirds of votes cast to be in favour. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has fixed the close of business on 5 August 2022 as the record date for determining the uncertificated members entitled to receive this Notice (and the accompanying proxy form), so that such persons entered on the Company's register of members at that time are the persons so entitled.

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 sponsors 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 by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Computershare Investor Services PLC (CREST Participant ID: 3RA50) no later than 48 hours before the time appointed for the 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland 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 provider(s) are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

A copy of this notice and other required information can be found at <https://invinity.com/investors>

