

09 December 2021

**Clean Invest Africa
plc
("Clean Invest Africa", the "Company" or the
"Group")**

Notice of AGM

LETTER FROM THE CHAIRMAN OF CLEAN INVEST AFRICA PLC

Directors:

Shaikh Mohamed Abdulla Khalifa Alkhalifa (Non-Executive Chairman)
Filippo Fantechi
Paul Ryan
Noel Lyons

Registered office:

27-28 Eastcastle Street
London
W1W 8DH

9 December 2021

To Shareholders and, for information only, to Warrant Holders

Notice of Annual General Meeting

Dear Shareholder,

Introduction

I am pleased to enclose the Company's 2020 Annual Report and Accounts and the formal notice ("Notice") of the Annual General Meeting ('AGM') of the Company. The AGM will be held at the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London, EC2V 6EE at 11:00 a.m. on Monday 10 January 2022. In light of the recent Government guidance regarding the outbreak of Covid-19 (Coronavirus), all Shareholders are encouraged not to attend the meeting in person. The Board encourages all shareholders to vote on the resolutions to be proposed at the Annual General Meeting by proxy before the deadline of 11:00 a.m. on 6 January 2022, as the Company is not able to predict at the current time what, if any, restrictions will remain in place on indoor gatherings at the date of the meeting as a result of the COVID-19 pandemic. Instructions for voting by proxy are set out in the notes at the end of this Notice and on the proxy card sent to shareholders. As there may be restrictions in place, shareholders are encouraged to appoint the Chair of the Meeting as their proxy.

Voting and asking questions

The Company will convene the AGM with the minimum necessary quorum of two shareholders (which the Company will facilitate). The Company will include all valid proxy votes (whether submitted electronically or in hard copy form) in its polls at the AGM and the Chairman of the meeting will call for a poll on each resolution. Shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy. The Company accordingly requests that shareholders submit their proxy votes in respect of the resolutions as set out in this Notice as early as possible, electronically or by post in advance, in accordance with the instructions set out in this Notice.

However, any shareholders who have questions they would like answered in advance of the meeting can send them to enquiry@coaltechenergy.com and they will be responded to promptly.

The resolutions are explained below, and are set out in the Notice of Annual General Meeting at the end of this document.

Ordinary business at the AGM

Resolution 1: Re-appointment of Director

The Board recommends the re-appointment of **Paul Ryan** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for re-appointment as a director.

Resolution 2: Re-appointment of Director

The Board recommends the re-appointment of **Noel Lyons** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for re-appointment as a director.

Resolution 3: Re-appointment of Director

The Board recommends the re-appointment of **Filippo Fantechi** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for re-appointment as a director.

Resolution 4: Re-appointment of Director

The Board recommends the re-appointment of **Shaikh Mohamed Abdulla Khalifa AlKhalifa** in accordance with the Company's Articles of Association ("Articles") and, being eligible, he offers himself for re-appointment as a director.

Resolution 5: Auditors' reappointment and remuneration

This resolution relating to the auditors' re-appointment and remuneration constitutes usual business for the AGM.

Resolution 6: Audited Accounts

This resolution is to receive and adopt the audited accounts of the Company for the year ended 31 December 2020 together with the Directors' and Auditor's reports thereon.

Special business at the AGM

Resolution 7: Conversion of professional fees to ordinary shares

This resolution relates to the agreement announced on 16th September 2021, subject to general meeting approval, whereby each of Mr Lyons and Mr Fantechi and Mr Ryan, 3 Directors of the Company agreed to convert all outstanding professional fees being £42,000 each for Mr Lyons and Mr Fantechi and £50,820 for Mr Ryan (who services are provided through a private company), to ordinary shares in the Company at a price of 0.25p each, comprising 16,800,000 shares each for Mr Lyons and Mr Fantechi and 20,328,000

shares for Mr Ryan. Each share resulting from the conversion shall carry two warrants each with an exercise price of 0.25p and valid for a period of 5 years from the date of the General Meeting. Should the warrants be exercised in full further warrants on an equivalent of two warrants for every one warrant exercised will be granted for a further 5 year period and with an exercise price of 0.4 pence per share.

Resolution 8: Re-rating the existing Options of the Company

This resolution relates to the agreement announced on 16th September 2021, subject to general meeting approval, whereby the Company agreed to re-rate all existing options to a strike price 0.25p per option and valid for 5 years from that date. Each option also will have 2 follow on warrants, valid for 5 years at 0.25p per warrant, granted only upon exercise of the option.

Resolution 9: 2021/2022 Incentive Scheme

This resolution relates to the proposal announced on 16th September 2021, subject to general meeting approval, whereby the Company proposed a new Incentive Scheme for the Company, and in particular through the potential award of Director and management warrants for 2021/2022 and beyond to incentivise Directors and management to achieve significant progress with the business. These management warrants are proposed to be 125m warrants in total, comprising 25m each for each of the Directors and 25m for management, and at an exercise price of 0.25p and each with a further 2 follow on warrants should the warrants be exercised in full, equivalent of two warrants for every one warrant exercised which will be granted upon such exercise for a further 5 year period and with an exercise price of 0.4 pence per share.

Resolution 10: Section 551 authority

This is an ordinary resolution authorising the Directors to allot relevant securities (including warrant shares and option shares in addition to those to be allotted under Resolutions 7 to 9 above) up to an aggregate nominal amount of £10,000,000. Such authority, unless previously revoked or varied by the Company in a General Meeting, will expire at the commencement of the Company's next Annual General Meeting following this meeting or 09 January 2023, whichever is the earlier.

