



Annual General Meeting  
2019

[www.leafcleanenergy.com](http://www.leafcleanenergy.com)

# Letter from the Chairman

## **Leaf Clean Energy Company**

Incorporated in Cayman Islands (Registered Number 187481)

Registered Office: PO Box 309, Uglund House, George Town,  
Grand Cayman KY1-1104, Cayman Islands

Telephone: +44 203 440 9302

## **Dear Shareholder**

### **Leaf Clean Energy Company (the “Company” or “Leaf”)**

I have great pleasure in extending an invitation to you to the eleventh annual general meeting (“**AGM**”) of the Company to be held at the offices of Maples and Calder, Uglund House, South Church Street, George Town, Grand Cayman, KY1-1104, Cayman Islands at 4.00 p.m. (UK time) on 31 December 2019.

The formal notice of AGM setting out the resolution to be proposed, together with explanatory notes, and guidance notes for shareholders who wish to attend the meeting or to vote by post is set out on pages 3 to 4 (inclusive) of this document.

You will find with this document:

- form of proxy and form of instruction.

The annual report and financial statements of the Company for the financial year ended 30 June 2019 will be sent to you in due course.

The purpose of this letter is to explain certain aspects of the business of the AGM to you.

### **Resolution to be proposed at the AGM:**

The resolution to be proposed at the forthcoming AGM is as follows:

#### **Resolution 1:**

Peter O’Keefe is required in accordance with the Company’s articles of association (the “Articles”) to retire by rotation. Being eligible, he offers himself for re-election as proposed by resolution 1.

#### **Action to be taken**

If you are unable to attend the meeting in person, you should complete, sign and return the applicable forms of proxy in accordance with the instructions therein in good time before the meeting and in any event by no later than 4.00 p.m. (UK time) on 27 December 2019.

Holders of depositary interests should complete the form of instruction in accordance with the instructions therein and return to the depositary (being Computershare Investor Services PLC (the “Depositary”)), by no later than 4.00 p.m. (UK time) on 23 December 2019 prior to the meeting.

#### **Recommendation**

Your directors consider the resolution to be put to the AGM to be in the best interests of the Company and its shareholders as a whole and accordingly unanimously recommend you vote in favour of that.

The directors and I look forward to welcoming as many of you as possible at our meeting and we thank you for your support.

**Mark Lerdal**

**Executive Chairman**

9 December 2019

# Leaf Clean Energy Company

(the “Company”)

## Notice of Annual General Meeting of the Company

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Notice is hereby given that the annual general meeting of the Company (the “**AGM**”) will be held at the offices of Maples and Calder, Uglund House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands at 4.00 p.m. (UK time) on 31 December 2019 for the purposes of considering and, if thought fit, passing and approving the following resolution:

**Ordinary Resolution:**

- 1 THAT Peter O’Keefe be re-elected and appointed as a Director of the Company with immediate effect, to hold office in accordance with the articles of association of the Company until his retirement or earlier removal from office.

By order of the Board

**Mark Lerdal**  
**Executive Chairman**  
Dated: 9 December 2019

Registered Office:  
c/o Maples Corporate Services Limited  
PO Box 309, Uglund House  
Grand Cayman  
KY1-1104  
Cayman Islands

\* A form of proxy has been included with this notice of AGM.

## NOTES

### **IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 3 BELOW, UNLESS YOU ATTEND THE AGM IN PERSON OR SEND IN A SPECIFIC PROXY.**

- 1 A shareholder entitled to attend and vote at the above AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
- 2 A form of proxy for use at the AGM is enclosed. Whether or not you propose to attend the AGM in person, you are strongly advised to complete and sign the enclosed form of proxy in accordance with the instructions printed on it and then send it to, or deposit it (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of authority) at the offices of EPE Administration Ltd., Audrey House, 16-20 Ely place, London, EC1N 6SN or send by e-mail to leaf@epicpea.com, in each case marked for the attention of Image Patel, so as to be received no later than 4.00 p.m. (UK time) on 27 December 2019, in accordance with the Articles. Returning the completed form of proxy will not preclude you from attending the AGM and voting in person if you so wish. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 3 Any standing proxy previously deposited by a shareholder with the Company will be voted in favour of the resolution to be proposed at the AGM unless revoked prior to the AGM or the shareholder attends the AGM in person or executes a specific proxy.
- 4 If two or more persons are jointly regarded as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
- 5 Only those shareholders registered in the register of members of the Company at 4.00 p.m. (UK time) on 27 December 2019 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at the time. Changes to the entries on the register of members after 4.00 p.m. (UK time) on 27 December 2019 or, in the event that the meeting is adjourned, on the register of members at 4.00 p.m. (UK time) on the day falling two days before the date of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the AGM notwithstanding any provisions in any enactment, the Articles or other instrument to the contrary.
- 6 Copies of the letters of appointment and service contracts (as applicable) of the directors of the Company will be available for inspection at the registered office of the Company from the date of this notice until the end of the AGM.
- 7 Please note that communications regarding the matters set out in this notice of AGM will not be accepted in electronic form.
- 8 Holders of depositary interests should complete the enclosed form of instruction and submit it to the Depository, being Computershare Investor Services PLC of The Pavilions, Bridgwater Road, Bristol BS99 6ZY United Kingdom. If a holder of a depositary interest is a corporation then the form of instruction must be executed by a duly authorised person or under its common seal or in a manner authorised by its constitution. To be valid, forms of instruction must be received by the Depository no later than 4.00 p.m. on 23 December 2019.
- 9 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
- 10 The quorum for the AGM is two or more shareholders present in person or by proxy.
- 11 Holders of Depository Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting 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 (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)).
- 12 To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 4.00 p.m. on the 23 December 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depository Interests in CREST 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 transmission of CREST Voting Instructions. It is the responsibility of the Depository Interest holder concerned to take (or, if the Depository Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depository Interest holders 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.

