

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your Ordinary Shares or Depositary Interests, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain these documents and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected as to the actions you should take.

SIMEC Atlantis Energy Limited

("SIMEC Atlantis" or the "Company")

(Incorporated in the Republic of Singapore with registered number 200517551R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

to be held on 9 December 2021 at 11 a.m.

at the offices of Investec Bank plc, 30 Gresham Street, London, United Kingdom, EC2V 7QP

Notice convening an Extraordinary General Meeting, to be held at the offices of Investec Bank plc, 30 Gresham Street, London, United Kingdom, EC2V 7QP at 11 a.m. on 9 December 2021, is set out on page 7 of this document. Enclosed with this document is a Form of Proxy (for holders of Ordinary Shares) and a Form of Direction (for holders of Depositary Interests) for use in connection with the Extraordinary General Meeting.

Shareholders and holders of Depositary Interests are requested to complete and return the Form of Proxy or Form of Direction, as appropriate.

To be valid, the Form of Proxy should be completed and signed in accordance with the instructions printed on it and returned to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (by post) as soon as possible and in any event no later than 11 a.m. on 7 December 2021.

Holders of Depositary Interests wishing to vote on the Resolutions to be proposed at the Extraordinary General Meeting are required to instruct Link Market Services Trustees Limited, the Depositary, to vote on their behalf, by proxy, in accordance with the enclosed Form of Direction. The completed and signed Form of Direction must be received by Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (by post) as soon as possible and in any event so as to arrive no later than 11 a.m. on 6 December 2021. Alternatively, Depositary Interest holders may instruct the Depositary how to vote by utilising the CREST electronic voting service as explained on page 10 of this document.

In addition, Shareholders or holders of Depositary Interests may appoint a proxy online at <https://www.signalshares.com> as explained in the notes to the Notice of Extraordinary General Meeting.

All times referred to in this document are, unless otherwise stated, references to London time.

SIMEC ATLANTIS ENERGY LIMITED

("SIMEC Atlantis" or the "Company")

(Incorporated in the Republic of Singapore with registered number 200517551R)

Registered Office:
21 Merchant Road
#04-01 Royal Merukh S.E.A
Singapore 058267

24 November 2021

To the Shareholders and holders of Depositary Interests of SIMEC Atlantis Energy Limited

Notice of Extraordinary General Meeting

Dear Shareholder,

1. INTRODUCTION

I am writing to you with details of an Extraordinary General Meeting of SIMEC Atlantis to be held on 9 December 2021 at which Shareholder approval will be sought for:

- (a) the appointment of Moore Stephens LLP ("**Moore Stephens**") as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at which the audited financial statements are laid, together with authority to set its remuneration; and
- (b) authority to allot and issue up to 40,000,000 Ordinary Shares on a non-pre-emptive basis to satisfy the Company's obligations pursuant to or in connection with the Share Placement Agreement and Warrant Instrument with New Technology Capital Group, LLC (the "**Investor**").

In light of the COVID-19 outbreak and the need to protect the health and wellbeing of Shareholders and employees, the Extraordinary General Meeting will take place as a closed meeting and Shareholders and advisors will not be able to attend in person. The Company will make arrangements so that a minimum quorum of shareholders is present and the legal requirements to hold a valid Extraordinary General Meeting are satisfied. If Shareholders wish to access the meeting electronically, a live audio-only stream will be available at <https://link.simecatlantis.com/EGM>. The submission of questions to the Chairman in advance of the meeting, addressing substantial and relevant matters can also be made through the Company's website at "Contact Us".

This letter explains the background to, and reasons for, proposing the Resolutions related to the above Shareholder approvals and sets out the reasons why the Board considers the Resolutions to be in the best interests of Shareholders and why the Board unanimously recommends that Shareholders vote in favour of the Resolutions.

2. APPOINTMENT OF NEW AUDITORS

At the time of publication of the Company's annual report for the year ended 31 December 2020 and as noted in this year's notice of annual general meeting held on 18 August 2021, Ernst & Young LLP ("**EY**") had expressed their desire not to seek reappointment as the Company's external auditor and agreed to stay in office until such time as a replacement auditor was appointed prior to the Company's next annual general meeting.

