

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other appropriately authorised independent financial adviser.

If you sell or otherwise transfer, or have sold or otherwise transferred, all of your ordinary shares in eEnergy Group PLC you should send this document as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction. If you sell or have sold or otherwise transferred only part of your holding, you should retain these documents.



eEnergy Group PLC

(Incorporated in England and Wales – No. 05357433)
(the “Company”)

Directors:

Andrew Lawley (Non-Executive Chairman)
Jonathan Hornby (Non-Executive Director)
Harvey Sinclair (Chief Executive Officer)
John Gahan (Chief Financial Officer)
Dr Nigel Burton (Independent Non-Executive Director)
Gary Worby (Independent Non-Executive Director)

Registered office:

20 St. Thomas Street
London
SE1 9RS

Letter from the Chair

1 July 2025

Dear Shareholder

Annual General Meeting

I am pleased to enclose the formal notice ("Notice") of the 2025 Annual General Meeting ("AGM") of the Company. This year's AGM will be held at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London, EC4R 3TT at 11:00 am on 31 July 2025. The Notice sets out the resolutions to be proposed, together with general notes for shareholders who wish to give proxy voting instructions.

Voting and asking questions

You will not receive a hard copy form of proxy for the AGM 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, Proxymity or you can request a hard copy proxy card by emailing shareholderenquiries@linkgroup.co.uk.

Voting by proxy prior to the AGM does not affect your right to attend the annual general meeting and vote in person should you so wish. Proxy votes must be received no later than 11:00 am on 29 July 2025.

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 08:00 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 AGM. Questions should be submitted in advance by email by 29 July 2025 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 AGM.

The business to be considered at the AGM

The resolutions are standard matters that are normally dealt with at an AIM listed company's AGM and are set out in full in the Notice. In accordance with best practice, all the Directors are retiring at the AGM and, being willing, put themselves forward for re-election by shareholders. Furthermore, shareholders are also being asked to accept the Directors' Remuneration Report. Although this vote is not binding and is advisory only, the Directors wish to give shareholders the opportunity to express their views in relation to Directors' remuneration in an appropriate way. This resolution is intended to provide that opportunity.

Recommendation

The Board considers that each of the resolutions set out in the Notice are in the best interests of the Company and of its shareholders as a whole and unanimously recommend shareholders to vote in favour of them, as each of the Directors intends to do in respect of their own beneficial holdings (save in respect of those resolutions in which they are interested).

Yours faithfully,

Andrew Lawley

Non-Executive Chairman

Notice of Annual General Meeting

Unless otherwise expressly stated, all defined terms referred to below shall have the same meaning as given in the covering letter to the Notice of Annual General Meeting dated 1 July 2025.

Notice is hereby given that the Annual General Meeting of eEnergy Group PLC will be held at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London, EC4R 3TT at 11:00 am on 31 July 2025 in order to consider and, if thought fit, pass resolutions 1 to 10 (inclusive) as ordinary resolutions and resolution 11 as a special resolution:

Ordinary Resolutions

- Resolution 1.** To re-appoint as a director Gary Brian Worby who retires in accordance with the articles of association and, being eligible, offers himself for re-appointment.
- Resolution 2.** To re-appoint as a director Dr Nigel John Burton who retires in accordance with the articles of association and, being eligible, offers himself for re-appointment.
- Resolution 3.** To re-appoint as a director John Gahan who retires in accordance with the articles of association and, being eligible, offers himself for re-appointment.
- Resolution 4.** To re-appoint as a director Johnathan Charles Hornby who retires in accordance with the articles of association and, being eligible, offers himself for re-appointment.
- Resolution 5.** To re-appoint as a director Andrew Robin Lawley who retires in accordance with the articles of association and, being eligible, offers himself for re-appointment.
- Resolution 6.** To re-appoint as a director Harvey Ian Sinclair who retires in accordance with the articles of association and, being eligible, offers himself for re-appointment.
- Resolution 7.** To receive and consider the Annual Report and Accounts for the period ended 31 December 2024, together with the Auditor's Report thereon.
- Resolution 8.** To accept the Directors' Remuneration Report for the period ended 31 December 2024 as set out in the Company's Annual Report and Accounts for the year ended 31 December 2024.
- Resolution 9.** 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.
- Resolution 10.** That the Directors be generally and unconditionally authorised pursuant to Section 551 of the 2006 Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £387,224.625, which represents approximately 1/3 of the issued share capital of the Company as at 1 July 2025, provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company following the date of the passing of this resolution, but so that the directors may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority hereby conferred had not expired.
- This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 551 of the 2006 Act.

Special Resolution

- Resolution 11.** That, subject to and conditional upon the passing of Resolution 10, the Directors be and they are hereby generally empowered pursuant to Section 570 of the 2006 Act to allot equity securities (as defined in Section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 10 above as if Section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
- 1) the allotment of equity securities in connection with an offer by way of a rights issue:
 - a) to the holders of ordinary shares in proportion (as nearly as maybe practicable) to their respective holdings; and
 - b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - 2) the allotment (otherwise than pursuant to paragraph 1 above) of equity securities up to an aggregate nominal amount of £116,167.3875, which represents approximately 10% of the issued share capital of the Company as at 1 July 2025.

Notice of Annual General Meeting continued

Special Resolution continued

Resolution 11. continued

The power granted by this resolution will unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting of the Company following the date of the passing of this resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply, but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By order of the Board

John Gahan

Company Secretary

1 July 2025

Registered Office:
20 St Thomas Street
London
SE1 9RS

Notes to the Notice of Annual 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 Annual General Meeting 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. Members who have general queries about the 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 meeting to represent you. To appoint as your proxy a person other than the Chairman of the 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 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 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 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 resolutions 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 meeting.
7. Appointing a proxy:
 - (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 Proxymity 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 11:00 am on 29 July 2025.
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.

Apple App Store



GooglePlay



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 meeting or adjourned 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.

Notes to the Notice of Annual General Meeting continued

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 of 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 sections 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 11:00 am on 29 July 2025 in order to be considered valid or, if the Meeting is adjourned, by the time which is 48 hours before the time of the adjourned 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 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.