



Notice of general meeting and recommendation to

# Vote against both of Ecotricity's resolutions

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**Will Whitehorn plays a vital role in  
delivering value for shareholders**

**The sale of Good Energy's generation portfolio  
is a crucial step forward in the delivery of our strategy**

# This document is important and requires your immediate attention.

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If you are in any doubt about the contents of this document or as to the action you should take, you are recommended immediately to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other appropriately qualified independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) or, if you are in a country outside the United Kingdom, another appropriately authorised independent financial adviser. If you were a Shareholder and have sold or otherwise transferred all your Shares, please send this document (but not any accompanying personalised Form of Proxy) as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, neither this document nor any accompanying document(s) should be forwarded or transmitted to or in any jurisdiction outside the United Kingdom where to do so may violate any legal or regulatory requirement. If you are a Shareholder and you have sold or transferred part only of your registered holding of Shares, please contact the stockbroker, bank or other agent through whom the sale or transfer was effected.

The distribution of this document, together with accompanying documents, into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession such documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdiction.

## **GOOD ENERGY GROUP PLC**

(A public limited company incorporated in England and Wales Incorporated in England and Wales under the Companies Act 1985 with registered number 04000623)

### **NOTICE OF REQUISITIONED GENERAL MEETING**

**AND**

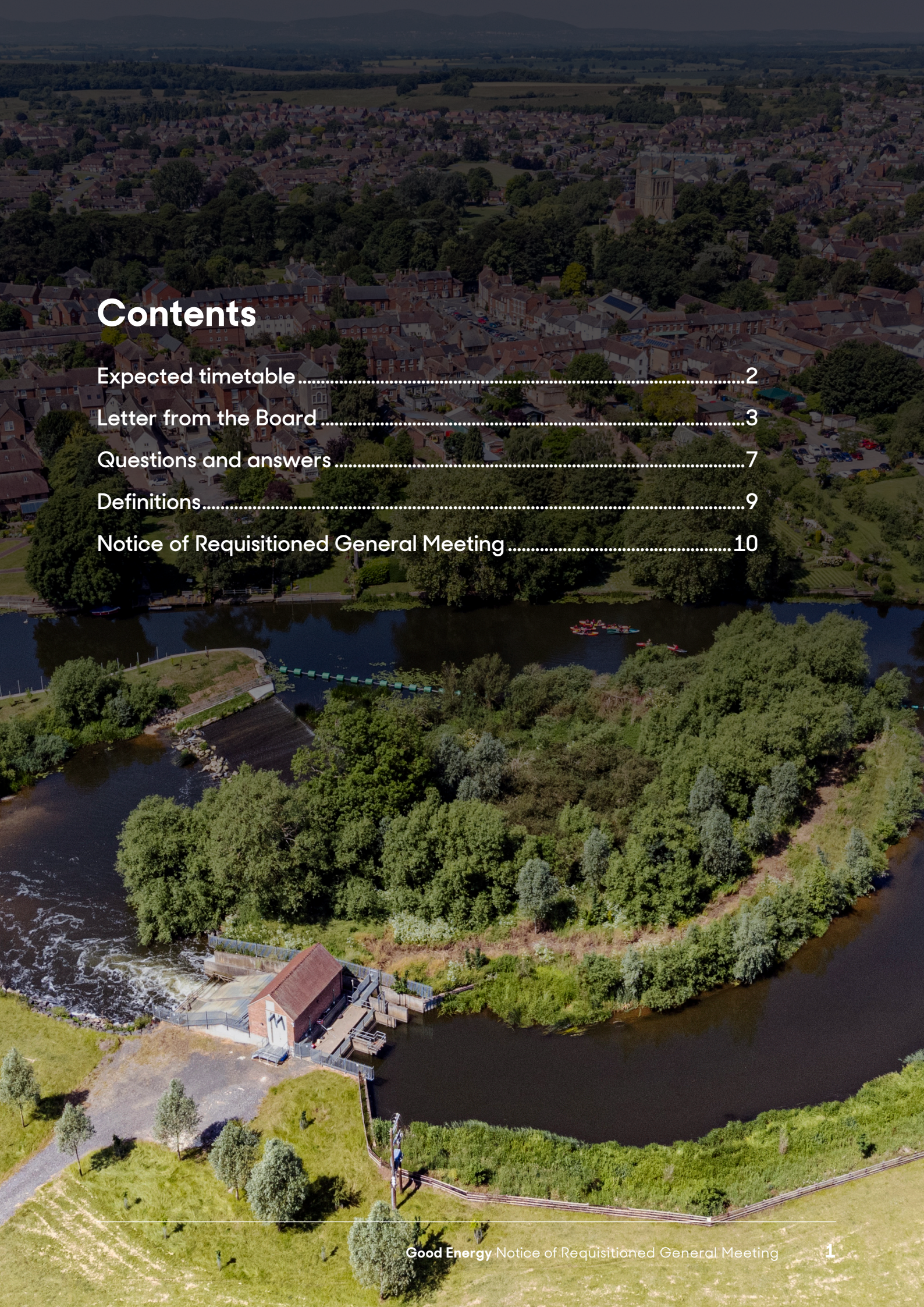
### **RECOMMENDATION TO**

### **VOTE AGAINST BOTH OF THE REQUISITIONED RESOLUTIONS**

**Notice convening the Requisitioned General Meeting, to be held at 9am on 11 February 2022, at the offices of SEC Newgate, 14 Greville Street, London, EC1N 8SB is set out at the end of this document.**

Shareholders are requested to complete and return the Form of Proxy accompanying this document for use at the Requisitioned 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 9am on 9 February 2022.

Currently public health guidance and legislation issued by the U.K. Government in relation to the COVID-19 pandemic would permit public gatherings and travel at the date of the Requisitioned General Meeting. The health and safety of our Shareholders and colleagues is always our utmost priority. Therefore, in order to minimise the public health risks from public gatherings and travel because of the COVID-19 pandemic, refreshments will not be served, and Directors will not be available to meet with Shareholders, before or after the Requisitioned General Meeting. The Board also ask anyone attending the meeting wears a face mask. Good Energy will continue to monitor the developing impact of COVID-19, including any changes to the applicable law or guidance from the U.K. Government. Should it become necessary or appropriate to revise the current arrangements for the Requisitioned General Meeting, 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 and the latest U.K. Government guidance before finalising their travel arrangements to attend the Requisitioned General Meeting in person.



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# Expected timetable