The Audit Committee has since overseen a process to identify a suitable replacement auditor for the Company and has now recommended the appointment of Moore Stephens as the Company's external auditor, which the Board has approved.

The appointment of Moore Stephens is conditional on the resignation of EY as auditors of the Company, including EY obtaining approval from the Accounting and Regulatory Authority of Singapore ("**ACRA**") to resign. As required pursuant to section 205AB(1) of the Singapore Companies Act, EY submitted its application to ACRA on 18 November 2021 to obtain ACRA's consent for EY to resign as auditors of the Company. EY also issued a letter to the Company on 19 November 2021, specifying that it will resign as auditors of the Company following receipt of ACRA's approval and the passing of Resolutions 1 and 2 at the Extraordinary General Meeting. This letter was also accompanied with a written statement setting out EY's reasons for resigning, that is, the Company is seeking to replace EY as its auditors to obtain a fresh perspective from another audit firm and to streamline its operational cost. A copy of the written statement from EY accompanies this document. The Company shall make an announcement when EY has received ACRA's consent via a Regulatory Information Service and on the Company's website (www.simecatlantis.com). Subject to obtaining ACRA's approval and the passing of the relevant Resolutions at the Extraordinary General Meeting, the resignation of EY will take effect on the later of: (i) the day on which ACRA notifies EY and the Company of ACRA's consent to the resignation; (ii) the day fixed by ACRA; or (iii) day specified by EY in its notice of resignation (if any).

Shareholders are therefore being asked to approve Resolutions 1 and 2 which will, if passed, result in the appointment of Moore Stephens as the Company's external auditors for the period specified and authorise the Directors to set their remuneration, subject to EY resigning and obtaining ACRA's approval to resign.

3. SHARE PLACEMENT AGREEMENT AND WARRANT INSTRUMENT

The Company is also seeking Shareholder approval for authority to allot and issue up to 40,000,000 Ordinary Shares on a non-pre-emptive basis pursuant to or in connection with the Share Placement Agreement and Warrant Instrument.

On 16 December 2020, the Company announced that it had entered into the Share Placement Agreement with the Investor for the issuance of new Ordinary Shares in the Company to raise up to £12,000,000.

Pursuant to the Share Placement Agreement, the Investor made an initial investment of £2,000,000 on 17 December 2020 and a further investment of £2,000,000 on 18 March 2021, in each case, by way of a prepayment for new Ordinary Shares with an aggregate subscription amount of £4,180,000 in the Company. The proceeds have been used to allow the Company to take advantage of investment opportunities arising over the course of this year across the Company's tidal energy, waste to energy, hydro and sustainable infrastructure project portfolio.

At the time of the initial investment on 17 December 2020, the Company issued the Investor 947,368 new Ordinary Shares in satisfaction of a commencement fee due to the Investor and 1,800,000 new Ordinary Shares for an aggregate subscription price of a nominal amount, to be applied against the new Ordinary Shares to be issued in the investments, in each case, with admission effective on 22 December 2020. The Company also issued the Investor 1,900,000 Warrants pursuant to the Warrant Instrument on 17 December 2020 with an exercise period of 36 months from the date of issue with an entitlement to subscribe for one new Ordinary Share at an exercise price of £0.30371.

Following the initial investment, the Company has since issued an aggregate of 98,256,543 Ordinary Shares to the Investor in satisfaction of £3,839,000 prepaid by the Investor as part of its investments in the Company.

On 28 September 2021, the Company then terminated the Share Placement Agreement and no further funds will be drawn down pursuant to the agreement.

The balance of funds due to the Investor under the Share Placement Agreement is however £341,000, which the Board proposes to continue to settle (along with any Ordinary Shares subscribed for as a result of exercise of the Warrants) through the issuance of new Ordinary Shares but, in the absence of having the requisite authorities to do so, the Company would otherwise be required to cash settle such amounts. To this end, the Company's existing authorities to allot and issue Equity Securities (as defined in the Company's Constitution and which includes its Ordinary Shares) are not currently sufficient to allow the Company to allot and issue Ordinary Shares to settle fully the balance of the funds due to the Investor under the Share Placement Agreement, together with the exercise of the Warrants.

