

NOTICE OF GENERAL MEETING ESKEN LIMITED

(Incorporated under the laws of Guernsey with registered number 39117)
(the “**Company**”)

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at Third floor, 15 Stratford Place, London, England W1C 1BE at 9.30 a.m. on 24 November 2023 for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 and 3 will be proposed as ordinary resolutions and Resolution 2 will be proposed as a special resolution.

Ordinary Resolution

1. THAT, the proposed disposal by Esken Holdings Limited (registered number 07246663) (the “**Seller**”), a subsidiary of the Company, of the whole of the issued share capital of Esken Renewables Limited (registered number 07042490) (“**Disposal**”) pursuant to and on the terms and subject to the conditions contained in an agreement made between Pioneer Balmoral UK Limited, as purchaser and the Seller, as more particularly described in the circular to Shareholders of the Company dated 6 November 2023 (the “**Circular**”) which constitutes a class 1 transaction for the purpose of the Listing Rules of the Financial Conduct Authority, be and is hereby approved with such revisions, waivers and amendments (including as to price) of a non-material nature as may be approved by the directors of the Company (“**Directors**”) or any duly authorised committee thereof, and that all acts, agreements, arrangements and indemnities which the Directors or any such committee consider necessary or desirable for the purpose of or in connection with the Disposal be and are hereby approved.

Special Resolution

2. THAT, the proposed transfer of the Company’s category of equity share listing on the Official List of the Financial Conduct Authority and on the Main Market of the London Stock Exchange from a premium listing (commercial company) to a standard listing (shares) (the “**Transfer of Listing**”) be and is hereby approved and the Directors be and are hereby authorised to cause such Transfer of Listing to be effected and to do and/or procure to be done all such acts or things as they may consider necessary or desirable in connection therewith.

Ordinary Resolution

3. THAT
 - (a) the rules of the Esken Limited Value Creation Plan 2023 (the “**VCP 2023**”) in the form produced to the Meeting and initialled by the Chairman of the Meeting for the purposes of identification, the principal terms of which are summarised in **Part 8** (*Executive Remuneration Scheme*) of the Circular be and are hereby approved and the directors of the Company be and are generally authorised to adopt the VCP 2023 and to do all acts and things that they consider necessary or expedient to give effect to the VCP 2023; and
 - (b) the directors be and are hereby authorised to adopt further plans based on the VCP 2023 but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash made available under such further plans is paid from the bonus pool in the VCP 2023; and
 - (c) payments to executive directors of the Company under the VCP 2023 be approved; and
 - (d) payments to executive directors in the nature of bonus on the amended terms described in **Part 8** (*Executive Remuneration Scheme*) of the Circular be approved.

Dated: 6 November 2023

By order of the Board

Adam Davidson
Company Secretary
Registered Office
Esken Limited

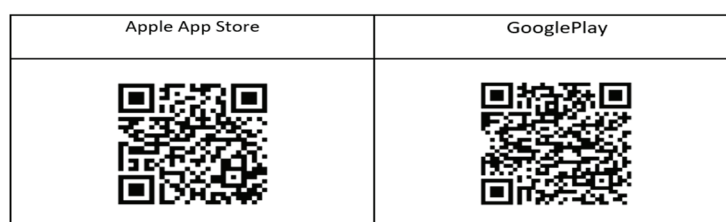
Floor 2
Trafalgar Court
Les Banques
St Peter Port
Guernsey
GY1 4LY

Registered in Guernsey with registered number 39117

General notes to the Notice:

1. The meeting will take place at Third floor, 15 Stratford Place, London, England W1C 1BE.
2. A member of the Company entitled to attend, speak and vote at the meeting convened by this Notice is entitled to appoint one or more proxies to exercise any of his/her rights to attend, speak and vote at that meeting on his/her behalf. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company.
3. You can vote by lodging a proxy either:
 - 3.1 by logging on to www.signalshares.com and following the instructions;
 - 3.2 via the LinkVote+ app (refer to the notes below);
 - 3.3 by appointing a proxy electronically via the Proxymity platform (refer to the notes below);
 - 3.4 by requesting a hard copy form of proxy directly from the Company registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk, or you may call Link Group on +44 (0) 371 664 0300 (if calling from outside the United Kingdom). 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. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. If you request a hard copy form of proxy, you must complete and return it in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL by not later than 9.30 a.m. on 22 November 2023 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Submission of a proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof; or
 - 3.5 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
4. Proxy votes should be submitted as early as possible and in any event must be received by Link Group, no later than 9.30 a.m. on 22 November 2023 (being 48 hours before the time appointed for the holding of the General Meeting excluding any non-working days).
5. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact Link Group, 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. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. You will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you wish your proxy to ask questions on your behalf at the meeting you will need to appoint your own choice of proxy (not the chair) and give your instructions directly to them.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
7. In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 9.30 a.m. on 22 November 2023. Alternatively, a member may revoke a proxy appointment by notifying the Company in writing at its registered office before the commencement of the General Meeting, or any adjournment thereof, or the taking of any poll at which the proxy is to be used. A member may also revoke a proxy appointment by logging on to www.signalshares.com and following the instructions.

8. Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives Shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



9. 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 9.30 a.m. on 22 November 2022 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.
10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so in relation to the meeting, and any adjournment(s) thereof, by utilising the procedures described in the CREST Manual. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by Link Group (whose CREST ID is RA10) by the latest time for receipt of proxy appointments specified in Note 9 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34(1) of the Uncertificated Securities (Guernsey) Regulations, 2009.
11. CREST members and, where applicable, their CREST sponsors, or voting service providers, should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST 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.
12. In the case of a shareholder which is a company, a hard copy form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
13. Any power of attorney or any other authority under which a hard copy form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
14. Shareholders are invited to email Adam Davidson, Company Secretary (adam.davidson@esken.com) including their Shareholder Reference Number (shown on their share certificate as Investor Code or IVC), with any questions relating to the business of the

General Meeting which they would like to have considered if they are not able to attend in person to ask that question. The Company requests that questions be submitted by 22 November 2023 at the latest. The Company will attempt to answer as many of Shareholders' questions as it can via the Company's website (www.esken.com) in advance of the General Meeting. If the Company receives a large number of questions on similar topics, it may group those questions and respond to them generally. The question facility will not constitute attendance or participation on the part of the shareholder in the legal proceedings of the meeting. Questions may also be posed during the meeting by a Shareholder present at the meeting.

15. If multiple questions on the same topic are received in advance, the Chairman may choose to provide a single answer to address shareholder queries on the same topic. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:
 - 15.1 answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
 - 15.2 the answer has already been given on a website in the form of an answer to a question.
 - 15.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. If you attend the meeting in person you may be included in the recording of the meeting. Please note that this recording is solely for the purposes of creating a transcript of the meeting and will not be publicly available.
17. As at the latest practicable date (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 1,025,336,741 ordinary shares, carrying one vote each, with no treasury shares. Therefore, the total voting rights in the Company as at the latest practicable date (being the latest practicable date prior to the publication of this document) are 1,025,336,741.
18. Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company registrar prior to the commencement of the meeting.
19. The right to vote at the meeting shall be determined by reference to the register of members of the Company. Only those persons whose names are entered on the register of members of the Company at close of business on 22 November 2023 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
20. Members who wish to communicate with the Company by electronic means in connection with the matters set out in this Notice may do so by contacting the Company at adam.davidson@esken.com on or before the close of business on 22 November 2023.
21. As soon as practicable following the General Meeting, the results of the voting at the meeting and the number of votes cast for and against and the number of votes withheld in respect of each resolution will be announced via a Regulatory Information Service and also placed on the Company's website www.esken.com
22. The following documents are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the Company's registered office, Floor 2, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 4LY, from the date of this Notice until the conclusion of the General Meeting and will be available for inspection at the place of the General Meeting for at least 15 minutes prior to and during the General Meeting at:
 - 22.1 Third floor, 15 Stratford Place, London, England W1C 1BE.

23. A copy of this Notice will also be placed on the Company's website at www.esken.com/investors.
24. Except as provided above, Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted): by e-mailing us at adam.davidson@esken.com.
25. You may not use any electronic address provided either:
 - 25.1 in this notice; or
 - 25.2 any related documents (including the annual report for the year ended 28 February 2023 and form of proxy), to communicate with the Company for any purposes other than those expressly stated.
26. The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, which can be found at <https://www.esken.com.com/services/cookie-privacy-policy>.
27. Any shareholder who has not otherwise received confirmation that his or her vote on the polls at the General Meeting has been validly recorded and counted (for example, by receiving electronic notification that a vote cast electronically has been recorded and counted) and has no other reasonable means of confirming this, may, within 30 days from the date of the meeting, request information from the Company allowing him or her to confirm that his or her vote on the polls at the meeting has been validly recorded and counted, by using the contact details of Link Group, 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. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.