

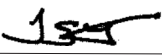
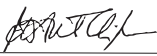
## **NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF MPC CARIBBEAN CLEAN ENERGY LIMITED ("COMPANY")**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held on the **30<sup>th</sup> day of May, 2023 at 10:00 a.m.** The meeting will be held physically at the Company's address and via video conferencing facilities following the link available on the company's homepage "[Investor Relations](https://www.mpc-cleanenergy.com/)" → "[Annual General Meeting](https://www.mpc-cleanenergy.com/)" <https://www.mpc-cleanenergy.com/>. The following matters will be considered:

- 1. To provide a summary of the 2022 Annual Report of the Company including references to the Audited and Comparative Financial Statements.**
- 2. To present and approve the Audited Financial Statements for the year ended December 31st, 2022. To consider and (if thought fit) pass the following resolution:**  
**Resolution No. 1:** "That the Directors' Report, the Auditor's Report and the Financial Statements of the Company for the year ended December 31st, 2022 be approved".
- 3. An update to be delivered by the Investment Advisor on the outlook of the strategy of the Investment Company.**
- 4. To appoint the auditors and authorize the Directors to fix the remuneration of the auditors. To consider and (if thought fit) pass the following resolution:**  
**Resolution No. 2:** "Ernst & Young (EY) Barbados be and are hereby appointed as auditors of the Company to hold office until the next General Election at a remuneration to be fixed by the Directors of the Company."
- 5. Re-election of Directors – Jose Fernando Zuniga Galindo, Alastair Bruce Dent, Lisl Bettina Lewis and Guardian Nominees (Barbados) Limited. To consider and (if thought fit) pass the following resolution:**  
**Resolution No. 3:** "To approve the re-election of the Directors recommended for the appointment to the Board of Directors of the Company, that the following directors be and are hereby re-elected as Directors – Jose Fernando Zuniga Galindo, Alastair Bruce Dent, Lisl Bettina Lewis and Guardian Nominees (Barbados) Limited."
- 6. To present the proposed reorganization and seek the following approvals:**
  - "For the Directors of the Company to take such steps and execute such documents on behalf of the Company as necessary to implement the proposed restructuring.
  - To transfer the assets of MPC Caribbean Clean Energy Fund LLC to the Company.
  - To adopt the Amended and Restated General By-law of the Company without amendment and replace the Company's existing By-laws.
  - To issue 5,278,319 additional Class B shares in the Company to MPC CCEF Participation GmbH at the price of 87.7 US Cents per share in accordance with the Proposed Reorganization.
  - To list the additional Class B shares on the stock exchanges in Jamaica and Trinidad and Tobago and to register the distribution to the relevant authorities in those jurisdictions."

**Please note that the proposed reorganization is detailed in Annex 5 and also available on the Company's homepage "[Investor Relations](https://www.mpc-cleanenergy.com/)" → "[Annual General Meeting](https://www.mpc-cleanenergy.com/)" <https://www.mpc-cleanenergy.com/>**

- 7. Convertible Promissory Note – To consider and (if thought fit) pass a resolution approving the conversion of the Convertible Promissory Note issued by the Company to RBC Trust (Trinidad & Tobago) Limited on 9th December 2020 upon the relevant maturity date and in accordance with the terms of the said Note.**



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MPC CARIBBEAN CLEAN ENERGY LIMITED  
Per: Trident Corporate Services (Barbados) Limited, Secretary  
By: Gayle A. Hutchinson/Jan D. Scantlebury

Dated this 9<sup>th</sup> day of May, 2023  
BY ORDER OF THE BOARD