

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Existing Ordinary Shares before the date that the Existing Ordinary Shares are marked “ex-entitlement” to the Open Offer by the London Stock Exchange, please immediately forward this document, together with 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 effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors (whose names and functions appear on page 6 of this document) and the Company (whose registered office appears on page 6 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM and AQSE Rules. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Existing Ordinary Shares are admitted to trading on AIM and the APEX segment of the AQSE Growth Market of AQSE. Conditional upon completion of the Placing and the Open Offer, application will be made to the London Stock Exchange and AQSE for the Placing Shares and Open Offer Shares to be admitted to trading. Subject to, amongst other things, shareholder approval, it is expected that First Admission will become effective and dealings in the Placing Shares and Open Offer Shares will commence on AIM and on the AQSE Growth Market on 16 March 2023. The Placing Shares and Open Offer Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after Admission. Conditional upon completion of the Subscription, application will be made to the London Stock Exchange and AQSE for the Subscription Shares to be admitted to trading. Subject to, amongst other things, the Approvals, it is expected that Second Admission will become effective and dealings in the Subscription Shares will commence on AIM and on the AQSE Growth Market no later than 23 May 2023.

AIM and the AQSE Growth Market are designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM and AQSE Growth Market securities are not admitted to the Official List of the Financial Conduct Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange and AQSE have not themselves examined or approved the contents of this document. Prospective investors should read this document in its entirety.

The total consideration under the Open Offer will be less than €8 million (or an equivalent amount) in aggregate and the Placing Shares will only be available to qualified investors for the purposes of the Prospectus Rules or otherwise in circumstances not resulting in an offer of transferable securities to the public under section 102B of FSMA. Therefore, in accordance with section 85 and section 86 of FSMA, this document is not, and is not required to be, a prospectus for the purposes of the Prospectus Rules and has not been prepared in accordance with the Prospectus Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the FCA, pursuant to sections 85 and 87 of FSMA, the London Stock Exchange, AQSE or any other authority or regulatory body. In addition, this document does not constitute an admission document drawn up in accordance with the AIM or AQSE Rules.

Invinity Energy Systems plc

(Incorporated and registered in Jersey under the Companies (Jersey) Law 1991 with registered no: 92432)

Subscription for 7,812,500 new Ordinary Shares

Placing of 59,375,000 new Ordinary Shares

Open Offer of a maximum of 12,528,355 new Ordinary Shares each at a price of 32 pence per share and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which contains, amongst other things, the Directors’ unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting.

The latest time and date for acceptance and payment in full under the Open Offer is 11.00 a.m. on 14 March 2023. The procedure for acceptance and payment is set out in Part III of this document and, where relevant, in the Application Form.

Canaccord Genuity Limited, which, in the United Kingdom, is authorised and regulated by the FCA, is acting as bookrunner and (for the purposes of the AIM Rules) as nominated adviser to the Company in connection with the proposed Fundraising, Subscription and Admissions and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of Canaccord Genuity Limited or for advising any other person in respect of the proposed Fundraising and Admissions or any transaction, matter or arrangement referred to in this document.

Canaccord Genuity Limited's responsibilities as the Company's nominated adviser are owed solely to the London Stock Exchange and as joint bookrunner are owed solely to the London Stock Exchange and AQSE. They are not owed to the Company or to any Director or to any other person in respect of their decision to acquire shares in the Company in reliance on any part of this document.

VSA Capital Limited, which, in the United Kingdom, is authorised and regulated by the FCA, is acting as joint bookrunner and AQSE Corporate Adviser to the Company in connection with the Fundraising and Admissions and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of VSA Capital Limited or for advising any other person in respect of the Placing or Admissions or any transaction, matter or arrangement referred to in this document. VSA Capital Limited's responsibilities as the Company's joint bookrunner are owed solely to the London Stock Exchange and AQSE and as the Company's AQSE Corporate Adviser are owed solely to AQSE. They are not owed to the Company or to any Director or to any other person in respect of their decision to acquire shares in the Company in reliance on any part of this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Canaccord Genuity Limited and/or VSA Capital Limited by the FSMA or the regulatory regime established thereunder, the AIM Rules and the AQSE Rules, Canaccord Genuity Limited and VSA Capital Limited do not accept any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares, the Fundraising, the Subscription or Admissions. Canaccord Genuity Limited and VSA Capital Limited accordingly disclaim all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

Notice of a General Meeting of Invinity Energy Systems plc, to be held at the offices of Canaccord Genuity Ltd at 88 Wood Street, London EC2V 7QR at 11:00 a.m. on 15 March 2023, is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Computershare Investor Services (Jersey) Limited, by not later than 11:00 a.m. on 13 March 2023 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by the issuer's agent (ID 3RA31) by no later than 11:00 a.m. on 13 March 2023 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

Qualifying non-CREST Shareholders will find an Application Form accompanying this document. Qualifying CREST Shareholders (none of whom will receive an Application Form) will receive a credit to their stock accounts in CREST in respect of the Open Offer Entitlements which will be enabled for settlement on 16 March 2023. Applications under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim arising out of a sale or transfer of Existing Ordinary Shares prior to the date on which the Existing Ordinary Shares were marked "ex-entitlement". If the Open Offer Entitlements are for any reason not enabled by 3.00 p.m. or such later time as the Company may decide on 9 March 2023, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlements credited to its stock account in CREST. Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer. Applications for Excess Shares pursuant to the Excess Application Facility may be made by the Qualifying Shareholder provided that their Open Offer Entitlement has been taken up in full and subject to being scaled back in accordance with the provisions of this document.

Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer.

A copy of this document has been delivered to the registrar of companies in accordance with Article 5 of the Companies (General Provisions) (Jersey) Order 2002, and he has given, and has not withdrawn, his consent to its circulation. The Jersey Financial Services Commission has given, and has not withdrawn, its consent under Article 2 of the Control of Borrowing (Jersey) Order 1958 to the issue of securities in the Company. It must be distinctly understood that, in giving these consents, neither the registrar of companies nor the Jersey Financial Services Commission takes any responsibility for the financial soundness of the Company or for the correctness of any statements made, or opinions expressed, with regard to it. If you are in any doubt about the contents of this document you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser. The Directors of the Company have taken all reasonable care to ensure that the facts stated in this document are true and accurate in all material respects, and that there are no other facts the omission of which would make misleading any statement in the document, whether of facts or of opinion. All the Directors accept responsibility accordingly. It should be remembered that the price of securities and the income from them can go down as well as up.

A copy of this document is available, subject to certain restrictions relating to persons resident in certain overseas jurisdictions, at the Company's website www.invinity.com.

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM and AQSE Rules, neither the Company, Canaccord Genuity Limited nor VSA Capital Limited undertakes any obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

Notice to overseas persons

The distribution of this document and/or any accompanying documents in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In addition, the transfer of Open Offer Entitlements or Excess Open Offer Entitlements through CREST, in jurisdictions other than the UK, including the Restricted Jurisdictions (as defined below), may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

The New Ordinary Shares, the Open Offer Entitlements and the Excess Open Offer Entitlements have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the “**US Securities Act**”) and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Subject to certain exemptions, this document and the Application Form does not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States. Outside of the United States, the New Ordinary Shares are being offered in reliance on Regulation S under the U.S. Securities Act. The New Ordinary Shares will not qualify for distribution under the relevant securities laws of Australia, Canada, the Republic of South Africa or Japan, nor has any prospectus in relation to the New Ordinary Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance or any securities commission or other regulatory body in Canada or the Republic of South Africa. Accordingly, subject to certain exemptions, the New Ordinary Shares may not be offered, sold, taken up, delivered or transferred in, into or from the United States, Australia, Canada, the Republic of South Africa, Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a “**Restricted Jurisdiction**”) or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the

solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

The New Ordinary Shares, the Open Offer Entitlements and the Excess Open Offer Entitlements have not been approved or disapproved by the U.S. Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US.

In addition, Application Forms are not being posted to and no Open Offer Entitlements or Excess Open Offer Entitlements will be credited to a stock account of any person in the United States, Canada, Australia, Japan or the Republic of South Africa. The attention of Overseas Shareholders and other recipients of this document who are residents or citizens of any country other than the United Kingdom is drawn to the section entitled "Overseas Shareholders" at paragraph 6 of Part III of this document.

Presentation of financial information

Certain data in this document, including financial, statistical and operational information has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data. Percentages in tables have been rounded and, accordingly, may not add up to 100 per cent. In this document, references to "pounds sterling", "£", "pence" and "p" are to the lawful currency of the United Kingdom, references to "US dollar", "dollar", "US\$" or "\$" are to the lawful currency of the United States and references to "Euros" and "€" are to a lawful currency of the European Union.

Presentation of market, economic and industry data

Where information contained in this document originates from a third-party source, it is identified where it appears in this document together with the name of its source. Such third-party information has been accurately reproduced and, so far as the Company is aware and is able to ascertain from information published by the relevant third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

No incorporation of website information

The contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and Shareholders should not rely on them.

Interpretation

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading "Definitions".

All times referred to in this document, the Application Form and the Form of Proxy are, unless otherwise stated, references to London time.

All references to legislation in this document, the Application Form and the Form of Proxy are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and *vice versa*, and words importing the masculine gender shall include the feminine or neutral gender.

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DIRECTORS, SECRETARY AND ADVISERS

Directors	Neil O'Brien (<i>Non-executive Chairman</i>) Larry Zulch (<i>Chief Executive Officer</i>) Jonathan Marren (<i>Chief Development Officer and Interim Chief Financial Officer</i>) Matthew Harper (<i>Chief Commercial Officer</i>) Rajat Kohli (<i>Non-executive Director</i>) Michael Farrow (<i>Non-executive Director</i>) Kristina Peterson (<i>Non-executive Director</i>) All of whose business address is at the Company's registered office
Registered Office	3rd Floor IFC5 Castle Street St Helier Jersey JE2 3BY
Company website	www.invinity.com
Company Secretary	Oak Secretaries (Jersey) Limited IFC5 Castle Street St Helier Jersey JE2 3BY
Nominated Adviser and joint bookrunner	Canaccord Genuity Limited 88 Wood Street London EC2V 7QR
AQSE Corporate Adviser, Financial Adviser and joint bookrunner	VSA Capital Limited Park House 16-18 Finsbury Circus London EC2M 7EB
UK legal advisers to the Company	Osborne Clarke LLP One London Wall London EC2Y 5EB
Jersey legal advisers to the Company	Pinel Advocates One Liberty Place St Helier Jersey JE2 3NY
Legal advisers to Nominated Adviser and joint Bookrunner	DAC Beachcroft LLP 25 Walbrook London EC4N 8AF

FUNDRAISING STATISTICS

Issue Price of each New Ordinary Share	32p
Number of Existing Ordinary Shares at the Record Date	119,019,379
Number of Subscription Shares	7,812,500
Number of Placing Shares	59,375,000
Open Offer basic entitlement	2 Open Offer Shares for every 19 Existing Ordinary Shares
Maximum number of Open Offer Shares to be issued by the Company pursuant to the Open Offer*	12,528,355
Maximum number of Ordinary Shares in issue following Second Admission*	199,831,879
Percentage of the existing issued ordinary share capital of the Company to be issued pursuant to the Fundraising and Subscription*	40.11 per cent.
Gross proceeds of the Subscription	£25.5 million
Gross proceeds of the Placing	£19 million
Gross proceeds of the Open Offer*	£4 million
Estimated expenses of the Fundraising and Subscription*	£1.1 million
Estimated net proceeds of the Fundraising and Subscription*	£24.4 million
Ordinary Share ISIN	JE00BLR94N79
Open Offer Basic Entitlements ISIN	JE00BMZM8S85
Open Offer Excess Entitlements ISIN	JE00BMZM8T92

* Assuming take-up in full of the Open Offer by Qualifying Shareholders or take-up in full under the Placing Option

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Date for entitlements under the Open Offer	21 February 2023
Announcement of the Fundraising and Subscription	5.00 p.m. on 22 February 2023
Posting of this Document, Proxy Form and, to Qualifying Non-Crest Shareholders, the Application Form	24 February 2023
Ex-entitlement date of the Open Offer	8.00 a.m. on 23 February 2023
Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to stock accounts in CREST of Qualifying CREST Shareholders	as soon as practicable after 8.00 a.m. on 28 February 2023
Latest recommended time and date for requesting withdrawal of CREST Open Offer Entitlements and Excess CREST Open Offer Entitlements	4.30 p.m. on 8 March 2023
Latest time and date for depositing CREST Open Offer Entitlements and Excess CREST Open Offer Entitlements	3.00 p.m. on 9 March 2023
Latest time and date for splitting of Application Forms under the Open Offer (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. on 10 March 2023
Latest time and date for receipt of Forms of Proxy and CREST voting instructions	11.00 a.m. on 13 March 2023
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate)	11.00 a.m. on 14 March 2023
General Meeting	11.00 a.m. on 15 March 2023
Results of the General Meeting and the Open Offer announced	15 March 2023
First Admission and dealings in the Placing Shares and Open Offer Shares expected to commence on AIM and AQSE	8.00 a.m. on 16 March 2023
Where applicable, expected date for CREST accounts to be credited in respect of the Placing Shares and Open Offer Shares	16 March 2023
Where applicable, expected date for despatch of definitive share certificates for Placing Shares and Open Offer Shares in certificated form	within 14 days of Admission
Second Admission and dealings in the Subscription Shares expected to commence on AIM and AQSE	no later than 23 May 2023

Notes:

1. Each of the above times and/or dates is subject to change at the absolute discretion of the Company, Canaccord Genuity and VSA Capital. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.
2. All of the above times refer to London time unless otherwise stated.
3. All events listed in the above timetable following the General Meeting in respect of the Fundraising are conditional on the passing of the Fundraising Resolution at the General Meeting. The Subscription is also conditional on, amongst other things, shareholder approval.

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“£”, “pounds sterling”, “pence” or “p”	are references to the lawful currency of the United Kingdom
“€” or “Euros”	are references to a lawful currency of the European Union
“Admissions”	together, First Admission and Second Admission
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“AIM”	the AIM Market operated by the London Stock Exchange
“Approvals”	the outbound investment approvals from the applicable regulatory authorities in Taiwan on which the Subscription is conditional
“AQSE Rules”	the rules contained in the AQSE Growth Market Access Rulebook for issuers in effect from time to time, which set out the admission requirements and continuing obligations of companies seeking admission to and whose securities are admitted to trading on the Apex segment of the AQSE Growth Market issued by AQSE
“AQSE”	Aquis Stock Exchange Limited, a company incorporated in England and Wales with registered company number 04309969 and a recognised investment exchange under section 290 of FSMA
“Canaccord Genuity” or “Nominated Adviser”	Canaccord Genuity Limited, the Company’s nominated adviser and joint bookrunner
“certificated form” or “in certificated form”	an Ordinary Share recorded on a company’s share register as being held in certificated form (namely, not in CREST)
“Circular”	this circular to shareholders setting out details of the Fundraising and Subscription and containing notice of the General Meeting
“Companies Law”	the Companies (Jersey) Law 1991
“Company” or “Invinity”	Invinity Energy Systems plc, a company incorporated and registered in Jersey under the Companies Law with registered no: 92432
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755)
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
“Dealing Day”	a day on which the London Stock Exchange is open for business in London
“Directors” or “Board”	the directors of the Company whose names are set out on page 6 of this document, or any duly authorised committee thereof
“Enlarged Share Capital”	the issued Ordinary Shares immediately following Second Admission
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST “Excess Application Facility”

“Excess Application Facility”	the arrangement pursuant to which Qualifying Shareholders may apply for additional Open Offer Shares in excess of their Open Offer Entitlement in accordance with the terms and conditions of the Open Offer
“Excess CREST Open Offer Entitlements”	in respect of each Qualifying CREST Shareholder, an entitlement, of the maximum number of Open Offer Shares available through the Open Offer (in addition to their Open Offer Entitlement), to apply for Open Offer Shares pursuant to the Excess Application Facility, which is conditional on them taking up their Open Offer Entitlement in full and which may be subject to scaling back in accordance with the provisions of this document
“Excess Open Offer Entitlements”	an entitlement for each Qualifying Shareholder to apply to subscribe for Open Offer Shares in addition to their Open Offer Entitlement pursuant to the Excess Application Facility which is conditional on them taking up their Open Offer Entitlement in full and which may be subject to scaling back in accordance with the provisions of this document
“Excess Shares”	Open Offer Shares applied for by Qualifying Shareholders under the Excess Application facility
“Ex-entitlement Date”	the date on which the Existing Ordinary Shares are marked “ex” for entitlement under the Open Offer, being 23 February 2023
“Existing Ordinary Shares”	the 119,019,379 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM and AQSE
“FCA”	the UK Financial Conduct Authority
“First Admission”	admission of the Placing Shares and the Open Offer Shares to trading on AIM and AQSE becoming effective in accordance with Rule 6 of the AIM Rules and in accordance with the AQSE Rules
“Form of Proxy”	the form of proxy for use in connection with the General Meeting which accompanies this document
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Fundraising”	together, the Placing and the Open Offer
“Fundraising Resolution”	the resolution numbered 1 in the Notice of General Meeting
“General Meeting”	the extraordinary general meeting of the Company to be held at the offices of Canaccord Genuity Ltd at 88 Wood Street, London EC2V 7QR at 11:00 a.m. on 15 March 2023, notice of which is set out at the end of this document
“Group”	the Company, its subsidiaries and its subsidiary undertakings
“IP”	intellectual property
“Issue Price”	32 pence per New Ordinary Share
“kWh”	kilowatt hour
“Launch Announcement”	the announcement released by the Company on 22 February 2023 relating to the Fundraising and Subscription
“London Stock Exchange”	London Stock Exchange plc

“Money Laundering Regulations”	The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended)
“MWh”	megawatt hour
“New Ordinary Shares”	together the Subscription Shares, the Placing Shares and Open Offer Shares
“Notice of General Meeting”	the notice convening the General Meeting which is set out at the end of this document
“Open Offer”	the conditional invitation by the Company to Qualifying Shareholders to apply to subscribe for the Open Offer Shares at the Issue Price on the terms and subject to the conditions set out in this document
“Open Offer Entitlement”	the individual entitlements of Qualifying Shareholders to subscribe for Open Offer Shares allocated to Qualifying Shareholders pursuant to the Open Offer
“Open Offer Shares”	the up to 12,528,355 new Ordinary Shares to be issued by the Company pursuant to the Open Offer
“Ordinary Shares”	ordinary shares of €0.01 each in the capital of the Company
“Overseas Shareholders”	Shareholders with a registered address outside the United Kingdom
“Placing”	the Placing of the Placing Shares by Canaccord Genuity and VSA Capital, as agents on behalf of the Company, pursuant to the Placing Agreement, the issue of which is conditional upon the passing of the Fundraising Resolution at the General Meeting
“Placing Agreement”	the conditional agreement dated 22 February 2023 and made between Canaccord Genuity, VSA Capital and the Company in relation to the Placing, further details of which are set out in this document
“Placing Option”	in the event that the Open Offer is not fully subscribed, the placing by Canaccord Genuity and VSA Capital as agents on behalf of the Company, pursuant to the Placing Agreement, further details of which are set out in this document, of the balance of the Open Offer Shares, at not less than the Issue Price, in order to raise up to the maximum proceeds under the Open Offer
“Placing Option Shares”	any Ordinary Shares placed pursuant to the Placing Option
“Placing Shares”	the 59,375,000 new Ordinary Shares to be issued by the Company under the Placing in accordance with the Placing Agreement
“Prospectus Rules”	the prospectus regulation rules made by the FCA pursuant to section 73A of the FSMA
“Qualifying CREST Shareholders”	Qualifying Shareholders holding Existing Ordinary Shares in uncertificated form
“Qualifying Non-CREST Shareholders”	Qualifying Shareholders holding Existing Ordinary Shares in certificated form
“Qualifying Shareholders”	holders of Existing Ordinary Shares on the register of members of the Company at the Record Date but excluding any Overseas

	Shareholder who has a registered address in any Restricted Jurisdiction
“Record Date”	21 February 2023
“Registrars”	Computershare Investor Services (Jersey) Limited, 13 Castle Street, St. Helier, Jersey JE1 1ES
“Regulatory Information Service”	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA’s website
“Resolutions”	the resolutions set out in the Notice of General Meeting
“Restricted Jurisdiction”	has the meaning set out on page 4 of this Circular
“Second Admission”	admission of the Subscription Shares to trading on AIM and AQSE becoming effective in accordance with Rule 6 of the AIM Rules and in accordance with the AQSE Rules
“Shareholders”	holders of Ordinary Shares
“Subscription”	the conditional subscription by 32 at the Issue Price in accordance with the Subscription Agreement to raise approximately £2.5 million before expenses
“Subscription Agreement”	the agreement dated 22 February 2023 between the Company and Everbrite Technology Co., LTD relating to the Subscription
“Subscription Resolution”	the resolution numbered 2 in the Notice of General Meeting
“Subscription Shares”	the up to 7,812,500 new Ordinary Shares to be issued by the Company pursuant to the Subscription
“UK”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	an Ordinary Share recorded on a company’s share register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“U.S. dollar”, “dollar”, “U.S.\$” or “\$”	are references to the lawful currency of the United States
“U.S.” or “United States”	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction
“VSA Capital” or “AQSE Corporate Adviser”	means VSA Capital Limited, the Company’s joint bookrunner and AQSE Corporate Adviser

PART I

LETTER FROM THE CHAIRMAN OF INVINITY ENERGY SYSTEMS PLC

Invinity Energy Systems plc

(incorporated in Jersey under the Companies Law with registered no: 92432)

Directors:

Neil O'Brien (*Non-executive Chairman*)
Larry Zulch (*Chief Executive Officer*)
Jonathan Marren (*Chief Development Officer and Interim Chief Financial Officer*)
Matthew Harper (*Chief Commercial Officer*)
Rajat Kohli (*Non-executive Director*)
Michael Farrow (*Non-executive Director*)
Kristina Peterson (*Non-executive Director*)

Registered office:

3rd Floor
IFC5
Castle Street
St Helier
Jersey
JE2 3BY

24 February 2023

Dear Shareholder,

**Subscription for 7,812,500 new Ordinary Shares
Placing of 59,375,000 new Ordinary Shares
Open Offer of a maximum of 12,528,355 new Ordinary Shares
Each at a price of 32 pence per new Ordinary Share
and
Notice of General Meeting**

1. Introduction and summary

The Company announced yesterday that it has conditionally raised approximately £21.5 million (before expenses) at the Issue Price pursuant to the Subscription and Placing and would be carrying out an Open Offer to raise gross proceeds of up to an additional amount of approximately £4 million (before expenses).

