

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or what action you should take, you should consult your stockbroker, bank manager, solicitor or other appropriate independent financial adviser who is authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are resident in the United Kingdom, or who is duly authorised under the European Communities (Markets in Financial Instruments) Regulation 2017 (as amended) or Investment Intermediaries Act 1995 (as amended) if you are resident in Ireland, or another appropriately authorised independent financial adviser if you are resident in a territory outside Ireland or the United Kingdom.

If you have sold or otherwise transferred all of your Shares in the Company, please send this (but not any accompanying personalised Form of Proxy) at once to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. This document should not, however be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws and regulations in such jurisdiction. If you have sold or transferred only part of your holding of Shares you should retain this document and any accompanying documents and contact the stockbroker, bank or other agent through or by whom the sale or transfer was effected immediately.

AQUILA EUROPEAN RENEWABLES PLC

(Incorporated in England and Wales, registered number 11932433)

Vote on the continuation and Managed Wind-Down of the Company and associated adoption of the New Investment Policy and Notice of General Meeting

Your attention is drawn to the letter from the Chair on page 4, which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below. Your attention is also drawn to the section entitled “Risks associated with the Managed Wind-Down” on page 13. However, this document should be read in its entirety.

Notice of a General Meeting of the Company to be held at 10:00 a.m. on 30 September 2024 at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London EC4N 6AF is set out at the end of this document. Whether or not you intend to be present at the General Meeting you are urged to complete and return a Form of Proxy, in accordance with the instructions set out in the notes to the Notice of General Meeting, as soon as possible and in any event by no later than 10:00 a.m. on 26 September 2024.

To be valid, Forms of Proxy for use at the General Meeting must be completed and returned in accordance with the instructions printed thereon to the Company’s Registrar, Computershare Investor Services at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom so as to arrive no later than 10:00 a.m. on 26 September 2024.

As an alternative to completing and returning the accompanying Form of Proxy, you may submit your proxy electronically by accessing the Registrar’s online voting portal www.investorcentre.co.uk/eproxy. For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members’ individual SRN and PIN numbers are shown on the accompanying Form of Proxy. If you are a member of CREST you may be able to use the CREST electronic proxy appointment service. In addition, institutional investors may be able to appoint a proxy electronically via the Proxymity platform. Proxies submitted via a designated voting platform (such as CREST or Proxymity) for the General Meeting must be transmitted so as to be received by the Registrar no later than 48 hours (excluding weekends and any bank holiday) before the time of the General Meeting. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received no later than 10:00 a.m. on 26 September 2024.

The Notice of General Meeting and the Form of Proxy will be submitted to the National Storage Mechanism and shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and on the Company’s website at <https://www.aquila-european-renewables.com/>.

TABLE OF CONTENTS

EXPECTED TIMETABLE	3
PART 1 LETTER FROM THE CHAIR	4
PART 2 THE COMPANY'S PROPOSED NEW INVESTMENT POLICY	9
PART 3 RISKS ASSOCIATED WITH THE MANAGED WIND-DOWN	13
PART 4 DEFINITIONS	15
PART 5 NOTICE OF GENERAL MEETING	18

EXPECTED TIMETABLE

2024

Publication of this Notice of General Meeting	12 September
Latest time and date for receipt of Forms of Proxy, CREST Proxy Instructions or CREST electronic proxy appointments for the General Meeting	10 a.m. 26 September
Record date for entitlement to vote at the General Meeting	26 September
General Meeting	10 a.m. 30 September
Adoption of New Investment Policy (if Resolutions are passed)	30 September
Publication of results of General Meeting	30 September

Notes:

1. The times and dates set out in the timetable above and referred to throughout this document and any accompanying document may be adjusted by the Company by announcement through a Regulatory Information Service, in which event details of the new dates will also be notified to the FCA, the London Stock Exchange and, where appropriate, Shareholders.
2. All references to times in this document are to London times, unless otherwise stated.

PART 1
LETTER FROM THE CHAIR

Aquila European Renewables plc

*(Incorporated in England and Wales with registered number 11932433)
(Registered as an investment company under section 833 of the Companies Act 2006)*

Directors

Ian Nolan
Myrtle Dawes
David MacLellan
Kenneth MacRitchie
Patricia Rodrigues

Registered Office

6th Floor
125 London Wall
London
EC2Y 5AS

12 September 2024

Dear Shareholder,

Notice of General Meeting – Vote on the continuation and potential Managed Wind-Down of the Company and associated adoption of the New Investment Policy

1. Introduction

At the Company's AGM held in 2023, Shareholders approved the continuation of the Company as a closed ended investment company for a further four years. Notwithstanding, on 30 May 2023, the Board announced that Shareholders should have a further opportunity to vote on the continuation of the Company during the course of the financial year ending 31 December 2024, with such vote expected to be held around September 2024.

Following extensive engagement by the Board and its advisers with Shareholders over the past year, the Board understands that Shareholders representing a majority of the voting rights of the Company are in favour of the discontinuation of the Company. The first resolution set out in the Notice of General Meeting at the end of this document therefore proposes that the Company should not continue as a closed ended investment company with its current Investment Policy (the "**Discontinuation Resolution**").

