

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or from an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your ordinary shares in Alteration Earth PLC (the "**Company**"), please forward this document to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, you should not forward this document to, or transmit it in or into, any jurisdiction where to do so might violate the relevant laws and regulations in that jurisdiction. If you have sold or transferred only part of your holding in the shares, you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



Notice of Annual General Meeting

This document should be read as a whole. Your attention is drawn to the letter to shareholders set out on pages 2 to 4 of this document, which contains the recommendation by the directors of the Company to shareholders to vote in favour of the resolutions to be proposed at its Annual General Meeting (the "**AGM**").

Formal notice of the AGM ("AGM Notice"), which will take place at the offices of Gneiss Energy Limited at 64 North Row, London W1K 7DA on 25 January 2024 at 11:00 a.m., is set out on pages 5 and 6 of this document.

If you are unable to attend the AGM, you can complete and submit the enclosed form of proxy (or download a copy from the Company's website at www.altearthplc.com) in accordance with the instructions set out in this document or, if a hard copy is requested, details on how to complete the form are set out in the explanatory notes to this document set out on pages 7 and 8. Appointment of a proxy will not preclude shareholders from attending and voting at the AGM should they choose to do so.

To be valid, a proxy form for use in connection with the AGM should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Share Registrars Limited, by post or by hand at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, by no later than 11:00 a.m. on 23 January 2024 or 48 hours (excluding any part of a day that is not a working day) before any adjourned meeting.

Alternatively, shareholders are recommended to use the Company's registrars online proxy voting service. This service is free, and shareholders can register their vote(s) for the AGM by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form).

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the AGM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear UK & International Limited so that it is received by Share Registrars (under CREST Participation ID 7RA36) by no later than 11:00 a.m. on 23 January 2024. The time of receipt will be taken to be the time from which the registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.



Letter to Shareholders

Directors

Matthew Beardmore
Andrew Coull
Martin Samworth

Alteration Earth PLC

Registered office:
48 Chancery Lane
c/o Keystone Law
London WC2A 1JF

Registered in England and Wales
with company number 13571750

22 December 2023

Dear Shareholder

1. Annual General Meeting

I have pleasure in enclosing the Notice of the Annual General Meeting ("**AGM Notice**" or "**AGM**", as the context requires) of Alteration Earth PLC (the "**Company**") which will be held at 11:00 a.m. on 25 January 2024 at the offices of Gneiss Energy Limited at 64 North Row, London W1K 7DA.

Full details of the meeting and the resolutions to be put to shareholders ("**Resolutions**") are set out in the enclosed AGM Notice, which is set out on pages 5 and 6 of this document. An explanation of the business to be considered and voted on at the AGM is set out in section 3 (*Resolutions*) below.

2. Attendance at AGM

I am pleased to be able to invite shareholders to attend our AGM in person. The AGM is an important event in the Company's corporate calendar, providing an opportunity for our directors to engage with shareholders and for shareholders to pass the necessary resolutions for the conduct of the business and affairs of the Company.

Whilst we do not anticipate any restrictions on social contact or meeting format at the time of the AGM, shareholders should carefully consider whether or not it is appropriate to attend the AGM. The health and safety of our shareholders and colleagues is always our utmost priority, and we therefore request that no shareholder attends the AGM if they are experiencing any flu-like symptoms.

3. Resolutions

In addition to the routine business, we are asking shareholders to approve two items of special business at the AGM. An explanation of all items of ordinary and special business follows.

Resolution 1 – The directors are required to lay before the AGM the audited accounts and the Directors' and Auditors' Reports for the financial year ended 30 September 2023 (together, the "**Annual Report**").

Resolutions 2 through 4 – The Company's articles of association require that any directors who were not appointed or reappointed at one of the preceding two annual general meetings must retire from office and may offer themselves for reappointment by shareholders. In line with good corporate governance practice, the Board has decided to put all directors up for re-election rather than the three-year rotation referred to in the articles to enable shareholders to confirm their support of the directors. Accordingly, all the directors shall retire and, being eligible, offer themselves for reappointment. Resolutions 2 through 4 propose their reappointment.

Biographical details of the directors are contained in the Annual Report.

Resolution 5 – This Resolution proposes the reappointment of PKF Littlejohn LLP as auditors of the Company until the conclusion of the Company's annual general meeting at which the financial statements of the Company shall be laid. The Company is required to appoint auditors at every general meeting of the Company at which accounts are laid. The current appointment of PKF Littlejohn LLP as the

Company's auditors will end at the conclusion of the AGM and it has advised of its willingness to stand for reappointment.

