

**NOTICE OF GENERAL MEETING**

**ITM POWER PLC**

*(Incorporated and registered in England and Wales with registered number 05059407)*

**NOTICE IS HEREBY GIVEN** that a General Meeting of ITM Power plc (the “**Company**”) will be held at 2 Bessemer Park, Sheffield S9 1DZ United Kingdom on 15 November 2021 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following Resolutions, of which Resolution 1 will be proposed as an Ordinary Resolution and Resolution 2 will be proposed as a Special Resolution:

**ORDINARY RESOLUTION**

1. That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**2006 Act**”), in addition to all existing authorities to the extent unused, to exercise all the powers of the Company to allot ordinary shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £3,500,000 pursuant to the Placing and the Share Subscription (as defined in the circular issued by the Company on 15 October 2021). This authority, unless renewed, extended, varied or revoked by the Company in a general meeting, shall expire 90 days after the date of the passing of this resolution, save that the Company may, prior to the expiry of such period, make an offer or agreement which would or might require shares to be allotted in the Company after such expiry and the directors may allot any such shares in the Company and grant any such subscription and conversion rights referred in this resolution in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.

**SPECIAL RESOLUTION**

2. That, subject to the passing of Resolution 1 above, the directors of the Company be and they are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) of the Company for cash pursuant to the authority conferred by Resolution 1 above up to a maximum nominal value of £3,500,000 as if section 561 of the 2006 Act did not apply to any such allotment. This power, unless renewed, extended, varied or revoked by the Company in general meeting, shall expire 90 days after passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Dated: 28 October 2021

**By order of the Board**

Andy Allen  
*Chief Finance Officer*

**Registered Office:**

2 Bessemer Park  
Sheffield  
S9 1DZ

Registered in England and Wales number 05059407

## IMPORTANT NOTICE REGARDING FORMAT OF GENERAL MEETING

The General Meeting will be held at 2 Bessemer Park, Sheffield, S9 1DZ on Monday 15 November 2021 at 10:00am, with the opportunity to follow the proceedings of the General Meeting electronically.

In running the General Meeting, the Board's priority remains to safeguard the wellbeing of its colleagues, shareholders and wider communities and it will take all necessary and appropriate precautions to ensure their safety. Given the current Covid-19 situation in the UK, the Board is recommending that shareholders do not attend the General Meeting's physical venue. Instead, shareholders are strongly encouraged to vote by proxy and appoint the Chairman of the General Meeting as their proxy and to make use of the electronic facilities on offer to follow the General Meeting virtually.

In order to ensure that all Shareholders are able to follow the proceedings of the General Meeting virtually, the Company will provide access to an online audio and presentation link, accessible via the online Investor Meet Company platform. Shareholders that wish to follow the proceedings of the General Meeting virtually should register for the event in advance via the following link: <https://www.investormeetcompany.com/itm-power-plc/register-investor>. The online presentation link will be opened for registration on or around 29 October 2021. However, please note that Shareholders will not be able to vote at the General Meeting via the online presentation link.

All Shareholders are therefore encouraged to submit their votes in respect of the business to be considered at the General Meeting via proxy as early as possible. **Shareholders are strongly encouraged to appoint the Chairman of the General Meeting as their proxy and give their instructions on how they wish the Chairman to vote on the proposed Resolutions.** All resolutions at the General Meeting will be decided on a poll.

The Board will continue to monitor the situation closely and may need to make further adjustments to how the General Meeting is conducted. Shareholders planning to attend the meeting should therefore check the Company's website and announcements for any updates.

### Further Notes:

1. Resolution 1 is proposed as an Ordinary Resolution. This means that for the Resolution to be passed, more than half of the votes cast on such Resolution must be in favour of such Resolution. Resolution 2 is proposed as a Special Resolution. This means that for such Resolution to be passed, at least three-quarters of the votes cast on such Resolution must be in favour of such Resolution.
2. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. Shareholders are encouraged not to attend the meeting's physical venue and as such we urge shareholders to appoint the Chairman of the Meeting as their proxy to ensure their vote is cast.
3. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a shareholder of the Company. If a shareholder appoints more than one proxy in relation to the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which the member is the registered holder will be apportioned to the blank proxy form. However, please see Note 2 above.
4. To appoint as a proxy a person other than the chairman of the meeting, a shareholder must insert the proxy's full name in the box on the proxy form. If a shareholder signs and returns a proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be the shareholder's proxy. Where a shareholder appoints as a proxy someone other than the chairman, the shareholder is responsible for ensuring that the proxy attends the meeting and is aware of the shareholder's voting intentions. If a shareholder wishes a proxy to make any comments on the shareholder's behalf, the shareholder will need to appoint someone other than the chairman and give them the relevant instructions directly. However, please see Note 2 above.
5. A shareholder which is a corporation is entitled to appoint one or more corporate representatives to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder. If a shareholder which is a corporation appoints more than one corporate representative in relation to the meeting, each representative must exercise the rights attached to a different share or shares held by that shareholder. In the case of a shareholder which is a corporation, the proxy form must be executed under the corporation's common seal or signed on its behalf by a duly authorised officer of the corporation or an attorney for the corporation. However, please see Note 2 above.
6. A form of proxy is enclosed. To be valid, the form of proxy (and any power of attorney or other authority (if any) under which it is signed) must be duly completed and signed and must be received by Link Group at

10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10:00am on 11 November 2021. Completion of a form of proxy does not preclude a member from attending and voting in person at the meeting if (s)he so wishes.

7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered in the Company's register of members at the close of business on 13 November 2021 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes in the Company's register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. If the meeting is adjourned, the close of business on the day two days before the date of the adjourned meeting shall apply for the purpose of determining the entitlement of members to attend and vote at the adjourned meeting.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) 48 hours (excluding non-working days) before the time appointed for holding the meeting or adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.