If the Discontinuation Resolution is approved, then the Board believe that the Company should enter into a Managed Wind-Down for the reasons set out further below.

The entry into of a Managed Wind-Down would require a material amendment of the Company's investment objective and Investment Policy, and Shareholder approval is therefore being sought at the General Meeting, in accordance with the Listing Rules, for the proposed amendment of the Company's Investment Policy (the "**New Investment Policy Resolution**", together with the Discontinuation Resolution the "**Resolutions**").

The purpose of this document is to set out the background to and reasons for the Resolutions and explain why the Board unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting to be held at 10:00 a.m. on 30 September 2024, notice of which is set out at the end of this document.

2. Background to the Resolutions

On 3 February 2023, in recognition of the large and sustained discount to NAV at which the Company's Shares were trading at and the Board's belief that the Company's share price did not reflect the inherent value in the Portfolio, the Board announced a package of initiatives to improve the marketability of the Company's shares. Those initiatives included:

- a programme of share buybacks, through which the Company has returned EUR 27.8 million (excluding fees and stamp duty) to Shareholders at an average discount of 15.8 per cent to NAV, reducing the total Shares in issue by 7.4% and resulting in NAV accretion of 1.4 cents per Share;
- the rollout of asset life extensions following the completion of due diligence by the Company's advisers across the Portfolio, resulting in a NAV uplift of 4.6 cents per Share for the financial year ended 31 December 2023. The average asset life assumptions for the solar portfolio increased from 30 years to 40 years, and those of the wind portfolio from 25 years to an average of 28 years, in line with industry standards and a reflection of the quality of the Portfolio; and

- the successful admittance to trading of Shares on the Euronext Growth Dublin on 2 October 2023.

As required by the Articles, the Directors proposed an ordinary resolution at the AGM held in 2023 that the Company continue its business as a closed-ended investment company for a further four-year period (a "**Continuation Resolution**"). The Continuation Resolution was passed by Shareholders at the AGM held on 14 June 2023. A total of 73,747,364 Shares were voted against the Continuation Resolution which represents approximately 19.0 per cent. of the Shares in circulation and 25.9 per cent. of those voting at the AGM. In response, the Board committed to undertake a review of broader options if its existing initiatives failed to be reflected in the Company's share price.

In December 2023, following unsolicited proposals made privately, Octopus Renewables Infrastructure Trust plc ("**ORIT**") made a public announcement regarding a proposal for a possible combination by way of a section 110 scheme of reconstruction under the Insolvency Act 1986 (a "**Section 110 Combination**") with the Company. Following this, the Company announced that it was considering options for the future of the Company, including a Section 110 Combination. The Board announced on 26 February 2024 that, following the receipt and review of a number of indications of interest in a Section 110 Combination, a process of mutual due diligence with multiple interested parties had commenced (the "**Section 110 Process**").

Through the Section 110 Process, the Board received indicative non-binding offers for a Section 110 Combination from ORIT and two other investment companies. Each indicative offer proposed the issue of new shares of the listed investment company offeror as consideration, and one indicative offer included a cash exit facility of up to 10 per cent. of the total consideration. On the basis of a NAV for NAV exchange, each of the three indicative offers represented an implied look through value ranging from a small premium to a discount to the Company's share price at the time the proposals were received. On 10 May 2024 the Company announced the termination of the Section 110 Process. This decision was reached due to:

- the discount to NAV at which the listed investment company renewables sector was trading;
- the Boards' belief that a Section 110 Combination with another listed investment company was not value enhancing when weighed against the other potential options open to the Company; and
- feedback obtained from Shareholders representing a majority of the total voting rights of the Company indicating that they were not supportive of a Section 110 Combination.

Notwithstanding the cessation of the Section 110 Process, the Board, along with its advisers, continued to progress the review of broader options for the future of the Company, including:

- a Managed Wind-Down of the Company, with an orderly realisation of its assets over a period of time;
- a potential sale of some or all of the assets of the Company for cash; and
- the potential continuation of the Company in its present form in accordance with its current Investment Policy delivered by the Investment Adviser.

Since the Company's announcement on 22 December 2023, the Board has worked with the Company's financial adviser, Deutsche Numis, to actively explore the sale of some or all of the assets of the Company. This process included the solicitation of interest from numerous third parties representing the most likely cash offerors for the Portfolio.

One potential bidder made a proposal with respect to an acquisition of the entire issued and to be issued share capital of the Company (the "**Takeover Code Offeror**"). The Board determined that it was appropriate to provide the Takeover Code Offeror with access to detailed due diligence information. Having reviewed this information the Takeover Code Offeror did not make a proposal at a level which, in the Board's opinion and taking into account Shareholders' views on the value of the Company, would have been capable of recommendation to Shareholders if made as a firm offer.

The Board and its advisers have had a number of discussions with the Company's Investment Adviser since the start of 2024 with respect to a possible acquisition by an affiliate of the Investment Adviser of the assets of the Company. On 8 May 2024 the Board received an indicative proposal from funds managed by the Investment Adviser for the Portfolio and agreed to provide access to diligence information in order for the Investment Adviser to progress its offer. On 19 August 2024, following further discussions between the Investment Adviser and the Company's advisers around possible structures for a transaction, the Board received a further proposal from the Investment Adviser in respect of the purchase of the assets of the Company. The Board carefully considered the proposal with its advisers and concluded that it was not in the best interests of Shareholders to enter into an agreement based on the terms suggested at this time. The Board continues to maintain a dialogue with the Investment Adviser regarding such proposals and, in the event the Managed Wind-Down is approved, the participation of the Investment Adviser in the sale of certain assets in the Managed Wind-Down process.

