MPC
CARIBBEAN CLEAN ENERGY

NOTICE OF

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF
MPC CARIBBEAN CLEAN ENERGY LIMITED ("COMPANY")

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held on the **11th day of August 2026 at 10:00 a.m. Barbados Time Zone (UTC-4, Jamaica Time Zone 9:00 a.m.).** The meeting will be held physically at the Company's address and via video conferencing facilities following the link available on the company's homepage "Investor Relations"→"Annual General Meeting" **https://www.mpc-cleanenergy.com/.** The following matters will be considered:

1. **To provide a summary of the 2025 Annual Report of the Company including references to the Audited and Comparative Financial Statements.**

2. **To present and approve the Audited Financial Statements for the year ended 31st December 2025. To consider and (if thought fit) pass the following resolution:**
   Resolution No. 1: "That the Directors' Report, the Auditor's Report and the Financial Statements of the Company for the year ended 31st December 2025, be approved".

3. **To appoint the auditors and authorize the Directors to fix the remuneration of the auditors. To consider and (if thought fit) pass the following resolution:**
   Resolution No. 2: "Ernst & Young (EY) Barbados be and are hereby appointed as auditors of the Company to hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."

4. **Re-election of Directors – Jose Fernando Zuniga, Alastair Dent, Lisl Lewis and Guardian Nominees (Barbados) Limited. To consider and (if thought fit) pass the following resolution: Resolution No. 3:** "To approve the re-election of the Directors recommended for the appointment to the Board of Directors of the Company, that the following directors be and are hereby re-elected as Directors – Jose Fernando Zuniga, Alastair Dent, Lisl Lewis and Guardian Nominees (Barbados) Limited."

5. **To present the proposed transaction and seek the following approvals: To consider and (if thought fit) pass the following resolution: Resolution No. 4**

   (i) the sale of 100% of the shares of San Isidro Fotovoltaica, S.A. de C.V., and
   (ii) the authorization of the Directors to take all steps and execute all documents necessary to implement the transaction.

   Please note that the proposed transaction is detailed in Annex 4 and also available on the Company's homepage "Investor Relations "→"Annual General Meeting"

Dated this 21st day of July, 2026

BY ORDER OF THE BOARD

MPC CARIBBEAN CLEAN ENERGY LIMITED
Per: Trident Corporate Services (Barbados) Limited, Secretary
By: Gayle A. Hutchinson/Maria A. Alleyne

Annexes will only be provided to shareholders directly:
Annex 1: Important notices to shareholders
Annex 2: Ballot Paper regarding Resolution No 1
Annex 3: Ballot Paper regarding the proposed transaction, Resolution No 4
Annex 4: Shareholder Circular – Information on Proposed Transaction

MPC CARIBBEAN CLEAN ENERGY

Annex 1

NOTICES

1. Proxy

Votes at meetings of shareholders may be given either personally or by proxy or, in the case of a shareholder who is a body corporate or association, by an individual authorised by a resolution of the Directors or governing body of that body corporate or association to represent it at meetings of shareholders of the Company. A proxy shall be executed by the shareholder, or his attorney authorised in writing and is valid only at the meeting in respect of which it is given, or any adjournment thereof.

A person appointed by proxy need not be a shareholder.

A proxy form is available on the Company's homepage.

2. Annual Report

This is to notify shareholders that the Annual Report containing the Audited Financial Statements for the year end 31st December 2025 of the company as well as Management Discussion and Analysis section is available for download on company's homepage under section "Investor Relations" → "Publications":

https://www.mpc-cleanenergy.com/

3. Video Conference Access

Shareholders are invited to attend the Annual General Meeting in Barbados by joining a video conference that will provide forum for discussion and ensure opportunity of each shareholder to voice his/her opinion and exercise his/her vote.

Shareholders can join the virtual meeting by using the link provided under **https://www.mpc-cleanenergy.com/investor-relations/annual-general-meeting** on the day of the AGM. The virtual meeting room will open on 11th August 2026 at 9:45 a.m.

4. Questions

The Company wishes to provide all shareholders with the opportunity to direct questions to the Company's Board of Directors. Shareholders may send their questions to:

ir@mpc-cleanenergy.com with a copy to **GSmith@tridenttrust.com**

on or before 4th August, 2026 midnight Barbados time.

The directors will consider the questions received and will answer them in a form and length as they deem appropriate and at their sole discretion. This includes, but is not limited to, summarizing the question without reciting it word-by-word and/or summarizing various questions and answering various questions at once.

5. Voting

Reference is made to Annex 2 – Ballot Papers.

Regarding agenda item 2:

The Directors' Report, the Auditor's Report and the Financial Statements of the Company for the year ended 31st December 2025 have been made available in the Annual Report 2025 to all shareholders on or around 30th April 2026 and are available on the company's homepage.

How do you vote?

You vote by checking the box of the vote you want to cast with an "X". Do not mark the other boxes in any way. Markings in other boxes may render your vote invalid.

You can provide the Company with your vote

a) via mail in a sealed envelope to:

MPC Caribbean Clean Energy Limited
Suite 1, Ground Floor,
The Financial Services Centre,
Bishop's Court Hill,
St. Michael, Barbados BB14004

b) via email to:

ir@mpc-cleanenergy.com with a copy to **GSmith@tridenttrust.com**

Until when are votes accepted?

