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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. However, this document should not be distributed, forwarded or transmitted in or into the United States of America, Canada, Australia, Russia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. 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. **This document should be read in conjunction with the Notice of General Meeting as set out at the end of this document. The whole text of this document should be read.**

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), the Placing Shares or the Retail Offer Shares. This document does not constitute a prospectus or MTF admission prospectus for the purposes of The Public Offers and Admissions to Trading Regulations 2024, nor has it been prepared in accordance with the FCA's Prospectus Rules: Admission to Trading on a Regulated Market sourcebook. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

eEnergy Group plc

(Registered in England and Wales with company number 05357433)

**Proposed Placing of 2,018,754,878 new Ordinary Shares at 0.3 pence per share,
Proposed Subscription for 83,333,333 new Ordinary Shares at 0.3 pence per share,
Retail Offer for 652,933,407 new Ordinary Shares at 0.3 pence per share**

and

Notice of General Meeting

Application will be made to London Stock Exchange for the Fundraising Shares to be admitted to trading on AIM. It is expected that Admission will occur and dealings will commence in the Fundraising Shares on or around 26 October 2026. Any change to these times and/or dates will be announced by the Company.

The Fundraising Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends or other distributions declared, made or paid on or after they are issued. No application has been made or is currently intended to be made for the Fundraising Shares to be admitted to trading or dealt on any other exchange.

Notice convening a General Meeting of the Company to be held at Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 23 October 2026 at 10 a.m. is set out at the end of this document.

You will not receive a hard copy proxy form for the General Meeting in the post. Instead, you will be able to vote electronically using the Investor Centre app or at <https://uk.investorcentre.mpms.mufig.com/>. You will need to log into your Investor Centre account or register if you have not previously done so. Once you have setup your account you will need to add your shareholding by clicking 'Add Holding' in the 'Portfolio' section and following the on-screen instructions. You will require your Investor Code (IVC) to add your shareholding. You can find your IVC on your share certificate or by contacting our Registrar, MUFG Corporate Markets via email at shareholderenquiries@cm.mpms.mufig.com or 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 and 17:30, Monday to Friday, excluding public holidays in England and Wales.

Alternatively, you can vote via CREST or Proxymity, or you can request a hard copy proxy form from MUFG Corporate Markets using the contact details provided below.

Voting by proxy prior to the GM 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 10 a.m. on 21 October 2026.

If you need help with voting online or require a hard copy proxy form, please contact our registrar, MUFG Corporate Markets, on 0371 664 0300 or email MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com. 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 General Meeting. Questions should be submitted in advance by email by 21 October 2026 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 Fundraising Shares referred to in this document have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States. There will be no public offer of the Fundraising Shares in the United States, the United Kingdom or elsewhere. The Fundraising Shares are being offered and sold outside the United States in reliance on Regulation S under the Securities Act.

The distribution of this document and the offer of the Fundraising Shares in certain jurisdictions may be restricted by law. Accordingly, this document must not be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

Strand Hanson Limited ("**Strand**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority ("**FCA**"), is acting as Nominated Adviser to the Company in connection with the Placing and Subscription and the proposed admission of the Placing Shares and Subscription Shares to trading on AIM and the proposals described in this document. It will not regard any other person as its client and will not be responsible to anyone else for providing the protections afforded to the clients of Strand or for providing advice in relation to such proposals. Strand has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Strand for the accuracy of any information or opinions contained in this document or for the omission of any information, and no representation or warranty, express or implied, is given by Strand in respect of such information or opinions, save that nothing shall limit the liability of Strand for its own fraud. Strand as Nominated Adviser to the Company owes certain responsibilities to the London Stock Exchange which are not owed to the Company, the Directors, Shareholders or any other person.

Canaccord Genuity Limited ("**Canaccord**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as Broker to the Company in connection with the Placing. Canaccord will not be responsible to any person other than the Company for providing the protections afforded to clients of Canaccord or for providing advice to any other person in connection with the Placing or any acquisition of shares in the Company. Canaccord is not making any representation or warranty, express or implied, as to the contents of this document. Canaccord has not authorised the contents of, or any part of, this document, and no liability whatsoever is accepted by Canaccord for the accuracy of any information, or opinions contained in this document or for the omission of any material information, save that nothing shall limit the liability of Canaccord for its own fraud.