Accordingly, the Board is seeking Shareholder approval to allot and issue up to 40,000,000 new Ordinary Shares on a non-pre-emptive basis for the purposes of satisfying any settlement requests and any exercise of the Warrants by the Investor for Ordinary Shares under the Share Placement Agreement and Warrant Instrument. Such shares, if authority is granted for their allotment and issuance, would represent 5.7 per cent. of the issued share capital of the Company (as at the latest practicable date prior to the publication of this document) and the authority, if granted, is only intended to be used by the Company for the aforementioned purposes of satisfying any settlement requests and any exercise of the Warrants pursuant to or in connection with the Share Placement Agreement and Warrant Instrument.

Shareholders are reminded that, under Section 161 of the Singapore Companies Act and Regulation 3.2 of the Company's Constitution, the Directors may only allot and issue Equity Securities (which includes the Company's Ordinary Shares) with the authority of the Shareholders in a general meeting. As such, Shareholders are therefore being asked to approve Resolution 3 which will, if passed, will give the Directors authority to allot and issue up to 40,000,000 new Ordinary Shares for the purpose described above.

Shareholders are also reminded that Regulation 6 of the Company's Constitution generally prevents the issue of Equity Securities (other than pursuant to an employee share option scheme), which are not first offered to the existing Shareholders in proportion to the number of Ordinary Shares held by them at the time of the offer. In order for the Directors to allot and issue new Ordinary Shares for cash pursuant to or in connection with the Share Placement Agreement and Warrant Instrument free of the pre-emption rights, such pre-emption rights must be disapplied. As such, Shareholders are therefore also being asked to approve Resolution 4 which will, if passed, give the Directors authority to allot and issue the new Ordinary Shares pursuant to or in connection with the Share Placement Agreement and Warrant Instrument without first being required to offer them to existing Shareholders. Resolution 4 will become effective only if Resolution 3 is passed.

The authorities and powers conferred by Resolutions 3 and 4 are supplementary to and in addition to (and do not replace) the existing authorities granted at the Company's annual general meeting held on 18 August 2021. The Company is also seeking the authorities notwithstanding any expiry of the authority period under Section 161 of the Singapore Companies Act and the Company's Constitution, which specify that an Ordinary Resolution to issue shares typically expires at the conclusion of the next annual general meeting of the Company following the passing of the Ordinary Resolution, or the date by which such annual general meeting is required by law to be held, whichever is the earlier (unless revoked or varied by the company in general meeting) (the "**Authority Period**"). Section 161(4) of the Singapore Companies Act and the Company's Constitution permits Directors to issue shares notwithstanding the expiry of the Authority Period if the shares issued in pursuance of an offer, agreement or option made or granted by them while the approval is in force and they were authorised to make or grant an offer, agreement or an offer, agreement or option which would or might require shares to be issued after the expiration of the Authority Period, which is the case in this instance as the new Ordinary Shares are expected to be allotted and issued for the purposes of satisfying any settlement requests and any exercise of the Warrants under the Share Placement Agreement and Warrant Instrument. The new Ordinary Shares may therefore be allotted and issued for such purposes either before or after expiration of the Authority Period (i.e. the next annual general meeting of the Company unless otherwise revoked or varied by the Company at such meeting).

4. EXTRAORDINARY GENERAL MEETING

A notice convening the Extraordinary General Meeting of the Company to be held at 11 a.m. on 9 December 2021 at the offices of Investec Bank plc, 30 Gresham Street, London, United Kingdom, EC2V 7QP is set out on page 7 of this document. The purpose of the Extraordinary General Meeting is to consider and, if thought fit, pass the Resolutions as set out in full in the Notice of Extraordinary General Meeting.

Resolution 1 is an Ordinary Resolution that proposes the appointment of Moore Stephens as the Company's auditor to hold office from the effective date of resignation by EY until the conclusion of the next annual general meeting at which the audited financial statements are laid before the Company, subject to the consent from ACRA to the resignation of EY as existing auditors of the Company.

Resolution 2 is also an Ordinary Resolution authorising the Board to set the remuneration of Moore Stephens.

