

Gresham House Energy Storage Fund PLC
Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document or 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 (the "Ordinary Shares") of £0.01 each in the capital of Gresham House 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 Ordinary Shares, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold or transferred or otherwise disposed of only part of your holding of shares in the Company, you should retain this Circular and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.

GRESHAM HOUSE ENERGY STORAGE FUND PLC
(the "Company")

(incorporated in England & Wales registered number 11535957 and registered as an investment company within the meaning of Section 833 of the Companies Act 2006)

CIRCULAR TO SHAREHOLDERS AND NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF
GRESHAM HOUSE ENERGY STORAGE FUND PLC (THE "AGM")
WILL BE HELD:**

Date of AGM: 10:00 a.m. on Tuesday, 30 June 2020

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 10:00 a.m. on Friday, 26 June 2020.

Letter from the Chair of the Company

GRESHAM HOUSE ENERGY STORAGE FUND PLC

(incorporated in England & Wales registered number 11535957 and registered as an investment company within the meaning of Section 833 of the Companies Act 2006)

Directors:

John Leggate CBE
Duncan Neale
Cathy Pitt
David Stevenson

Registered Office:

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

Date: 5 June 2020

Dear Shareholder,

Notice of Annual General Meeting 2020

Following the recent publication of the Company's annual report and financial statements for the period ending 31 December 2019, please find enclosed the notice of the annual general meeting (the "**Notice of AGM**") of Gresham House Energy Storage Fund PLC (the "**Company**") which will be held at 10:00 a.m. on Tuesday, 30 June 2020 to transact the business set out in the resolutions (the "**Resolutions**") to be proposed at the AGM, which are set out in full below.

The Notice of AGM sets out the business to be considered at the meeting and the purpose of this Circular is to explain certain elements of that business to you and to outline the special arrangements that will be in place at this year's AGM.

The Directors consider that the Resolutions to be proposed at the AGM are in the best interests of the Company and the holders of ordinary shares (the "**Ordinary Shares**") of £0.01 each in the capital of the Company ("**Shareholders**") as a whole. The Directors therefore recommend unanimously to Shareholders that they vote in favour of each of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Proposed AGM Arrangements

Given the unprecedented circumstances surrounding the COVID-19 epidemic, the board of directors of the Company (the "**Board**" or "**Directors**") has decided to put in place contingency arrangements that mean the AGM will not follow its usual format. In so doing, the Board is relying on the provisions of the Corporate Insolvency and Governance Bill (the "**Bill**"), which is expected to be enacted before the AGM.

Only the statutory formal business (consisting of voting on the resolutions proposed in the Notice of AGM) required to meet the minimum legal requirements will be conducted at the AGM. The AGM will therefore proceed as set out below:

- the AGM will be held virtually via videoconference, there will therefore be no place of meeting;
- there will be no presentation at the AGM;
- Shareholders cannot attend the meeting in person, there will therefore be no opportunity to ask questions of the Board or of the Investment Manager at the meeting (although there will be an opportunity to ask questions in advance of the meeting and further information in relation to this is given below);
- as would normally be the case, the votes on the resolutions to be proposed at the AGM will be conducted on a show of hands; and
- the results of the proxy votes will be published immediately following the conclusion of the AGM by way of a stock exchange announcement and on the Company's website.

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Although this is a very unusual approach, the Board considers that given the social distancing measures currently in force and in light of the latest published government guidance and the provisions of the Bill, proceeding with a "technical" AGM is in the best interests not only of the Company, but also of each of its individual Shareholders.

The Board will continue to monitor the Government's advice and urges all Shareholders to comply with any restrictions in place at the time of the AGM. If circumstances change and if social distancing measures are further relaxed before the AGM, or if the provisions of the Bill change or it is not enacted and/or is not expected to become law before the AGM the Company may consider amending the proposed format of the AGM. In such circumstances the Company will notify Shareholders of such changes as soon as possible via RIS and its website (greshamhouse.com/real-assets/new-energy/gresham-house-energy-storage-fund-plc/).

The only action that you need to take is to vote on the Resolutions by completing the accompanying form of proxy ("Form of Proxy") for use by Shareholders at the Annual General Meeting in connection with the Resolutions.

Whether or not Shareholders intend to attend the AGM, Shareholders are asked to complete and return the Form of Proxy in accordance with the instructions printed on it and return it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and, in any event no later than 10:00 a.m. on Friday, 26 June 2020. CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service are referred to Note 5 of the Notice of AGM.

As usual, we will announce the proxy voting results to the London Stock Exchange and publish them on the Company's website following conclusion of the AGM.

If you have a question relating to the business of the meeting or a question for the Board or the Investment Manager that you had been planning to ask at the AGM, please send it by email to GHEnergyStorageCoSec@jtcgroup.com. To the extent that it is appropriate to do so, we will respond to any questions received in a Q&A, which will be posted on our website in advance of the AGM. Please note all questions should be submitted by 10:00 a.m. on Wednesday, 24 June 2020 to ensure that we are able to respond to them in advance of the AGM.

The Board regrets not being able to provide a more typical AGM this year, but we hope that you appreciate the reasons behind these changes, which we are making in the best interest of our Shareholders. That said, we recognise that receiving an email, letter, announcement or website update is no substitute for being able to meet with your Board and your Investment Manager. Accordingly, the Board, in consultation with the Investment Manager, will endeavour to provide Shareholders with a further opportunity to engage with the Company later in the year at a point at which it is safe and permissible to do so.

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 period ended 31 December 2019 (the "**2019 Annual Report**"). Accordingly, a resolution to receive the 2019 Annual Report is included as an ordinary resolution. As described above, Shareholders are invited to send any questions they may have on the 2019 Annual Report to the Board in advance of the AGM. To the extent that it is appropriate to do so, we will respond to them in a Q&A which will be posted on our website, in advance of the AGM.

2. Resolution 2: Approve the Directors' remuneration report

The Directors' remuneration report can be found on pages 41 and 42 of the 2019 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 period, in accordance with the current remuneration policy.

The remuneration report will be presented to Shareholders on an annual basis.

3. Resolution 3: Approve the Directors' Remuneration Policy

The directors' remuneration policy, can be found on page 41 of the 2019 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 to approve the Company's existing dividend policy to pay four quarterly interim dividends per year.

Under the Company's articles of association (the "**Articles of Association**"), the Board is authorised to approve the payment of interim dividends without the need for the prior approval of Shareholders.

Having regard to corporate governance best practice relating to the payment of interim dividends without the approval of a final annual dividend by Shareholders, the Board has decided to seek express approval from Shareholders of its dividend policy to pay four interim dividends per year. This dividend policy remains unchanged to that disclosed in the prospectus published by the Company in connection with its IPO.

It should be noted that the dividend policy (and the Company's target dividend) is not a profit forecast. Payment of dividends will depend on market conditions, the Company's net income and the Company's ongoing charges ratio. Dividends will only be paid to the extent permitted in accordance with the Companies Act.

5. Resolutions 5 to 8: Election of directors

The Articles of Association specify that any director who has been appointed by the Board of directors during the year shall hold office only until the next annual general meeting of the Company. Each of the existing Directors, John Leggate, Duncan Neale, Cathy Pitt and David Stevenson, will therefore retire from office with effect from the conclusion of the AGM unless re-elected, and will stand for re-election by the Shareholders.

