

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, please send this document 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, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

eEnergy Group plc

(Registered in England and Wales with company number 05357433)

Proposed disposal of the Company's Energy Management Division

Notice of General Meeting

Your attention is drawn to the letter from the Chair in this document, recommending you vote in favour of the resolution to be proposed at the General Meeting.

Notice convening a General Meeting of the Company to be held at Fieldfisher's offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 7 February 2024 at 9:00 a.m. is set out at the end of this document. You are requested to complete the Form of Proxy electronically using the link <https://www.signalshares.com>, in accordance with the procedures set out below, by no later than 9:00 a.m. on 5 February 2024.

This document includes forward looking statements (that is, statements other than statements of historical facts), including (without limitation) those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, and any statement preceded or followed by, or including, words such as "target", "believe", "expect", "aim", "intend", "will", "may", "anticipate", "would" or "could", or negatives of such words. Such forward looking statements involve known and unknown risks, uncertainties and other factors beyond the Company's control, that could cause the actual results, performance or achievements of the Company to be materially different to future results, performance or achievements expressed or implied by such statements. Such forward looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Group will operate in the future. They speak only as at the date of this document. The Company expressly disclaims any obligation to disseminate any update or revision to any forward looking statement in this document to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based, unless required to do so by applicable law or the AIM Rules.

Copies of this document will be available free of charge from the Company's registered office during normal business hours on each day (excluding Saturday, Sunday and public holidays) from the date hereof until the date of the General Meeting. Copies will also be available from the Company's website at www.eenergyplc.com.

CONTENTS

	Page
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	3
DEFINITIONS	4
LETTER FROM THE CHAIR	6
NOTICE OF GENERAL MEETING	11

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Dispatch of this document	22 January 2024
Latest time and date for receipt of proxies	9:00 a.m. on 5 February 2024
General Meeting	9:00 a.m. on 7 February 2024
Completion of the Disposal	within three business days of the General Meeting

Notes:

- (a) Unless otherwise specified, references in this document to time are to Greenwich Mean Time.
- (b) The times and dates above are indicative only. If there is any change, revised times and dates will be notified to shareholders by means of an announcement through a Regulatory Information Service.

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

"AIM"	the market of that name operated by London Stock Exchange
"AIM Rules"	the AIM Rules for Companies published by London Stock Exchange plc from time to time
"Board" or "Directors"	the directors of the Company whose names are set out on page 6 of this document
"Company" and "eEnergy"	eEnergy Group plc (incorporated and registered in England and Wales with registered number 05357433) whose registered office address is 20 St. Thomas Street, London, England, SE1 9RS
"Completion"	completion of the Disposal, expected to occur within three business days of the General Meeting
"Continuing eEnergy Group"	eEnergy and its subsidiaries and subsidiary undertakings following the Disposal
"Disposal"	the proposed disposal of the Energy Management Division through the sale of the EM Subsidiaries
"EM Subsidiaries"	eEnergy Insights Limited (company number 13286210), EML and eEnergy Consultancy Limited (company number 03875773)
"EML"	eEnergy Management Limited (company number 10064022)
"Energy Management Division"	the Group's energy management services business which is carried on by the EM Subsidiaries
"Energy Services Division"	the Group's energy services division
"Flogas"	Flogas Britain Limited (incorporated and registered in England and Wales with registered number 00993638), whose registered office address is 81 Rayns Way, Syston, Leicester, Leicestershire, LE7 1PF, a subsidiary of DCC plc
"General Meeting"	the general meeting of the Company to be held at Fieldfisher's offices, 9 th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 7 February 2024 at 9:00 a.m., notice of which is set out at the end of this document
"Group"	the Company and its subsidiary undertakings
"MY ZeERO"	the SaaS application branded "MY ZeERO" which is hosted and supported by EML and provided to its customers to enable them to measure, manage and visualise their

	organisation's energy usage
"MY ZeERO Installation"	the installation of a MY ZeERO meter
"Notice of General Meeting"	the notice convening the General Meeting set out at the end of this document
"Ordinary Shares"	the ordinary shares of £0.003 each in the capital of the Company
"Resolution"	the resolution to approve the Disposal to be proposed at the General Meeting
"Share Sale Agreement"	the conditional share purchase agreement relating to the sale of the Energy Management Division
"Shareholders"	holders of Ordinary Shares

LETTER FROM THE CHAIR

eEnergy Group plc

(Registered in England and Wales with company number 05357433)

Directors:

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

Registered Office:

20 St. Thomas Street
London
England
SE1 9RS

22 January 2024

Dear Shareholder

Proposed Disposal of the Company's Energy Management Division

Notice of General Meeting

1. Introduction

It was announced on 22 January 2024 that eEnergy Group plc (the "**Company**") had entered into an agreement with Flogas Britain Limited in relation to the sale of the Company's Energy Management Division for initial consideration of £29.1 million (the "**Initial Consideration**"), comprising £25.0 million cash (the "**Initial Cash Consideration**") being received by the Group with the balance of £4.1 million being used to repay amounts due from the Group to the Energy Management Division. Further amounts of contingent consideration may be payable based on the Energy Management Division achieving strong growth in line with its business plan for the period to 30 September 2025 (the "**Contingent Consideration**") (together the "**Consideration**").