The Board recognises and is grateful for the support that it has received from Shareholders and is offering all Qualifying Shareholders the opportunity to participate in an Open Offer at the Issue Price of 32 pence per Open Offer Share. The Open Offer will raise up to approximately £4 million (assuming full take up of the Open Offer, being less than the €8 million maximum amount permitted without requiring the publication by the Company of a prospectus under the Prospectus Rules). The Open Offer is in addition to and separate from the funds raised pursuant to the Placing and the Subscription. The Open Offer is not being underwritten.

The Issue Price represents a discount of 13.51 per cent. to the closing middle market price of 37 pence per Ordinary Share on 22 February 2023. The New Ordinary Shares together will represent approximately 40.11 per cent. of the Company's issued ordinary share capital following Second Admission (assuming the Open Offer Shares are taken-up in full or the Placing Option is taken-up in full).

The total amount that the Company could raise under the Fundraising and Subscription is £25.5 million (before expenses), assuming that the Open Offer is fully subscribed or the Placing Option is taken-up in full.

The Placing, which has been arranged by Canaccord Genuity and VSA Capital pursuant to the terms of the Placing Agreement, has not been underwritten.

The Fundraising is conditional upon Shareholders approving the Fundraising Resolution at the General Meeting that will grant to the Directors the authority to allot the Placing Shares and Open Offer Shares for cash on a non-pre-emptive basis. The Subscription is also conditional upon Shareholders approving the Subscription Resolution at the General Meeting that will grant to the Directors the authority to allot the Subscription Shares for cash on a non-pre-emptive basis and on the Subscriber receiving the Approvals.

The Resolutions are contained in the Notice of General Meeting at the end of this document. Admission of the Placing Shares and Open Offer Shares is expected to occur no later than 8.00 a.m. on 16 March 2023 or such later time and/or dates as the Company, Canaccord Genuity and VSA Capital may agree (being in any event no later than 30 April 2023). It is expected that the Approvals will be received in approximately 4 to 6 weeks and that admission of the Subscription Shares will occur shortly thereafter and in any event no later than 23 May 2023.

The purpose of this document is, amongst other things, to provide you with more information about the background to and reasons for the Fundraising and Subscription, to explain why the Board considers the Fundraising and Subscription to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that, in order to implement the Fundraising and Subscription, you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

A copy of the Company's latest annual report, along with recent corporate presentations, executive interviews and webcasts are available for public download at <https://invinity.com/investors/>.

2. Background to and reasons for the Placing Fundraising and Subscription

In the last quarter of 2022, Invinity signed nearly 31 MWh of sales contracts for its VS3 product. In doing so, the Company sold more batteries in the last three months of 2022 than in its entire history to date as Invinity Energy Systems. Invinity's management believes these recent contract wins, expected to be delivered at positive gross margin, combined with robust growth in the Company's sales pipeline, reflect an inflection point in the commercial acceptance of Invinity's products. This shift places the Company in an advantageous position to address the growing global demand for non-lithium, longer-duration energy storage solutions. Meeting this demand requires funding to increase manufacturing output while simultaneously developing the next generation of VFB, codenamed "Mistral". This next-generation product is intended to serve larger projects and achieve higher margins as a result of economies of scale, supply chain optimisation and cost-down engineering. It is management's firm belief that the commercial launch of the Mistral product will be a key step forward on the Company's pathway to profitability and solidify Invinity's critical role in the future net zero electric grid.

Invinity's current order backlog of £22.0m will be converted to revenue as VFBs are delivered, largely underpinning the Company's revenue expectations for 2023. The Company has also already booked sales worth £7.4m for delivery in 2024, a figure expected to significantly increase during 2023, particularly if the Company is successful in any of a number of large deals currently being progressed, including but not limited to Phase 2 of the Longer Duration Energy Storage Demonstration ("LODES") competition as announced on 18 January 2023.

The Company continues to make significant progress in the development of Mistral, its next-generation product, under the auspices of the joint development and commercialisation agreement with Gamesa Electric S.A.U. ("Gamesa") announced 11 May 2021. Invinity expects to announce initial pilot projects in H2 2023 with commercial launch of Mistral expected to occur in mid-2024.

Further information regarding Invinity's commercial sales pipeline, strategic relationships and project deliveries can be found in the Company's latest Operation and Trading Update announced on 23 January 2023.

The gross proceeds conditionally receivable by the Company pursuant to the Placing will be £19 million before expenses with the Subscription providing a further £2.5 million. The maximum gross proceeds receivable by the Company pursuant to the Open Offer (assuming take-up in full of the Open Offer by Qualifying Shareholders) will be approximately £4 million before expenses (being less than the €8 million maximum amount permitted in a year without requiring the publication by the Company of a prospectus under the Prospectus Rules).

Additionally, as part of the Company's review of ongoing sources of capital to fund additional growth the Company proposes to review the terms of the Short-Term and Long-Term Warrants issued in 2021 with the intention of adjusting their exercise price and expiry period.

Use of Proceeds

The Directors believe the proceeds of the Placing of £19 million are sufficient to satisfy the Company's working capital requirements through to end of H1 2024, at which point the Company expects to be at the initial commercial launch stage of the Mistral programme. Proceeds from the Subscription and Open Offer will provide working capital beyond this period and would be used to further positively support the Company's development and commercial activities, particularly in respect of the Mistral programme. The Company also expects new sales contracts to be signed during this period, generating a positive contribution to the Group. Accordingly, the Directors do not expect to make further drawdowns from the \$10m convertible loan facility announced 14 December 2022.

The Company intends to invest funds raised in the Placing, Open Offer and the Subscription into the following key areas:

Working capital to support and grow existing operations

Invinity's investment to date into its current operations has led to the substantial increase in sales pipeline, closed sales, and customer projects both operational and in their delivery phase as reported in this document. Sales of the Company's current product, the VS3, do not yet generate sufficient free cash flow to cover the Company's operational expenditures (including its investment in Mistral). The Company anticipates Mistral sales will achieve industry-standard margins while improved technology, materials and manufacturing processes shared across both products will also benefit margins on VS3 sales. Until this occurs, the Company requires additional working capital to continue and grow its operations.

Development of Mistral

The development programme for Mistral, Invinity's next-generation product, targets a low Levelised Cost of Storage ("LCOS") which, when combined with solar or wind generation, could unlock clean energy on demand at a price below average gas baseload costs. If this is achieved, Management believes that Mistral will be the most advanced and economically compelling grid-scale flow battery on the market, with a fundamental role to play in the global energy transition. The development of Mistral requires continued investment by Invinity and while certain areas of the programme are being funded in part by Gamesa, the Company maintains full ownership of product components that embody significant and vital intellectual property and therefore is solely responsible for their development costs. Invinity has expended significant capital and resources to date on Mistral development and is now at the stage where significant capital is needed to build and test prototypes. Additional capital will assist in mitigating risks to the timely completion of development while enhancing the cost-reduction and product performance the Company and Gamesa together believe will accelerate Mistral's market adoption.

Preparation for Mistral launch

Invinity and its partners anticipate significant demand for Mistral once commercially available. Meeting this demand will require major enhancements to operational capabilities in a number of areas, some already underway, and all with a tight schedule. These include further developing the component supply chain, improving IT processes, increasing headcount of customer-facing departments, and substantially upgrading the Company's wider manufacturing capability, both directly for some components and in collaboration with third parties who will continue to assemble the majority of the components on an outsourced basis.

The proceeds of the Fundraising are intended to satisfy the working capital requirements of the Company through to the initial launch stage of the Mistral programme without the need to make further drawdowns from the \$10m convertible loan facility announced 14 December 2022. As previously stated, the Company also remains in well advanced discussions with other potential strategic partners. Should any of these discussions reach agreement, Invinity's Management believe that this will further positively support the Company's development and commercial activities, particularly in respect of the Mistral programme. Additionally, as part of the Company's review of ongoing sources of capital to fund additional growth the Company proposes to review the terms of the Short-Term and Long-Term Warrants issued in 2021 with the intention of adjusting their exercise price and expiry period.

3. Information on Invinity

Since its formation in April 2020, Invinity has focused on developing and selling energy storage products to accelerate the global energy transition to renewable sources such as wind, solar and tidal power. The need for energy storage remains clear: renewable energy is fundamentally intermittent, yet the future grid must deliver robust and reliable power. Energy storage in many forms will increasingly be required to bridge the gaps across periods of darkness for solar, calm for wind turbines, and slack tide for tidal power.

To date, the only battery energy storage technology widely deployed to meet the need for stationary energy storage uses lithium-ion cells. While very energy dense and highly efficient, and therefore quite appropriate for mobile and personal applications, lithium-based batteries have characteristics making them less than ideal for stationary energy storage: they degrade with use, are prone to thermal runaway and are expensive to recycle at end of life. In addition, global supply of lithium cells is not keeping up with demand from the automotive industry, causing grid storage projects to experience delays and increased costs. However, purchasers of batteries for stationary energy storage have had few proven alternatives to lithium-based batteries to date.

The Invinity VS3, the Company’s current energy storage product, is now providing that alternative. The VS3 uses VFB technology that has been developed over more than 15 years, utilising over £60 million of investment to date. The relative maturity of the Company’s technology and Invinity’s ability to deliver is also well documented with over 65 MWh of batteries either already deployed or contracted for delivery across more than 70 sites in 15 countries. Invinity has been a pioneer in delivering VFBs as a standardized, factory-built product rather than a bespoke engineering project, yielding the increased quality and decreased costs typically associated with factory manufacture of a standardized product.

What makes the VS3 particularly well-suited to storing and dispatching energy on demand from renewable generation is its “utility-grade” nature. The table below lists the four key characteristics of utility-grade energy storage and highlights the main differences between Invinity’s VS3 and lithium-ion batteries. Note that Invinity’s products are often suitable for either complementing or replacing systems using lithium-ion technology:

	<i>Lithium-ion</i>	<i>Invinity VS3</i>
Safe	Prone to catching fire – difficult to put out.	No fire risk – the electrolyte is an aqueous (water-based) solution.
Long life	Degrades with use – five to seven years of daily cycling.	Unlimited cycles – over 20 years of continuous operation.
Economical	Lower upfront capital cost, but higher per MWh over life on a Levelised Cost of Storage (LCOS) basis.	Low cost per MWh over life (LCOS).
Proven	Many installations at utility scale around the globe.	Invinity’s first grid-connected installations operational.

This association between renewable energy and energy storage has led Barclays Capital to declare that “total global storage spending is likely to approach the trillions by 2050” in an October 2021 report.

Scaling Invinity’s business to address this global opportunity for stationary energy storage has been management’s primary focus. The Group deployed capital raised in December 2021 to complete development of the VS3, grow manufacturing and supply chain capability, increase commercial engagement, and add employees in product development, project management, quality systems, supply chain, manufacturing operations, customer solutions, and logistics.

These efforts have led to a significant expansion in the Company’s manufacturing capabilities, with the transition to a larger, more appropriate contract manufacturing partner in Baojia, who are currently delivering components to Invinity’s factories in North America and the United Kingdom and completed products to Invinity customers in the Asia-Pacific region. Invinity has also increased the capacity of its own facilities, recently expanding its Vancouver-based operations significantly in response to demand.

The Company maintains focus on improving the resilience of its supply chain through diversification of suppliers and other such measures. Invinity has also observed general improvements in the macro supply chain environment as prices began to normalise following significant disruption between 2020-2022. For instance, during 2022, the Company observed a c.60% reduction in the cost of shipping its products. Invinity has also benefited from a c.14% reduction in the price of electrolyte and begun to realise economies of scale through its new manufacturing partnership with Baojia.

The Company has a strong portfolio of installed projects, with Invinity batteries being used independently by customers to perform a wide variety of services. Notable “showcase” projects in the UK include the Energy Superhub Oxford, Scottish Water Perth and the European Marine Energy Centre (EMEC). Invinity also has a number of delivered projects in the U.S. including high profile projects located in California with the Soboba Band of Luiseño Indians and the U.S. Marine Corps. Furthermore, in the near term, the Company expects its 8 MWh Yadlamalka project in Australia, the 8.4 MWh Elemental Energy project in Canada and the 10 MWh Viejas Microgrid project in the U.S. to come online, further evidencing the proven nature of Invinity’s products.

4. The Market Opportunity

The Directors believe that the time is right to see Invinity’s utility-grade energy storage become more available to the global market. In many of today’s largest energy markets, renewable penetration is currently constrained by two factors: the inability to maximise the use of renewable energy when it is available; and the need to rely on more expensive, higher-emissions sources of power when it is not.

The environment for stationary energy storage continues to improve. The demand for lithium-ion batteries needed to support the electrification of transport is already impacting global supplies and has increased the price of lithium and other battery minerals significantly, driving demand for non-lithium energy storage alternatives such as Invinity’s products.

Invinity has made the transition from a company with a product under development to a company shipping a commercial product. Although this transition was delayed by the impacts of the COVID pandemic, now that it has occurred, opportunities to showcase commercial VS3 product deployments at reference sites are already helping to accelerate commercial traction for Invinity’s products.

Industry analysts continue to forecast dramatic growth in the global energy storage sector. In the latter half of 2022, BloombergNEF’s H2 2022 Energy Storage Market Outlook “sees an additional 13% of capacity by 2030” which is equal to an extra 145 GWh, primarily driven by recent policy developments. According to a 2021 report published by Barclays Capital Inc. “Storage is critical to integrating variable renewable energies (‘VREs’) such as solar and wind” because “VREs are subject to hourly, daily and seasonal variations that often do not align with peak power demand. Storage can smooth out VRE fluctuations, mitigate VRE curtailments, firm up VRE supply into dispatchable power and alleviate grid congestion without expensive transmission upgrades.”

Furthermore, leading independent think tank RethinkX notes “it is both physically possible and economically affordable to meet 100 per cent. of electricity demand with the combination of solar, wind, and batteries by 2030 across the entire continental United States as well as the overwhelming majority of other populated regions of the world.” The inevitable shift towards renewable energy will produce large amounts of surplus power output with near-zero marginal cost of production. Energy storage is vital in ensuring this power is made available on demand. This systemic change to world electricity markets will create opportunities for new business models and products within the energy storage space.

The Barclays Capital Inc report also notes that “Lithium-ion will only get us so far, raising urgency for long-duration technologies.” This positive sentiment is supported by various intergovernmental organisations including the World Energy Council who in a recent report viewed energy storage as “instrumental in the grand energy transition”. On this basis, the Company remains confident that VFBS will play a significant role in the world’s low-carbon energy future.

5. Current Trading and Prospects

On 23 January 2023, Invinity provided an Operational and Trading Update which is summarised below.

Revenue and Backlog

- Revenue backlog for 2023: £22.0m (underpinning majority of current revenue expectations for the year)
- Revenue backlog for 2024: £7.4m (expected to increase significantly throughout the course of 2023)

Commercial Pipeline

Date	Closed MWh	Base MWh	Advanced MWh	Qualified (Near Term ²) MWh	Qualified (Further Term ²) MWh
22 September 2022 (HY22 Results)	28.0	22.8	63.5	405.8	– ¹
20 January 2023 (Current Trading)	59.8	15.6	129.4	766.4	1,190
% Change	+114%	-32%	+104%	+89%	–

1. Not reported in HY22 Results.
2. Near term dates in the Qualified categories are where estimated delivery is within the next 24 months. Further Term reflects estimated deliveries that are beyond the next 24 months.

Note: The decrease in the Base category reflects certain of the 31 MWh of sales that moved from Base to Closed since September 2022 partially offset as others had moved in from the Advanced category.

Full definitions of categories can be found in the Company's 2021 Annual Report. Base are deals negotiated and close to signing, Advanced deals are where negotiation and project development are in process, and Qualified deals represent significant engagement with the customer and the Company's belief in the viability of the opportunity. Closed deals represent those the Company is in the process of delivering or have already delivered.

Next-Generation Product Development Progress

- Significant progress continues to be made in the programme to design and develop its next-generation VFB.
- Ongoing achievement of developmental and engineering milestones has continued to validate the commercial and technical targets set by the programme.
- Contracts for a limited number of initial pilot projects expected to be announced in mid-2023, with publication of full product details, product certification and unrestricted sale of the product expected from H1 2024.

Bankability Report Completed

- Independent bankability review of the Company's VS3 vanadium flow battery was carried out
- The report confirmed the VS3 to be suitable for grid-scale battery projects, especially those requiring multiple back-to-back cycles, long discharge durations or a combination of the two, and that Invinity is leading among flow battery suppliers and comparable with Li-ion battery suppliers for applications at a range of scales.
- Important achievement for Invinity, offering credible 3rd party validation to prospective customers and project partners in respect of Invinity's technology.

Operational

- Material increase of Invinity production capacity over past 6 months, including significant expansion of Vancouver facility and successful transition to new contract manufacturer, Baojia.

- Invinity is closely monitoring developments in the U.S. regarding domestic content requirements that could benefit current and prospective customers in the form of Investment Tax Credits introduced under the Inflation Reduction Act. The Company is developing plans for domestic production with an expanding network of partners, including localised VS3 production.

Corporate

- \$10m convertible loan note funding facility announced on 14 December 2022. \$2.5m drawn immediately with balance subject to the agreement of noteholders.
- Invinity continues to manage its cash position carefully and as at 31 December 2022 had cash resources of £5.1m.
- Gamesa Electric continues to support Invinity’s corporate development and in consideration of this ongoing support, Invinity have extended the term of exercise of Gamesa’s option to purchase Invinity shares by 12 months.

