

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your ordinary shares in Good Energy Group plc, please send this document and any other documents that accompany it as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.



Good Energy Group PLC

(incorporated in England and Wales
under company number 04000623)

Notice of the 2022 Annual General Meeting

Notice of the 2022 Annual General Meeting of Good Energy Group plc, to be held at Monkton Park Offices, Monkton Park, Chippenham, Wiltshire, SN15 1GH at 2pm on 22 June 2022, is set out on pages 5 to 9 of this document. Your attention is drawn to the letter from the Chair on pages 2 to 4 of this document.

Shareholders are requested to complete and return the Form of Proxy accompanying this document for use at the Annual General Meeting. To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, so as to be received by no later than 2pm on 20 June 2022.

Shareholders who wish to ask a question of the Board relating to the business of the meeting can do so by sending an email to investor.relations@goodenergy.co.uk. Further details are provided in the Notes.

To the holders of Ordinary shares in Good Energy Group plc 25 May 2022

Dear Good Energy shareholder,



2022 Annual General Meeting – your vote counts

On behalf of the Board of Directors (the "Board"), it is my pleasure to write to you with details of the 2022 Annual General Meeting (the "AGM") of Good Energy Group plc (the "Company"). As a shareholder, this is your opportunity to help steer the direction of the Company. We want to hear from as many of you as possible, and really value your input.

In this pack, you will find all you need to know about how the AGM will be run, and how to make your voice heard. The formal Notice of AGM, together with explanatory notes to the formal notice and further shareholder notes, appear on pages 5 to 11 of this document.

The AGM will consist of the formal business of the meeting only. Over the last 2 years we have held successful virtual investor presentations and Q&A sessions on the Investor Meet Company platform for greater shareholder engagement. This will be held during the voting period, so any questions shareholders have may be answered prior to voting. More details are below.

After over 20 years, the 2022 AGM will see Founder and Director Juliet Davenport step down from the Good Energy board. I would like to thank Juliet for her incredible contribution to renewable energy and the UK energy system, for founding Good Energy and wish her every success for the future. More details can be found in our announcement on our website group.goodenergy.co.uk/reporting-and-news-centre/regulatory-news.

As ever, thank you for supporting us to achieve our purpose of powering a cleaner, greener world.



Annual general meeting

This year's AGM will take place on **Wednesday 22 June 2022, 2pm** at: Good Energy Group PLC

Monkton Park Offices

Monkton Park

Chippenham

Wiltshire

SN15 1GH

Please do not attend the AGM in person if you have symptoms of COVID-19. The health and safety of our shareholders and colleagues is always our utmost priority. Should it become necessary or appropriate to revise the current arrangements for the AGM, Good Energy will notify shareholders via its website and (where appropriate) via a Regulatory Information Service. Shareholders are therefore encouraged to check Good Energy's website before finalising their travel arrangements to attend the AGM in person. In the case that we need to change our arrangements, it is likely that we will not be in a position to accommodate shareholders beyond the minimum required to hold a quorate meeting.

Shareholders planning to attend the AGM are asked to register their attendance by contacting investor.relations@goodenergy.co.uk.



Business to be covered

The formal Notice of Meeting follows this letter. This sets out the resolutions proposed by the Board which we are asking you to consider and, if you find them acceptable, pass.

The following pages also include explanatory notes covering:

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

The AGM will cover the formal business of the meeting only. Read more about attending an investor update and Q&A session before voting closes under 'Asking questions at the AGM' below.



Your vote counts

Your vote really does matter to us.

We have enclosed a form of proxy that allows you to appoint the chair on your behalf to vote for or against each resolution, or to withhold your vote. Alternatively, you are able to appoint the chair to be your proxy online.

All resolutions will be decided through a poll. This is a more transparent method of voting as shareholders' votes are counted according to the number of ordinary shares held.



How to vote

We must have received your proxy vote by **2pm on Monday 20 June 2022**. To appoint a proxy, you can use one of the following methods:

- **Online** – log in to investorcentre.co.uk/eproxy using the login details on the form of proxy or in the email you received on 25 May 2022 depending on your mailing preference
- **By post** – complete the form of proxy and return it in the envelope provided.
- **In person** – attend and vote at the meeting in person. Please inform investor.relations@goodenergy.co.uk if you plan to attend the meeting.
- **By nominee or broker** – if you hold your Good Energy shares through a CREST nominee or broker you will need to instruct your nominee or broker how to vote your shares.

