good energy

NOTICE OF GENERAL MEETING

& UNANIMOUS RECOMMENDATION OF YOUR BOARD TO

VOTE AGAINST

ALL OF THE PROPOSED RESOLUTIONS

EVERY VOTE WILL COUNT AND YOUR VOTE IS IMPORTANT.
VOTING INSTRUCTIONS ARE PRINTED ON THE BACK COVER.

If you have any questions, please call the Good Energy Shareholder Helpline on:

© 0808 189 3179

or +44 (0) 203 883 4860 (if calling from outside the UK) or visit

√ www.supportgoodenergy.co.uk







14 August 2017

Monkton Reach, Monkton Hill, Chippenham, Wiltshire, SN15 1EE

- √ www.supportgoodenergy.co.uk
- ${\color{gray} \, {\scriptstyle \boxtimes} } \,\, investor.relations@goodenergy.co.uk}$
- © 0808 189 3179 +44 (0) 203 883 4860

Dear Good Energy Shareholder,

Ecotricity, a direct competitor of Good Energy, is trying to appoint two directors to the Board of Good Energy; Dale Vince, its founder, sole recorded shareholder and Chief Executive Officer (CEO) and Simon Crowfoot, Managing Director of Ecotricity's Electric Highway Division.

As a 25.3% Shareholder, Ecotricity has requisitioned a General Meeting and is seeking to gain your approval to make these appointments.

Good Energy is a well-run, highly respected, purpose-led company, with a clear strategy and strong track record of performance. It has competed successfully against Ecotricity for 18 years and we think it's got a great future.

We believe having any members of Ecotricity on your Board would put this at risk.

Our unanimous recommendation as the Board of Good Energy Group PLC is that you <u>VOTE</u> <u>AGAINST</u> Ecotricity's Resolutions because in our view:

- → Ecotricity is a direct competitor, which has actively sought to undermine Good Energy over the past 18 years. Ecotricity's stated motivations for calling this meeting are inconsistent with its competitive behaviour.
- → The nominees are not independent, do not have any experience on the board of a publicly listed company and these appointments would create unacceptable conflicts of interest. As direct competitors, the best interests of Good Energy and Ecotricity are incompatible and there is no guarantee that any representative of Ecotricity could ever put the interests of other Good Energy Shareholders above their own.
- → Ecotricity would have the potential to disrupt decision making at Good Energy. This could impair Good Energy's ability to compete against Ecotricity and the wider market.
- → No Ecotricity nominee could act independently on behalf of all shareholders and Ecotricity's stated motivations do not add up. Your Board believes their actions are not in your best interests.

Yours sincerely,

The Good Energy Board

YOUR VOTE IS IMPORTANT - VOTE AGAINST BOTH RESOLUTIONS

Ecotricity only needs a majority of the votes cast to succeed, so every vote will count.

Why have I received this notice?

Good Energy is notifying all Shareholders of a General Meeting to be held at Chippenham Town Hall on Wednesday 6 September 2017 at 3pm. The General Meeting has been requisitioned by Ferlim Nominees Limited, acting on behalf of Ecotricity Group Limited, and Good Energy is required under section 304 of the Companies Act 2006 to call a meeting.

What is the meeting about?

The General Meeting is to allow Good Energy Shareholders to vote on Resolutions proposed by Ecotricity to place two of their own executives, Dale Vince and Simon Crowfoot on the Board of Good Energy. See How to Vote section.

Why should I <u>VOTE AGAINST</u> both Ecotricity Resolutions?

Good Energy is a well-run, highly respected, purpose-led company, with a clear strategy, and a great future. It has competed successfully against Ecotricity for 18 years. Having any members of Ecotricity on your Board would put this at risk.

The Board believes that these proposals are **NOT** in the best interests of Good Energy Shareholders as a whole, our customers or other stakeholders. The Directors believe that:

→ Ecotricity is a direct competitor intent on disrupting Good Energy's business

Over the last 18 years, Ecotricity has made a number of attempts to undermine Good Energy's business, distract Good Energy from delivering its strategic objectives and cause Good Energy to divert its resources towards defending itself.