Resolution 3 is an Ordinary Resolution authorising, in addition to (and not in replacement of) all existing authorities, the directors to allot and issue Equity Securities in the Company of up to 40,000,000 Ordinary Shares pursuant to or in connection with the Share Placement Agreement and Warrant Instrument, representing approximately 5.7 per cent. of the existing issued share capital of the Company, notwithstanding the expiry of the Authority Period.

Resolution 4 is also an Ordinary Resolution authorising, in addition to (and not in replacement of) all existing authorities, the Directors to allot and issue Ordinary Shares in the Company for cash pursuant to or in connection with the Share Placement Agreement and Warrant Instrument under the authority bestowed by Resolution 3 above as if the pre-emption provisions set out in Regulation 6 of the Company's Constitution did not apply to such allotment and issuance.

To be passed, each Resolution requires more than 50 per cent of the votes cast to be voted in favour of the Resolution.

The results of the votes cast at the Extraordinary General meeting will be announced as soon as possible once known via a Regulatory Information Service and on the Company's website (www.simecatlantis.com). It is expected that this will be on 9 December 2021.

5. ACTION TO BE TAKEN IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING

The Board is keen to ensure that you are able to exercise your right to participate in the meeting by voting. Voting on all proposed Resolutions will, once again, be conducted on a poll which reflects shareholders' voting intentions in respect of the shares held and voted tendered. Details of how to submit your proxy vote by post, online or through CREST are set out below and in the notes on page 9. Given the current restrictions on attendance, if Shareholders wish to vote, they should appoint the chair of the meeting as their proxy rather than a named person who will not be permitted to attend the meeting in person.

I would encourage Shareholders and holders of Depositary Interests to exercise their right to vote on the business of the meeting in the following ways:

- Shareholders who hold their shares in certificated form will find enclosed with this document a Form of Proxy. Such Shareholders are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible and in any case so as to be received by Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (by post) as soon as possible and, in any event, **no later than 11 a.m. on 7 December 2021**;
- Holders of Depositary Interests will find enclosed with this document a Form of Direction which may be used to instruct Link Market Services Trustees Limited, the Depositary, how to vote the number of Ordinary Shares in the Company represented by their Depositary

Interests. Holders of Depositary Interests are requested to complete the Form of Direction in accordance with the instructions provided on it and return it as soon as possible and in any case so as to be received by Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (by post) **no later than 11 a.m. on 6 December 2021**. Alternatively, Depositary Interest holders may instruct the Depositary how to vote by utilising the CREST electronic voting service as explained on page 10 of this document; and

- In addition, Shareholders or holders of Depositary Interests may appoint a proxy online at: <https://www.signalshares.com> as explained in the notes to the Notice of Extraordinary General Meeting.

The situation relating to the COVID-19 outbreak is constantly evolving, and the UK and/or Singapore Governments may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the arrangements for the Extraordinary General Meeting (including, without limitation, as to proxy appointments, attendance, venue, format, the business to be considered or timing, as the case may be) will be communicated to members before the meeting through our website (www.simecatlantis.com) and, where appropriate, via the Regulatory News Service. As mentioned above, if Shareholders wish to access the meeting electronically, a live audio-only stream will be available at <https://link.simecatlantis.com/EGM>. The submission of questions to the Chairman in advance of the meeting, addressing substantial and relevant matters can also be made through the Company's website at "Contact Us".

Your Board considers that the Resolutions to be proposed at the Extraordinary General Meeting are in the best interests of the Company and its Shareholders and holders of Depositary Interests as a whole and your Board unanimously recommends that Shareholders and holders of Depositary Interests vote in favour of the Resolutions.

Yours sincerely

Duncan Black
Chairman

SIMEC ATLANTIS ENERGY LIMITED

Notice is hereby given that an Extraordinary General Meeting of SIMEC Atlantis Energy Limited (the "**Company**") will be held at the offices of Investec Bank plc, 30 Gresham Street, London, United Kingdom, EC2V 7QP at 11 a.m. on 9 December 2021 to consider and, if thought fit, pass the following resolutions.

In light of the Covid-19 outbreak and the need to protect the health and wellbeing of shareholders and employees, the Extraordinary General Meeting will take place as a closed meeting and Shareholders will not be able to attend in person. Shareholders are encouraged to vote using the methods set out in the notes.