We strongly encourage you to submit your proxy vote as soon as you can and recommend using the online platform to avoid the risk of postal delays. Online and postal appointments received after 2pm on Monday 20 June 2022 will not count towards the final result.

The results of the AGM will be released to the market via the Regulatory News Service of the London Stock Exchange as soon as practicable after the conclusion of the AGM.

You can find further details about voting in the shareholder notes on page 11.



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

Institutional investors

The Company and the Registrar (Computershare) have agreed that institutional investors can appoint a proxy electronically via the Proxymity platform. Your proxy must be lodged by **2pm on Monday 20 June 2022** to be considered valid.

Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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. For further information about Proxymity, please go to proxymity.io.

Nominees or brokers

If your nominee or broker has not yet been in touch about participating in the AGM, please contact them as soon as possible. Contact your nominee or broker with your voting instruction using their online messaging, by post, or ask to speak to the 'corporate actions' or 'proxy voting' department for instructions on how to vote.



Asking questions at the AGM

The best way to ask questions relating to the business of the meeting is to join the pre-AGM investor presentation and Q&A, which will be held on **15 June at 11am** via the Investor Meet Company online platform. We would also like to make sure as many shareholders as possible have the opportunity to speak. Questions asked at the Q&A will be answered on our website group.goodenergy.co.uk.

To help the AGM run smoothly, the Chairman will ensure all questions and discussions on the day of the AGM are relevant to the business of the meeting and the proposed resolutions. Shareholders who wish to ask a question of the Board relating to the business of the meeting can do so by sending an email to investor.relations@goodenergy.co.uk by no later than **2pm on Monday 20 June 2022**.



Recommendation

The Board considers that each of the resolutions set out in the notice of the 2022 AGM are in the best interests of the Company and its shareholders and unanimously recommends shareholders to vote in favour of them as the directors (the "Directors") intend to do in respect of their own beneficial shareholdings (save for those resolutions in which they are interested).

Yours faithfully,



William Whitehorn

Chairman, Good Energy Group Plc

Explanatory notes

The Board proposes 12 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.

Resolutions 1 to 8 are proposed as ordinary resolutions and will be approved if more than 50% of votes are cast in favour.

Resolutions 9 to 12 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 2021;
- the Directors' Report; and
- the Auditors' Report.



These are all included in the Annual Report and Accounts for the year ended 31 December 2021, published in April 2022. You can read the report online at group.goodenergy.co.uk.

This resolution proposes that the shareholders receive and consider the Annual Report and Accounts.

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

Resolution 2: Declaration of final dividend

On 29 November 2021, the Company paid an interim dividend of 0.75p per Ordinary share for the financial year ended 31 December 2021.

The Directors recommend a final dividend for the financial year ended 31 December 2021 of 1.8p 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 1.8p per Ordinary share will be paid on 13 July 2022 to Ordinary shareholders who are on the register of members of the Company at the close of business on 10 June 2022.

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

Resolution 3: Re-election of Nemone Wynn-Evans



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, Nemone Wynn-Evans (Non-Executive Director) will retire and seek re-election as a director by shareholders.

With extensive experience in the financial services sector, Nemone brings a broad range of skills across audit, risk management, business development, corporate finance, corporate governance, investor relations and marketing. She is currently Chair of the Risk Committee, a member of the Audit Committee and is Senior Independent Director of Shepherds Friendly Society.

Nemone also holds a number of roles across a range of companies, including as a Non-Executive at Hinckley & Rugby Building Society where she sits on both the Audit & Nominations Committees, is a Board Advisor at SORBUS Partners LLP and is a member of the Commercial Advisory Committee at Coventry University. She is also a Fellow of the Chartered Institute of Securities and Investments. Nemone began her career in the City of London and has worked with many listed PLC and RA/FCA/FSA regulated companies, having acted as a Finance Director on the main board of a stock exchange.

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

Resolution 4: Re-election of Emma Tinker

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, Emma Tinker (Non-Executive Director) will retire and seek re-election as a director by shareholders.



Emma is a private equity investment Director who brings a wealth of investment experience. She is a Director of numerous renewable energy companies, established the renewable energy business at HG Capital in 2002 and founded Asper Investment Management in 2016 as the spinout of that business where she is Chief Investment Officer. She has been a Director for renewable developers and independent power producers, working across a range of renewable technologies. Emma is also a Director of the Gardeners' Royal Benevolent Society.