 Ecotricity's proposed appointments would create unacceptable conflicts of interest on the Good Energy Board

As direct competitors, the Board believes the best interests of Good Energy and Ecotricity are incompatible, and that Ecotricity's representatives would inevitably put Ecotricity's interests above those of other Good Energy Shareholders.

→ Ecotricity's true purpose is to continue its attempts to disrupt Good Energy's business

Even though Ecotricity is trying to present its actions as being in the best interests of Good Energy and Good Energy Shareholders, the Good Energy Board does not consider Ecotricity's statements to be sincere because of Ecotricity's past actions.

If Ecotricity succeeds in making the proposed appointments, it will try to interfere with and disrupt decision making at Good Energy

Good Energy has been able to compete successfully against Ecotricity by building a business which is resilient in a rapidly-changing marketplace. Good Energy has achieved that by being flexible, adaptable and able to move quickly. The Good Energy Board believes that Ecotricity representatives on Good Energy's Board would attempt to interfere with and disrupt decision-making, hampering Good Energy's ability to compete effectively with Ecotricity and the wider market and negatively impacting Good Energy's performance.

Ecotricity's representatives could not act independently on behalf of all Good Energy Shareholders and fulfil their obligations to Ecotricity at the same time

The Good Energy Board believes that no Ecotricity nominee could act independently on behalf of ALL Shareholders and their appointment would substantially weaken corporate governance structures at your Company against the provisions of the UK Corporate Governance Code. In our opinion, Ecotricity's representatives would be unable to fulfil their obligation to promote the success of Good Energy for the benefit of all Good Energy Shareholders, because doing so would be directly contrary to Ecotricity's interests as a competitor. Your Board believes their actions are not in your best interests.

What will happen if I don't vote against both Ecotricity Resolutions?

Ecotricity, a direct competitor, already controls 25.3% of Good Energy's shares. If you do not vote against the Resolutions, Ecotricity could have two representatives on Good Energy's Board with no guarantee that they will act in the best interests of Good Energy's Shareholders.

The Good Energy Board believes that Ecotricity representatives on Good Energy's Board would attempt to interfere with and disrupt decision-making, hampering Good Energy's ability to compete effectively with Ecotricity and the wider market and negatively impacting Good Energy's performance.

Will my vote matter?

Yes. More than 60% of our Shareholders are Good Energy customers. Each member of the Good Energy Board has indicated their intention to **YOTE AGAINST** the Resolutions in respect of their personal holdings.

By voting in sufficient numbers, private investors can have a significant influence on whether Ecotricity's proposals succeed.

What is the Good Energy Board recommending?

Your Board unanimously recommends that Good Energy Shareholders **VOTE AGAINST** both of the Ecotricity Resolutions.

What needs to happen and when?

Event	Date
Latest time and date for receipt of Forms of Proxy from Good Energy Shareholders	3pm Monday 4 September 2017
Voting Record Time for the General Meeting	Close of business on Monday 4 September 2017
Time, date and location of the General Meeting	3pm Wednesday 6 September 2017 at Chippenham Town Hall, High Street, Chippenham, Wiltshire, SN15 3ER

How do I vote?

You can vote by Completing the enclosed Proxy Form and returning it by post Iogging on to www.investorcentre.co.uk/eproxy using your Control Number and PIN from Computershare attending the meeting in person If you hold your shares through a CREST nominee, you will need to instruct your nominee or broker how to vote as soon as possible.

Your nominee or broker may set a voting deadline which is earlier than the official voting deadline so please act quickly.

ECOTRICITY'S RESOLUTIONS WILL PASS IF MORE THAN 50% OF THE VOTES CAST ARE IN FAVOUR.

Ecotricity already owns 25.3% of your Company.

To block these appointments, Good Energy needs you to VOTE AGAINST the proposed appointments.

EVERY VOTE MATTERS!

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about what action to take, you are advised to seek your own advice from your stockbroker, bank manager, solicitor, accountant or other independent professional or financial adviser authorised pursuant to the Financial Services and Markets Act 2000 (as amended) immediately.

