

This is an important document and requires your immediate attention.

If you are in any doubt about the action you should take, you should consult an independent financial adviser. If you have recently sold or transferred your ordinary shares of nominal value 10 pence each ("**Ordinary Shares**") in the capital of Codex Acquisitions plc (the "**Company**" or "**Codex Acquisitions**") you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of the Company is 9th Floor, 107 Cheapside, London EC2V 6DN, United Kingdom. Registered in England and Wales with company number 13672588.



Codex Acquisitions plc

Notice of Annual General Meeting

17 July 2024

We are utilising the provisions in our articles of association ("Articles") to convene and hold this year's Annual General Meeting (the "AGM") as a virtual meeting, which is explained in the letter from the Chair of the board of directors ("Board" or the "Directors") of the Company set out on pages 3 to 4 of this notice. All voting at the resolutions at the AGM will be conducted on a poll, which means that you should submit your proxy instruction as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the virtual meeting formally concludes.

How to vote

Your votes matter. Please vote your Ordinary Shares by appointing the Chair of the AGM as your proxy. You can vote online at <https://www.signalshares.com>. You will require your investor code to register which can be found on your share certificate or by returning a paper proxy instruction if you received a hard-copy form of proxy ("**Form of Proxy**").

All voting at the AGM will be held on a poll in accordance with the provisions of our Articles, so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your vote or have not voted prior to the AGM) in a short window after the AGM has formally closed. Instructions on how to do this will be given on the meeting platform.

How to speak

If you wish to raise a question at the AGM, we ask that you submit your question in advance. We would politely remind you that the Directors will not answer questions relating to the individual rights of holders of Ordinary Shares ("**Shareholders**") at the AGM itself, but if you wish to submit such a question by email, we will respond to the extent we are able. Please submit any questions by email to info@codexplc.com with the subject line "AGM Question".

If you chose to submit a question, we will confirm to you at least 48 hours in advance of the AGM that the question will be addressed. Unless you specifically request otherwise, the Chair of the AGM will put your question to the AGM and identify you by name as the person who has put the question (in the same way as he would ask you to identify yourself at an in-person meeting).

Conducting the AGM in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the AGM for additional questions, but we would be very grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

Questions on the day will be taken by Shareholders using the electronic "raise your hand" feature or typing their question into the Q&A box in the AGM. You will be kept on mute by the AGM host unless and until you are invited to ask your question(s).

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Key times and dates

Dispatch of this notice	17 July 2024
Latest time for receipt of proxies	9.00 a.m. on 12 August 2024
AGM	9.00 a.m. on 14 August 2024

Chair's letter

Codex Acquisitions plc
9th Floor
107 Cheapside
London EC2V 6DN
United Kingdom
<https://www.codexplc.com/>

Dear Shareholder,

I look forward to welcoming you at the AGM of Codex Acquisitions on 14 August 2024. The AGM is scheduled to take place at 9.00 a.m.

In order to allow maximum Shareholder participation and to save unnecessary cost and travelling, the Company is invoking certain of the meetings provisions in the Articles to hold the AGM as a virtual meeting. Shareholders should note that the platform which we use for general meetings and AGMs allows full participation by Shareholders and does not make attendance dependent on a willingness to travel to a specified venue (which will always be inconvenient for many, whichever location is chosen). I must stress that we strongly encourage all Shareholder feedback, should you feel uncomfortable raising a question in a live forum, please do not hesitate to email us in advance and we will do our best to ensure that the matter is addressed at the AGM.

We appreciate that the Company has not held any general meetings or AGMs previously, and so I will explain the impact on the operation of the AGM and the voting process in some detail.

Process for the AGM

1. **Before the AGM**

We ask and encourage Shareholders to vote for the AGM resolutions by appointing the Chair of the AGM as a Shareholder's proxy.

Accordingly, Shareholders are encouraged to complete the enclosed Form of Proxy and return it by post to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (the "Registrar"), as soon as possible or you can vote online at <https://www.signalshares.com>, you will require your investor code to register which can be found on your share certificate. Alternatively, Shareholders may appoint a proxy via CREST using the instructions outlined below.

