

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 Ordinary Shares in Gore Street Energy Storage 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.

GORE STREET ENERGY STORAGE FUND PLC

(the "**Company**")

(Incorporated in England & Wales with company number 11160422 and registered as an investment company under section 833 of the Companies Act 2006)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF GORE STREET ENERGY STORAGE FUND PLC (THE "**AGM**") WILL BE HELD:

Date of AGM: 11:00 hours on Wednesday, 14 August 2019

Place of AGM: The Michelin House, 81 Fulham Road, London, SW3 6RD

Gore Street Energy Storage Fund plc
Annual General Meeting

(Incorporated and registered in England & Wales Company No. 11160422)

Non Executive Directors:

Patrick Cox (Chairman)
Caroline Banzky
Malcolm King
Thomas Murley

Registered Office:

7th Floor
9 Berkeley Street
London
W1J 8DW

Date: 16 July 2019

Dear Shareholder,

Annual General Meeting 2019

I am very pleased to enclose the notice of the first annual general meeting (the "**Notice of AGM**") of Gore Street Energy Storage Fund plc which will be held at The Michelin House, 81 Fulham Road, London, SW3 6RD on Wednesday, 14 August 2019 at 11:00 hours 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 explain certain elements of that business to you.

If you would like to vote on the resolutions but will not be attending the AGM, you may appoint a proxy by completing and returning the enclosed proxy form. Notice of your appointment of a proxy should reach the Company's Registrar, Computershare Investor Services PLC, at the address shown on the proxy form, by 11:00 hours on Monday, 12 August 2019. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

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 March 2019 ("**the 2019 Annual Report**"). Accordingly, a resolution to receive the 2019 Annual Report is included as an ordinary resolution. Shareholders in the Company ("**Shareholders**") will have the opportunity to put any questions to the directors before the resolution is proposed to the meeting.

2. Resolution 2: Approve the directors' remuneration report

The directors' remuneration report can be found on pages 24 to 25 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.

3. Resolution 3: Approve the directors' remuneration policy

The directors' remuneration policy, can be found on pages 24 to 25 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, as an ordinary resolution, to approve the Company's dividend policy to pay four interim dividends per year. This policy is consistent with dividend policy set out in the prospectus published by the Company on 9 March 2018.

5. Resolutions 5 to 8 - 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. Patrick Cox, Caroline Banzky, Malcolm King and Thomas Murley were appointed as directors of the Company on 22 February 2018. Each of the existing Directors will therefore retire from office with effect from the conclusion of the AGM and will stand for election by the Shareholders for the first time.

Brief biographies of each member of the Board standing for election can be found on pages 21 to 22 of the 2019 Annual Report.

6. Resolutions 9 and 10 – Appointment of auditors and auditors' remuneration

Resolution 9 relates to the appointment of EY 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 EY LLP as the Company's auditors. Similarly, resolution 10 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 EY LLP is appropriate for the advisory work required to be undertaken for the period ended 31 March 2019 and that these do not create a conflict of interest on the part of the independent auditor.

7. Resolutions 11 and 12: Directors' authority to allot

Resolutions 11 and 12 authorise the Board to allot:

- (pursuant to resolution 11) ordinary shares generally and unconditionally in accordance with section 551 of the Companies Act up to an aggregate nominal value of £30,600, representing approximately 10 per cent. of the issued ordinary share capital at the date of this Notice of AGM; and
- (pursuant to resolution 12) further ordinary shares generally and unconditionally in accordance with section 551 of the Companies Act up to an additional aggregate nominal value of £30,600, representing approximately 10 per cent. of the issued ordinary share capital at the date of this Notice of AGM.

If both resolution 11 and resolution 12 are passed, Shareholders will be granting the Directors the authority to allot a total of up to 20 per cent. of the existing issued ordinary share capital of the Company. The Board recognises that this percentage authority is beyond the standard 10 per cent. authority typically sought by investment companies, but believes that the passing of both resolution 11 and resolution 12 is in Shareholders' interests given that:

- the authority is intended to be used to fund specific investment opportunities sourced by the Company's investment adviser, thereby mitigating the potential dilution of investment returns for existing Shareholders; and
- ordinary shares issued under this authority will only be issued at prices greater than the aggregate of the relevant prevailing net asset value per share and a premium to cover the commissions and expenses of the issue under the relevant placing and should therefore not be dilutive to the net asset value per existing share.

If resolution 11 is passed but resolution 12 is not passed, Shareholders will only be granting Directors the authority to allot up to 10 per cent. of the existing issued ordinary share capital of the Company.

Each of the authorities granted pursuant to resolution 11 and resolution 12 shall expire at the next annual general meeting of the Company or, if earlier, on 26 September 2020. The Directors have no present intention of exercising this authority. However, the Directors consider it important to have the maximum flexibility commensurate with good corporate governance guidelines to raise finance to enable the Company to respond to market developments and conditions.