Strategic

- Invinity continues to progress a number of strategic partnership and corporate growth opportunities and is currently in active, well-advanced discussions with multiple potential partners.
- A strategy to utilise partnerships to enter new markets without incurring the expenses associated with a full corporate presence has led to successful relationships with distribution partners in Korea (Hyosung) and Taiwan (Everdura, Bei Ying). These relationships have already led to closed sales opportunities, with many more reflected in the Company’s sales pipeline.
- New strategic relationships initiated in Invinity’s core markets including Dawsongroup in the UK and Indian Energy in the USA, both of which have yielded both initial sales and significant pipeline growth.
- Invinity continues to progress activity regarding its joint venture with US Vanadium which will aim to increase the US domestic content of Invinity’s batteries.

6. Material Contracts

6.1 *December 2022, Funding Facility*

On 14 December 2022 the Company entered into a convertible funding agreement with Riverfort Global Opportunities PCC Limited and YA II PN Ltd (together, the “**Noteholders**”), pursuant to which a facility of up to \$10 million was made available to the Company (the “**Facility**”). As part of the facility 2,700,038 Ordinary Shares were allotted to the Noteholders and an initial advance of \$2.5 million was made to the Company on 14 December 2022. No interest is payable on the initial advance and any interest rate on any further advance is to be agreed between the parties.

Any amount drawn down under the Facility is convertible into Ordinary Shares at a price equal to the lower of (a) 130% of the five day VWAP immediately prior to that drawdown (the “**Reference Price**”) and (b) 92% of the lowest daily VWAP in the 10 days prior to the Noteholder’s notice of conversion (but such period can commence no earlier than 1 December 2022 and will be shortened accordingly). The Noteholders will also be granted a number of warrants equal to 30% of each drawdown divided by the Reference Price. The exercise price of the warrants will be 150% of the Reference Price.

6.2 *November 2021, Placing agreement*

On 18 November 2021 the Company entered into a placing agreement with Canaccord Genuity and VSA Capital, pursuant to which Canaccord Genuity and VSA Capital, as agents for the Company, conditionally agreed to use their respective reasonable endeavours to procure subscribers for placing Shares comprising 25,000,000 Ordinary Shares at a price of 100 pence per share and for every two Ordinary Shares subscribed for, one short-term warrant and one long-term warrant.

The placing agreement contained customary warranties from the Company in favour of Canaccord Genuity and VSA Capital in relation to, *inter alia*, the accuracy of the information contained in the RIS announcements issued by the Company and other matters relating to the Group and its business. In addition, the Company agreed to indemnify Canaccord Genuity and VSA Capital in relation to certain defined liabilities they may incur in respect of the placing.

6.3 *May 2021, Joint Development Agreement*

On 10 May 2021 the Company entered into a Joint Development and Commercialization Agreement (“**JDCA**”) with Gamesa Electric S.A.U. (“**Gamesa Electric**”), a wholly owned subsidiary of Siemens Gamesa Renewable Energy, to jointly develop a grid-scale vanadium flow battery.

The JDCA sets out a detailed development program for the next-generation vanadium flow battery that is expected to take approximately three years to reach commercialisation. Over this period, Gamesa Electric has agreed to fund an aggregate US\$4.62 million of the Company’s activities within the joint development program, payable as development milestones are met. The JDCA may be terminated by Gamesa Electric should there be a failure to advance through development stages.

6.4 *May 2021, Option Agreement*

On 10 May 2021 the Company entered into an Option Agreement with Gamesa Electric, granting Gamesa Electric or its nominee within the SGRE group an option for 9.99 per cent. of Invinity’s issued share capital as at 10 May 2021 (the “**GAE Option**”, the “**GAE Option Shares**”) at 175 pence per share. If the GAE Option were to be exercised, Gamesa Electric or its nominee would have the right to appoint a director to the Company’s board subject to Gamesa Electric or its nominee maintaining a minimum 5 per cent. shareholding in the Company. Shareholder approval for the issue of the GAE Option Shares was granted at the Company’s annual general meeting on 27 October 2021.

7. **Interests of Directors**

7.1 *The Directors and their respective functions are set out below:*

Neil O’Brien	<i>(Non-executive Chairman)</i>
Larry Zulch	<i>(Chief Executive Officer)</i>
Jonathan Marren	<i>(Chief Development Officer and Interim Chief Financial Officer)</i>
Matthew Harper	<i>(Chief Commercial Officer)</i>
Rajat Kohli	<i>(Non-executive Director)</i>
Michael Farrow	<i>(Non-executive Director)</i>
Kristina Peterson	<i>(Non-executive Director)</i>

7.2 *Directors’ participation in the Fundraising*

	<i>Amount</i>	<i>Placing</i>
	<i>£</i>	<i>Shares</i>
Neil O’Brien	25,000	78,125
Larry Zulch	10,000	31,250
Jonathan Marren	20,000	62,500
Matthew Harper	5,000	15,625
Rajat Kohli	–	–
Michael Farrow	–	–
Kristina Peterson	–	–

Jonathan Marren intends to apply for Open Offer Entitlements and Excess Open Offer Entitlements of £20,000 in aggregate.

7.3 *Directors’ Shareholdings*

The interests of each of the Directors and their family (within the meaning of the AIM and AQSE Rules) in the issued ordinary share capital of the Company and the existence of which is known to,

or could with reasonable due diligence be ascertained by, any Director (i) as at the date of this Circular and (ii) as they are expected to be following Second Admission are as follows:

	<i>Number of Existing Ordinary Shares</i>	<i>Percentage of existing issued share capital</i>	<i>Number of Ordinary Shares (following Second Admission)¹</i>	<i>Percentage of Enlarged Share Capital (following Second Admission)¹</i>
Neil O'Brien	87,500	0.07%	165,625	0.08%
Larry Zulch	2,231,948	1.90%	2,290,199	1.15%
Jonathan Marren ²	199,977	0.17%	262,477	0.13%
Matthew Harper	1,597,845	1.34%	1,613,470	0.81%
Rajat Kohli	0	0.00%	0	0.00%
Michael Farrow	9,224	0.01%	9,224	0.01%
Kristina Peterson	0	0.00%	0	0.00%

1. Assumes that 100 per cent. of the Ordinary Shares theoretically available under the Open Offer are subscribed for in the Fundraising or placed pursuant to the Placing Option.
2. Assumes participation in the Open Offer for equivalent to £20,000.

7.4 **Directors' Options**

On 23 February 2023, being the last practicable date prior to the publication of this Circular, the Directors and (so far as is known to the Directors, having made appropriate enquiries) their family (within the meaning of the AIM and AQSE Rules) will have the following options over Ordinary Shares:

	<i>Number of Option Shares</i>	<i>Percentage of diluted issued Share capital (after taking account of the outstanding options)</i>	<i>Percentage of Enlarged Share Capital (following Second Admission)¹</i>
Matthew Harper	636,099	0.53%	0.32%
Jonathan Marren	500,000	0.42%	0.25%

1. Assumes that 100 per cent. of the Ordinary Shares theoretically available under the Open Offer are subscribed for in the Fundraising or placed pursuant to the Placing Option.

8. **Options**

As at 23 February 2023, being the last practicable date prior to the publication of this Circular, the Company has granted 1,136,099 Ordinary Shares, including those mentioned in 7.4 above. The options are the subject of certain vesting criteria.

9. **Director Service Contracts**

Neil O'Brien was appointed Non-executive Chairman on 2 April 2020, pursuant to an appointment letter dated 14 March 2019, as amended on 13 March 2020. Under Neil's revised appointment letter the Company shall pay him an annual fee of £60,000. The remaining terms of his appointment letter remain unchanged. Neil served as Executive Chairman from 14 March 2019 to 2 April 2020.

Larry Zulch was appointed Chief Executive Officer of the Company on 2 April 2020 pursuant to a deed of appointment with the Company dated 2 April 2020. Larry is employed as Chief Executive Officer by Invinity Energy Systems (U.S.) Corporation, a wholly owned subsidiary of the Company, pursuant to an employment agreement dated 2 April 2020 under which he receives an annual salary of \$208,000. The employment agreement may be terminated by either party at will, without notice. The deed of appointment terminates,

inter alia, if Larry's employment agreement with Invinity Energy Systems U.S. Corporation is terminated, or if Larry is removed from office by shareholders or not re-elected.

Jonathan Marren was appointed Chief Development Officer on 11 July 2022 and agreed to take on the role of Interim Chief Financial Officer on 29 September 2022. Under Jonathan's service agreement the Company shall pay him an annual salary of £160,000. The agreement is terminable by either party on six months' written notice. Jonathan Marren was previously appointed as the Chief Financial Officer of the Company on 9 July 2012 but resigned from this position on 29 February 2016 and was previously Non-executive Director pursuant to a letter of appointment with the Company dated 23 February 2016 and appointed Senior Independent Director on 1 May 2021.

Matthew Harper was appointed Chief Commercial Officer of the Company on 2 April 2020 pursuant to an employment agreement with Invinity Energy Systems (Canada) Corporation, a wholly owned subsidiary of the Company, under which he receives an annual salary of 263,000 Canadian Dollars. The agreement terminates, *inter alia*, if Matthew is removed from office by shareholders or not re-elected.

Rajat Kohli was originally appointed Non-executive Director of the Company on 22 June 2020. Pursuant to a letter of appointment dated 20 June 2020 Rajat receives an annual fee of £30,000. Originally appointed as board representative for Bushveld Vametco Limited, Rajat has continued as an independent Non-executive Director of the Company. The appointment terminates, *inter alia*, if Rajat is removed from office under the Company's articles of association. The appointment may also be terminated by the Company without notice in certain circumstances including incapacity for three months in any 12-month period and serious or repeated breach of obligations in connection with the appointment as determined by the Board. Rajat Kohli was appointed as Senior Independent Director on 11 July 2022 and receives an additional £5,000 per annum for acting in this capacity. He also receives an additional fee of £5,000 per annum for acting as chairman of the ESG Committee.

Michael Farrow was appointed as Non-executive Director pursuant to a letter of appointment with the Company dated 16 March 2006 governing the terms of his appointment as a non-executive Director of the Company. The letter of appointment provides for an annual fee of £30,000 and termination on three months' written notice by either party. The appointment may also be terminated by the Company without notice in certain circumstances including incapacity for three months in any 12-month period, serious or repeated breach of obligations in connection with the appointment or unsatisfactory performance as determined by the Board. He also receives an additional fee of £5,000 per annum for acting as chairman of the Audit and Risk Committee.

Kristina Peterson was appointed as a Non-executive Director on 2 November 2021 pursuant to a letter of appointment with the Company dated on 30 October 2021 governing the terms of her appointment as a Non-executive Director of the Company. The letter of appointment provides for an annual fee of \$50,000 and termination on three months written notice by either party. The appointment may also be terminated by the Company without notice in certain circumstances, including incapacity for three months in any 12-month period, serious or repeated breach of obligations in connection with the appointment or unsatisfactory performance as determined by the Board. Kristina receives an additional \$10,000 per year for acting as chair of the Remuneration Committee.

10. Securities

Save as disclosed in this document there are no subscriptions, allotments or options to be given, or already existing, in respect of any other securities of the Company, including any that have a prior right over the securities covered by the offer to a distribution of the Company's profits.

11. The Fundraising

11.1 The Placing

The Company has conditionally raised approximately £19 million (before expenses) through the issue of the Placing Shares at the Issue Price, which represents a discount of 13.51 per cent. to the closing

middle market price of 32 pence per Ordinary Share on 22 February 2023, being the last practicable date prior to the Launch Announcement.

The Company will require authorities to allot the Placing Shares and the Open Offer Shares. Accordingly, Placing is conditional upon Shareholders approving the Fundraising Resolution at the General Meeting that will *inter alia* grant to the Directors the authority to allot the Placing Shares for cash on a non-pre-emptive basis.

The Placing Shares will represent 31.10 per cent. of the Company's issued share capital immediately following First Admission assuming full take-up under the Open Offer or take-up in full under the Placing Option. Following the issue of the Subscription Shares and Second Admission the Placing Shares will represent 29.88 per cent. of the Company's Enlarged Issued Share Capital.

The Placing is conditional upon, *inter alia*, the Placing Agreement not having been terminated, the passing of the Fundraising Resolution at the General Meeting and First Admission occurring on or before 8.00 a.m. on 16 March 2023 (or such later date as Canaccord Genuity, VSA Capital and the Company may agree, being not later than 8.00 a.m. on 30 April 2023).

The issue of 14,568,495 Placing Shares to Schroder Investment Management, a substantial shareholder of the Company, constitutes a related party transaction under the AIM and AQSE Rules. The Directors consider, having consulted with Canaccord Genuity, acting in its capacity as the Company's Nominated Adviser, and VSA Capital, acting in its capacity as the Company's AQSE Corporate Adviser, that the terms of such placing are fair and reasonable insofar as the Company's shareholders are concerned.

11.2 ***The Placing Agreement***

Pursuant to the terms of the Placing Agreement dated 22 February 2023, Canaccord Genuity and VSA Capital, as agents for the Company, have conditionally agreed to use their respective reasonable endeavours to procure subscribers for the Placing Shares, and any Shares to be issued pursuant to the Placing Option. Canaccord Genuity and VSA Capital have conditionally placed the Placing Shares with certain institutional and other investors at the Issue Price. The Placing has not been underwritten. The Placing is conditional upon, *inter alia*, the Placing Agreement not having been terminated, the passing of the Fundraising Resolution at the General Meeting and First Admission occurring on or before 8.00 a.m. on 16 March 2023 (or such later date as Canaccord Genuity, VSA Capital and the Company may agree, being not later than 8.00 a.m. on 30 April 2023).

The Placing Agreement contains customary warranties from the Company in favour of Canaccord Genuity and VSA Capital in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Canaccord Genuity and VSA Capital in relation to certain defined liabilities that they may incur in respect of the Placing, Open Offer and Subscription.

The Placing Agreement also provides for the Company to pay all costs, charges and expenses of, or incidental to, the Placing and Admissions including all legal and other professional fees and expenses.

The Placing Shares have not been made available to the public and have not been offered or sold in any jurisdiction where it would be unlawful to do so.

11.3 ***Details of the Open Offer***

The Company considers it important that Qualifying Shareholders have an opportunity (where it is practicable for them to do so) to participate in the Fundraising and accordingly the Company is making the Open Offer to Qualifying Shareholders. The Company is proposing to raise up to approximately £4 million (before expenses) (assuming full take up of the Open Offer but being less than the €8 million maximum amount permitted in a year without requiring the publication by the Company of a prospectus under the Prospectus Rules) through the issue of up to 12,528,355 Open Offer Shares. The Open Offer is conditional upon, *inter alia*, the passing of the Fundraising Resolution at the General Meeting.

The Open Offer Shares are available to Qualifying Shareholders pursuant to the Open Offer at the Issue Price.

Open Offer Shares applied for pursuant to the Open Offer are payable in full on acceptance. Any Open Offer Shares not subscribed for by Qualifying Shareholders will be available to Qualifying Shareholders under the Excess Application Facility. Qualifying Shareholders may apply for Open Offer Shares under the Open Offer at the Issue Price on the following basis:

2 Open Offer Shares for every 19 Existing Ordinary Shares held by the Qualifying Shareholder on the Record Date

Entitlements of Qualifying Shareholders will be rounded down to the nearest whole number of Open Offer Shares. Fractional entitlements which would otherwise arise will not be issued to the Qualifying Shareholders but will be made available under the Excess Application Facility. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement. Not all Shareholders will be Qualifying Shareholders. Shareholders who are located in, or are citizens of, or have a registered office in certain overseas jurisdictions will not qualify to participate in the Open Offer. The attention of Overseas Shareholders is drawn to paragraph 6 of Part III of this document.

Valid applications by Qualifying Shareholders will be satisfied in full up to their Open Offer Entitlements as shown on the Application Form. Applicants can apply for less or more than their entitlements under the Open Offer but the Company cannot guarantee that any application for Excess Shares under the Excess Application Facility will be satisfied as this will depend in part on the extent to which other Qualifying Shareholders apply for less than or more than their own Open Offer Entitlements. The Company may satisfy valid applications for Excess Shares of applicants in whole or in part but reserves the right not to satisfy any excess above any Open Offer Entitlement. Applications made under the Excess Application Facility will be scaled back *pro rata* to the number of shares applied for if applications are received from Qualifying Shareholders for more than the available number of Excess Shares.

In the event that the Open Offer is not fully subscribed, Canaccord Genuity and VSA Capital reserve the right to place the balance of the Open Offer Shares, at not less than the Issue Price, in order to raise up to the maximum proceeds under the Open Offer (the “**Placing Option**”). Any exercise of the Placing Option would be on substantially the same terms as the Placing Agreement and the placing of any Open Offer Shares thereunder would be at not less than the Issue Price. However, neither Canaccord Genuity nor VSA Capital is under any obligation to exercise the Placing Option.

Application has been made for the Open Offer Entitlements to be admitted to CREST. It is expected that such Open Offer Entitlements will be credited to CREST on 28 February 2023. The Open Offer Entitlements will be enabled for settlement in CREST until 3:00 p.m. on 9 March 2023. Applications through the CREST system may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled by virtue of *bona fide* market claims. The Open Offer Shares must be paid in full on application. The latest time and date for receipt of completed Application Forms or CREST applications and payment in respect of the Open Offer is 11:00 a.m. on 14 March 2023. The Open Offer is not being made to Overseas Shareholders, as set out in paragraph 6 of Part III of this document.

Qualifying Shareholders should note that the Open Offer is not a rights issue and therefore the Open Offer Shares which are not applied for by Qualifying Shareholders will not be sold in the market for the benefit of the Qualifying Shareholders who do not apply under the Open Offer. The Application Form is not a document of title and cannot be traded or otherwise transferred.

Further details of the Open Offer and the terms and conditions on which it is being made, including the procedure for application and payment, are contained in Part III of this document and on the accompanying Application Form.

The Open Offer is conditional on, *inter alia*, shareholder approval to enable the issue of the Open Offer Shares, which will be sought at the General Meeting, and the Placing becoming or being declared unconditional in all respects. Accordingly, if these conditions are not satisfied or waived (where capable of waiver), the Open Offer will not proceed, and the Open Offer Shares will not be issued, and all monies received by the Registrars will be returned to the applicants (at the applicant's risk and without interest) as soon as possible thereafter. Any Open Offer Entitlements admitted to CREST will thereafter be disabled.

11.4 ***The Subscription***

The Company has conditionally raised £2.5 million (before expenses) through the issue of the Subscription Shares at the Issue Price.

Everbrite Technology Co., Ltd. has conditionally agreed to subscribe for 7,812,500 New Ordinary Shares at the Issue Price pursuant to the Subscription Agreement dated 22 February 2023. The Subscription Shares will, when issued, be credited as fully paid and will rank *pari passu* with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid in respect of Ordinary Shares after Second Admission. The Subscription Shares will represent approximately 29.88 per cent. of the Enlarged Share Capital, assuming full take up of the Open Offer Entitlements or take-up in full of the Placing Option. Completion of the Subscription is conditional, *inter alia*, on the Approvals and the Subscription Resolution. The Fundraising is not conditional on completion of the Subscription.

11.5 ***Settlement and dealings***

Application will be made to the London Stock Exchange and AQSE for the Placing Shares and the Open Offer Shares to be admitted to trading on AIM and AQSE.

It is expected that First Admission will become effective at 8.00 a.m. on 16 March 2023.

Application will be made to the London Stock Exchange and AQSE for the Subscription Shares to be admitted to trading on AIM and AQSE. It is expected that Second Admission will become effective no later than 23 May 2023.

The New Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive dividends and other distributions declared, made or paid after the date of their issue.

11.6 ***Effect of the Fundraising and Subscription***

Upon Second Admission, and assuming full take up of the Open Offer Entitlements or take-up in full of the Placing Option and no further exercise of options under the Company's share schemes, the Enlarged Share Capital is expected to be 198,735,234 Ordinary Shares. On this basis, the New Ordinary Shares will represent approximately 40.11 per cent. of the Company's Enlarged Share Capital.

Following the issue of the New Ordinary Shares pursuant to the Fundraising and Subscription, assuming full take up of the Open Offer Entitlements or take-up in full of the Placing Option and no further exercise of options under the Company's share schemes, a Qualifying Shareholder who does not take up any of their Open Offer Entitlements nor participate in the Placing will suffer a dilution of approximately 40.11 per cent. to their interests in the Company. Qualifying Shareholders that take up their Open Offer Entitlements in full, and do not participate in the Placing, will suffer a dilution of approximately 33.81 per cent. to their interest in the Company.