To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 9.00 a.m. on 12 August 2024 (or, in the event of any adjournment, 9.00 a.m. on the date which is 48 hours before the time of the adjourned meeting), or in the case of Ordinary Shares held through CREST, via the CREST system.

In accordance with our Articles, all of the voting at an AGM must be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all of the Ordinary Shares that you vote.

Please remember to submit any questions in advance in accordance with the instructions on page 1 of this notice by email to info@codexplc.com with the subject line "AGM Question".

If you wish to appoint a corporate representative, please contact the Registrar in the usual way.

2. **On the Day of the AGM**

The AGM is scheduled to take place at 9.00 a.m. on 14 August 2024.

To join the AGM type (or paste) the following web address into your web browser:

<https://meetmeinthecloud.zoom.us/j/86973016348?pwd=VaZnAGBHqLaKCKT2YgVOmfPfpvkvms.1>

You will be asked to enter a password to gain access to the AGM. This code can be found on the bottom section of your Form of Proxy. Please detach and keep this portion of the Form of Proxy before returning the Form of Proxy.

When the AGM opens at the appointed time, you will be able to see and hear the Chair of the AGM. The Chair of the AGM will open the AGM and address any questions that have been submitted in advance. There will then be a short opportunity to put any additional questions. Shareholders should indicate if they would like to ask a question using the electronic "raise your hand" feature or by typing their question into the Q&A box in the AGM. All attendees will remain muted by the host unless and until they are invited to ask a question.

The Chair of the AGM will then formally put the resolutions to the AGM and advise of the proxy votes received in advance.

The AGM will then formally close.

During the AGM you will see a poll card being uploaded (which you can then download) and you will then have the option to submit the electronic poll card to record your vote. **If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can click on the button to skip this step.**

The voting facility will switch off 30 minutes after the close of the AGM.

The results of the AGM will be announced by RNS and posted to the Company's website <https://www.codexplc.com/> on the day of the AGM. The full poll results will also be published on this website at the same time.

The business of the AGM comprises resolutions (each, a "**Resolution**" and together, the "**Resolutions**") that public companies regularly bring to Shareholders.

The following committees of the Board are currently constituted with membership as set out below:

Audit and Risk committee

Julio Isaac Perez (Chair)
James Richard Lawson-Brown
Kate Joan Osborne

Disclosure committee

Julio Isaac Perez (Chair)
James Richard Lawson-Brown

Recommendation

The Board is recommending that Shareholders support all the Resolutions before the AGM by casting your proxy online at <https://www.signalshares.com> or by returning your proxy instruction by post as indicated in the proxy form.

With this notice you will receive a Form of Proxy as an ordinary Shareholder. However, online voting is quicker and more secure than paper voting and saves the Company's time and resources in processing the votes. To vote online please go to <https://www.signalshares.com>, you will require your investor code to register which can be found on your share certificate. You can also use this site to change your communication preferences and monitor your holding of Ordinary Shares.

Your votes do matter. Information about how to vote at the AGM is given on pages 12 to 15 of this notice.

I look forward to hearing from you at the AGM.

James Richard Lawson-Brown
Chair and Non-Executive Director
17 July 2024



Registered office: 9th Floor, 107 Cheapside, London EC2V 6DN, United Kingdom

Company number: 13672588

Notice of AGM and Resolutions to be proposed

Notice is hereby given that the annual general meeting ("AGM") of Codex Acquisitions plc (the "Company") will be held as a remote meeting on 14 August 2024, commencing at 9.00 a.m., for the transaction of the following business.

The board of directors of the Company (the "**Directors**"; the "**Board**") considers that Resolutions 1 to 13 are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 9 will be proposed as ordinary resolutions and Resolutions 10 to 13 will be proposed as a special resolutions.

Resolution 1

Ordinary Resolution: Report and accounts

To receive the Company's Annual Report and Accounts for the 52 weeks ending 31 December 2023 ("**Annual Report**").

See notes on page 8 of this notice.

Resolution 2

Ordinary Resolution: Directors' remuneration report

To approve the Directors' remuneration report contained in the Annual Report.

See notes on page 8 of this notice.

