MPC CARIBBEAN CLEAN ENERGY

MPC CARIBBEAN CLEAN ENERGY LIMITED (MPCCEL) – NOTICE OF MATERIAL CHANGE

This notice of Material Change is made pursuant to Section 64(1)(a) of the Securities Act 2012 and the Trinidad and Tobago Stock Exchange Rules.

Notice is hereby given that at its Annual General Meeting on 30th May 2023, MPC Caribbean Clean Energy Limited (the 'Company') obtained shareholders' approval in respect of a number of matters concerning a strategic reorganization of its group structure, full details of which were set out in the notice of the meeting (available here: https://www.mpc-cleanenergy.com/fileadmin/mpc/carib2020/Downloads/Press_Releases/MPCCEL_-_30_May_AGM_Notice.pdf and https://www.mpc-cleanenergy.com/investor-relations/annual-general-meeting). In this regard, the shareholders present at the Annual General Meeting including those who voted by proxy, unanimously approved the following:

1. For the Directors of the Company to take such steps and execute such documents on behalf of the Company as necessary to implement the reorganization.
2. The adoption of the Amended and Restated General By-law of the Company and replacement of the Company's existing By-laws as of the 30th May 2023 (see here: https://www.mpc-cleanenergy.com/investor-relations/publications).
3. The issue of 5,278,319 additional Class B shares in the Company to MPC CCEF Participation GmbH at the price of 87.7 US Cents per share in accordance with the reorganization.
4. The listing of the additional Class B shares on the stock exchanges in Jamaica and Trinidad and Tobago and the registration of the distribution of those additional Class B Shares to the relevant authorities in those jurisdictions.
5. The issue of additional Class B Shares in the Company to RBC Trust (Trinidad & Tobago) Limited in accordance with the terms of the convertible promissory note issued to RBC Trust (Trinidad & Tobago) Limited dated 9th December 2020, at the rate of one (1) Class B share for every one (1) US Dollar of the principal amount of US$10,000,000.00 on the maturity date of 31st March 2026 or such earlier date as agreed between the Company and RBC Trust (Trinidad & Tobago) Limited.

The reorganization will only represent a change in legal structure with no change of ultimate beneficial ownership, while reducing one intermediate layer. The aim of the reorganization is to simplify the organization of the group structure, reduce administrative costs, enhance business and accounting transparency through direct asset ownership, and to transform into an open-ended corporate structure allowing for growth.

In connection with the reorganization, all assets of MPC Caribbean Clean Energy Fund LLC (the 'Fund') will be transferred to the Company, which will obtain full ownership of the Fund's interests in renewable energy projects and operating assets across the Caribbean and Central America. The contemplated transaction and group reorganization are expected to be completed by Q4 2023.

Further details on the reorganization are included below:

- The Cayman entities in the group structure will be removed as part of the reorganization and the Company will have direct ownership of the investments in the renewable energy projects/operating assets;
- The Fund will be removed from the structure, and the direct investments which it holds in the renewable energy projects/operating assets will be transferred into the Company. The contracts to which the Fund is currently a party will also be moved into the Company. In effect, therefore, there will be no change to the assets/investments ultimately held by the Shareholders of the Company.
- The Fund will be de-registered with the Cayman Islands Monetary Authority and then liquidated and wound up.
- The Articles of the Company will not be amended and, as such, the rights and structure of the Class A Management Share and the Class B listed shares will not change.
- The 14.31% member interests in the Fund currently held by MPC Capital AG will be transferred to the Company in exchange for which the Company will issue 5,278,319 additional Class B shares at the price of 87.7 US Cents per share to a nominee beneficially owned by MPC Capital AG. These additional Class B Shares will rank equally in all respects with the existing Class B Shares listed on the Jamaican Stock Exchange and Trinidad and Tobago Stock Exchange and it is intended that these additional Class B Shares will be listed on the Jamaican Stock Exchange and the Trinidad and Tobago Stock Exchange as a supplemental listing.
- The issue of the additional Class B Shares is expected to increase MPC Capital AG's indirect stake in the Company's Class B Shares from 3.19% to approximately 22.16%. However, as stated above, MPC Capital AG will be giving up and exchanging its previous 14.31% interest in the Fund for these additional Class B Shares. As a result, the Company will combine its previous 85.69% in the Fund with that 14.31% to now hold 100% of the interests in the various renewable energy projects/operating asset investments. In the circumstances, no economic dilution per share to the existing Class B Shareholders is anticipated because of the issue of the additional Class B Shares.
- MPC Clean Energy Ltd., which currently holds the Class A Management Share will also be dissolved/liquidated. As such, the Class A Share will be transferred to MPC Renewables Panama S.A. In the course of MPC Renewable Panama S.A.'s management of the Company it will enter into two agreements with the Company. The term and compensation of such agreements will be at similar or equivalent terms as the current contractual agreements with the Fund:
  - A Management Services Agreement under which it will act as the Manager of the Company which management services shall include business development services, management of the Jamaica Stock Exchange and Trinidad and Tobago Stock Exchange listings, budgeting and financial planning, coordination of external advisors and investor relations amongst others; and
  - A Transaction Management Services Agreement by which it will provide transaction management services in support of the Company's ownership and operation of renewable energy projects including the management of proposed projects and future acquisitions or divestments.
- Currently, there is an Advisory Committee with representatives of key shareholders and capital providers of the Company serving the Fund. Following the reorganization and elimination of the Fund, Class B Shareholders with a shareholding greater than 15% will each be entitled to appoint a single member to the Advisory Committee, which has been constituted as an Advisory Committee to the Board of the Company, and which will be granted the power to nominate an independent director to the Board of the Company.
- The By-Laws of the Company have been amended and restated to cater to the proposed changes including the Advisory Committee. The nature and business strategy of the Company will be unchanged and will continue to focus on investments in the energy transition in the Caribbean Basin.

José Fernando Zuniga G.

MPC Caribbean Clean Energy Limited
Per: Fernando Zuniga | As: Director