

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, another appropriately independent professional adviser, without delay.

If you have recently sold or transferred all of your ordinary shares of £0.0025 each ("Ordinary Shares") in Clean Invest Africa plc (the "**Company**"), please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain this document, and consult the person through whom the sale or transfer was effect.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore person whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

CLEAN INVEST AFRICA PLC

Incorporated in England and Wales under the Companies Act 2006 with registered number 10967142

NOTICE OF ANNUAL GENERAL MEETING

This document should be read as a whole. Your attention is drawn to the Letter from the Chairman of the Company, which includes the recommendation of the Directors of the Company that you vote in favour of all of the resolutions to be proposed (the "Resolutions") at the Annual General Meeting of the Company (the "AGM").

The AGM is being convened to be held at the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London, EC2V 6EE at 10:30 a.m. on Friday 29 September 2023, notice of which is set out at the end of this document (the "Notice of AGM").

A copy of this document is available on the website of the Company at <https://www.cleaninvestafrica.com/>. Shareholders of the Company ("Shareholders") are encouraged to complete and return the enclosed form of proxy (the "Form of Proxy") to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible, and in any event so as to be received not later than Wednesday 27 September 2023 at 10.30 a.m. (BST).

LETTER FROM THE NON-EXECUTIVE CHAIRMAN OF CLEAN INVEST AFRICA PLC

Directors: M A K AIKhalifa F Fantechi Pascal Portmann	Eastcastle House 27-28 Eastcastle Street London W1W 8DH
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4 September 2023

To Shareholders and, for information only, to Warrant Holders

Notice of Annual General Meeting

Dear Shareholder,

Introduction

I am pleased to enclose 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 10:30 a.m. on Friday 29 September 2023.

Shareholders should read the contents of this document carefully and in conjunction with the annual accounts and reports of the Company for the financial year ended 31 December 2022 (including the Directors' and the auditor's reports thereon) (the "Annual Report & Accounts") enclosed with this document.

Voting and asking questions

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.

Annual General Meeting

Ordinary business at the AGM

Resolution 1: Re-appointment of Director

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

Resolution 2: 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 3: Re-appointment of Director

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

Resolution 4: Auditors' reappointment and remuneration

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

Resolution 5: Audited Accounts

This resolution is to receive and adopt the audited accounts of the Company for the year ended 31 December 2022 together with the Directors' and Auditor's reports thereon.

Special business at the AGM

Resolution 6: 2023/2024 Incentive Scheme

This resolution is subject to AGM approval, whereby the Company proposes a renewed Incentive Scheme for the Company, and in particular through the potential award of Director and management warrants for 2023/2024 and beyond to incentivise Directors and management to achieve significant progress with the business. It is proposed to grant up to 125 million warrants in total, comprising 15 million each for each of the current Directors and 80m for management and future directors of the Company. The warrants will have an exercise price of 0.25p each and will be valid for 5 years, 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 7: 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 Resolution 6 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 on the earlier of (i) the conclusion of the next Annual General Meeting of the Company and (ii) the date falling 15 months from the date of the passing of this resolution, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements, notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked..

Resolution 8: 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 7 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 on the earlier of (i) the conclusion of the next Annual General Meeting of the Company and (ii) the date falling 15 months from the date of the passing of this resolution, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements, notwithstanding that the authority conferred by this resolution has expired.

Action to be taken

Shareholders will find a form of proxy enclosed for use at the AGM. To be valid, forms of proxy must be received by the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, not later than two business days before the time appointed for holding the Annual General Meeting.

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.

Form of Proxy

A Form of Proxy for use at the AGM is enclosed. Please complete and sign the Form of Proxy and return it to the Company's Registrars at the address set out above, so as to arrive no later than 48 hours (excluding non-business days) before the time fixed for the AGM (being 10:30 a.m. on Friday 29 September 2023).

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 the members of Clean Invest Africa plc ("**the Company**") will be held at the offices of Peterhouse Capital Limited, 3rd Floor, 80 Cheapside, London, EC2V 6EE at 10:30 a.m. on Friday 29 September 2023.

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 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 and non-executive Chairman
2. 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
3. To re-appoint Pascal Portmann, 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 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.
5. To receive and adopt the audited accounts of the Company for the year ended 31 December 2022 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 resolution 6 and 7 will be proposed as Ordinary Resolutions and resolution 8 will be proposed as a Special Resolution:

6. To ratify the proposed new 2023/2024 Incentive Scheme for the Company, and in particular the award of 125 million management warrants comprising 15 million each for each of the Directors and 80m for management and future directors of the Company, and at an exercise price of 0.25p, valid for a period of 5 years.

7. 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 on the earlier of (i) the conclusion of the next Annual General Meeting of the Company and (ii) the date falling 15 months from the date of the passing of this resolution, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements, notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
8. THAT (subject to and conditional upon the passing of Resolution 7 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 7 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 on the earlier of (i) the conclusion of the next Annual General Meeting of the Company and (ii) the date falling 15 months from the date of the passing of this resolution, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements, notwithstanding that the authority conferred by this resolution has 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

4 Septemebr 2023

Registered Office: 27-28 Eastcastle Street, London, W1W 8DH

NOTES:

1. A member is entitled to attend, speak and vote at the AGM and is entitled to appoint a proxy to vote on his/her behalf. A proxy need not be a member of the Company.
2. 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 (excluding non-business days) before the time appointed for the holding of the meeting.
3. 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.
4. 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.
5. 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 (excluding 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.
6. 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.
7. As at the close of business on 1 September 2023, the Company's issued share capital comprised 1,875,399,170 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 1,875,399,170.