

Important notice



Good Energy Group PLC

# Notice of Annual General Meeting 2019

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

Thursday 13<sup>th</sup> June 2019 at 3pm

**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.

## Dear Good Energy shareholder,

It is my pleasure to invite you to Good Energy Group Plc's 2019 Annual General Meeting. Within this pack you will find all the information you need about attending and voting at the meeting.

As one of our shareholders, you are supporting us to achieve our purpose of powering the choice of a cleaner, greener future. We really value all our shareholders' input into the direction the Company is taking, and I hope that many of you will be joining us at the AGM this year.

**Stephen Rosser – Company Secretary**



### Annual general meeting ("AGM")

The AGM is your opportunity to hear directly from the Board about how the Company has performed, as well as the strategic decisions shaping how we will continue working towards our purpose. It is also your chance to put to the Board any important questions you may have.

This year's AGM will take place on Thursday 13 June 2019, 3pm at:

**Chippenham Town Hall**  
**High Street**  
**Chippenham**  
**SN15 3ER**



### Business to be covered

The formal Notice of Meeting follows this letter. It sets out the resolutions proposed by the Board which will be put to a shareholder vote at the AGM.

The following pages also include explanatory notes covering:

- the purpose of each resolution; and
- a brief outline of the reason the Board recommends that you vote 'for' the resolution.



### Your vote counts

Your vote really does matter to us. If you cannot attend the AGM in person, we have enclosed a form of proxy that invites you to vote for or against each resolution, or to withhold your vote.

The Board recommends that you vote 'for' all resolutions, with each director confirming that they intend to do so. All resolutions proposed to the 2018 AGM were passed.

To make sure that voting reflects the views of all shareholders, including those who cannot attend in person, all resolutions will be decided by way of a poll.



### How to vote

You can vote in any of the following ways:

- **Online** – log in to [investorcentre.co.uk/eproxy](https://investorcentre.co.uk/eproxy) using the login details on the form of proxy
- **By post** – complete the form of proxy and return it in the envelope provided
- **In person** – attend the AGM or appoint someone to attend and vote on your behalf.

We would encourage you to vote as soon as you can. Online and postal votes received after 3pm on Tuesday 11 June 2019 will not count towards the final result.



## What to expect at the AGM

The Board will give an update on the Company's business performance, strategy and outlook, building on the recently published Annual Report and Accounts. You can read this online on our website.

Next, shareholders have the opportunity to ask questions relating to the business of the meeting and the resolutions proposed.

The resolutions will then be put to a shareholder vote. If you have already voted by proxy you will still be able to vote at the meeting. Your vote on the day will replace any prior proxy vote.

The outcome of the voting will be announced by RNS. We will also publish the outcomes online at [group.goodenergy.co.uk](http://group.goodenergy.co.uk) as soon as we're able to after the AGM.



## How to vote if you hold your shares through nominees or brokers

If you hold your investments in the Company through a nominee or a broker and they have not yet been in touch about participating in the AGM, please contact them as soon as possible. Ask to speak to the 'corporate actions' or 'proxy voting' department for instructions about how to vote.

- **If you wish to attend the AGM** – speak to your nominee or broker about getting a Letter of Representation as you will need to bring this with you on the day.
- **If you wish to vote by proxy** – ask your nominee or broker how to do this as they may have to amend the scope of the services they provide for you.

**Please be aware that your nominee or broker may set a voting deadline which is earlier than the official voting deadline. In some cases, this can be up to one week earlier.** So that you do not miss out on the opportunity to participate, please get in contact with your nominee or broker as soon as you can.



## Asking questions at the AGM

To help the AGM run smoothly, the Chairman will ensure all questions and discussions are relevant to the business of the meeting and the proposed resolutions. We would also like to make sure that as many shareholders as possible have the opportunity to speak.

If you would like to ask a question at the AGM, please submit it in writing to the Company Secretary by no later than 5pm on Friday 7 June 2019:

**Company Secretary**  
**Good Energy Group PLC**  
**Monkton Reach**  
**Monkton Hill**  
**Chippenham**  
**SN15 1EE**

## Explanatory notes

The Board proposes 13 resolutions covering a number of routine matters, along with other resolutions that the Board considers to be in the best interests of the Company and to the benefit of shareholders as a whole.

Resolutions 1 to 11 are proposed as ordinary resolutions and will be approved if more than 50% of votes are cast in favour. Resolutions 12 and 13 are proposed as special resolutions and will be approved if 75% of votes are cast in favour.

This section describes the resolutions and the reasons for including them. If there is any inconsistency between the descriptions in this section and the formal Notice of Annual General Meeting (Notice), the Notice will take precedence.