AS ORDINARY RESOLUTIONS

1. **Appointment of Auditors**

THAT, subject to the consent from the Accounting and Regulatory Authority to the resignation of Ernst & Young LLP ("**EY**") as existing auditors of the Company, Moore Stephens LLP be appointed as auditors of the Company (the "**Auditors**") to hold office from the effective date of resignation by EY until the conclusion of the next annual general meeting of the Company at which the audited financial statements are laid.

2. **Remuneration of Auditors**

THAT the Directors be authorised to set the remuneration of the Auditors.

3. **Authority to allot and issue shares**

THAT, pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore (the "**Singapore Companies Act**") and, subject to the Singapore Companies Act and the Constitution of the Company ("**Constitution**") as may be varied or imposed from time to time, the Directors be and are hereby generally and unconditionally authorised for the purposes of Regulation 3.2 of the Constitution to exercise all the powers of the Company to allot and issue Equity Securities (as defined in the Constitution) up to an aggregate number of 40,000,000 Ordinary Shares (the "**Allotment Amount**") pursuant to or in connection with the Share Placement Agreement and Warrant Instrument (each as defined in the circular to shareholders of the Company dated 24 November 2021 of which the notice convening this Extraordinary General Meeting forms part (the "**Circular**")), commencing on the date of the passing of this ordinary resolution and continuing notwithstanding the expiry of the Authority Period (as defined in the Circular).

4. **Disapplication of pre-emption rights**

THAT, in accordance with Regulation 6 of the Constitution and subject to the passing of Resolution 3, the Directors be and are hereby authorised to allot and issue Equity Securities (as defined in the Constitution), pursuant to the authority conferred by Resolution 3 and Section 161 of the Singapore Companies Act and subject to the Singapore Companies Act and the Constitution as may be varied or imposed from time to time, without first having offered such Equity Securities to existing Shareholders and holders of Depositary Interests, provided that this power shall be limited to the allotment and issuance of Equity Securities on a non pre-emptive basis for cash pursuant to or in connection with the Share Placement Agreement and Warrant Instrument up to an aggregate number of 40,000,000 Ordinary Shares, for a period (unless revoked or varied by the Company in general meeting) commencing on the date of the passing of this ordinary resolution and continuing notwithstanding the expiry of the Authority Period (as defined in the Circular).

By order of the Board

Han Tock Mui Kelly
Company Secretary

Registered Office:
21 Merchant Road
#04-01 Royal Merukh S.E.A
Singapore 058267

Incorporated in the Republic of Singapore with registered number 200517551R.

IMPORTANT NOTES

The following notes explain the general rights of Shareholders and holders of Depositary Interests and the rights to vote at the Extraordinary General Meeting or to appoint someone else to vote on their behalf.

Holders of Ordinary Shares

1. A Shareholder is entitled to vote at the Extraordinary General Meeting and is entitled to appoint not more than two proxies to exercise all or any of his or her rights to vote instead of him or her provided that each proxy is appointed to vote in respect of a different share or shares. If two proxies are appointed to vote for the same share(s), only one, as determined by the Shareholder, shall be entitled to vote. A proxy need not be a Shareholder. A Shareholder may appoint the Chairman to vote, as directed by the Shareholder's voting instructions, or at the Chairman's discretion as he shall see fit if the Shareholder has expressly authorised the Chairman under the "Discretion to Chairman" option in the voting instructions. If a share is held by joint Shareholders and more than one of the joint Shareholders votes (including by way of proxy), the only vote that will count is the vote of the person whose name is listed before the other joint holders on the register.
2. In light of the Covid-19 outbreak and the need to protect the health and wellbeing of shareholders and employees, the Extraordinary General Meeting will be held as a closed meeting and Shareholders are not permitted to attend in person. As such, if Shareholders wish to vote, they should appoint the Chairman of the meeting as their proxy rather than a named person, who will not be permitted to attend the meeting. Alternative arrangements relating to (i) attendance at the meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-only stream); (ii) submission of questions to the Chairman in advance of the meeting, addressing of substantial and relevant questions at the meeting will be sent to Shareholders, and (iii) voting by appointing the Chairman as proxy at the meeting are set out below.
3. If Shareholders wish to access the meeting electronically, a live audio-only stream will be available at <https://link.simecatlantis.com/EGM>. The submission of questions to the Chairman in advance of the meeting, addressing substantial and relevant matters can also be made through the Company's website at "Contact Us".
4. The appointment of a proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should be lodged with Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (by post) **no later than 11 a.m. on 7 December 2021**, or 48 hours before the time for holding any adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the Extraordinary General Meeting or adjourned meeting) for the taking of the poll at which it is to be used.
5. Only those Shareholders entered on the register at the close of business on 7 December 2021 (or, if the Extraordinary General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting) will be entitled to vote at the Extraordinary General Meeting in respect of the number of shares registered in their names at that time. In each case, changes to entries on the register after such time shall be disregarded in determining the rights of any person to vote at the Extraordinary General Meeting.

