

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 22 May 2024 at 11:00 a.m. to consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

THAT:

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 272,138,356 new Ordinary Shares, on the following basis:

- A) the allotment of 121,739,130 Placing Shares (as such term is defined in the circular to shareholders of the Company dated 3 May 2024 (“**Circular**”));
- B) by means of the Placing Option (as defined in the Circular);
- C) the allotment of 121,739,130 Subscription Shares (as defined in the Circular, subject to the terms of the Subscription Agreements, including the treatment of relevant costs, as described in section 6.1 of Part I of the Circular); and
- D) the allotment of 3 new Ordinary Shares for every 20 Existing Ordinary Shares held on the Record Date, at 23 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.

Dated: 3 May 2024

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 21 May 2024 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 20 May 2024. 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 191,067,307 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 20 May 2024. 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 & International 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.

Invinity Energy Systems plc

Form of Proxy – General Meeting to be held on 22 May 2024

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 20 May 2024 (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 20 May 2024.
9. Shareholders with questions pertaining to the GM 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 General Meeting of Invinity Energy Systems plc to be held at the offices of **Canaccord Genuity Ltd, 88 Wood Street, London, EC2V 7QR on 22 May 2024 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 Resolution

1 That the Directors of the Company be empowered to allot the Placing Shares, Subscription Shares, Open Offer Shares and any Ordinary Shares placed pursuant to the Placing Option as if the pre-emption provisions in the Articles did not apply

For	Against	Vote Withheld
<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).

