

MPC Caribbean Clean Energy Limited (“Company”)

Corporate Disclosure Policy (“Policy”)

1. Introduction

The Company was incorporated in November 2017 under the Companies Act of Barbados and as a special purpose vehicle to facilitate the investment into MPC Caribbean Clean Energy Fund LLC, a Cayman Islands limited liability company which invests into renewable energy projects in the Caribbean Basin¹ (“Fund”). The Company is cross-listed on the Jamaican and Trinidad & Tobago Stock Exchanges.

The Company and its directors (each a “Director”, together the “Board”) are committed to the provision of timely, accurate and balanced disclosure of all material information about the Company and to provide fair and equal access to such information. Therefore, the Board confirmed this Policy and its content which describes the Company’s disclosure policies and procedures.

All references in this Policy importing any gender shall also include the other gender. Headings shall not affect the interpretation of the clauses of this Policy.

2. Objectives of this Policy

2.1. The disclosure controls and procedures outlined in this Policy are designed to ensure that information is communicated to the Board to ensure timely and adequate decisions regarding disclosure as required by the continuous disclosure obligations imposed by the securities laws of the jurisdictions relevant for the Company, the rules and regulations of the stock exchanges on which the Company is listed and the Barbados corporate and otherwise applicable law.

2.2. The Policy shall ensure that all disclosure to the Company’s shareholders about the business and affairs of the Company are:

- i. Informative, timely, objective and accurate; and
- ii. Consistent and distributed to all entitled recipients simultaneously and in accordance with applicable legal and regulatory requirements.

2.3. In addition, this Policy shall ensure that:

- i. The Board is at any time well informed about all material information regarding the Company’s business and affairs;
- ii. Disclosure required by securities law, regulations or otherwise required towards a governmental authority or court are compliant with the applicable laws and regulations;
- iii. Confidential information about the Company, its business and affairs is, in accordance with applicable laws and regulations, held in confidence to protect the Company’s and its shareholders’ interests.

¹ Means the member states, associate members and observers of CARICOM; Costa Rica; El Salvador; Guatemala; Honduras; Nicaragua and Panama.

3. Application and Communication of this Policy

- 3.1. This Policy applies to all Directors, executives, employees, consultants, contractors of the Company and third parties related to the Company, who have access to confidential corporate information of the Company (“Relevant Persons”, each a “Relevant Person”). Each of these persons have been, or when they join the Company will be, provided with a copy of this Policy and will be informed about its importance by a Director of the Company or authorized person.
- 3.2. This Policy covers all periodic and event driven (anticipated or otherwise) disclosure made in documents filed with stock exchanges and securities regulators, including all financial and non-financial disclosure, management discussions and analysis (“MD&A”) and written statements made in the Company’s annual reports, financial statements, press releases, communication to shareholders, presentations and information contained on the Company’s website(s) and other electronic communications. It extends to all oral statements made in meetings and telephone calls, media interviews, as well as, presentations, speeches, press conferences and webcasts.

4. Material Information

“Material Information” is any information relating to the business and affairs of the Company that results in, or would reasonably be expected to result in, a significant change in the market price or value of any of the Company’s securities or that would reasonably be expected to have a significant influence on a reasonable investor’s investment decisions.

Material Information includes, but is not limited to, material changes to:

- Corporate structure,
- Capital structure,
- Financial results,
- Business and operations,
- Acquisitions and disposals,
- Credit arrangements,
- Significant litigation.

5. Forward Looking Information

Forward looking information may be provided in appropriate circumstances to enable evaluation of the Company’s operations and prospects for performance. Forward looking information may include performance targets, discussion of factors that may influence results, and market potential.

To the extent that forward looking information is provided by the Company in a disclosure document, news release or statement by a Relevant Person, it will be accompanied by or reference will be made to cautionary language to warn of the risk that circumstances beyond the Company’s control could change materially and alter anticipated results referenced in the document or statement.

6. Disclosure Principles

In accordance with clause 7 below, the relevant Persons shall make disclosures in compliance with the following principles:

6.1. General

The Company’s general principles for disclosure are:

- i. Material Information shall be disclosed promptly, without undue delay and in compliance with timelines imposed on the Company by any applicable law or regulation.

- ii. There shall be no distinction between favorable and unfavorable Material Information for disclosure purposes, and both types of information must be promptly and fully disclosed in accordance with this Policy;
- iii. Disclosure must to the best of the Company's knowledge be complete and include any information which by omission would make the rest of the disclosure misleading;
- iv. There must not be selective disclosure; and
- v. Disclosure should, to the fullest extent possible, be in writing.

6.2. Towards the Board

The Relevant Persons shall promptly inform the Board of all Material Information and potentially Material Information so that Board can determine whether a public disclosure is required and arrange for such in a timely manner.

6.3. Towards the Company's Shareholders and Investment Community

The Company recognizes that meetings with analysts, brokers and investors are an important element of the Company's investor relations program. The Company will meet with investment community as needed and in accordance with this Policy.

The Company will provide only non-material information at individual and group meetings and at industry conferences, in addition to publicly disclosed information. The Company shall not disclose Material Information that has not been disclosed to the public. Where relevant the Company shall obtain a non-disclosure agreement from the receiving party.