The expenses of the Fundraising and Subscription are expected to be approximately £1,099,750 million.

12. The General Meeting

The Directors do not currently have authority to allot all of the New Ordinary Shares on a non-pre-emptive basis. Accordingly, the Board is seeking the approval of Shareholders at the General Meeting to disapply the pre-emption rights in the Company's articles of association from the allotment and issue of the New Ordinary Shares in connection with the Subscription, the Placing, the Open Offer and/or the Placing Option.

Resolutions 1 and 2 (inclusive) will be proposed as special resolutions. To be passed, Resolutions 1 and 2 (inclusive) will require the support of not less than two-thirds of the total voting rights of Shareholders who (being entitled to do so) vote on such resolutions (in person or by proxy) at the General Meeting.

Set out at the end of this document is a notice convening the General Meeting to be held on 15 March 2023 at 11:00 a.m. at the offices of Canaccord Genuity Ltd at 88 Wood Street, London EC2V 7QR at which the Resolutions will be proposed for the purposes of implementing the Fundraising and Subscription.

13. Action to be taken

13.1 *In respect of the General Meeting*

A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Computershare Investor Services (Jersey) Limited, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible, but in any event so as to be received by no later than 11:00 a.m. on 13 March 2023 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by the issuer's agent (ID 3RA50) by no later than 11:00 a.m. on 14 March 2023 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

13.2 *In respect of the Open Offer*

Qualifying Non-CREST Shareholders wishing to apply for Open Offer Shares, or the Excess Shares must complete the enclosed Application Form in accordance with the instructions set out in paragraph 3 of Part III of this document and on the accompanying Application Form and return it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6AH, so as to arrive no later than 11:00 a.m. on 13 March 2023.

If you do not wish to apply for any Open Offer Shares under the Open Offer, you should not complete or return the Application Form. Shareholders are nevertheless requested to complete and return the Form of Proxy.

If you are a Qualifying CREST Shareholder, no Application Form will be sent to you. Qualifying CREST Shareholders will have Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to their stock accounts in CREST. You should refer to the procedure for application set out in paragraph 3 of Part III of this document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 3.2 of Part III of this document by no later than 11.00 a.m. on 14 March 2023.

Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer.

14. Overseas Shareholders

Information for Overseas Shareholders who have registered addresses outside the United Kingdom or who are citizens or residents of countries other than the United Kingdom appears in paragraph 6 of Part III of this document, which sets out the restrictions applicable to such persons. If you are an Overseas Shareholder, it is important that you pay particular attention to that paragraph of this document.

15. Recommendation

The Directors consider the Fundraising and Subscription to be in the best interests of the Company and its Shareholders as a whole and accordingly recommend unanimously Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do so in respect of their beneficial holdings amounting, in aggregate, to 4,153,495 Existing Ordinary Shares, representing approximately 3.49 per cent. of the existing issued Ordinary Share capital of the Company.

Should the Resolutions at the General Meeting not be passed and the Fundraising and Subscription not complete, the above mentioned use of proceeds would not be achievable and the Company would have to explore other funding alternatives to support its working capital requirements.

Yours faithfully

Neil O'Brien

Non-executive Chairman

PART II

RISK FACTORS

Any investment in the Company is subject to a number of risks. Accordingly, prospective investors should carefully consider the risk factors set out below as well as the other information contained in this document before making a decision whether to invest in the Company. The risks described below are not the only risks that the Group faces. Additional risks and uncertainties that the Directors are not aware of or that the Directors currently believe are immaterial may also impair the Group's operations. Any of these risks may have a material adverse effect on the Group's business, financial condition, results of operations and prospects. In that case, the price of the Ordinary Shares could decline and investors may lose all or part of their investment. Prospective investors should consider carefully whether an investment in the Company is suitable for them in light of the information in this document and their personal circumstances.

Before making an investment, prospective investors are strongly advised to consult an investment adviser authorised under FSMA who specialises in investments of this kind. A prospective investor should consider carefully whether an investment in the Company is suitable in the light of his or her personal circumstances, the financial resources available to him or her and his or her ability to bear any loss which might result from such investment.

The following factors do not purport to be a complete list or explanation of all the risk factors involved in investing in the Company. In particular, the Company's performance may be affected by changes in the market and/or economic conditions and in legal, regulatory and tax requirements.

1. General Risks

An investment in the Company is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which may result. A prospective investor should consider with care whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.

Investment in the Company should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of the Company's investments will occur or that the investment objectives of the Company will be achieved. Investors may not get back the full or any amount initially invested.

The prices of shares and the income derived from them can go down as well as up. Past performance is not necessarily a guide to the future.

Changes in economic conditions including, for example, interest rates, rates of inflation, industry conditions, competition, political and diplomatic events and trends, tax laws and other factors can substantially and adversely affect equity investments and the Company's prospects.

2. Risks relating to the Fundraising and the Ordinary Shares

2.1 *Future sales of Ordinary Shares could adversely affect the market price of the Ordinary Shares*

Sales of additional Ordinary Shares into the public market following the Open Offer could adversely affect the market price of the Ordinary Shares if there is insufficient demand for the Ordinary Shares at the prevailing market price.

2.2 *If the Fundraising Resolution is not passed, the Company will not be able to proceed with the Fundraising*

The Fundraising Resolutions to be proposed at the General Meeting will be proposed as a special resolution and, to be passed, will require the support of not less than two-thirds of the total voting rights of Shareholders who (being entitled to do so) vote on such resolution at the General Meeting. The Fundraising is conditional on, *inter alia*, the passing of the Fundraising Resolution.

In the event that the Fundraising Resolution is not passed, the Company will not be able to proceed with the Fundraising. The Fundraising is very important to the Company's working capital projections.

2.3 ***Holders of Existing Ordinary Shares who do not acquire Open Offer Shares pursuant to the Open Offer will experience a further dilution of their percentage ownership of the Company's Ordinary Shares***

Shareholders' proportionate ownership and voting interest in the Company will be reduced pursuant to the Placing and Subscription. Shareholders' proportionate ownership and voting interest in the Company will be further reduced pursuant to Open Offer to the extent that Shareholders do not take up the offer of Open Offer Shares under the Open Offer. Subject to certain exceptions, Shareholders in the United States and other Restricted Jurisdictions will not be able to participate in the Open Offer.

2.4 ***Pre-emption rights may not be available to Overseas Shareholders of Ordinary Shares***

In the case of certain increases in the Company's issued share capital, holders of Ordinary Shares have the benefit of statutory pre-emption rights to subscribe for such shares, unless Shareholders waive such rights by a resolution passed at a Shareholders' meeting, or in certain other circumstances. United States and other overseas holders of shares are very likely to be excluded from exercising any such pre-emption rights they may have, unless a registration statement under the U.S. Securities Act is effective with respect to those rights, or an exemption from the registration requirements under the U.S. Securities Act is available. The Company is unlikely to file any such registration statement, and the Company cannot assure prospective investors that any exemption from those registration requirements would be available to enable United States or other overseas shareholders to exercise such pre-emption rights or, if available, that the Company will utilise any such exemption.

2.5 ***Access to further capital***

The Company may require additional funds to respond to enable future acquisitions, expansion activity and/or business development, and/or respond to business challenges, enhance existing products and services or further develop its sales and marketing channels and capabilities. Accordingly, Invinity may need to engage in equity or debt financings to secure additional funds. If the Company raises additional funds through further issues of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities could have rights, preferences and privileges superior to those of current shareholders. Any debt financing secured by the Company in the future could involve restrictive covenants relating to its capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions.

In addition, the Company may not be able to obtain additional financing on terms favourable to it, if at all. If the Company is unable to obtain adequate financing or financing on terms satisfactory to it, when required, its ability to continue to support its business growth and to respond to business challenges could be significantly limited or could affect its financial viability.

2.6 ***Dilution***

If available, any future financings to provide required capital may dilute shareholders' proportionate ownership in the Company. The Company may raise capital in the future through public or private equity financings or by raising debt securities convertible into Ordinary Shares, or rights to acquire these securities. Any such issues may exclude the pre-emption rights pertaining to the then outstanding shares. If the Company raises significant amounts of capital by these or other means, it could cause dilution for the Company's existing shareholders. Moreover, the further issue of Ordinary Shares could have a negative impact on the trading price and increase the volatility of the market price of the Ordinary Shares. The Company may also issue further Ordinary Shares, or create further options over Ordinary Shares, as part of its employee remuneration policy, which could in aggregate

create a substantial dilution in the value of the Ordinary Shares and the proportion of the Company's share capital in which investors are interested.

2.7 *Shareholders may be exposed to fluctuations in currency exchange rates*

The Existing Ordinary Shares and the New Ordinary Shares are priced in pounds sterling, and will be quoted and traded in pounds sterling. Accordingly, Shareholders resident in non-UK jurisdictions are subject to risks arising from adverse movements in the value of their local currencies against pounds sterling, which may reduce the value of the Ordinary Shares. This is particularly relevant given the uncertainty around the UK's exit from the European Union.

2.8 *The ability of Overseas Shareholders to bring actions or enforce judgments against the Company or the Directors may be limited*

The ability of an Overseas Shareholder to bring an action against the Company may be limited under law. The Company is a public limited company incorporated in Jersey. The rights of holders of Ordinary Shares are governed by Jersey law and by the Articles. These rights differ from the rights of shareholders in typical U.S. corporations, UK corporations and other non-Jersey corporations. An Overseas Shareholder may not be able to enforce a judgment against the Company, the Group or some or all of the Directors and executive officers. Consequently, it may not be possible for an Overseas Shareholder to effect service of process upon the Company or the Directors and executive officers within the Overseas Shareholder's country of residence or to enforce against the Company or the Directors and executive officers within the Overseas Shareholder's country of residence or to enforce against the Company or the Directors and executive officers' judgments of courts of securities laws. There can be no assurance that an Overseas Shareholder will be able to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries other than the UK and Jersey against the Company or the Directors or executive officers who are residents of the UK, Jersey or countries other than those in which judgment is made. In addition, English, Jersey or other courts may not impose civil liability on the Company or the Directors or executive officers in any original action based solely on foreign securities laws brought against the Company or the Directors in a court of competent jurisdiction in England, Jersey or other countries.

2.9 *The New Ordinary Shares may not be suitable as an investment*

The New Ordinary Shares may not be a suitable investment for all the recipients of this document. Before making a final decision, investors are advised to consult an independent investment adviser authorised under the FSMA who specialises in advising on the acquisition of shares and other securities. The value of the New Ordinary Shares and any income received from them can go down as well as up and investors may get back less than their original investment.

2.10 *The Company's securities are traded on AIM and AQSE rather than the Official List*

The Existing Ordinary Shares are, and the New Ordinary Shares will be, traded on AIM and AQSE rather than the Official List of the Financial Conduct Authority. An investment in shares traded on AIM and AQSE may carry a higher risk than those listed on the Official List. The market price of the Ordinary Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Group, divergence in financial results from analysts' expectations, changes in estimates by stock market analysts, general economic conditions, overall market or sector sentiment, legislative changes in the Group's sector and other events and factors outside of the Group's control. Stock markets have from time to time experienced severe price and volume fluctuations, a recurrence of which could adversely affect the market price for the Ordinary Shares. Prospective investors should be aware that the value of the Ordinary Shares may be volatile and could go down as well as up, and investors may therefore not recover their original investment especially as the market in the Ordinary Shares may have limited liquidity. Admission to AIM and AQSE should not be taken as implying that there will be a liquid market for the Ordinary Shares.

2.11 *The Company's share price fluctuates*

The market price of the Ordinary Shares could be subject to significant fluctuations due to a change in sentiment in the market regarding the Ordinary Shares (or securities similar to them). Such risks depend on the market's perception of the likelihood of success of the Fundraising, and/or may occur in response to various facts and events, including any variations in the Group's operating results, business developments of the Group and/or its competitors. Stock markets have, from time to time, experienced significant price and volume fluctuations that have affected the market prices for securities and which may be unrelated to the Group's operating performance or prospects. Furthermore, the Group's operating results and prospects from time to time may be below the expectations of market analysts and investors. Any of these events could result in a decline in the market price of the Ordinary Shares and investors may, therefore, not recover their original investment.

Any sale of Ordinary Shares could have an adverse effect on the market price of the Ordinary Shares. Furthermore, it is possible that the Company may decide to offer additional shares in the future. An additional offering could also have an adverse effect on the market price of the Ordinary Shares.

2.12 *The Company does not plan on making dividend payments in the foreseeable future*

There can be no assurance as to the level of future dividends. The declaration, payment and amount of any future dividends of the Company are subject to the discretion of the Directors and will depend on, among other things, the Company's results of operations and financial condition, its future business prospects, any applicable legal or contractual restrictions and availability of profits. At present, there is no intention to pay a dividend.

2.13 *The Company is not profitable*

The Company is not currently profitable and there is no guarantee that it will be profitable in the future. Any future profitability is subject to the Company's ability to convert its pipeline of potential sales to contracts and perform those contracts profitably as well as by factors outside of the Directors' control, including taxation, economic climate and third parties.

3. **Risks relating to the Group's business**

3.1 *Key personnel*

The Company's business, development and prospects are dependent on a small number of key management personnel. The loss of the service of one or more of such key management personnel may have an adverse effect on the Company. The Directors believe that the operational experience and technical know-how of the Company's key management personnel are important to the Company's future development. The loss of the services of any key management personnel, for any reason, or failure to attract and retain necessary additional personnel, could adversely impact on the business, development, financial condition, results of operations and prospects of the Company. The Directors believe the Company operates a progressive and competitive remuneration policy which plays an important part in retaining and attracting key management personnel.

3.2 *US tax inversion risk*

Following the merger with Avalon Battery Corporation, as Avalon is US-based there is a risk that the Company may be deemed to be onshore for U.S. tax purposes. However, the Company has taken advice and believes that this should not be the case under current U.S. legislation. There is a risk that the U.S. government could introduce retrospective legislation to change the rules, in which case the Company might be deemed to be U.S. tax resident, with the consequence of being subject to U.S. federal taxation on its worldwide operations.

3.3 *Transfer pricing*

The Company trades between Canada and the US, which includes the importation of materials from Canada to sell into the US, and between the UK and Ireland. There is a risk around the transfer pricing

arrangements which could be challenged by the tax authorities. The relevant transfer pricing regimes are kept under close internal review and the Company takes active steps to ensure compliance.

3.4 ***Tariffs***

Current U.S. rules require tariffs to be paid on imports from China. The Company imports certain goods from China to Canada which, once assembled into stacks and electrolyte is added, are labelled as “made in Canada”. The Company has taken professional advice on these arrangements and believes it complies with the relevant U.S. requirements. There is a risk that authorities, including U.S. authorities, might look through these arrangements and retrospectively impose tariffs.

3.5 ***VFB market may not mature in the way the Directors expect***

The market for vanadium flow batteries (“VFBs”) is developing. The Directors expect the market to mature to a stage where the capabilities of VFBs are fully understood. The Company has a number of proof-of-concept units in the market, but to meet growth projections VFBs need to become widely accepted and utilised in grid stabilisation and for energy storage. There is a risk that the market may not mature in this way, or at the pace expected.

3.6 ***Government energy market policy may change***

The energy markets in many countries rely, to a large degree, on national and international regulatory policy. The EU, the UK and the USA have, in recent years, adopted policies and mechanisms actively supporting renewable energy. It is possible that this approach could be modified or changed in the future, including as a result of a change in Government or a change in Government policy, relating to renewable energy directly or to energy policy more generally. Government funding, including grants, is required for projects in the Company’s pipeline. If such funding is reduced or withdrawn, the Company’s business and growth plans would be adversely affected.

3.7 ***R&D spend may affect profitability***

The Company will need to reduce the costs of its products, and as such R&D spend to effect this reduction will continue. Product costs must be reduced to a point where the deployment of VFBs provides the desired returns for their purchasers. Until the Company is able to achieve these cost reductions, and even afterwards, R&D spend may adversely affect profitability.

3.8 ***Failure to achieve projected revenues and potential impact on the viability of the business***

If the Company fails to achieve the anticipated level of sales in its pipeline, the Company will have to consider alternative financing methods and sources. Should the market not develop as expected by the Directors, the Company may have to cease trading. The Directors closely monitor sales and projections on a month-by-month basis and will adjust the Company’s costs and infrastructure to react to the market.

3.9 ***Vanadium price volatility***

A key component of VFBs is the vanadium feedstock used as electrolyte in the battery, which currently constitutes approximately 19 per cent. of the Company’s VS3 unit price. There is a general assumption that VFB projects are viable for investors when the vanadium price is below \$12/lb. In November 2018 the price of vanadium reached \$28/lb, but the Directors believe that this was a one-off spike due to a monopolistic supply and sudden enforcement of Chinese building regulations (as vanadium is used to strengthen steel). As at the date of this document the price of Vanadium Pentoxide (V₂O₅) is around \$9/lb, which is in above the historic average price. There is a risk that the price of vanadium could make the vanadium in the Company’s products financially unviable for purchase, which the Directors are striving to mitigate by developing relationships with vanadium suppliers. The Company’s customers are also able to lease the vanadium, which further mitigates the impact of any vanadium price increases.

3.10 ***Reliance on suppliers***

The manufacture of the Company's product is dependent on a number of key suppliers. This reliance may not diminish as there are very few suppliers of the materials required. The Company has, however, developed multiple relationships in the industry which mean that alternative suppliers can be used at relatively short notice for most specialised components.

3.11 ***Additional managerial and operational resources***

As the Company continues to grow and expand with customer demand, there may be a need to deploy additional skills and resources to meet the needs of the Company beyond those included in current cost projections. Management, though, has the relevant experience to know when these resources should be obtained and deployed on an as-needed basis.

3.12 ***Reliance on manufacturing partners***

The manufacture of the Company's product is also dependent upon manufacturing partners, most notably Baojia New Energy which operates a factory in Suzhou, China. While the Company successfully transitioned manufacturing to Baojia from BCI, also in Suzhou, some elements of the transition remain in progress. If issues in completing all aspects of the transition arise, the Company could suffer delays or additional expenses. Further, the Company has plans to address geo-political challenges regarding China. However, if issues of this kind arise, addressing them could require additional capital and introduce delays to the Company's plans to enable customer deliveries to occur within six months of closing a new contract, potentially leading to an interval of a year or even longer.

3.13 ***Counterparty Risk***

There is a possibility that the contracting party for one or more projects considered closed may not fulfil their part of the deal and may default on contractual obligations. While this risk is mitigated in part by the Company's practice of requiring deposits upon contract signing, by progress payments required as fulfilment of the contract progresses, and by the financial strength of the counterparties, some exposure remains.

3.14 ***Currency fluctuations***

Currency fluctuations may affect the costs that the Company incurs in its operations. A proportion of the Company's revenues and capital and operating expenditure is incurred in currencies other than the GBP Sterling, principally U.S. Dollars and Canadian Dollars. The Company currently hedges its foreign exchange risk on anticipated materials purchases though, in future, the opportunities to hedge any foreign exchange exposure in these currencies may be limited. The Company will seek to mitigate transaction risk by maintaining controlled amounts of cash in the required currencies. Currency fluctuations may also result in unrealised foreign exchange gains or losses that materially adversely affect the financial results of the Company reported in GBP Sterling.

3.15 ***Warranties and liquidated damages***

Certain of the Company's contracts include warranties and/or liquidated damages clauses. Historically these are provided for on the balance sheet. There is a risk that these provisions will not be adequate.

3.16 ***General Economic Climate***

Factors such as inflation, interest rates, supply and demand of capital and industrial disruption have an impact on business costs and commodity prices and stock market prices. The Company's operations, business and profitability can be affected by these factors, which are beyond the control of the Company.

3.17 ***Tax***

The Company has operations in Canada, the US, the UK, and Australia. The Company manages all of its tax affairs in these jurisdictions carefully and takes appropriate advice from appropriately qualified tax agents in each jurisdiction. However, the Company is exposed to the Government taxation policies in each of the countries over which they have no direct control.