The Disposal will be effected through the sale of the entire issued share capital of each of the EM Subsidiaries.

In view of the size of the Energy Management Division relative to the Company, the Disposal will result in a fundamental change in the business of the Company for the purpose of Rule 15 of the AIM Rules and it is therefore conditional upon the approval of the Shareholders, amongst other matters.

Accordingly, that approval will be sought at a general meeting of the Company to be held at Fieldfisher's offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 7 February 2024 at 9:00 a.m.. The formal notice convening that General Meeting is set out at the end of this document. The actions that you should take to vote on the Resolution and the recommendation of the Board are set out in paragraphs 6 and 8 respectively of this letter.

The purpose of this document is to: explain the background to and reasons for the Disposal; explain why the Directors consider the Disposal to be in the best interests of the Shareholders as a whole; and convene the General Meeting.

2. Background to and reasons for the Disposal

As announced on 8 November 2023, in early 2023 the Board received a number of unsolicited approaches expressing an interest in acquiring the Company's Energy Management Division. As a result, the Board engaged professional advisers to conduct a strategic review of the Energy Management Division and evaluate these approaches.

Following further evaluation of these approaches, the Board resolved that the offer from Flogas represented the best option to unlock significant potential value for Shareholders. In coming to this decision, the Board also recognised the long-term proposition to create further value for the Group by re-investing the net proceeds into its high growth Energy Services Division. Flogas is part of DCC Energy and a subsidiary of DCC plc, a leading international sales, marketing and support services group.

Both the Group's Energy Management Division and Energy Services Division are high growth businesses with strong market positions in attractive growth markets. The Energy Management Division, for the 12-month interim period to 30 June 2023, reported revenues of £13.6 million (up 17% on FY22) and adjusted EBITDA* of £4.4 million (up 20% on FY 2022).

The Initial Cash Consideration of £25.0 million delivers an immediate return on the £23.4 million invested into the Energy Management Division since the initial acquisition of Beond Group Limited in December 2020. As at 30 June 2023 the reported unaudited net asset value in the Group of the Energy Management Division was £26.7 million (including goodwill created on acquisition). Payments of contingent consideration through the earnout period (estimated by the Company to be in the range of £8 million to £10 million, subject to the Energy Management Division achieving strong growth in line with its business plan) would further enhance returns to Shareholders.

Going forward, the Company will focus on accelerating growth in the Energy Services Division, supported by re-investment of the majority of the cash received, following debt paydown. During the same 12-month period to 30 June 2023, the Energy Services Division reported revenues of £19.5 million and adjusted EBITDA* of £2.3 million, 87% and up 131% respectively on FY 2022, demonstrating significant and growing demand.

**Adjusted EBITDA is earnings before interest, tax, depreciation and amortisation, excluding exceptional items. Exceptional items are those items which, in the opinion of the Directors, should be excluded in order to provide a consistent and comparable view of the underlying performance of the Energy Management Division's ongoing business and include transaction related items, restructuring and integration costs.*

3. Summary terms of the Disposal

3.1 Cash consideration

£25 million of the Initial Consideration will be payable by Flogas in cash on Completion. Under the terms of the Share Sale Agreement, a further £4.1 million of the Initial Consideration will be used to repay amounts due from the Group to the Energy Management Division. The Initial Consideration reflects an estimate of the financial position of the EM Subsidiaries at Completion and may be subject to certain subsequent adjustments to take account of the actual financial position of the EM Subsidiaries at Completion, with the intention that they are being sold on a debt free/cash free basis and with a normalised level of working capital. In addition, further amounts in relation to certain historical contingent liabilities of the EM Subsidiaries may be paid to the Company as additional consideration to the extent that such liabilities do not crystallise.

As part of the Disposal, Contingent Consideration may also be payable on the following basis and subject to the EM Subsidiaries delivering an agreed minimum level of earnings during the period:

- an amount equal to the free cashflow generation from the EM Subsidiaries (excluding the impact of MY ZeERO from Completion to 30 September 2025); and
- a payment per successfully completed MY ZeERO Installation during the same period as above.