FORWARD LOOKING STATEMENTS

This document includes forward looking statements (that is, statements other than statements of historical facts), including (without limitation) those regarding the Group'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 Group 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 Group’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.eenergy.com.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2026

Dispatch of this document	6 October
Latest time and date for receipt of proxy appointments	10.00 a.m. on 21 October
General Meeting	10.00 a.m. on 23 October
Results of the General Meeting announced	23 October
Admission of Fundraising Shares to trading on AIM and commencement of dealings	8.00 a.m. on 26 October
CREST accounts to be credited for Fundraising Shares to be held in uncertificated form (where applicable)	26 October
Dispatch of definitive share certificates for Fundraising Shares to be held in certificated form (where applicable)	within 10 business days of Admission

Notes:

- (a) Unless otherwise specified, references in this document to time are to London 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.

FUNDRAISING STATISTICS

Issue Price	0.3 pence
Number of Ordinary Shares prior to Admission	387,224,625
Number of Placing Shares	2,018,754,878
Number of Subscription Shares	83,333,333
Number of Retail Offer Shares	652,933,407
Number of Ordinary Shares in the Enlarged Share Capital	3,142,246,243
Percentage of the Enlarged Share Capital represented by the Fundraising Shares	88 per cent.
Gross proceeds of the Placing	£6.1 million
Gross proceeds of the Subscription	£250,000
Gross proceeds of the Retail Offer	£1.96 million
Gross proceeds of the Fundraising	£8.31 million

DEFINITIONS

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

“Act”	the Companies Act 2006 (as amended)
“Admission”	admission of the Fundraising Shares to trading on AIM
“AIM”	AIM, a market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by London Stock Exchange from time to time
“Board” or “Directors”	the directors of the Company whose names are set out on page 9 of this document
“Business Day”	any day (other than a Saturday or Sunday) upon which commercial banks are open for business in London, UK
“Canaccord”	Canaccord Genuity Limited (incorporated and registered in England and Wales under registration number 01774003) whose registered office is at 88 Wood Street 10th Floor, London, England, EC2V 7QR
“Circular”	this document
“Company” or “eEnergy”	eEnergy Group plc (incorporated and registered in England and Wales with registered number 05357433) whose registered office address is Mary Sheridan House, 11-19 St. Thomas Street, London, England, SE1 9RY
“CREST”	the settlement system operated by Euroclear UK & International
“Enlarged Share Capital”	the 3,142,246,243 Ordinary Shares in issue immediately following Admission
“Euroclear UK & International”	Euroclear UK & International Limited, the operator of CREST
“Existing Ordinary Shares” or “Existing Share Capital”	the 387,224,625 existing Ordinary Shares in issue at the date of this document
“FCA”	the Financial Conduct Authority of the United Kingdom
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Fundraising”	together, the Placing, the Subscription and the Retail Offer
“Fundraising Shares”	together, the Placing Shares, the Subscription Shares and the Retail Offer Shares
“Fundraising Resolutions”	means resolutions 1 and 3 set out in the Notice of General Meeting to be proposed at the General Meeting
“General Meeting” or “GM”	the general meeting of the Company to be held at Fieldfisher LLP’s offices, 9 th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 23 October 2026 at 10 a.m., notice of which is set out at the end of this document, and including any adjournment of such general meeting
“Group”	the Company and its subsidiary undertakings
“Intermediaries”	any intermediary financial institution that is appointed by the Company in connection with the Retail Offer pursuant to a Retail Offer Intermediaries Agreement and “Intermediary” shall mean any one of them
“Issue Price”	0.3 pence
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of General Meeting set out at the end of this Circular

