NOTICE OF EXTRAORDINARY GENERAL MEETING

SED Energy Holdings Plc

The Board of Directors hereby convene the Shareholders of

SED Energy Holdings Plc

to the Extraordinary General Meeting to be held on
22 September 2026 11.00am local time
at Arch. Makariou III, 195, Neocleous House, 3030, Limassol, Cyprus

The Extraordinary General Meeting will be opened by the Chairperson of the meeting.

The following agenda has been set for the general meeting:

1. Exclusion of Pre-Emption rights in relation to new shares
2. Reduction of share premium account for the purpose of writing off losses of the Company
3. Reduction of share premium account which is in excess of the wants of the Company

The purpose of the Meeting is to consider and, if thought fit, approve resolutions in respect of each of the matters listed above.

Supporting documentation for the Extraordinary General Meeting is found on the Company's website: https://www.energyholdings.cy/governance/general-meetings/

1. EXCLUSION OF PRE-EMPTION RIGHTS IN RELATION TO NEW SHARES

Under the Cyprus Companies Law, Cap. 113, as amended (the "**Law**"), whenever new shares are issued for cash consideration, such shares must generally be offered first to existing shareholders in proportion to their existing shareholdings. These statutory pre-emption rights may be excluded by resolution of the General Meeting.

The Board of Directors proposes that the shareholders authorise the exclusion of such pre-emption rights in respect of the issue and allotment of new ordinary shares representing up to 10% of the Company's issued share capital. The proposed disapplication of pre-emption rights is intended to provide the Board with flexibility to issue and allot shares for general corporate purposes, restructuring of debt, incentive stock option programmes and general capitalisation of the Company.

The Company has uploaded on its website a report of the Board of Directors prepared in accordance with section 60B of the Law, setting out the reasons for the proposed exclusion of pre-emption rights (https://www.energyholdings.cy/governance/general-meetings/).

THE BOARD OF DIRECTORS PROPOSES THE FOLLOWING TO BE RESOLVED AS AN ORDINARY RESOLUTION *(See Note 9 below)*

> **THAT**, effective from the date of this Extraordinary General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in 2027, the Board of Directors be and is hereby authorised to issue and allot ordinary shares representing up to 10% of the Company's issued share capital for general corporate purposes, restructuring of debt, incentive stock option programmes and general capitalisation of the Company, on such terms and to such persons as the Board of Directors may determine, and that any statutory pre-emption rights of the shareholders in respect of such shares be and are hereby waived and disapplied for the duration of such authority ("**Resolution 1**").

2. REDUCTION OF SHARE PREMIUM ACCOUNT FOR WRITING OFF LOSSES OF THE COMPANY

The purpose of Resolutions 2 and 3 is in relation to the proposed capital distribution of US$ 25,000,000 to the Company’s shareholders (the “Distribution”) proposed by the Board of Directors on 26 August 2026. In particular, the Company intends, i) to eliminate accumulated losses and ii) then proceed with a reduction of capital which is in excess of the Company’s requirements.

The amount in the Company’s share premium account is presently US$ 168,445,917.

The Board of Directors proposes that the Company’s share premium account be reduced for the purpose of writing off losses of the Company, pursuant to section 64(d) of the Law by US$ 483,470.

THE BOARD OF DIRECTORS PROPOSES THE FOLLOWING TO BE RESOLVED AS A SPECIAL RESOLUTION *(See Note 8 below)*

> **THAT** the Company’s share premium account, maintained pursuant to section 55 of the Law, be reduced by US$ 483,470, for the purpose of writing off losses of the Company (“**Resolution 2”**).

3. REDUCTION OF SHARE PREMIUM ACCOUNT IN EXCESS OF THE WANTS OF THE COMPANY

In addition to and following the reduction of the Company’s share premium account for the purpose of writing off losses of the Company, the Board of Directors proposes that the Company’s share premium account be further reduced, pursuant to section 64(c) of the Law, by US$ 25,000,000, which is in excess of the wants of the Company.

THE BOARD OF DIRECTORS PROPOSES THE FOLLOWING TO BE RESOLVED AS A SPECIAL RESOLUTION *(See Note 8 below)*

THAT the Company's share premium account maintained pursuant to section 55 of the Law, be reduced by US$ 25,000,000 (the "Reduction"), which amount is in excess of the wants of the Company ("**Resolution 3a**"); and

THAT the Reduction is applied towards the Distribution ("**Resolution 3b**").

Alf Christian Thorkildsen
Chairman of the Board of Directors

Notes:

1. *A member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and to vote on their behalf. A proxy need not be a member of the Company.*
2. *All persons/companies registered with the Norwegian Central Securities Depository (the "VPS") being holders of shares in SED Energy Holdings Plc may attend and/or exercise their voting rights at the General Meeting or by submitting the proxy form to DNB Bank ASA, Issuer Services by e-mail (vote@dnb.no) by 12.00 CEST on 18 September 2026. Alternatively, the Form of Proxy can be sent by post to DNB Bank ASA, Issuer Services, Dronning Eufemias gate 30, 0191 Oslo, Norway no later than the aforementioned date and time.*
3. *In the case of a corporation, the proxy must be signed on its behalf by a duly authorised officer or attorney, and a copy of the power of attorney or other authority (if relevant) under which the proxy is signed should be forwarded to the VPS Registrar together with the duly signed and completed proxy form.*
4. *Completion of a proxy will not prevent members from attending and voting in person if they so wish.*
5. *A proxy form which may be used to make such an appointment has been sent to all Shareholders together with this Notice.*
6. *In the case of joint holders the signature of any one of them will suffice. The vote of the senior party tendering a vote (whether in person 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 in respect of the joint holding.*
7. *The Company specifies that for a member to be entitled to attend and vote at the meeting (and for the determination by the Company of the number of votes they may cast) they must be entered on the Company's register of members by three business days before meeting (17 September 2026) ("the Specified Time"). Changes to entries on the register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the meeting.*
8. *Resolutions 2 and 3 will be passed by a three fourths majority of the votes cast at the Meeting.*
9. *Resolution 1 will be passed as follows:*

I. *if at least half of the issued share capital is represented at the Meeting, a simple majority will suffice;*
II. *if less than half of the issued share capital is represented at the Meeting, the decision shall be taken by two thirds of the votes corresponding to the represented issued share capital.*