

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)

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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: 10.30 a.m. on Tuesday, 20 September 2022

Place of AGM: Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH

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 10.30 a.m. on Friday, 16 September 2022. Alternatively, you may register your proxy appointment electronically by visiting Computershare’s website (www.investorcentre.co.uk/eproxy). Electronic proxy appointments must also be lodged no later than 10.30 a.m. on Friday, 16 September 2022.

GORE STREET ENERGY STORAGE FUND PLC

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

Non-Executive Directors:

Patrick Cox (*Chairman*)
Caroline Banzsky
Malcolm King
Thomas Murley

Registered Office:

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

Date: 26 July 2022

Dear Shareholder

Gore Street Energy Storage Fund plc (the “Company”)

Annual General Meeting – Tuesday, 20 September 2022 at 10.30 a.m.

Following the recent publication of the Company’s annual report and financial statements for the year ended 31 March 2022, please find enclosed the notice of annual general meeting (the “**Notice of AGM**”) of Gore Street Energy Storage Fund plc (the “**Company**”) which will be held at 10.30 a.m. on Tuesday, 20 September 2022 at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH to transact the business set out in the resolutions below.

The purpose of this letter is to outline the arrangements that will be in place at this year’s AGM and to explain certain elements of that business to you.

Proposed AGM Arrangements

The Board intends that the Annual General Meeting will be held in person. If you decide not to attend the AGM in person, it is important that you do still cast your votes in respect of the business of the meeting and you can do so by voting by proxy in accordance with the instructions set out below under the heading “Action to be taken in respect of the Annual General Meeting”.

The results of the AGM will be announced through a Regulatory Information Service and on the Company website, www.gseenergystoragefund.com, as soon as possible once known

Resolutions

Shareholders’ attention is drawn to the resolutions to be proposed at the AGM, and the corresponding notes, set out in the Notice of AGM. Resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 to 16 will be proposed as special resolutions.

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 year ended 31 March 2022 (the “**2022 Annual Report**”). Accordingly, a resolution to receive the 2022 Annual Report is included as an ordinary resolution. 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 87 to 90 of the 2022 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: Remuneration Policy*

The Directors' remuneration policy can be found on page 87 of the 2022 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.

5. *Resolutions 5 to 8 – Re-election of Directors*

In accordance with the provisions of the AIC Corporate Governance Code 2019 all directors should be subject to annual re-election and accordingly, Patrick Cox, Caroline Banszky, Malcolm King and Thomas Murley will stand for re-election at the AGM.

Brief biographies of each member of the Board standing for re-election can be found in the 2022 Annual Report.

6. *Resolutions 9 and 10 – Appointment of auditors and auditor's 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. Resolution 10 authorises the Directors, upon recommendation from the Company's audit committee, to fix the auditor's 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 2022 and that these do not create a conflict of interest on the part of the independent auditor.

7. *Resolution 11: Directors' authority to allot*

Resolution 11 authorises the Board to allot ordinary shares generally and unconditionally in accordance with section 551 of the Companies Act up to an aggregate nominal value of £481,399.00, representing approximately 10 per cent. of the issued ordinary share capital at the date of this Notice of AGM.

Ordinary shares issued under this authority will only be issued at prices equal to or greater than the aggregate of the relevant prevailing net asset value per share and a premium to cover the commissions and expenses of the relevant issue and should therefore not be dilutive to the net asset value per existing share.

The authority granted pursuant to resolution 11 will expire on the earlier of 19 December 2023 or on the conclusion of the Company's next annual general meeting. The Company has authority remaining to issue up to approximately 613 million ordinary shares pursuant to its ongoing share issuance programme. That authority will expire in March 2023 and the Directors consider it important to have the maximum flexibility commensurate with good corporate governance guidelines to raise finance beyond that date to enable the Company to respond to market developments and conditions.

8. *Resolution 12: Disapplication of statutory pre-emption rights*

Resolution 12 is a special resolution which is being proposed to authorise the Directors to disapply the pre-emption rights of existing Shareholders in relation to issues or sales of ordinary shares under resolution 11 (being in respect of ordinary shares up to an aggregate nominal value of £481,399.00, representing approximately 10 per cent. of the Company's issued ordinary share capital as at the date of the Notice of AGM).

No issuance or sale 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 earlier of 19 December 2023 or on the conclusion of the Company's next annual general meeting.

9. *Resolution 13 – 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 72,161,781 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 19 December 2023 or on the conclusion of 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 14 – Notice period for general meetings*

Resolution 14 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 clear 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.

11. *Resolution 15 – Dividend Ratification and Release*

A technical issue has arisen in respect of the Company's procedure for the payment of the interim dividend of 2.0 pence per Ordinary Share for the period from 1 July 2021 to 30 September 2021 paid on 7 January 2022 and the interim dividend of 2.0 pence per Ordinary Share for the period from 1 October 2021 to 31 December 2021 paid on 1 April 2022 (the "**Interim Dividends**"). The aggregate amount of the Interim Dividends was approximately £13.8 million.