### Resolution 1: annual report and accounts

The Directors must present to shareholders at the AGM:

- the accounts of the Company for the financial year ended 31 December 2018;
- the Directors' Report; and
- the Auditors' Report.

These are all included in the Annual Report and Accounts for the year ended 31 December 2018, published on 2 May 2018. You can access a copy online at [group.goodenergy.co.uk](http://group.goodenergy.co.uk).

This resolution acknowledges that the Annual Report and Accounts have been accepted by shareholders.

**The Board unanimously recommends that you vote in favour of this Resolution.**



### Resolution 2: declaration of final dividend

On 2 November 2018 the Company paid an interim dividend of 1p per Ordinary share for the financial year ended 31 December 2018.

The Directors recommend a final dividend for the financial year ended 31 December 2018 of 2.5p per Ordinary share. Shareholders must approve this final dividend before it can be paid.

This resolution requests shareholder approval of the final dividend.

If approved, the final dividend of 2.5p per Ordinary share will be paid on 4 July 2019 to Ordinary shareholders who are on the register of members of the Company at the close of business on 31 May 2019.

**The Board unanimously recommends that you vote in favour of this Resolution.**



### Resolution 3: appointment of Will Whitehorn

Following a thorough search and selection process conducted by the Nominations and Remuneration Committee, the Board appointed Will Whitehorn as an independent, non-executive director and Deputy Chairman on 4 July 2018.



Will has extensive experience across a broad range of sectors with a focus on fast moving and growing companies. Will's experience across technology, digital and branding will be an asset as we continue to reshape the company, reflecting our view of the changing market, the challenges and the opportunities for Good Energy's future. Following a successful election by shareholders, he will be appointed as Chairman of the Board.

Will must stand for election by shareholders at the first AGM following his appointment to the Board.

This resolution seeks shareholder approval to re-appoint Will to the Board in accordance with the Company's Articles of Association.

**The Board unanimously recommends that you vote in favour of this resolution to re-appoint Will Whitehorn.**

### Resolution 4: appointment of Nemone Wynn-Evans

Following a thorough search and selection process conducted by the Nominations and Remuneration Committee, the Board appointed Nemone Wynn-Evans as an independent, non-executive director and Deputy Chairman on 6 February 2019.



Nemone has extensive experience across the financial services sectors and has listed plc and PRA, FCA/FSA regulated experience, having acted as Finance Director on the main board of a stock exchange. Nemone is also a Fellow of the Chartered Institute of Securities and Investments and will take on the role of Chair of the Audit and Risk Committee following a successful election by shareholders at the AGM.

Nemone must stand for election by shareholders at the first AGM following her appointment to the Board.

This resolution seeks shareholder approval to re-appoint Nemone to the Board in accordance with the Company's Articles of Association.

**The Board unanimously recommends that you vote in favour of this resolution to re-appoint Nemone Wynn-Evans.**

### **Resolution 5: re-appointment of Juliet Davenport**

Under the Company's Articles of Association, a director must retire and stand for re-election in the third calendar year after their past re-election.

Accordingly, Juliet Davenport (CEO) will retire and seek re-appointment as a director by shareholders.

Good Energy was founded in 1999 by Juliet Davenport OBE with the ambition to tackle climate change by generating and investing in renewable energy. From an OBE for services to renewables to positions on the board of organisations including the Natural Environment Research Council and Innovate UK, Juliet has been recognised for leading innovation in the energy sector.

Juliet has continued to guide the business to achieve our purpose to power the choice of a cleaner, greener future together with our customers, employees and investors. Juliet is highly regarded in the renewable energy industry and has held positions on many strategic and advisory boards.

This resolution seeks shareholder approval to re-appoint Juliet to the Board in accordance with the Company's Articles of Association.

**The Board unanimously recommends that you vote in favour of this resolution to re-appoint Juliet Davenport.**



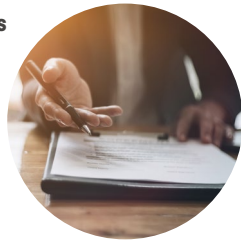
### **Resolution 6: appointment of auditors**

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the conclusion of the next AGM unless the Company's auditors retire as auditors in the intervening period.

Ernst & Young LLP have acted as auditors to the Company since their appointment during 2017. Their appointment followed a competitive selection process and was approved by shareholders at the 2018 AGM.

This resolution seeks shareholder approval for the appointment of Ernst & Young LLP as the Company's auditors.