Resolution 6 – Resolution 6 is proposed to renew the directors' power to allot shares. The Resolution seeks to grant the directors authority to allot, pursuant to section 551 of the Companies Act 2006, shares and grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of: (a) £900,000 in connection with any placing of new shares to institutional and other investors in connection with the readmission of the Company's entire issued share capital on the standard listing segment of the Official List maintained by the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange plc ("**Readmission**"); and (b) otherwise than pursuant to the amount stated at (a), £1,500,000.

The authority conferred pursuant to Resolution 6 will expire on the date of the Company's annual general meeting at which the financial statements of the Company are laid or the date falling 15 months after the passing of the Resolution, whichever is the earlier (unless previously renewed, varied or revoked by the Company at a general meeting).

Resolution 7 – Resolution 7 is to approve the disapplication of pre-emption rights in connection with any allotment of equity shares (as defined in section 560 of the CA 2006): (a) pursuant to the authorities granted in Resolution 6; and (b) otherwise than pursuant to such authorities stated at (a), the allotment of equity securities up to an aggregate nominal value of £490,800 or the nominal value of 20 per cent. of the issued share capital of the Company following Readmission (whichever is the lesser amount). The passing of this Resolution would allow the directors to allot shares for cash without first having to offer such shares to existing shareholders in proportion to their existing holdings.

The authority conferred pursuant to Resolution 7 will expire on the date of the Company's annual general meeting at which the financial statements of the Company are laid or the date falling 15 months after the passing of the Resolution, whichever is the earlier (unless previously renewed, varied or revoked by the Company at a general meeting).

Resolution 8 – In this Resolution, the directors are asking shareholders to approve certain amendments to the Company's existing Articles of Association (the "**Existing Articles**"). In brief, the proposed principal changes to the Existing Articles (as reflected in the enclosed redlined copy thereof) are summarised as follows:

Articles 14 through 17 – The proposed changes set out in these articles would allow for the holding of virtual or hybrid general meetings. Specifically, with the proposed insertion of the 'electronic facility' definition in article 2.1, the proposed changes would allow for shareholders attending any general meeting in person or by proxy by means of an electronic facility or facilities to be counted in the quorum for, and be entitled to participate in, the general meeting in question. Since the global outbreak of the SARS-CoV-2 virus (COVID-19), it has become customary for publicly quoted companies to allow for the holding of remote meetings.

Article 26.2 – This provision provides the ability for a three-fourths majority of the directors to remove a fellow director. This would provide the Company with sufficient flexibility, and extract a cost saving, in any scenario where a director was required to be removed from office to avoid the need to call and convene a general meeting.

The resolution adopting the amended Articles of Association (the "**New Articles**") is proposed as a special resolution and will, if passed, become effective at the conclusion of the AGM. A copy of the New Articles, showing the proposed amendments, as summarised above, will be available to view on the Company's website.

Resolution 9 – This Resolution is to approve the calling of general meetings of the Company (other than an annual general meeting) on 14 clear days' notice. The notice period required by the Companies Act 2006 for public companies is 21 clear days unless: (i) shareholders agree to a shorter notice period; and (ii) the Company has met the requirements for electronic voting under the Companies (Shareholders' Rights) Regulations 2009. Annual general meetings must always be held on at least 21 clear days' notice. The Directors confirm that the shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the meeting, the proposals are time-sensitive, and it is thought to be to the advantage of shareholders as a whole. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

4. Action to be taken

Please submit your hard copy proxy form by post or by hand to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by no later than 11:00 a.m. on 23 January 2024 or 48 hours (excluding any part of a day that is not a working day) before the time fixed for any adjourned meeting. Alternatively, shareholders are recommended to use the Company's registrars online proxy voting service. This service is free to use, and shareholders can register their vote(s) for the AGM by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form).

If you require a hard copy Form of Proxy (or assistance with how to complete, sign and return it) please call Share Registrars on +44 (0)1252 821390. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:00 p.m., Monday to Friday, excluding public holidays in England and Wales.

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the AGM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear UK & International Limited so that it is received by Share Registrars (under CREST Participation ID 7RA36) by no later than 11:00 a.m. on 23 January 2024. The time of receipt will be taken to be the time from which the registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

You are encouraged to appoint the Chairman of the AGM as your proxy.

5. Formal business and Board recommendation

The AGM Notice is set out on pages 5 and 6 of this document.

The Board believes that all of the resolutions to be put to the meeting are in the best interests of the shareholders as a whole and will promote the success of the Company for their and its other stakeholders' benefit. The Board unanimously recommends that you vote in favour of the resolutions to be put to the meeting, as members of the Board intend to do in respect of their own beneficial shareholdings.