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Latest time and date for receipt of Forms of Proxy  
**9am on 9 February 2022**

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Record time for entitlement to vote at Requisitioned General Meeting  
**Close of business on 9 February 2022**

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Requisitioned General Meeting  
**9am on 11 February 2022**

- (1) If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service.
- (2) All times referred to in this document are, unless otherwise stated, references to London time.

# Letter from the Board

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Good Energy Group PLC,  
Monkton Park Offices, Monkton Park,  
Chippenham, SN15 1GH

## Directors



**Nigel Pocklington**  
Chief Executive Officer



**Will Whitehorn**  
Non-Executive Director  
(Independent) and Chair



**Rupert Sanderson**  
Chief Financial Officer



**Juliet Davenport**  
Non-Executive Director



**Emma Tinker**  
Non-Executive Director  
(Independent)



**Timothy Jones**  
Non-Executive Director  
(Independent)



**Nemone Wynn-Evans**  
Non-Executive Director  
(Independent)

14 January 2022

Dear Shareholder,

## Vote AGAINST both of Ecotricity's resolutions

We are sorry to be writing once again to make you aware of disruption caused to Good Energy's progress by Ecotricity.

On 24 December 2021, the Board received a request from Ecotricity to convene a general meeting of Shareholders. This letter provides Shareholders with details of the Requisitioned Resolutions and sets out the Board's recommendations in relation to voting on the Requisitioned Resolutions

### 1. Requisitioned Resolutions

Ecotricity has requested that the Board convenes the Requisitioned General Meeting for the purpose of considering the Requisitioned Resolutions, namely:

- an ordinary resolution to remove William ('Will') Whitehorn from office as a director of the Company (**Resolution 1**); and
- a special resolution to direct the Board not to dispose of the Group's generation assets without Shareholder approval (**Resolution 2**).

Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution. Both Resolutions will be conducted by way of a poll. An ordinary resolution requires a simple majority of members entitled to vote and present in person or by proxy to vote in favour in order for it to be passed. A special resolution requires a majority of at least 75 per cent. of members entitled to vote and present in person or by proxy to vote in favour in order for it to be passed.

The formal notice convening the Requisitioned General Meeting and setting out the full text of the Requisitioned Resolutions is set out on pages 10 to 12 of this document.

## 2. Rationale for the recommendations

The Independent Directors unanimously recommend that you **vote AGAINST Resolution 1** and the full Board unanimously recommends that you **vote AGAINST Resolution 2**, for the reasons set out below.

### Resolution 1

Will Whitehorn has extensive experience in technology and digital, including 20 years at Virgin Group and a current role as President of UKspace. His depth of knowledge is both highly relevant to Good Energy's strategy and is an important element of the balance of experience on the Board.

Will's track record with the Company is a successful one. Since his appointment to the Board in 2018 Will has overseen revenue growth through 2019 and 2020, Good Energy's strategically important investment in Zap-Map and the appointment of a new CEO in April 2021 with the skills to lead our modern, digital-first strategy.