If you have sold or otherwise transferred all of your ordinary shares in Good Energy Group PLC, please immediately forward this document together with the accompanying Form of Proxy to the purchaser or transferee, or to the person who arranged the sale or transfer for delivery to the purchaser or transferee.

GOOD ENERGY GROUP PLC

(incorporated and registered in England with registered no. 04000623)

Notice of General Meeting

Requisitioned by Ferlim Nominees Limited acting on behalf of Ecotricity Group Limited in accordance with section 303 of the Companies Act 2006

to be held at

Chippenham Town Hall, High Street, Chippenham, Wiltshire, SN15 3ER

on

Wednesday 6 September 2017 at 3pm

and

Unanimous recommendation of your Board to <u>VOTE AGAINST</u> all of the proposed Resolutions.

Whether or not you propose to attend the General Meeting, please complete and submit the enclosed Form of Proxy in accordance with the instructions printed on it. The Form of Proxy must be completed, signed and returned so as to reach the Company's Registrars by no later than 3pm Monday 4 September 2017. Alternatively, if you would prefer to register your proxy appointment and instructions electronically, please visit Computershare's website at **www.investorcentre.co.uk/eproxy**

Letter from the Chairman

14 August 2017

Monkton Reach, Monkton Hill, Chippenham, Wiltshire, SN15 1EE

- © 0808 189 3179 +44 (0) 203 883 4860

Dear Good Energy Shareholder,

General Meeting of Good Energy Group PLC ("Good Energy" or the "Company")

On 10 July 2017, Good Energy announced it had received a notice from Ferlim Nominees Limited, acting on behalf of Ecotricity Group Limited ("**Ecotricity**"), requisitioning a General Meeting to consider Resolutions for the appointment of Dale Vince, founder and Chief Executive Officer (CEO) of Ecotricity and Simon Crowfoot, Managing Director of Ecotricity's Electric Highway Division, as non-executive directors of the Company (the "**Resolutions**"). A further announcement was made on 28 July 2017 by Good Energy stating that a short deferral of the General Meeting timetable had been agreed.

This letter now includes the formal Notice of the General Meeting (the "**Notice**"), which sets out the Resolutions to be considered at the General Meeting.

We, as your Board, unanimously recommend Shareholders **VOTE AGAINST** all the Resolutions as we do not believe the Resolutions are in the best interests of the Company and the Shareholders as a whole.

Each of the Directors of Good Energy intends to **VOTE AGAINST** the Resolutions in respect of their own beneficial holdings.

Ecotricity already owns 25.3% of the Company and, if more than 50% of the votes cast are in favour of these two Resolutions, Ecotricity will succeed in obtaining seats on the Good Energy Board.

This means **EVERY VOTE MATTERS** to Good Energy, and the Board unanimously recommends Shareholders to **YOTE AGAINST** the Resolutions.

Why you should vote against the Resolutions

The Board views Ecotricity as a direct competitor with a track record of seeking to undermine Good Energy:

- Good Energy is a well-run, innovative and successful purpose-led business, with a clear strategy and a great future ahead of it.
- We have a track record of profitable growth, delivering consistent revenue, gross profit, EBITDA and customer growth for the last five years, underpinned with a strong balance sheet, diversified funding strategy and healthy cash generation.
- We are a purpose-led company with a business model built for the long-term, rooted in ethics, and backed by our values to be straightforward, determined, inclusive and fair.
- We believe in the importance of aligning our interests with our stakeholders, and through our crowdfunding, share issues and bond issues, more than 60% of our Shareholders are Good Energy customers.
- We have a history of successful innovation, and continue to evolve our business to ensure we are well-positioned to deliver on our purpose in the fast-changing UK energy market.
- We are already investing in the people, digital and technological expertise required to successfully navigate the transition to the energy market of the future.
- We have high employee engagement and a gender-balanced Board and workforce, and are supported by our customers and partners.
- We have proven that renewable energy can be a commercial success story because of our values, not despite them - and have delivered a Total Shareholder Return of in excess of 250%* since listing as a public company.