“Ordinary Shares”	the ordinary shares of 0.3 pence each in the capital of the Company
“Placing”	the conditional placing of the Placing Shares at the Issue Price pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated 2 October 2026 between the Company and Canaccord relating to the Placing
“Placing Shares”	the 2,018,754,878 new Ordinary Shares to be issued pursuant to the Placing at the Issue Price
“Proxymity”	Voting electronic platform www.proxymity.io
“Registrars”	MUFG Corporate Markets (incorporated and registered in England and Wales with registration number 05900686) whose registered office is at Central Square, 29 Wellington Street, Leeds LS1 4DL
“Resolutions”	all the resolutions set out in the Notice of General Meeting to be proposed at the General Meeting (including, for the avoidance of doubt, the Fundraising Resolutions)
“Retail Investors” or “Retail Shareholders”	new retail investors and existing Shareholders who are resident in the United Kingdom and are a customer of an Intermediary who agree to conditionally subscribe for Retail Shares in the Retail Offer
“Retail Launch Announcement”	means the regulatory announcement released by the Company on 2 October 2026 via a Regulatory Information Service relating to the Retail Offer
“Retail Offer”	the conditional offer of the Retail Offer Shares at the Issue Price to Retail Investors through Intermediaries via the WRAP Platform
“Retail Offer Intermediaries Agreements”	the Retail Offer terms and conditions and the final terms which together set out the terms and conditions upon which each intermediary agrees to make the Retail Offer available to Retail Investors
“Retail Offer Shares”	means the 652,933,407 new Ordinary Shares taken up under the Retail Offer
“Shareholder(s)”	holder(s) of Existing Ordinary Shares
“Subscriber”	Dr. Nigel Burton
“Subscription”	the subscription for the Subscription Shares at the Issue Price made on the terms and subject to the conditions set out in the Subscription Letter
“Subscription Letter”	the agreement entered into between the Company and the Subscriber in connection with the Subscription
“Subscription Shares”	the 83,333,333 new Ordinary Shares to be issued pursuant to the Subscription at the Issue Price
“WRAP” or “WRAP Platform”	the WRAP Retail Access Platform technology platform being used to facilitate the Retail Offer, operated by of Marex Financial

LETTER FROM THE CHAIR

eEnergy Group plc

(Registered in England and Wales with company number 05357433)

Directors:

John Samuel (Non-Executive Chairman)

John Gahan (CEO and CFO)

Nicholas Mills (Non-Executive Director)

Registered Office:

*Mary Sheridan House
11-19 St. Thomas Street
London
England
SE1 9RY*

6 October 2026

To holders of Ordinary Shares in the Company and, for information only, to holders of share options and warrants

Dear Shareholder,

**Proposed Placing of 2,018,754,878 new Ordinary Shares at 0.3 pence per share,
Proposed Subscription for 83,333,333 new Ordinary Shares at 0.3 pence per share,
Retail Offer for 652,933,407 new Ordinary Shares at 0.3 pence per share**

and

Notice of General Meeting

Introduction

I am writing to you to give notice of a General Meeting of the Company to be held at Fieldfisher LLP's offices, 9th Floor, Riverbank House, 2 Swan Lane, London, EC4R 3TT, United Kingdom on 23 October 2026 at 10 a.m., formal notice of which is set out at the end of this document.

The Company has conditionally raised approximately £6.1 million (before expenses) through the Placing of 2,018,754,878 New Ordinary Shares to new and existing institutional investors at the Issue Price and a further £250,000 (before expenses) through the Subscription of 83,333,333 New Ordinary Shares by the Subscriber at the Issue Price. On 6 October 2026 it was announced that the Company had conditionally raised an additional approximately £1.96 million (before expenses) through the Retail Offer.

In total, the Company has conditionally raised £8.31 million (before expenses) through the Fundraising.

Completion of the Fundraising is conditional upon Shareholders approving the Fundraising Resolutions that will, *inter alia*, grant the Directors the authority to allot the Fundraising Shares for cash on a non-pre-emptive basis.

The purpose of this document is, amongst other things, to explain the background to and reasons for the Fundraising, to explain why the Directors believe that the Fundraising will promote the growth and success of the Company for the benefit of Shareholders as a whole and to seek Shareholders' approval to the passing of the Resolutions at the General Meeting. This document also contains the Directors' recommendation that Shareholders vote in favour of all the Resolutions.

The Directors believe that the Fundraising and the authority sought to issue further Ordinary Shares is important for the Company to be able to execute its proposals as outlined in its announcement on 2 October 2026 and will promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the Resolutions to be proposed at the General Meeting.