Thank you, on behalf of the Board, for your continued support of Alteration Earth.

Yours faithfully

Matthew Beardmore

Director

Alteration Earth PLC

48 Chancery Lane
c/o Keystone Law
London WC2A 1JF

Tel: +44 (0)7917 715533

Registered in England and Wales; Company No. 13571750

www.altearthplc.com



(Incorporated in England and Wales with company number 13571750)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the "**AGM**") of Alteration Earth PLC (the "**Company**") will be held at the offices of Gneiss Energy Limited at 64 North Row, London W1K 7DA on 25 January 2024 at 11:00 a.m. You are being asked to consider and vote on the resolutions below (the "**Resolutions**" and each a "**Resolution**"). Resolutions 7 through 9 are proposed as special resolutions and all other Resolutions are proposed as ordinary resolutions.

Ordinary Resolutions

1. To receive the reports of the Directors and the Auditors and the audited accounts for the financial year ended 30 September 2023.
2. To reappoint Matthew Beardmore as a director of the Company.
3. To reappoint Andrew Coull as a director of the Company.
4. To reappoint Martin Samworth as a director of the Company.
5. To reappoint PKF Littlejohn LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to determine the remuneration of the auditors.
6. THAT, in accordance with section 551 of the Companies Act 2006 ("**CA 2006**"), the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of:
 - (a) £900,000 in connection with any placing of new shares to institutional and other investors in connection with the readmission of the Company's entire issued share capital on the standard listing segment of the Official List maintained by the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange plc ("**Readmission**"); and
 - (b) otherwise than pursuant to sub-paragraph (a) above, £1,500,000,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or 15 months after the passing of this Resolution, whichever is the earlier (unless previously renewed, varied or revoked by the Company at a general meeting), save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

Special Resolutions

7. THAT, subject to the passing of Resolution 6, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) ("**equity securities**") pursuant to the authority conferred by Resolution 6 as if section 561(1) of the CA 2006 did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities pursuant to the authority granted by sub-paragraph (a) of Resolution 6;
 - (b) the allotment of equity securities pursuant to the authority granted by sub-paragraph (b) of Resolution 6; and

- (c) otherwise than pursuant to sub-paragraphs (a) and (b) above, the allotment of equity securities up to an aggregate nominal amount of £490,800 or the nominal value of 20 per cent. of the issued share capital of the Company following Readmission, whichever is the lesser amount,

and this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or 15 months after the passing of this Resolution, whichever is the earlier (unless previously renewed, varied or revoked by the Company at a general meeting), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

8. THAT the revised articles of association produced to the AGM be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
9. THAT, subject to the articles of association of the Company as in force from time to time, a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board:

Dated: 22 December 2023

Simon William Holden
Company Secretary

Registered office:
48 Chancery Lane
London WC2A 1JF

Explanatory notes to the Notice of Annual General Meeting

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B(2) of the Companies Act 2006, only those shareholders registered in the register of members of the Company at 11:00 a.m. on 23 January 2024 (or, in the event of any adjournment, 48 hours (excluding any part of a day that is not a working day) prior to the adjourned meeting) shall be entitled to vote at the Annual General Meeting ("**AGM**"). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. You can register your vote(s) for the AGM either:
 - By visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.

For a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11:00 a.m. on 23 January 2024.

4. Shareholders can:
 - appoint a proxy or proxies and give proxy instructions by voting online (see note 3) or returning the enclosed form of proxy by post (see note 5); or
 - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see notes 6 - 9).
5. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX so as to be received no later than 48 hours (excluding any part of a day that is not a working day) before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if they so wish. In the case of a shareholder which is a company, the form of proxy 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 form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA36) no later than 11:00 a.m. on 23 January 2024, or, in the event of an adjournment of the AGM, 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular 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(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.

10. 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 no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the AGM.
11. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
12. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.
13. In order to revoke a proxy appointment, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member 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 Share Registrars Limited no later than 11:00 a.m. on 23 January 2024, or 48 hours (ignoring any part of a day that is not a working day) before any adjourned meeting.
14. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
15. 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.
16. Any person to whom this Notice of AGM is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in notes 2 and 3 does not apply to Nominated Persons. The rights described in those notes can only be exercised by shareholders of the Company.
17. Any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the questions be answered.
18. As at 21 December 2023, being the latest practicable date before publication of this notice, the Company had 18,000,000 ordinary shares of £0.003 in issue. Each ordinary share carries one vote, and the Company holds no ordinary shares in treasury. Therefore, the total number of voting rights in the Company is 18,000,000.