Brief biographies of each member of the Board standing for re-election can be found on page 36 of the 2019 Annual Report.

Following an evaluation of the Directors conducted during the year, the Board believes that each Director offering him or herself for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role.

6. Resolutions 9 and 10: Appointment of auditors and auditors' remuneration

Resolution 9 relates to the appointment of BDO 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 BDO LLP as the Company's auditors. Similarly, resolution 10 authorises the Directors, upon recommendation from the Company's Audit Committee, to fix the auditors' remuneration.

7. Resolution 11: Amendment to the Company's investment policy

The Investment Manager has had the opportunity to review investment opportunities in Ireland (both the Republic of Ireland and Northern Ireland). The Investment Manager considers that given the attractiveness of the risk and return profile of potential investment opportunities in Ireland, it would be beneficial for the Company to have the flexibility to invest a portion of its assets in projects

located there. The Republic of Ireland and Northern Ireland have a similar regulatory framework and share a common high voltage transmission system. The Board is therefore proposing that the Company's investment policy be amended to enable the Company to invest up to 10% (calculated at the time of investment) of the value of the gross assets of the Company in utility scale energy storage systems in Ireland. Enabling the Company to invest in Ireland will increase the number of investment opportunities available to the Company, providing it with additional opportunities to add to its yield and net asset value per Ordinary Share.

In addition to amendments enabling investment in Ireland, minor amendments to the investment policy are also being proposed in order to clarify it, in particular to explain that leverage introduced at project level can be introduced at the level of one or more projects directly or through one or more special purpose vehicles and to remove out-of-date references.

The existing investment policy, the existing investment policy marked-up to show the proposed changes and the material risk factors that the Directors consider should be taken into account by Shareholders when assessing whether to vote in favour of the proposed changes to the Company's investment policy are set out in Part I of this Circular.

The proposed amendments, which collectively constitute a material change of the Company's investment policy, require the approval of the Shareholders at the AGM.

Resolution 11 is proposed as an ordinary resolution at the AGM will, if passed, approve the adoption of the new investment policy set out in Part I of this Circular.

8. Resolutions 12 and 13: Directors' authority to allot

Resolutions 12 and 13 are intended to renew the Company's existing authority to allot Ordinary Shares for cash or as consideration for the acquisition of investments. Accordingly, resolutions 12 and 13 authorise the Board to allot:

- (pursuant to resolution 12) Ordinary Shares generally and unconditionally in accordance with section 551 of the Companies Act up to an aggregate nominal value of £234,270.65, representing approximately 10% of the issued ordinary share capital at the date of the Notice of AGM; and
- (pursuant to resolution 13, which is conditional on resolution 12 being passed) further Ordinary Shares generally and unconditionally in accordance with section 551 of the Companies Act up to an additional aggregate nominal value of £234,270.65, representing 10% of the issued ordinary share capital at the date of the Notice of AGM.

If both resolution 12 and resolution 13 are passed, Shareholders will be granting the Directors the authority to allot a total of up to 20% of the existing issued ordinary share capital of the Company. The Board believes that the passing of both resolution 12 and resolution 13, and particularly the additional 10% contained within resolution 13, is in Shareholders' interests given that:

- These authorities are intended to be used to fund specific investment opportunities sourced by the Investment Manager, either by issuing new shares for cash or as consideration for the acquisition of investments. As the authorities will be used as consideration for the acquisition of investments or to raise proceeds to be invested in accordance with the Company's investment policy, it is not expected that investment returns earned by existing Shareholders will be diluted as a result of the issuance of new Ordinary Shares under these authorities.
- As stated in the circular published by the Company on 6 February 2020, in addition to the uses referred to above, new Ordinary Shares allotted under the authorities will (i) maintain the Company's ability to issue Ordinary Shares tactically, so as to manage the premium to net asset value per Ordinary Share at which the Ordinary Shares trade; (ii) improve liquidity in the market for the Ordinary Shares; and (iii) increase the size of the Company, thereby

spreading operating costs over a larger capital base which should reduce the ongoing charges ratio.

- By taking advantage of the amendments made to the Prospectus Rules in July 2017 which permit issuers such as the Company to issue up to 20% of the same class of share without being obliged to publish a prospectus, the authorities will likely result in materially reduced fixed costs associated with the publication of prospectus documentation.
- Ordinary Shares allotted under this authority will only be allotted at prices greater than the prevailing net asset value per share and a premium to cover the commissions, costs and expenses of the relevant allotment under the relevant placing and should therefore be accretive to the net asset per existing Ordinary Share.

The Directors have considered the potential impact of any new Ordinary Share issuance on the Company's ability to continue to pay dividends on the Ordinary Shares and do not predict a negative impact.

If resolution 12 is passed but resolution 13 is not passed, Shareholders will only be granting Directors the authority to allot up to 10% of the existing issued ordinary share capital of the Company.

Each of the authorities granted pursuant to resolution 12 and resolution 13 shall expire on the earlier of the next annual general meeting of the Company or, 30 September 2021. The Directors consider it important to have the maximum flexibility commensurate with good corporate governance guidelines to raise finance to enable the Company to respond to market developments and conditions and therefore believes the authority sought to allot up to 20% of the existing issued ordinary share capital of the Company is appropriate.

Special Resolutions

9. Resolutions 14 and 15: Disapplication of statutory pre-emption rights

Resolution 14 and resolution 15 are both special resolutions which are being proposed to authorise the Directors to disapply the pre-emption rights of existing Shareholders in relation to allotments (or sales from treasury) of Ordinary Shares for cash under resolution 12 and resolution 13 (being in respect of Ordinary Shares up to an aggregate nominal value of £468,541.30, representing up to 20% of the Company's issued ordinary share capital as at the date of the Notice of AGM).

In the event that resolution 12 is passed, but resolution 13 is not passed (such that the Directors are only authorised to allot (or sell from treasury) Ordinary Shares for cash on a non-pre-emptive basis up to an aggregate nominal value of £234,270.65), resolution 15 will not be proposed to the AGM. In addition, resolution 15 is conditional on resolution 14 being passed. On its own, resolution 14 only proposes to authorise the Directors to disapply the pre-emption rights of existing Shareholders in relation to allotments (or sales from treasury) for cash of Ordinary Shares under resolution 12 (being in respect of Ordinary Shares up to an aggregate nominal value of £234,270.65, representing 10% of the Company's issued ordinary share capital as at the date of the Notice of AGM).

No allotment (or sale from treasury) of Ordinary Shares for cash without pre-emption rights will be made at a price less than the prevailing net asset value per Ordinary Share at the time of the relevant allotment (or sale).

The powers granted by these resolutions will expire on the earlier of the conclusion of the Company's next annual general meeting or, 30 September 2021 and will permit the Board to allot Ordinary Shares (or sell Ordinary Shares from treasury) after expiry of the disapplication if it has agreed to do so beforehand.