Shareholders are urged by the Board to vote in favour of the Fundraising Resolutions at the General Meeting in order for the Fundraising to proceed. If the Resolutions are not passed

by Shareholders, the Fundraising cannot complete and the Company will not receive the net proceeds of the Fundraising.

The Directors believe that successful completion of the Fundraising is imperative to fund the Company's short-term working capital requirements and keep the Company solvent. Whilst creditors have been supportive, the Company needs to raise funds to bring creditors up to date and to be able to continue trading.

If the Fundraising fails to complete, it is likely to lead to serious liquidity issues for the Company. Accordingly, the Directors believe that it is critical that Shareholders vote in favour of the Fundraising Resolutions.

Background to and reasons for the Fundraising and use of proceeds

During FY26, the Group's operational activity has been dominated by the DofE programme managed by Mace, the largest contract award for the Company to date. The programme was initially awarded in respect of solar PV at 47 schools and was subsequently expanded to up to 65 sites to include other technologies. By 30 June 2026, installation work had been substantially completed and all sites energized. Installations included solar at 65 sites, battery storage at 42 sites, EV chargers at 36 sites and LED lighting at 34 sites. The programme represented approximately 70 per cent. of Group revenue during H1-26.

As at 14 September 2026, there was approximately £2.8 million still to collect under the programme of which £1.9 million is solar PV and battery, £0.5 million EV chargers and £0.4 million LED.

The EV charger and LED cash is expected to be received within the next two months, however the solar PV and battery cash requires completion and submission by the Company of the relevant project documentation and approval by Mace, and cash collection may take up to six months to be completed. In particular, the Group is required to secure retrospective planning approval for the batteries installed at each of the 42 sites which is taking several months to secure. The delays in the timing of these cash receipts has placed pressure on the Group's ability to pay trade creditors within normal terms.

The Board therefore believes that the Fundraising is necessary to stabilise the Group's short-term working capital position, normalise creditor payments and provide an appropriately capitalised platform from which to pursue the Group's existing pipeline and FY27 growth opportunities.

Conditional upon Shareholders approving the Fundraising Resolutions and the completion of the Fundraising, the net proceeds of the Fundraising will be used to pay down overdue creditors, provide working capital while outstanding Mace programme receipts are collected and support delivery of the Group's growth plans as the Company enters FY27. The Fundraising proceeds will not be used towards repayment of the Company's £2.5 million loans from shareholders.

Harwood Loan Amendment and Placing Participation

Pursuant to the terms of an amendment letter (the "**Amendment Letter**") entered into with Harwood Holdco Limited ("**Harwood Holdco**"), Harwood Holdco has agreed that, subject to the Fundraising Resolutions being passed at the General Meeting, interest on all outstanding loan amounts drawn under certain loan agreements between Harwood Holdco and the Company dated 12 November 2025 and 23 February 2026 (as amended on 31 July 2026 and 21 August 2026) (the "**Loan Agreements**") shall cease to accrue and no interest shall be payable in respect of such loans for the period commencing on the date on which such resolutions are passed and terminating on the relevant Repayment Date (as defined therein) for each Loan Agreement.

In addition, Harwood Capital LLP ("**Harwood Capital**"), a subsidiary of Harwood Capital Management Limited, has agreed to subscribe for 466,666,667 Placing Shares at the Issue Price for consideration of £1.5 million.

Details of the Placing and the Retail Offer

The Placing

The Placing comprises the issue of 2,018,754,878 Placing Shares at the Issue Price to conditionally raise approximately £6.1 million before expenses for the Company.

The issue and allotment of the Placing Shares is conditional, *inter alia*, upon i) the passing of the Fundraising Resolutions; and ii) Admission occurring on or before 8.00 a.m. on 26 October 2026 (or such later date as Canaccord and the Company may agree being not later than 8.00 a.m. on 30 November 2026). Accordingly, if such conditions are not satisfied or, if applicable, waived, the Placing will not complete.

The Placing Shares will represent approximately 64 per cent. of the Enlarged Share Capital of the Company and will rank *pari passu* with the Existing Ordinary Shares.