Resolution 3

Ordinary Resolution: Directors' remuneration policy

To approve the Directors' remuneration policy contained in the Annual Report.

See notes on page 8 of this notice.

Resolution 4

Ordinary Resolution: Director reappointment

To reappoint James Richard Lawson-Brown as a Director.

See biography on page 8 of this notice.

Resolution 5

Ordinary Resolution: Director reappointment

To reappoint Kate Joan Osborne as a Director.

See biography on pages 8 to 9 of this notice.

Resolution 6

Ordinary Resolution: Director reappointment

To reappoint Julio Isaac Perez as a Director.

See biography on page 9 of this notice.

Resolution 7

Ordinary Resolution: Appointment of auditors and fixing of auditors' remuneration

To appoint Johnsons Chartered Accountants as auditors from the conclusion of the AGM until the conclusion of the next general meeting before which accounts are laid and to authorise the Directors to fix the auditors' remuneration.

See notes on page 9 of this notice.

Resolution 8

Ordinary Resolution: Directors' authority to allot shares (Section 551 of the Companies Act 2006 (the "2006 Act"))

That the Directors be generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to exercise all the powers of the Company to allot shares in the capital of the Company or grant rights to subscribe for or to convert any security into shares in the capital of the Company ("**Rights**") on and subject to such terms as the Directors may determine up to an aggregate nominal value of £10,000,000,000 for general purposes, provided that such authorities, unless renewed, varied or revoked by the Company, shall expire on the earlier of: (i) the close of business (London time) on the date of completion of a transaction by the Company of a transaction constituting a "reverse takeover" for the purposes of the Listing Rules of the Financial Conduct Authority (a "**Reverse Takeover**"); and (ii) the earlier of the date of the Company's AGM in 2025 or at the close of business (London time) of 14 August 2025 (being

15 months after the date of the forthcoming AGM to which this notice pertains), save that the Company may, before such expiry, make offers or agreements which would or might require shares in the capital of the Company to be allotted or Rights to be granted after such expiry and the Directors may allot shares in the capital of the Company and grant Rights in pursuance of any such offer of agreement notwithstanding that the authority conferred by this Resolution 1 has expired; and this authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

See notes on page 9 of this notice.

Resolution 9

Ordinary Resolution: Directors' authority to allot shares (Section 551 of the 2006 Act)

That, in addition to the authority granted by Resolution 8, subject to and with effect from the completion by the Company of a transaction constituting a Reverse Takeover, for the period ending on the date of the Company's AGM in 2025 or, if earlier, at the close of business (London time) of 14 August 2025 (being 15 months after the date of the forthcoming AGM to which this notice pertains) the authority and power conferred on the Directors by the articles of association of the Company ("**Articles**") to allot relevant securities up to an aggregate nominal amount equal to an amount representing the aggregate nominal value of two thirds of the ordinary shares of nominal value £0.10 pence each in the capital of the Company (the "**Ordinary Shares**") in issue at close of business (London time) on the date of completion by the Company of a transaction constituting a Reverse Takeover (the "**Section 551 Amount**"), provided that in relation to any allotment of relevant securities in excess of such amount representing the aggregate nominal value of one third of the Ordinary Shares in issue at close of business (London time) on the date of completion by the Company of a transaction constituting a Reverse Takeover (i.e., half of the Section 551 Amount), such authority shall only be used if the relevant securities are equity securities (as defined in Section 560(1) of the 2006 Act) and they are allotted in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in sub-paragraph (b)(i) of Resolution 11, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the directors of the Company may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

See notes on page 9 of this notice.

Resolution 10

Special Resolution: Authority for disapplication of pre-emption rights (Section 561 of the 2006 Act)

Subject to the passing of Resolution 8, the Directors are hereby authorised and empowered in accordance with section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) of the Company for cash pursuant to the general authorities conferred on them by Resolution 8 as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that such power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £10,000,000,000; and
- (b) expire on the earlier of: (i) the close of business (London time) on the date of completion by the Company of a transaction constituting a Reverse Takeover; and (ii) the earlier of the date of the Company's AGM in 2025 or at the close of business (London time) of 14 August 2025 (being 15 months after the date of the forthcoming AGM to which this notice pertains),

save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot shares in the capital of the Company and grant Rights in pursuance of any such offer of agreement notwithstanding that the authority conferred by this Resolution 10 has expired, and the Directors shall be entitled to issue or sell from treasury the equity securities pursuant to any such offer or agreement after that expiry date and provided further that the Directors may sell, as they think fit, any equity securities from treasury.