10. Resolution 16: Market purchases of own shares

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares from time to time and is proposed as special resolution. If passed, the resolution gives authority for the Company to purchase up to 35,117,170 of its ordinary shares, or, if less, 14.99% of the Company's issued ordinary share capital immediately prior to the passing of the resolution (excluding treasury shares).

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 30 September 2021 and the Company's next annual general meeting.

The making and timing of any share buybacks is at the absolute discretion of the Board. 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 Ordinary Shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

The Company does not have any options or outstanding share warrants.

11. Resolution 17: Length of notice

The Companies Act requires the Company to give at least 21 clear days' notice for a general meeting of the Company (other than the AGM), unless the Company:

- has gained Shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and
- offers the facility for the Shareholders to vote by electronic means.

The Company would like to preserve its ability to call general meetings (other than the AGM) on less than 21 clear days' notice. Resolution 17 seeks such approval. It is intended that this shorter notice period would be used where the flexibility is merited by the business of the meeting and is thought to be in the interests of the Shareholders as a whole. Should this resolution be approved it will be valid until the earlier of 30 September 2021, or the Company's next AGM (when it is intended that a similar resolution will be proposed).

ACTION TO BE TAKEN BY SHAREHOLDERS

All Shareholders, whose names appear on the register of members at the record date shown below, are encouraged to vote via proxy at the AGM.

There is no place of meeting and therefor Shareholders cannot attend the AGM in person.

Accordingly, please:

- register your proxy appointment electronically;
- request a hard copy form of proxy from the Registrar (see note 4); or
- in the case of Shareholders who hold their shares in uncertificated form, please use the CREST electronic proxy appointment service (see note 5).

In each case, your completed proxy appointment must be received by the Company's registrar by no later than 10:00 a.m. on Friday, 26 June 2020.

Proxy deadline and record date

Gresham House Energy Storage Fund PLC
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Date on which proxies must be received	10:00 a.m. on Friday, 26 June 2020
Record date to vote at the meeting	close of business on Friday, 26 June 2020

RESOLUTIONS

Shareholders' attention is drawn to the resolutions to be proposed at the AGM, and the corresponding notes, set out below. Resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 17 will be proposed as special resolutions. Resolutions proposed as ordinary resolutions at the AGM require a simple majority in order to be passed. Resolutions proposed as a special resolution will require a 75% majority of the votes cast by members attending the meeting virtually or by proxy.

All Shareholders holding Ordinary Shares on the Record date shown above, or, if the AGM is adjourned, on the register of Shareholders 48 hours before the time of any adjourned AGM, are entitled to vote at the AGM by appointing the Chair as their proxy. In calculating such 48-hour periods, no account shall be taken of any part of a day that is not a Business Day.

The quorum for the AGM is not less than two members present (attending virtually or by proxy).

If a quorum is not present within 15 minutes after the time appointed for the commencement of the meeting, the AGM will be adjourned to 10:00 a.m. on Tuesday, 14 July 2020, when those members who are present by virtual attendance or by proxy will constitute a quorum.

RECOMMENDATION

Full details of the resolutions are set out below. The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its members as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of the resolutions to be proposed at the AGM as each of the Directors intend to do in relation to the Ordinary Shares in respect of which they have voting control, totalling 62,914 Ordinary Shares (representing in aggregate 0.0268% of the Company's voting rights), as at the date of this Circular.

If you have any questions that you would like to put to the Board or the Investment Manager please contact the Company Secretary, by email: GHEnergyStorageCoSec@jtcgroup.com, by no later than 10:00 a.m. on Wednesday, 24 June 2020.

Yours sincerely

John Leggate CBE
Chair
Gresham House Energy Storage Fund PLC

PART I

Summary of Proposed Changes to the Investment Policy

1. Definitions

In this Part 1 of the Circular, unless the context otherwise requires, the expressions as set out below shall bear the following meanings:

Acquisition	the proposed acquisition of the Seed Portfolio by the Company on the terms of the Seed Portfolio Share Purchase Agreement;
Admission	13 November 2018;
BSIF	Gresham House British Strategic Investment Fund LP, an investment fund which is managed by Gresham House;
C Shares	C Shares of £0.01 each in the capital of the Company having the rights and restrictions set out in paragraph 4 of Part 14 (General Information) of the Prospectus;
Company	Gresham House Energy Storage Fund PLC;
Consideration Shares	the 9,268,154 Ordinary Shares to be issued at the Issue Price to the Seed Portfolio Project Holders (or, in the case of HC ESS 1 LLP, its members) as part consideration for the acquisition of the Seed Portfolio pursuant to the Seed Portfolio Share Purchase Agreement;
Developer	an undertaking whose business includes the development and construction of ESS Projects and which has an established commercial relationship with the Gresham House Group, including, without limitation, Noriker;
Board or Directors	the directors of the Company or any duly constituted committee thereof;
DNOs	the owners of the low voltage networks in the UK (typically 132kV and lower);
ESS Project	a utility scale energy storage system, which utilises batteries and may also utilise generators;
ESS Project Company	a company or other legal person that owns an ESS Project, in which the Company will invest;
Exclusivity Portfolio	a portfolio of Exclusivity Projects;
Exclusivity Projects	ESS Projects which, at the date of the Prospectus, are either owned by a member of the Gresham House Group, or in respect of which a member of the Gresham House Group has been granted exclusivity to negotiate with the relevant owners the rights to acquire, construct and operate the relevant ESS Projects;
EU	the European Union first established by the treaty made at Maastricht on 7 February 1992;
FCA	the Financial Conduct Authority;
FCA Rules	the handbook of rules and guidance of the FCA, as amended;

FFR or Firm Frequency Response	contracts through which the Company and/or its subsidiaries will provide, on a firm basis, dynamic or non-dynamic response services to changes in frequency to help balance the grid and avoid power outages;
GHE	Gresham House plc;
GHNE	Gresham House New Energy Limited;
Gresham House or Manager	Gresham House Asset Management Limited;
Gresham House Group	GHE and its subsidiaries, including Gresham House and GHNE;
Gross Asset Value	the value of the gross assets of the Company as determined in accordance with the accounting principles adopted by the Company from time to time;
Gross Proceeds	the Issue Price multiplied by the number of Ordinary Shares allotted pursuant to the Issue;
Initial Investment Period	the period running from Admission to the date falling on the earlier (i) 12 months after Admission; and (ii) the point at which the Company has invested the Net Proceeds;
IPO	initial public offering;
Issue	the issue of Ordinary Shares pursuant to the Placing and the Offer for Subscription, the issue of the Consideration Shares as part consideration for the Acquisition and the issue of Ordinary Shares, all at the Issue Price pursuant to the Subscription Agreement;
Issue Agreement	the conditional placing and offer agreement between the Company, Gresham House, the Directors and Cantor Fitzgerald, details of which are set out in paragraph 8.4 of Part 14 (General Information) of the Prospectus;
Issue Expenses	the costs, commissions, fees and expenses incidental to the formation of the Company and the Issue which will be borne by the Company and paid on or around Admission;
Issue Price	100p per Ordinary Share;
Lux Energy	Lux Energy Limited, a company which is wholly-owned by Ben Guest;
National Grid	National Grid plc, owner and operator of the high-voltage electricity transmission network in England and Wales;
Net Asset Value	in relation to an Ordinary Share, its net asset value, in relation to Ordinary Shares the net asset value per Ordinary Share multiplied by the number of shares of that class in issue (excluding, for the avoidance of doubt, any Ordinary Shares held in treasury), in relation to a C Share, its net asset value, in relation to C Shares the net asset value per C Share multiplied by the number of shares of that class in issue (excluding for the avoidance of doubt, any C Shares held in treasury) and in relation to the Company, the net asset value of the Company as a whole, in each case calculated in accordance with the Company's normal reporting policies from time to time;
Net Proceeds	the Gross Proceeds less the Issue Expenses;

