

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about the contents of this document or as to what 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) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.**

If you have sold or otherwise transferred all of your ordinary shares in the Company, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your ordinary shares in the Company, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

## **eEnergy Group plc**

*(Incorporated in England and Wales with registered no. 05357433)*

Directors:

David Nicholl (Non-Executive Chairman)  
Harvey Sinclair (Chief Executive Officer)  
Crispin Goldsmith (Chief Financial Officer)  
Andrew Lawley (Non-Executive Director)  
Derek Myers (Non-Executive Director)  
Gary Worby (Independent Non-Executive Director)  
Nigel Burton (Independent Non-Executive Director)

*Registered office:*  
20 St. Thomas Street  
London  
SE1 9RS

21 December 2022

Dear Shareholder,

### **General meeting to receive and consider the Annual Accounts and Auditors**

#### **1. Introduction**

I have pleasure in sending you notice convening a general meeting of eEnergy Group plc (the "**Company**") (the "**GM**"). The GM will be held on 13 January 2023 at 9 am at Fieldfisher's offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT. As you will see from the formal notice of meeting which follows this letter (the "**Notice**"), there are a number of items of business to be considered and the purpose of each resolution to be proposed is set out in the Explanatory Notes to the Resolutions on page 4.

#### **2. Voting and asking questions**

You will not receive a hard copy form of proxy for the GM in the post. Instead, you will be able to vote electronically using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account or register if you have not previously done so, to register you will need your investor code, this is detailed on your share certificate or available from our registrar on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

Alternatively, you can request a hard copy proxy card by emailing [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).

Voting by proxy prior to the GM does not affect your right to attend the GM and vote in person should you so wish. Proxy votes must be received no later than 9 am 11 January 2023.

If you need help with voting online, please contact our registrar, Link Group, on 0371 664 0300 or email Link Group at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). Calls will be charged at local rates. Calls

made outside the United Kingdom will be charged at the applicable international rate. The lines are open between 09:00 and 17:30 Monday to Friday, excluding public holidays in England and Wales.

Shareholders are encouraged to submit any questions for the Board to consider in respect of the business of the GM. Questions should be submitted in advance by email by 11 January 2023 by sending them to [shareholderquestions@eenergyplc.com](mailto:shareholderquestions@eenergyplc.com) with the title "eEnergy Group plc Shareholder Questions" and including the shareholder's full name. Shareholder questions will be responded to as appropriate before the GM.

### **3. Business to be conducted at the GM**

An explanation of the resolutions being proposed at the GM are set out at the end of this document, on page 4.

As I explained in my letter to you on 25 November 2022, the GM is being convened to enable you to vote on formal resolutions to receive and consider the annual report and accounts of the Company for the year ended 30 June 2022 and re-appoint the Company's auditors.

### **4. Recommendation**

The directors consider the resolutions which are set out in the Notice and which are to be proposed at the forthcoming GM, to be in the best interests of the Company and of shareholders as a whole and unanimously recommend shareholders to vote in favour of all such resolutions, as each of the directors intends to do in respect of their own beneficial holding.

Yours faithfully

**David Nicholl**  
**Non-Executive Chairman**

# **eEnergy Group plc**

*(Incorporated in England and Wales with registered no. 05357433)*

## **NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a general meeting of eEnergy Group plc (the “**Company**”) (the “**GM**”) will be held on 13 January 2023 at 9 am at Fieldfisher LLP’s offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT. The business of the GM will be to consider and, if thought fit, pass all of the following resolutions which will be proposed as ordinary resolutions.

1. To receive and consider the Directors’ Report and Accounts for the period ended 30 June 2022, together with the Auditor’s Report thereon.
2. To re-appoint PKF Littlejohn LLP of 15 Westferry Circus, London E14 4HD as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which audited financial statements of the Company are laid before members of the Company, and to authorise the Directors to determine their remuneration.

### **BY ORDER OF THE BOARD**

**Crispin Goldsmith**  
*Company Secretary*

*Registered office:*  
20 St. Thomas Street  
London  
SE1 9RS

Dated: 21 December 2022

**Explanatory Notes to the Resolutions:**

An explanation of each of the resolutions contained in the notice of meeting is set out below.

The resolutions will be proposed as ordinary resolutions. For each of the resolutions to be passed, more than half of the total voting rights of members who (being entitled to do so) vote must be in favour of the resolution.

**Resolution 1: Annual financial statements and reports**

Under the Companies Act 2006, the directors of the Company (“**Directors**”) are required to lay before the Company in a general meeting, copies of its audited financial statements, the strategic report, the directors’ report and the auditor’s report for the financial year ended 30 June 2022. Resolution 1 will authorise receipt of those documents.

**Resolution 2: Re-appointment of PKF Littlejohn LLP as the Company’s auditors**

At each general meeting at which financial statements are laid before the shareholders, the Company is required to appoint an auditor to hold office until the next such meeting. PKF Littlejohn LLP is willing to continue in office and Resolution 2 will reappoint them and authorise the Directors to determine the auditor’s remuneration.

## Notice of Meeting Notes

1. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and paragraph 18(c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the GM shall be entitled to attend and vote at the meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day.
2. Voting on a poll

On a vote by show of hands, every Shareholder who is present in person has one vote and every duly appointed proxy who is present has one vote. On a poll vote, every Shareholder who is present in person or by way of a proxy has one vote for every Ordinary Share of which he/she is a holder. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
3. Appointment of proxies

A Shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder.
4. Appointment of proxy using the accompanying proxy form or electronically
  - 4.1. Via the registrars website [www.signalshares.com](http://www.signalshares.com). To vote online you will need to logon to your Signal Shares account or register if you have not already done so. To register you will need your investor code which can be found on your share certificate. Once registered you will immediately be able to vote.
  - 4.2. By requesting a hard copy: by calling the registrar Link Group on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0390. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
  - 4.3. For a proxy appointment to be valid, it must be received by the registrar Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 9 a.m. on 11 January 2023.
5. Appointment of proxy through CREST
  - 5.1. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.
  - 5.2. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's ("Euroclear") 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 is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Link Group (ID RA10) no later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Link Group is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
  - 5.3. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. 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 or her 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.
  - 5.4. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
  - 5.5. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as (s)he thinks fit or, at his/her discretion, withhold from voting.
6. Changing proxy instructions
  - 6.1. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more

than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final. Termination of proxy appointments.

6.2. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

7. Joint shareholders

In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

8. Corporate representatives

A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

9. Communication

9.1. Shareholders who have general queries about the meeting should call Link Group's shareholder helpline on 0371 664 0300 or from overseas on +44 (0) 371 664 0390 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate.). Lines are open from 9.00 a.m. to 5.00 p.m., Monday to Friday (excluding public holidays in England and Wales).

9.2. You may not use any electronic address provided in this notice of general meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.

