MPC CARIBBEAN CLEAN ENERGY

NOTICE OF

SPECIAL MEETING OF SHAREHOLDERS
OF
MPC CARIBBEAN CLEAN ENERGY LIMITED ("COMPANY")

NOTICE IS HEREBY GIVEN that a Special Meeting of the Shareholders of the Company will be held on the **17th day of December 2026 at 10.00 a.m. Barbados Time Zone (UTC-4, Jamaica Time Zone 9:00 a.m).** The meeting will be held via video conferencing facilities following the link available on the Company's homepage "Investor Relations "→"Special Meeting" **https://www.mpc-cleanenergy.com/.** This meeting is for the purpose of considering and, if thought fit, passing the following resolution related to a proposed capital distribution.

SPECIAL RESOLUTION: REDUCTION OF CLASS "B" STATED CAPITAL

BE IT RESOLVED AS A SPECIAL RESOLUTION (as defined per Section 448 of the Companies Act, Cap. 308 (the "Act")) THAT:

1. Pursuant to Section 44(1)(b) of the Act, the stated capital account maintained by the Company in respect of the Class "B" shares in the capital of the Company be reduced by the aggregate amount of up to US$ 4,500,000.00 (the "Stated Capital Reduction") for the purposes of effecting a distribution to the holders of the issued Class "B" shares of the Company by way of a return of capital rateably in an aggregate amount of up to US$ 4,500,000.00 (the "Return of Capital"), if, as and when determined by the board of directors of the Company, in its sole discretion, and the stated capital account in respect of the Class "B" shares be adjusted to reflect the Stated Capital Reduction;

2. Notwithstanding that this special resolution has been approved by the Shareholders, the board of directors of the Company are hereby authorised and empowered, at their sole discretion, to defer acting on this special resolution or to reduce, revoke or abandon (but not increase the aggregate amount of) the Stated Capital Reduction or Return of Capital prior to its being given effect without any further notice to or approval, ratification or confirmation by the Shareholders; and

3. Any director or officer of the Company is hereby authorised and directed to execute and deliver (or cause to be executed and delivered), on behalf of the Company, all such further deeds, agreements, documents or writings, to pay all such expenses and to take such further and other actions or steps as, in the sole discretion of such director or officer, are necessary or desirable in order to carry out fully the foregoing resolution and the matters authorised hereby upon such terms and conditions as may be approved from time to time by the directors of the Company, such approval to be conclusively evidenced by the signing of such deeds, agreements, documents and writings or taking of such actions or steps by such director or officer.

Dated this 24th day of November 2026

BY ORDER OF THE BOARD

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

Annexes will only be provided to shareholders directly:
Annex 1: Important notices to shareholders
Annex 2: Ballot Paper

Annex 1

NOTICES

1. Proxy

Votes at meetings of shareholders may be given either personally or by proxy or, in the case of a shareholder who is a body corporate or association, by an individual authorised by a resolution of the Directors or governing body of that body corporate or association to represent it at meetings of shareholders of the Company.

A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him, and a person appointed by proxy need not be a shareholder. A proxy shall be executed by the shareholder or his attorney authorised in writing and is valid only at the meeting in respect of which it is given or any adjournment thereof.

To be valid, completed proxy forms (which are available on the Company's homepage at https://www.mpc-cleanenergy.com/investor-relations/special-meeting must be deposited at the registered office of the Company or submitted by email to ir@mpc-cleanenergy.com with a copy to GSmith@tridenttrust.com not less than 48 hours (excluding Saturdays, Sundays, and public holidays) prior to the time fixed for holding the Special Meeting or any adjournment thereof.

2. Distribution Record Date, Payment Date & Ex-Dates

Distribution Record Date

Subject to the approval of the Special Resolution by the Shareholders at the Special Meeting, the Board of Directors has fixed the close of business on Tuesday, 22 December 2026 as the record date for determining the shareholders entitled to receive the Return of Capital.

Payment Date

The payment of the Return of Capital is scheduled to be made on Tuesday, 12 January 2027. However, the payment remains strictly subject to and conditional upon the Board of Directors formally reconfirming, prior to payment, that the statutory solvency requirements under Section 44(3) of the Act continue to be satisfied.

Ex-Dates

Shareholders and prospective investors should note that the ex-distribution dates will be determined by the respective stock exchanges in accordance with their respective trading and settlement rules.

3. Video Conference Access

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

Shareholders can join the virtual meeting by using the link provided under on the day of the Special Meeting. The virtual meeting room will open on Thursday, 17 December 2026 at 10.00 a.m. Barbados time (UTC-4, Jamaica Time Zone 9:00 a.m.) .

4. Questions

Shareholders wishing to direct questions strictly relating to the Special Resolution may submit their questions to

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

on or before Thursday 10 December 2026 at 11.59 p.m. (Barbados time).

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

5. Voting

Reference is made to Annex 2 – Ballot Paper.

How do you vote?

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

You can provide the Company with your vote

a) via mail in a sealed envelope to:

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

b) via email to:

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

Until when are votes accepted?

Completed ballots must be received not less than 48 hours (excluding Saturdays, Sundays and public holidays) prior to the time fixed for holding the Special Meeting or any adjournment thereof. Relevant is the date and time of receipt by the Company not the date and time of sending. Shareholders attending the virtual meeting may cast their vote during the meeting.

6. Email addresses

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

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

Annex 2

BALLOT PAPER

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

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

Or via Email to ir@mpc-cleanenergy.com with a copy to GSmith@tridenttrust.com

not less than 48 hours (excluding Saturdays, Sundays and public holidays) prior to the time fixed for holding the Special Meeting or any adjournment thereof.

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

Number of Class B Shares held: _____

(Only if applicable, Number of Class A shares held: _____)
(*Note: Class A shares are held privately. The Class B shares are the publicly traded shares.)

hereby votes as follows on the matter set out in the Notice of Special Meeting:

1. **Special Resolution: Reduction of Class "B" Stated Capital**

   VOTED FOR ☐ VOTED AGAINST ☐

   (Please indicate your vote with an "X" or checkmark in one box only.)

   Dated this _____day of _____, 2026.

   _____ _____
   Name of Shareholder in capital letters Signature of Shareholder

   Email address of Shareholder: _____