**Your Board unanimously recommends that you vote in favour of this resolution to appoint Ernst & Young LLP as the Company's auditors.**



### **Resolution 7: determination of auditors' remuneration**

This resolution seeks authority for the Board to determine and agree the remuneration of the Company's auditors.

**The Board unanimously recommends that you vote in favour of this resolution.**



### **Resolution 8: referral arrangements**

The Company operates a number of commercial referral arrangements under which the Company makes a payment to individuals and organisations who introduce new customers.

Some of these referral arrangements exist with political parties. The Company considers the referral arrangements to be arm's length commercial arrangements between the Company and the relevant political parties in the ordinary course of business.

Part 14 of the Companies Act 2006 (the 'Act') sets out restrictions on companies making political donations or incurring political expenditure. The Act defines the making of political donations or the incurring of political expenditure in a way that is capable of an extremely wide interpretation. While the Company does not consider the payments to the relevant political parties to be political donations or political expenditure for the purposes of the Act, the Board recognises that making payments to political parties can divide opinion.

As such, and in the interests of transparency, the Company has asked shareholders to approve the continuation of the referral arrangements at each AGM since 2015. This is subject to a limit on the aggregate amount that can be paid to political parties under this authority each year.

This resolution gives the Company authority to continue the referral arrangements, even if they constitute political donation or political expenditure. The aggregate limit of this authority is £40,000, which has remained unchanged since 2015. Since the last AGM, the aggregate amount paid under referral arrangements with political parties was less than £15,000.

**The Board unanimously recommends that you vote in favour of this resolution.**



### **Resolution 9: renewal of scrip dividend scheme**

Since 2015, Good Energy has offered shareholders the option to receive their dividends in new shares rather than in cash. This has proved very popular and in 2018 over 12% of dividends were satisfied in the form of new shares.

Shareholders authorised the operation of the scrip dividend scheme in 2014. The authority must be renewed every 5 years.

**The Board unanimously recommends that you vote in favour of this resolution.**



### **Resolution 10: renewal of the Board's authority to allot shares up to one third of ordinary issued share capital**

One of the ways a company can finance its activities is through issuing and allotting new shares. Giving your Board authority to issue and allot new Ordinary shares will increase the flexibility with which the Company can pursue its continued growth, achieve its strategic objectives and deliver its purpose.

Current guidance from the Investment Association permits directors to seek a general authority to allot shares equal to two-thirds of the Company's issued share capital, with any amount in excess of one-third of existing issued shares being applied under a fully pre-emptive rights issue only.

This resolution relates to the Investment Association's guidance on the authority for the Board to allot Ordinary shares equal to one-third of the Company's issued share capital (5,523,840 Ordinary shares of 5p each, equating to an aggregate nominal amount of £276,192), which is not required to be applied to fully pre-emptive rights issues only.

Ordinary shares allotted under this resolution would carry all the same rights as the Company's existing Ordinary shares and, except in limited circumstances, would need to be offered to existing shareholders before being offered to new investors. The Directors' authority under this resolution will expire at the earlier of the close of business on such date as falls 15 months after the date of any passing of this resolution and the end of the AGM to be held in 2019.

**The Board unanimously recommends that you vote in favour of this resolution.**

### **Resolution 11: authority to allot shares up to two thirds of ordinary issued share capital**

Building on resolution 10, this resolution relates to the Investment Association's guidance on the authority for the Board to allot Ordinary shares equal to a further one-third of the Company's issued share capital (11,047,680 Ordinary shares of 5p in aggregate, equating to an aggregate nominal amount of £552,384) to be applied to fully pre-emptive rights issues only.

Although the Board does not currently intend to exercise this authority, it is designed to simplify the process of conducting rights issues to existing shareholders of up to two-thirds of a company's share capital. For example, to finance a material investment, acquisition or restructure.

The number of shares that can be issued under this resolution will be reduced by any issued under resolution 10.

Ordinary shares allotted under this resolution would carry all the same rights as the Company's existing Ordinary shares and would need to be offered to existing shareholders before being offered to new investors. The Directors' authority under this resolution will expire at the end of the AGM to be held in 2019 (or, if earlier, 15 months from the date of passing this resolution). The Company holds no shares in treasury.

**The Board unanimously recommends that you vote in favour of this resolution as it maintains flexibility currently available to the Company.**



### **Resolution 12: dis-application of pre-emption rights**

Through its listing on AIM, the Company offers existing and prospective investors the opportunity to share in the Company's success. Although more flexible than a listing on the main market of the London Stock Exchange, the company must still invest some of its resources in meeting the requirements on its AIM listing.

An important benefit from that investment is the Company's ability to attract new investment and investors to support its strategic ambitions.