The Company and Canaccord have entered into a Placing Agreement. The Placing Agreement contains provisions entitling Canaccord to terminate the Placing (and the arrangements associated with it), at any time prior to Admission in certain circumstances, including in the event of a material breach of the warranties given in the Placing Agreement, the failure of the Company to comply with its obligations under the Placing Agreement, or the occurrence of a force majeure event or a material adverse change affecting the financial position or business or prospects of the Company. If this right is exercised, the Placing will not proceed in respect of the Placing Shares and any monies that have been received in respect of the Placing Shares will be returned to the applicants without interest and Admission will not occur. The Company has agreed to pay Canaccord a placing commission and all other costs and expenses of, or in connection with, the Placing.

The Placing Shares were not, and are not being, offered to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

The Placing is not being underwritten by Canaccord nor any other person.

The Subscription

The Subscription comprises the issue of 83,333,333 Subscription Shares at the Issue Price to conditionally raise £250,000 before expenses for the Company.

The issue and allotment of the Subscription Shares, is conditional, *inter alia*, upon i) the Placing Agreement becoming unconditional and not being terminated, ii) the passing of the Fundraising Resolutions; and iii) Admission occurring on or before 8.00 a.m. on 26 October 2026 (or such later date as Canaccord and the Company may agree being not later than 8.00 a.m. on 30 November 2026). Accordingly, if such conditions are not satisfied or, if applicable, waived, the Subscription will not complete.

The Subscription Shares will represent approximately 3 per cent. of the Enlarged Share Capital of the Company and will rank *pari passu* with the Existing Ordinary Shares.

The Retail Offer

On 2 October 2026, the Company announced the Retail Offer to raise up to £2 million (before expenses) at the Issue Price. The Retail Offer closed at 4.30 p.m. on 5 October 2026 and conditionally raised gross proceeds of £1.96 million at the Issue Price.

Completion of the Retail Offer is subject to, *inter alia*, the passing of the Fundraising Resolutions at the General Meeting. If the Fundraising Resolutions are passed, the Retail Offer will result in the issue of a total of 652,933,407 Retail Offer Shares. Those Retail Investors who subscribe for Retail Offer Shares will do so pursuant to the terms and conditions of the Retail Offer contained in the Retail Launch Announcement. The Retail Offer was open to new retail investors and existing Shareholders of the Company within the United Kingdom.

I, as Chairman of the Company have subscribed £50,000 for 16,666,666 Retail Offer Shares.

Issue Price

The Issue Price represents a discount of approximately 79 per cent. to the closing middle market price of an Ordinary Share immediately prior to the Company's entering into the AIM Capital Access Window on 30 September 2026.

Admission to trading on AIM

Application will be made to the London Stock Exchange for the Fundraising Shares to be admitted to trading on AIM. Assuming that the Fundraising Resolutions are passed at the General Meeting, it is anticipated that Admission will become effective and that dealings in the Fundraising Shares will

commence on AIM at 8.00 a.m. on or around 26 October 2026, whereupon the Fundraising will complete.

Related party transactions

Harwood Capital is an existing substantial shareholder of the Company and Harwood Capital's participation in the Placing constitutes a related party transaction pursuant to Rule 13 of the AIM Rules. The Amendment Letter between Harwood Holdco and the Company also constitutes a related party transaction pursuant to Rule 13 of the AIM Rules.

Dr Burton was previously a director of eEnergy within the last 12 months and his participation in the Subscription constitutes a related party transaction pursuant to Rule 13 of the AIM Rules.

My participation in the Retail Offer, as a director of the Company, constitutes a related party transaction pursuant to Rule 13 of the AIM Rules.

Accordingly, John Gahan, CEO, who is the independent Director for the purpose of the above related party transactions, considers, having consulted with the Company's nominated adviser, Strand Hanson Limited, that the terms of (i) the Harwood Capital's participation in the Placing, (ii) Dr Burton's participation in the Subscription, (iii) the Chairman's participation in the Retail Offer and (iv) the Amendment Letter, are each fair and reasonable insofar as the Company's shareholders are concerned.