Noriker	Noriker Power Ltd;
Offer for Subscription	the offer for subscription to the public in the UK for Ordinary Shares on the terms and subject to the conditions set out in the Prospectus;
Ordinary Shares	ordinary shares of £0.01 each in the capital of the Company;
Placing	the conditional placing by Cantor Fitzgerald of Ordinary Shares described in the Prospectus in connection with the Company's IPO, on the terms and subject to the conditions set out in the Issue Agreement and the Prospectus;
Portfolio	the Company's portfolio of Projects;
Projects	SPVs in which the Company has an interest from time to time which hold energy storage systems;
Prospectus	the prospectus issued by the Company on 17 October 2018;
ROI	Republic of Ireland;
Seed Portfolio	100 per cent. of the issued share capital in each Seed Project Company to be acquired by the Company pursuant to the terms of the Seed Portfolio Share Purchase Agreement;
Seed Portfolio Project Holders	each of (i) HC ESS 1 LLP (the members of which are Ben Guest, Bozkurt Aydinoglu, Gareth Owen and Corylus Capital LLP), in respect of the shares that it holds in: Noriker Staunch Ltd; HC ESS2 Holdco Limited; and HC ESS3 Limited; (ii) Noriker, in respect of the shares that it holds in: Noriker Staunch Ltd; HC ESS2 Holdco Limited; and HC ESS3 Limited; (iii) Dr Marc Thomas, in respect of the shares that he holds in: HC ESS2 Holdco Limited; and HC ESS3 Limited; (iv) Dr Jenny (Zhenni) Wang, in respect of the shares that she holds in: HC ESS2 Holdco Limited; and HC ESS3 Limited; (v) Gresham House New Energy Limited, in respect of the shares that it holds in HC ESS2 Holdco Limited; and (vi) Gresham House (Nominees) Limited, as nominee of BSIF, in respect of the shares that it holds in HC ESS2 Holdco Limited;
Seed Portfolio Share Purchase Agreement	the conditional share purchase agreement entered into between the Company and each Seed Portfolio Project Holder in respect of the sale of 100 per cent. of the issued share capital in each Seed Project Company;
Seed Project Company	each of: (i) Noriker Staunch Ltd; (ii) HC ESS2 Holdco Limited; and (iii) HC ESS3 Limited;
SPV	special purpose vehicle;

Subscription Agreement	the subscription agreement dated 17 October 2018 entered into between the Company, Lux Energy and BSIF, and under which each of Lux Energy and BSIF have subscribed in cash, conditional only on Admission, for Ordinary Shares as described in the Prospectus;
Triads	the three half-hour periods of highest system demand on the Great Britain electricity transmission system between November and February each year, separated by at least ten clear days; and
UK	the United Kingdom of Great Britain and Northern Ireland.

2. Existing investment policy

The Company's current investment policy is as follows:

The Company will invest in a diversified portfolio of utility scale energy storage systems, which utilise batteries and may also utilise generators. The ESS Projects comprising the Portfolio will be located in diverse locations across Great Britain.

Individual projects will be held within special purpose vehicles into which the Company will invest through equity and/or debt instruments. It is intended that each ESS Project Company will hold one project but an ESS Project Company may own more than one project. The Company will typically seek legal and operational control through direct or indirect stakes of up to 100 per cent. in such ESS Project companies, but may participate in joint ventures or co-investments, including, without limitation with other investors or entities managed, operated or advised by the Gresham House Group, where this approach enables the Company to gain exposure to assets within the Company's investment policy, the like of which the Company would not otherwise be able to acquire on a wholly-owned basis. In such circumstances the Company will seek to secure its shareholder rights through protective provisions in shareholders' agreements, co-investment agreements and other transactional documents.

2.1 Asset type and diversification

The Company currently intends to invest primarily in ESS Projects using lithium-ion battery technology as such technology is considered by the Company to offer the best risk/return profile. However, the Company is adaptable as to which energy storage technology is used by the projects in which it invests and will monitor projects and may invest in projects with alternative battery technologies such as sodium and zinc derived technologies, or other forms of energy storage technology (such as flow batteries/machines and compressed air technologies), and will consider such investments (including combinations thereof), where they meet the Company's investment objective and policy.

The Company also intends to invest in ESS Projects which use gas generators or diesel or dual-fuel diesel-and-gas reciprocating generators on projects which have a "net export" connection. These are likely to be generators in the range of 0.5 to 10MW per generator.

The Company intends to invest with a view to holding assets until the end of their useful life. ESS Projects may also be disposed of, or otherwise realised, where the Manager determines in its discretion that such realisation is in the interests of the Company. Such circumstances may include (without limitation) disposals for the purposes of realising or preserving value, or of realising cash resources for reinvestment or otherwise.

The Company intends that the ESS Projects in which it invests will primarily generate revenue from in front of meter services, but may also provide behind-the-meter services.

ESS Projects will be selected with a view to achieving appropriate diversification in respect of the Portfolio.

First, diversification will be sought by geographical location of the ESS Projects in which the Company invests across Great Britain.

Second, it is the Company's intention that from the end of the Initial Investment Period, when any new investment is made, no single project (or interest in any project) will have an acquisition price (or, if an additional interest in an existing investment is being acquired, the combined value of the Company's existing investment and the additional interest acquired shall not be) greater than 20 per cent. of Gross Asset Value (calculated at the time of investment). However, in order to retain flexibility, the Company will be permitted to invest in a single project (or interest in a project) that has an acquisition price of up to a maximum of 30 per cent. of Gross Asset Value (calculated at the time of acquisition). The Company will also, from the end of the Initial Investment Period, target a diversified exposure with the aim of holding interests in not less than five separate projects at any one time.

