

**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 have recently sold or transferred all of your shares in US Solar Fund PLC, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

**US SOLAR FUND PLC**  
(the "Company")

*(incorporated in England & Wales registered number 11761009)*

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF  
US SOLAR FUND PLC (THE "AGM")  
WILL BE HELD:**

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**Date of AGM:** 11:00 a.m. on Tuesday, 23 June 2020

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**Place of AGM:** Herbert Smith Freehills LLP, Exchange House, Primrose Street, EC2A 2EG

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To be valid Forms of Proxy for use at the Annual General Meeting must be completed and returned in accordance with the instructions printed thereon to the office of the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or delivered by hand (during office hours only) to the same address as soon as possible and in any event so as to arrive by not later than 11.00 a.m. on Friday, 19 June 2020.

US Solar Fund plc  
Annual General Meeting

**Directors:**

Gill Nott  
Jamie Richards  
Rachael Nutter

**Registered Office:**

The Scalpel  
18th Floor  
52 Lime Street  
London  
EC3M 7AF

Date: 22 May 2020

**Dear Shareholder,**

**Annual General Meeting 2020**

Following the recent publication of the Company's annual report and financial statements for the year ending 31 December 2019, please now find enclosed the notice of the annual general meeting (the "**Notice of AGM**") of US Solar Fund PLC (the "**Company**") which will be held at Herbert Smith Freehills LLP, Exchange House, Primrose Street, EC2A 2EG at 11.00 a.m. on Tuesday, 23 June 2020 to transact the business set out in the resolutions below.

The Notice of AGM sets out the business to be considered at the meeting and the purpose of this letter is to outline the special arrangements that will be in place at this year's AGM and to explain certain elements of that business to you.

**Proposed AGM Arrangements**

As you may know, we are required by law to hold an AGM within six months of our financial year end. Given the unprecedented circumstances, the Board will be moving forward with the AGM but has decided to put in place contingency arrangements that mean the AGM will not follow its usual format. Only the statutory, formal business (consisting of voting on the resolutions proposed in the Notice of AGM) to meet the minimum legal requirements will be conducted and the AGM will proceed as set out below:

- the AGM will be at Herbert Smith Freehills LLP, Exchange House, Primrose Street, EC2A 2EG;
- the Company is making the necessary arrangements to ensure that the AGM is quorate;
- no other directors or representatives of the Investment Manager, will be present in person;
- there will be no presentation at the AGM, nor will there be any opportunity at the meeting to ask questions of the Board or the Investment Manager;
- as would normally be the case, the votes on the resolutions to be proposed at the AGM will be conducted on a show of hands and the chairman of the meeting will vote on a show of hands in accordance with the proxies held; and
- the results of the proxy votes will be published immediately following the conclusion of the AGM by way of a stock exchange announcement and on the Company's website.

Although this is a very unusual approach, the Board considers that given the social distancing measures currently in force and in light of the latest published government guidance, proceeding with a "technical" AGM is in the best interests not only of the Company, but also of each of its individual shareholders.

Of course, if circumstances change and if social distancing measures are further relaxed before the AGM, the Company will notify shareholders of any changes to the proposed format for the AGM as soon as possible via RIS and its website ([www.ussolarfund.co.uk/](http://www.ussolarfund.co.uk/)).

**The only action that you need to take is to vote on the Resolutions by completing the accompanying Form of Proxy for use at the Annual General Meeting.**

Shareholders are asked to complete and return the Form of Proxy in accordance with the instructions printed thereon to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and in any event by not later than 11.00 a.m. on Friday, 19 June 2020.

**Shareholders are requested to complete and return a Form of Proxy whether or not they wish to attend the Annual General Meeting.**

We will announce the proxy voting results to the London Stock Exchange and publish them on our website following conclusion of the AGM.

If you have a question relating to the business of the meeting or a question for the Board or the Investment Manager that you had been planning to ask at the AGM, please send it by email to [USSolarFund-CompanySecretary@jtcgroup.com](mailto:USSolarFund-CompanySecretary@jtcgroup.com). To the extent that it is appropriate to do so, we will respond to any questions received in a Q&A which will be posted on our website, in advance of the AGM. Please note all questions should be submitted by close of business on Tuesday, 16 June 2020.

Further, the Investment Manager will endeavour to make available a presentation to shareholders in advance of the AGM. The presentation is expected to be available on the Company's website ([www.ussolarfund.co.uk/](http://www.ussolarfund.co.uk/)) prior to the last date for submission of proxy votes, being **11.00am on Friday, 19 June 2020**.