See notes on page 10 of this notice.

Resolution 11

Special Resolution: Authority for disapplication of pre-emption rights (Section 561 of the 2006 Act)

That, in addition to the authority granted by Resolution 10, subject to and with effect from the completion by the Company of a transaction constituting a Reverse Takeover, subject to and conditionally upon the passing of Resolution 9, the Directors are hereby authorised and empowered pursuant to Section 570 of the 2006 Act to allot securities (as defined by Section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 9 as if Section 561 of the 2006 Act did not apply to any such allotment provided that such power, shall:

- (a) subject to the continuance of the authority conferred by this Resolution 11, expire at the conclusion of the Company's AGM in 2025 or, if earlier, at the close of business (London time) of 14 August 2025 (being 15 months after the date of the forthcoming AGM to which this notice pertains), but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and
- (b) be limited to:

- (i) the allotment of equity securities of up to an aggregate nominal amount of such amount representing the aggregate nominal value of one third of the Ordinary Shares in issue at close of business (London time) on the date of completion by the Company of a transaction constituting a Reverse Takeover (i.e., half of the Section 551 Amount) pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of Ordinary Shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the directors of the Company may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the directors of the Company consider to require such exclusions or other arrangements with the ability for the directors of the Company to allot equity securities and sell relevant shares not taken up to any person as they may think fit; and
- (ii) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (b)(i) of this Resolution 11 up to an aggregate maximum nominal amount of such amount representing 20% of the number of Ordinary Shares in issue at close of business (London time) on the date of completion by the Company of a transaction constituting a Reverse Takeover.

See notes on page 10 of this notice.

Resolution 12

Special Resolution: Calling general meetings by not less than 14 clear days' notice

Any general meeting of the Company that is not an AGM may be called by not less than 14 clear days' notice.

See notes on page 10 of this notice.

Resolution 13

Special Resolution: Affirmation and confirmation in relation to the proposed acquisition by the Company of Technologies New Energies S.A.

Affirming that the proposed acquisition by the Company of Technologies New Energies S.A. was announced within 24 months of 9 March 2022 and confirmation that the Directors can continue to pursue the proposed acquisition by the Company of Technologies New Energies S.A. (which shall constitute a "reverse takeover" for the purposes of the Listing Rules of the FCA) for a further 12 months from 9 March 2024, such period elapsing on 9 March 2025 (i.e., 36 months following the 9 March 2022).

See notes on page 11 of this notice.

By order of the Board

OHS SECRETARIES LIMITED

Company Secretary

17 July 2024

Notes to Resolutions

Notes to Resolution 1

Ordinary Resolution: Report and accounts

The Board will present its reports and the accounts for the 52 weeks ending 31 December 2023, as contained in the Annual Report.

Notes to Resolution 2

Ordinary Resolution: Directors' remuneration report

The Directors' remuneration report, which can be found in the Annual Report gives details of the Directors' remuneration for the 52 weeks ending 31 December 2023. The report includes a statement from the committee Chair, the components of the non-executive Directors' fees.

The Company's auditors, Johnsons Chartered Accountants, have audited those parts of the Directors' remuneration report which are required to be audited and their report may be found in the Annual Report. The Annual Report has been approved by the Board and signed on its behalf by the Chair of the Board, James Richard Lawson-Brown.

The vote on the Directors' remuneration report is advisory in nature and therefore not binding on the Company.