8. Resolutions 13 and 14: Disapplication of statutory pre-emption rights

Resolution 13 and resolution 14 are both special resolutions which are being proposed to authorise the Directors to disapply the pre-emption rights of existing Shareholders in relation to issues of ordinary shares under resolution 11 and resolution 12 (being in respect of ordinary shares up to an aggregate nominal value of £61,200, representing up to 20 per cent. of the Company's issued ordinary share capital as at the date of the Notice of AGM).

In the event that resolution 11 is passed, but resolution 12 is not passed (such that the Directors are only authorised to issue ordinary shares up to an aggregate nominal value of £30,600), resolution 14 will not be proposed to the AGM. On its own, resolution 13 only proposes to authorise the Directors to disapply the pre-emption rights of existing Shareholders in relation to issues of ordinary shares under resolution 11 (being in respect of ordinary shares up to an aggregate nominal value of £30,600, representing up to 10 per cent. of the Company's issued ordinary share capital as at the date of the Notice of AGM).

No issuance of ordinary shares without pre-emption rights will be made at a price less than the prevailing net asset value per ordinary share at the time of issue.

The power granted by this resolution will expire on the conclusion of the Company's next annual general meeting or, if earlier, on 26 September 2020.

9. Resolution 15 – 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 4,586,940 of its ordinary shares, representing 14.99 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at the date of this Notice of AGM.

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 26 September 2020 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.

10. Resolution 16 – Notice period for general meetings

Resolution 16 is to be proposed as a special resolution to allow the Company to hold general meetings (other than annual general meetings) on at least 14 days' notice.

If approved, the resolution will be effective until the end of the Company's next annual general meeting. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive.

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 attend the AGM.

For those who are unable to attend, please either:

1. complete the hard-copy proxy form enclosed and return it to the Registrars by 11:00 hours on Monday, 12 August 2019; or
2. cast your proxy online via www.eproxyappointment.com.

Completion of the Form of Proxy or appointment of a proxy via the online portal does not prevent a member from attending and voting in person.

Proxy deadline and record date

Date on which proxies must be received	11:00 hours on Monday, 12 August 2019
Record date to attend, speak and vote at the meeting	17:00 hours on Monday, 12 August 2019

The Company may treat as invalid a proxy appointment sent via a designated voting platform in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

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RESOLUTIONS

Shareholders' attention is drawn to the resolutions to be proposed at the AGM, and the corresponding notes, set out below. Resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 to 16 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. The Directors therefore unanimously recommend that you vote in favour of all the resolutions proposed at this AGM.

If you have any questions that you would like to put to the Board please contact the Company Secretary

By email: GoreStreet.Cosec@jtcgroup.com

By post: Gore Street Energy Storage Fund PLC, Company Secretary, c/o JTC UK Ltd, 7th Floor, 9 Berkeley Street, London W1J 8DW

Yours sincerely

Patrick Cox
Chairman
Gore Street Energy Storage Fund plc

GORE STREET ENERGY STORAGE FUND PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the first annual general meeting of Gore Street Energy Storage Fund plc will be held at The Michelin House, 81 Fulham Road, London, SW3 6RD on Wednesday, 14 August 2019 at 11:00 hours to transact the business set out in the resolutions below.

Resolutions

Ordinary Resolutions 1 to 12 (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 13 to 16 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 March 2019 with the directors' report and auditor's report on those financial statements.
2. To approve the directors' remuneration report (excluding the directors' remuneration policy, set out on page 24 of the directors' remuneration report), as set out in the Company's annual report and accounts for the financial period ended 31 March 2019.
3. To approve the directors' remuneration policy, as set out on page 24 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 elect Patrick Cox as a director of the Company.
6. To elect Caroline Banzky as a director of the Company.
7. To elect Malcolm King as a director of the Company.
8. To elect Thomas Murley as a director of the Company.
9. To appoint EY 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.
10. To authorise the Directors to determine the auditor's remuneration.

11. THAT, in accordance with section 551 of the Companies Act 2006 (the "**Companies Act**"), the Directors be generally and unconditionally authorised to allot ordinary shares in the capital of the Company up to an aggregate nominal amount of £30,600 with such authority to:

- a) expire on 26 September 2020 or, if earlier the date of the next annual general meeting of the Company save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell ordinary shares from treasury in pursuance of such an offer or agreement as if such power had not expired; and
- b) revoke and replace all unexercised authorities previously granted to the Directors to allot ordinary shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

12. THAT, subject to the passing of resolution 11, in accordance with section 551 of the Companies Act, the Directors be generally and unconditionally authorised to allot ordinary shares in the capital of the Company up to an aggregate nominal amount of £30,600, with such authority to:

- a) be in addition to the authority granted pursuant to resolution 11 above;
- b) expire on 26 September 2020 or, if earlier the date of the next annual general meeting of the Company save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell ordinary shares from treasury in pursuance of such an offer or agreement as if such power had not expired; and
- c) revoke and replace all unexercised authorities previously granted to the Directors to allot ordinary shares but without prejudice to:
 - i) the authority granted to the Directors pursuant to resolution 11 above; or
 - ii) to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

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

13. THAT, subject to the passing of resolution 11, the Directors be generally and unconditionally authorised to allot equity securities (as defined in section 560(1)

of the Companies Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Companies Act did not apply to any such allotment or sale, up to an aggregate nominal amount of £30,600 (being approximately 10 per cent. of the issued ordinary share capital of the Company at the date of this Notice), such power to expire at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting) save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell ordinary shares from treasury in pursuance of such an offer or agreement as if such power had not expired.

