Exhibit 10.3  
 VOTING AGREEMENT  
 This VOTING AGREEMENT (this “Agreement”), dated as of October 1, 2024, is by and among Alternus Clean Energy, Inc., a Delaware corporation with offices located at 000 Xxxxxxxx Xxxx Xxxxx, Xxxxx 000, Xxxx Xxxx, Xxxxx Xxxxxxxx 00000 (the “Company”), and each Person listed on Schedule A hereto (each, a “Key Holder” and, collectively with the Company, the “Parties”). Except as otherwise defined herein, capitalized terms have the meanings given to them in the Securities Purchase Agreement (as defined below).  
 RECITALS  
 A. Each Key Holder, as of the date hereof, is the Beneficial Owner (as defined below) of the number of shares of the Company’s common stock, $0.0001 par value per share (“Common Stock”), set forth opposite such Key Holder’s name on Schedule A hereto (such shares, the “Existing Shares” and, together with any additional shares of Common Stock acquired pursuant to Section 1(c), the “Shares”).  
 B. The Company proposes to enter into that certain Securities Purchase Agreement, dated as of or about the date hereof (the “Securities Purchase Agreement”), with the investors listed on the Schedule of Buyers attached thereto (the “Buyers”), pursuant to which, among other things, the Buyers shall purchase, and the Company shall issue and sell, (a) senior convertible notes in the aggregate original principal amount of up $2,500,000, which are being issued with a twelve percent (12.0%) original issue discount, in substantially the form attached as Exhibit A to the Securities Purchase Agreement, and (b) common stock purchase warrants exercisable for an aggregate of up to 16,718,750 shares of Common Stock, in substantially the form attached as Exhibit B to the Securities Purchase Agreement, upon the terms and conditions set forth in the Securities Purchase Agreement.  
 C. Pursuant to the terms of the Securities Purchase Agreement, and to induce the Buyers to execute and deliver the Securities Purchase Agreement, the Company and each Key Holder desires to enter into this Agreement to set forth their agreements and understandings with respect to how shares of Common Stock held by each Key Holder shall be voted in connection with certain matters contemplated thereby.