The Takeover Code Offeror, the Investment Adviser, and three of the participants in the Section 110 Process are the only five parties to have made formal proposals to acquire the Company or all of the assets of the Company and to have received access to non-public diligence information on the Company. The Board and its advisers are no longer engaged in any formal discussions with offerors for the Company or for all of the assets of the Company.

Following the Section 110 Process, the engagement with the Takeover Code Offeror, the Investment Adviser and Shareholder feedback, the Board has concluded that the Resolutions are in the best interests of Shareholders. In arriving at this decision, the Board placed particular emphasis on the following factors:

- **Shareholder feedback:** throughout 2024, the Company has had numerous discussions with Shareholders regarding their opinions on the future of the Company. Shareholders representing a majority of the total voting rights of the Company have expressed a preference that the Company does not continue with its current strategy and Investment Policy. Whilst many Shareholders' preferred outcome would be the sale of the Company or all of the Company's assets for cash at a price close to Net Asset Value, which the Board and its advisers have attempted to facilitate through the processes referenced above, this has to date not been possible;
- **Shareholder value maximisation:** the indicative potential value which the Company may realise from the Managed Wind-Down is expected to be in excess of the net value represented by the indicative offers received during the Section 110 Process and from the Takeover Code Offeror, all of which were subject to a number of preconditions and all of which represented material discounts to the Company's current NAV. The recent announcement of an agreement to sell the Company's shareholding in Tesla at a premium to the Company's fair valuation as at 30 June 2024 demonstrates the quality of the Company's Portfolio. Whilst it is clear that different technologies in differing geographies display very variable levels of liquidity and pricing visibility, the Tesla sale demonstrates the potential demand for the Company's assets when sold on an asset or geographic portfolio level; and
- **Feedback from potential offerors:** many potential offerors from the solicitation exercise referenced that the diversified nature of the Portfolio, across both geographies and technologies, limited their interest in a transaction for all of the assets of the Company. A number of potential offerors did express their interest in certain geographic portfolios of the Company's assets. In addition, the size of the Portfolio limits the number of potential acquirors for the Portfolio. The Board believe that selling the assets on an individual asset or geographic portfolio basis will result in a larger potential pool of buyers of the Company's assets.

In the event that the Resolutions are passed, it is the intention of the Board to appoint a party, other than the Investment Adviser, to oversee the sale of the Portfolio, which may comprise of a sale of all of the assets, groups of assets (such as specific geographic or technological portfolios), individual assets of the Company or a combination thereof.

Further details will be provided in due course regarding the indicative timeline of the Managed Wind-Down and the return of proceeds to Shareholders.

3. The Resolutions

Notice of a General Meeting at which the Resolutions will be considered is set out on page 18 of this document.

The Discontinuation Resolution, which will be proposed as an ordinary resolution, proposes that the Company should not continue as a closed-ended investment company with its current Investment Policy. As an ordinary resolution, for the Discontinuation Resolution to pass, more than 50 per cent. of the votes cast must be voted in favour.

The New Investment Policy Resolution, which will be proposed as an ordinary resolution, seeks authority for the Company to adopt the New Investment Policy. The New Investment Policy Resolution is conditional on the passing of the Discontinuation Resolution. As an ordinary resolution, for the New Investment Policy Resolution to pass, more than 50 per cent. of the votes cast must be voted in favour.

4. Benefits of the Resolutions

It is the assessment of the Board that a Managed Wind-Down represents the best strategic option available to the Company and its Shareholders. The Board believes that the Resolutions offer the following benefits to Shareholders:

- commencing a managed realisation of assets, rather than placing the Company in liquidation immediately or seeking an immediate sale of the entire Portfolio, is expected to enable the Company to maximise the value realised on the sale of its investments;

- the potential to realise value for Shareholders at a tighter discount to NAV than the discount to NAV that the Company's Shares are currently trading at;
- maintaining the listing for as long as the Directors believe it to be practicable during the Managed Wind-Down will enable certain Shareholders to continue to meet their own investment restrictions, for example, where they are required to hold listed securities or instruments with daily liquidity; and
- maintaining the listing of the Shares while the substantial majority of its assets are realised will, subject to market conditions, enable Shareholders and prospective investors to continue to be able to buy and sell Shares in this period.

5. Risks associated with the Managed Wind-Down

Shareholders should be aware of the risks associated with the Managed Wind-Down set out in Part 3 of this Notice of General Meeting.

6. General Meeting

The General Meeting has been convened for 10:00 a.m. 30 September 2024 to be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London EC4N 6AF. The Resolutions will be voted on by way of a poll. In accordance with the Articles, all Shareholders entitled to vote and who are present in person or by proxy at the General Meeting shall have one vote in respect of every Share held.

