

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Invinity Energy Systems plc

Letter from the Chairman and Notice of Annual General Meeting

NOTICE OF THE ANNUAL GENERAL MEETING of the Company, to be held at 12.00 p.m. at The Lothbury Room, LG Floor, 131 Finsbury Pavement, London, EC2A 1NT on Thursday, 25 June 2026, is contained within this document.

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Registered Office:
Office 3.03, 3rd Floor
24 Chiswell Street
London
EC1Y 4TY

Registered in England and Wales
Company No. 15892542

Directors:
Neil O'Brien (Non-Executive Chair)
Jonathan Marren (Chief Executive Officer)
Matt Harper (President)
Adam Howard (Chief Financial Officer)
Rajat Kohli (Senior Independent Director)
Kristina Peterson (Non-Executive Director)
Margaret Amos (Non-Executive Director)

01 June 2026

Dear Shareholder

I am pleased to attach the Notice of the Annual General Meeting of Invinity Energy Systems plc (the "**Company**") to be held in person at 12.00 p.m. at The Lothbury Room, LG Floor, 131 Finsbury Pavement, London, EC2A 1NT on Thursday, 25 June 2026 (the "**Meeting**").

At the Meeting, the Company will conduct the formal business of the Annual General Meeting which will include tabling the resolutions set out in the Notice of Meeting and voting on the resolutions by way of a poll.

Attendance at the meeting

If you plan to attend the Meeting, please let us know via email at companysecretary@invinity.com before 5.00 p.m. on Tuesday 23 June 2026. Please note that the venue is subject to capacity limits.

Proxies

You are strongly encouraged to use your proxy vote. Shareholders can vote electronically via the Investor Centre app or by accessing the web browser at <https://uk.investorcentre.mpms.mufg.com/>.

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

If you need help with voting online or require a hard copy proxy form, please contact our Registrars, MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com or call on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Completed hard copy proxy forms should be returned to our Registrars at MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 12.00 p.m. on 23 June 2026.

Voting

At this year's Meeting there are twelve ordinary resolutions which shareholders are asked to approve by a simple majority of 50% of the votes cast and one special resolution which requires at least 75% of the votes cast to be in favour. An explanation of each of these resolutions is given below. Please vote via proxy as described above.

ORDINARY RESOLUTIONS

Resolution 1: Annual Report and Financial Statements

The Company is required to lay before shareholders in general meeting the annual report and financial statements of the Company for each financial year. Following the redomiciliation of the Group's holding company from Jersey to the United Kingdom in January 2025 ("Redomiciliation"), the Company became the new UK parent company of the Group. The Company was incorporated in England and Wales on 12 August 2024 and this is the first financial year for which it is required to prepare set of audited accounts for the period ended 31 December 2025. Accordingly, the shareholders are being asked to receive and adopt the Company's first annual report and financial statements for the period ended 31 December 2025, together with the reports of the Directors and the auditor thereon. This annual report and financial statements have been made available to shareholders and are available on the Company's website: <https://invinity.com/investors/shareholder-documents/>.

Resolution 2: Remuneration Report

The Report of the Remuneration Committee is set out in the Annual Report for the year ended 31 December 2025. The Report provides details of Directors' remuneration, share interests and the Company's remuneration policy. The vote on the Report of the Remuneration Committee, under Resolution 2, is advisory only and any entitlement of a Director to remuneration is not dependent upon Resolution 2 being passed.

Resolution 3: Auditors' Report

The Company is required to lay before shareholders the report of the auditor on the Company's financial statements for the period ended 31 December 2025. Shareholders are asked to receive and adopt auditor's report as set out in the Annual Report for the year ended 31 December 2025.

Resolution 4: Auditor

The Company is required to appoint or reappoint its auditor at each general meeting at which an annual report and financial statements are presented until the conclusion of the next general meeting at which an annual report and financial statements are laid and to authorise the Directors to determine the auditor's remuneration. BDO LLP, has indicated its willingness to continue in office of the Company as auditor of the Company until the conclusion of the annual general meeting of the Company to be held in 2027. The Directors recommend the appointment of BDO LLP.