The Contingent Consideration is estimated by the Company to be in the range of £8 million to £10 million, subject to the Energy Management Division achieving strong growth in line with its business plan, and is capped at £20 million.

Any Contingent Consideration will be payable in cash in two instalments, covering the period from completion to 30 September 2024, and the 12-month period to 30 September 2025.

3.2 Other provisions of the Share Sale Agreement

The Group has provided certain warranties and indemnities to Flogas regarding, inter alia, the business and tax affairs of the Energy Management Division and has entered into certain restrictive covenants.

Under the Share Sale Agreement, the sole condition to Completion is the passing of the Resolution.

3.3 Transitional services arrangements

On Completion, the Company and Flogas will enter into a transitional services arrangement ("**TSA**"), under which: the Company will provide Flogas with certain services as previously provided by the Company to the Energy Management Division; and Flogas will provide the Company with certain reverse services as previously provided by the Energy Management Division to the Group. Under the terms of the TSA, the parties will migrate the relevant services as soon as reasonably practicable and in any event both parties must migrate and cease to use the services within 12 months of Completion.

3.4 Brand licence

On Completion, the Company and the EM Subsidiaries will enter into a brand licence agreement, under which the Company will grant the EM Subsidiaries a non-exclusive, royalty-free, non-transferable licence to use certain trade marks owned by the Company, for a period of two years from Completion, for the purpose of the EM Subsidiaries carrying on each of their respective businesses.

3.5 Cross-referral and licensing agreement

On Completion, the Company and EML will also enter into a cross-referral and licensing agreement (the "**CLA**"), under which the Company and EML shall cross-refer certain services of the other party to their own client base with a referral fee being paid for successful referrals. EML shall licence to the Company the use of MY ZeERO, including the right to permit the Company to sell up to an agreed number of MY ZeERO eMeters per year to its client base. The CLA is for an initial period of two years, following which it may be extended further by mutual agreement.

The CLA provides for non-compete provisions between the Company and EML, in which the Company and EML are prohibited from canvassing, soliciting or endeavouring to sell to or entice

away any person who is or was solely a client of the other party in respect of the relevant services as at the date of the CLA.

3.6 Use of proceeds

Part of the Initial Cash Consideration will be applied to the repayment of the Group's debt facilities with HSBC Innovation Finance (previously known as Silicon Valley Bank) in the amount of £5 million and which are due for repayment in February 2024, and its other subordinated debt comprising secured discounted capital bonds, also due for repayment in May 2024. The repayment of these aggregate £8.1 million of Group borrowings (inclusive of accrued interest) will significantly strengthen the balance sheet, making the Group debt free. The Company has continued discussions with various parties as an alternative option to refinance these facilities. In the unlikely event that the Disposal did not proceed for any reason, the Directors are confident that the Company would be able to extend its debt facilities to allow those alternative options to be concluded and would be required to strengthen the balance sheet on a timely basis to support the growth in the Group's combined operations and for general working capital purposes.

The balance of the net proceeds of the Initial Cash Consideration will be reinvested to support accelerated growth in the Energy Services Division, including through retaining interests in long-term revenue generating assets to improve overall returns to the Group.

4. Strategy of the Continuing eEnergy Group following the Disposal

The Disposal will allow the Group to focus entirely on its high growth Energy Services Division, which grew 87% in the past 12-month period despite being undercapitalised. The Disposal will simplify the Group's business, strengthen its balance sheet and will bring the opportunity to invest further in the higher growth segments of solar and EV charging across the UK.

5. General Meeting

The Disposal is conditional upon Shareholder approval being obtained at the General Meeting. At the end of this document is a notice convening the General Meeting to be held at Fieldfisher's offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 7 February 2024 at 9:00 a.m. at which the Resolution will be proposed.

The Resolution will be proposed as an ordinary resolution. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

6. Action to be taken in respect of the General Meeting

You will not receive a hard copy form of proxy for the General Meeting in the post. Instead, you will be able to vote electronically using the link <https://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 vote via the LinkVote+ app, CREST, Proximity or you can request a hard copy proxy card by emailing shareholderenquiries@linkgroup.co.uk.

Voting by proxy prior to the General Meeting does not affect your right to attend the General Meeting and vote in person should you so wish. Proxy votes must be received no later than 9:00 a.m. on 5 February 2024.

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. 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 General Meeting. Questions should be submitted in advance by email by 6 February 2024 by sending them to 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 General Meeting.

