

ABC TECHNOLOGIES HOLDINGS INC.

NOTICE OF SPECIAL MEETING OF SECURITYHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of the common shares (“**Shares**”) of ABC Technologies Holdings Inc. (the “**Company**”) and holders of options (“**Options**”) to purchase Shares of the Company (“**Optionholders**”, and together with Shareholders, “**Securityholders**”) will be held virtually via live audio webcast available online at <https://meetnow.global/MHK77W7> on October 19, 2023 at 9:00 a.m. (Toronto Time) for the following purposes:

1. to consider, pursuant to an interim order of the Supreme Court of British Columbia dated September 15, 2023 (as the same may be amended from time to time, the “**Interim Order**”), and, if thought advisable, to pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”) to approve a proposed plan of arrangement (the “**Plan of Arrangement**”) pursuant to Section 288 of the *Business Corporations Act* (British Columbia) (“**BCBCA**”) involving, among others, the Company, AP IX Alpha Holdings (Lux) S.à.r.l. (“**Alpha Holdings**”), OCM Luxembourg OPPI XI S.à.r.l. (“**OPPI XI**”) and OCM Luxembourg OPPI XB S.à.r.l. (“**OPPI XB**”, and together with OPPI XI, the “**Oaktree Funds**” and together with Alpha Holdings, the “**Purchasers**”, and each individually a “**Purchaser**”) in accordance with the arrangement agreement among the Company, Alpha Holdings and the Oaktree Funds dated September 5, 2023, and all the transactions contemplated thereby, all as more particular described in the accompanying management information circular (the “**Circular**”). The full text of the Arrangement Resolution is set forth in Schedule “B” to the accompanying Circular; and
2. to transact such further and other business as may properly come before the Meeting or any postponement or adjournment thereof.

Specific details of the above items of business are contained in the Circular that accompanies and forms a part of this notice of meeting. Securityholders are encouraged to read the Circular carefully when evaluating the matters to be considered at the Meeting.

RECORD DATE

The directors of the Company have fixed the close of business (Toronto Time) on September 11, 2023 as the record date (the “**Record Date**”) for the determination of Securityholders entitled to receive notice of and to vote at the Meeting and at any postponement or adjournment thereof. Each registered holder of Shares (a “**Registered Shareholder**”) and Optionholder as of the close of business (Toronto Time) on the Record Date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

HOW TO VOTE

Registered Shareholders at the close of business (Toronto Time) on the Record Date, Optionholders whose name is entered on the applicable securities register of the Company for such Options at the close of business (Toronto Time) on the Record Date and duly appointed proxyholders will be able to attend, submit questions and vote at the Meeting online at <https://meetnow.global/MHK77W7>. If you are a Registered Shareholder or Optionholder, whether or not you plan to attend the Meeting, you are requested to complete, sign, date and return to Computershare Investor Services Inc., the transfer agent and registrar of the Shares (the “**Transfer Agent**”), the enclosed Form of Proxy. **To be valid, proxies must be deposited with the Transfer Agent at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 no later than 9:00 a.m. (Toronto Time) on October 17, 2023, being the second last business day preceding the date of the Meeting, and any instruments appointing proxies to be used at any adjournment or postponement of the Meeting must be so deposited at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for such adjournment or postponement of**

the Meeting. The deadline for the deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

If you hold your Shares through a broker, investment dealer, bank, trust company or other intermediary (in which case you are a “**Beneficial Shareholder**”), whether or not you plan to attend the Meeting, you should complete and send the Form of Proxy or voting instruction form, as applicable, in accordance with the instructions provided by your broker or intermediary. These instructions include the additional step of registering proxyholders with the Transfer Agent after submitting your Form of Proxy or voting instruction form. Failure to register the proxyholder with our Transfer Agent will result in the proxyholder not receiving an “Invitation Code” or username to participate in the Meeting and only being able to attend as a guest. Beneficial Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but will not be able to vote or submit questions at the Meeting. Please refer to the voting instructions provided in the “*Voting Information for Beneficial Shareholders*” section of the accompanying Circular and call your broker, dealer or other intermediary for information on how you can vote your Shares. If you are a Beneficial Shareholder, you should also arrange for your intermediary to complete the necessary transmittal documents to ensure that you receive payment for your securities if the Transaction is completed.

The voting rights attached to the Shares and/or Options represented by a proxy in the enclosed Form of Proxy will be voted in accordance with the instructions indicated thereon. If no instructions are given, the voting rights attached to such Shares and/or Options, as applicable, will be voted **FOR** the Arrangement Resolution.

HOW TO REVOKE YOUR VOTE

A Registered Shareholder or Optionholder who has given a proxy may revoke such proxy by: (a) completing and signing a proxy bearing a later date and depositing it with the Transfer Agent in accordance with the instructions set out in the Circular; (b) depositing an instrument or act in writing expressly revoking such proxy executed or signed by the Registered Shareholder and/or Optionholder or by the Registered Shareholder’s and/or Optionholder’s personal representative or agent authorized in writing (i) at the principal office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, at which the proxy is to be used, or (ii) with the Chair of the Meeting prior to the commencement of the Meeting on the day of the Meeting, or where the Meeting has been adjourned or postponed, prior to the commencement of the reconvened or postponed Meeting on the day of such reconvened or postponed Meeting; or (c) in any other manner permitted by law.

If a Shareholder or Optionholder who has submitted a Form of Proxy attends the Meeting via webcast and proceeds with voting at the Meeting, any and all previously submitted proxies will be revoked. If you do not wish to revoke all previously submitted proxies, do not vote at the Meeting.

A Beneficial Shareholder who has given voting instructions to a broker, investment dealer, bank, trust company or other intermediary may revoke such voting instructions by following the instructions of such broker, investment dealer, bank, trust company or other intermediary. However, a broker, investment dealer, bank, trust company or other intermediary may be unable to take any action on the revocation if such revocation is not provided sufficiently in advance of the Meeting or any adjournment or postponement thereof.

DISSENT RIGHTS

Pursuant to the Interim Order, Registered Shareholders as of the Record Date are entitled to dissent in respect of the Arrangement Resolution and, if the Transaction is completed, to be paid the fair value of their Shares in accordance with the provisions of sections 237 to 247 of the BCBCA, as modified by the Interim Order. This right is described in detail in the accompanying Circular under the heading “*Dissent Rights*”. **Failure to comply strictly with the dissent procedures described in the Circular may result in the loss or unavailability of any right of dissent. Beneficial Shareholders registered in the**

name of a broker, investment dealer, bank, trust company, nominee or other intermediary who wish to dissent should be aware that only Registered Shareholders are entitled to dissent. Accordingly, a Beneficial Shareholder who desires to exercise rights of dissent must make arrangements for the registered holder of such Shares to dissent on the holder's behalf.

WHO TO CONTACT IF YOU HAVE QUESTIONS

If the Transaction is completed and you have any questions about depositing your Shares for the Transaction, including with respect to completing the applicable letter of transmittal, please contact Computershare Investor Services Inc., which is acting as depository under the Transaction, by telephone at 1 (800) 564-6253 (toll free in North America) or (514) 982-7555 (outside North America), by facsimile at (905) 771-4082 or by email at corporateactions@computershare.com.

DATED at Toronto, Ontario, this 19th day of September, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Burt Jordan"

Burt Jordan

Chair of the Special Committee

ABC Technologies Holdings Inc.