### Resolution 2

The Board believes that the sale of the Group's generation portfolio is a positive step forward for Good Energy, in line with our modern, digital-first strategy.

Good Energy's manifesto states that "we exist to give you the ability to generate your own power, not just buy ours." And that is what we do. We buy power from an ever-growing army of renewable generators, numbered over 1,900 today – directly investing in and stimulating the growth of renewable energy. Helping over 175,000 Feed-in Tariff small scale generation customers.

Our decentralised model is different to that of an asset developer. We don't need or want to physically build, own and operate renewable assets when we can enable community energy schemes, small businesses and homeowners to do so for themselves.

Decentralised energy has been core to Good Energy's business for several years, and the Company clearly laid out its strategic move to an energy services model in 2019. Recent changes in the company structure include Juliet Davenport stepping down as CEO and Nigel Pocklington's appointment bringing digital expertise to the role. In addition investment in Zap-Map clearly shows the commitment the Company has made to make this a reality.

It is this decentralised model, supporting individuals and companies to be part of the energy transition, that makes Good Energy so green. That has been acknowledged by the Uswitch Green Tariff Gold Standard accreditation awarded to all of our tariffs, and in Good Energy's status as the highest rated Which? Eco Provider for sustainable energy.

The sale of our generation portfolio will allow us to invest further in our clearly outlined strategy of decentralised, digitised clean energy and transport services. This includes –

- **The electric transport boom:** Good Energy subsidiary Zap-Map has more than 320,000 registered users and a 70% share of the rapidly growing UK electric vehicle (EV) driver market. In 2021 it made significant commercial progress, launching a paid for subscription app, growing users on its payment technology and building an innovative new fuel card for EV fleet users with Fleetcor UK, a worldwide leader in business payments.
- **Decentralised energy services:** Our new digital platform which will build on our already strong position as a leading player in decentralised energy, enabling 'smart' export for solar generation customers. This platform paves the way for further services in both solar and electric vehicles – helping customers generate, use and share clean power.

An exciting, modern, digital-first strategy with huge headroom for growth, but which requires investment which the sale of the generation portfolio to a third party with a lower cost of capital, will allow.

We have commenced an auction process run by KPMG for the sale of the generation portfolio. Bidding has been competitive and we are confident of securing an offer which represents good value for the Company, for its Shareholders and for the longer term strategy of the business.

## 3. Ecotricity's motivation

Ecotricity has long demonstrated a pattern of disruptive behaviour with regard to the Company and its operations.

The Board believes Ecotricity's actions are motivated by its position as a competitor of the Company and that it is seeking to block the Company's ability to push forward with its successful modern, digital first strategy for the benefit of all Shareholders.

Since 2017 Ecotricity has made failed attempts to position its own Directors on the Board, voted against 100% of special resolutions proposed by the Board, and has consistently voted down any resolutions put to Shareholders which would enable capital to be raised for investment in the business.

Most recently, Ecotricity launched a failed hostile bid for the Company which lapsed with only 11.5% acceptances.

We are all in the midst of the national energy crisis. The Board is focused on protecting its customers and shareholders. Ecotricity is attempting to disrupt that focus.

#### 4. Action to be taken

All Shareholders are entitled to attend and vote at the Requisitioned General Meeting. In accordance with the Company's articles of association, all Shareholders entitled to vote and be present in person or by proxy at the Requisitioned General Meeting shall, upon a poll, have one vote in respect of each Share held.

Your vote matters to us. We have enclosed a Form of Proxy that allows you to appoint a proxy on your behalf to vote for or against each resolution, or to withhold your vote. Alternatively, you are able to appoint a proxy online or attend the meeting and vote in person.

We must have received your proxy vote by 9am on 9 February 2022 if you are voting online or by post. To appoint a proxy and cast your votes, you can use one of the following methods:

- Online – log in to [investorcentre.co.uk/eproxy](https://investorcentre.co.uk/eproxy) using the login details on the Form of Proxy or in the email you received on 14 January 2022 depending on your mailing preference; or
- By post – complete the Form of Proxy in accordance with the instructions printed thereon and return it in the envelope provided; or
- In person – due to the ongoing Covid-19 pandemic we encourage shareholders to vote online in advance of the meeting, however you will be able to attend the meeting itself.
- 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 9am on 9 February 2022 will not count towards the final result.

Shareholders are requested to submit a proxy vote whether or not they wish to attend the Requisitioned General Meeting. Doing so will not prevent Shareholders from attending the Requisitioned General Meeting and voting in person should they so wish.

