

**LETTER FROM THE CHAIRMAN**  
**NET ZERO INFRASTRUCTURE PLC**

('the Company')

*(incorporated and registered in England and Wales with registered number 13236308)*

**Directors**

Michael Ellwood (Chairman)  
Brian Arthur Basham (Non-Executive Director)

**Registered Office**

Eastcastle House  
27-28 Eastcastle Street  
London  
W1W 8DH  
United Kingdom

22 May 2026

Dear Shareholder,

**Notice of General Meeting**

I enclose the formal notice ("**Notice**") of a General Meeting ("**GM**" or "**General Meeting**") of the Company. The GM will be held at 11.00 a.m. on 16 June 2026 at The Army & Navy Club, 36 Pall Mall, London, SW1Y 5JN.

Enclosed with this Notice is a Form of Proxy for use by Shareholders. Information on the completion and return of Forms of Proxy are set out below and in the notes to the Notice.

This GM is called to address matters relating to the RTO previously announced on 22 May 2025. In order to progress the RTO, the Company needs to raise pre-IPO funding to cover professional fees and as such proposes to pass resolutions to allow this fundraise.

The formal notice of GM is set out on pages 3 to 6 of this document.

A description of the resolutions being proposed at this GM follows.

**Resolution 1 – general authority to allot shares (ordinary resolution)**

In addition to the authority granted at the Company's Annual General Meeting on 30 April 2026, where authority to allot up to an aggregate nominal value of £202,333.33 was granted, this resolution request authority to allot further shares up to a maximum aggregate amount of £47,666.67.

**Resolution 2 – disapplication of pre-emption right (special resolution)**

This Resolution asks Shareholders to agree to disapply pre-emption rights to an aggregate nominal amount of £250,000 being the sum of the shares allotted under the general authority granted to directors at the Company's Annual General Meeting held on 30 April 2026 plus the allotment authority requested under Resolution 1 of this GM.

### **Resolution 3 – resolution to hold a general meeting on shorter notice (special resolution)**

Resolution 3 is a special resolution which would authorise the Company to call general meetings (other than annual general meetings) on not less than 14 clear days' notice. Under the Companies Act 2006, listed companies are required to give at least 21 clear days' notice of a general meeting unless shareholders have approved a shorter notice period. The Directors consider it important that the Company has the flexibility to call general meetings on 14 clear days' notice when this is merited by the business of the meeting. This authority is particularly useful when a company can expect a significant level of corporate activity during the year.

### **Requisite majorities for Resolutions to be passed**

Resolution 1 is being proposed as an ordinary resolution and requires approval by a simple majority of those votes cast at the GM for that Resolution to be passed. Each of Resolutions 2 and 3 is being proposed as a special resolution and requires approval by 75% of those votes cast at the GM for each of those Resolutions to be passed.

### **Action to be taken**

A Form of Proxy is enclosed for use by Shareholders at the General Meeting. Shareholders are asked to complete, sign and return the Form of Proxy by post or by hand in accordance with the instructions printed therein so as to be received as soon as possible by the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. Alternatively, shareholders can register their vote(s) for the General Meeting by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the onscreen instructions (individual log-in details can be located on the top of the personalised proxy form). CREST members can vote by utilising the CREST electronic proxy appointment service with the procedures set out in the notes to the Notice. The Proxy Form must be received by Share Registrars Limited, but in any event so as to arrive no later than 48 hours (excluding non-business days) before the GM.

### **Recommendation**

The Board considers that each of the Resolutions set out in the Notice are in the best interests of the Company and of its Shareholders as a whole and unanimously recommend Shareholders to vote in favour of them, as each of the Directors intends to do in respect of their own beneficial holdings.