Notice of General Meeting

You will find at the end of this document a notice convening a General Meeting to be held at Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 23 October 2026 at 10 a.m. The Resolutions proposed for consideration at the General Meeting are set out in full in the Notice of General Meeting at the end of this document. The General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolutions to permit the directors of the Company to:

1. allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares up to an aggregate nominal amount of £8,265,066 in connection with the Fundraising;
2. allot Ordinary Shares or convert any securities into Ordinary Shares, otherwise than in connection with the Fundraising, up to an aggregate nominal amount of £3,142,247 representing approximately one third of the Enlarged Share Capital;
3. allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares for cash otherwise than in accordance with the statutory pre-emption rights which would otherwise apply up to an aggregate nominal amount of £8,265,066 in connection with the Fundraising; and
4. allot Ordinary Shares or convert any securities into Ordinary Shares for cash otherwise than in accordance with the statutory pre-emption rights which would otherwise apply:
 - (a) otherwise than in connection with the Fundraising, up to an aggregate nominal amount of £942,674, representing approximately 10 per cent. of the Enlarged Share Capital; and
 - (b) in connection with rights issues or other pre-emptive offers where Ordinary Shares or rights are offered first to existing holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares.

These Resolutions enable the Directors to complete the Fundraising and renew the Directors' general authority to issue up to one third of the Enlarged Share Capital, of which up to 10 per cent. of the Enlarged Share Capital can be issued for cash on a non-pre-emptive basis without requiring further shareholder approval. These authorities will expire at the conclusion of the next annual general meeting of the Company. Apart from the Fundraising, the Directors have no present intention to exercise this power, but they consider having it in place provides flexibility and would put the Company in a strong position to address any future funding requirements in a cost-effective and efficient manner.

Resolutions 1 and 2 will be proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 3 and 4 will be proposed as special resolutions. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Completion of the Fundraising is conditional *inter alia* upon the passing of Resolutions 1 and 3 but is not conditional upon the passing of Resolutions 2 and 4.

Action to be taken in respect of the General Meeting

You can vote in respect of your shareholding by attending the General Meeting or by appointing one or more proxies to attend the meeting and vote on your behalf. If you appoint a proxy, you may still attend and vote at the General Meeting in person should you decide to do so.

Whether or not you propose to attend the General Meeting in person, you are requested to appoint a proxy who will be able to vote for you if you are prevented from attending.

Proxies may be appointed by either:

- via the Investor Centre App or at <https://uk.investorcentre.mpms.mufig.com/>;
- using the CREST electronic proxy appointment service (for CREST members only); or
- using Proxymity electronic proxy appointment service (for institutional investors only).

In either case, the notice of appointment of a proxy should reach the Company's registrars, MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 10 a.m. on 21 October 2026. Please refer to the Notes to the Notice of General Meeting starting on page 14.

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

Recommendation

The Directors believe that the Fundraising and the authority sought to issue further Ordinary Shares is important for the Company to be able to execute its proposals as outlined in its announcement on 2 October 2026 and will promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the Resolutions to be proposed at the General Meeting.

Importance of your vote

Shareholders are urged by the Board to vote in favour of the Fundraising Resolutions at the General Meeting in order for the Fundraising to proceed. If the Resolutions are not passed by Shareholders, the Fundraising cannot complete and the Company will not receive the net proceeds of the Fundraising.

The Directors believe that successful completion of the Fundraising is imperative to fund the Company's short-term working capital requirements and keep the Company solvent. Whilst creditors have been supportive, the Company needs to raise funds to bring creditors up to date and to be able to continue trading.

If the Fundraising fails to complete, it is likely to lead to serious liquidity issues for the Company. Accordingly, the Directors believe that it is critical that Shareholders vote in favour of the Fundraising Resolutions.

The Directors consider the Fundraising to be in the best interests of the Company and Shareholders as a whole in the current circumstances.

Yours sincerely

John Samuel

Chairman

eEnergy Group plc

(Registered in England and Wales with company number 04220106)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of eEnergy Group plc (the “**Company**”) will be held on 23 October 2026 at 10 a.m. at Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom. The business of the meeting will be to consider and, if thought appropriate, to pass the following Resolutions, of which Resolutions 1 and 2 will be proposed as ordinary resolutions and Resolutions 3 and 4 will be proposed as special resolutions.