- Ecotricity has been an aggressive competitor of Good Energy since our founding more than 18 years ago, launching legal action against us in our early days of operation, and regularly attacking our management and business model through the press and other regulatory means.
- Ecotricity has actively campaigned against Good Energy to our customers, partners, and Shareholders, and is now seeking to further disrupt our business by trying to put its own executives on to your Board.
- Ecotricity's stated motivations, in our view, do not add up. Your Board believes their action is not in your best interests.

Ecotricity says its action is motivated by concerns regarding our performance, corporate governance and related party transactions. In our view these motivations do not add up:

- Good Energy has robust corporate governance in place, exceeding the requirements for an AIM listed company, and wherever appropriate aligning with best practice of the UK Corporate Governance Code.
 We seek to be transparent in the way we run your business, going beyond AIM disclosure requirements where it is in the interests of our Shareholders as a whole, as well as our customers and other stakeholders.
- Neither Dale Vince or Simon Crowfoot have any public company board experience and would not meet the criteria set out by the Good Energy Board for a director.
- Good Energy fully discloses transactions with related parties, which are reviewed and approved by an
 independent committee, in line with best practice and the AIM rules, and has secured significant value and
 opportunity for Shareholders through agreements with related parties. All of this was in the public domain
 before Ecotricity took a stake in Good Energy, and is fully visible to Ecotricity in our most recent accounts.
- Good Energy and Ecotricity have a different approach to the transition taking place in the UK energy market. In particular we will not be investing in a similar business model to Ecotricity on electric vehicle charging network which, by its own admission, is loss making.
- Good Energy has a track record of profitable growth, delivering consistent revenue, gross profit, EBITDA
 and customer growth for the last five years, underpinned with a strong balance sheet, diversified funding
 strategy and healthy cash generation. We have a clear strategy in place to secure the opportunities
 presented by the transition taking place in the UK energy market.
- Since Ecotricity acquired their shareholding in Good Energy we have sought to have a constructive dialogue with Dale Vince and Ecotricity, but they have consistently acted against the best interests of our Shareholders as a whole. Through their actions, they have sought to distract management from the delivery of the Company's stated strategy and we have had to divert resources to defend Good Energy against their actions.
- We believe Ecotricity could use their Board seats to continue their attempts to disrupt the business of Good Energy, negatively impacting the value of our shares. We do not believe this would be in the best interests of all Shareholders, either in the short or longer term.

In our view, these appointments would create unacceptable conflicts of interest on your Board:

- Any member of Ecotricity's management would have unacceptable conflicts of interest in all areas of business during any Good Energy Board meeting. The Board of Good Energy regularly discusses confidential and commercially sensitive information including information around strategy, commercial policy, business plans, pricing, opportunities, risks and detailed performance results. It would not be appropriate for that information to be shared with representatives of a direct competitor in the Boardroom.
- As direct competitors, the best interests of Good Energy and Ecotricity are incompatible. No Ecotricity nominee could fulfil their obligations to Ecotricity and Good Energy at the same time.
- No Ecotricity nominee could act independently on behalf of all Shareholders. Ecotricity already has the
 ability to block special resolutions, and over 50% of the votes needed to block ordinary resolutions. There
 is no guarantee that any representative of Ecotricity could ever put the interests of other Good Energy
 Shareholders above their own and those of Ecotricity, particularly when Dale Vince is the sole recorded
 shareholder in Ecotricity.

Conclusion

I have been Chairman of Good Energy for nearly five years. My firm belief is that your Board is well equipped to implement Good Energy's strategy in order to create significant value for all Shareholders as a whole.

Ecotricity has a corporate purpose and business model that are in direct competition with our own and a corporate governance structure that is not accountable to external shareholders. There is no guarantee that any representative of Ecotricity could ever put the interests of other Good Energy Shareholders above their own and those of Ecotricity, which has Dale Vince as its sole recorded shareholder (or a company which is 100% owned by Dale Vince). Neither can Dale Vince provide any guarantee that his ambitions would not destabilise your Board and its ability to act in a unified way on key matters of commercial and strategic importance to the continuing success of Good Energy.

