
Company number 451931

**Kibo Energy Public Limited
Company**

(“Kibo” or “the Company”)

**NOTICE OF EXTRAORDINARY
GENERAL MEETING
(the “Meeting”)**

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held at 12 noon, on Thursday, 25 July 2024, at the Grand Canal Hotel, Grand Canal Street Upper, D04 X5X7 Dublin 4, Ireland for the purpose of considering, and if thought fit, passing the following ordinary resolution.

Special Business

Ordinary Resolution

The authorised share capital of the Company be and is hereby increased from €46,500,000 divided into 10,000,000,000 Ordinary Shares of €0.0001 each, 3,000,000,000 2013 Deferred Shares of €0.009 each, 1,000,000,000 2019 Deferred Shares of €0.014 and 5,000,000,000 2023 Deferred Shares of €0.0009 each to €48,500,000 by the creation of 20,000,000,000 New Ordinary Shares of €0.0001 each ranking equally in all respects with the existing issued and unissued Ordinary Shares of €0.0001 each.

By Order of the Board

**Noel O’Keeffe
Director and Company Secretary**

Dated: 10 July 2024

**Registered Office:
17 Pembroke Street Upper
Dublin 2
Ireland**

Notes

1. PROXY VOTING (IRISH & UK SHAREHOLDERS)

- a. Any member entitled to attend, speak, ask questions and vote at the EGM may exercise his or her right to vote by appointing one or more proxies.
- b. Only those members registered in the register of members of the Company at 7.00 pm on Sunday 21 July 2024), if the Meeting is adjourned, at 7.00 pm on the day immediately preceding the date that falls 72 hours before the time appointed for the adjourned meeting, shall be entitled to attend and vote at the Meeting, or if relevant, any adjournment thereof. This date is not applicable to South African Shareholders who should consult Section 2 below and the Notes accompanying the attached Form of Proxy for relevant record dates applicable to their shareholdings.
- c. All proxy voting instructions (whether submitted directly or through the Euroclear Bank system or the CREST system (for those holding Crest Depository Interests) must be received by the Company's Registrar not less than 48 hours before the time appointed for the EGM or any adjournment of the EGM. However, persons holding through the Euroclear Bank system or the CREST system will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

Following the migration of the Company's ordinary shares ("Ordinary Shares") from the CREST system ("CREST") to the securities settlement system operated by Euroclear Bank SA/NV ("Euroclear Bank") (the "EB System") on 15 March 2021, the process for appointing a proxy and/or voting at the meeting will depend on the manner in which you hold your Ordinary Shares and is set out in further detail below.

- d. **Certificated (paper) shareholders:** For shareholders whose name appears on the register of members of the Company (usually shareholders who hold their shares in certificated (paper) form i.e. not those shareholders holding interests in ordinary shares via the Euroclear Bank system or as CREST Depository Interests through the CREST system), subject to the constitution of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the EGM or adjourned EGM or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
 - (i) be submitted by fax to +353 (1) 2240700, provided it is received in legible form.
 - (ii) be submitted electronically by visiting the website of the Company's Registrars at www.signalshares.com and entering the Company name, Kibo Energy PLC. Shareholders will need to register for the Share Portal by clicking on "Register" (if they have not registered previously) and following the instructions. Shareholders will need their Investor Code (IVC) which can be found on the accompanying address carrier at the top of the Proxy Form that they will receive in the post.; or
 - (iii) by post to Link Registrars Limited, P.O. Box 7117, Dublin 2, Ireland.

Additionally, the Company's registrar has launched a shareholder app, LinkVote+, that allows shareholders to access their record at any time and 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.

GooglePlay



Apple App Store



- e. In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 5. Any original power of attorney or authority under which the corporation executed the Form of Proxy must be submitted with the Form of Proxy in accordance with note d.

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- f. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.
- g. Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote "For", "Against", to "Withhold" your vote or give him/her "Discretion" to vote as he/she wishes by marking as appropriate. If no such specific instructions are given, or in respect of any other business or matters which may properly come before the Meeting or any adjourned Meeting and whether procedural, administrative and/or substantive in nature (including, without limitation, any motion to amend a resolution or adjourn the Meeting) not specified in the Notice of the Meeting or this Form of Proxy, the proxy will act at his/her discretion. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" the resolutions.
- h. **Uncertificated (electronic) shareholders:** Persons who hold their interests in ordinary shares as Belgian law rights through the Euroclear Bank System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the EGM via the respective systems. For information for Euroclear Bank Participants and CREST members holding Crest Depository Interests is set out below. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian directly.