Under the Companies Act, a public company can only pay a dividend out of its distributable profits as shown in the last accounts filed with Companies House. A public company can file interim accounts with Companies House showing its distributable profits position if the last filed accounts do not show sufficient distributable profits. Although the Company had sufficient distributable profits to pay the Interim Dividends at each payment date, having reduced the amount standing to the credit of its share premium account on 15 December 2021 by £40 million, the last annual accounts filed at Companies House for the year ended 31 March 2021 did not show sufficient distributable reserves and interim accounts showing the requisite level of distributable profits following the reduction of the Company's

share premium account had inadvertently not been filed at Companies House. As a result, the Interim Dividends were paid in technical infringement of the Companies Act.

Consequently, the Company may have claims against the Shareholders who received the Interim Dividends to recover the amount paid by way of the dividends. The Company may also have claims against the directors of the Company in office at the time the decision was taken to pay the Interim Dividends (the “**Directors**”). It is not the intention of the Company that any such claims should be made against either its Shareholders or the Directors. Therefore, in order to regularise the position and put the Company’s Shareholders and Directors so far as possible into the position in which they were always intended to be had the Interim Dividends been made in accordance with the procedural requirements of the Companies Act, Resolution 15 is being proposed as a special resolution to seek Shareholder ratification of the payment of the Interim Dividends and certain related matters.

This special resolution, if passed, will ratify the payment of the Interim Dividends and the appropriation of distributable profits to the payment of the Interim Dividends, waive any rights of the Company against the Shareholders who received the Interim Dividends, waive any rights of the Company against the Directors in respect of the payment of the Interim Dividends, and approve the Company entering into deeds of release in favour of such Shareholders (the “**Shareholders’ Deed of Release**”) and the Directors (the “**Directors’ Deed of Release**”). By virtue of the Shareholders’ Deed of Release, the Company will release the Shareholders who appeared on the register of members on the record dates for the Interim Dividends from any and all claims which it has or may have in respect of the payment of the Interim Dividends. The Directors’ Deed of Release releases the Directors from any and all claims which it has or may have arising at any time in respect of the payment of the Interim Dividends.

In respect of Resolution 15, each of the Directors is deemed to be a related party of the Company under the Listing Rules published by the Financial Conduct Authority. The entry by the Company into the Directors’ Deed of Release constitutes a “smaller related party transaction” under Listing Rule 11.1.10 R.

Given the interests of the Directors in Resolution 15 and the Directors’ Deed of Release, the Directors are not permitted to recommend that Shareholders vote in favour of Resolution 15, but the Directors do recommend that Shareholders vote on it. However, the Board notes that, in accordance with its obligations under the Listing Rules as a premium listed company proposing to enter into a smaller related party transaction, the Company has obtained written confirmation from an FCA-approved sponsor firm that the terms of, and entry into, the Directors’ Deed of Release are fair and reasonable as far as the Shareholders of the Company are concerned. Each of the Directors and their respective associates are precluded from voting on Resolution 15 and each of the Directors has undertaken to abstain, and to take all reasonable steps to ensure that their respective associates abstain, from voting on Resolution 15.

The approach that the Company is proposing by way of Resolution 15 is consistent with the approach taken by other UK incorporated companies whose shares are admitted to listing on the premium segment of the Official List and to trading on the main market of the London Stock Exchange and that have, similarly, made distributions otherwise than in accordance with the strict requirements of the Companies Act.

The proposed ratification of the Interim Dividends, the confirmation of the appropriation of the Company’s distributable profits and the entry by the Company into the deeds of release do not affect the Company’s existing distributable reserves nor its capacity to pay dividends going forward in accordance with the Company’s dividend policy. The Board has taken steps to ensure that, in future, the issue referred to above does not arise in relation to the payment of dividends. We are grateful for Shareholders’ understanding in respect of the issue set out above.

The Company has been advised by its legal advisers that, based on their understanding of HMRC practice (including previous confirmations provided to other UK incorporated companies that have made distributions otherwise than in accordance with the Companies Act), the UK tax position of UK resident Shareholders generally is not expected to be affected by any procedural irregularity in respect of the Interim Dividends. Any UK resident Shareholder who has any doubt about their tax position should consult an independent professional adviser.

The Company has not sought and does not intend to seek any advice in respect of jurisdictions outside the UK. Any non-UK resident Shareholder who has any doubt about their tax position should consult an independent professional adviser.