Emma has substantial commercial experience spanning the entire lifecycle of investments in energy businesses, and has worked across a range of renewable technologies.

The Board unanimously recommends that you vote in favour of this resolution to re-elect Emma Tinker.

Resolution 5: Re-election of Rupert Sanderson

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, Rupert Sanderson (Executive Director) will retire and seek re-election as a director by shareholders.



Rupert joined us in February 2017 and is responsible for all finance, legal, company secretariat and trading matters, including managing our financial stakeholders. Having worked widely in larger support services and energy organisations as well as in supporting smaller organisations through growth programmes, Rupert brings valuable experience to Good Energy as it develops its services and propositions. His previous roles include senior financial and commercial positions at Centrica, British Gas, Serco and Avis Europe.

Rupert began his career as an accountant for PwC and is a Fellow of the Institute of Chartered Accountants in England and Wales.

The Board unanimously recommends that you vote in favour of this resolution to re-elect Rupert Sanderson.

Resolution 6: Appointment of auditors

The Company is required at each general meeting at which accounts are laid before shareholders to appoint auditors to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company (unless the Company's auditors retire or resign as auditors in the intervening period).

Mazars LLP have acted as auditors to the Company since their appointment in 2021. Their appointment followed a competitive selection process and was approved by shareholders at the 2021 AGM.

This resolution seeks shareholder approval for the appointment of Mazars LLP as the Company's auditors to hold office from the conclusion of the meeting until the next annual general meeting of the Company.

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

Resolution 7: Determination of auditors' remuneration

This resolution seeks shareholder authority for the Board to authorise the Directors 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: Renewal of the Board's authority to allot shares and further shares as part of a rights issue

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.

The Companies Act 2006 provides that Directors shall only allot shares with the authority of shareholders in a general meeting. The authority given to the Directors at the last annual general meeting to allot (or issue) shares pursuant to section 551 of the Companies Act 2006 expires on the date of this year's annual general meeting. Resolution 8 will be proposed as an ordinary resolution for the renewal of the Directors' general authority to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £280,209 representing approximately one third of the current issued share capital of the Company (excluding treasury shares). In addition, the resolution seeks authority for the Directors to allot shares by way of a pre-emptive rights issue up to an aggregate nominal amount of £280,209, representing a further one third of the current issued share capital of the Company (excluding treasury shares). 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 2023. The Company held no shares in treasury on 20 May 2022, being the last practicable date prior to publication of this document.

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

Resolution 9: 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. 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 8. The power set out in Resolution 9 would be limited to:

- allotments of Ordinary shares (or sales of any shares the Company may hold in treasury) for cash of Ordinary shares in connection with pre-emptive offers; or
- allotting up to 840,627 new Ordinary shares (equating to a nominal value of £42,031.35) 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 on 20 May 2022, being the latest practicable date before publication of this Notice. 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 2023.

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

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

Resolution 10: Further dis-application of pre-emption rights

If Resolution 8 is passed, the Board be authorised in addition to any authority granted under Resolution 9 to allot shares for cash under the authority given by Resolution 8 up to an additional 840,627 of new Ordinary shares (equating to a nominal value of £42,031.35) on an unrestricted basis without first offering them to existing shareholders, such shares to be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment. This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company on 20 May 2022, being the latest practicable date before publication of this Notice.

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 2023. 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 and the Board confirms that it intends that the authority will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

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

Resolution 11: Authority to purchase own shares

Resolution 9 seeks authority from shareholders for the Company to make market purchases of its own Ordinary shares, such authority being limited to the purchase of 1,681,254 Ordinary shares, being 10% of the Ordinary shares in issue on 20 May 2022. The price payable shall not be more than five per cent above the average market value for the Ordinary Shares for the five business days before the purchase is made; not more than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase was carried out; and not less than 5p per share, being the nominal value of the shares.

The authority to purchase the Company's shares will only be exercised if it is beneficial to the earnings per share of those Ordinary shares that are not re-purchased and when the Directors consider that to do so would be in the best interests of shareholders generally. Save to the extent purchased pursuant to the regulations concerning treasury shares, any Ordinary shares purchased in this way will be cancelled and the number of shares in issue will be accordingly reduced. The Company may hold in treasury any of its own Ordinary shares that it purchases pursuant to the relevant regulations and the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base.