Yours faithfully,

**Michael Ellwood**  
Chairman

**NET ZERO INFRASTRUCTURE PLC**  
*(Incorporated and registered in England and Wales under number 13236308)*

**NOTICE OF GENERAL MEETING**

Notice is hereby given that the General Meeting of NET ZERO INFRASTRUCTURE PLC (the “**Company**”) will be held at The Army & Navy Club, 36 Pall Mall, London, SW1Y 5JN at 11.00 a.m. on 16 June 2026 for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as to resolution 1 as an ordinary resolution and resolutions 2 and 3 as special resolutions:

**Ordinary Resolution**

1. In addition to the authorities that were conferred on the Directors by resolution 5 at the Annual General Meeting of the Company held on 30 April 2026 (the “**AGM General Share Allotment Authority**”), to authorise the Directors generally and unconditionally pursuant to section 551 of the Companies Act 2006 (the “**CA 2006**”) to exercise all the powers of the Company to allot shares in its capital and/or grant rights to subscribe for or convert any security into such shares (“**allotment rights**”) up to a maximum aggregate nominal amount of £47,666.67, such authority to expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution.

Notwithstanding such expiry, the authority shall still permit the Company to make allotments of shares or grant allotment rights in respect of offers or agreements made before such expiry, which would or might require shares to be allotted or allotment rights to be granted after such expiry and the Directors may allot shares or grant allotment rights under any such offer or agreement as if the authority had not expired.

**Special Resolutions**

2. Subject to the passing of resolution 1 above, to empower the Directors in accordance with sections 570 to 573 of the CA 2006, until the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution, to make allotments of equity securities (as construed in accordance with section 560 of the CA 2006) for cash pursuant to the authority conferred by resolution 1 above and the General Share Allotment Authority or by way of sale of treasury shares as if section 561 of the CA 2006 did not apply to any such allotment (or sale), such power being limited to the allotment of equity securities or sale of treasury shares:
  - (a) in connection with an issue or offer by way of rights in favour of holders of equity securities and of any other person entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held or deemed to be held by them on the record date of such allotment or are otherwise in accordance with their respective entitlements, subject only to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements or problems arising under the laws of any overseas territory or the requirements of any regulatory authority or any stock exchange; and
  - (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £250,000 (representing approximately 41.2 per cent. of the current issued share capital of the Company),

save that the Company may, before expiry of those authorities, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if such authorities had not expired.

3. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

**Dated: 22 May 2026**

**Registered Office:**

Eastcastle House  
27-28 Eastcastle Street  
London  
W1W 8DH

**By order of the Board:**

Mike Ellwood  
**Chairman**

## Notes:

1. Shareholders will only be entitled to attend and vote at the General Meeting if they are registered as the holders of Ordinary Shares at 11.00 a.m. on 12 June 2026. If the General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 48 hours (ignoring any part of a day that is not a working day) prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours (ignoring any part of a day that is not a working day) prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.
2. **A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.**
3. You can register your vote(s) for the General Meeting either:
  - by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
  - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11.00 a.m. on 12 June 2026.

4. Shareholders can:
  - appoint a proxy or proxies and give proxy instructions by voting online or returning the enclosed form of proxy by post (see note 5); or
  - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6).
5. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX so as to be received no later than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder which is a company, the 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. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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 sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 issuer's agent (ID:7RA36) no later than 11.00 a.m. on 12 June 2026 or, in the event of an adjournment of the General Meeting, 48 hours (ignoring any part of a day that is not a working day) before the adjourned meeting. 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 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.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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/her 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.
9. 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.
10. 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 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 General Meeting.
11. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.

12. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.
13. In order to revoke a proxy appointment, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later 11.00 a.m. on 12 June 2026, or 48 hours (ignoring any part of a day that is not a working day) before any adjourned meeting.
14. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
15. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
16. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
17. Any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if:
  - a. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - b. the answer has already been given on a website in the form of an answer to a question; or
  - c. it is undesirable in the interests of the Company or the good order of the meeting that the questions be answered.
18. As at 15 June 2026, being the latest practicable date before publication of this notice, the Company had 60,700,000 Ordinary Shares in issue. Each Ordinary Share carries one vote therefore, the total number of voting rights in the Company is 60,700,000.
19. The company's website address is <https://nziplc.com/> where details related to this General Meeting can also be found.