3.18 ***Intellectual property and know-how***

The Company has sought to protect its proprietary software, know-how and other intellectual property by the filing of patent applications, entering into non-disclosure agreements with employees, independent contractors and third parties in the ordinary course of its business, implementing and maintaining internal and external controls and processes restricting access to the software's underlying source code and using the laws of copyright, trade secret and confidentiality.

Any intellectual property, whether or not registered owned and/or used by the Company in the course of its business or in respect of which the Company believes it has rights, may be prejudiced and/or open to challenge by third parties (including where such third parties have or claim to have pre-existing rights in such intellectual property). In any such case, the Company may be prevented from using such intellectual property or may become involved in litigation to protect its intellectual property rights, each of which may have a material adverse effect on the operating results, business, financial condition and prospects of the Company. Although it has taken precautions, the Company cannot guarantee that any action or inaction by the Group will not inadvertently infringe the intellectual property rights of others. Any infringement by the Company of the intellectual property rights of others could have a material adverse effect on the operating results, business, financial condition and prospects of the Company. Despite precautions which may be taken by the Company to protect its software, unauthorised parties may attempt to copy, or obtain and use, its software and the technology incorporated in them. This could cause the Company to incur significant unbudgeted costs in defending its software and technology.

3.19 ***Product liability or other claims***

Whilst the Company has instituted measures to manufacture its products in accordance with appropriate quality-control standards, there can be no assurance that each of the Company's products are free from defects or that they will not be involved in a product recall or product liability or other claims relating to product quality. Product liability or other claims in relation to the Company's products and services could result in reduced sales, recalls, injury or consequential damages to customers or third parties, or harm to the Company's reputation. Actual or perceived quality defects could adversely affect sales and require recalls. Further, express or implied warranties and strict product liability laws in certain jurisdictions could lead to significant damage claims which the Company may be forced to settle, regardless of fault. Such events could materially adversely affect the Company's business, results of operations or financial condition. The Company maintains appropriate insurance to mitigate against these risks where possible.

3.20 ***Health and safety risks***

The Company is subject to various statutory compliance and litigation risks under health, safety and employment laws. There can be no guarantee that there will be no accidents or incidents suffered by the Company's employees, its contractors or other third parties at the Company's facilities. If any of these incidents occur, the Company could be subject to prosecutions and litigation, which may lead to fines, penalties and other damages being imposed and cause damage to the Company's reputation. Such events could have a material adverse effect on the Company's business operations, prospects, financial condition and operational results.

3.21 ***Brexit***

The United Kingdom's exit from the European Union ("**Brexit**") has resulted in economic volatility, particularly with respect to the share price of UK-based enterprises and depreciation of the pound sterling, including against the United States dollar. Potential long-term uncertainties with respect to

the process, timeline and terms of Brexit, and its effects on existing and future contractual arrangements and economic relationships, may result in a slowdown in foreign and domestic investment in the UK economy, which may adversely impact the Company's trading and ability to raise any further financing which may be required. The Company cannot guarantee that its business plans and projections will not be directly or indirectly adversely impacted by Brexit.

3.22 *Transport and logistics risks*

The Company's global footprint includes manufacturing facilities and suppliers in the UK, Europe, China, Canada and USA, with major customers in those locations as well as in Australia. As a result, Invinity has a globally distributed supply chain, which can be affected from time to time by macro events, specifically those which affect the cost and duration of transport and logistics for the Company's products and key components, which are beyond its control.

3.23 *Gamesa Electric JDCA*

The Company continues to make significant progress in the development of Mistral, its next-generation product, under the auspices of the joint development and commercialisation agreement ("JDCA") with Gamesa announced 11 May 2021. Invinity expects to announce initial pilot projects in H2 2023 with commercial launch of Mistral expected to occur in mid-2024. The JDCA with Gamesa may not progress in the way envisaged by the Directors. In particular the Company may not reach the expected joint commercial release under the agreement, including for reasons outside of its control. Accordingly the Company may not achieve the rates of growth which the Directors expect to follow from commercialisation.

3.24 *LODES Competition*

The Company is participating in the UK Government's Department for Business, Energy & Industrial Strategy's (BEIS) Longer Duration Energy Storage Demonstration ("**LODES**") Competition. The Company was awarded £708,371 of funding from BEIS under Phase 1 of the LODES competition to carry out a comprehensive planning and feasibility study for a large scale, grid-connected vanadium flow battery project in the UK (the "**Project**").

The Company has now submitted the required application and supporting materials to BEIS in respect of Phase 2 of the LODES competition and will look to publish certain findings from the completed feasibility study on its website in due course. If successful in this application, BEIS is expected to make available funds of up to £11 million in support of Project development costs, representing a significant proportion of the total. Invinity now awaits a final decision from BEIS in respect of the award, after which the Project would move through definitive contracting to the build and commissioning stage (Phase 2) alongside a new Phase 2 development partner, a leading UK-focussed developer of flexible generation and battery storage projects. Invinity currently expects to be notified of BEIS' decision within the next few months. Due to the competitive nature of this process, there is no guarantee the Company will ultimately be successful in the award of Phase 2 or the scale of any such award.

The risks above do not necessarily comprise all those faced by the Company and are not intended to be presented in any assumed order of priority. The investment offered in this document may not be suitable for all of its recipients. Investors are accordingly advised to consult an investment adviser, who is authorised under the FSMA if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser and who or which specialises in investments of this kind before making a decision to apply for New Ordinary Shares.

PART III

TERMS AND CONDITIONS OF THE OPEN OFFER

Introduction

As explained in the letter from the Chairman set out in Part I of this document, the Company has conditionally raised £21.5 million (before expenses) through the issue of Placing Shares and the Subscription Shares, and is proposing to raise up to approximately £4 million (before expenses) (assuming full take up of the Open Offer but being less than the €8 million maximum amount permitted in a year without requiring the publication by the Company of a prospectus under the Prospectus Rules) in addition and separate to the funds raised pursuant to the Placing and Subscription, through the issue of Open Offer Shares to Qualifying Shareholders at the Issue Price. The Open Offer is conditional upon, *inter alia*, the passing of the Fundraising Resolution at the General Meeting.

The Issue Price represents a discount of 13.51 per cent. to the closing middle market price of 37 pence per Ordinary Share on 22 February 2023, being the last practicable date prior to the Launch Announcement.

The purpose of this Part III is to set out the terms and conditions of the Open Offer. Up to 12,528,355 Open Offer Shares will be issued through the Open Offer. Qualifying Shareholders are being offered the right to subscribe for Open Offer Shares in accordance with the terms of the Open Offer. The Open Offer has not been underwritten.

The Record Date for entitlements under the Open Offer for Qualifying CREST Shareholders and Qualifying Non-CREST Shareholders is 21 February 2023. Qualifying Non-CREST Shareholders will have received Application Forms with this document and Open Offer Entitlements are expected to be credited to the stock accounts of Qualifying CREST Shareholders in CREST by 28 February 2023.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders to apply for Excess Shares. Excess Open Offer Entitlements are expected to be credited to the stock accounts of Qualifying CREST Shareholders in CREST by 28 February 2023.

The latest time and date for receipt of a completed Application Form and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate) is 11:00 a.m. on 13 March 2023 with First Admission and commencement of dealings in Open Offer Shares expected to take place at 8:00 a.m. on 16 March 2023.

This document and, for Qualifying Non-CREST Shareholders only, the Application Form contains the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 3 of this Part III, which gives details of the procedure for application and payment for the Open Offer Shares and any Excess Shares applied for pursuant to the Excess Application Facility.

The Open Offer Shares will, when issued and fully paid, rank equally in all respects with the Existing Ordinary Shares, including the right to receive all dividends or other distributions made, paid or declared, if any, by reference to a record date after the date of their issue.

The Open Offer is an opportunity for Qualifying Shareholders to apply for up to 12,528,355 Open Offer Shares *pro rata* (excepting fractional entitlements) to their current holdings of Ordinary Shares at the Issue Price in accordance with the terms of the Open Offer.

Qualifying Shareholders are also being offered the opportunity to apply for additional Open Offer Shares in excess of their Open Offer Entitlement to the extent that other Qualifying Shareholders do not take up their Open Offer Entitlement in full. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement as at the Record Date.

Any Qualifying Shareholder who has sold or transferred all or part of his/her registered holding(s) of Ordinary Shares prior to the Ex-entitlement Date is advised to consult his or her stockbroker, bank or other agent through or to whom the sale or transfer was effected as soon as possible since the invitation to apply

for Open Offer Shares under the Open Offer may be a benefit which may be claimed from him/her by the purchasers under the rules of the London Stock Exchange.

1. The Open Offer

Subject to the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, in the Application Form), Qualifying Shareholders are hereby invited to apply for Open Offer Shares at the Issue Price, payable in full in cash on application, free of all expenses, on the basis of:

- (a) 2 Open Offer Shares for every 19 Existing Ordinary Shares held by Qualifying Shareholders at the Record Date and so in proportion for any other number of Ordinary Shares then held; and
- (b) further Open Offer Shares in excess of the Open Offer Entitlement through the Excess Application Facility (although such Open Offer Shares will only be allotted to the extent that not all Qualifying Shareholders apply for their Open Offer Entitlement in full).

Entitlements under the Open Offer will be rounded down to the nearest whole number of Open Offer Shares, with fractional entitlements being aggregated and made available under the Excess Application Facility.

Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer, as will holdings under different designations and in different accounts.

If you are a Qualifying Non-CREST Shareholder, the Application Form shows the number of Existing Ordinary Shares registered in your name on the Record Date (in Box A) and your Open Offer Entitlements (in Box B).

If you are a Qualifying CREST Shareholder, application will be made for your Open Offer Entitlement and Excess CREST Open Offer Entitlement to be credited to your CREST account. Open Offer Entitlements and Excess CREST Open Offer Entitlements are expected to be credited to CREST accounts on 28 February 2023. The Existing Ordinary Shares are already admitted to CREST. Accordingly, no further application for admission to CREST is required for the New Ordinary Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders, provided they have taken up their Open Offer Entitlement in full, to apply for further Open Offer Shares in excess of their Open Offer Entitlement. Qualifying CREST Shareholders will have their Open Offer Entitlement and Excess CREST Open Offer Entitlement credited to their stock accounts in CREST and should refer to paragraph 3.2 of this Part III for information on the relevant CREST procedures and further details on the Excess Application facility. Qualifying CREST Shareholders can also refer to the CREST Manual for further information on the relevant CREST procedures.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, such applications will be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

Please refer to paragraphs 3.1(f) and 3.2(k) of this Part III for further details of the Excess Application Facility.

In the event that the Open Offer is not fully subscribed, Canaccord Genuity and VSA Capital have the right to place the balance of the Open Offer Shares, pursuant to the Placing Option, at not less than the Issue Price, in order to raise up to the maximum proceeds under the Open Offer. The Placing Option will not be underwritten and neither Canaccord Genuity nor VSA Capital is under any obligation to exercise the Placing Option.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should also note that their respective Application Forms are not negotiable documents and

cannot be traded. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements and Excess CREST Open Offer Entitlements will be credited through CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer. Any Open Offer Shares which are not applied for by Qualifying Shareholders under the Open Offer will not be issued by the Company as the Open Offer is not underwritten.

The attention of Overseas Shareholders is drawn to paragraph 6 of this Part III.

The Open Offer Shares will, when issued and fully paid, rank in full for all dividends and other distributions declared, made or paid after the date of this document and otherwise *pari passu* in all respects with the Existing Ordinary Shares. The Open Offer Shares are not being made available in whole or in part to the public except under the terms of the Open Offer.

2. Conditions and further terms of the Open Offer

The Open Offer is conditional on:

- (a) the passing at the General Meeting of the Fundraising Resolution by the requisite majority under the Companies Law and such resolution remaining in full force and effect as at First Admission; and
- (b) First Admission becoming effective by no later than 8.00 a.m. on 16 March 2023 (or such later date as Canaccord Genuity and VSA Capital may agree, being not later than 8.00 a.m. on 30 April 2023).

If these conditions are not satisfied or waived (where capable of waiver), the Open Offer will not proceed and any applications made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter.

Any Open Offer Entitlements admitted to CREST will thereafter be disabled.

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form. Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in certificated form approximately fourteen days after First Admission.

In respect of those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in uncertificated form, the Open Offer Shares are expected to be credited to their stock accounts maintained in CREST by 16 March 2023.

Applications will be made for the Open Offer Shares to be admitted to trading on AIM and AQSE. First Admission is expected to occur on 16 March 2023, when dealings in the Open Offer Shares are expected to begin.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document, the Company will notify the London Stock Exchange and make an appropriate announcement to a Regulatory Information Service giving details of the revised dates.

3. Procedure for application and payment

The action to be taken by you in respect of the Open Offer depends on whether, at the relevant time, you are sent an Application Form in respect of your Open Offer Entitlement under the Open Offer or your Open Offer Entitlement and Excess CREST Open Offer Entitlement is credited to your CREST stock account. Qualifying Shareholders who hold all or part of their Existing Ordinary Shares in certificated form should have received the Application Form, enclosed with this document. The Application Form shows the number of Existing Ordinary Shares held at the Record Date. It will also show Qualifying Shareholders their Open Offer Entitlement that can be allotted in certificated form. Qualifying Shareholders who hold all their

Existing Ordinary Shares in CREST will be allotted Open Offer Shares in CREST. Qualifying Shareholders who hold part of their Existing Ordinary Shares in uncertificated form will be allotted Open Offer Shares in uncertificated form to the extent that their entitlement to Open Offer Shares arises as a result of holding Existing Ordinary Shares in uncertificated form. However, it will be possible for Qualifying Shareholders to deposit Open Offer Entitlements into, and withdraw them from, CREST. Further information on deposit and withdrawal from CREST is set out in paragraph 3.2(f) of this Part III.

CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Open Offer Entitlements and Excess CREST Open Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

Qualifying Shareholders who do not want to apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form, or send a USE message through CREST.

3.1 *If you have received an Application Form in respect of your Open Offer Entitlement under the Open Offer:*

(a) *General*

Subject to paragraph 6 of this Part III in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will receive an Application Form. The Application Form shows the number of Existing Ordinary Shares registered in their name on the Record Date in Box A. It also shows the Open Offer Entitlement allocated to them set out in Box B. Entitlements to Open Offer Shares are rounded down to the nearest whole number and any fractional entitlements to Open Offer Shares will be aggregated and made available under the Excess Application Facility. Box C shows how much they would need to pay if they wish to take up their Open Offer Entitlement in full. Qualifying Non-CREST Shareholders may apply for less than their entitlement should they wish to do so. Qualifying Non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

Under the Excess Application Facility, provided they have agreed to take up their Open Offer Entitlement in full, Qualifying Non-CREST Shareholders may apply for more than the amount of their Open Offer Entitlement should they wish to do so. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement at the Record Date. The Excess Shares will be scaled back pro-rata to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

The instructions and other terms set out in the Application Form form part of the terms of the Open Offer in relation to Qualifying Non-CREST Shareholders.

(b) *Bona fide market claims*

Applications to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer. Application Forms may not be sold, assigned, transferred or split, except to satisfy *bona fide* market claims up to 3:00 p.m. on 13 March 2023. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer, should contact his

broker or other professional adviser authorised under FSMA through whom the sale or purchase was effected as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the purchaser(s) or transferee(s).

Qualifying Non-CREST Shareholders who have sold all or part of their registered holding should, if the market claim is to be settled outside CREST, complete Box J on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The Application Form should not, however, be forwarded to or transmitted in or into the United States or any Restricted Jurisdiction, nor in or into any other jurisdiction where the extension of the Open Offer would breach any applicable law or regulation. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedure set out in paragraph 3.2 of this Part III below.

(c) *Application procedures*

Qualifying Non-CREST Shareholders wishing to apply to acquire Open Offer Shares (whether in respect of all or part of their Open Offer Entitlement or in addition to their Open Offer Entitlement under the Excess Application Facility) should complete the Application Form in accordance with the instructions printed on it. Qualifying Non-CREST Shareholders may only apply for Excess Shares if they have agreed to take up their Open Offer Entitlements in full.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, such applications will be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

Completed Application Forms should be returned by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH by no later than 11:00 a.m. on 14 March 2023. The Company reserves the right to treat any application not strictly complying with the terms and conditions of application as nevertheless valid. The Company further reserves the right (but shall not be obliged) to accept either Application Forms or remittances received after 11:00 a.m. on 14 March 2023.

Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. Multiple applications will not be accepted. If an Application Form is being sent by first-class post in the UK, Qualifying Shareholders are recommended to allow at least four Business Days for delivery. The Company may in its sole discretion, but shall not be obliged to, treat an Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with the terms and conditions of the Open Offer. The Company further reserves the right (but shall not be obliged) to accept either:

- (i) Application Forms received after 11.00 a.m. on 14 March 2023; or
- (ii) Applications in respect of which remittances are received before 11.00 a.m. on 14 March 2023 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days.

All documents and remittances sent by post by, to, from or on behalf of an applicant (or as the applicant may direct) will be sent entirely at the applicant's own risk.

(d) *Payments*

All payments must be in pounds sterling and made by cheque made payable to CIS PLC re: Invinity Energy Systems plc Open Offer Account and crossed "A/C Payee Only". Cheques must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third-party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has inserted details of the name of the account holder and have either added the building society or bank branch stamp or have provided a supporting letter confirming the source of funds. The name of the account holder should be the same as the name of the shareholder shown on page 1 of the Open Offer Application Form. Post-dated cheques will not be accepted.

Cheques will be presented for payment upon receipt. The Company reserves the right to instruct Computershare Investor Services to seek special clearance of cheques to allow the Company to obtain value for remittances at the earliest opportunity (and withhold definitive share certificates (or crediting to the relevant member account, as applicable) pending clearance thereof). No interest will be paid on payments made before they are due. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents and/or cheques sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted. If the Open Offer does not become unconditional, no Open Offer Shares will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable following the lapse of the Open Offer. If Open Offer Shares have already been allotted to a Qualifying Non-Crest Shareholder and such Qualifying Non-Crest Shareholder's cheque is not honoured upon first presentation or such Qualifying Non-Crest Shareholder's application is subsequently otherwise deemed to be invalid, the Registrars shall be authorised (in its absolute discretion as to manner, timing and terms) to make arrangements, on behalf of the Company, for the sale of such Qualifying Non-Crest Shareholder's Open Offer Shares and for the proceeds of sale (which for these purposes shall be deemed to be payments in respect of successful applications) to be paid to and retained by the Company. None of the Receiving Agent, Canaccord Genuity, VSA Capital or the Company nor any other person shall be responsible for, or have any liability for, any loss, expense or damage suffered by such Qualifying Non-Crest Shareholders.

(e) *Incorrect Sums*

If an Application Form encloses a payment for an incorrect sum, the Company through the Registrars reserves the right:

- (i) to reject the application in full and return the cheque or refund the payment to the Qualifying Non-CREST Shareholder in question (without interest); or
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the Qualifying non-CREST Shareholder in question (without interest), save that any sums of less than £1.00 will be retained for the benefit of the Company; or
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all of the Open Offer Shares referred to in the Application Form, refunding any unutilised sums to the Qualifying Non-CREST Shareholder in question (without interest), save that any sums of less than £1.00 will be retained for the benefit of the Company.

(f) *The Excess Application Facility*

- (i) Provided they choose to take up their Open Offer Entitlement in full, the Excess Application Facility enables a Qualifying Non-CREST Shareholder to apply for Excess Shares. Qualifying Non-CREST Shareholders wishing to apply for Excess Shares may do so by completing Box E of the Application Form.
- (ii) If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, the Excess Shares will be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.
- (iii) Qualifying Non-CREST Shareholders who wish to apply for Excess Shares must complete the Application Form in accordance with the instructions set out on the Application Form.
- (iv) Should the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed 12,528,355 Open Offer Shares, resulting in a scale back of applications, each Qualifying Non-CREST Shareholder who has made a valid application for Excess Shares and from whom payment in full for the Excess Shares has been received will receive a pounds sterling amount equal to the number of Excess Shares applied and paid for but not allocated to the relevant Qualifying Non-CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable thereafter, without payment of interest and at the applicant's sole risk.

