

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you have any doubt about the action to be taken, you should immediately consult an appropriately authorised independent adviser. If you are resident in the UK, this may be your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Proton Motor Power Systems plc (the “Company”), please send this document and the accompanying documents straight away to the purchaser or transferee or to the stockbroker, bank or other agent who arranged the sale or transfer so that they can be sent to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of shares in the Company, you should contact the person through whom the sale or transfer was effected.

A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.protonmotor-powersystems.com](http://www.protonmotor-powersystems.com).

### **General Meeting**

The board of directors of the Company (“Board”) proposes that a General Meeting of the Company is held to transact the business set out in the following Notice.

The meeting will be held at the Company’s offices in Puchheim, Germany. Recognising that our UK-based shareholders may not be able to attend in person, the Company will provide access online via the Investor Meet Company platform in order that shareholders are able to follow the proceedings of the meeting remotely. However, please note that shareholders will not be able to vote online at the meeting via the platform and are therefore requested to submit their votes via proxy, as early as possible. Shareholders are invited to submit any questions for the Board to consider. Questions can be pre submitted ahead of the meeting via the Investor Meet Company Platform up until 9am the day before the meeting or submitted at any time during the meeting itself.

Shareholders that wish to follow the meeting remotely should register for the event in advance by using the following link

<https://www.investormeetcompany.com/proton-motor-power-systems-plc/register>

So far as practicable and legally possible the directors will endeavour to answer any questions prior to or during the meeting. The Company will endeavour to publish these questions and the Company’s responses on the Company’s website: [www.protonmotor-powersystems.com](http://www.protonmotor-powersystems.com) as soon as practicable after the meeting.

## **PROTON MOTOR POWER SYSTEMS PLC**

### **NOTICE OF GENERAL MEETING**

Notice is hereby given that a general meeting of Proton Motor Power Systems PLC (the “Company”) will be held at the offices of Proton Motor Fuel Cell GmbH, Benzstrasse 7, 82178 Puchheim, Germany at 09.00am BST/10.00am CET on Tuesday 30 July 2024 to consider and, if thought fit, pass the resolutions listed below as ordinary resolutions.

### **ORDINARY RESOLUTIONS**

1. To receive and adopt the Company’s accounts for the financial year ended 31 December 2023 together with the Directors’ report, and the Auditors’ report thereon (together the “2023 Report and Accounts”).
2. To approve the Directors’ Remuneration Report contained within the 2023 Report and Accounts.

12 July 2024

By order of the board

Roman Kotlarzewski  
Secretary

Registered office:

4 More London Riverside  
London  
SE1 2AU

Registered in England and Wales No. 5700614

## Notes

The following notes explain your general rights as a shareholder of the Company and your right to vote at this meeting or to appoint someone else to vote on your behalf.

1 Only those members whose names are entered in the Register of Members of the Company as at 6.00 pm BST on 26 July 2024 shall be entitled to vote at the meeting convened above in respect of the number of ordinary shares of 0.5p each (“Ordinary Shares”) registered in their names at that time. If the meeting is adjourned, members who wish to vote must be on the Company’s register of members not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

2 A member entitled to vote at the meeting convened by the above notice is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the meeting. **Shareholders are encouraged to appoint the Chairman of the meeting as their proxy in order to ensure their votes can be counted.** On a poll demanded, all of a member’s voting rights may be exercised by any such duly appointed proxy. A proxy must vote in accordance with any instructions given by the appointing member.

3 A form of appointment of proxy is enclosed. To appoint a proxy using this form in hard copy form, this form must be completed and signed, sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney of the Company. If you return more than one proxy appointment, either in hard copy form or in electronic form, that received last by the registrar before the latest time for the receipt of proxies will take precedence.

4 The form of proxy includes a vote withheld option. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against any particular resolution.

5 The appointment of a proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated should be deposited with Neville Registrars Limited at the address given in note 3 above not later than 09.00 am BST/10.00 am CET on 28 July 2024 or 48 hours before the time for holding any adjourned meeting or in the case of a poll not taken on the same day as the meeting or adjourned meeting for the taking of the poll at which it is to be used or lodged using the CREST proxy voting service – see below.

6 CREST members who wish to appoint a proxy by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of that meeting by utilising the procedures described in the CREST Manual. 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. **Shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy in order to ensure their votes can be counted.**

7 In order for a proxy appointment 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 (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID 7RA11) by the latest time(s) for receipt of proxy appointments specified in this notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of

instructions to proxies appointed through CREST should be communicated to the appointee through other means.

8 CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

9 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10 In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

11. Except as provided above, members who have general queries about the meeting should contact the Company Secretary by e-mail at [company.secretary@protonmotor-powersystems.com](mailto:company.secretary@protonmotor-powersystems.com) (or alternatively at [r.kotlarzewski@proton-motor.de](mailto:r.kotlarzewski@proton-motor.de)) or by post at Proton Motor Fuel Cell GmbH, Investor Relations, Benzstrasse 7, 82178 Puchheim, Germany.

## **Explanatory Notes to the July 2024 General Meeting Resolutions**

### **ORDINARY RESOLUTIONS**

#### **Resolution 1: Report and Accounts**

The Directors must present their report and the annual accounts for the period ended 31 December 2023 ("2023 Report and Accounts") to the meeting. This gives shareholders the opportunity to ask questions on the content before voting on the resolution.

#### **Resolution 2: Directors' Remuneration Report**

The Company is not required to obtain shareholder approval of its remuneration policy nor to seek annual approval of the remuneration paid to its directors. However, the Board believes it is nonetheless good practice to seek shareholders' approval of directors' remuneration. The Directors' Remuneration Report can be found in the Directors' Report of the 2023 Report and Accounts.