The Board will continue to monitor the Government's advice and urges all shareholders to comply with any restrictions in place at the time of the AGM.

The Board regrets not being able to hold a more typical AGM this year, but we hope you appreciate the reasons behind these changes. We believe they are in the best interest of our shareholders. That said, we recognise that receiving an email, letter, announcement or website update is no substitute for being able to meet with your Board and your Investment Manager. Accordingly, the Board, in consultation with the Investment Manager, will endeavour to provide Shareholders with a further opportunity to engage with the Company later in the year and will be providing Shareholders with trading updates as soon as it is appropriate to do so.

## **Formal Business of the AGM**

### **Ordinary Resolutions**

#### **1. Resolution 1: Receive the Annual Report and Financial Statements**

The Companies Act 2006 (the "**Companies Act**") requires the directors of a public company to lay before the company in general meeting copies of the annual report, directors' report and its auditor's report in respect of each financial year. These are contained in the Company's annual report and financial statements for the period ended 31 December 2019 (the "**2019 Annual Report**"). Accordingly, a resolution to receive the 2019 Annual Report is included as an ordinary resolution. As described above, shareholders in the Company ("**Shareholders**") are invited to send any questions they may have on the 2019 Annual Report to the Board in advance of the AGM. To the extent that it is appropriate to do so, we will respond to them in a Q&A which will be posted on our website, in advance of the AGM.

#### **2. Resolution 2: Approve the directors' remuneration report**

The directors' remuneration report can be found on pages 54 to 56 of the 2019 Annual Report and is subject to an advisory vote by Shareholders, which is proposed as an ordinary resolution. It details the payments that have been made to Directors during the year, in accordance with the current remuneration policy.

The remuneration report will be presented to Shareholders on an annual basis.

#### **3. Resolution 3 – Approve the Directors' Remuneration Policy**

The directors' remuneration policy, can be found on pages 54 to 54 of the 2019 Annual Report, and is subject to a binding vote by Shareholders every three years. If approved the policy will take effect immediately after the end of the AGM.

#### **4. Resolution 4: Dividend Policy**

Resolution 4 proposes to approve the Company's existing dividend policy to pay four interim dividends per year.

Under the Company's articles of association (the "**Articles of Association**"), the Board is authorised to approve the payment of interim dividends without the need for the prior approval of Shareholders.

Having regard to corporate governance best practice relating to the payment of interim dividends without the approval of a final annual dividend by a company's shareholders, the Board has decided to seek express approval from Shareholders of its dividend policy to pay four interim dividends per year. This dividend policy remains unchanged to that disclosed in prospectus published by the Company in February 2019 in connection with its initial public offering.

It should be noted that the dividend policy (and the Company's target dividend) is not a profit forecast and dividends will only be paid to the extent permitted in accordance with the Companies Act.

#### **5. Resolutions 5 to 7 - Election of directors**

The Company's articles of association specify that any director who has been appointed by the Board of directors during the year shall hold office only until the next annual general meeting of the Company. Each of the existing Directors, Gill Nott, Jamie Richards and Rachael Nutter, will therefore retire from office with effect from the conclusion of the AGM and will stand for re-election by the Shareholders. Josephine Tan resigned as a Director of the Company with effect from 15 May 2020. Ms Tan is taking up a new executive position that would not be compatible with the time commitment required to remain on the Board of the Company. The Board is working through a recruitment process to find a new non-executive director to replace Ms. Tan.

Brief biographies of each member of the Board standing for re-election can be found on page 31 of the 2019 Annual Report.

#### **6. Resolutions 8 and 9 - Appointment of auditors and auditors' remuneration**

Resolution 8 relates to the appointment of Deloitte LLP as the Company's auditors to hold office until the conclusion of the Company's next annual general meeting. This resolution is recommended by the Company's audit committee and endorsed by the Board. Accordingly, it is proposed, as an ordinary resolution, to appoint Deloitte LLP as the Company's auditors. Similarly, resolution 9 authorises the Directors, upon recommendation from the Company's Audit Committee, to fix the auditors' remuneration.

The Directors, having regard to the audit committee's recommendation, consider that the level of consultancy related non-audit fees to audit fees undertaken by Deloitte LLP is appropriate for the advisory work required to be undertaken for the period ended 31 December 2019 and that these do not create a conflict of interest on the part of the independent auditor.