Notes to Resolution 3

Ordinary Resolution: Directors' remuneration policy

The Board has submitted a Directors' remuneration policy for Shareholder approval at the AGM. Accordingly, Shareholders are invited to approve the new Directors' remuneration policy by voting on Resolution 3. The proposed Directors' remuneration policy is contained in the Directors' remuneration report and can be found in the Annual Report. It sets out the Company's forward-looking policy on Directors' remuneration and is subject to a binding Shareholder vote. If Resolution 3 is passed, the Directors' remuneration policy will take effect from the date of the AGM (the "**Effective Date**") and, from the Effective Date, the Company may not make a remuneration payment or payment for loss of office to a person who is, or is to be, or has been a Director of the Company unless that payment is consistent with the approved Directors' remuneration policy, or an amendment to that Directors' remuneration policy authorising the Company to make such a payment has been approved by a Shareholders' resolution. The Directors are required to seek Shareholder approval of their remuneration policy at least every three years, except in the event that a change to the Directors' remuneration policy is proposed or the advisory vote on the Directors' remuneration report is not passed in any year subsequent to the approval of the Directors' remuneration policy. It is, therefore, intended that the Directors' remuneration policy will apply for three years.

Notes to Resolutions 4, 5 and 6

Ordinary Resolutions: Reappointment of Directors

It is best practice that all Directors retire and offer themselves for reappointment at each AGM. Accordingly, all three of the existing Directors will be standing for reappointment at the AGM.

Resolution 4

Ordinary Resolution: Reappointment of James Richard Lawson-Brown as a Director

James Richard Lawson-Brown retires and offers himself for reappointment.

James has worked in the financial services industry for over 20 years, operating from both London and New York. He worked in investment banking for over 10 years, predominantly with HSBC, having previously qualified as a chartered accountant with KPMG. Key clients have included corporates, private equity firms and family offices, whom he has advised on numerous M&A and capital-raising transactions across more than 15 different jurisdictions. He is currently a director at Codex Capital, which he cofounded in 2014, where his responsibilities include running the day-to-day operations of the business, as well as generating revenue for the firm through advising and co-investing alongside institutions and family offices.

Resolution 5

Ordinary Resolution: Reappointment of Kate Joan Osborne as a Director

Kate Joan Osborne retires and offers herself for reappointment.

Kate has advised private and public companies as a corporate lawyer for 15 years. She started her career at Nabarro (now CMS), qualifying into the corporate team, before moving in-house to Investec Bank plc. Recently, Kate worked at Macquarie Bank plc in the regulatory risk team within compliance and began work with Codex Capital in May 2015 as general counsel and more recently as compliance officer and money laundering reporting officer.

Resolution 6

Ordinary Resolution: Reappointment of Julio Isaac Perez as a Director

Julio Isaac Perez retires and offers himself for reappointment.

Julio has over 10 years' experience as a global investment professional with a particular focus in the clean and renewable energy sectors. He has direct experience in the origination, development, acquisition and management of clean and renewable energy projects from their conception, structuring and construction through to their long-term operating phase. Julio has previously worked in investment banking with HSBC in London. Subsequently, he worked as an advisor within the clean and renewable energy sectors, which included working on over 900 megawatts of solar and 350 megawatts of wind projects. Key clients have included corporates, public companies and investment funds, while working on mergers and acquisitions, capital-raising and power purchase transactions. Through his work, Julio has built key relationships with leading lenders, asset owners, and investors across the globe within the clean and renewable energy sectors. He currently works as an external consultant for Codex Capital, and is responsible for originating, structuring and 50 executing investment opportunities for clients and investors in various sectors, including clean and renewable energy.

Notes to Resolution 7

Ordinary Resolution: Appointment of auditor and fixing of auditors' remuneration

At each AGM at which the accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such AGM. It is proposed that Johnsons Chartered Accountants be appointed as the Company's auditor.

Notes to Resolution 8

Ordinary Resolution: Directors' authority to allot shares (Section 551 of the 2006 Act)

The Directors are seeking authority to allot shares in the capital of the Company or to grant Rights up to a maximum nominal amount of £9,999,200,000 for general purposes. This authority is for use in connection with a transaction constituting a "reverse takeover" for the purposes of the Listing Rules of the FCA.

Notes to Resolution 9

Ordinary Resolution: Special Resolution: Directors' authority to allot shares (Section 551 of the 2006 Act)

The Investment Association share capital management guidelines (the "**IA Guidelines**") confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine.