Shareholders are strongly encouraged to appoint the Chair of the General Meeting as their proxy to vote on their behalf at the General Meeting. This should ensure that your votes are registered.

7. Action to be taken

It is important to the Company that Shareholders have the opportunity to vote even if they are unable to attend the General Meeting. Whether or not you propose to attend the General Meeting in person, you are requested to complete the Form of Proxy and submit it to the Registrar at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so that it arrives no later than 10:00 a.m. on 26 September 2024.

If you hold your Shares in CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction using the procedures described in the CREST Manual as soon as possible and so that the instruction is received by no later than 10:00 a.m. on 26 September 2024.

As an alternative to completing and returning the accompanying Form of Proxy, you may submit your proxy electronically by accessing the Registrar's online voting portal www.investorcentre.co.uk/eproxy. For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the accompanying Form of Proxy. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received no later than 10:00 a.m. on 26 September 2024. In addition, institutional investors may be able to appoint a proxy electronically via the Proxymity platform (www.proxymity.io). Proxies submitted via a designated voting platform (such as CREST or Proxymity) for the General Meeting must be transmitted so as to be received by the Registrar no later than 48 hours (excluding weekends and any bank holiday) before the time of the General Meeting.

The completion and submission of a Form of Proxy or the transmission of a CREST Proxy Instruction will not affect your right to attend and vote in person at the General Meeting if you wish.

Shareholders are reminded that, if their Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.

8. Consequences of the Resolutions not being passed

Should the Discontinuation Resolution not be passed, the Company will continue with its current Investment Policy and the Directors will engage with Shareholders regarding options for the future of the Company. Should the Discontinuation Resolution not be passed, the Articles require that the Directors propose a further Continuation Resolution at the AGM to be held in 2027, and every fourth AGM thereafter.

If the Discontinuation Resolution is passed, but the New Investment Policy Resolution is not passed, then the Directors shall within six months put proposals to Shareholders for the reconstruction, reorganisation or liquidation of the Company.

9. Recommendation

The Board considers the passing of the Resolutions at the General Meeting, as set out in the notice at the end of this document, to be in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of both of the Resolutions to be proposed at the General Meeting, as Directors intend to do in respect of their own beneficial holdings, amounting to 375,000 Shares representing 0.1 per cent of the Shares in circulation carrying voting rights (excluding the Company's treasury shares amounting to 30,103,575) as at the date of this document.

The Notice of the General Meeting to be held at 10:00 a.m. on 30 September 2024 at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London EC4N 6AF is included at the end of this document.

Yours faithfully

Ian Nolan

Chair

PART 2
THE COMPANY'S PROPOSED NEW INVESTMENT POLICY

If the proposed Resolutions are approved at the General Meeting then the Company's current Investment Policy as shown on in the middle column of the below table will be replaced with the New Investment Policy, as set out on the right column of the below table.

	Current Investment Policy	New Investment Policy
Investment objective	AERI seeks to generate stable returns, principally in the form of income distributions, by investing in a diversified portfolio of renewable energy infrastructure investments.	The Company's investment objective is to realise all existing assets in the Company's Portfolio in an orderly manner.
Investment Policy	<p>The Company will seek to achieve its investing objective, through investment in renewable energy infrastructure in continental Europe and the Republic of Ireland, comprising (i) wind, photovoltaic and hydropower plants that generate electricity transforming the energy of the wind, the sunlight and running water as naturally replenished resources, and (ii) non-generation-renewable-energy related infrastructure associated with the storage (such as batteries) and transmission (such as distribution grids and transmission lines) of renewable energy, in each case either already operating or in construction or development ('Renewable Energy Infrastructure Investments').</p> <p>The Company will acquire a mix of controlling and non-controlling interests in Renewable Energy Infrastructure Investments and may use a range of investment instruments to pursue its investment objective, including, but not limited to, equity, mezzanine or debt investments.</p> <p>In circumstances where the Company does not hold a controlling interest in the relevant investment, the Company will seek, through contractual and other arrangements, to, inter alia, ensure the Renewable Energy Infrastructure Investment is operated and managed in a manner consistent with its investment policy, including any borrowing restrictions.</p>	<p>The Company will pursue its investment objective by effecting an orderly realisation of its assets in a manner that seeks to achieve a balance for Shareholders between maximising the value received from those assets and making timely returns of capital to Shareholders.</p> <p>This process might include a sale of all of the assets, groups of assets (such as specific geographic or technological portfolios), individual assets of the Company or a combination thereof.</p> <p>The Company will cease to make any new Renewable Energy Infrastructure Investments. Capital expenditure will be permitted where it is deemed necessary or desirable by the Board in connection with the realisation, primarily where such expenditure is necessary to protect or enhance an investment's realisable value.</p>
Investment Restrictions	The Company aims to achieve diversification principally by investing in a range of portfolio assets across a number of distinct regions and a mix of wind, solar PV and hydro technologies involved in renewable energy generation. The	The net proceeds from realisations will be used to repay borrowings and make timely returns of capital to Shareholders (net of provisions for the Company's costs and expenses) in such manner as