Further information for Euroclear Bank Participants:

- i. Participants in the Euroclear Bank system (**EB Participants**) can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank SA/NV (**Euroclear Bank**) in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the **EB Services Description**). In accordance therewith, EB Participants can either send:
- (a) electronic voting instructions to Euroclear Nominees Limited (as sole registered shareholder of all ordinary shares held through the Euroclear Bank system) ("**Euroclear Nominees**") to either itself, or by appointing the chairman of the EGM as proxy:
- (i) vote in favour of all or a specific resolution(s);
- (ii) vote against all or a specific resolution(s);
- (iii) abstain from all or a specific resolution(s); or
- (iv) give a discretionary vote to the chairman of the EGM in respect of one or more resolution(s) being put to a vote of the shareholders; or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees / the chairman of the EGM) to attend the meeting and vote for the number of ordinary shares specified in the proxy voting instruction.
- (j) Euroclear Bank will, wherever practical, seek a voting instruction deadline of one hour prior to the Company's proxy appointment deadline. Please see the EB Services Description for further information in this respect.
- (k) Voting instructions cannot be changed or cancelled after Euroclear Bank's voting instruction deadline. Neither is there a facility to offer a letter of representation or appoint a corporate representative other than via the process of appointing a third-party proxy described above.
- (l) EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including voting deadlines and procedures.

Further information for CREST members holding CDIs

- (m) Euroclear UK & International ("EUI"), the operator of the CREST system has arranged for voting instructions relating to CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited ("Broadridge"). Further details on this service are set out in the "All you need know about SRD II in Euroclear UK & Ireland" which can be found at webpage <https://my.euroclear.com>, see in particular the section entitled "CREST International Service – Proxy voting". CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge.
- (n) To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete the following documentation which can be found at the following web address: webpage <https://my.euroclear.com>.
- (o) Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com

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- (p) Fully completed and returned applications forms will be shared with Broadridge by EUI. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline. Neither is there a facility to offer a letter of representation or appoint a corporate representative other than through the submission of third-party proxy appointment instructions.
 - (q) CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions require by Broadridge before they can avail of this voting service.

Action required (South African Shareholders)

1. If you have disposed of all your ordinary shares in the Company, this document and all annexures hereto, together with the attached Form of Proxy should be handed to the purchaser of such ordinary shares or to the stockbroker, CSDP, banker or other agent through whom the disposal was effected.

Shareholders holding certificated shares and shareholders holding dematerialised shares, registered in their own name, should complete the attached Form of Proxy in accordance with the instructions contained therein and lodge it with the transfer secretaries, JSE Investor Services South Africa (Pty) Ltd, One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196 (PO Box 4844, Johannesburg, 2000) or via email to meefax@jseinvestorservices.co.za as soon as possible, but in any event to arrive not less than 13h:00 (South African time) on the 23 July 2024.

2. Shareholders holding dematerialised shares, other than shareholders with dematerialised shares registered in their own name, who wish to attend the Extraordinary General Meeting by way of proxy, must contact their CSDP or stockbroker who will furnish them with the requisite authority to be represented thereat. This must be done in terms of the custody agreement between the member and his CSDP or stockbroker.

DOCUMENTATION

Copies of all documentation tabled before the EGM are available on the Company's website <https://kibo.energy/>. Should you not receive a Form of Proxy, or should you wish to be sent copies of these documents, you may request this by telephoning the Company's registrar or by writing to the Company Secretary at the address set out above.

KIBO Energy PLC Extraordinary General Meeting Form of Proxy

Note: Please indicate with an 'x' in the boxes below how you wish your votes to be cast in respect of each of the resolutions detailed in the notice convening the Meeting. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Resolution to be voted on are set out in detail in the Notice of an Extraordinary General Meeting.	For	Against	Vote Withheld	
To increase the authorised share capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<p>I/We (see Note (A) below) the undersigned being a member/members of the Company HEREBY APPOINT (See Note B below)</p> <p>(a) the duly appointed Chairman of the Meeting; or</p> <p>(b) _____</p> <p>of _____</p> <p>_____ as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 12 noon on Thursday, 25th July 2024 at the Grand Canal Hotel, Grand Canal Street Upper, D04 X5X7, Dublin 4, Ireland and at any adjournment thereof.</p> <p>Signed (See Note (C) below):</p> <p>_____</p> <p>_____</p> <p>Date: _____</p>

Name	Telephone Number	Email Address

NOTES:

- (A) A shareholder must insert his, her or its full name and registered address in type or block letters. In the case of joint accounts, the names of all holders must be stated.
- (B) If you desire to appoint a proxy other than the Chairman of the Meeting, please insert his or her name and address in the space provided and delete the words “the Chairman of the Meeting or”
- (C) The Form of Proxy must:
- (i) in the case of an individual shareholder be signed by the shareholder or his or her attorney; and
 - (ii) in the case of a corporate shareholder be given either under its common seal or signed on its behalf by an attorney or by a duly authorized officer of the corporate shareholder.
- (D) In the case of joint holders, the vote of the senior holder who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (E) To be valid, the Form of Proxy and, if relevant, the power of attorney under which it is signed, or a certified copy of that power of attorney, must be received by the Company’s share registrar, Link Registrars Limited, by post to PO. Box 7117, Dublin 2, Ireland or by hand during normal business hours to Link Registrars Limited, Suite 149, The Capel Building, Mary’s Abbey, Dublin 7, D07 DP79, Ireland. at not less than 48 hours prior to the time appointed for the meeting. The appointment of a proxy may also:
- (a) be submitted by fax to +353 1 2240700, provided it is received in legible form; or
 - (b) be submitted electronically, via the internet by accessing the Company’s Registrar’s website www.signalshares.com, entering the company name, Kibo Energy p.l.c. You will need to register for the share portal by clicking on ‘registration section’ (if you have not registered previously) and then follow the instructions thereon. Shareholders will require their Shareholder Investor Code (IVC) as printed on the accompanying address carrier at the top of the Proxy Form that they will receive in the post. A Shareholder wishing to appoint a proxy by electronic means may do so any time up to 12.00 noon on 23 July 2024; or
 - (c) Euroclear Bank participants and those who hold their interests in the ordinary shares in the Company as CREST Depository Interests should consult with their stockbroker or other intermediary, as applicable, for further information on the processes and timelines for submitting proxy votes for the EGM through the respective systems. Please refer to Notes after the Notice of EGM.