Disclosure of Material Information must always be done in accordance with this Policy, applicable laws and regulations and as simultaneous as possible to all shareholders of the Company and if relevant, the public.

6.4. Towards Stock Exchanges and Authorities

Disclosure towards relevant stock exchanges and authorities shall always be done in accordance with this Policy and applicable laws and regulations.

Upon disclosure request by a stock exchange or authority the Directors shall consider whether to make a statement and determine the content of the disclosure, if any. In making its decision, the Directors may consider the advice of the stock exchange or authority and other external advisors, as they deem appropriate.

6.5. Towards the Public

Disclosure of Material Information towards the public shall be done upon and in compliance with the requirements of such disclosures, e.g. news media articles and filings with the applicable stock exchanges and authorities.

6.6. On the Company's Website(s)

The Company shall ensure that all information on its website <https://www.mpc-cleanenergy.com/> („Website“) is accurate, complete, up-to-date and in compliance with all applicable laws, regulations and this Policy.

Disclosure on the Website alone does not constitute adequate disclosure of information that is considered Material Information. Any disclosure of Material Information on the Website must be preceded by the required disclosures to the public, e.g. through news media articles, and to the respective authority, if applicable.

If Company is considering a distribution of its securities, the content of the Website must be reviewed before and during the offering to ensure compliance with applicable securities laws.

The following information will be included in the "Investor Relations" section of the Website:

- i. General public information about the Company;
- ii. Publications made to the public and the stock exchanges or authorities, e.g. financial statements, annual report, specific disclosures of Material Information;
- iii. The Company's financial calendar; and
- iv. The Company's contacts.

7. Confidentiality of Information

All Relevant Persons are bound not to disclose confidential information to anyone outside of the Company and are expected to observe the following:

- i. Do not discuss the Company's business and affairs in places where the discussion may be overheard by persons not authorized to have the information;
- ii. Confidential documents should not be read or displayed in public places or discarded where they can be retrieved by external persons;
- iii. Documents and files containing confidential information should be kept in a safe place with restricted access;
- iv. Transmission of documents by fax, email or other electronic means should only be made when and where it is reasonable to assume that transmission can be made and received under secure conditions; and
- v. Documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded and extra copies of confidential documents should be destroyed when no longer needed.
- vi. Confidential information should only be shared on a need-to-know-basis, and persons so receiving confidential information must be advised that the information is to be kept confidential.
- vii. External parties who receive or are privy to undisclosed confidential information in the course of conducting business with the Company must confirm their commitment to non-disclosure in a written confidentiality agreement.

8. Corrections

If the Company learns that disclosure by the Company that had been previously released contained a misrepresentation at the time it was released, the Company will as promptly as is reasonably possible, notify the Board and thereafter release disclosure that corrects the misrepresentation. The Company will ensure that a news release is issued to correct the error and that appropriate notifications are made to the stock exchanges on which the Company is listed so that a halt to trading in Company's securities may be instituted, if the Company, in consultation with external counsel, determines it is necessary to do so.

9. Blackout Periods

Blackout Period means the period during which an insider (Relevant Persons) shall not purchase any securities of the Company nor should he sell any such securities unless the circumstances are exceptional, for example, where a pressing financial commitment has to be met. This period is

usually one day immediately after the Company's annual reporting period and end one day after the release of the audited annual results and one day after the end of the quarterly reporting period and end one day after the release of the quarterly results.

During Blackout Periods, all Relevant Persons are prohibited from commenting on current period earnings estimates and financial assumptions, other than to cite or refer to existing public guidance. Communications must be limited to commenting on publicly available or non-material information. During Blackout Periods, all Relevant Persons must also avoid initiating meetings (in person or by phone) with investment analysts, security holders, potential investors and the media on items significant to investors, other than responding to unsolicited inquiries concerning factual information.

The Company does not, however, have to stop all communications with analysts or investors during this period and may, for example, participate in investment meetings and conferences organized by other parties, as long as material information which has not been publicly disclosed is not selectively disclosed.

10. Leaks, Rumors and Speculation

In dealing with leaks, rumors and speculation, the following procedures shall be followed:

- i. Company's policy is to not comment, affirmatively or negatively, on rumors which also is the statement Relevant Persons shall give if approached with regards to such rumors. This also applies to rumors on the internet.;
- ii. If a relevant stock exchange of authority requests the Company to make a definitive statement in response to a market rumor that is causing significant volatility in the stock, the Directors will consider the matter and will decide whether to make a policy exception; and
- iii. If the rumor is true in whole or in part with respect to undisclosed Material Information an obligation to disclose such information may be created. In such circumstances, the Company will immediately contact the relevant stock exchanges to discuss whether trading in the Company's securities should be halted pending the issuance of a press release disclosing the relevant Material Information.

11. Amendments of this Policy

The Board will annually review and evaluate this Policy to determine whether the Policy is effective in ensuring accurate and timely disclosure in accordance with the Company's disclosure obligations.

Approved by the Board on 17 June 2019.

REVIEW DATES			