LETTER FROM THE CHAIRMAN

NET ZERO INFRASTRUCTURE PLC

(the "Company")

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

Directors	**Registered Office**
Michael Ellwood (Chairman) Brian Arthur Basham (Non-Executive Director)	Eastcastle House 27-28 Eastcastle Street London W1W 8DH United Kingdom

31 July 2026

Dear Shareholder,

Notice of General Meeting

I enclose the formal notice ("**Notice**") of a General Meeting ("**GM**") of the Company. The GM will be held at 11.00 a.m. on 18 August 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 of the Company (the "**Shareholders**"). Information on the completion and return of Forms of Proxy is set out below and in the notes to the Notice.

This letter also explains why the Directors recommend that Shareholders vote in favour of the resolutions being proposed at the GM (the "**Resolutions**").

Resolution 1 requests Shareholder approval by way of an ordinary resolution to grant the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any security into shares in the Company in accordance with Section 551 of the Companies Act 2006 up to a maximum nominal value of £642,750.

Resolution 2 requests Shareholder approval by way of a special resolution to grant the Directors authority to allot equity securities (authorised pursuant to Resolution 1) for cash without first being required to offer such securities to existing shareholders (as would otherwise be required by Section 561 of the Companies Act 2006). If this resolution is approved, the Directors will be authorised to issue shares for cash up to a maximum nominal amount of £642,750.

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, 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 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 (save in respect of those Resolutions in which they are interested).

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 18 August 2026 for the purpose of considering and, if thought fit, passing the following resolutions, where Resolution 1 will be proposed as an ordinary resolution, and Resolution 2 will be proposed as a special resolution:

Ordinary Resolution

1. That in accordance with section 551 of the Companies Act 2006 as amended (the "**2006 Act**"), the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (as construed in accordance with section 560 of the 2006 Act) up to an aggregate nominal value of £642,750, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or 31 December 2027, whichever is earlier, but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would, or might, require Relevant Securities to be allotted or rights after such authority hereby conferred has expired. This authority is in addition to all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act and without prejudice to any allotment of equity securities or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolution

2. To empower the Directors in accordance with sections 570 to 573 of the 2006 Act, until the earlier of the conclusion of the next annual general meeting of the Company or 31 December 2027, to make allotments of equity securities (as construed in accordance with section 560 of the 2006 Act) for cash pursuant to the authorities that were conferred on the Directors by resolution 1 as if section 561 of the 2006 Act did not apply to any such allotment (or sale), such power being limited to the allotment of equity securities up to an aggregate nominal amount of £642,750 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.

Dated: 31 July 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 14 August 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, 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 14 August 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). 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 14 August 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 14 August 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 is sent who is a person nominated under Section 146 of the 2006 Act 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 30 July 2026, being the latest practicable date before publication of this notice, the Company had 85,700,000 Ordinary Shares in issue. Each Ordinary Share carries one vote therefore, the total number of voting rights in the Company is 85,700,000.

19. The company’s website address is https://nziplc.com/ where details related to this general meeting can also be found.