Recommendation

For the reasons set out above, the Board of Good Energy considers that the Resolutions to approve the appointment of Dale Vince and Simon Crowfoot as Non-Executive Directors of the Company are not in the best interests of the Company or Shareholders as a whole and the Board therefore **unanimously recommends that you <u>VOTE AGAINST</u> all the Resolutions** to be proposed at the General Meeting.

Your Directors intend to **VOTE AGAINST** the Resolutions in respect of their own beneficial holdings.

Your Board thanks you for your continued support and looks forward to welcoming you to the General Meeting.

Yours sincerely,



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John Maltby Chairman

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

Notice of General Meeting of Good Energy Group PLC

Notice is hereby given that a General Meeting of Good Energy Group PLC (the "Company") will be held at **Chippenham Town Hall, High Street, Chippenham, Wiltshire, SN15 3ER** on **Wednesday 6 September 2017 at 3pm** for the purposes of considering the following business. The following Resolutions will be proposed as ordinary resolutions.

Ordinary Resolutions

- 1 That Dale Vince, having consented to act, be appointed as a Non-Executive Director of the Company with effect from the end of the meeting and to hold office until the Company's next annual General Meeting; and
- 2 That Simon Crowfoot, having consented to act, be appointed as a Non-Executive Director of the Company with effect from the end of the meeting and to hold office until the Company's next annual General Meeting.

By order of the Board

John Maltby

Chairman

14 August 2017

Registered office: Monkton Reach, Monkton Hill, Chippenham, Wiltshire SN15 1EE Registered in England and Wales: No. 04000623

Shareholder Notes

- Entitlement to attend and vote at the General Meeting will be determined by reference to the Company's Register of Members. In order to attend and vote at the General Meeting, a person must be entered on the Register of Members no later than close of business on 4 September 2017. A Shareholder's voting entitlement will depend on the number of shares held at that time. If the General Meeting is adjourned, such entitlement is determined by reference to the Register of Members at 6pm on the day, two days preceding the date fixed for the adjourned meeting. In each case, changes to the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.
- 2 If you wish to attend the General Meeting in person, you should arrive at the venue in good time for the meeting, which will commence at 3pm. Doors will open at 2:30pm. You may be asked to prove your identity.
- 3 A Shareholder is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A Shareholder may appoint more than one proxy in relation to the General Meeting, provided each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not also be a Shareholder, but must attend the meeting for the Shareholder's vote to be counted. To be valid, a Form of Proxy, together with the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, must reach the Company's Registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. Alternatively, Shareholders may register the appointment of a proxy electronically, by accessing Computershare's website at www.investorcentre.co.uk/eproxy as detailed on the Form of Proxy. In each case, the appointment of a proxy must be received by the Company's Registrar by no later than 3pm on Monday 4 September 2017. Shareholders who have completed the Form of Proxy may still attend the General Meeting and vote in person should they wish to do so, but they are requested to bring the Attendance Card with them to the meeting. Amended instructions must also be received by the Company's Registrar by the deadline for receipt of the Form of Proxy.

- If more than one valid proxy appointment is made in relation to the same share, the appointment last received before the latest time for the receipt of proxies will take precedence.
- 5 If two or more Shareholders jointly hold shares in the Company, each Shareholder may speak and vote at the General Meeting, appoint a proxy or give voting instructions. However, if more than one joint holder votes, appoints a proxy or gives voting instructions, the only vote, appointment or voting instruction which will count is the vote, appointment or voting instruction of the joint holder whose name is listed first in the Register of Members of the Company as regards that joint holding.
- 6 If an indirect Shareholder (who holds shares via a stockbroker or other nominee) wishes to (i) attend the General Meeting or (ii) appoint a proxy to speak and vote on their behalf at the General Meeting, or (iii) give voting instructions without attending the General Meeting, they must instruct the stockbroker or other nominee administrator accordingly. To do this, Shareholders are advised to contact their stockbroker or other nominee administrator and advise them which of the three options they prefer.
- Indirect Shareholders who indicate they wish to attend the General Meeting will not receive an Attendance Card. They will therefore be asked to identify themselves at the General Meeting using a valid passport, identity card or photo driving licence. In addition, indirect Shareholders must have a Letter of Representation (on the letterhead of their stockbroker or their nominee) or be preregistered as a third party by the nominee in advance of the General Meeting.
- 8 If a Shareholder does not specify how he or she wants the proxy to vote on the particular Resolutions, the proxy may vote or abstain as he or she sees fit. A proxy may also vote or abstain as he or she sees fit on any other business which properly comes before the General Meeting.
- A Form of Proxy is enclosed. The notes to the Form of Proxy include instructions on how to appoint the Chairman of the General Meeting or another person as a proxy and also on how to appoint a proxy by using the CREST proxy appointment service. You can only appoint a proxy using the procedures set out in these Notes and in the notes to the Form of Proxy.