Third, the Company intends to achieve diversification by securing multiple and varied revenue sources throughout the Portfolio by investing in ESS Projects which benefit from a number of different income streams with different contract lengths and return profiles through individual ESS Projects, as well as by enabling the ESS Projects in which the Company invests to take advantage of a number of different revenue sources. Initially, it is intended that the main revenue sources will be:

- Firm Frequency Response – the Company intends to invest in ESS Projects that generate FFR revenues from FFR contracts through which the Company and/or its subsidiaries will provide, on a firm basis, dynamic or non-dynamic response services to changes in frequency, to help balance the grid and avoid power outages to, initially, be entered into by Noriker with the National Grid and its subsidiaries. It is anticipated that Noriker or third parties may provide electricity trading services to Projects on a commercial basis for an arm's-length fee.
- Asset optimisation – the Company intends to invest in ESS Projects that generate revenues from importing and exporting, or generating and exporting in the case of an ESS Projects including generators, power in the wholesale market and the National Grid-administered Balancing Mechanism.
- Triads and other National Grid-related income – the Company intends to invest in ESS Projects that generate revenues from the three half-hour periods of highest system demand on the Great Britain electricity transmission system between November and February each year, separated by at least ten clear days and other National Grid-related income including Generator Distribution Use of System, through which benefits are paid by DNOs to suppliers, which are passed through to electricity generators in their power purchase agreements and the National Grid's Balancing Use of System ("**BSUoS**"), which recovers costs through charges levied on electricity generators and suppliers. In addition, the balancing system produces small half-hourly residual cashflows that are generally negative (a disbenefit to distributed generators) but can be positive (a benefit) and are allocated to suppliers in the same way as BSUoS charges.
- Capacity market – the Company intends to invest in ESS Projects that generate revenues by access to the benefit of contracts, or through entering into new contracts, to provide back-up capacity power to the Electricity Market Reform delivery body via 1 year and 15 year capacity market contracts.

ESS Projects in which the Company invests may diversify their revenue sources further by collaborating with renewable generators or large users of power in close proximity to an ESS Project, or providing availability based services to restore electric power stations or part of electric grids to operation. In such circumstances, the proportion of revenues coming from electricity sales may materially increase from that indicated above. From 2019, ESS Projects in which the Company may invest may also be able to enter into FFR contracts with Distribution System Operators ("**DSO**") and provide reactive power services to the National Grid the timing of which is according to the current emerging DSO model.

Fourth, the Company aims to achieve diversification within the Portfolio through the use of a range of third party providers, insofar as appropriate, in respect of each energy storage project such as developers, EPC contractors, battery manufacturers and landlords.

Finally, each ESS Project internally mitigates operational risk because each ESS Project will contain a battery system with a number of battery modules in each stack, each of which is independent and can be replaced separately, thereby reducing the impact on the project as a whole of the failure of one or more battery modules.

2.2 Asset sourcing

The Company intends to invest in the Seed Portfolio immediately after Admission and has identified the Exclusivity Portfolio in which the Company may invest, subject to completion of adequate due diligence and contract. Further information on this is provided in Part 9 (Seed Portfolio and Exclusivity Portfolio) of the Prospectus.

2.3 Other investment restrictions

The Company will generally invest in ESS Projects where construction is substantially completed and at such a point that the ESS Project is capable of commercial operations. As a minimum, all ESS Projects will need to have in place a completed lease on satisfactory terms in relation to the land where that ESS Project is situated and an executed grid connection agreement and a certificate confirming completion of commissioning tests ("**G59 Certificate**").

The Company may also provide loan finance to ESS Projects prior to acquisition so that the ESS Projects can acquire equipment prior to construction, provided that no more than 15 per cent. of Gross Asset Value (calculated at the time that finance is provided based on the latest available valuations) may be exposed in aggregate to any such investments.

The Company does not intend to invest in listed closed-ended investment funds or in any other investment fund (other than, potentially, in money market funds as cash equivalents) and in any event shall not invest any more than 15 per cent. of its total assets in listed closed-ended investment funds or in any other investment fund.

2.4 Investment in Developers

The Company may invest in one or more Developers of ESS Projects through equity issued by the relevant Developer, provided that investment in Developers (calculated at the time of investment) shall be capped at £1 million in aggregate.

2.5 Cash management

Uninvested cash or surplus capital may be invested on a temporary basis in:

- cash or cash equivalents, money market instruments, money market funds, bonds, commercial paper or other debt obligations with banks or other counterparties having a "single A" or higher credit rating as determined by any internationally recognised rating agency selected by the Board which, may or may not be registered in the EU; and
- any UK "government and public securities" as defined for the purposes of the FCA Rules.

2.6 Leverage and derivatives

The Company does intend to assess its ability to raise debt and is expected to introduce leverage (at the Company level and/or the ESS Project Company level) once sufficient assets have been acquired and to the extent funding is available on acceptable terms. In addition, it may from time to time use borrowing for short-term liquidity purposes which could be achieved through a loan facility or other types of collateralised borrowing instruments. The Company is permitted to provide security to lenders in order to borrow money, which may be by way of mortgages, charges or other security interests or by way of outright transfer of title to the Company's assets. The Directors will restrict borrowing to an amount not exceeding 50 per cent. of the Company's Net Asset Value at the time of drawdown. There will be no cross collateralization between the Projects.

Derivatives may be used for currency, interest rate and power price hedging purposes as set out below and for efficient portfolio management. However, the Directors do not anticipate that extensive use of derivatives will be necessary.

2.7 Efficient portfolio management

Efficient portfolio management techniques may be employed by the Company, and this may include (as relevant) currency hedging, interest rate hedging and power price hedging.

3. Proposed amendments to the investment policy

The Board recommends that the Company adopts a new investment policy. The changes to the existing investment policy proposed to be made by Resolution 11 as an Ordinary Resolution at the Annual General Meeting are shown marked-up to the existing investment policy as follows:

The Company will invest in a diversified portfolio of utility scale energy storage systems, which utilise batteries and may also utilise generators. The ESS Projects comprising the Portfolio will be located in diverse locations across Great Britain, the Republic of Ireland and Northern Ireland.

Individual projects will be held within special purpose vehicles into which the Company will invest through equity and/or debt instruments. It is intended that each ESS Project Company will hold one ESS pProject but an ESS Project Company may own more than one ESS pProject. The Company will typically seek legal and operational control through direct or indirect stakes of up to 100 per cent. in such ESS Project Companies, but may participate in joint ventures or co-investments, including, without limitation with other investors or entities managed, operated or advised by the Gresham House Group, where this approach enables the Company to gain exposure to assets within the Company's investment policy, the like of which the Company would not otherwise be able to acquire on a wholly-owned basis. In such circumstances the Company will seek to secure its shareholder rights through protective provisions in shareholders' agreements, co-investment agreements and other transactional documents.

3.1 Asset type and diversification

The Company currently intends to invest primarily in ESS Projects using lithium-ion battery technology as such technology is considered by the Company to offer the best risk/return profile. However, the Company is adaptable as to which energy storage technology is used by the projects in which it invests and will monitor projects and may invest in projects with alternative battery technologies such as sodium and zinc derived technologies, or other forms of energy storage technology (such as flow batteries/machines and compressed air technologies), and will consider such investments (including combinations thereof), where they meet the Company's investment objective and policy.

The Company also intends to invest in ESS Projects which use gas generators or diesel or dual-fuel diesel-and-gas reciprocating generators on projects which have a "net export" connection. These are likely to be generators in the range of 0.5 to 10MW per generator.

The Company intends to invest with a view to holding assets until the end of their useful life. ESS Projects may also be disposed of, or otherwise realised, where the Manager determines in its discretion that such realisation is in the interests of the Company. Such circumstances may include (without limitation) disposals for the purposes of realising or preserving value, or of realising cash resources for reinvestment or otherwise.

The Company intends that the ESS Projects in which it invests will primarily generate revenue from in front of meter services, but may also provide behind-the-meter services.

ESS Projects will be selected with a view to achieving appropriate diversification in respect of the Portfolio.