(g) *Effect of valid application*

All documents and remittances sent by post by, to, from, or on behalf of or to an applicant (or as the applicant may direct) will be sent entirely at the applicant's own risk. By completing and delivering an Application Form, the applicant:

- (i) represents and warrants to the Company, Canaccord Genuity and VSA Capital that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees with the Company, Canaccord Genuity and VSA Capital that all applications under the Open Offer and contracts resulting therefrom, and any non-contractual obligations related thereto, shall be governed by and construed in accordance with the laws of England;
- (iii) confirms to the Company, Canaccord Genuity and VSA Capital that in making the application he is not relying on any information or representation in relation to the Company other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all the information in relation to the Company contained in this document (including information incorporated by reference);
- (iv) represents and warrants to the Company, Canaccord Genuity and VSA Capital that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlement;

- (v) represents and warrants to the Company, Canaccord Genuity and VSA Capital that if he has received some or all of his Open Offer Entitlement from a person other than the Company he is entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a *bona fide* market claim;
- (vi) requests that the Open Offer Shares to which he will become entitled be issued to them on the terms set out in this document and the Application Form and subject to the Articles;
- (vii) represents and warrants to the Company, Canaccord Genuity and VSA Capital that he is not, nor is he applying on behalf of any person who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his application in the United States or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- (viii) represents and warrants to the Company, Canaccord Genuity and VSA Capital that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (ix) confirms that in making the application he is not relying and has not relied on the Company, Canaccord Genuity or VSA Capital or any person affiliated with the Company, Canaccord Genuity or VSA Capital, in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

All enquiries in connection with the procedure for application and completion of the Application Form should be addressed to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or you can contact them on 0370 707 4040 from within the UK or +44 (0)370 707 4040 if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Fundraising nor give any financial, legal or tax advice.

(h) *Proxy*

Qualifying Non-CREST Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form. However, you are encouraged to vote at the General Meeting by completing and returning the enclosed Proxy Form.

A Qualifying Non-CREST Shareholder who is also a CREST member may elect to receive the Open Offer Shares to which he is entitled in uncertificated form in CREST. Please see paragraph 3.2(f) below for more information.

3.2 ***If you have an Open Offer Entitlement and an Excess CREST Open Offer Entitlement credited to your stock account in CREST in respect of your entitlement under the Open Offer***

(a) *General*

Subject to paragraph 6 of this Part III in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlement equal to the maximum number of Open Offer Shares for which he is entitled to apply under the Open Offer together with a credit of Excess CREST Open Offer Entitlements equal to the maximum number of Open Offer Shares available through the Open Offer. Qualifying CREST Shareholders should note that this is not a cap on the maximum number of Excess Shares they can apply for and if they wish to apply for more Excess Shares than the Excess CREST Open Offer Entitlements they have been credited then they should contact the Shareholder helpline on 0370 707 4040 from within the UK or +44 (0)370 707 4040 if calling from outside of the United Kingdom to request an increased credit, ensuring to leave sufficient time for the additional Excess CREST Open Offer Entitlements to be credited to their account and for an application to be made in respect of those Excess CREST Open Offer Entitlements before the application deadline. Entitlements to Open Offer Shares will be rounded down to the nearest whole number and any Open Offer Entitlements have therefore also been rounded down. Any fractional entitlements to Open Offer Shares arising will be aggregated and made available under the Excess Application Facility.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Existing Ordinary Shares held on the Record Date by the Qualifying CREST Shareholder in respect of which the Open Offer Entitlements and Excess CREST Open Offer Entitlements have been allocated.

If for any reason Open Offer Entitlements and/or the Excess CREST Open Offer Entitlements cannot be admitted to CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be credited by, 8:00 a.m. on 28 February 2023, or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlement and Excess CREST Open Offer Entitlement which should have been credited to his stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying Non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive an Application Form.

CREST members who wish to apply to acquire some or all of their entitlements to Open Offer Shares and their Excess CREST Open Offer Entitlements should refer to the CREST Manual for further information on the CREST procedures referred to below. CREST sponsored members should consult their CREST sponsor if they wish to apply for Open Offer Shares as only their CREST sponsor will be able to take the necessary action to make this application in CREST.

(b) *Market claims*

Each of the Open Offer Entitlements and Excess CREST Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements and Excess CREST Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements and Excess CREST Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim transaction. Transactions identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) will thereafter be transferred accordingly.

(c) *Unmatched Stock Event (USE Instructions)*

Qualifying CREST Shareholders who are CREST members and who want to apply for Open Offer Shares in respect of all or some of their Open Offer Entitlements and their Excess CREST Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) an USE Instruction to Euroclear which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of the Registrars under the participant ID and member account ID specified below, with a number of Open Offer Entitlements or Excess CREST Open Offer Entitlements corresponding to the number of Open Offer Shares applied for; and
- (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements in favour of the payment bank of the Registrars in respect of the amount specified in the USE Instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in paragraph (a).

(d) *Content of USE Instruction in respect of Open Offer Entitlements*

The USE Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to the Registrars);
- (ii) the ISIN of the Open Offer Entitlement. This is JE00BMZM8S85;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Open Offer Entitlements are to be debited;
- (v) the participant ID of the Registrars in its capacity as a CREST receiving agent. This is 8RA23;
- (vi) the member account ID of the Registrars in its capacity as a CREST receiving agent. This is INVI01;
- (vii) the amount payable by means of a CREST payment on settlement of the USE Instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 8:00 a.m. on 16 March 2023; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE Instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 8:00 a.m. on 16 March 2023.

In order to assist prompt settlement of the USE Instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE Instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE Instruction may settle on 14 March 2023 in order to be valid is 11.00 a.m. on that day.

In the event that the Open Offer does not become unconditional by 8:00 a.m. on 16 March 2023 (or such later time and date as the Company, Canaccord Genuity and VSA Capital determine being no later than 8:00 a.m. on 30 April 2023), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Registrars will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(e) *Content of USE Instruction in respect of Excess CREST Open Offer Entitlements*

The USE Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Excess Shares for which application is being made (and hence being delivered to the Registrars);
- (ii) the ISIN of the Excess CREST Open Offer Entitlement. This is JE00BMZM8T92;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess CREST Open Offer Entitlements are to be debited;
- (v) the participant ID of the Registrars in its capacity as a CREST receiving agent. This is 8RA23;
- (vi) the member account ID of the Registrars in its capacity as a CREST receiving agent. This is INVI01;
- (vii) the amount payable by means of a CREST payment on settlement of the USE Instruction. This must be the full amount payable on application for the number of Excess Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 8:00 a.m. on 16 March 2023; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application in respect of an Excess CREST Open Offer Entitlement under the Open Offer to be valid, the USE Instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11:00 a.m. on 14 March 2023.

In order to assist prompt settlement of the USE Instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE Instruction:

- (i) a contract name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE Instruction may settle on 14 March 2023 in order to be valid is 11.00 a.m. on that day.

In the event that the Fundraising does not become unconditional by 8.00 a.m. on 16 March 2023 (or such later time and date as the Company, Canaccord Genuity and VSA Capital

determine being no later than 8.00 a.m. on 30 April 2023), the Open Offer will lapse, the Open Offer Entitlements and Excess CREST Open Offer Entitlements admitted to CREST will be disabled and the Registrars will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(f) *Deposit of Open Offer Entitlements into, and withdrawal from, CREST*

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Open Offer Entitlements set out in his Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the name of a person entitled by virtue of a *bona fide* market claim), provided that such Qualifying Non-CREST Shareholder is also a CREST member. Similarly, Open Offer Entitlements and Excess CREST Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer and entitlement to apply under the Excess Application Facility is reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 3:00 p.m. on 9 March 2023. After depositing their Open Offer Entitlement into their CREST account, CREST holders will shortly thereafter receive a credit for their Excess CREST Open Offer Entitlement, which will be managed by the Registrars.

In particular, having regard to normal processing times in CREST and on the part of the Registrars, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST, is 3:00 p.m. on 9 March 2023 and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements and Excess CREST Open Offer Entitlements from CREST is 11:00 a.m. on 13 March 2023 in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility, as the case may be, prior to 4:30 p.m. on 8 March 2023.

Delivery of an Application Form with the CREST deposit form duly completed, whether in respect of a deposit into the account of the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and the Registrars by the relevant CREST member(s) that it/they is/are not in breach of the provisions of the notes under the paragraph headed "Instructions for depositing entitlements under the Open Offer into CREST" on page 2 of the Application Form, and a declaration to the Company and the Registrars from the relevant CREST member(s) that it/they is/are not in the United States or citizen(s) or resident(s) of any Restricted Jurisdiction or any other jurisdiction in which the application for new Ordinary Shares is prevented by law and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a *bona fide* market claim.

(g) *Validity of application*

A USE Instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11:00 a.m. on 13 March 2023 will constitute a valid application under the Open Offer.

(h) *CREST procedures and timings*

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE Instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11:00 a.m. on 13 March 2023. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(i) *Proxy*

If a Qualifying CREST Shareholder does not wish to apply for the Open Offer Shares under the Open Offer, they should take no action. They are however, encouraged to vote at the General Meeting by completing and returning the enclosed Proxy Form.

(j) *Incorrect or incomplete applications*

If a USE Instruction includes a CREST payment for an incorrect sum, the Company, through the Receiving Agent, reserves the right:

- (i) to reject the application in full and refund the payment to the CREST member in question (without interest);
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question (without interest); and
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE Instruction, refunding any unutilised sum to the CREST member in question (without interest).

(k) *The Excess Application Facility*

The Excess Application Facility enables Qualifying CREST Shareholders, who have taken up their Open Offer Entitlement in full, to apply for Excess Shares in excess of their Open Offer Entitlement as at the Record Date. If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, the Excess Shares will be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all. Excess CREST Open Offer Entitlements may not be sold or otherwise transferred. Subject as provided in paragraph 6 of this Part III in relation to Overseas Shareholders, the CREST accounts of Qualifying CREST Shareholders will be credited with Excess CREST Open Offer Entitlements to enable applications for Excess Shares to be settled through CREST. Qualifying CREST Shareholders should note that, although the Open Offer Entitlement and the Excess CREST Open Offer Entitlements will be admitted to CREST, they will have limited settlement capabilities. Neither the Open Offer Entitlement nor the Excess CREST Open Offer Entitlements will be tradable or listed and applications in respect of the

Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim.

To apply for Excess Shares pursuant to the Open Offer, Qualifying CREST Shareholders should follow the instructions above and must not return a paper form and cheque.

Should a transaction be identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement and the relevant Open Offer Entitlement(s) be transferred, the Excess CREST Open Offer Entitlements will not transfer with the Open Offer Entitlement(s) claim, but will be transferred as a separate claim. Should a Qualifying CREST Shareholder cease to hold all of his Existing Ordinary Shares as a result of one or more *bona fide* market claims, the Excess CREST Open Offer Entitlement credited to CREST and allocated to the relevant Qualifying Shareholder will be transferred to the purchaser. Please note that an additional USE Instruction must be sent in respect of any application under the Excess CREST Open Offer Entitlement.

Should the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed 12,528,355 Open Offer Shares, resulting in a scale back of applications under the Excess Application Facility, each Qualifying CREST Shareholder who has made a valid application pursuant to his Excess CREST Open Offer Entitlement, and from whom payment in full for the excess Open Offer Shares has been received, will receive a pounds sterling amount equal to the number of Open Offer Shares validly applied and paid for but which are not allocated to the relevant Qualifying CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable following the completion of the scale back, without payment of interest and at the applicant’s sole risk by way of cheque or CREST payment, as appropriate. Fractions of Open Offer Shares will be aggregated and made available under the Excess Application Facility.

All enquiries in connection with the procedure for applications under the Excess Application Facility and Excess CREST Open Offer Entitlements should be addressed to Computershare Investor Services PLC, Corporate Actions Projects, BS99 6AH. Computershare Investor Services can be contacted on 0370 707 4040 from within the UK or +44 (0)370 707 4040 if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Fundraising nor give any financial, legal or tax advice.

(1) *Effect of valid application*

A CREST member who makes or is treated as making a valid application for some or all of his *pro rata* entitlement to Open Offer Shares in accordance with the above procedures hereby:

- (i) represents and warrants to the Company, Canaccord Genuity and VSA Capital that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations, under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Registrars’ payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);

- (iii) agrees with the Company, Canaccord Genuity and VSA Capital that all applications under the Open Offer and contracts resulting therefrom, and any non-contractual obligations related thereto, shall be governed by, and construed in accordance with, the laws of England;
- (iv) confirms to the Company, Canaccord Genuity and VSA Capital that in making the application he is not relying on any information or representation in relation to the Company other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all the information in relation to the Company contained in this document (including information incorporated by reference);
- (v) represents and warrants to the Company, Canaccord Genuity and VSA Capital that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlements;
- (vi) represents and warrants to the Company, Canaccord Genuity and VSA Capital that if he has received some or all of his Open Offer Entitlements from a person other than the Company, he is entitled to apply under the Open Offer in relation to such Open Offer Entitlement by virtue of a *bona fide* market claim;
- (vii) requests that the Open Offer Shares to which he will become entitled be issued to them on the terms set out in this document and subject to the Articles;
- (viii) represents and warrants to the Company, Canaccord Genuity and VSA Capital that he is not, nor is he applying on behalf of any Shareholder who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his application in the United States or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- (ix) represents and warrants to the Company, Canaccord Genuity and VSA Capital that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (x) confirms that in making the application he is not relying and has not relied on the Company, Canaccord Genuity or VSA Capital or any person affiliated with the Company, Canaccord Genuity or VSA Capital, in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

(m) *Company's discretion as to the rejection and validity of applications*

The Company may in its sole discretion, but shall not be obliged to:

- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part III;
- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
- (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the “**first instruction**”) as not constituting a valid application if, at the time at which the Registrars receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Receiving Agent has received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE Instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Registrars in connection with CREST.

(n) *Lapse of the Open Offer*

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 16 March 2023 or such later time and date as the Company, Canaccord Genuity and VSA Capital determine (being no later than 8.00 a.m. on 30 April 2023), the Open Offer will lapse, the Open Offer Entitlements and Excess CREST Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

4. Money Laundering Regulations

4.1 Holders of Application Forms

To ensure compliance with the Money Laundering Regulations, Computershare Investor Services may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Application Form is lodged with payment (which requirements are referred to below as the “verification of identity requirements”). If the Application Form is submitted by a UK regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements are the responsibility of such broker or intermediary and not of the Registrars. In such case, the lodging agent's stamp should be inserted on the Application Form.

The person lodging the Application Form with payment and in accordance with the other terms as described above (the “acceptor”), including any person who appears to Computershare Investor Services to be acting on behalf of some other person, accepts the Open Offer in respect of such number of Open Offer Shares as is referred to therein (for the purposes of this paragraph 4 the

“relevant Open Offer Shares”) and shall thereby be deemed to agree to provide Computershare Investor Services with such information and other evidence as they may require to satisfy the verification of identity requirements.

If Computershare Investor Services determines that the verification of identity requirements apply to any acceptor or application, the relevant Open Offer Shares (notwithstanding any other term of the Open Offer) will not be issued to the relevant acceptor unless and until the verification of identity requirements have been satisfied in respect of that acceptor or application. Computershare Investor Services is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any acceptor or application and whether such requirements have been satisfied, and neither Computershare Investor Services nor the Company will be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly, as a result of the exercise of such discretion.

If the verification of identity requirements apply, failure to provide the necessary evidence of identity within a reasonable time may result in delays in the despatch of share certificates or in crediting CREST accounts. If, within a reasonable time following a request for verification of identity, Computershare Investor Services has not received evidence satisfactory to it as aforesaid, the Company may, in its absolute discretion, treat the relevant application as invalid, in which event the monies payable on acceptance of the Open Offer will be returned (at the acceptor’s risk) without interest to the account of the bank or building society on which the relevant cheque was drawn.

Submission of an Application Form with the appropriate remittance will constitute a warranty to each of the Company, Computershare Investor Services, Canaccord Genuity and VSA Capital from the applicant that the Money Laundering Regulations will not be breached by application of such remittance.

The verification of identity requirements will not usually apply:

- (a) if the applicant is an organisation required to comply with the Money Laundering Directive (the Council Directive on prevention of the use of the financial system for the purpose of money laundering or terrorist financing (no. 2015/849/EU);
- (b) if the acceptor is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations;
- (c) if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the applicant’s name; or
- (d) if the aggregate subscription price for the Open Offer Shares is less than €15,000 (approximately £14,100).

In other cases the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:

- (a) if payment is made by cheque in sterling drawn on a branch in the United Kingdom of a bank or building society which bears a UK bank sort code number in the top right hand corner the following applies. Cheques should be made payable to CIS PLC re: Invinity Energy Systems plc Open Offer Account in respect of an application by a Qualifying Shareholder and crossed “A/C Payee Only”. Third-party cheques may not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has inserted details of the name of the account holder and have either added the building society or bank branch stamp or have provided a supporting letter confirming the source of funds. The name of the account holder should be the same as the name of the shareholder shown on page 1 of the Open Offer Application Form; or
- (b) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in paragraph 4.1.1 above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force, the agent should

provide with the Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Receiving Agent. If the agent is not such an organisation, it should contact Computershare Investor Services, Corporate Actions Projects, Bristol BS99 6AH.

To confirm the acceptability of any written assurance referred to in (b) above, or in any other case, the acceptor should contact Computershare Investor Services on 0370 707 4040 from within the UK or +44 (0)370 707 4040 if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Fundraising nor give any financial, legal or tax advice.

If, within a reasonable period of time following a request for verification of identity, and in any case by no later than 11.00 a.m. on 13 March 2023, Computershare Investor Services has not received evidence satisfactory to it as aforesaid, Computershare Investor Services may, at its discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the account at the payee bank from which such monies were originally debited (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

4.2 *Open Offer Entitlements in CREST*

If you hold your Open Offer Entitlement and Excess CREST Open Offer Entitlement in CREST and apply for Open Offer Shares in respect of some or all of your Open Offer Entitlement and Excess CREST Open Offer Entitlement as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a UK financial institution), then, irrespective of the value of the application, Computershare Investor Services is obliged to take reasonable measures to establish the identity of the person or persons on whose behalf you are making the application. You must therefore contact Computershare Investor Services before sending any USE or other instruction so that appropriate measures may be taken.

Submission of a USE Instruction, which on its settlement constitutes a valid application as described above, constitutes a warranty and undertaking by the applicant to provide promptly to Computershare Investor Services such information as may be specified by Computershare Investor Services as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to Computershare Investor Services as to identity, Computershare Investor Services may in its absolute discretion take, or omit to take, such action as it may determine to prevent or delay issue of the Open Offer Shares concerned. If satisfactory evidence of identity has not been provided within a reasonable time, then the application for the Open Offer Shares represented by the USE Instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence.

5. Admission, settlement and dealings

The result of the Open Offer is expected to be announced on 15 March 2023. Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM and AQSE. Subject to the Open Offer becoming unconditional in all respects (save only as to First Admission), it is expected that First Admission will become effective and that dealings in the Open Offer Shares, fully paid, will commence at 8.00 a.m. on 16 March 2023.

The Existing Ordinary Shares are already admitted to CREST. No further application for admission to CREST is accordingly required for the New Ordinary Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST.

Open Offer Entitlements and Excess CREST Open Offer Entitlements held in CREST are expected to be disabled in all respects after 11.00 a.m. on 10 March 2023 (the latest date for applications under the Open

Offer). If the condition(s) to the Open Offer described above are satisfied, new Ordinary Shares will be issued in uncertificated form to those persons who submitted a valid application for new Ordinary Shares by utilising the CREST application procedures and whose applications have been accepted by the Company.

On 16 March 2023, the Registrars will instruct Euroclear to credit the appropriate stock accounts of such persons with such persons' entitlements to Open Offer Shares with effect from First Admission. The stock accounts to be credited will be accounts under the same CREST participant IDs and CREST member account IDs in respect of which the USE Instruction was given. Notwithstanding any other provision of this document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with Open Offer Entitlements and Excess CREST Open Offer Entitlements, and to allot and/or issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of the facilities and/or systems operated by the Registrars in connection with CREST.