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

Resolutions 5-11: Election of Directors

In accordance with Article 92 of the Company's Articles of Association, each Director is required to retire at the AGM if required to do so under the Company's corporate governance arrangements. The Company applies the Quoted Companies Alliance Corporate Governance Code (2018), which provides that all directors should be subject to annual re-election by shareholders. Accordingly, all Directors will retire at the AGM and offer themselves for re-election.

The Board considers that each of the Directors offering themselves for re-election continue to make an effective and valuable contribution to the Board and demonstrates commitment to their role. The Board therefore recommends the re-election of each Director. The Board considers the Non-Executive Directors to be independent and provide an objective perspective. Director biographies can be found at: <https://invinity.com/investors/board/>.

Resolution 12: Authority to Allot Shares

Resolution 12, if passed, will give the Directors authority to allot new shares in the Company up to a maximum amount of 189,588,956, representing one third of the issued share capital of the Company on 01 June 2026. This authority is within limits prescribed by the Investment Association and reflects principles of good corporate governance which is standard practice for companies traded on the Alternative Investment Market.

SPECIAL RESOLUTION

Resolution 13: Disapplication of Statutory Pre-Emption Rights

Resolution 13, which is proposed as a special resolution relates to the authority to allot shares for cash without the requirement to comply with statutory pre-emption rights. The Company is seeking authority to allot the amount of the shares authorised for allotment under Resolution 12 up to a maximum of 10 per cent of the Company's issued share capital as at 01 June 2026 on a non-pre-emptive basis and without having to seek shareholder approval at a general meeting. The Directors believe this is in the best interests of the Company and its shareholders to retain flexibility to raise capital quickly and efficiently when commercial opportunities arise.

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

Yours sincerely

Neil O'Brien
Non-Executive Chair

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of the Company will be held in accordance with the Companies Act 2006 (the “Act”) and the Company’s Articles of Association at 12.00 p.m. on Thursday, 25 June 2026 at The Lothbury Room, LG Floor, 131 Finsbury Pavement, London, EC2A 1NT for the following purposes:

ORDINARY RESOLUTIONS

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

1. TO receive, consider and adopt the Company’s annual report and financial statements for the first financial year ended 31 December 2025.
2. TO receive, consider and adopt the Directors’ remuneration report for the first financial year ended 31 December 2025.
3. TO receive, consider and adopt the auditors’ report on the Company’s annual report and financial statements and the auditable part of the remuneration report for the first financial year ended 31 December 2025.
4. TO re-elect BDO LLP as auditors to hold office from the conclusion of this meeting to the conclusion of the next annual general meeting at which an annual report and financial statements are laid before the Company and to authorise the Directors to fix the remuneration of BDO LLP.
5. TO re-elect Neil O’Brien as a Director.
6. TO re-elect Rajat Kohli as a Director.
7. TO re-elect Kristina Peterson as a Director.
8. TO re-elect Margaret Amos as a Director.
9. TO re-elect Jonathan Marren as a Director.
10. TO re-elect Matthew Harper as a Director.
11. TO re-elect Adam Howard as a Director.
12. THAT the Directors be and are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot and issue equity securities (as defined in section 560 of the Act) in the Company up to a maximum amount of 189,588,956, which represents one-third of the issued ordinary share capital of the Company as at the date of this notice. This authority shall expire on the earlier of 15 months after the passing of this resolution or at the conclusion of the Company’s next AGM, save that the Company may before such expiry pursuant to the authority make any offer or agreement which would or might require shares to be allotted or rights to subscribe for, or convert securities into, shares to be granted, after such expiry and the Directors may allot shares or grant rights in pursuance of any such offer or agreement as if the authority so conferred had not expired.