	Current Investment Policy	New Investment Policy
	<p>Company will observe the following investment restrictions when making investments:</p> <ul style="list-style-type: none"> • no more than 25 per cent of its Gross Asset Value (including cash) will be invested in any single asset; • the Company's portfolio will comprise no fewer than six Renewable Energy Infrastructure Investments; • no more than 20 per cent of its Gross Asset Value (including cash) will be invested in non-generation renewable energy related infrastructure associated with the storage (such as batteries) and transmission (such as distribution grids and transmission lines) of renewable energy; • no more than 30 per cent of its Gross Asset Value (including cash) will be invested in assets under development or construction; • no more than 50 per cent of the Gross Asset Value (including cash) will be invested in assets located in any one country; • no investments will be made in assets located in the UK; and • no investments will be made in fossil fuel assets. <p>Compliance with the above restrictions will be measured at the time of investment and non-compliance resulting from changes in the price or value of assets following investment will not be considered as a breach of the investment restrictions.</p> <p>The Company will hold its investments through one or more special purpose vehicles ("SPVs") and the investment restrictions will be applied on a look-through basis. Although not forming part of the investment restrictions or the Investment Policy, where Renewable Energy Infrastructure Investments benefit from a Power Purchase Agreement, the Company will take reasonable steps to avoid concentration with a single counterparty and intends that no more than 25 per cent of income</p>	<p>the Board considers appropriate.</p>

	Current Investment Policy	New Investment Policy
	revenue received by Renewable Energy Infrastructure Investments will be derived from a single off-taker.	
Changes to the Investment Policy	Any material changes to the Company's Investment Policy set out above will only be made with the approval of shareholders.	Any material changes to the Company's Investment Policy set out above will only be made with the approval of the Financial Conduct Authority and the Shareholders by way of an ordinary resolution.
Hedging	The Company does not intend to use hedging or derivatives for investment purposes but may from time to time use derivative instruments such as futures, options, futures contracts and swaps (collectively 'Derivatives') to protect the Company from fluctuations of interest rates or electricity prices. The Derivatives must be traded on a regulated market or by private agreement entered into with financial institutions or reputable entities specialising in this type of transaction.	The Company does not intend to use hedging or derivatives for investment purposes but may from time to time use derivative instruments such as futures, options, futures contracts and swaps (collectively 'Derivatives') to protect the Company from fluctuations of interest rates or electricity prices. The Derivatives must be traded on a regulated market or by private agreement entered into with financial institutions or reputable entities specialising in this type of transaction.
Liquidity Management	The AIFM will ensure a liquidity management system is employed for monitoring the Company's liquidity risks. The AIFM will ensure, on behalf of the Company, that the Company's liquidity position is consistent at all times with its investment policy, liquidity profile and distribution policy. Cash held pending investment in Renewable Energy Infrastructure Investments or for working capital purposes will be invested in cash equivalents, near cash instruments, bearer bonds and money market instruments.	The AIFM will ensure a liquidity management system is employed for monitoring the Company's or its subsidiary, Tesseract Holdings Limited's (the "Group") liquidity risks. The AIFM will ensure, on behalf of the Group, that the Group's liquidity position is consistent at all times with its investment policy, liquidity profile and distribution policy. Any cash received by the Group as part of the realisation process (net of any transaction costs and repayment of borrowings) will be held by the Group as cash on deposit and/or will be invested in cash equivalents, near cash instruments, bearer bonds and money market instruments pending its return to Shareholders.
Borrowing Limits	The Company may make use of long-term limited recourse debt for Renewable Energy Infrastructure Investments to provide leverage for those specific investments. The Company may also take on long-term structural debt provided that at the time of entering into (or acquiring) any new long-term structural debt (including limited recourse debt), total long-term structural debt will not exceed 50 per cent of the prevailing Gross Asset Value. For the avoidance of	It is not anticipated that the Company will take on any new borrowings, but may do so for the efficient management of the Company where such borrowings are necessary to protect or enhance an investment's realizable value as part of the orderly realization of the Company's assets. At the time of entering into (or acquiring) any new long-term structural debt (including limited recourse debt), total

	Current Investment Policy	New Investment Policy
	<p>doubt, in calculating gearing, no account will be taken of any Renewable Energy Infrastructure Investments that are made by the Company by way of a debt or a mezzanine investment. In addition, the Company may make use of short-term debt, such as a Revolving Credit Facility, to assist with the acquisition of suitable opportunities as and when they become available. Such short-term debt will be subject to a separate gearing limit so as not to exceed 25 per cent of the Gross Asset Value at the time of entering into (or acquiring) any such short-term debt.</p> <p>In circumstances where these aforementioned limits are exceeded as a result of gearing of one or more Renewable Energy Infrastructure Investments the Company has a non-controlling interest in, the borrowing restrictions will not be deemed to be breached. However, in such circumstances, the matter will be brought to the attention of the Board who will determine the appropriate course of action.</p>	<p>long-term structural debt will not exceed 50 per cent of the prevailing Gross Asset Value. For the avoidance of doubt, in calculating gearing, no account will be taken of any Renewable Energy Infrastructure Investments that are made by the Company by way of a debt or a mezzanine investment.</p> <p>In addition, total short-term debt will be subject to a separate gearing limit so as not to exceed 25 per cent of the Gross Asset Value at the time of entering into (or acquiring) any such short-term debt.</p> <p>In circumstances where these aforementioned limits are exceeded as a result of gearing of one or more Renewable Energy Infrastructure Investments the Company has a non-controlling interest in, the borrowing restrictions will not be deemed to be breached. However, in such circumstances, the matter will be brought to the attention of the Board who will determine the appropriate course of action.</p>

PART 3 RISKS ASSOCIATED WITH THE MANAGED WIND-DOWN

In considering a decision in relation to the Resolutions, Shareholders are referred to the risks set out below.