No temporary documents of title will be issued, and transfers will be certified against the Jersey share register of the Company. All documents or remittances sent by, to, from or on behalf of applicants, or as they may direct, will (in the latter case) be sent through the post and will (in both cases) be at the risk of the applicant.

For more information as to the procedure for application, Qualifying Non-CREST Shareholders are referred to paragraph 3.1 above and their respective Application Form.

6. Overseas Shareholders

The comments set out in this paragraph 6 are intended as a general guide only and any Overseas Shareholders who are in any doubt as to their position should consult their professional advisers without delay.

6.1 General

The distribution of this document and the making or acceptance of the Open Offer to or by persons who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the United Kingdom or to persons who are nominees of or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the United Kingdom, may be affected by the laws or regulatory requirements of the relevant jurisdictions. It is the responsibility of those persons to consult their professional advisers as to whether they require any governmental or other consents or need to observe any applicable legal requirement or other formalities to enable them to apply for Open Offer Shares under the Open Offer.

No action has been or will be taken by the Company, Canaccord Genuity, VSA Capital, or any other person, to permit a public offering or distribution of this document (or any other offering or publicity materials or application form(s) relating to the Open Offer Shares) in any jurisdiction where action for that purpose may be required, other than in the United Kingdom. Receipt of this document and/or an Application Form and/or a credit of an Open Offer Entitlement or an Excess CREST Open Offer Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in whose jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

Application Forms will not be sent to, and Open Offer Entitlements and Excess CREST Open Offer Entitlements will not be credited to stock accounts in CREST of, persons with registered addresses in the United States or a Restricted Jurisdiction or their agent or intermediary, except where the Company is satisfied that such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.

No person receiving a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use any such Application Form and/or credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her and such Application Form and/or credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST could lawfully be used, and any transaction resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

It is the responsibility of any person (including, without limitation, custodians, agents, nominees and trustees) outside the United Kingdom wishing to apply for Open Offer Shares under the Open Offer to satisfy themselves as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any governmental or other consents that may be required, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such territory.

None of the Company, Canaccord Genuity, VSA Capital nor any of their respective representatives is making any representation or warranty to any offeree or purchaser of the Open Offer Shares regarding the legality of an investment in the Open Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser.

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST, in connection with the Open Offer or otherwise, should not distribute or send either of those documents nor transfer Open Offer Entitlements or Excess CREST Open Offer Entitlements in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST is received by any person in any such territory, or by his or her custodian, agent, nominee or trustee, he or she must not seek to apply for Open Offer Shares in respect of the Open Offer unless the Company, Canaccord Genuity and VSA Capital determine that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this document and/or an Application Form and/or transfers Open Offer Entitlements or Excess CREST Open Offer Entitlements into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this Part III and specifically the contents of this paragraph 6.

The Company reserves the right to treat as invalid any application or purported application for Open Offer Shares that appears to the Company or its agents to have been executed, effected or dispatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any other jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of the share certificates of Open Offer Shares or in the case of a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST, to a CREST member whose registered address would be, in the United States or a Restricted Jurisdiction or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates or warrant certificates or make such a credit.

Notwithstanding any other provision of this document or the relevant Application Form, the Company, Canaccord Genuity and VSA Capital reserve the right to permit any person to apply for Open Offer Shares in respect of the Open Offer if the Company, in its sole and absolute discretion, is

satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

Overseas Shareholders who wish, and are permitted, to apply for Open Offer Shares should note that payment must be made in sterling denominated cheques or where such Overseas Shareholder is a Qualifying CREST Shareholder, through CREST. Due to restrictions under the securities laws of the United States and the Restricted Jurisdictions, and subject to certain exceptions, Qualifying Shareholders in the United States or who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements. No public offer of Open Offer Shares is being made by virtue of this document or the Application Forms into the United States or any Restricted Jurisdiction.

Receipt of this document and/or an Application Form and/or a credit of an Open Offer Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

6.2 *United States*

The New Ordinary Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and, accordingly, may not be offered or sold, re-sold, taken up, transferred, delivered or distributed, directly or indirectly, within the United States except in reliance on an exemption from the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

Accordingly, the Company is not extending the Open Offer into the United States unless an exemption from the registration requirements of the U.S. Securities Act is available and, subject to certain exceptions, neither this document nor the Application Form constitutes or will constitute an offer or an invitation to apply for or an offer or an invitation to acquire any New Ordinary Shares in the United States. Subject to certain exceptions, neither this document nor an Application Form will be sent to, and no New Ordinary Shares will be credited to a stock account in CREST of, any Qualifying Shareholder with a registered address in the United States. Subject to certain exceptions, Application Forms sent from or postmarked in the United States will be deemed to be invalid and all persons acquiring New Ordinary Shares and wishing to hold such New Ordinary Shares in registered form must provide an address for registration of the New Ordinary Shares issued upon exercise thereof outside the United States.

Subject to certain exceptions, any person who acquires New Ordinary Shares will be deemed to have declared, warranted and agreed, by accepting delivery of this document or the Application Form and delivery of the New Ordinary Shares, that they are not, and that at the time of acquiring the New Ordinary Shares they will not be, in the United States or acting on behalf of, or for the account or benefit of a person on a non-discretionary basis in the United States or any state of the United States.

The Company reserves the right to treat as invalid any Application Form that appears to the Company or its agents to have been executed in, or despatched from, the United States, or that provides an address in the United States for the receipt of New Ordinary Shares, or which does not make the warranty set out in the Application Form to the effect that the person completing the Application Form does not have a registered address and is not otherwise located in the United States and is not acquiring the New Ordinary Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such New Ordinary Shares in the United States or where the Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements.

The Company will not be bound to allot or issue any New Ordinary Shares to any person with an address in, or who is otherwise located in, the United States in whose favour an Application Form or any New Ordinary Shares may be transferred. In addition, the Company, Canaccord Genuity and VSA Capital reserve the right to reject any USE Instruction sent by or on behalf of any CREST member with a registered address in the United States in respect of the New Ordinary Shares. In addition, until 45 days after the commencement of the Open Offer, an offer, sale or transfer of the New Ordinary Shares within the United States by a dealer (whether or not participating in the Open Offer) may violate the registration requirements of the U.S. Securities Act.

6.3 ***Restricted Jurisdictions***

Due to restrictions under the securities laws of the other Restricted Jurisdictions and subject to certain exemptions, Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements or Excess CREST Open Offer Entitlements. The Open Offer Shares have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption.

No offer or invitation to apply for Open Offer Shares is being made by virtue of this document or the Application Form into any Restricted Jurisdiction.

6.4 ***Other overseas territories***

Application Forms will be sent to Qualifying Non-CREST Shareholders and Open Offer Entitlements and Excess CREST Open Offer Entitlements will be credited to the stock account in CREST of Qualifying CREST Shareholders. Qualifying Shareholders in jurisdictions other than the United States or the Restricted Jurisdictions may, subject to the laws of their relevant jurisdiction, take up Open Offer Shares under the Open Offer in accordance with the instructions set out in this document and the Application Form. Qualifying Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, countries other than the United Kingdom should, however, consult appropriate professional advisers as to whether they require any governmental or other consents or need to observe any further formalities to enable them to apply for any Open Offer Shares in respect of the Open Offer.

6.5 ***Representations and warranties relating to Overseas Shareholders***

(a) ***Qualifying Non-CREST Shareholders***

Any person completing and returning an Application Form or requesting registration of the Open Offer Shares comprised therein represents and warrants to the Company, Canaccord Genuity, VSA Capital and the Registrars that, except where proof has been provided to the Company's satisfaction that such person's use of the Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction: (i) such person is not requesting registration of the relevant Open Offer Shares from within the United States or any Restricted Jurisdiction; (ii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares in respect of the Open Offer or to use the Application Form in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) such person is not acquiring Open Offer Shares with a view to offer, sale, resale, transfer, deliver or distribute, directly or indirectly, any such Open Offer Shares into any of the above territories. The Company and/or the Registrars may treat as invalid any acceptance or purported acceptance of the allotment of Open Offer Shares comprised in an Application Form if it: (i) appears to the Company or its agents to have been

executed, effected or dispatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements; or (ii) provides an address in the United States or a Restricted Jurisdiction for delivery of the share certificates of Open Offer Shares (or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates and warrant certificates); or (iii) purports to exclude the warranty required by this sub-paragraph 6.5(a).

(b) *Qualifying CREST Shareholders*

A CREST member or CREST sponsored member who makes a valid acceptance in accordance with the procedures set out in this Part III represents and warrants to the Company, Canaccord Genuity, VSA Capital and the Registrars that, except where proof has been provided to the Company's satisfaction that such person's acceptance will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) such person is not within the United States or any Restricted Jurisdiction; (ii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares; (iii) such person is not accepting on a nondiscretionary basis for a person located within any Restricted Jurisdiction (except as otherwise agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) such person is not acquiring any Open Offer Shares with a view the offer, sale, resale, transfer, delivery or distribute, directly or indirectly, any such Open Offer Shares into any of the above territories.

6.6 *Waiver*

The provisions of this paragraph 6 and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company, Canaccord Genuity and VSA Capital in their absolute discretion. Subject to this, the provisions of this paragraph 6 supersede any terms of the Open Offer inconsistent herewith. References in this paragraph 6 to Shareholders shall include references to the person or persons executing an Application Form and, in the event of more than one person executing an Application Form, the provisions of this paragraph 6 shall apply to them jointly and to each of them.

7. Times and dates

The Company shall, in agreement with Canaccord Genuity, VSA Capital and after consultation with its financial and legal advisers, be entitled to amend the dates that Application Forms are despatched or amend or extend the latest date for acceptance under the Open Offer and all related dates set out in this document and in such circumstances shall notify the London Stock Exchange, and make an announcement on a Regulatory Information Service, but Qualifying Shareholders may not receive any further written communication.

If a supplementary circular is issued by the Company two or fewer Business Days prior to the latest time and date for acceptance and payment in full under the Open Offer specified in this document, the latest date for acceptance under the Open Offer shall be extended to the date that is three Business Days after the date of issue of the supplementary circular (and the dates and times of principal events due to take place following such date shall be extended accordingly).

8. Taxation

Shareholders who are in any doubt as to their tax position in relation to taking up their entitlements under the Open Offer, or who are subject to tax in any jurisdiction other than the United Kingdom, should immediately consult a suitable professional adviser.

9. Further information

Your attention is drawn to the further information set out in this document and also, in the case of Qualifying Non-CREST Shareholders and other Qualifying Shareholders to whom the Company has sent Application Forms, to the terms, conditions and other information printed on the accompanying Application Form.

10. Governing law and jurisdiction

The terms and conditions of the Open Offer as set out in this document, the Application Form and any non-contractual obligation related thereto shall be governed by, and construed in accordance with, English law.

The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document or the Application Form. By taking up Open Offer Shares, by way of their Open Offer Entitlement and the Excess Application Facility (as applicable), in accordance with the instructions set out in this document and, where applicable, the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

PART IV

NOTICE OF GENERAL MEETING

Invinity Energy Systems plc

(incorporated and registered in Jersey under the Companies (Jersey) Law 1991 with registered no: 92432)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Invinity Energy Systems plc (the "Company") will be held at the offices of Canaccord Genuity Ltd, at 88 Wood Street, London, EC2V 7QR on 15 March 2023 to consider and, if thought fit, to pass the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

THAT:

1. The directors be and they 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 capital of the Company contained in the articles of association of the Company ("Articles") did not apply to any such allotment provided that this power shall be limited to the allotment and issue of equity securities up to a maximum number of 71,903,355 new Ordinary Shares, on the following basis:
 - A) the allotment of 59,375,000 Placing Shares (as such term is defined in the circular to shareholders of the Company dated 24 February 2023 ("**Circular**");
 - B) by means of the Placing Option (as defined in the Circular); and
 - C) the allotment of 2 new Ordinary Shares for every 19 Existing Ordinary Shares held on the Record Date, at 32 pence each by means of the Open Offer (as such terms are defined in the Circular),

such authority to be in addition to the subsisting authorities conferred to the extent unused.

2. The directors be and they 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 capital of the Company contained in the Articles did not apply to any such allotment provided that this power shall be limited to the allotment of a maximum of 7,812,500 Subscription Shares (as such term is defined in the Circular), such authority to be in addition to the subsisting authorities conferred to the extent unused.

Dated: 24 February 2023

By order of the Board

Company Secretary:

Oak Secretaries (Jersey) Limited

Registered Office:

3rd Floor
IFC5
Castle Street
St. Helier
Jersey
JE2 3BY

Notes to the Notice of Extraordinary General Meeting:

1. Shareholders wishing to attend the General Meeting are asked to register their attendance by emailing ir@invinity.com before 9:00 a.m. on 14 March 2023 indicating their intention to attend the General Meeting. Rules around capacity at the venue and changes in health and safety requirements may mean shareholders cannot ultimately attend the meeting.
2. Proxy forms may be scanned and submitted via email to #UKCSBRS.ExternalProxyQueries@computershare.co.uk. The deadline for submission of proxy votes is 11.00 a.m. on 13 March 2023. Shareholders with questions pertaining to the General Meeting or requiring assistance in submitting their proxy are requested to contact Joe Worthington via ir@invinity.com.
3. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to vote at an extraordinary general meeting of the Company.
4. 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. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares.
5. Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, entitlement to 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 days before the day of the meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
6. As at the date of this notice of extraordinary general meeting the Company's issued share capital comprised 119,019,379 Ordinary Shares of €0.01 each. Each share carries one vote.
7. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. In accordance with the provisions of Article 96 of the Companies (Jersey) Law 1991, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
8. 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.
9. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) by no later than 11:00 a.m. on 13 March 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
10. 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.

THIS APPLICATION FORM, WHICH IS PERSONAL TO THE PERSON TO WHOM IT IS ADDRESSED AND MAY NOT BE ASSIGNED OR TRANSFERRED OR SPLIT (EXCEPT TO SATISFY *BONA FIDE* MARKET CLAIMS), IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT IS NOT A NEGOTIABLE DOCUMENT AND CANNOT BE TRADED. If you are in any doubt about the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser, authorised under the Financial Services and Markets Act 2000 (“FSMA”) if you are resident in the United Kingdom or, if you are not resident in the United Kingdom, from another appropriate authorised independent adviser. Information on Invinity Energy Systems plc (the “Company”) and full details of the Open Offer are set out in the accompanying circular (the “Circular”) which should be read carefully before any action is taken. Unless the context otherwise requires, expressions defined in the Circular bear the same meanings in this Application Form.

<p>Box 1 Name(s) and address(es) of Eligible Shareholder(s)</p>
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SRN:

ENTITLEMENT NO:

<p>Box A Existing Ordinary Shares held by you on 21 February 2023</p>	<p>Box B Number of Open Offer Shares comprising your basic Open Offer Entitlement</p>	<p>Box C The amount you must pay at 32 pence per Open Offer Share if you apply in full for your basic Open Offer Entitlement (set out in Box B)</p>
		£

<p>Box D Number of Open Offer Shares for which application is being made pursuant to your basic Open Offer Entitlement</p>	<p>Box E Number of additional Open Offer Shares (if any) for which application is being made under the Excess Application Facility</p>	<p>Box F Total number of Open Offer Shares for which application is being made (Box D + Box E)</p>	<p>Box G Amount enclosed (Box D or F x £0.32) (being 32 pence per Open Offer Share applied for)</p>

Invinity Energy Systems plc

(Incorporated and registered in Jersey under Companies (Jersey) Law 1991 with registered no. 92432)

APPLICATION FORM

Open Offer to Eligible Shareholders by

Invinity Energy Systems plc of 12,528,355 new Ordinary Shares at 32 pence per Open Offer Share payable in full on application to be received not later than 11.00 a.m. on 14 March 2023

This Application Form is not a negotiable document or a document of title and cannot be traded. This Application Form must be used if you are an Eligible non-CREST Shareholder and wish to apply for Open Offer Shares under the Open Offer. Application has been made for the Open Offer Shares to be admitted to trading on AIM and AQSE. It is expected that First Admission will become effective and that dealings in the Open Offer Shares will commence on 16 March 2023.

IF YOU HAVE SOLD OR TRANSFERRED ALL OF YOUR EXISTING ORDINARY SHARES PRIOR TO THE DATE UPON WHICH THE EXISTING ORDINARY SHARES WERE MARKED ‘EX’ THE ENTITLEMENT TO THE OPEN OFFER BY THE LONDON STOCK EXCHANGE YOU SHOULD COMPLETE BOX J ON PAGE 4 AND SEND THIS APPLICATION FORM AT ONCE (TOGETHER WITH THE CIRCULAR) TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED WHO WILL ARRANGE FOR DELIVERY TO THE PURCHASER OR TRANSFEREE, SINCE THE BENEFITS ARISING UNDER THE OPEN OFFER MAY IN SUCH EVENT BE CLAIMED FROM YOU UNDER THE RULES OF THE LONDON STOCK EXCHANGE. HOWEVER, THIS APPLICATION FORM SHOULD NOT BE DISTRIBUTED, FORWARDED OR TRANSMITTED IN OR INTO OR FROM THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION IF TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAW AND/OR REGULATIONS OF SUCH JURISDICTION. IF YOU HAVE SOLD OR TRANSFERRED PART ONLY OF YOUR REGISTERED HOLDING OF EXISTING ORDINARY SHARES PRIOR TO THE DATE UPON WHICH THE EXISTING ORDINARY SHARES WERE MARKED ‘EX’ THE ENTITLEMENT TO THE OPEN OFFER BY THE LONDON STOCK EXCHANGE YOU SHOULD COMPLETE BOX J ON PAGE 4 AND SEND THIS FORM AT ONCE TO COMPUTERSHARE INVESTOR SERVICES PLC AS SET OUT IN PARAGRAPH 2 OF “INSTRUCTIONS FOR TRANSFER, SPLITTING AND CONSOLIDATION” ON PAGE 2 IN ORDER FOR YOU AND THE PURCHASER OR TRANSFEREE TO OBTAIN SPLIT APPLICATION FORMS, SINCE THE INVITATION TO ACQUIRE OPEN OFFER SHARES UNDER THE OPEN OFFER MAY BE A BENEFIT WHICH MAY BE CLAIMED FROM YOU UNDER THE RULES OF THE LONDON STOCK EXCHANGE.

Neither the Existing Ordinary Shares nor the Open Offer Shares nor the Open Offer Entitlements nor the Application Forms have been, or will be, registered under the United States Securities Act of 1933, as amended, or under the securities legislation of any state of the United States. The relevant clearances have not been, and will not be, obtained from the Securities Commission of any province or territory of Canada. No document in relation to the Open Offer has been, or will be, lodged with, or registered by, the Australian Securities and Investments Commission, and no registration statement has been, or will be, filed with the Japanese Ministry of Finance in relation to the Open Offer, the Application Forms or the Open Offer Shares or the Open Offer Entitlements. Accordingly, subject to certain exceptions, the Open Offer Shares and the Open Offer Entitlements may not, directly or indirectly, be offered, sold, renounced, re-sold, taken up or delivered in or into the United States, Canada, Australia or Japan or offered to, sold to, renounced, taken up or delivered in favour of, or to, a person within the United States or a resident of Canada, Australia or Japan. The attention of Overseas Shareholders is drawn to the restrictions on application set out in paragraph 6 of Part III headed “Overseas Shareholders” of the Circular.

The terms and conditions of the Open Offer as set out in the Circular also apply to this Application Form. Copies of the Circular are available for inspection on the Company’s website at www.invinity.com from the date of this Application Form up to and including 15 March 2023, being the date following the closing of the Open Offer.

ACTION TO BE TAKEN: If you wish to apply for Open Offer Shares, you must complete Boxes D and G (and Boxes E and F if you wish to apply for excess Open Offer Shares) on this page, sign and date this Application Form on page 3, and return this Application Form in the enclosed reply paid envelope together with a cheque or banker’s draft made payable to “CIS PLC re: Invinity Energy Systems plc Open Offer A/C” and crossed “A/C Payee Only” for the sum inserted in Box G either by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE so as to arrive no later than 11.00 a.m. on 14 March 2023. Investors may wish to consider sending their application by recorded mail in order to ensure timely delivery. If you do not wish to apply for any Open Offer Shares you should take no further action and you will have no rights under the Open Offer. Complete instructions for the completion of this Application Form are set out on page 2 of this Application Form.