12. *Resolution 16 – Reduction of share premium account*

At a general meeting held on 6 September 2021, a special resolution was passed that, subject to the confirmation of the Court, the amount standing to the credit of the share premium account of the Company be reduced by £40 million. Following the approval of the Court on 14 December 2021 and the subsequent registration of the Court order with the Registrar of Companies, that reduction became effective on 15 December 2021. Since the general meeting on 6 September 2021, the Company has issued a further 205,174,856 ordinary shares, raising total gross proceeds of £223,628,005, and the amount now standing to the credit of the Company's share premium account is in excess of £400 million.

The share premium account is a non-distributable reserve and the Company is therefore unable to use the amount standing to the credit of this account for the purpose of, among other things, making distributions to Shareholders. However, the Companies Act does permit the Company (subject to the approval of Shareholders and the consent of the Court) to cancel or reduce its share premium account and credit the resulting sum (less an amount equal to certain of the Company's liabilities as at that date) to the Company's distributable reserves.

By reducing the share premium account, the Company increases its flexibility to pay dividends, to facilitate any prospective buyback of shares or to provide flexibility for any other general corporate purposes. The Company is seeking to reduce the amount standing to the credit of its share premium account by £100 million, in order to benefit from this flexibility and primarily to create a surplus of distributable reserves to support the payment of future dividends to Shareholders.

The reduction of the share premium account requires the passing of a special resolution, Resolution 16 to be proposed at the AGM, and subsequent approval of the Court. The reduction will not be effective until the order of the Court confirming the reduction has been registered with the Registrar of Companies.

Action to be taken in respect of the Annual General Meeting

Shareholders will find enclosed with this document a personalised 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 the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received as soon as possible and, in any event, by no later than 10.30 a.m. on Friday, 16 September 2022. Alternatively, you may register your proxy appointment electronically by visiting Computershare's website (www.investorcentre.co.uk/eproxy). Electronic proxy appointments must also be lodged no later than 10.30 a.m. on Friday, 16 September 2022.

Shareholders are requested to complete and return a Form of Proxy whether or not they wish to attend the Annual General Meeting. The return of a Form of Proxy will not prevent Shareholders from attending the Annual General Meeting and voting in person should they so wish.

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.

Recommendation

Full details of the resolutions are set out in the Notice of Annual General Meeting. The Directors consider that Resolutions 1 to 14 and 16 to be proposed at the Annual General Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of Resolutions 1 to 14 and 16 to be proposed at the Annual General Meeting. The Directors intend to vote **IN FAVOUR OF** Resolutions 1 to 14 and 16 in respect of their holdings of Ordinary Shares, amounting to 149,996 Ordinary Shares in aggregate (representing approximately 0.03 per cent. of the issued share capital of the Company as at the date of this document).

The Directors consider that Resolution 15 to be proposed at the Annual General Meeting is in the best interests of the Company and its Shareholders as a whole. As noted above, given the interests of the Directors in Resolution 15 and the Directors' Deed of Release, the Directors are not permitted to recommend that Shareholders vote in favour of Resolution 15, but the Directors do recommend that Shareholders vote on it. Each of the Directors and their respective associates are precluded from voting on Resolution 15 and each of the Directors has undertaken to abstain, and to take all reasonable steps to ensure that their respective associates abstain, from voting on the Resolution.

If you have any questions that you would like to put to the Board please contact the company secretary.

Email: GoreStreet.Cosec@jtcgroup.com

By Post: Gore Street Energy Storage Fund plc, Company Secretary c/o JTC UK Limited, The Scalpel, 18th Floor, 52 Lime Street, London EC3M 7AF

Yours faithfully

Patrick Cox

Chairman

Gore Street Energy Storage Fund plc

NOTICE OF ANNUAL GENERAL MEETING

GORE STREET ENERGY STORAGE FUND PLC

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

Notice is hereby given that an Annual General Meeting of Gore Street Energy Storage Fund plc will be held at Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH at 10.30 a.m. on Tuesday, 20 September 2022 to transact the business set out in the resolutions below:

Resolutions

Ordinary Resolutions 1 to 11 require more than 50 per cent. of the votes cast to be in favour in order for the resolutions to be passed. Special Resolutions 12 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 2022 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 pages 87 to 90 of the Directors' remuneration report, as set out in the Company's annual report and accounts for the financial year ended 31 March 2022.
3. To approve the Directors' remuneration policy, as set out on page 87 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 Patrick Cox as a director of the Company.
6. To re-elect Caroline Banzky as a director of the Company.
7. To re-elect Malcolm King as a director of the Company.
8. To re-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**"), and in addition to any existing authorities, the Directors be generally and unconditionally authorised to allot ordinary shares in the capital of the Company up to an aggregate nominal amount of £481,399.00 with such authority to expire on 19 December 2023 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 after the expiry of such power and the Directors may allot ordinary shares in pursuance of such an offer or agreement as if such power had not expired.