Shareholders should read this document carefully in its entirety and, if you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under FSMA if you are resident in the United Kingdom, or who is duly authorised under the European Communities (Markets in Financial Instruments) Regulation 2017 (as amended) or Investment Intermediaries Act 1995 (as amended) if you are resident in Ireland, or another appropriately authorised independent financial adviser if you are resident in a territory outside Ireland or the United Kingdom.

Only those risks which are material and currently known to the Company have been disclosed. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems to be immaterial, may also have an adverse effect on the Company.

- As a result of the Managed Wind-Down, the size and value of the Portfolio will reduce over time as investments are realised and will therefore become concentrated in fewer holdings, meaning that the aggregate return on the remaining Renewable Energy Infrastructure Investments will become increasingly exposed to the performance, favourable or unfavourable, of the remaining individual Renewable Energy Infrastructure Investments. This may result in increased volatility in the Company's Net Asset Value and/or its share price.
- Realised asset sales as contemplated by the Managed Wind-Down will reduce the cash and income generated by the Company's Renewable Energy Infrastructure Investments over time which may impact the Company's liquidity and ability to pay a covered dividend and/or result in a reduction in dividend per Share,
- The Company might experience increased volatility in its share price, both as a function of volatility in its Net Asset Value and a reduction in share liquidity as capital is returned to Shareholders, which may result in a continued or possibly wider discount to Net Asset Value.
- There can be no guarantee that the Managed Wind-Down, including the New Investment Policy, will provide the returns, or realise a value equivalent to the Company's reported Net Asset Value, described in this document, and there can be no assurance that the Company's investments will meet any specific level of return, or that the Company would achieve or successfully implement its investment objective as set out in the New Investment Policy.
- Bringing assets to market as part of a public wind-down strategy may also have an impact on the value realised for the Renewable Energy Infrastructure Investments. Renewable Energy Infrastructure Investments may not therefore be realised at values in line with the most recently published independent valuations, and it is possible that the Company may only be able to realise some assets at materially lower values.
- Sales of the Company's assets, which include non-controlling interests in Renewable Energy Infrastructure Investments, may prove materially more complex than anticipated, and the return of capital to Shareholders may be delayed by a number of factors, including, without limitation, the ability of the Company to return capital and/or make distributions to Shareholders as a result of insufficient distributable reserves.
- The returns that Shareholders may receive will be subject to deductions for, among other things, direct disposal costs, local capital gains tax, management fees, the gradual pay down of the existing debt and costs associated with the review and implementation of strategic options as well as the means of returning capital to Shareholders. These costs may reduce the sums available for redemptions and/or distributions to Shareholders in the future.
- There may be other matters or factors which affect the availability, amount or timing of receipt of the proceeds of realisation of some or all of the Company's assets. In particular, ongoing returns of value to Shareholders will decrease the size of the Portfolio, thereby increasing the impact of fixed ongoing corporate costs incurred by the Company on the remaining assets. In determining the size of any redemptions and/or distributions, the Board will take into account the Company's ongoing costs, and the eventual liquidation costs. However, should these costs be greater than expected or should cash

receipts for the realisations of Renewable Energy Infrastructure Investments be less than expected, this will reduce the amount available for Shareholders in future redemptions and/or distributions.

- The Board expects that the Company will continue to fulfil the relevant conditions to qualify for UK investment trust status in the medium term. However, the requirements for maintaining investment trust status are complex and, as the Managed Wind-Down progresses, the Company cannot guarantee that it will maintain continued compliance with all of such conditions, particularly in its latter stages, once a significant portion of the Portfolio has been realised. If the Company fails or ceases to maintain its investment trust status, it will lose the tax benefits associated with such status, which may materially reduce the amounts which the Company has available to distribute to Shareholders.
- The proposed change of the Company's Investment Policy would result in the Company being reliant on the ability of one or more of the Investment Adviser and/or the Company's other advisers to effectively manage the disposal of (or otherwise realise) investments in order to realise value for Shareholders. The liquidity profile of the Portfolio, which includes non-controlling interests in Renewable Energy Infrastructure Investments, is such that Shareholders may have to wait a material period of time before all Renewable Energy Infrastructure Investments can be realised at an appropriate value.
- Before returning capital to the Shareholders, the Company will have to repay its debt facilities and provide for any other liabilities.

