

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of eEnergy Group plc will be held at the offices of MSP Secretaries Limited, Eastcastle House 27/28 Eastcastle Street, London. W1W 8DH at 10:00am on Wednesday 30th December 2020 in order to consider and, if thought fit, pass resolutions 1 to 9 as ordinary resolutions and resolution 10 as a special resolution:

IMPORTANT INFORMATION – IMPACT OF THE COVID-19 PANDEMIC ON THE AGM

In light of the evolving Coronavirus (COVID-19) pandemic, the Board has been monitoring closely the rapidly changing situation. The health of our shareholders, employees and stakeholders remains extremely important to us and accordingly, the Board has taken into consideration the compulsory 'Stay at Home' measures published by the UK Government. Attendance at an annual general meeting by a shareholder, other than one specifically required to form the quorum for that meeting, is not 'essential for work purposes' under those measures. Regrettably therefore, shareholders are requested not attend the AGM to be held on 30th December 2020 and the Company will be unable to allow entry to anyone seeking to attend the AGM in person. As noted below, Shareholders should instead vote by proxy. Our advisers have also been requested not to attend.

The Company will convene the AGM with the minimum necessary quorum of two shareholders (which the Company will facilitate). The Company will include all valid proxy votes (whether submitted electronically or in hard copy form) in its polls at the AGM and the Chair of the meeting will call for a poll on each resolution. The Company accordingly requests that shareholders submit their proxy votes in respect of the resolutions as set out in this Notice, electronically or by post in advance, in accordance with the instructions set out in this Notice.

The current situation is evolving, and the Company will make any further announcements that may be required by way of a Regulatory News Service and on the Company's website.

Shareholders should submit their votes via proxy as early as possible, and shareholders are requested to appoint the Chair of the meeting as their proxy. If a shareholder appoints someone else as their proxy, that proxy will not be able to attend the AGM in person or cast the shareholder's vote.

Ordinary Resolutions

- Resolution 1** To receive, consider and adopt the Directors' Report and Accounts for the year ended 31st December 2019, together with the Auditor's report thereon.
- Resolution 2** To receive, consider and adopt the Directors' Report and Accounts for the period ended 30th June 2020, together with the Auditor's report thereon.
- Resolution 3** To re-appoint as a director Nigel Burton 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 Andrew Lawley 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 David Nicholl 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 Sinclair who retires in accordance with the articles of association and, being eligible, offers himself for re-appointment.
- Resolution 7** To re-appoint as a director Richard Williams who retires in accordance with the articles of association and, being eligible, offers himself for re-appointment.
- Resolution 8** To re-appoint PKF Littlejohn LLP of 15 Westferry Circus London E14 4HD, as auditors of the Company and to authorise the Directors to determine their remuneration.
- Resolution 9** That the Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the '2006 Act') 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 £432,778.50 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 or (if earlier) 12 months from the date of passing 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 80 of the Companies Act 1985, or Section 551 of the 2006 Act.

Special Resolution

Resolution 10 That, subject to the passing of Resolution 9, the Directors be given the general power to allot equity securities (as defined by Section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by Resolution 9 or by way of a sale of treasury shares, as if Section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

10.1 the allotment of equity securities in connection with an offer by way of a rights issue:

10.1.1 to the holders of ordinary shares in proportion (as nearly as maybe practicable) to their respective holdings; and

10.1.2 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

10.2 the allotment (otherwise than pursuant to paragraph 10.1 above) of equity securities up to an aggregate nominal amount of £324,583.87.

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 or (if earlier) 12 months from the date of passing 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.

The Board of eEnergy Group plc unanimously recommends that shareholders vote in favour of all the proposed resolutions. The Board considers that resolutions 9 and 10 are in the best interests of the Company to enable the Company to take advantage of relevant opportunities, including opportunities to raise additional working capital, as they arise.

By order of the Board

Richard Williams
Company Secretary

2 December 2020
Registered Office:
Salisbury House, London Wall, London, EC2M 5PS.

Notes to the Notice of Annual General Meeting

Notes:

1. **Given the current Coronavirus (COVID-19) situation, and to ensure adherence to current Government requirements, attendance in person at the meeting will not be possible this year. Shareholders are requested to appoint the Chairman of the meeting as his or her proxy as any other person so appointed will not be permitted to attend the meeting. The below notes are to be read subject to this COVID-19 related proviso.**
2. 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 at the close of business on 24 December 2020 shall be entitled to attend and vote at the Meeting. In calculating this period mentioned above no account shall be taken of any part of a day that is not a working day.
3. Members who have general queries about the Meeting should telephone, Link Asset Services on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0391. 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 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.
4. 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.
5. 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.
6. 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.
7. 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.
8. Appointing a proxy:
 - Via the registrars website www.signalshares.com. To vote online you will need to logon to your Signal Shares account or register if you have not already done so. To register you will need your investor code which can be found on your share certificate. Once registered you will immediately be able to vote.
 - by requesting a hard copy by calling the registrar Link Group on 0371 664 0300 or, if calling from overseas, on +44 (0) 371 664 0391. 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
 - For a proxy appointment to be valid, it must be received by the registrar Link Group at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 10:00a.m on 24 December 2020.
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 & Ireland 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. 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. 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.
11. 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.
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.
13. 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.
14. 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.
15. 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).
16. 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.
17. 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. 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.