# Leaf Clean Energy Company

(the "Company")

## FORM OF PROXY FOR MEMBERS

I/We \_\_\_\_\_  
Please print name(s)

of \_\_\_\_\_  
Please print address(es)

being (a) shareholder(s) of the Company with \_\_\_\_\_ shares (respectively) hereby appoint

\_\_\_\_\_ of \_\_\_\_\_

or failing him/her

\_\_\_\_\_ of \_\_\_\_\_

or failing him/her the duly appointed chairman of the AGM (as defined below as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company (the "AGM") to be held at the offices of Maples and Calder, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands at 4.00 p.m. (UK time) on 31 December 2019 and at any adjournment of the AGM. My/our proxy is instructed to vote on resolution in respect of the matters specified in the notice of the AGM as indicated below. If no indication is given my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

<b>Ordinary Resolution</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
1. THAT Peter O'Keefe be re-elected and appointed as a Director of the Company with immediate effect, to hold office in accordance with the articles of association of the Company until his retirement or earlier removal from office			

Please indicate with an "X" in the appropriate box your voting preference. If you do not complete this section, your proxy will vote or abstain at his/her discretion, as he/she will on any other business that may be raised at the AGM.

Dated: \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signed: \_\_\_\_\_ Name: \_\_\_\_\_



## NOTES

- 1 A proxy need not be a shareholder of the Company. Please insert the name of the person(s) of your own choice that you wish to be appointed proxy in the space provided, failing which the Chairman of the AGM will be appointed as your proxy.
- 2 Please indicate with an "X" in the appropriate box in the form of proxy how you wish your proxy to vote on the resolution. The "vote withheld" box is provided to enable you to abstain on any particular resolution. A "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" a resolution. If this form is returned without an indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether he/she votes and if so how.
- 3 This form of proxy is for use by shareholders only. If the appointer is a corporate entity this form of proxy must either be under its seal or under the hand of some officer or attorney duly authorised for that purpose.
- 4 To be valid, this form must be completed and signed and sent to or deposited (together with any power of attorney or other authority under which it is signed or notarially certified copy of that power or authority) at the offices of EPE Administration Ltd., Audrey House, 16-20 Ely Place, London, EC1N 6SN or sent by e-mail to leaf@epicpea.com, in each case marked for the attention of Image Patel, so as to be received by **4.00 p.m.** on **27 December 2019**, prior to the AGM in accordance with the articles of association of the Company.
- 5 Any alterations made to this form must be initialled by you.
- 6 The completion and return of this form will not prevent you from attending the AGM and voting in person should you so wish.
- 7 In the case of joint holders:
  - 7.1 the senior should sign the form, but the names of all other joint holders should be stated on the form;
  - 7.2 the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

For these purposes, seniority is determined by the order in which your names stand in the Company's register of shareholders in respect of the relevant shares.
- 8 Only those shareholders registered in the register of members of the Company at **4.00 p.m.** (UK time) on **27 December 2019** shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members after **4.00 p.m.** (UK time) on **27 December 2019** or, in the event that the meeting is adjourned, on the register of members at 4.00 p.m. (UK time) on the day falling two days before the date of any adjournment meeting, shall be disregarded in determining the rights of any person to attend or vote at the AGM notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary.
- 9 A proxy may vote on a show of hands or on a poll.

# Leaf Clean Energy Company

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZY  
Telephone +44 (0) 870 703 0000  
Facsimile +44 (0) 870 703 6101  
DX 78139 Bristol  
Textphone users please call +44 (0) 870 702 0005  
[www.computershare.com](http://www.computershare.com)

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## Form of Instruction – Annual General Meeting to be held on 31 December 2019

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### Explanatory Notes:

1. Please indicate, by placing “X” in the appropriate space overleaf, how you wish your votes to be cast in respect of the resolution. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast the form will be rejected.
2. The ‘Withheld’ option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a ‘Vote Abstain’ is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ or ‘Against’ a resolution.
3. To give an instruction via the CREST system, CREST messages must be received by the issuer’s agent (ID number 3RA50) not later than 4.00 p.m. on the 23 December 2019. 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 an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. Any alterations to this form should be initialled.
5. The completion and return of this form will not preclude a holder from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depositary in writing or e-mail [UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk)
6. 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 Depositary Interest Register at close of business on 23 December 2019. Changes to entries on the Depositary Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. To be effective, all forms of instruction must be lodged at the office of the Depositary at: Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 23 December 2019 at 4.00 pm (UK Time).

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Registered in England & Wales  
No 3498808  
Registered Office  
The Pavilions, Bridgwater Road, Bristol BS13 8AE

Computershare Investor Services PLC is authorised and regulated by the Financial Conduct Authority





# Form of Instruction

Please use a black pen. Mark an "X" inside the box to indicate your directions; as shown in this example.



I/We \_\_\_\_\_  
Please print name(s)

of \_\_\_\_\_  
Please print address(es)

hereby direct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting of Leaf Clean Energy Company to be held at the offices of Maple and Calder, Uglan House, George Town, Grand Cayman, Cayman Islands at 4.00 p.m. (UK time) on 31 December 2019, and at any adjourned meeting.

Ordinary Resolution	For	Against	Withheld
1. THAT Peter O'Keefe be re-elected and appointed as a Director of the Company with immediate effect to hold office in accordance with the articles of association of the Company until his retirement or earlier removal from office.			

### Intention to attend

If you wish to attend the meeting and hold your shares in the form of Depository Interests please refer to Note 5 on the front of the Form of Instruction

Signature \_\_\_\_\_ Date \_\_\_\_\_

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.