SPECIAL RESOLUTION

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

13. THAT, subject to the passing of resolution 12 above, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company pursuant to the authority conferred by resolution 12 as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash:
 - (i) in connection with or pursuant to an offer of or invitation to apply for equity securities in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders) of any other class or equity securities entitled to participate therein or if the Directors consider is necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may deem necessary or appropriate to deal with legal or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
 - (ii) the allotment (otherwise than pursuant to paragraph (i) above) of equity securities up to a maximum amount of 56,876,687, and shall expire on the earlier of 15 months after the passing of this resolution or at the conclusion of the Company’s next AGM whichever is earlier, save that, before such expiry, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD,

Akshay Tyagi
Company Secretary
Office 3.03, 3rd Floor,
24 Chiswell Street,
London
EC1Y 4TY

Date 01 June 2026

Notes

Attending the AGM

Shareholders wishing to attend the AGM are asked to register their attendance by emailing companysecretary@invinity.com before 5.00 p.m. on Tuesday 23 June 2026 indicating their intention to attend the AGM. Rules around capacity at the venue and changes in health and safety requirements may mean shareholders cannot ultimately attend the meeting. We recommend that all shareholders appoint the Chair of the meeting as proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you appoint are unable to attend in person. Proxy arrangements and instructions on how to appoint a proxy can be found in the section below entitled 'Proxy appointment'.

Submission of a proxy appointment will not prevent a member from attending the AGM and voting in person if the member wishes to do so.

Right to attend and vote at the AGM

Pursuant to section 360B of the Act, 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 not later than close of business 48 hours before the time fixed for the meeting or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than close of business 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. In each case, changes to entries on the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM. A form of ID and the Shareholder Reference Number will be required if shareholders intend to vote at the AGM. If your shares are held within a nominee and you wish to attend and vote at the AGM, you will need to contact your nominee as soon as possible. Your nominee will need to provide a corporate letter of representation.

Proxy appointment

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

You will not receive a hard copy proxy form in the post unless you request one via the registrar's MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com or via telephone on 0371 664 0300. and +44 (0) 371 664 0300 (international). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. To be valid, the Form of Proxy for use in connection with the Annual General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, MUFG Corporate Markets at PXS 1, Central Square 29 Wellington Street Leeds LS1 4DL not later than 12.00 p.m. on Tuesday 23 June 2026, being two business days before the time appointed for holding the Annual General Meeting (or, if the Annual 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).

Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



You will need to log into your Investor Centre account or register if you have not previously done so. Once you have setup your account you will need to add your shareholding by clicking 'Add Holding' in the 'Portfolio' section and following the on-screen instructions. You will require your Investor Code (IVC) to add your shareholding. You can find your IVC on your share certificate or by contacting our Registrar, MUFG Corporate Market by emailing them at shareholderenquiries@cm.mpms.mufg.com or by calling on 0371 664 0300. Members must appoint a proxy using the website, <https://uk.investorcentre.mpms.mufg.com> no later than 12.00 p.m. on Tuesday, 23 June 2026 or any adjournment of that meeting.

You will not receive a hard copy proxy form in the post unless you request one via the registrar's MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com or via telephone on 0371 664 0300. and +44 (0) 371 664 0300 (international). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. To be valid, the Form of Proxy for use in connection with the Annual General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, MUFG Corporate Markets at PXS 1, Central Square 29 Wellington Street Leeds LS1 4DL not later than 12.00 p.m. on Tuesday 23 June 2026, being 48 hours before the time appointed for holding the Annual General Meeting (or, if the Annual 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 of the proxy does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer, attorney or other representative. In the case of joint holders, this form of proxy must be signed by that one of the joint holders whose name stands first in the register of members in respect of the joint holding. The Chair shall act as a proxy unless another proxy is desired, in which case, insert full name of your proxy in the space provided. A proxy will act in their discretion in relation to any business, other than the resolutions set out in the proxy form, at the meeting (including any resolution to amend a resolution or to adjourn the meeting). If two or more valid but differing proxy appointments are received in respect of the same share for use at the same meeting or on the same poll, the one which is last received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share. An "abstain" vote is not a vote in law and will not be counted in the proportion of votes for or against any resolution. Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Total voting rights

The total voting rights in the Company as at 01 June 2026 were 568,766,867. To be passed, ordinary resolutions require a simple majority in favour of the votes cast. To be passed, special resolutions require at least 75% of votes cast to be in favour. In accordance with section 360B of the Act, the Company has fixed the close of business on 23 June 2026 as the record date for determining the uncertificated members entitled to receive this Notice (and the accompanying proxy form), so that such persons entered on the Company's register of members at that time are the persons so entitled.

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsors or

voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrars (ID: RA10) no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com).

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

Proxymity

Proxymity Voting - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12.00 p.m. on Tuesday 23 June 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

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