The Directors are seeking authority, subject to and with effect from the Company completing a transaction constituting a "reverse takeover" for the purposes of the Listing Rules of the FCA, to allot shares of up to a maximum nominal amount equal to 66.66% (i.e., two-thirds) of the Company's issued Ordinary Share capital at close of business (London time) on the date of completion of a transaction constituting a Reverse Takeover. This is 'Section 551 Amount' referred to in the Articles.

In accordance with the IA Guidelines, one half of this Section 551 Amount, that is 33.33% (i.e., one-third) of the Company's issued Ordinary Share capital (excluding treasury shares) at close of business (London time) on the date of completion of a transaction constituting a Reverse Takeover can only be used if the relevant securities are equity securities and are offered in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in sub-paragraph (b)(i) of Resolution 11.

For information, as at 16 July 2024 (the latest practicable date before the publication of this notice), the Company had 8,500,000 Ordinary Shares with voting rights in issue and held no treasury shares. The authority conferred pursuant to Resolution 9 will expire on the date of the Company's AGM in 2025 or, if earlier, at the close of business of 14 August 2025 (being 15 months after the date of the forthcoming AGM to which this notice pertains).

Notes to Resolution 10

Special Resolution: Authority for disapplication of pre-emption rights (Section 561 of the 2006 Act)

Section 561 of the 2006 Act contains pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing shareholders in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition.

Subject to the passing of Resolution 8 and as noted therein, the proposed Resolution 10 provides for the dis-application of statutory pre-emption rights for allotments of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal value of £9,999,200,000, provided that this authority shall expire on the earlier of: (i) the date of completion by the Company of a transaction constituting a Reverse Takeover; and (ii) the earlier of the date of the Company's AGM in 2025 or at the close of business (London time) of 14 August 2025 (being 15 months after the date of the forthcoming AGM to which this notice pertains).

Notes to Resolution 11

Special Resolution: Authority for disapplication of pre-emption rights (Section 561 of the 2006 Act)

Section 561 of the 2006 Act contains pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing shareholders in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition.

Subject to the passing of Resolution 9 and as noted therein, and with effect from the completion by the Company of a transaction constituting a Reverse Takeover, the proposed Resolution 11 provides for the dis-application of statutory pre-emption rights for allotments of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal amount of such amount representing the aggregate nominal value of one third of the Ordinary Shares in issue at close of business (London time) on the date of completion by the Company of a transaction constituting a Reverse Takeover (i.e., half of the Section 551 Amount) (representing approximately one third of the Company's share capital), provided that all allotments must be in the form of rights issues, open offers or other pre-emptive issues.

Further, the directors of the Company believe that the statutory requirements are too restrictive and, it is proposed that, subject to the passing of Resolution 9, the directors of the Company should be able to allot shares for cash otherwise than pursuant to rights issues, open offers or other pre-emptive issues etc. amounting to no more than an aggregate maximum nominal amount representing approximately 20% of the number of Ordinary Shares in issue at close of business (London time) on the date of completion by the Company of a transaction constituting a Reverse Takeover.

The broadening of the proposed Resolution 11 to include pre-emptive issues other than rights issues is a departure from the strict wording of the IA Guidelines which is limited to rights issues, which the directors regard as too restrictive.

The above departures in Resolutions 9 and 11 from the strict wording of the IA Guidelines should not be taken to indicate that they are being disregarded, but rather that the proposed Resolutions 9 and 11 are designed to provide greater flexibility for the directors to determine the form of any future pre-emptive issues in the light of market conditions and practice, at the time such an issue may be proposed.

The authority conferred pursuant to Resolution 11 will expire on the date of the Company's AGM in 2025 or, if earlier, at the close of business of 14 August 2025 (being 15 months after the date of the forthcoming AGM to which this notice pertains).

Notes to Resolution 12

Special Resolution: Calling general meetings by not less than 14 clear days' notice

The 2006 Act requires the notice period for general meetings of the Company to be at least 21 days. The Company, however, would value the power to call general meetings (other than an AGM) on at least 14 clear days' notice. In order to be able to do so, Shareholders must approve the calling of general meetings on at least 14 clear days' notice. Resolution 12, which will be proposed as a special resolution, seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of Shareholders as a whole.