9th August, 2026; midnight Barbados time. Relevant is the date and time of receipt by the Company, not the date and time of sending.

6. Email addresses

Please provide your email address either on the ballot paper or via email to:

ir@mpc-cleanenergy.com with a copy to **GSmith@tridenttrust.com**

Annex 2

BALLOT PAPER

Please vote, sign and send your executed Ballot Paper via mail in a sealed envelope to:

MPC Caribbean Clean Energy Limited
Suite 1, Ground Floor,
The Financial Services Centre,
Bishop's Court Hill,
St. Michael, Barbados BB14004

Or via Email to ir@mpc-cleanenergy.com with a copy to GSmith@tridenttrust.com on or before 9th August, 2026.

The undersigned shareholder of MPC Caribbean Clean Energy Limited (the "Company"), holder of __________ number of shares of the Company

1. **Resolution 1** - That the Directors' Report, the Auditor's Report and the Financial Statements of the Company for the year ended 31st December 2025 be approved.

VOTED FOR □ VOTED AGAINST □ ABSTAINED □

Dated this _________day of _____________, 2026.

____________________________ ______________________________

Name of Shareholder in capital letters Signature of Shareholder

Email address of Shareholder: ___________________________

Annex 3

BALLOT PAPER

Please vote, sign and send your executed Ballot Paper via mail in a sealed envelope to:

MPC Caribbean Clean Energy Limited
Suite 1, Ground Floor,
The Financial Services Centre,
Bishop's Court Hill,
St. Michael, Barbados BB14004

Or via Email to ir@mpc-cleanenergy.com with a copy to GSmith@tridenttrust.com on or before 9th August, 2026.

The undersigned shareholder of MPC Caribbean Clean Energy Limited (the "Company"), holder of __________ number of shares of the Company

2. **Resolution 4** – to approve:

(i) the sale of 100% of the shares of San Isidro Fotovoltaica, S.A. de C.V., and
(ii) the authorization of the Directors to take all steps and execute all documents necessary to implement the transaction.

VOTED FOR □ VOTED AGAINST □ ABSTAINED □

Dated this __________day of ______________, 2026.

______________________________ ______________________________
Name of Shareholder in capital letters Signature of Shareholder

Email address of Shareholder: ____________________________

Annex 4

MPC Caribbean Clean Energy Limited ('MPCCEL' or 'the Company')

<u>Shareholder Circular on Proposed Transaction</u>

<u>Background</u>

MPC Caribbean Clean Energy Limited owns financial interests in the form of shares and shareholders loans in several projects, including the following project entity which is a wholly owned subsidiary of the Company:

(1) San Isidro Fotovoltaica, S.A. de C.V. ("SIF") is a company that owns and operates a 6.4 MWp solar photovoltaic ("PV") power plant located in El Salvador. Construction of the project commenced in the second quarter of 2020. On 22 December 2020, MPC Caribbean Clean Energy Fund LLC, the now liquidated investment vehicle of MPC Caribbean Clean Energy Limited, signed the acquisition of the San Isidro solar park. The transaction was successfully completed on 2 March 2021.The solar power plant has been in commercial operation since January 2021.

(2) The project is owned by a Panamanian holding entity called MPC Renewables Central America and Caribbean, S.A. ("MPCRCAC"), which is a wholly owned subsidiary of the Company.

(3) Against this background, in Q2 2025, MPC Caribbean Clean Energy Limited initiated a competitive process for the potential sale of its interest in the project. More than 20 parties were contacted as part of the initial outreach, including established independent power producers, investment firms, and family offices. The process included several management discussions, two rounds of due diligence, and a series of follow-up calls to confirm the bidders' assumptions, continued interest, and ability to complete the transaction. By Q1 2026, a preferred non-binding offer had been selected. The selection was based on the valuation offered, together with the bidder's track record, credibility, and perceived ability to execute the transaction. Before the binding offer was submitted, the parties discussed and agreed on the treatment of several commercial and financial matters. These included the successful refinancing of the project's senior loan, as well as certain tax and accounting items that were reflected in the proposed transaction terms and valuation.

<u>Scope of Proposed Transaction</u>

The proposed transaction includes the following:

- The sale of 100% of the shares of SIF.

The proposed transaction would see MPCCEL sell and transfer the ownership and all financial interests in SIF to the Buyer. Consequently, the Buyer would own and control this entity, and MPCCEL would no longer have any ownership or financial interests in SIF.

<u>Conditions to Closing</u>

The transaction remains subject to customary closing conditions, including obtaining the necessary regulatory approvals and third-party consents and satisfying other conditions set out in the share purchase agreement.

<u>Purchase Price</u>

The Buyer will pay USD 3.27 million for the acquisition of 100% of the shares in San Isidro Fotovoltaica, S.A. de C.V.

Guarantees provided by MPCCEL

MPCCEL is not providing any liquid guarantee in connection with the transaction. However, as is customary in transactions of this nature, MPCRCAC, as seller, will provide customary representations and warranties relating to the project, which will be set out in the definitive transaction documentation.

Use of Proceeds

After retaining sufficient liquidity to meet the Company's ongoing commitments, obligations and working capital requirements, the Board intends to distribute the transaction proceeds to holders of the Company's Class B Redeemable Participating Shares by way of a return of capital.