

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) or, if you are in a country outside the United Kingdom, another appropriately authorised independent financial adviser. If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NOTICE OF ANNUAL GENERAL MEETING – ANDINA ENERGIES PLC

(Incorporated and registered in England and Wales with registered number 08095058)

NOTICE IS HEREBY GIVEN that an annual general meeting of Andina Energies plc (the “**Company**”) will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London, EC4N 6AF United Kingdom at 4.00 p.m. on 13 November 2025 (the “**AGM**”).

ATTENDANCE AND VOTING

Please note that representatives of shareholders that are corporations will have to provide a letter of authority confirming their proper appointment when attending the AGM, and we reserve the right to refuse admission to any shareholder representative who is not in possession of this such. Please contact the Company’s registrar if you need any further guidance on this.

We strongly recommend that shareholders should vote by appointing the chair of the AGM as their proxy (giving the chair instructions on how to vote the shareholder’s shares) by completing the enclosed proxy form in accordance with the instructions printed on the form and return it to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by no later than 4.00 p.m. on 11 November 2025.

Ordinary Business

To consider and, if thought fit, pass the following resolutions numbered 1 to 8 as ordinary resolutions:

1. That PricewaterhouseCoopers LLP be reappointed as the auditors of the Company to hold office from the conclusion of the meeting until the next general meeting at which accounts are laid before the Company.
2. That the directors be authorised to fix the auditors’ remuneration.
3. That Emilio Berruti be appointed as a director of the Company.
4. That Daniel Marx be appointed as a director of the Company.
5. That Neil Arthur Bleasdale be re-appointed as a director of the Company.
6. That Marcelo Alberto Comba be re-appointed as a director of the Company.
7. That German Federico Ranftl Moreno be appointed as a director the Company.
8. That Evangelina Cecilia Suarez be appointed as a director the Company.

Special Business

To consider and, if thought fit, pass resolution 9 as an ordinary resolution and resolutions 10 to 12 as special resolutions:

9. That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**2006 Act**”) in substitution for all existing authorities:
 - a. to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together “**Relevant Securities**”) up to an aggregate nominal amount of £6,930,351.30; and

- b. to exercise all the powers of the Company to issue and allot equity securities (within the meaning of section 560 of the 2006 Act) up to an additional aggregate nominal amount of £6,930,351.30 provided that this authority may only be used in connection with a rights issue or other pre-emptive offer or issue in favour of holders of ordinary shares (including enhanced voting shares) and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,

provided that the authorities in 9(a) and (b) shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or if earlier on the date which is 15 months after the date of the general meeting, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities, as the case may be to be allotted after such expiry and the Directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

Special Resolutions

- 10. That, subject to the passing of resolution 9 above, the Directors be and are empowered, in accordance with section 570 of the 2006 Act, to issue and allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 9 as if section 561(1) of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to:
 - a. the allotment of equity securities in connection with a rights issue or other pre-emptive offer or issue in favour of holders of ordinary shares (including enhanced voting shares) and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
 - b. the allotment (otherwise than pursuant to paragraph 10(a) above) of equity securities, as so defined, up to an aggregate nominal amount of £2,079,105.40,

and shall expire upon the expiry of the general authority conferred by resolution 9 above, except that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

- 11. That all claims the Company may have against the Directors by reason of failure to hold an annual general meeting of the Company within six months following the end of its financial year ending 31 December 2024, including in each case (without limitation) for exceeding any limitation on their powers in the Company's constitution or otherwise for negligence, default, breach of duty or breach of trust by them in relation to the Company, be released.
- 12. That, with effect from the conclusion of the AGM and pursuant to section 21(1) of the 2006 Act, the articles of association of the Company be amended by deleting article 37.1 and inserting the following articles 37.1A and 37.1B in its place:

“37.1A

Subject to article 37.1B, any transfer of Enhanced Voting Shares by a member during the Initial Lock-in Period will be void and have no effect, and the Board will not register the transfer of any Enhanced Voting Shares during the Initial Lock-up Period.

37.1B

Subject to the prior consent of the Board, during the Initial Lock-up Period, a member may transfer the legal title only of any Enhanced Voting Shares to a professional nominee or trustee, provided that there is no change to the beneficial interest of the Enhanced Voting Shares, and the Board may request such information and evidence from the member as it may reasonably consider relevant to assist its determination.”

By order of the Board

Pedro Ivan Mazer
Company Secretary
Dated: 20 October 2025

Registered office: 1-3
Charter Square, Sheffield
S1 4HS

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his or her rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him or her.
2. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the chairman as your proxy using the proxy form are set out in these notes to the proxy form.
3. To be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
 - (a) in hard copy form by post, by courier or (during normal business hours) by hand to the Company's registrars (Share Registrars Limited) at the address shown on the form of proxy; or
 - (b) by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions; or
 - (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below in paragraph 5,and in each case must be received by the Company before 4 p.m. (UK time) on 11 November 2025 (or, if the meeting is adjourned, on the date which is two working days before the time of the adjourned meeting).
4. To change your proxy instructions, you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrars, Share Registrars Limited. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. Appointment of proxies via CREST:
 - (a) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 - (b) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, in order to be valid, must be transmitted so as to be received by the Company's agent (ID 7RA36) by the latest time for receipt of proxy appointments specified in the notice of meeting. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
 - (c) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 - (d) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. Only those shareholders registered in the Register of Members of the Company as at 6 p.m. (UK time) on 11 November 2025 (or, if the meeting is adjourned, on the date which is two business days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given 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 on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. As at close of business 15 October 2025 (being the last practicable date before the publication of this notice), the Company's issued share capital consisted of 207,910,539 shares, comprising of 101,875,036 ordinary shares carrying one

vote each, and 106,035,503 enhanced voting shares carrying ten votes each. There are no shares in treasury. Therefore, the total voting rights in the Company are 1,162,230,066.

10. The following documents are available for inspection at the registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the general meeting for fifteen (15) minutes prior to and during the meeting:

- (a) copies of the executive directors' service contracts with the Company;
- (b) copies of letters of appointment of non-executive directors; and
- (c) the Company's articles of association.