Additionally, the Company’s registrar has launched a shareholder app, LinkVote+, that allows shareholders to access their record at any time and 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.

Google Play



Apple App Store



South African shareholders must send their proxies to the Transfer Secretaries, JSE Investor Services South Africa (Pty) Ltd, One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196 (PO Box 4844, Johannesburg, 2000) or via email to meetfax@linkmarketservices.co.za not later than 13h:00 (South African time) on 23 July 2024 (refer to notes to the Form of Proxy for South African Shareholder’s below). The record date for shareholders to be recorded in the securities register of the Company in order to be able to have their proxy vote recorded at the Extraordinary General Meeting is Friday, 19 July 2024. The last date to trade to enable a proxy vote to be submitted for the Extraordinary General Meeting is Tuesday, 16 July 2024.

- (F) The “Vote Withheld” option is provided to enable you to abstain on any particular resolution. It should be noted that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.
- (G) Only those members registered in the Register of Members of the Company at 7:00 p.m. on 21 July 2024 or if the EGM is adjourned, at the close of business 4 days before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and in respect of the number of shares registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

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- (H) The Chairperson of the Extraordinary General Meeting may accept or reject any Form of Proxy, in his absolute discretion, which is completed other than in accordance with these notes.
- (I) Pursuant to Section 1095 of the Companies Act, 2014 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996 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 at close of business on the day which is two days before the date of the meeting (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

SOUTH AFRICAN SHAREHOLDERS

Notes to the Form of Proxy

1. A KIBO shareholder may insert the name of a proxy or the names of two alternative proxies of the Kibo shareholder's choice in the space/s provided with or without deleting "the Chairperson of the General Meeting" but any such deletion must be initialled by the KIBO shareholder concerned. The person whose name appears first on the Form of Proxy and who is present at the Extraordinary General Meeting will be entitled to act as proxy to the exclusion of those whose name follow.
2. Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of ordinary shares held in respect of which you desire to vote. Failure to comply with the above will be deemed to authorise the Chairman to vote or to abstain from voting at the Extraordinary General Meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder through the appointment of the Chairman as his/her proxy (is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstentions recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
3. The date must be filled in on this Form of Proxy when it is signed.
4. Where there are joint holders of shares, the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
5. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this Form of Proxy unless previously recorded by the Transfer Secretaries of the Company or waived by the Chairperson of the Extraordinary General Meeting.
6. Any alterations or corrections made to this Form of Proxy must be initialled by the signatory/ies.
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Transfer Secretaries of the Company.
8. Forms of Proxy must be received by the Transfer Secretaries, JSE Investor Services South Africa (Pty) Ltd, One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196 (PO Box 4844, Johannesburg, 2000) or via email to meetfax@jseinvestorservices.co.za by not later than 13h:00 on 23 July 2024. The record date for shareholders to be recorded in the securities register of the Company in order to be able to have their proxy vote recorded at the Extraordinary General Meeting is Friday, 19 July 2024. The last date to trade to enable a proxy vote to be submitted for the Extraordinary General Meeting is Tuesday, 16 July 2024.
9. The Chairperson of the Extraordinary General Meeting may accept or reject any Form of Proxy, in his absolute discretion, which is completed other than in accordance with these notes.
10. If required, additional Forms of Proxy are available from the Transfer Secretaries of the Company.
11. Dematerialised shareholders, other than by own name registration, must NOT complete this Form of Proxy and must provide their CSDP or broker of their voting instructions in terms of the custody.

To be completed and mailed to:

JSE Investor Services (Pty) Ltd PO Box 4844, Johannesburg 2000

OR

To be completed and hand delivered to

JSE Investor Services South Africa (Pty) Ltd,
One Exchange Square,
2 Gwen Lane,
Sandown, Sandton, 2196
(PO Box 4844, Johannesburg, 2000)

OR

E-mail: meetfax@jseinvestorservices.co.za

**EXPLANATION OF RESOLUTIONS TO BE PROPOSED AT THE EXTRAORDINARY
GENERAL MEETING**

Resolution : Increase authorised Share capital

Shareholders are being asked to approve an increase in the authorised share capital of the Company so as to facilitate the issue of additional shares.