Holders of Depositary Interests

6. By completing the enclosed Form of Direction, holders of Depositary Interests can instruct Link Market Services Trustees Limited (the "**Depositary**") to vote on their behalf at the Extraordinary General Meeting by proxy. The Depositary will appoint the Chairman of the meeting as its proxy to cast the votes of Depositary Interest holders, as directed by each of the Depositary Interest holder's voting instructions, or at the Chairman's discretion as he

thinks fit if a Depositary Interest holder has expressly authorised the Chairman under the "Discretion to Chairman" option in the voting instructions. Note that the Chairman will not be able to exercise his discretion automatically unless he has been expressly authorised to do so under the voting instructions. If the Form of Direction is completed without any indications as to how the Depositary should vote, the Depositary will abstain from voting the corresponding Depositary Interests in respect of the Resolutions to which there are no indications as to how the Depositary should vote. If the Depositary Interest holder wishes to instruct the Depositary to vote the Depositary Interests (other than electronically using CREST), it must lodge the completed Form of Direction with Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (by post) during normal business hours **no later than 11 a.m. on 6 December 2021** or 72 hours before the time for holding any adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the Annual General Meeting or adjourned meeting) for the taking of the poll at which it is to be used.

7. Alternatively, Depositary Interest holders may instruct the Depositary how to vote by utilising the CREST electronic voting service. To instruct the Depositary how to vote or amend an instruction to vote via the CREST system, the CREST message must be received by Link Group (CREST ID RA10) **by 11 a.m. on 6 December 2021**. 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 Company's Agent is able to retrieve the message.

CREST personal members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s), should contact their CREST sponsor or voting service provider(s) for assistance. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual which is available from www.Euroclear.com/CREST.

8. After the Depositary has received instructions on how to vote on the Resolutions from the Depositary Interest holders, it will complete a Form of Proxy reflecting such instructions and send the Form of Proxy to Link Group in accordance with note 4 above.

Online appointment of a proxy

9. In addition to the ability of Shareholders to appoint a proxy using the enclosed Form of Proxy, in accordance with note 4 above, or of Depositary Interest holders to use the CREST electronic voting service, in accordance with note 7 above, Shareholders or holders of Depositary Interests may appoint a proxy online at <https://www.signalshares.com>. To appoint a proxy using the online appointment service, Shareholders or holders of Depositary Interests must have confirmed their appointment no later than 48 hours (excluding Saturdays, Sundays and public holidays) before the time of the Extraordinary General Meeting or any adjourned meeting.
10. To appoint a proxy using the online appointment service, Shareholders or holders of Depositary Interests will need their Investor Code (which for Shareholders can be found on your share certificate). If for any reason you do not have this information, including if you hold Depositary Interests and therefore do not have a share certificate, please contact the Registrar on +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom are charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday, excluding public holidays in England and Wales.

Corporate representatives

11. Any corporation which is a Shareholder can appoint a corporate representative who may exercise on its behalf all of its powers as a Shareholder, provided that no more than one corporate representative exercises powers over the same shares. Any written authorisation

(together with the original or certified copy of any power of attorney or other power under which it is executed) must be lodged with Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and, in any event, so as to arrive **no later than 11 a.m. on 7 December 2021**.