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

12. THAT, subject to the passing of resolution 11, and in addition to any existing authorities, 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 £481,399.00 (being approximately

10 per cent. of the issued ordinary share capital of the Company at the date of this Notice), such power to expire on 19 December 2023 or, if earlier the date of the next annual general 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.

13. 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 72,161,781;
 - (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:
 - 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 19 December 2023 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.
14. 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.
15. THAT:
- (a) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the financial year ended 31 March 2022) to the payment of the second interim dividend for the year ended 31 March 2022 of 2.0 pence per ordinary share paid by the Company on 7 January 2022 and the third interim dividend for the year ended 31 March 2022 of 2.0 pence per ordinary share paid by the Company on 1 April 2022 (together the "**Interim Dividends**") be and is authorised (by reference to the same record dates as the original accounting entries for the Interim Dividends);
 - (b) any and all claims which the Company has or may have arising out of or in connection with the payment of the Interim Dividends against its Shareholders who appeared on the register of members on the relevant record date for an Interim Dividend (or the personal representatives and their successors in title (as appropriate) of a Shareholder's estate if he or she is deceased) be waived and released, and a deed of release in favour of such Shareholders (or the personal representatives and their successors in title (as appropriate) of a Shareholder's estate if he or she is deceased) be entered into by the Company in the form produced to the meeting and initialled by the Chair for the purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company; and
 - (c) any and all claims which the Company has or may have against the Directors or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased, arising out of or in connection with the approval, declaration or payment of the Interim Dividends be waived and released and that a deed of release in favour of each Director (or the personal representatives and their successors in title of his or her estate if such Director is deceased), be entered into by the Company in the form produced to the meeting and initialled by the Chair for purposes of identification and any Director in the presence of a witness, any two

Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company.

16. THAT, subject to the confirmation of the Court, the amount standing to the credit of the share premium account of the Company be reduced by £100 million and the amount by which the share premium account is so reduced be credited to a reserve.

By order of the Board

JTC (UK) LIMITED

Company secretary

26 July 2022

Registered Office:

The Scalpel

18th Floor

52 Lime Street

London

EC3M 7AF

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

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

- 5.00 p.m. on Friday, 16 September 2022; or,
- if this meeting is adjourned, the time which is 48 hours before the time fixed for the adjourned meeting,

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, 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 5.00 p.m. 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

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

Attending in person

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 10:15 a.m. to enable us to carry out all the registration formalities to ensure a prompt start at 10.30 a.m. 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 and cameras and recording equipment are not allowed in the meeting.

If, as a result of any restrictions or guidance in place at the time of the Annual General Meeting arising from the COVID-19 pandemic, the proposed format of and arrangements for the Annual General Meeting need to be revised, the Company will notify Shareholders via an announcement and its website. www.gsenenergystoragefund.com

Appointment of proxies

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 at the AGM. 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.

To appoint a proxy, you may photocopy the form of proxy enclosed with this Notice of Annual 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 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 10.30 a.m. on Friday, 16 September 2022.

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.

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, you may photocopy the form of proxy enclosed with this Notice of Annual General Meeting or alternatively, 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.

Shareholders can:

- Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post.
- Register their proxy appointment electronically.

Appointment of proxy by post

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 10.30 hours on Friday, 16 September 2022.

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

As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting www.investorcentre.co.uk/eproxy. 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 10:30 hours on Friday, 16 September 2022.

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID Number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. 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

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

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

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

The revocation notice must be received by Computershare Investor Services PLC no later than 10:30 hours on Friday, 16 September 2022.

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

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

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 above do not apply directly to nominated persons.

Withheld votes

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

As at 17.00 hours on 22 July 2022, which is the latest practicable date before publication of this notice, the Company’s issued share capital comprised 481,399,478 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 481,399,478. No shares are held in treasury.

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

Questions at the meeting

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

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

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:

- 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
- 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.

Shareholders' right to have a matter in the business dealt with at the meeting

Under section 338A of the Companies Act 2006, Shareholders meeting the threshold requirements set out in that section may, subject to conditions, require the Company to include in the business to be dealt with at the meeting a matter (other than a proposed resolution) which may properly be included in the business (a matter of business).

The conditions are that:

- The matter of business must not be defamatory of any person, frivolous or vexatious.
- The request:
 - may be in hard copy form or in electronic form;
 - must identify the matter to be included in the business by either setting it out in full or, if supporting a statement sent by another Shareholder, clearly identifying the matter which is being supported;
 - must be accompanied by a statement setting out the grounds for the request;
 - must be authenticated by the person or persons making it; and
 - must be received by the Company not later than 9 August 2022, which is at least six weeks before the meeting.

Documents on display

Copies of the letters of appointment of the non-executive directors and of the forms of the deeds of release in favour of the Directors and Shareholders referred to in Resolution 15 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.

Voting

Voting on all resolutions will be conducted by way of a poll. 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.

Communication

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

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.