#### **7. Resolution 10 – Market purchases of own shares**

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares and is proposed as special resolution. If passed, the resolution gives authority for the Company to purchase up to 29,993,839 of its ordinary shares, or, if less, 14.99 per cent. of the Company's issued ordinary share capital immediately prior to the passing of the resolution (excluding treasury shares).

The resolution specifies the minimum and maximum prices which may be paid for any Ordinary Shares purchased under this authority. The authority will expire on the earlier of 22 September 2021 and the Company's next annual general meeting.

The directors do not currently have any intention of exercising the authority granted by this resolution. The directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of Shareholders generally and will result in an increase in earnings per ordinary share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). The directors currently intend to cancel all shares purchased under this authority.

The Company does not have any options or outstanding share warrants.

### **Resolution 11 – Length of notice**

The Companies Act requires the Company to give at least 21 clear days' notice for a general meeting of the Company (other than the AGM), unless the Company:

- a) has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and
- b) offers the facility for the shareholders to vote by electronic means.

The Company would like to preserve its ability to call general meetings (other than the AGM) on less than 21 clear days' notice. Resolution 11 seeks such approval. It is intended that this shorter notice period would be used where the flexibility is merited by the business of the meeting and is thought to be in the interests of the shareholders as a whole. Should this resolution be approved it will be valid until the end of the next AGM in 2021 (when it is intended that a similar resolution will be proposed).

### **ACTION TO BE TAKEN BY SHAREHOLDERS**

All Shareholders, whose names appear on the register of members at the record date shown below, are encouraged to vote via proxy at the AGM.

**Shareholders should not attend the AGM in person and those that do may be refused entry.**

Accordingly, please:

1. register your proxy appointment electronically;
2. in the case of Shareholders who hold their shares in uncertificated form, please use the CREST electronic proxy appointment service (see note 5); or
3. request a hard copy form of proxy from the Registrar (see note 4).

In each case, your completed proxy appointment must be received by the Registrar by no later than 11.00 a.m. on Friday, 19 June 2020.

### **Proxy deadline and record date**

Date on which proxies must be received	11.00 a.m. on Friday, 19 June 2020
Record date to vote at the meeting	close of business on Friday, 19 June 2020

### **RESOLUTIONS**

Shareholders' attention is drawn to the resolutions to be proposed at the AGM, and the corresponding notes, set out below. Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 11 will be proposed as special resolutions.

### **RECOMMENDATION**

Full details of the resolutions are set out below. The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its members as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of the resolutions to be proposed at the AGM as each of the Directors intend to do in relation to the Ordinary Shares in respect of which they have voting control.

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If you have any questions that you would like to put to the Board or the Investment Manager please contact the Company Secretary, by email: [USSolarFund-CompanySecretary@jtcgroup.com](mailto:USSolarFund-CompanySecretary@jtcgroup.com), by no later than 11.00 a.m. on Friday, 19 June 2020.

Yours sincerely

**Gill Nott**  
**Chair**  
**US Solar Fund PLC**

## **US Solar Fund PLC**

### **Notice of Annual General Meeting**

Notice is hereby given that the annual general meeting of US Solar Fund PLC will be held at Herbert Smith Freehills LLP, Exchange House, Primrose Street, EC2A 2EG at 11.00 a.m. on Tuesday, 23 June 2020 to transact the business set out in the resolutions below.

#### **Resolutions**

Ordinary resolutions 1 to 9 (inclusive) require more than 50 per cent. of the votes cast to be in favour in order for the resolutions to be passed. Special resolutions 10 to 11 require at least 75 per cent. of the votes cast to be in favour in order for the resolutions to be passed.

#### **AS ORDINARY BUSINESS TO CONSIDER AND, IF THOUGHT FIT, RESOLVE THE FOLLOWING:**

1. To receive the Company's annual financial statements for the financial period ended 31 December 2019 with the directors' report and auditor's report on those financial statements.
2. To approve and adopt the directors' remuneration report (excluding the directors' remuneration policy, set out on pages 54 to 56 of the directors' remuneration report), as set out in the Company's annual report and accounts for the financial period ended 31 December 2019.
3. To approve and adopt the directors' remuneration policy, as set out on pages 54 to 55 of the directors' remuneration report, which takes effect immediately after the end of the annual general meeting.
4. To approve the Company's dividend policy to pay four interim dividends per year.
5. To re-elect Gill Nott as a director of the Company.
6. To re-elect Jamie Richards as a director of the Company.
7. To re-elect Rachael Nutter as a director of the Company.
8. To appoint Deloitte LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
9. To authorise the Directors to determine the auditor's remuneration.