Resolution 11: Section 570 authority and dis-application of Section 561(1)

This is a special resolution authorising the Directors to issue equity securities (including warrant shares and option shares) wholly for cash on a non-pre-emptive basis pursuant to the authority conferred by resolution number 10 above. This will allow the Board to allot shares without recourse to the Company's shareholders so that it can move quickly from time to time as it deems appropriate. Such authority, unless previously revoked or varied by the Company in a General Meeting, will expire at the commencement of the next Annual General Meeting following this meeting or 09 January 2023, whichever is the earlier.

Action to be taken

Shareholders will find a form of proxy enclosed for use at the AGM. If you wish to cast your vote you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. To be valid, forms of proxy must be received by the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, so as to arrive no later than 48 hours excluding non-business days before the time fixed for the AGM (being 11:00 a.m. on 6 January 2022).

Shareholders can return their proxy forms by email to info@nevilleregistrars.co.uk (please include "Clean Invest Africa" and your full name in the subject line of the email). You are entitled to appoint a proxy to vote instead of you. Your attention is drawn to the notes to the forms of proxy.

Board Recommendation

The Board considers that each of the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and it unanimously recommends that shareholders vote in favour of each of them as the Board intend to do so in respect of the Ordinary Shares held by them.

Yours faithfully

Shaikh Mohamed Abdulla Khalifa AlKhalifa

Non-Executive Chairman

CLEAN INVEST AFRICA PLC

Incorporated in England and Wales as a public limited company under number 10967142

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "AGM") of Clean Invest Africa plc ("**the Company**") will be held at 11:00 a.m. on 10 January 2022, at the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London, EC2V 6EE

The resolutions are set out below:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions which shall be proposed as ordinary resolutions:

1. To re-appoint Paul Ryan, as a Director of the Company, in accordance with the Company's Articles of Association ("Articles") and, being eligible, offers himself for re-appointment as a director.
2. To re-appoint Noel Lyons, as a Director of the Company, in accordance with the Company's Articles of Association ("Articles") and, being eligible, offers himself for re-appointment as a director.
3. To re-appoint Filippo Fantechi, as a Director of the Company, in accordance with the Company's Articles of Association ("Articles") and, being eligible, offers himself for re-appointment as a director.
4. To re-appoint Shaikh Mohamed Abdulla Khalifa AlKhalifa, as a Director of the Company, in accordance with the Company's Articles of Association ("Articles") and, being eligible, offers himself for re- appointment as a director.
5. To re-appoint PKF Littlejohn LLP as auditors of the Company, to hold office until the commencement of the Company's next Annual General Meeting and to authorise the Directors to determine their remuneration.
6. To receive and adopt the audited accounts of the Company for the year ended 31 December 2020 together with the Directors' and Auditor's reports thereon.

Special business at the AGM

To consider and, if thought fit, to pass the following resolutions, of which resolutions 7, 8, 9 and 10 will be proposed as Ordinary Resolutions and resolution 11 will be proposed as a Special Resolution:

7. To approve the conversion by Mr Ryan, Mr Lyons and Mr Fantechi of professional fees into ordinary shares of the Company and the granting of the associated warrants.

8. To approve the re-rating of all existing management options to a strike price 0.25p per option and valid for 5 years from 16th September 2021 and the granting of the associated warrants.

9. To approve the proposed new 2021/22 Incentive Scheme for the Company, and in particular the award of 125m management warrants comprising 25m each for each of the Directors and 25m for management, and at an exercise price of 0.25p and the granting of the associated warrants.

10. THAT, the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £10,000,000 to such persons and at such times and conditions as the Directors think proper, provided that such authority, unless previously revoked or varied by the Company in a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 09 January 2023 (whichever is the earlier to occur) save that the Company may pursuant to the authority make an offer or agreement or other arrangement before the expiry of the authority which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement or other arrangement as if the power conferred hereby had not expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to Section 551 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

11. THAT (subject to and conditional upon the passing of Resolution 10 above), the Directors be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the general authority conferred by Resolution 10 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to allotments of equity securities:

(i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and

(ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £10,000,000;

(iii) and such power, unless previously revoked or varied by the Company at a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 09 January 2023 (whichever is the earlier to occur) but so that the Company may before such expiry make an offer or agreement or other arrangement which would or might require equity securities to

be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement or other arrangement as if the power conferred by this resolution had not expired. The power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to Section 570 of the Act.

BY ORDER OF THE BOARD

MSP Corporate Services Limited

Company Secretary

09 December 2021

Registered Office:

27-28 Eastcastle Street

London

W1W 8DH

NOTES:

1. **Given the current Coronavirus (COVID-19) situation, the Company strongly advises Shareholders not to attend the meeting in person. Shareholders are strongly encouraged to appoint the Chairman of the meeting as his or her proxy and not any other person. The below notes are to be read subject to this COVID-19 related proviso.**
2. A member normally entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to vote on his/her behalf. A proxy need not be a member of the Company. **However, please see Note 1 above.**
3. Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Company's Registrars at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not less than 48 hours not including non-business days before the time appointed for the holding of the meeting.
4. If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) Reg. 41(1) and (2) and paragraph 18 (c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders on the Register of Members at 48 hours not including non-business days before the time appointed for the holding of the meeting shall be entitled to vote in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, a shareholder must be entered on the Company's Register of Members at the time which is 48 hours excluding non-business days before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
7. To appoint more than one proxy, you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate shall not exceed the number of shares held by you). Please also indicate if the proxy is part of a multiple set of instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you, may result in the appointment being invalid. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrar.
8. As at the close of business on 08 December 2021, the Company's issued share capital comprised 1,179,755,301 ordinary shares of 0.25p each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 1,179,755,301.