The Board is therefore seeking authority to allot a limited amount of ordinary shares for cash without first offering them to existing shareholders in proportion to their existing holdings. The Company will only be able to use this authority if shareholders also approve Resolution 10.

The power set out in Resolution 12 would be limited to:

- allotments or sales of ordinary shares in connection with pre-emptive offers; or
- allotting up to 828,576 new ordinary shares (equating to a nominal value of £41,428) on an unrestricted basis without first offering them to existing shareholders. This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 15 May 2019, being the latest practicable date before publication of this Notice.

The powers sought by the Board under this resolution are consistent with guidance set out in the Financial Reporting Council Pre-emption Group's Statement of Principles.

The Board confirms that it has no current intention to allot shares under this authority.

**The Board unanimously recommends that you vote in favour of this resolution as it maintains flexibility currently available to the Company.**

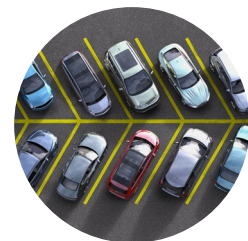
### **Resolution 13: holding general meetings on short notice**

The Company must give at least 21 clear days' notice of its AGM. The Companies (Shareholders Rights) Regulations 2009 require that at least 21 clear days' notice must also be given for all other general meetings, unless shareholders approve a shorter notice period of at least 14 days.

In the interests of greater efficiency and flexibility, your Board proposes that notice periods for general meetings of the Company (excluding its AGM) should reflect the shorter requirement, being at least 14 clear days.

This resolution would provide flexibility for the Board to decide on a case by case basis whether a general meeting should be called on 14 or 21 clear days' notice, as appropriate for the business of the relevant meeting and any need to expedite decisions.

**The Board unanimously recommends that you vote in favour of this resolution.**



# Good Energy Group PLC

## Notice of

### 2019 ANNUAL GENERAL MEETING

#### 13<sup>th</sup> June 2019

Notice is hereby given that the 2019 AGM of Good Energy Group PLC (the "Company") will be held at Chippenham Town Hall, High Street, Chippenham, SN15 3ER on Thursday 13 June 2019 at 3pm for the purposes of considering the following business.

Resolutions 1 to 11 will be proposed as ordinary resolutions. Resolution 12 and 13 will be proposed as special resolutions.

#### Resolution 1 – Annual Report and Accounts

To receive the annual accounts of the Company for the year ended 31 December 2018, together with the Directors' report and the Auditors' report on those accounts.

#### Resolution 2 – Declaration of a final dividend

To declare a final dividend for the year ended 31 December 2018 of 2.5p per Ordinary share.

#### Resolution 3 – Appointment of Will Whitehorn as a Director

That Will Whitehorn be appointed as a Director of the Company.

#### Resolution 4 – Appointment of Nemone Wynn-Evans as a Director

That Nemone Wynn-Evans be appointed as a Director of the Company.

#### Resolution 5 – Retirement by rotation and re-appointment of Juliet Davenport as a Director

That Juliet Davenport be re-appointed as a Director of the Company.

#### Resolution 6 – Appointment of auditors

That Ernst & Young LLP be appointed as auditors of the Company to hold office until the conclusion of the next AGM of the Company.

#### Resolution 7 – Determination of auditors' remuneration

That the Directors be authorised to determine the remuneration of the auditors of the Company.

#### Resolution 8 – Authority to operate referral arrangements

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and all companies that are or become subsidiaries of the Company at any time during the period for which this Resolution is effective be and are hereby authorised to operate referral arrangements with political parties, in so far as they are deemed to be:

- 1) political donations to a political party or political organisation, not exceeding £40,000 in total; and/or
- 2) political expenditure, not exceeding £40,000 in total,

during the period beginning with the date of the passing of this Resolution and ending on the date of the next AGM of the Company (although, it is not the intention of the Company to make payments exceeding £40,000 in total pursuant to the authority conferred by this Resolution).

For the purposes of this Resolution, the terms 'political donations', 'political expenditure', 'political parties' and 'political organisations' shall have the meanings given by sections 363 to 365 of the Act.

#### Resolution 9 – Renewal of Scrip Dividend scheme

That the Directors be generally and unconditionally authorised to exercise the power conferred on them by Article 143 of the Company's Articles of Association as from time to time varied so that, to the extent and in the manner determined by the Directors, the holders of ordinary shares in the Company be permitted to elect to receive new ordinary shares in the Company, credited as fully paid, instead of the whole or any part of cash dividends (including interim dividends) declared or paid by the Directors or declared by the Company in general meeting (as the case may be) from the date of passing of this Resolution until the earlier of five years from the date of passing of this Resolution and the beginning of the Annual General Meeting of the Company in 2024 to the extent that the Directors decide, at their discretion, to offer a Scrip dividend alternative in respect of such dividend.