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

Resolution 12: Amendment to Articles of Association to permit hybrid meetings for in person and virtual attendance at general meetings of the Company

Resolution 12 seeks to propose the amendment to the Articles of Association of the Company to enable virtual attendance by electronic means at the Company's general meetings, as set out in Appendix 1 of the AGM Notice and the draft Articles of Association produced to the meeting (initialled by the Chair) with effect from the conclusion of the meeting. If Resolution 12 is passed, these Articles of Association will be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

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

Good Energy Group PLC

Notice of 2022 ANNUAL GENERAL MEETING



Notice is hereby given that the 2022 AGM of Good Energy Group PLC (the "Company") will be held at Good Energy Group PLC, Monkton Park Offices, Monkton Park, Chippenham, Wiltshire, United Kingdom, SN15 1GH on 22 June 2022 at 2pm for the purposes of considering the following business.

Resolutions 1 to 8 will be proposed as ordinary resolutions. Resolutions 9 to 12 will be proposed as special resolutions.

Resolution 1 – Annual Report and Accounts

To receive and adopt the annual accounts of the Company for the year ended 31 December 2021, 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 2021 of 1.8p per Ordinary share.

Resolution 3 – Re-election of Nemone Wynn-Evans as a Director

To re-elect as a Director Nemone Wynn-Evans, who retires by rotation in accordance with the Company's Articles of Association.

Resolution 4 – Re-election of Emma Tinker as a Director

To re-elect as a Director Emma Tinker, who retires by rotation in accordance with the Company's Articles of Association.

Resolution 5 – Re-election of Rupert Sanderson as a Director

To re-elect as a Director Rupert Sanderson, who retires by rotation in accordance with the Company's Articles of Association.

Resolution 6 – Appointment of the Company's Auditor

To re-appoint Mazars LLP as the Company's Auditor to hold office from the conclusion of the meeting until the conclusion of the next meeting at which accounts are laid before the Company.

Resolution 7 – Determination of Auditors' remuneration

To authorise the Board to determine the remuneration of the Company's Auditor.

Resolution 8 – 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, 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 £280,209; and
- 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 £280,209 (such amount to be reduced by the aggregate nominal amount of any securities allotted under paragraph a) 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
 - holders of other equity securities if this is required by the rights of those securities or, subject to such rights as the Directors of the Company otherwise consider necessary

and so that, in each case, the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any of the requirements of any regulatory body or stock exchange or any other matter. This authority shall take effect on the date of passing of this Resolution, with 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 9 – Dis-application of pre-emption rights

Subject to the passing of Resolution 8, and in substitution for any existing authorities to disapply pre-emption rights in connection with any allotment of shares or grant of rights to subscribe for or convert any security into shares in the Company for cash, the Board be authorised pursuant to Section 570 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 8 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:

- to the allotment of equity securities or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities:
 - to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and
 - to holders of any other equity securities, as required by the rights of those securities or, as the Directors otherwise consider necessary, 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
- to the allotment (otherwise than pursuant to paragraph 1 above) of equity securities or the sale of treasury shares up to an aggregate nominal amount of £42,031.35, 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 10 – Further dis-application of pre-emption rights

Subject to the passing of Resolution 8, and in substitution for any existing authorities to disapply pre-emption rights in connection with any allotment of shares or grant of rights to subscribe for or convert any security into shares in the Company for cash, the Board be authorised in addition to any authority granted under Resolution 9 to allot equity securities for cash under the authority given that resolution 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:

- to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £42,031.35; and
- used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice, 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 11 – Purchase of own shares

The Company be and is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares in such manner and on such terms as the Directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:

- the maximum number of ordinary shares which may be purchased is 1,681,254;
- the minimum purchase price which may be paid for any ordinary share is 5p (exclusive of expenses); and
- the maximum purchase price which may be paid for any ordinary share in the capital of the Company shall not be more than the higher of (in each case exclusive of expenses):
 - five per cent above the average middle market quotations for an ordinary share as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; or
 - an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share, as derived from the trading venue where the purchase is carried out,

and this authority shall take effect on the date of passing of this Resolution and shall (unless previously revoked, renewed or varied) expire on the earlier of the conclusion of the Company's next Annual General Meeting or the date falling 15 months after the date of passing of this Resolution, save in relation to purchases of ordinary shares, the contract(s) for which were concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry.