#### **AS SPECIAL BUSINESS TO CONSIDER AND, IF THOUGHT FIT, RESOLVE THE FOLLOWING:**

10. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act to make market purchases (within the meaning of section 693(4) of the Companies Act) of ordinary shares of US\$0.01 each in the capital of the Company, provided that:
  - a) the maximum aggregate number of ordinary shares that may be purchased is 29,993,839 or, if less, 14.99 per cent. of the issued ordinary share capital of the Company immediately prior to the passing of this resolution (excluding treasury shares);
  - b) the minimum price (excluding expenses) which may be paid for each ordinary share is US\$0.01;
  - c) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of:
    - i) 105 per cent. of the average of the mid-market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and

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- ii) the higher of:
    - a. the price of the last independent trade of an ordinary share; and
    - b. the highest current independent bid for an ordinary share; and
  - d) the authority conferred by this resolution shall expire on 22 September 2021 or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.
11. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the Company's next annual general meeting.

**By order of the Board**

**Susan Fadil**  
for and on behalf of  
**JTC (UK) Limited as Company Secretary**  
Date: 22 May 2020

**Registered Office:**  
The Scalpel  
18<sup>th</sup> Floor  
52 Lime Street  
London  
EC3M 7AF



## Notes to the notice of annual general meeting

### 1. Entitlement to attend and vote

- 1.1. Only those Shareholders registered in the Company's register of members at:
  - 1.1.1. Close of business on Friday, 19 June 2020; or
  - 1.1.2. if this meeting is adjourned, the time which is 48 hours before the time fixed for the adjourned meeting (not counting any part of a day that is not a Business Day),
- 1.2. shall be entitled to vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend, subject to the below restrictions on attendance at the AGM (Note 3), speak and vote at the meeting.
- 1.3.
  - 1.4. As explained in the Chairman's letter, Shareholders are being asked not to attend the AGM in person since those that do may be refused entry. Instead, Shareholders should submit their votes by proxy and submit any questions for the Board or the Investment Manager to [USSolarFund-CompanySecretary@jtcgroup.com](mailto:USSolarFund-CompanySecretary@jtcgroup.com), by no later than 11.00 a.m. on Friday, 19 June 2020.

### 2. Website giving information regarding the meeting

- 2.1. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found on the Investors section of the Company's website at <https://www.ussolarfund.co.uk/investor-centre>.
- 2.2. The Company has passed a resolution to allow the use of electronic communications with shareholders as the default position, by placing documents such as its annual report on the Company website rather than having to send it in hard copy. The Company will notify shareholders, by post or email if they have provided an email address, that a document is available on the website. Shareholders are entitled, however, to request a hard copy document at any time.

### 3. Attending in person

- 3.1. Given the social distancing measures currently in force and in light of the latest published government guidance, you should not attend the AGM in person.
- 3.2. However, the Company is monitoring the situation closely and will provide updates to its shareholders should this position and Government advice and legislation change. The Company will notify shareholders of any changes to these arrangements prior to the AGM via an RNS announcement and on its website ([www.ussolarfund.co.uk/](http://www.ussolarfund.co.uk/)).

### 4. Appointment of proxies

- 4.1. A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his/her place, subject to the above restrictions on attendance at the AGM (Note 3). If a shareholder wishes to appoint more than one proxy and so requires additional proxy forms, the shareholder should contact the Company's Registrar Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. A proxy need not be a member of the Company.
- 4.2. To appoint a proxy, you may photocopy the form of proxy enclosed with this Notice of General Meeting. To be valid the forms of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to the office of the

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Company's registrar or delivered by hand (during office hours) to the same address as soon as possible and in any event so as to arrive by not later than 11.00 a.m. on Friday, 19 June 2020.