#### Resolution 10 – Authority to allot shares up to one third of the Ordinary issued share capital

That the Directors be and are hereby generally and unconditionally authorised, in substitution for all subsisting authorities to the extent unused, pursuant to Section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot Ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal amount of £276,192, such authority to expire on the earlier of the date falling 15 months after the date of the passing of this Resolution and the end of the next AGM of the Company (unless previously renewed, revoked or varied by the Company in general meeting) but, in each case, during this period the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for, or to convert securities into, shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or to convert securities into, shares under any such an offer or agreement as if this authority had not expired.

#### Resolution 11 – Authority to allot shares up to two thirds of the Ordinary issued share capital

That the Directors be and are hereby generally and unconditionally authorised, pursuant to Section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot Ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal amount of £552,384 (such amount to be reduced by the aggregate nominal amount of any securities allotted under Resolution 10 above) in connection with an offer by way of a rights issue to holders of Ordinary shares in the Company in proportion (as nearly as may be practicable) to their existing holdings and to holders of other equity securities if this is required by the rights of those securities or, if the Directors of the Company consider it necessary, as permitted by the rights of those securities, but subject to such exclusions or other arrangements as the Directors of the Company may consider necessary or appropriate in relation to treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, or legal, regulatory or practical problems under the laws of any territory (including the requirements of any recognised regulatory body or any stock exchange) or any other matter. This authority will expire on the earlier of the date falling 15 months after the date of the passing of this Resolution and the end of the next AGM of the Company, unless previously renewed, revoked or varied by the Company in general meeting and provided that, the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for, or to convert securities into, shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or to convert securities into, shares under any such an offer or agreement as if this authority had not expired.

#### Resolution 12 – Dis-application of pre-emption rights

Subject to the passing of Resolution 10, the Board be authorised pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the authority given by Resolution 10 and/or to sell Ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

1. to the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities:
  - a. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and
  - b. to holders of any other equity securities, as required by the rights of those securities or, as the Directors otherwise consider necessary,
2. to the allotment (otherwise than pursuant to paragraph 1 above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £41,428,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with fractional entitlements, record dates, or legal or practical problems arising under the laws of any overseas territory, by virtue of shares being represented by depositary receipts, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

such authority to expire at the end of the next Annual General Meeting of the Company after the date of the passing of this Resolution (or, if earlier, at the close of business on the date falling 15 months after the date of the passing of this Resolution but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### Resolution 13 – Calling of general meetings on 14 days' notice

That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than fourteen days' notice.

#### By order of the Board

John Maltby

Chairman

21 May 2019

## SHAREHOLDER NOTES

1. Entitlement to attend and vote at the AGM will be determined by reference to the Company's Register of Members. In order to attend and vote at the AGM, a person must be entered on the Register of Members no later than 6pm on 11 June 2019. A shareholder's voting entitlement will depend on the number of shares held at that time. If the AGM 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 AGM.
2. If you wish to attend the AGM 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 AGM. A shareholder may appoint more than one proxy in relation to the AGM, 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/eproxy](http://www.investorcentre/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 11 June 2019. Shareholders who have completed the Form of Proxy may still attend the AGM 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.
4. 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 AGM, 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 AGM or (ii) appoint a proxy to speak and vote on their behalf at the AGM, or (iii) give voting instructions without attending the AGM, 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.
7. Indirect shareholders who indicate they wish to attend the AGM will not receive an Attendance Card. They will therefore be asked to identify themselves at the AGM 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 AGM.
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 AGM.
9. A Form of Proxy is enclosed. The notes to the Form of Proxy include instructions on how to appoint the Chairman of the AGM 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.
10. 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.
11. 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 outcome will be published on the Company's website at [www.goodenergygroup.co.uk](http://www.goodenergygroup.co.uk) as soon as practicable following the conclusion of the AGM.
12. 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 AGM or the contents of this Notice or for any purposes other than those expressly stated.
13. As at 15 May 2018, 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 16,571,521. The Company holds no shares in treasury.
14. The following documents, which are available for inspection during normal business hours at the Company's registered office, Monkton Reach, Monkton Hill, Chippenham, Wiltshire SN15 1EE, on any business day, will also be available for inspection at the AGM from 11.30am on the day of the AGM until the end of the AGM:
  - a. a copy of each Executive Director's contract of service;
  - b. a copy of each Non-Executive Director's letter of appointment; and
  - c. a copy of the Company's Articles of Association.