Queries relating to completion of this Application Form should be referred to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH, telephone 0370 707 4040 (or +44 370 707 4040 if calling from outside the UK). Computershare Investor Services PLC cannot give financial advice in relation to the Open Offer.

INSTRUCTIONS FOR AND NOTES ON COMPLETION OF THIS FORM

- This Application Form should be completed and posted in the accompanying reply paid envelope (for use only in the UK) to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH or delivered by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE together with a cheque or banker's draft for the full amount payable in respect of the number of Open Offer Shares applied for, so as to arrive not later than 11.00 a.m. on 14 March 2023. If you post your Application Form within the United Kingdom by first class post, you are recommended to allow at least four business days for delivery. Investors may wish to consider sending their application by recorded mail in order to ensure timely delivery.
- Application may be made for any whole number of Open Offer Shares up to the maximum amount available under the Open Offer.
- Cheques and banker's drafts should be made payable to "CIS PLC re: Invinity Energy Systems plc Open Offer A/C" and crossed "A/C Payee Only". Cheques and banker's drafts must be drawn in sterling on a branch of a bank or building society in the United Kingdom which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided for members by any of those companies and must bear the appropriate sorting code in the top right hand corner, and must be for the full amount payable on application. No receipt will be given in respect of this Application Form. If cheques or banker's drafts are presented before the conditions of the Open Offer are fulfilled, application monies will be kept in a separate bank account pending the Open Offer becoming unconditional. Any interest earned on monies in such account will be retained by and for the benefit of the Company.
- An individual must sign the Application Form. A company must execute this Application Form under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this Application Form by: (i) a director and the company secretary; or (ii) by two directors of the company; or (iii) by a director of the company in the presence of a witness who attests the signature, in each case signing the Application Form and inserting the name of the company above their signatures. In the case of joint holders, all must sign.
- If this Application Form is signed under a power of attorney, such power of attorney or a duly certified copy thereof must accompany this Application Form.
- All documents, including this Application Form, or remittances sent by or to an applicant, or as he or she or it may direct, will be sent through the post at his or her or its risk.
- This Application Form may not be assigned, transferred, split or consolidated, except to satisfy *bona fide* market claims. Instructions for transfer, splitting and consolidation are set out below.
- Overseas Shareholders should refer to Part III of the Circular. No person receiving a copy of the Circular and/or this Application Form in any territory other than the United Kingdom where to do so would or might contravert local securities laws and regulations may treat the same as constituting an invitation to him/her/it, nor should he/she/it in any event use this Application Form, unless in the relevant territory such invitation or offer can be lawfully made to him/her/it and this Application Form can be lawfully used without contravention of any registration or other legal or regulatory requirements other than any which may have been fulfilled. Any person outside the United Kingdom wishing to apply for Open Offer Shares must satisfy himself/herself/itself as to full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required and compliance with any other formalities needing to be obtained in such territory and the payment of any issue, transfer or other taxes due in any such territory. Submission of this Application Form will constitute a warranty that all these conditions have been complied with.
- It is strongly recommended that the accompanying Circular should be read before any action is taken.
- All applications in respect of the Open Offer, all acceptances thereof and all contracts resulting from such acceptances shall be governed by and construed in accordance with English Law.
- Submission of this Application Form will constitute a warranty that these conditions and the conditions in the Circular have been complied with. It is expected that definitive certificates in respect of the Open Offer Shares issued under the Open Offer to be held in certificated form will be despatched no later than 30 March 2023 to the registered address of the sole or first named Shareholder shown in Box 1 or, where Box K has been completed, to the address of the sole or first named person shown therein or, if Box N has been completed, to the agent named therein. Until certificates are despatched, transfers of Open Offer Shares in certificated form will be certified against the register of members and register of warrant holders (as applicable) of the Company at the risk of the transferor.

INSTRUCTIONS FOR TRANSFER, SPLITTING AND CONSOLIDATION

- This Application Form may be transferred or split, but only to satisfy a *bona fide* market claim. If you have sold, before the date upon which the Existing Ordinary Shares were marked 'ex' the entitlement to the Open Offer by the London Stock Exchange, all of the Existing Ordinary Shares shown in Box A on page 1, you should complete the declaration in Box J on page 4 and pass this Application Form together with the Circular at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, this Application Form should not be distributed, forwarded or transmitted in or into the United States, Canada, Australia or Japan or any other jurisdiction if to do so would constitute a violation of the relevant law and/or regulation of such jurisdiction. Box K on page 4 must be completed and signed by the person(s) to whom the Existing Ordinary Shares have been sold if he or she or it wishes to apply on this Application Form for new Shares.
- If you have sold or transferred part only of your registered holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked 'ex' the entitlement to the Open Offer by the London Stock Exchange, you should complete Box J on page 4 and send this Application Form at once to Computershare Investor Services PLC at Corporate Actions Projects, Bristol, BS99 6AH, accompanied by a letter stating the number of pro rata entitlements of Open Offer Shares to be included in each split Application Form. The number of pro rata Open Offer Entitlements of Open Offer Shares to apply to each split Application Form must be stated and the aggregate must not exceed the number shown in Box B on page 1. Box J on page 4 on each split Application Form will be marked "Declaration of Sale duly made". The latest time and date for splitting is shown in Box L on page 4. Split Application Forms may only be obtained to satisfy *bona fide* market claims and by surrender of this form to Computershare Investor Services PLC in the manner set out above.
- The right to apply for Open Offer Shares represented by several Application Forms may be claimed by the person(s) to whom Existing Ordinary Shares have been sold as described in paragraph 1 above if Box K on page 4 is completed on one Application Form (the "Principal Application Form") and all the Application Forms are lodged in one batch, together with a remittance for the total number of Open Offer Shares applied for. Details of each Application Form (including the Principal Application Form) should be listed in ascending serial number order in the consolidation listing form (Box P) on the Principal Application Form and the serial number of the Principal Application Form should be entered in the space provided on each of the other Application Forms.
- If Boxes J and K are completed, Box M must be completed by the selling broker or other agent and Box N must be completed by the buying broker or other agent.
- If only Box J is completed, Boxes M and N DO NOT need to be completed.

INSTRUCTIONS FOR DEPOSITING ENTITLEMENTS UNDER THE OPEN OFFER INTO CREST

- The entitlements under the Open Offer shown by the Open Offer Entitlements set out in Box B of this Application Form may be converted into uncertificated form, that is, deposited into CREST (whether you are the registered holder of the Existing Ordinary Shares set out in Box A or are entitled to the Open Offer Entitlements in Box B by virtue of a *bona fide* market claim). Subject as provided in paragraph 2 below, normal CREST procedures (except for the last time for stock deposits) apply in relation to any such conversion. You are recommended to refer to the CREST Manual for details of such procedures. If you are a CREST sponsored member, you should contact your CREST sponsor. The Application Letter on page 3 should not be signed.
- If you are the registered holder(s) of the Existing Ordinary Shares set out in Box A, the CREST Deposit Form contained in Box O should be completed and then this Application Form should be deposited by you or your CREST sponsor (as appropriate) with the CREST Courier and Sorting Service ("CCSS"). In addition, the normal CREST Stock Deposit procedures will need to be carried out, except that (a) it will not be necessary to complete and lodge a separate CREST Transfer Form (prescribed under the Stock Transfer Act 1963) with the CCSS and (b) only the total number of the Open Offer Entitlements shown in Box B of this Application Form may be deposited into CREST. You may deposit some only of the Open Offer Entitlements shown in Box B of this Application Form into CREST where you have sold part of your registered holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked 'ex' the entitlement to the Open Offer by the London Stock Exchange, only once you have applied for a split Application Form in accordance with the instructions in the paragraph headed "Instructions for Transfer, Splitting and Consolidation" above. If you are entitled to the Open Offer Entitlements shown in Box B by virtue of a *bona fide* market claim, the declaration in Box J must have been completed or (in the case of a split Application Form) marked "Declaration of Sale duly made", and then the CREST Deposit Form in Box O completed and the form deposited with the CCSS in accordance with the instructions above. If entitlements under the Open Offer represented by more than one Application Form received in settlement of *bona fide* market claims are to be deposited, the CREST Deposit Form in Box O on each Application Form letter must be completed and the forms deposited. Box J on each Application Form must have been completed by the registered holder(s) whose name(s) appear in Box 1 but the Consolidation Listing Form should not be used.
- A holder(s) of the Open Offer Entitlements shown in Box B of this Application Form who is proposing to convert such entitlements into uncertificated form (whether they are to be converted into uncertificated form in the name(s) of the registered holder(s) of the Existing Ordinary Shares set out in Box A or in the name of the beneficial owner of any of those Existing Ordinary Shares by virtue of a *bona fide* market claim) should ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements in CREST following the conversion to take all necessary steps in connection with applying under the Open Offer prior to 11.00 a.m. on 14 March 2023. In particular, having regard to processing times in CREST and on the part of Computershare Investor Services PLC, the latest time for depositing an Application Form with the CCSS if you are entitled by virtue of a *bona fide* market claim (in order to enable you to take all necessary steps in connection with applying under the Open Offer prior to 11.00 a.m. on 14 March 2023) is 3.00 p.m. on 9 March 2023.
- When Box J and the CREST Deposit Form have been duly signed, the title to the Open Offer Entitlements shown in Box B of this Application Form will cease forthwith to be transferable by delivery and you will be unable to satisfy a claim to apply under the Open Offer by delivery of this Application Form. Furthermore, entries in Box K will not be recognised or acted upon by Computershare Investor Services PLC. All transfers of the Open Offer Entitlements to satisfy *bona fide* market claims must be affected through the means of the CREST system once such rights have been deposited into CREST.

NOTE: Deposit of this Application Form with (a) the CREST Deposit Form in Box O duly completed purporting to be signed by the person(s) whose name(s) appear(s) in Box 1 or (b) Box J on page 4, duly signed by the person(s) whose name(s) appear(s) in Box 1 or marked "Declaration of Sale duly made" and the CREST Deposit Form in Box O duly completed shall be conclusive evidence in favour of the Company and Computershare Investor Services PLC of: (i) the right of the person(s) named in the CREST Deposit Form to be registered as the holder(s) of the Open Offer Entitlements shown in Box B of this Application Form; and (ii) the authority of the person(s) completing Box J (if appropriate) or the CREST Deposit Form in Box O. All documents will be despatched by post at the risk of the person(s) entitled to them.

APPLICATION LETTER

To: the Directors of the Company

1. I/We being the registered holder(s) at the close of business on the Record Date of the number of Existing Ordinary Shares set out in Box A on page 1 (or the beneficial owner(s) of any of those shares by virtue of a *bona fide* market claim in certificated form) hereby apply irrevocably for the number of Open Offer Shares inserted in Box F on page 1 (subject to the further provisions set out in paragraph 3 below) and agree to accept the same on the terms and subject to the conditions set out herein and in the Circular and subject to the memorandum and articles of association of Invinity Energy Systems plc.
2. I/We enclose a cheque or banker's draft drawn in sterling on a bank or building society in the UK, payable to "CIS PLC re: Invinity Energy Systems plc. Open Offer" and crossed "A/C Payee Only" for the amount inserted in Box G on page 1, being the amount payable in full on application for such Open Offer Shares or, if Box G is left blank or the amount inserted in Box G is inconsistent with the remittance, for the sum payable in full on application for such Open Offer Shares at 32 pence per Open Offer Share as are applied for, or deemed to be applied for in accordance with the provisions of this Application Form.
3. In consideration of your agreeing to accept this application for the number of Open Offer Shares applied for, or deemed to be applied for, in accordance with the provisions of this Application Form, upon and subject to the terms and conditions set out herein and in the Circular, I/we undertake that this application shall be irrevocable and I/we acknowledge that you reserve the right to treat any application not complying strictly with the terms and conditions of application as nevertheless valid and, in the case of my/our failure to complete Box F (or if the number inserted in Box F is inconsistent with the remittance which accompanies this Application Form), I/we agree that I/we shall be deemed to have applied for the lesser of (i) the number of Open Offer Shares set out in Box B or, if completed, Box F and (ii) such number of Open Offer Shares at 32 pence per Open Offer Share as is covered by the remittance which accompanies this Application Form.
4. I/We request and authorise the Company, in respect of the Open Offer Shares for which this application is accepted, to send definitive share certificates representing the Open Offer Shares by post at my/our risk to me/us to the address printed on page 1 or to the agent whose name appears in Box H on page 4 unless I am/we are Eligible Shareholder(s) whose holding of Existing Ordinary Shares is held in uncertificated form on the Record Date or I am/we are applying via a *bona fide* market claim and I/we have indicated that I/we wish to have my/our Open Offer Shares delivered through CREST by completing Box I on page 4 in which case I/we acknowledge that if the Open Offer Shares for which this application is accepted are credited to the stock account in CREST having the CREST Member Account ID held at the Record Date as shown in Box I then, save as otherwise provided herein or in the Circular, I/we will not be sent a share certificate, confirmation of the credit to the stock account in CREST or any other written communication from the Company in respect of the issue of Open Offer Shares. I/We require the Company to take all steps to procure that my/our name(s) is/are placed on the register of members maintained by the Company. Pending despatch of definitive share certificates or alteration of CREST Stock Accounts (as the case may be), transfers will be certified against the register of members and register of warrant holders of the Company. I/We further acknowledge that, if I/we have indicated that I/we wish to have my/our Open Offer Shares delivered through CREST by completing Box I on page 4, the Company reserves the right to issue Open Offer Shares in certificated form.
5. I/We authorise Invinity Energy Systems plc to present the enclosed cheque or banker's draft on receipt and to withhold issuing definitive share certificates and warrant certificates (or the crediting of the relevant CREST Stock Account, as applicable) pending clearance thereof. In the event that the condition of the Open Offer set out in Part I of the Circular is not fulfilled or waived by 8.00 a.m. on 16 March 2023 or such other later date as may be agreed by Invinity Energy Systems plc being not later than 8.00 a.m. 30 April 2023, I/we authorise you or your agent to return such application monies, without interest, in accordance with the terms set out in the Circular to me/us by post at my/our risk either to the address printed on page 1, in respect of the Open Offer Shares for which this application is accepted or if the name and address of my/our agent is inserted in Box H on page 4, to my/our agent at such address, as soon as practicable thereafter.
6. I/We acknowledge that due completion of the Application Form accompanied by a cheque or banker's draft constitutes a warranty that the cheque or banker's draft will be honoured on first presentation and that such warranty shall constitute a fundamental term of application and, without prejudice to the Company's right to require payment, that this application may be deemed invalid if such cheque or banker's draft is not so honoured. I/We acknowledge that you reserve the right to instruct Computershare Investor Services PLC to seek special clearance of cheques or banker's drafts to allow the Company to obtain value for remittances at the earliest opportunity.
7. By lodging this Application Form, I/we undertake to provide such information to Computershare Investor Services PLC, as may be required under the provisions of the paragraph headed "Money Laundering Regulations" in Part IV of the Circular. As stated in such paragraph, failure to provide the necessary evidence of identity within a reasonable period of time following a request for verification of identity may result in an application being treated as invalid. In such event, the monies payable on application will be returned without interest, to the account at the drawee bank from which such monies were originally debited (but without prejudice to any rights the Company may have to take proceedings to recover any loss or damage suffered or incurred by it as a result of the failure to produce satisfactory evidence as aforesaid). Computershare Investor Services PLC is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to an applicant and whether such requirements have been satisfied.
8. I/We represent and warrant that either (i) I am/we are not (a) US person(s) and am/are not applying on behalf or with a view to the re-offer, re-sale or delivery of the Open Offer Shares directly or indirectly in, into or from the United States or to a US person or (ii) I am/we are (a) US person(s) pursuant to an express agreement with the Company, after having satisfied or after such US person(s) has/have satisfied the Company that a relevant exemption from the registration requirements of the Securities Act applies to me/us or such US person(s).
9. I/We acknowledge that the dates and times referred to in this Application Form may be altered by the Company.
10. I/We represent and warrant that I/we am/are not:
 - (i) (a) citizen(s) or (a) resident(s) of, or has/have a registered or mailing address in the United States (except as permitted under Rule 903 of Regulation S), Canada, Australia, Japan that I/we do not hold and has/have not acquired the Existing Ordinary Shares comprised in Box A for the account or benefit of a US person, a Canadian person, an Australian person or a Japanese person or with a view to the offer, sale, transfer or delivery, directly or indirectly, of any of the Existing Ordinary Shares (or any rights in respect of such shares) incurring in, into the United States, Canada, Australia or Japan to such a person; nor
 - (ii) (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer; nor
 - (iii) acting on behalf of any such person(s) as are described in paragraphs 10(i) and 10(ii) above on a non-discretionary basis; nor
 - (iv) applying as a person (or as nominee or agent for such a person) who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; nor
 - (v) in making this application, relying on any information or representation relating to the Company other than such as may be contained in the Circular and I/we agree that no person responsible solely or jointly for the Circular or any part of it or involved in the preparation thereof shall have any liability for any representation contained in the Circular; nor
 - (vi) in breach of the provisions of paragraph 1 under "Instructions for Transfer, Splitting and Consolidation"; nor
 - (vii) inside the United States (except as permitted under Rule 903 of Regulation S) or any jurisdiction where to receive the Application Form would or might contravene local securities laws or regulations at the time of despatching or executing the Application Form.
11. I/We acknowledge that the Company reserves the right to reject Application Forms received from Shareholders in any prohibited territory or persons it believes are acquiring new Shares for resale in any such territory.
12. I/We agree that all applications, acceptances of applications and controls resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, English law.

Note: If you cannot give the representations and warranties set out above you should not make this application without first having satisfied the Company (i) that an Application Form may be accepted without the giving of the representations and warranties and (ii) that the making of the Open Offer in the relevant territory could lawfully be made to the relevant Shareholder and such Application Form could lawfully be used without compliance with any registration or other legal or regulatory requirements other than any which may have been fulfilled. Without prejudice to the foregoing, the Company reserves the right at its absolute discretion to reject any Application Form from any Shareholder unable to give the representations and warranties, albeit without giving any reason therefore.

Dated

PLEASE SIGN HERE ONLY IF YOU ARE THE PERSON(S) NAMED ON PAGE 1

First or Sole Holder
Usual Signature

ALL JOINT HOLDER(S) MUST SIGN

Joint holder(s) (if any)
(2) Usual Signature

(3) Usual Signature

(4) Usual Signature

Execution by a Company: The common seal was affixed/executed as a deed on behalf of the Company named above in the presence of:

Signature

Name of Director

Signature

Name of
*Director/Secretary/Witness



Invinity Energy Systems plc

Form of Proxy – Extraordinary General Meeting to be held on 15 March 2023

To be effective, all proxy appointments must be lodged with the Company's Registrars at: c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY or electronically to #UKCSBRS.ExternalProxyQueries@computershare.co.uk by 11.00 a.m. on 13 March 2023 (UK Time).

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 01534 825230 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Regulation 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 days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 01534 825230 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. As shareholders may be unable to vote in person at the meeting, they are strongly encouraged to use their proxy vote and reminded that completed proxy forms may also be scanned and submitted via email to #UKCSBRS.ExternalProxyQueries@computershare.co.uk. The deadline for submission of proxy votes is 11.00 a.m. on 13 March 2023.
9. Shareholders with questions pertaining to the EGM or requiring assistance in submitting their proxy are requested to contact Joe Worthington via ir@invinity.com or on +44 (0)204 551 0361.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

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Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.

Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Extraordinary General Meeting of Invinity Energy Systems plc to be held at the offices of **Canaccord Genuity Ltd, 88 Wood Street, London, EC2V 7QR** on **15 March 2023** at **11.00 a.m.**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Special Resolutions

	For	Against	Vote Withheld
1 To allot the Placing Shares and Open Offer Shares as if the pre-emption provisions in the Articles did not apply	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To allot the Subscription Shares as if the pre-emption provisions in the Articles did not apply	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