Capitalised terms in this notice, where not otherwise defined, shall have the meanings ascribed to them in the circular to the shareholders of the Company dated 6 October 2026, of which this notice forms part (the “**Circular**”).

ORDINARY RESOLUTIONS

1. THAT the directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) in addition to all previous authorisations to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £8,265,066 comprising:
 - (a) up to an aggregate nominal amount of £6,056,265 in connection with the Placing;
 - (b) up to an aggregate nominal amount of £250,000 in connection with the Subscription; and
 - (c) up to an aggregate nominal amount of £1,958,801 in connection with the Retail Offer,provided that this authorisation shall, unless previously revoked by resolution of the Company, expire on the date which is 12 months after the date of the passing of this Resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2027, and that the Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.
2. THAT the directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Act in addition to all previous authorisations to exercise all the powers of the Company to allot shares in the Company and to grant Rights, otherwise than in connection with the Fundraising, up to an aggregate nominal amount of £3,142,247, and this authorisation shall, unless previously revoked by resolution of the Company, expire on the date which is 12 months after the date of the passing of this Resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2027, and that the Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

SPECIAL RESOLUTIONS

3. THAT, subject to the passing of Resolution 1 above, the directors of the Company are empowered pursuant to section 570 of the Act in addition to all previous authorisations to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution 1 above as if section 561 of the Act did not apply to the allotment, provided that this power is limited to the allotment of equity securities up to an aggregate nominal amount of:
 - (a) £6,056,265 in connection with the Placing;
 - (b) £250,000 in connection with the Subscription; and
 - (c) £1,958,801 in connection with the Retail Offer,

which authorities shall, unless previously revoked by resolution of the Company, expire on the date which is 12 months after the date of the passing of this Resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2027, and that the Company may, at any time before the expiry of this power, make offers or enter into 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 as if this power had not expired.

4. THAT, subject to the passing of Resolution 2 above, the directors of the Company are empowered pursuant to section 570 of the Act in addition to all previous authorisations to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution 2 above as if section 561 of the Act did not apply to the allotment, provided that this power is limited to:
- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on the record date for such offer, and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment (otherwise than pursuant to paragraph (a) above) of further equity securities otherwise than in connection with the Fundraising, up to an aggregate nominal amount of £942,674,

and this power shall, unless previously revoked by resolution of the Company, expire on the date which is 12 months after the date of the passing of this Resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2027, and that the Company may, at any time before the expiry of this power, make offers or enter into 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 as if this power had not expired.

BY ORDER OF THE BOARD

John Samuel
Chairman

6 October 2026

Registered Office:
Mary Sheridan House
11-19 St. Thomas Street
London
England
SE1 9RY

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 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 contact MUFG Corporate Markets via email at shareholderenquiries@cm.mpms.mufg.com or call 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 and 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 on 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 Investor Centre (refer to Note 8 below). To vote online you will need to log into your Investor Centre account or register if you have not previously done so. Once you have setup your account you will need to add your shareholding by clicking 'Add Holding' in the 'Portfolio' section and following the on-screen instructions. You will require your Investor Code (IVC) to add your shareholding. You can find your IVC on your share certificate or by contacting our Registrar, MUFG Corporate Markets. Once registered you will immediately be able to vote.
 - (b) 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 9–12 below).
 - (c) If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (refer to Note 13 below).
 - (d) By requesting a hard copy proxy form by emailing shareholderenquiries@cm.mpms.mufg.com or by calling the registrar, MUFG Corporate Markets, 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 and 17:30, Monday to Friday, excluding public holidays in England and Wales.
 - (e) For a proxy appointment to be valid, it must be received by the registrar, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10 a.m. on 21 October 2026.
8. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using 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. In order for a proxy appointment or instruction 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 specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). 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 registrar, 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). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent 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.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. 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 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 (www.euroclear.com).

12. 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 (as amended).
13. 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, MUFG Corporate Markets. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10 a.m. on 21 October 2026 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.
14. 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.
15. 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 registrar no later than 48 hours (excluding non-business days) prior to the meeting.
16. 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).
17. 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 applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
18. 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 MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com 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.