PART 4 DEFINITIONS

“AIFM”	FundRock Management Company (Guernsey) Limited in its capacity as the Company's Alternative Investment Fund Manager
“AGM”	an annual general meeting of the Company
“Articles”	the articles of association of the Company as at the date of this document
“Board” or “Directors”	the board of directors of the Company
“Company”	Aquila European Renewables plc
“Company Secretary”	Apex Listed Companies Services (UK) Limited in its capacity as the Company's company secretary
“Continuation Resolution”	an ordinary resolution proposed to Shareholders that the Company continue its business as a closed-ended investment company for a further four-year period
“CREST”	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
“CREST Manual”	the manual, as amended from time to time, produced by Euroclear describing the CREST system and supplied by Euroclear to users and participants thereof
“CREST Proxy Instruction”	a proxy appointment or instruction made via CREST, authenticated in accordance with Euroclear's specifications and containing the information set out in the CREST Manual
“Discontinuation Resolution”	resolution 1, as set out in the Notice of General Meeting
“Euroclear”	Euroclear UK & International Limited
“Euronext Dublin”	Irish Stock Exchange plc, trading as Euronext Dublin, a company incorporated in Ireland (registration no. 539157) whose registered office is 28 Anglesea Street, Dublin 2, Ireland and which is regulated by the Central Bank of Ireland
“Euronext Growth”	Alternext, a multilateral trading facility within the scope of Article 49(1)(22) of the Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments operated by the respective Euronext Market Undertakings with the commercial name “Euronext Growth”
“Euronext Growth Dublin”	Euronext Growth market operated by Euronext Dublin
“FCA”	the Financial Conduct Authority of the United Kingdom or any successor entity or entities
“Form of Proxy”	the form of proxy for use by Shareholders in connection with the General Meeting which accompanies this document
“FSMA”	the Financial Services and Markets Act 2000, as amended

“General Meeting”	the General Meeting of the Company being held on 30 September 2024
“Gross Asset Value”	the aggregate of (i) the fair value of the Company's underlying investments (whether or not subsidiaries), valued on an unlevered, discounted cash flow basis, (ii) the Company's proportionate share of the cash balances and cash equivalents of assets and non-subsidiary companies in which the Company holds an interest, and (iii) other relevant assets of the Company (including cash) valued at fair value (other than third party borrowings) to the extent not included in (i) or (ii) above
“Group”	the Company, Tesseract Holdings Limited and its subsidiaries, including special purpose vehicle and holding vehicles
“Investment Adviser”	Aquila Capital Investmentgesellschaft mbH
“Investment Policy”	the current investment objective and investment policy as set out in Part 2 of this document
“Listing Rules”	the listing rules made by the FCA under section 73A of FSMA, as amended from time to time
“London Stock Exchange”	London Stock Exchange plc
“Managed Wind-Down”	the proposed wind down of the Portfolio to effect the disposal of the Company's investments, as described in this document
“Net Asset Value” or “NAV”	the value of the assets of the Company less its liabilities, determined in accordance with the accounting principles adopted by the Company from time to time
“New Investment Policy”	the proposed new investment objective and policy of the Company, as set out in Part 2 of this document
“New Investment Policy Resolution”	resolution 2, as set in the Notice of General Meeting
“Notice of General Meeting”	the notice convening the General Meeting which is set out at the end of this document
“ORIT”	Octopus Renewables Infrastructure Trust plc
“Portfolio”	the Company's portfolio of Renewable Energy Infrastructure Investments from time to time
“Registrar”	Computershare Investor Services PLC
“Renewable Energy Infrastructure Investments”	the renewable energy infrastructure investments currently owned by the Company which fall within the Company's Investment Policy
“Resolutions”	together the Discontinuation Resolution and the New Investment Policy Resolution
“Section 110 Combination”	a combination by way of a section 110 scheme of reconstruction under the Insolvency Act 1986

“Section 110 Process”	the process of receipt and review of a number of indications of interest in a Section 110 Combination and mutual due diligence carried out between the Company and a number of interested parties between February and May 2024
“Shares”	ordinary shares of one penny each in the capital of the Company
“Shareholder”	a holder of Shares in the capital of the Company
“Takeover Code Offeror”	a third party which made a proposal with respect to an acquisition of the entire issued and to be issued share capital of the Company

**PART 5
NOTICE OF GENERAL MEETING**

Aquila European Renewables plc

*(Incorporated in England and Wales with registered number 11932433)
(Registered as an investment company under section 833 of the Companies Act 2006)*

Notice is hereby given that the General Meeting of Aquila European Renewables plc (the “**Company**”) (the “**General Meeting**”) will be held at 10:00 a.m. on 30 September 2024 at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London EC4N 6AF to consider and if thought fit pass the following ordinary resolutions:

Ordinary Resolutions

1. That the Company should not continue as a closed ended investment company with its current investment policy.
2. That, subject to the passing of Resolution 1, the proposed new investment objective and investment policy of the Company, as set out in Part 2 of this notice to shareholders of the Company dated 12 September 2024, be and is hereby approved and the Company should enter into the managed wind down in accordance with such investment policy.

