

CLIMATE TRANSITION CAPITAL ACQUISITION I B.V.

Climate Transition Capital Acquisition I B.V. (the **Company**) invites its shareholders to its Annual General Meeting of Shareholders (the **AGM**) to be held at Intertrust Group, Basisweg 10, 1043 AP, Amsterdam, The Netherlands, on 22 June 2023, at 11:00 CET. Registration for admission to the meeting starts at 10.00 CET. The language of the meeting shall be in English. The AGM will also be broadcasted live and in full online.

Agenda

1. Opening
2. Annual Report 2022
 - (a) Report of the Board
 - (b) Remuneration report for the financial year 2022 (*advisory vote*)
3. Proposal to adopt the financial statements for the financial year 2022 (*resolution*)
4. Discharge members of the Board
 - (a) Proposal to discharge the executive members of the Board from liability (*resolution*)
 - (b) Proposal to discharge the non-executive members of the Board from liability (*resolution*)
5. Proposal to dissolve (*ontbinden*) the Company in accordance with its articles of association and section 2:19 of the Dutch Civil Code, and to appoint Intertrust (Netherlands) B.V. as custodian of the books and records of the Company in accordance with article 2:24 of the Dutch Civil Code (*resolution*)
6. Full and final discharge from liability
 - (a) Proposal to fully and finally discharge the executive members of the Board from liability, in anticipation of the dissolution of the Company pursuant to item 5 (*resolution*)
 - (b) Proposal to fully and finally discharge the non-executive members of the Board from liability, in anticipation of the dissolution of the Company pursuant to item 5 (*resolution*)
7. Any other business
8. Closing

Explanatory notes to the agenda

2. Annual Report 2022

(a) Report of the Board for the financial year 2022

The Board will give a presentation on the performance of the Company in 2022. Subsequently, the General Meeting of Shareholders will be invited to discuss the Report of the Board for the financial year 2022. Reference is made to the Annual Report 2022.

(b) Remuneration report for the financial year 2022 (*advisory vote*)

The Company has drawn up the remuneration report for the financial year 2022, including an overview of remuneration to individual members of the Board, in accordance with the statutory requirements. It is proposed to approve the remuneration report for the financial year 2022 (*advisory vote*).

Please refer to the remuneration report as included in the Annual Report 2022 on page 20.

3. Proposal to adopt the financial statements for the financial year 2022 (*resolution*)

The Board proposes to the General Meeting of Shareholders to adopt the Financial Statements for the financial year 2022, as included in the Annual Report 2022, pages 24-52.

The loss as shown in the Financial Statements for the financial year 2021, amounts to EUR 11.409 million and will be charged at the other reserves.

4. Discharge members of the Board

(a) Proposal to discharge the executive members of the Board from liability (*resolution*)

It is proposed that the executive members of the Board be released from liability for the exercise of their respective duties, insofar as the exercise of such duties is reflected in the Annual Report 2022 or information is otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the Financial Statements for the financial year 2022. The scope of the release from liability shall be subject to limitations by virtue of the law.

(b) Proposal to discharge the non-executive members of the Board from liability (*resolution*)

It is proposed that the non-executive members of the Board be released from liability for the exercise of their respective duties, insofar as the exercise of such duties is reflected in the Annual Report 2022 or information is otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the Financial Statements for the financial year 2022. The scope of the release from liability shall be subject to limitations by virtue of the law.

5. Proposal to dissolve (*ontbinden*) the Company in accordance with its articles of association and section 2:19 of the Dutch Civil Code, and to appoint Intertrust (Netherlands) B.V. as custodian of the books and records of the Company in accordance with article 2:24 of the Dutch Civil Code

In accordance with the prospectus published by the Company on 23 June 2021 (the **Prospectus**), if no Business Combination is completed by the Business Combination Deadline (both as defined in the Prospectus), the Company is required to convene a general meeting for the purpose of adopting a resolution to dissolve and liquidate the Company, it being noted for information purposes that, in such instance, the distribution of the Company's assets and the allocation of any liquidation surplus shall

be completed, after payment of the Company's creditors and settlement of its liabilities, in accordance with the Liquidation Waterfall (as defined in the Prospectus).

At the date of the AGM, which is only 10 days prior to the Business Combination Deadline, no Business Combination may have been completed.

Due to the very limited period of time remaining until the Business Combination Deadline, it is therefore proposed to dissolve the Company in accordance with its articles of association and section 2:19 of the Dutch Civil Code. The AGM is not requested to appoint a liquidator. The members of the Board will be charged with effecting the liquidation of the Company's affairs. The date on which the liquidation process will commence is the first business day after the AGM, being 23 June 2023. It is further proposed to appoint Intertrust (Netherlands) B.V. as custodian of the books and records of the Company in accordance with article 2:24 of the Dutch Civil Code. For more information on the proposed liquidation please refer to the press release published by the Company on the date hereof.

6. Full and final discharge from liability

- (a) Proposal to fully and finally discharge the executive members of the Board from liability in anticipation of the dissolution of the Company pursuant to item 5 (*resolution*)**
- (b) Proposal to fully and finally discharge the non-executive members of the Board from liability in anticipation of the dissolution of the Company pursuant to item (*resolution*)**

It is proposed that the executive members of the Board and the non-executive members of the Board be fully and finally released from liability for the exercise of their respective duties. The release from liability will take place on the basis of information provided to the AGM, including the convocation materials in respect thereof, and press releases by the Company. The proposals to fully and finally release the executive members of the Board and the non-executive members of the Board from liability for the exercise of their respective duties are separate agenda items.