- 4.3. A vote withheld is not a vote in law, which means the vote will not be counted in the calculation of votes for or against the resolutions. If no voting indication is given, a proxy may vote or abstain from voting at his/her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter put before the meeting.
- 4.4. Members who wish to change their proxy instructions should submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 4.5. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 4.6. In order to revoke a proxy instruction, members will need to inform the Company, by sending a hard copy notice clearly stating their intention to revoke a proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY before 11.00 a.m. on Friday, 19 June 2020.
- 4.7. If a quorum is not present within 15 minutes from the time appointment for the commencement of the Meeting, the Meeting will be adjourned to 11.00 a.m. on Tuesday, 30 June 2020;
- 4.8. Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "Nominated Person") should note that the provisions in Notes (i) to (iii) above concerning the appointment of a proxy or proxies to attend, subject to the above restrictions on attendance at the AGM (Note 3), the Meeting in place of a member, do not apply to a Nominated Person as only Shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the Meeting.
- 4.9. Nominated Persons should also remember 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).
- 4.10. The only exception to this is where the Company expressly requests a response from a Nominated Person.
- 4.11. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only Shareholders registered in the register of members of the Company by close of business on Friday, 19 June 2020, being two days (excluding non-working days) prior to the time fixed for the Meeting shall be entitled to attend, subject to the above restrictions on attendance at the AGM (Note 3), and vote at the Meeting in respect of the number of Ordinary Shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend, subject to the above restrictions on attendance at the AGM (Note 3), and vote at the adjourned Meeting is close of business two days prior to the time of the adjournment. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

- 4.12. Given current circumstances, only the chairman of the meeting should be appointed as your proxy. If another individual is appointed, they may be refused entry to the AGM and will be unable to represent you.

## **5. Appointment of proxies through CREST**

- 5.1. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual which can be viewed at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). 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 provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. 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 (CREST ID) by not later than 11.00 a.m. on Friday, 19 June 2020. 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.
- 5.2. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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.
- 5.3. 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.

## **6. Corporate representatives**

- 6.1. Although a corporation which is a Shareholder is entitled under the Companies Act and the Company's Articles of Association to appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a Shareholder provided that no more than one corporate representative exercises powers over the same share, Shareholders should note that any corporate representative that attends the AGM in person may be refused entry.

## **7. Issued shares and total voting rights**

- 7.1. As at close of business on 20 May 2020, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 200,092,323 ordinary shares of \$0.01 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 close of business on 20 May 2020 is 200,092,323. No Ordinary Shares are held in treasury.
- 7.2. The Company's website will include information on the number of shares and voting rights.

## **8. Questions at the meeting**

- 8.1. This year, the Company will not be taking any questions at the AGM. Instead, Shareholders are invited to submit their questions to [USSolarFund-CompanySecretary@jtcgroup.com](mailto:USSolarFund-CompanySecretary@jtcgroup.com). To the extent that it is appropriate to do so, we will respond to any questions received in a Q&A which will be posted on our website, in advance of the AGM. Please note all questions should be submitted by 11.00 a.m. on Tuesday, 16 June 2020.

## **9. Statements pursuant to section 527 of the Companies Act**

- 9.1. Under section 527 of the Companies Act, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act. Where the Company is required to place a statement on a website under section 527 of the Companies Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act to publish on a website.

## **10. Shareholders' power to require circulation of resolutions for AGMs**

- 10.1. Members representing 5 per cent. or more of the total voting rights of all the members or at least 100 persons (being either members who have a right to vote at the AGM and hold shares on which there has been paid up an average sum, per member, of \$100, or persons satisfying the requirements set out in s.153(2) of the Companies Act) may:
- 10.1.1. require the Company, under s.338 of the Companies Act, to give notice of a resolution which may properly be moved at the AGM. Any such request, which must comply with s.338(4) of the Companies Act, must be received by the Company no later than 6 weeks before the date fixed for the AGM; and
  - 10.1.2. require the Company, under s.338A of the Companies Act to include a matter (other than a proposed resolution) in the business to be dealt with at the AGM. Any such request, which must comply with s.338A(3) of the Companies Act, must be received by the Company no later than 6 weeks before the date fixed for the AGM.

## **11. Voting**

- 11.1. Voting on all resolutions will be conducted by way of a show of hands. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

## **12. Documents on display**

- 12.1. Copies of the letters of appointment of the non-executive directors' and the Company's articles of association are available for inspection at the Company's registered office during normal business hours.

## **13. Communication**

- 13.1. Except as provided above, Shareholders who have general queries about the meeting should telephone Computershare Investor Services PLC on 0370 703 6253 Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to

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Friday excluding public holidays in England and Wales. No other methods of communication will be accepted.

- 13.2. You may not use any electronic address provided in this notice of Annual General Meeting, or in any related documents for communicating with the Company for the purposes other than those expressly stated.