The attention of Shareholders is drawn to the voting intentions of the Directors set out below.

7. Irrevocable undertakings

Certain Shareholders (which include the following Directors: Nigel Burton, Crispin Goldsmith, Andrew Lawley, David Nicholl, Harvey Sinclair and Gary Worby) have irrevocably undertaken to vote or procure to vote in favour of the Resolution to be proposed at the General Meeting in respect of 165,902,704 Ordinary Shares, in aggregate, representing approximately 42.8 per cent. of the issued ordinary share capital of the Company.

8. Recommendation

The Directors believe that the Disposal will promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of the Resolution to be proposed at the General Meeting, as they have irrevocably undertaken to do in respect of their own beneficial holdings, amounting to (in aggregate) 39,185,333 Ordinary Shares, representing 10.1 per cent. of the share capital of the Company at the date of this document.

Shareholders are reminded that the Disposal is conditional, amongst other things, on the passing of the Resolution to be proposed at the General Meeting. Should the Resolution not be passed, the Disposal will not proceed. In such an event, the Company would be required to settle Flogas's third party costs and expenses relating to the Disposal, capped at £0.9 million.

Yours sincerely

John Foley
Non-Executive Chairman

eEnergy Group plc

(Registered in England and Wales with company number 05357433)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of eEnergy Group plc (the "**Company**") will be held on Wednesday, 7 February 2024 at 9:00 a.m. at Fieldfisher's offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom (the "**General Meeting**") (the "**Notice**"). The business of the General Meeting will be to consider and, if thought appropriate, to pass the following ordinary resolution:

ORDINARY RESOLUTION

***THAT** the disposal by the Company of the Energy Management Division (as defined in the circular to shareholders dated 22 January 2024 which accompanies this Notice (the "**Circular**")), pursuant to the Share Sale Agreement (as defined and further described in the Circular) and related documentation, be and is hereby approved with such amendments as the Directors may approve, and the Directors, or any duly authorised committee thereof, be and are hereby authorised to take all necessary steps and to execute all other documents and deeds as they may consider to be necessary or desirable to conclude the Disposal (as defined in the Circular).*

BY ORDER OF THE BOARD
Crispin Goldsmith
Company Secretary

Registered Office:
20 St. Thomas Street
London
England
SE1 9RS

22 January 2024

Notes to the Notice of General Meeting:

1. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 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 General Meeting shall be entitled to attend and vote at the General 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. Members who have general queries about the General Meeting should telephone Link Group 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.
3. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
4. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. To appoint as your proxy a person other than the Chairman of the General Meeting, insert their full name in the space provided. If you sign and return the proxy form with no name inserted in the space, the Chairman of the General Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the General Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give him or her the relevant instructions directly.
5. You may appoint more than one proxy, provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
6. To direct your proxy how to vote on the Resolution, mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
7. A proxy can be appointed as follows:
 - (a) Via the registrar's website: www.signalshares.com. To vote online you will need to log on 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.
 - (b) Via the LinkVote+ app (refer to Note 8 below).
 - (c) 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 (refer to Notes 9-14 below).
 - (d) If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform (refer to Note 15 below).
 - (e) By requesting a hard copy proxy card by emailing shareholderenquiries@linkgroup.co.uk or by calling the registrar Link Group 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.
 - (f) 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 9:00 a.m. on 5 February 2024.
8. LinkVote+ is a free app for smartphone and tablet provided by Link Group (the Company's registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



9. 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.
10. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST proxy appointment instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & International Limited ("Euroclear"), and must contain all the relevant information required by the CREST Manual. To be valid 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 be transmitted so as to be received by the Registrars, as the Company's "issuer's agent", (CREST ID: RA10) 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting (as such a message cannot be transmitted on weekends or on other days when the CREST system is closed). After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means.

11. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider, to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid. The CREST Manual can be reviewed at www.euroclear.com.
13. CREST members and, where applicable, the sponsors or voting service provider(s), should note that CREST does not make available a special procedure in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of proxy instructions. It is the responsibility of the CREST members concerned to take (or if the CREST member is a CREST personal member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such actions 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. 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.
15. Proximity Voting – if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the registrar Link Group. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 9:00 a.m. on 5 February 2024 in order to be considered valid or, if the General Meeting is adjourned, by the time which is 48 hours (excluding non-business days) before the time of the adjourned General Meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
16. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
17. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form and received by the registrars no later than 48 hours (excluding non-business days) prior to the General Meeting.
18. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
19. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
20. 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 Link Group at shareholderenquiries@linkgroup.co.uk or on +44 (0) 371 664 0300. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.