Questions

12. Any Shareholder or holder of Depositary Interests has the right to ask questions. The Company will endeavour to address all substantial and relevant questions submitted in advance of the meeting. The Company will not answer if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. The submission of questions to the Chairman in advance of the meeting can be made through the Company's website at "Contact Us" (<https://simecatlantis.com/investors/contact/>).

Website information

13. A copy of this Notice of Extraordinary General Meeting can be found at www.simecatlantis.com.

Voting rights and results

14. As at 23 November 2021 (being the latest practicable date prior to the publication of this Notice of Extraordinary General Meeting), the Company's issued share capital consisted of 696,581,566 Ordinary Shares, carrying one vote each. No Ordinary Shares are held in treasury. Therefore, the total voting rights in the Company as at 23 November 2021 are 696,581,566.
15. As soon as practicable following the Extraordinary General Meeting, the results of the voting at the Extraordinary General Meeting and the numbers of proxy votes cast for and against and the number of votes withheld in respect of each of the Resolutions will be announced via a Regulatory Information Service and will also be placed on the Company's website at www.simecatlantis.com.

DEFINITIONS

The following definitions apply in this document unless the context otherwise requires:

"Board"	means the board of directors of the Company;
"Constitution"	means the constitution of the Company;
"CREST"	means the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the operator (as defined in the CREST Regulations);
"CREST Application Host"	means the system that is operated to receive, manage and control the processing of messages by the CREST system;
"CREST Manual"	means the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procure and CREST Glossary of Terms (as all defined in the CREST Glossary of Terms promulgated by Euroclear UK & Ireland Limited on 15 July 1995, as amended);
"CREST Members"	means a person who has been admitted by Euroclear UK & Ireland Limited as a system member (as defined in the CREST Regulations);
"CREST Personal Members"	means a CREST member admitted to CREST as
"CREST Regulations"	means the UK Uncertificated Securities Regulations 2001 (as amended);
"Depositary"	means Link Market Services Trustees Limited;
"Depositary Interests"	means a depositary interest issued by the Depositary in accordance with the depositary agreement dated 6 February 2014 between the Company and the Depositary representing an entitlement to an Ordinary Share which may be traded through CREST in dematerialised form;
"Directors"	means the directors of the Company;
"Equity Securities"	has the meaning given to it in the Company's Constitution;
"Extraordinary General Meeting"	means the extraordinary general meeting of the Company to be held at the offices of Investec Bank plc, 30 Gresham Street, London, United Kingdom, EC2V 7QP on 9 December 2021 at 11 a.m.;
"Form of Direction"	means the form of direction for use in connection with the Extraordinary General Meeting;

"Form of Proxy"	means the form of proxy for use in connection with the Extraordinary General Meeting;
"Investor"	means New Technology Group, LLC;
"Ordinary Resolution"	has the meaning set out in the Company's Constitution, being a resolution passed by the members holder not less than a simple majority of the voting shares, present and voting.
"Ordinary Shares"	means ordinary shares of no par value each in the capital of the Company, and includes Depositary Interests in respect of such shares as the context requires;
"Regulatory Information Service"	means a regulatory information service that is approved by the UK Financial Conduct Authority and that is on the list of regulatory information service maintained by the UK Financial Conduct Authority;
"Resolutions"	means the resolutions set out in the Notice of Extraordinary General meeting;
"Resolution 1"	means the first resolution set out in the Notice of Extraordinary General meeting;
"Resolution 2"	means the second resolution set out in the Notice of Extraordinary General meeting;
"Resolution 3"	means the third resolution set out in the Notice of Extraordinary General meeting;
"Resolution 4"	means the fourth resolution set out in the Notice of Extraordinary General meeting;
"Shareholder"	means the holders of the Ordinary Shares;
"Share Placement Agreement"	means the share placement agreement dated 15 December 2020 between the Company and the Investor;
"SIMEC Atlantis" or the "Company"	means SIMEC Atlantis Energy Limited;
"Singapore Companies Act"	means the Companies Act (Chapter 50) of Singapore;
"Warrants"	means the warrants issued pursuant to the Warrant Instrument; and
"Warrant Instrument"	means the warrant instrument dated 15 December 2020 executed by the Company.