Resolution 12 – Amendment to Articles of Association to permit hybrid meetings for in person and virtual attendance at general meetings of the Company

The Articles of Association appended to the AGM Notice at Appendix 1 and circulated to the meeting will be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

By order of the Board

William Whitehorn

Chair

25 May 2022

Appendix 1

The Company's New Articles of Association

The proposed New Articles of Association of the Company contain the following principal change:

1. Format of General Meetings

The New Articles of Association provide that the Directors may decide to hold future general meetings as a combination of a physical and virtual meeting. Therefore it is proposed to amend the current articles of association with the addition of article 55, to include the logistics and details for a hybrid general meeting. The new articles include the specific details on how a hybrid meeting can be conducted. This will provide the Company with the flexibility it needs in order to accommodate the need of the members, in different social and environmental circumstances. The proposed change will not permit the Company to hold general meetings solely by electronic means, but the Company is not prohibited from holding solely physical general meetings. The Directors may decide the format and arrangements for holding a general meeting to ensure it is appropriate in the circumstances. Notice will still be provided for a general meeting and will detail the time, place or places including, for a combined physical and electronic general meeting, the electronic platform and other relevant details.

SHAREHOLDER NOTES

1. Entitlement to attend, speak and vote at the AGM will be determined by reference to the Company's Register of Members. In order to vote at the AGM, a person must be entered on the Register of Members no later than 6pm on 20 June 2022.
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.
The AGM is a private meeting of shareholders and their representatives. Guests are not entitled to attend the AGM as of right but they may be permitted entry at the absolute discretion of the Company. You must contact us in advance if you would like to bring a guest at investor.relations@goodenergy.co.uk.
Proxies and corporate representatives may not bring guests to the AGM.
2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at group.goodenergy.co.uk/investor-centre/ags-and-general-meeting-information.
3. If you wish to attend the AGM in person, you should arrive at the venue no more than 10 minutes before the start of the meeting, which will commence at 2pm. You may be asked to prove your identity.
4. 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. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chair) and give your instructions directly to them. 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 2pm on 20 June 2022. 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 enclosed 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.
5. 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.
6. If two or more shareholders jointly hold shares in the Company, each shareholder may vote at the AGM through appointing a proxy or give voting instructions. However, if more than one joint holder appoints a proxy the only appointment which will count is the appointment of the joint holder whose name is listed first in the Register of Members of the Company as regards that joint holding.
7. If an indirect shareholder (who holds shares via a stockbroker or other nominee) wishes to appoint the chair as proxy to vote on their behalf at 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.
8. 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.
9. If a shareholder does not specify how he or she wants the proxy to vote on a particular resolution, 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.
10. 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.
11. 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 & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). 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, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in Note 4 above. 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.
CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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/CREST).
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).
12. 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.
13. 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 via a Regularity Information Service and on the Company's website at group.goodenergy.co.uk as soon as practicable following the conclusion of the AGM.
14. Any shareholder who has not otherwise received confirmation that his or her vote on the polls at the AGM has been validly recorded and counted (for example, by receiving electronic notification that a vote cast electronically has been recorded and counted) and has no other reasonable means of confirming this, may, within 30 days from the date of the meeting, request information from the Company allowing him or her to confirm that his or her vote on the polls at the meeting has been validly recorded and counted, by using the contact details of the Company's Registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.
15. All questions must be submitted via email to investor.relations@goodenergy.co.uk. Shareholders are encouraged to send their questions as soon as possible. The Company will, to the extent practicable, answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) it is undesirable in the interests of the company or the good order of the meeting that the question be answered; or (iii) the answer has already been given on a website in the form of an answer to a question. In the interests of efficiency and to avoid unnecessary repetition, if multiple questions are submitted with a common theme, they will be answered as one question. A member may not use any electronic or email address provided by the Company in this document or in any accompanying document or on any website for communicating with the Company for any purpose in relation to the AGM other than as expressly stated.
16. As at 20 May 2022, 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 16,812,540. The Company holds no shares in treasury.
17. The below documents are available for inspection on request at the Company's registered office from the date of this notice until the conclusion of the meeting
 - 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
 - d) a copy of the existing articles of association of the Company marked to show the changes being proposed