First, diversification will be sought by geographical location of the ESS Projects in which the Company invests across Great Britain, the Republic of Ireland and Northern Ireland, provided that no more than 10 per cent. of Gross Asset Value (calculated at the time of investment) may be invested in the Republic of Ireland and Northern Ireland.

Second, it is the Company's intention that ~~from the end of the Initial Investment Period, when at the point at which~~ any new investment is made, no single project (or interest in any project) will have an acquisition price (or, if an additional investment in an existing investment is being acquired, the combined value of the Company's existing investment and the additional interest acquired shall not be) greater than 20 per cent. of Gross Asset Value (calculated at the time of investment). However, in order to retain flexibility, the Company will be permitted to invest in a single project (or interest in a project) that has an acquisition price of up to a maximum of 30 per cent. of Gross Asset Value (calculated at the time of acquisition). The Company will also, ~~from the end of the Initial Investment Period,~~ target a diversified exposure with the aim of holding interests in not less than five separate projects at any one time.

Third, the Company intends to achieve diversification by securing multiple and varied revenue sources throughout the Portfolio by investing in ESS Projects which benefit from a number of different income streams with different contract lengths and return profiles through individual ESS Projects, as well as by enabling the ESS Projects in which the Company invests to take advantage of a number of different revenue sources. ~~Initially, it~~ is intended that the main revenue sources will be:

In Great Britain:

- Firm Frequency Response – the Company intends to invest in ESS Projects that generate ~~FFR frequency response~~ revenues including from FFR contracts through which the Company and/or its subsidiaries will provide, on a firm basis, dynamic or non-dynamic response services to changes in frequency, to help balance the grid and avoid power outages ~~to, initially, be entered into by Noriker with the National Grid and its subsidiaries~~. It is anticipated that Noriker or third parties may provide electricity trading services to Projects on a commercial basis for an arm's-length fee.
- Asset optimisation – the Company intends to invest in ESS Projects that generate revenues from importing and exporting, or generating and exporting in the case of an ESS Projects including generators, power in the wholesale market and the National Grid-administered Balancing Mechanism.
- Capacity market – the Company intends to invest in ESS Projects that generate revenues by access to the benefit of contracts, or through entering into new contracts, to provide back-up capacity power to the Electricity Market Reform delivery body via 1 year and 15 year capacity market contracts.
- Triads and other ~~National Grid~~ system operator-related income – the Company intends to invest in ESS Projects that generate revenues from the three half-hour periods of highest system demand on the Great Britain electricity transmission system between November and February each year, separated by at least ten clear days and other ~~National Grid~~ system operator-related income including Generator Distribution Use of System, through which benefits are paid by DNOs to suppliers, which are passed through to electricity generators in their power purchase agreements and the National Grid's Balancing Use of System ("BSUoS"), which recovers costs through charges levied on electricity generators and suppliers. In addition, the balancing system produces small half-hourly residual cashflows that are generally negative (a disbenefit to distributed generators) but can be positive (a benefit) and are allocated to suppliers in the same way as BSUoS charges.
- ~~Capacity market – the Company intends to invest in ESS Projects that generate revenues by access to the benefit of contracts, or through entering into new contracts, to provide back-up capacity power to the Electricity Market Reform delivery body via 1 year and 15 year capacity market contracts.~~

In the Republic of Ireland and Northern Ireland:

- the key source of revenue for storage is through DS3 System Services contracts - both volume uncapped and volume capped. If successful in a procurement exercise for a volume uncapped contract, a service provider is paid a regulated tariff approved by the relevant regulatory authorities. Some fast responding battery energy storage projects were awarded volume capped contracts (with a fixed term of six years) in the 2019 auction. Revenue may also be possible through the Capacity Payment Mechanism (which involves an auction for capacity revenues) or wholesale trading revenues.

ESS Projects in which the Company invests may diversify their revenue sources further by collaborating with renewable generators or large users of power in close proximity to an ESS Project, or providing availability based services to restore electric power stations or parts of electric grids to operation. In such circumstances, the proportion of revenues coming from electricity sales may materially increase from that indicated above. ~~From 2019,~~ ESS Projects in which the Company may invest in Great Britain may also be able to enter into FFR contracts with Distribution System Operators ("DSO") and provide reactive power services to the National Grid the timing of which is according to the current emerging-evolving DSO model.

Fourth, the Company aims to achieve diversification within the Portfolio through the use of a range of third party providers, insofar as appropriate, in respect of each energy storage project such as developers, EPC contractors, battery manufacturers and landlords.

Finally, each ESS Project internally mitigates operational risk because each ESS Project will contain a battery system with a number of battery modules in each stack, each of which is independent and can be replaced separately, thereby reducing the impact on the ESS pProject as a whole of the failure of one or more battery modules.

~~3.2 Asset sourcing~~

~~The Company intends to invest in the Seed Portfolio immediately after Admission and has identified the Exclusivity Portfolio in which the Company may invest, subject to completion of adequate due diligence and contract. Further information on this is provided in Part 9 (Seed Portfolio and Exclusivity Portfolio) of the Prospectus.~~

~~3.3 Other investment restrictions~~

The Company will generally invest in ESS Projects where construction is substantially completed and at such a point that the ESS Project is capable of commercial operations. As a minimum, all ESS Projects will need to have in place a completed lease on satisfactory terms in relation to the land where that ESS Project is situated, ~~and~~ an executed grid connection agreement and ~~a certificate confirming completion of relevant commissioning tests (in Great Britain, this requires a "G59 Certificate" or a G99 Certificate confirming commissioning completion).~~

The Company may also provide loan finance to ESS Projects prior to acquisition so that the ESS Projects can acquire equipment prior to construction, provided that no more than 15 per cent. of Gross Asset Value (calculated at the time that finance is provided based on the latest available valuations) may be exposed in aggregate to any such investments.

The Company does not intend to invest in listed closed-ended investment funds or in any other investment fund (other than, potentially, in money market funds as cash equivalents) and in any event shall not invest any more than 15 per cent. of its total assets in listed closed-ended investment funds or in any other investment fund.

~~3.4-3 Investment in Developers~~

The Company may invest in one or more Developers of ESS Projects through equity issued by the relevant Developer, provided that investment in Developers (calculated at the time of investment) shall be capped at £1 million in aggregate.

~~3.5-4 Cash management~~

Uninvested cash or surplus capital may be invested on a temporary basis in:

- cash or cash equivalents, money market instruments, money market funds, bonds, commercial paper or other debt obligations with banks or other counterparties having a “single A” or higher credit rating as determined by any internationally recognised rating agency selected by the Board which, may or may not be registered in the EU; and
- any UK “government and public securities” as defined for the purposes of the FCA Rules.

3.6-5 Leverage and derivatives

The Company does intend to assess its ability to raise debt and is expected to introduce leverage (at the Company level and/or the level of one or more ESS Project Companies, such leverage to be introduced directly or through one or more SPVs-level) once sufficient assets have been acquired and to the extent funding is available on acceptable terms. In addition, it may from time to time use borrowing for short-term liquidity purposes which could be achieved through a loan facility or other types of collateralised borrowing instruments. The Company is permitted to provide security to lenders in order to borrow money, which may be by way of mortgages, charges or other security interests or by way of outright transfer of title to the Company’s assets. The Directors will restrict borrowing to an amount not exceeding 50 per cent. of the Company’s Net Asset Value at the time of drawdown. There will be no cross collateralization between the ESS Projects.