By order of the Board

Jennifer Thompson
for Apex Listed Companies Services (UK) Limited
Company Secretary

Registered Office
6th Floor
125 London Wall
London
EC2Y 5AS

12 September 2024

Notes to the Notice of the General Meeting

1. Holders of ordinary shares of one penny each in the capital of the Company ("Shares") are entitled to attend, speak and vote at the General Meeting. A Shareholder entitled to attend, speak and vote at the General Meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the General Meeting. A proxy need not be a Shareholder of the Company. However, in order for their vote to count, Shareholders should appoint the Chair of the meeting as their proxy. Shareholders are advised to return the form of proxy irrespective of whether they are expecting to attend the General Meeting. If multiple proxies are appointed, they must not be appointed in respect of the same Shares. To be effective, the enclosed form of proxy ("Form of Proxy"), together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (the "Registrar") by no later than at 10:00 a.m. on 26 September 2024.
2. If you return more than one proxy appointment, either by paper or electronic communication, the one that is validly received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.
3. As an alternative to completing the Form of Proxy, Shareholders can appoint a proxy electronically via the Registrar's online voting portal www.investorcentre.co.uk/eproxy. For an electronic proxy appointment to be valid, your appointment must be received by the Registrar no later than at 10:00 a.m. on 26 September 2024. Shareholders are strongly encouraged to appoint the Chair of the General Meeting as their proxy to vote on their behalf.
4. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by at 10:00 a.m. on 26 September 2024 in order to be considered valid. Before you can appoint a proxy via this process, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
5. The appointment of a proxy will not normally prevent a Shareholder from attending the General Meeting, or from speaking and voting in person if he/she so wishes. The Articles provide that (subject to certain exceptions) at the General Meeting, each Shareholder present in person or by proxy shall have one vote on a show of hands, and on a poll, every Shareholder present in person or by proxy shall have one vote for every Share of which he/she is the holder. The termination of the authority of a person to act as proxy must be notified to the Company in writing by no later than at 10:00 a.m. on 26 September 2024. Amended instructions must be received by the Registrar by the deadline for receipt of proxies. Where you have appointed a proxy using the Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact the Registrar's helpline on 0370 703 0020 (or +44 370 703 0020 from outside the UK). Lines are open 8.30am to 5.30pm. Monday to Friday (excluding public holidays in England and Wales).
6. To appoint more than one proxy, Shareholders will need to complete a separate Form of Proxy in relation to each appointment, stating clearly on each Form of Proxy the number of Shares in relation to which the proxy is appointed. A failure to specify the number of Shares to which each proxy appointment relates, or specifying an aggregate number of Shares in excess of those held by the Shareholder, will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given. If you require additional Forms of Proxy, please contact the Registrar's helpline on 0370 703 0020 (or +44 370 703 0020 from outside the UK). Lines are open 8.30am to 5.30pm. Monday to Friday (excluding public holidays in England and Wales). All Forms of Proxy must be signed and should be returned together in the same envelope if possible.
7. 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 holders (the first named being the most senior).
8. Only those Shareholders registered in the register of members of the Company as at 8:00 p.m. on 26 September 2024 (the 'specified time') shall be entitled to vote at the General Meeting in respect of the number of Shares registered in their name at that time. Changes to entries on the relevant register of securities after at 8:00 p.m. on 26 September 2024 shall be disregarded in determining the rights of any person to vote at the General Meeting. If the General Meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of Shareholders to vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If, however, the General Meeting is adjourned for a longer period then, to be so entitled, Shareholders must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting, or if the Company gives notice of the adjourned meeting, at the time specified in that notice.
9. Shareholders who hold their Shares electronically may submit their votes through CREST. Instructions on how to vote through CREST can be found by accessing the following website: www.euroclear.com.
10. 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) thereof by following 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.

11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instructions, as described in the CREST manual (available via www.euroclear.com). The message, in order to be valid, must be transmitted so as to be received by the Company's agent ID, 3RA50 by the latest time for receipt of proxy appointments specified in note 1 above. 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 Company'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.
12. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. 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.
13. 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.
14. 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.
15. A person to whom this Notice of General Meeting is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in note 1 above do not apply to a Nominated Person. The rights described in those notes can only be exercised by registered Shareholders of the Company.
16. Nominated Persons are reminded that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
17. As at 5:00 p.m. on 11 September 2024, the Company has 30,103,575 ordinary shares held in treasury and 378,122,130 ordinary shares in circulation carrying voting rights. The total number of ordinary shares in issue is 408,225,705. Therefore, the total voting rights of the Company as at the date of this Notice of General Meeting were 378,122,130.
18. Any corporation which is a Shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder, provided they do not do so in relation to the same Shares. However, before deciding to elect to appoint corporate representative, corporate Shareholders may also appoint one or more proxies in accordance with note 1.
19. Any question relevant to the business of the General Meeting may be asked at the meeting by anyone permitted to speak at the meeting or can be submitted in advance by email to aquilacosecmailbox@apexfs.group by the close of business on 26 September 2024. The Company must answer any questions asked by a Shareholder relating to the business being dealt with at the meeting unless:
 - (i) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (ii) the answer has already been given on a website in the form of an answer to a question; or
 - (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
20. Any person holding 3% or more of the total voting rights of the Company, who appoints a person other than the Chair of the meeting as his/her proxy, is to ensure that both he/she and his/her proxy comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules. Shareholders are directed to the guidance on voting by proxy set out in the Notice of General Meeting and in these Notes.
21. This Notice of General Meeting, the information required by section 311A of the Companies Act 2006 and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of General Meeting, will be available on the Company's website at <https://www.aquila-european-renewables.com>.
22. Shareholders may not use any electronic address provided either in the Notice of General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.