- A corporation which is a Shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder, as if the corporation were an individual Shareholder, provided that they do not do so in relation to the same share or shares. Shareholders considering the appointment of a corporate representative should check their own legal position, the Company's Articles of Association and the relevant provision of the Companies Act 2006.
- Voting on each of the Resolutions will be conducted by way of a poll rather than on a show of hands. The Company believes that a poll is more representative of the Shareholders' voting intentions because Shareholder votes are counted according to the number of shares held and all votes tendered are taken into account. The results will be made available on the Company's website at www.goodenergygroup.co.uk as soon as practicable following the conclusion of the General Meeting.
- Any electronic address provided either in this Notice or any related documents (including the Form of Proxy) may not be used to communicate with the Company about proceedings at the General Meeting or the contents of this Notice or for any purposes other than those expressly stated.
- As at 9 August 2017, being the latest practicable date prior to the printing of this document, the total number of Good Energy Group PLC Ordinary Shares of 5p each is 16,506,774. The Company holds no shares in treasury.

How to Vote

The Good Energy Board recommends that you <u>VOTE AGAINST</u> the Resolutions without delay.

You can vote by:

- · logging on to www.investorcentre.co.uk/eproxy using the details on the enclosed Form of Proxy; or
- completing and returning the Form of Proxy <u>enclosed</u> to our Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

Electronic and postal votes must be received by **no later than <u>3pm on Monday 4 September 2017</u>**. Votes received after 3pm on Monday 4 September 2017 will not count towards the final result.

You can still attend the General Meeting even if you decide to vote in advance using the Form of Proxy or via **www.investorcentre.co.uk/eproxy**

Some Shareholders do not receive meeting notices through nominees or brokers. To help address this, your Board has engaged a company called Boudicca to help us make contact with as many Shareholders as possible.

Should you receive any calls or correspondence in relation to voting at the forthcoming General Meeting from anyone other than Boudicca, please contact the Shareholder Helpline.

Shares held in CREST through nominees or brokers

If you hold your Good Energy shares in CREST through a nominee or broker, you will need to instruct your nominee or broker how to vote your shares. Your nominee or broker may set a voting deadline which is earlier than the official voting deadline, sometimes by up to one week. Please act quickly to support your Board by instructing your nominee or broker that you would like to <u>VOTE AGAINST</u> both Resolutions.

If you hold your shares through a nominee or a broker and wish to attend the General Meeting, you will need to obtain from your nominee or broker, a "Letter of Representation" and bring it with you on the day. Your nominee or broker will be able to advise you how to obtain the relevant letter from them.

At the General Meeting

At the General Meeting, Shareholders will have the opportunity to ask questions relating to the business of the meeting and the Resolutions proposed. If you would like to ask a question at the General Meeting, even if you are unable to attend, please submit it in writing to the Company Secretary at Good Energy Group PLC, Monkton Reach, Monkton Hill, Chippenham, Wiltshire SN15 1EE by no later than 5pm Wednesday 30 August 2017. To aid the smooth running of the General Meeting, we will ensure that questions and discussions are relevant to the business of the meeting and the proposed Resolutions and that as many Shareholders as possible have the opportunity to speak.

The proposed Resolutions will then be put to a Shareholder vote. To accommodate the voting preferences of all Shareholders, all Resolutions will be decided on a poll rather than a show of hands. This means that a Shareholder has one vote for every share held. The outcome of the Shareholder vote will be posted on the Company's website and released via an RNS announcement on the London Stock Exchange as soon as possible following conclusion of the General Meeting.