Notes to Resolution 13

Special Resolution: Affirmation and confirmation in relation to the proposed acquisition by the Company of Technologies New Energies S.A.

In accordance with the disclosure contained in the Company's prospectus published on 4 March 2024, the Directors are seeking affirmation from Shareholders that the proposed acquisition by the Company of Technologies New Energies S.A. was announced within 24 months of 9 March 2022 and confirmation that the Directors can continue to pursue the proposed acquisition by the Company of Technologies New Energies S.A. (which shall constitute a "reverse takeover" for the purposes of the Listing Rules of the FCA) for a further 12 months from 9 March 2024, such period elapsing on 9 March 2025 (i.e., 36 months following the 9 March 2022).

Shareholder notes

Voting

When is my voting entitlement fixed?

To be entitled to participate in and vote at the AGM you must be a registered holder of Ordinary Shares at 6.00 p.m. on 12 August 2024 (or, in the event of any adjournment, 6.00 p.m. on the date which is 48 hours before the time of the adjourned AGM). Your voting entitlement will depend on the number of Ordinary Shares you hold at that time.

I can't attend the remote AGM but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the Chair of the AGM or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a Shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at their discretion or refrain from voting, as such proxy sees fit.

You can appoint more than one proxy in relation to different Ordinary Shares within your holding.

You can appoint a proxy and submit voting instructions:

- Via CREST (see note opposite).
- By casting your proxy online at <https://www.signalshares.com>.
- By completing and returning the paper Form of Proxy, if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled. Return to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom.

If you need help with voting online or require a paper Form of Proxy, please contact our Registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk or you may call on 0371 664 0391. 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. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

Proxies not properly notified to the Registrar may be denied access to the AGM.

If you own Ordinary Shares jointly, any one Shareholder may sign the Form of Proxy. If more than one joint holder submits a card, the instruction given by the first listed on the Shareholder register will prevail.

The AGM is scheduled to commence at 9.00 a.m. on 14 August 2024. The AGM will be a virtual meeting using an electronic meeting platform and will be conducted in accordance with the provisions for electronic meetings set out in the Articles.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by 9.00 a.m. on 12 August 2024 (or, in the event of any adjournment, 9.00 a.m. on the date which is 48 hours before the time of the adjourned meeting).

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the AGM in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

I hold Ordinary Shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper Form of Proxy or online at <https://www.signalshares.com> provided it is in relation to different Ordinary Shares.

Corporate Shareholders may either appoint one or more proxies, or alternatively appoint one or more

corporate representatives in relation to different Ordinary Shares, using the paper Form of Proxy or online at <https://www.signalshares.com> or via CREST.

Multiple proxies and corporate representatives may all attend and speak at the AGM and may vote the Ordinary Shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual (<https://www.euroclear.com>). CREST personal members or other CREST-sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the Registrar (ID RA10) by 9.00 a.m. on 12 August 2024 (or, in the event of any adjournment, 9.00 a.m. on the date which is 48 hours before the time of the adjourned meeting). It is the responsibility of the CREST member concerned to take 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. The Company may treat a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

I have a power of attorney from a Shareholder – how can I vote?

You can vote using the paper Form of Proxy only. You must ensure that the power of attorney and the paper Form of Proxy have been deposited with the Registrar by 9.00 a.m. on 12 August 2024 (or, in the event of any adjournment, 9.00 a.m. on the date which is 48 hours before the time of the adjourned meeting).

The AGM

Where and when will the AGM be held?

The AGM will be held exclusively as an electronic meeting on 14 August 2024.

The AGM is scheduled to start at 9.00 a.m. so please allow plenty of time to log into the meeting. The AGM is scheduled to be available for login at 8.45 a.m.

Why is the AGM being held as a remote meeting?

The AGM will be held as a remote meeting only, in accordance with our Articles and to enable maximum Shareholder participation and avoid unnecessary cost / travel.

I want to participate in the AGM but cannot attend – what can I do?