Derivatives may be used for currency, interest rate and power price hedging purposes as set out below and for efficient portfolio management. However, the Directors do not anticipate that extensive use of derivatives will be necessary.

3.7-6 Efficient portfolio management

Efficient portfolio management techniques may be employed by the Company, and this may include (as relevant) currency hedging, interest rate hedging and power price hedging.

4. Risk factors

The Directors consider that the following material risk factors should be taken into account by Shareholders when assessing whether to vote in favour of the proposed change to the Company’s investment policy:

Risks of investing in projects with DS3 standard contracts in ROI and Northern Ireland and risks of significant changes within procurement

An element of revenue for storage projects in ROI and Northern Ireland is the volume uncapped under the DS3 standard contract. Under the volume uncapped procurement route, the Transmission System Operators (“TSOs”), EirGrid and SONI, contract for system services with eligible providers following conclusion of a procurement exercise, and these service providers are paid a regulated tariff approved by the regulatory authorities. The annual budget cap for DS3 spend is €235 million. Under the standard contract, the service providers have the flexibility to tailor the service specification to suit the asset’s capability. Additionally, the standard contract is a five year contract expiring in April 2023; and the TSOs retain a right to terminate the contract for convenience on 12 months’ notice or extend it for up to 36 months. Estimated financial returns for projects targeting the DS3 standard contract procurement in ROI and Northern Ireland are dependent on, among other factors, its commercial operation date (including grid connection date), the uncapped market tariffs and market conditions. Investment decisions in relation to opportunities in ROI and Northern Ireland will be based on price forecast and market expectations for the uncapped market, but the Company cannot guarantee that the uncapped market conditions and price will remain stable after such decisions are taken.

Risks related to the volume capped outcome in ROI and Northern Ireland

The Company intends to invest in projects that have secured volume capped contracts; however, even if the Company invests in a storage project which has secured such a contract, it may not be able to secure attractive terms at the time of renewal of such contracts and consequently may not be able to use the energy storage systems at their maximum capacity and capabilities, including between contracts. Projects in ROI and Northern Ireland may also rely on revenues

from “Delivery Secure Sustainable Electricity System” Programme as well as the Irish Capacity Remuneration Mechanism and wholesale revenues.

Risks relating to a “no deal” Brexit

The UK Government, Ofgem and Irish regulators have published guidance to the markets to provide a steer on the potential outcome of a “no deal” Brexit, which is considered to be the most disruptive to electricity markets. In such a scenario the electricity interconnectors between Great Britain and the continent, Great Britain and ROI and Northern Ireland and ROI single electricity market (I-SEM operation), may face serious operational challenge and cause disruption in the electricity market. Brexit may also increase the regulatory compliance burden on the Company. This could restrict the Company’s future activities and thereby negatively affect returns.

Currency Risk

As a result of the proposed change in the Investment Policy, the Company may invest in projects in ROI meaning that funds of the Company may be invested in assets or projects which are denominated in Euros. Accordingly, the value of such assets or projects and the income received from them may be affected favourably or unfavourably by fluctuations in currency rates. The Company may, in its discretion, hedge its currency exposure under any specific project contract between Sterling and Euros for a short period. There can be no assurances or guarantees that the Company will successfully hedge against such risks or that adequate hedging arrangements will be available on an economically viable basis, and in some cases, hedging arrangements may result in additional costs being incurred or losses being greater than if hedging had not been used.

ROI Taxation Risk

As a result of completing an investment in ROI, the Company and its subsidiaries may be subject to taxation under the tax rules of ROI, including by way of withholding of tax from interest and other income receipts. Although the Company will endeavour to minimise any such taxes, this may affect the levels of returns to Shareholders.

GRESHAM HOUSE ENERGY STORAGE FUND PLC

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Gresham House Energy Storage Fund PLC (the “**Company**”) will be held at 10 a.m. on Tuesday, 30 June 2020 to transact the business set out in the resolutions below.

Resolutions

Resolutions 1 to 13 (inclusive) will be proposed as Ordinary Resolutions which require more than 50% of the votes cast to be in favour in order for the resolutions to be passed. Resolutions 14 to 17 will be proposed as Special Resolutions which require at least 75% 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 report and financial statements for the financial period ended 31 December 2019 with the directors' report and auditor's report included in those financial statements.
2. To approve and adopt the directors' remuneration report (excluding the directors' remuneration policy, set out on page 41 of the directors' remuneration report), as set out on pages 41 and 42 of the Company's annual report and financial statements for the financial period ended 31 December 2019.
3. To approve and adopt the directors' remuneration policy, as set out on page 41 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 John Leggate as a director of the Company.
6. To re-elect Duncan Neale as a director of the Company.
7. To re-elect Cathy Pitt as a director of the Company.
8. To re-elect David Stevenson as a director of the Company.
9. To appoint BDO 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 board of directors of the Company from time to time (the “**Directors**”) to determine the auditor's remuneration.

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

11. THAT, the investment policy of the Company be amended as described in the circular accompanying this Notice of Annual General Meeting, a copy of which will be signed for the purpose of identification by the Chair of the meeting, so that the investment policy, as so amended, be and is hereby approved with immediate effect as the Company's investment policy in substitution for and to the exclusion of the existing investment policy.
12. THAT, in accordance with section 551 of the Companies Act 2006 (the “**Companies Act**”), the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot “**relevant securities**” (within the meaning of section 551 of the Companies Act) up to an aggregate nominal amount of £234,270.65, being 10% of the issued share capital as at 4 June 2020, and representing 23,427,065 ordinary shares of £0.01 each in the Company (“**Ordinary Shares**”), with such authority to:

Gresham House Energy Storage Fund PLC
Annual General Meeting

- a) expire on 30 September 2021 or, if earlier, the date of the next annual general meeting 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 relevant securities to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell relevant securities from treasury in pursuance of such an offer or agreement as if such power had not expired; and
 - b) revoke and replace all existing but unexercised authorities granted to the Directors to allot relevant securities but without prejudice to any allotment of relevant securities or grant of rights already made, offered or agreed to be made pursuant to such authorities.
13. THAT, subject to the passing of resolution 12, in accordance with section 551 of the Companies Act, the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to an aggregate nominal amount of £234,270.65, being 10% of the issued share capital as at 4 June 2020, and representing 23,427,065 Ordinary Shares with such authority to:
- a) be in addition to the authority granted pursuant to resolution 12 above;
 - b) expire on 30 September 2021 or, if earlier, the date of the next annual general meeting 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 relevant securities to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell relevant securities from treasury in pursuance of such an offer or agreement as if such power had not expired.
14. THAT, subject to the passing of resolution 12, the Directors be generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the Companies Act) for cash pursuant to the authority conferred by resolution 12 and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561(1) of the Companies Act did not apply to any such allotment or sale, provided that this power shall:
- a) be limited to the allotment or sale of equity securities up to an aggregate nominal amount of £234,270.65 (being 10% of the issued share capital of the Company as at 4 June 2020 and representing 23,427,065 ordinary shares of £0.01 each in the Company); and
 - b) expire on 30 September 2021 or, if earlier, at the conclusion of the next annual general meeting 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 equity securities 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.
15. THAT, subject to the passing of resolutions 12, 13 and 14, 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 resolution 13 and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561(1) of the Companies Act did not apply to any such allotment or sale, provided that this power shall:
- a) be in addition to the power granted pursuant to resolution 14 above;
 - b) be limited to the allotment or sale of equity securities up to an aggregate nominal amount of £234,270.65 (being 10% of the issued share capital of the Company as at 4 June 2020 and representing 23,427,065 ordinary shares of £0.01 each in the Company); and
 - c) expire on 30 September 2021 or, if earlier, at the conclusion of the next annual general meeting 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 equity securities 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.

16. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act to make one or more 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 (either for retention as treasury shares for future reissue, resale, transfer or cancellation), provided that:

- a) the maximum aggregate number of Ordinary Shares that may be purchased is 35,117,170;
- 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% of the average of the middle market quotations for an Ordinary Share in the Company for the five business days immediately preceding the day on which that Ordinary Share is purchased; and
 - ii) the higher of:
 - a. the price of the last independent trade of an ordinary share on the Specialist Fund Segment of the London Stock Exchange; and
 - b. the highest current independent bid for an ordinary share on the Specialist Fund Segment of the London Stock Exchange; and
- d) the authority shall expire on 30 September 2021 or, if earlier, at the conclusion of the Company's next annual general meeting, unless such authority is renewed, varied or revoked prior to that time and 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.

17. 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 on 30 September 2021 or, if earlier, at the conclusion of the Company's next annual general meeting.

By order of the Board

William Cameron

for and on behalf of JTC (UK) Limited
As Company Secretary for
Gresham House Energy Storage Fund PLC
Date: 5 June 2020

Registered Office:

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

Notes to the Notice of Annual General Meeting

1. Entitlement to attend and vote

1.1. Members registered in the Company's register of members at:

- Close of business on Friday, 26 June 2020; or
- if the meeting is adjourned, the time which is 48 hours before the time fixed for the adjourned meeting (not counting any part of a day that is not a Business Day),

shall be entitled to vote at the meeting by appointing the Chair as their proxy. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.

1.2. In the case of joint holders, the vote of the senior holder who tenders a vote whether attending virtually or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

1.3. As explained in the Chair's letter, there is no place of meeting and members cannot attend the AGM in person.

2. Website giving information regarding the meeting

2.1. Information regarding the meeting, including the information required by section 311A of the Companies Act, can be found on the Shareholder information section of the Company's website at <https://greshamhouse.com/real-assets/new-energy/gresham-house-energy-storage-fund-plc/>.

2.2. The Company's Articles of Association allow the use of electronic communications with members as the default position, by placing documents such as its annual report on the Company website rather than having to send it in hard copy. The Company will notify Shareholders, by post or by email if they have provided an email address, that a document is available on the website. Members are entitled, however, to request a hard copy document at any time.

3. Attending in person

3.1. Given the social distancing measures currently in force and in light of the latest published government guidance and the provisions of the Bill, there is no place of meeting and you cannot attend the AGM in person.

3.2. However, the Company is monitoring the situation closely and will provide updates on the website should this position and Government advice and legislation change.

4. Appointment of proxies

4.1. A member entitled to attend and vote at the meeting convened by the above Notice of AGM is entitled to appoint one or more proxies to exercise all or any of the rights of the members to attend and speak and vote in his/her place. If a member wishes to appoint more than one proxy and so requires additional proxy forms, the member 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.

4.2. To appoint a proxy, you may photocopy the form of proxy enclosed with this Notice of AGM. 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

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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 a.m. on Friday, 26 June 2020.

- 4.3. A vote withheld is not a vote in law, which means the vote will not be counted in the calculation of votes for or against the resolutions. If no voting indication is given, a proxy may vote or abstain from voting at his/her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter put before the meeting.
- 4.4. Members who wish to revoke or change their proxy instructions should submit a new proxy appointment using the methods set out above. Note that any amended proxy appointment or revocation received after the relevant cut-off time for receipt of proxy appointments (see above) may be disregarded.
- 4.5. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 4.6. If a quorum is not present within 15 minutes from the time appointed for the commencement of the meeting, the meeting will be adjourned to 10 a.m. on Tuesday, 14 July 2020.
- 4.7. Any person receiving a copy of this Notice of AGM as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "**Nominated Person**") should note that the provisions in Notes concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only members have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting.
- 4.8. Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter).
- 4.9. The only exception to this is where the Company expressly requests a response from a Nominated Person.
- 4.10. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only members registered in the register of members of the Company by close of business two days (excluding non-working days) prior to the time fixed for the meeting shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their name at such time. If the meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is close of business two days prior to the time of the adjournment. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 4.11. Given current circumstances, it is recommended that the Chair of the meeting should be appointed as your proxy.
- 4.12. If the Chair, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chair, result in the Chair holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chair will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent. or

more of the voting rights in the Company who grants the Chair a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.

5. Appointment of proxies through CREST

- 5.1. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual which can be viewed at www.euroclear.com/CREST. 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 provider(s), who will be able to take the appropriate action on their behalf. 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's 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 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 (CREST ID) by not later than 10 a.m. on Friday, 26 June 2020. 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
- 5.2. 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 messages. 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 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 service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
- 5.3. 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.

6. Corporate representatives

- 6.1. Although a corporation which is a member is entitled under the Companies Act and the Company's Articles of Association to 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, members should note that there is no place of meeting and corporate representative cannot attend the AGM.

7. Issued shares and total voting rights

- 7.1. As at close of business on 4 June 2020, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 234,270,650 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 4 June 2020 is 234,270,650. No Ordinary Shares are held in treasury.
- 7.2. The Company's website will include information on the number of shares and voting rights.

8. Questions at the meeting

- 8.1. This year, the Company will not be taking any questions at the AGM. Instead, members are invited to submit their questions to GHEnergyStorageCoSec@jtcgroup.com. To the extent that it is appropriate to do so, we will respond to any questions received in a Q&A which will be posted on our website, in advance of the AGM. Please note all questions should be submitted by 10:00 a.m. on Wednesday, 24 June 2020.

9. Statements pursuant to section 527 of the Companies Act

- 9.1. Under section 527 of the Companies Act, members 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 members 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.

10. Members' power to require circulation of resolutions for AGMs

- 10.1. Members representing 5% 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:
- 10.1.1. 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
 - 10.1.2. 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.

11. Documents on display

- 11.1. Copies of the letters of appointment of the non-executive directors' and the Company's articles of association are available for inspection on request to the Company Secretary by sending an email to GHEnergyStorageCoSec@jtcgroup.com from at least 15 minutes prior to the meeting until the end of the meeting.

12. Communication

- 12.1. Except as provided above, members 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.
- 12.2. You may not use any electronic address provided in this Notice of AGM, or in any related documents for communicating with the Company for the purposes other than those expressly stated.