14. THAT, subject to the passing of resolution 12, the Directors be generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the Companies Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Companies Act did not apply to any such allotment or sale, up to an aggregate nominal amount of £30,600 (being approximately 10 per cent. of the issued ordinary share capital of the Company at the date of this Notice and being approximately 20 per cent. of the issued ordinary share capital of the Company at the date of this Notice when taken in aggregate with the authority granted pursuant to resolution 14 above), such power to expire at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting) save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell ordinary shares from treasury in pursuance of such an offer or agreement as if such power had not expired.
15. 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 £0.01 each in the capital of the Company, provided that:
 - a) the maximum aggregate number of ordinary shares that may be purchased is 4,586,940;
 - b) the minimum price (excluding expenses) which may be paid for each ordinary share is £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
 - ii) the higher of:

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- 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 26 September 2020 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.

16. 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.

Registered Office:

7th Floor
9 Berkeley Street
London
W1J 8DW

By order of the Board

JTC (UK) LIMITED
Company secretary

16 July 2019

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. Only those Shareholders registered in the Company's register of members at:

- close of business on Monday, 12 August 2019; or,
- if this meeting is adjourned, the time which is 48 hours before the time fixed for the adjourned meeting,

shall be entitled to attend, speak and 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, speak and vote at the meeting.

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by section 311A of the Companies Act, can be found at www.gsenergystoragefund.com

Attending in person

3. If you wish to attend the meeting in person, please bring your attendance card with you to the AGM. We recommend that you arrive by 10:45 hours to enable us to carry out all of the registration formalities to ensure a prompt start at 11:00 hours. If you have any special needs or require wheelchair access to the venue, please contact the Company Secretary by telephone on 0207 409 0181 in advance of the meeting. Mobile phones may not be used in the meeting hall, and cameras and recording equipment are not allowed in the meeting hall.

Appointment of proxies

4. If you are a Shareholder who is entitled to attend, speak and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a Shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

5. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.

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6. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. To appoint more than one proxy, please contact the Company's Registrar Computershare Investor Services PLC on 0370 707 1741 with a view to obtaining a duplicate form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the Shareholder will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them. All forms must be signed and should be returned together in the same envelope.

7. Shareholders can:

- Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 8).
- Register their proxy appointment electronically (see note 9).

Appointment of proxy by post

8. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To validly appoint a proxy using the proxy form, the form must be:

- completed and signed;
- (if applicable) enclosed with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority;
- sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
- received by Computershare Investor Services PLC no later than 11:00 hours on Monday, 12 August 2019.

In the case of a Shareholder 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 for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Computershare Investor Services PLC on 0370 707 1741.

Appointment of proxies electronically

9. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting www.eproxyappointment.com. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions. These details can be found on the form of proxy. For an electronic proxy appointment to be valid, your appointment must be received by Computershare Investor Services PLC no later than 11:00 hours on Monday, 12 August 2019.

10. 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.

Appointment of proxy by joint members

11. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Changing proxy instructions

12. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC on 0370 707 1741.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

13. A Shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either:

- Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a Shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Computershare Investor Services PLC no later than 11:00 hours on Monday, 12 August 2019.

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If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

Corporate representatives

14. A corporation which is a Shareholder can 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.

Nominated persons

15. If you are a person who has been nominated under section 146 of the Companies Act to enjoy information rights:

- You may have a right under an agreement between you and the Shareholder of the Company who has nominated you to have information rights (the "**Relevant Shareholder**") to be appointed or to have someone else appointed as a proxy for the meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

The rights relating to proxies set out in note 4 do not apply directly to nominated persons.

Withheld votes

16. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Issued shares and total voting rights

17. As at 09.00 a.m. on 30 May 2019, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 30,600,000 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 on that date is 30,600,000. No shares are held in treasury.

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The Company's website will include information on the number of shares and voting rights.

Questions at the meeting

18. Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
- The answer has already been given on a website in the form of an answer to a question.
- It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Statements pursuant to section 527 of the Companies Act

19. 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.

Shareholders' power to require circulation of resolutions for AGMs

20. 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:

(a) 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

(b) 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.

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Voting

21. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands. This is a more transparent method of voting as Shareholders' votes are counted according to the number of shares registered in their names.

As soon as practicable following the meeting, the results of the voting will be announced via regulatory information service and also placed on the Company's website.

Documents on display

22. 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 and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.

Communication

23. Except as provided above, Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- calling our shareholder helpline on +44 (0)370 707 1741

You may not use any electronic address provided either:

- in this Notice of AGM; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