You can vote your Ordinary Shares by appointing a proxy – see notes on page 12 of this notice. Any voting instructions you have validly given in advance will be counted at the AGM.

What documents do I need?

To log into the remote meeting, you need to type or paste the following web address into your web browser:

<https://meetmeinthecloud.zoom.us/j/86973016348?pwd=VaZnAGBHqLaKCKt2YgVOMfPfpvVkms.1>

You will be asked to enter a password to gain access to the AGM. This can be found on the bottom section of your paper Form of Proxy or, if

you have elected to receive electronic communications from the Company, in an email to be sent to you on the morning of the AGM. A separate email with the AGM link embedded in it will also be sent. Please check your spam folder or filter if you do not receive these emails.

I hold Ordinary Shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by the appropriate deadline (see notes on page 12 of this notice). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your holding of Ordinary Shares, and you will need to provide this letter to the Registrar in advance of the AGM. If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the AGM.

Please note that proxies and corporate representatives may not invite guests to the AGM.

May I bring a guest?

The AGM is a private meeting of Shareholders and their representatives. Guests are not entitled to attend the AGM as of right but they may be permitted entry at the absolute discretion of the Company at all times. You must contact us in advance if you would like a guest to have access, please contact us on info@codexplc.com.

Proxies, corporate representatives and employee share plan participants may not bring guests to the AGM.

May I ask a question at the AGM?

The Chair of the AGM will announce when you will have an opportunity to ask questions. If you wish to

ask a question please use the electronic "raise your hand" facility or type your question into the Q&A box in the AGM. You will be kept on mute by the AGM host unless and until you are invited to speak.

Please endeavour to keep your questions short.

How can I vote at the AGM?

As Shareholders exit the remote AGM, they will have the option to submit an electronic poll card to record their vote. If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can merely skip this step.

The voting facility will close 30 minutes after the AGM ends.

How are the votes counted?

Voting on all resolutions is by a poll. For a company such as ours, we think poll voting is the fairest approach. There will be no voting on the resolutions by a show of hands.

We have included a 'vote withheld' option on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes 'for' or 'against' a resolution.

How can I find out the result of the vote?

It is expected that the total of the votes cast by Shareholders 'for' or 'against' or 'withheld' on each resolution will be published on <https://www.codexplc.com/> as soon as practicable following the close of the AGM on 14 August 2024.

A copy of this notice and other information required by section 311A of the 2006 Act can be found at <https://www.codexplc.com/>.

All voting at the AGM will be held on a poll.

Information rights

Under the 2006 Act, there are a number of rights that may now be available to indirect investors of Codex Acquisitions, including the right to be nominated by the registered holder to receive general Shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act ("**nominated persons**") do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered Shareholder who holds the Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary Shares as to the exercise of voting rights.

If you have been so nominated to receive general Shareholder communications direct from Codex Acquisitions, it is important to remember that your main contact in terms of your investment remains with the registered Shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the AGM, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where Codex Acquisitions is exercising one of its powers under the 2006 Act and writes to you directly for a response.

Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the 2006 Act can require the Company:

- a. to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved, and which those members intend to move, at the AGM; and

- b. to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM, provided in each case that the requirements of those sections are met and provided that the request is received by the Company not later than six clear weeks before the AGM or if later the time at which notice is given of the AGM.

Total voting rights and Ordinary Share capital

As at 16 July 2024 (the latest practicable date before the publication of this notice), the issued Ordinary Share capital of Codex Acquisitions comprised 8,500,000 Ordinary Shares of nominal value 10 pence per Ordinary Shares, each with one vote. The total number of voting rights in Codex Acquisitions is 8,500,000.

Updates to this number are released via the Regulatory News Service of London Stock Exchange plc and can be viewed online at:

<https://www.londonstockexchange.com/stock/CODX/codex-acquisitions-plc/analysis>.

Contact details***Company:***

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<https://www.codexplc.com/>

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Registrar:

Link Group
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29 Wellington Street
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Company Secretary:

OHS Secretaries Limited
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If you are a Shareholder, please contact Link Group at shareholderenquiries@linkgroup.co.uk if you would like to change your election on how you receive Shareholder documents in the future.