If you are an institutional investor, or hold your Shares through a nominee or a broker, please refer to question 6 in the 'Questions and Answers' section of this document for further instructions on how to submit your proxy vote.

**YOUR VOTE IS VERY IMPORTANT. Ecotricity holds 25.03 per cent of the Company's issued share capital. Therefore, every single vote will count. Shareholders need to turn out and VOTE AGAINST the Requisitioned Resolutions to prevent this attempt to frustrate the success of the Company's modern, digital strategy.**

#### 5. Recommendation to VOTE AGAINST both of the Requisitioned Resolutions

For the reasons set out in paragraph 2 above, the Independent Directors do not consider the passing of Resolution 1 to be in the interests of Shareholders as a whole and recommend unanimously that Shareholders vote AGAINST Resolution 1 at the Requisitioned General Meeting, as those Independent Directors who hold Shares intend to do in respect of their own shareholdings (amounting to, in aggregate, 4.02 per cent. of the issued share capital of the Company as at the Latest Practicable Date).

For the reasons set out in paragraph 2 above, the Board does not consider the passing of Resolution 2 to be in the interests of Shareholders as a whole and recommends unanimously that Shareholders vote AGAINST Resolution 2 at the Requisitioned General Meeting, as those directors who hold Shares intend to do in respect of their own shareholdings (amounting to, in aggregate, 4.33 per cent. of the issued share capital of the Company as at the Latest Practicable Date).

Yours faithfully,

**The Board of Good Energy Group PLC**

# YOUR VOTE IS VERY IMPORTANT

## VOTE AGAINST BOTH OF ECOTRICITY'S RESOLUTIONS

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### How you can vote

#### By post

Complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon to the Company's Registrar:

Computershare Investor Services PLC,  
The Pavilions, Bridgwater Road,  
Bristol BS99 6ZY

or deliver it by hand during office hours only to the same address so as to be received as soon as possible and in any event by no later than **9am on 9 February 2022**.

#### Online

Log on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) using your Control Number, Shareholder Reference Number and PIN from Computershare.

#### In person

Attend and vote at the meeting in person.

Please inform [investor.relations@goodenergy.co.uk](mailto: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.



# Questions and answers

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## 1. Why have I received this document?

On 24 December 2021, Ecotricity submitted a requisition notice to the Board requesting that the Board convene the Requisitioned General Meeting and put the Requisitioned Resolutions to Shareholders. The Board is required by law to comply with Ecotricity's requisition notice.

## 2. What is the meeting about?

Shareholders are being asked to vote in relation to two resolutions:

- an ordinary resolution to remove Will Whitehorn as a Director of the Company (and, consequently also, as chair of the Board); and
- a special resolution to require that any sale of Good Energy's generation asset portfolio should only be carried out with the prior consent of Shareholders.

## 3. What is the Board's recommendation?

The Independent Directors recommend unanimously that you vote AGAINST Resolution 1 at the Requisitioned General Meeting. Will Whitehorn has not participated in the recommendation in relation to Resolution 1 because it relates to his own position as a director.

The full Board recommends unanimously that Shareholders vote AGAINST Resolution 2 at the Requisitioned General Meeting.

## 4. Does my vote matter?

### What will happen if I do nothing?

YOUR VOTE IS VERY IMPORTANT. Ecotricity holds 25.03 per cent of the Company's issued share capital. Therefore, every single vote will count. Shareholders need to turn out and VOTE AGAINST both of the Requisitioned Resolutions to prevent this attempt to frustrate the success of the Company's modern, digital-first strategy. Every vote that is not cast will enhance Ecotricity's prospects of success. Do not, through inaction, allow Ecotricity to dictate the Company's future.

## 5. When and where is the meeting?

The Requisitioned General Meeting will be held at 9am on 11 February 2022 at the offices of SEC Newgate, 14 Greville Street, London, EC1N 8SB.

## 6. How do I vote?

There are various different ways that you can vote:

- By post – complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon to the Company's Registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road Bristol BS99 6ZY or deliver it by hand during office hours only to the same address so as to be received as soon as possible and in any event by no later than 9am on 9 February 2022.
- Online – log on to [investorcentre.co.uk/eproxy](https://investorcentre.co.uk/eproxy) using your Control Number, Shareholder Reference Number and PIN from Computershare.
- In person – attend and vote at the meeting in person. Please inform [investor.relations@goodenergy.co.uk](mailto: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 9am on 9 February 2022 will not count towards the final result.

Shareholders are requested to submit a proxy vote whether or not they wish to attend the Requisitioned General Meeting. Doing so will not prevent Shareholders from attending the Requisitioned General Meeting and voting in person should they so wish.

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. If your nominee or broker has not yet been in touch about participating in the requisitioned General Meeting, 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.

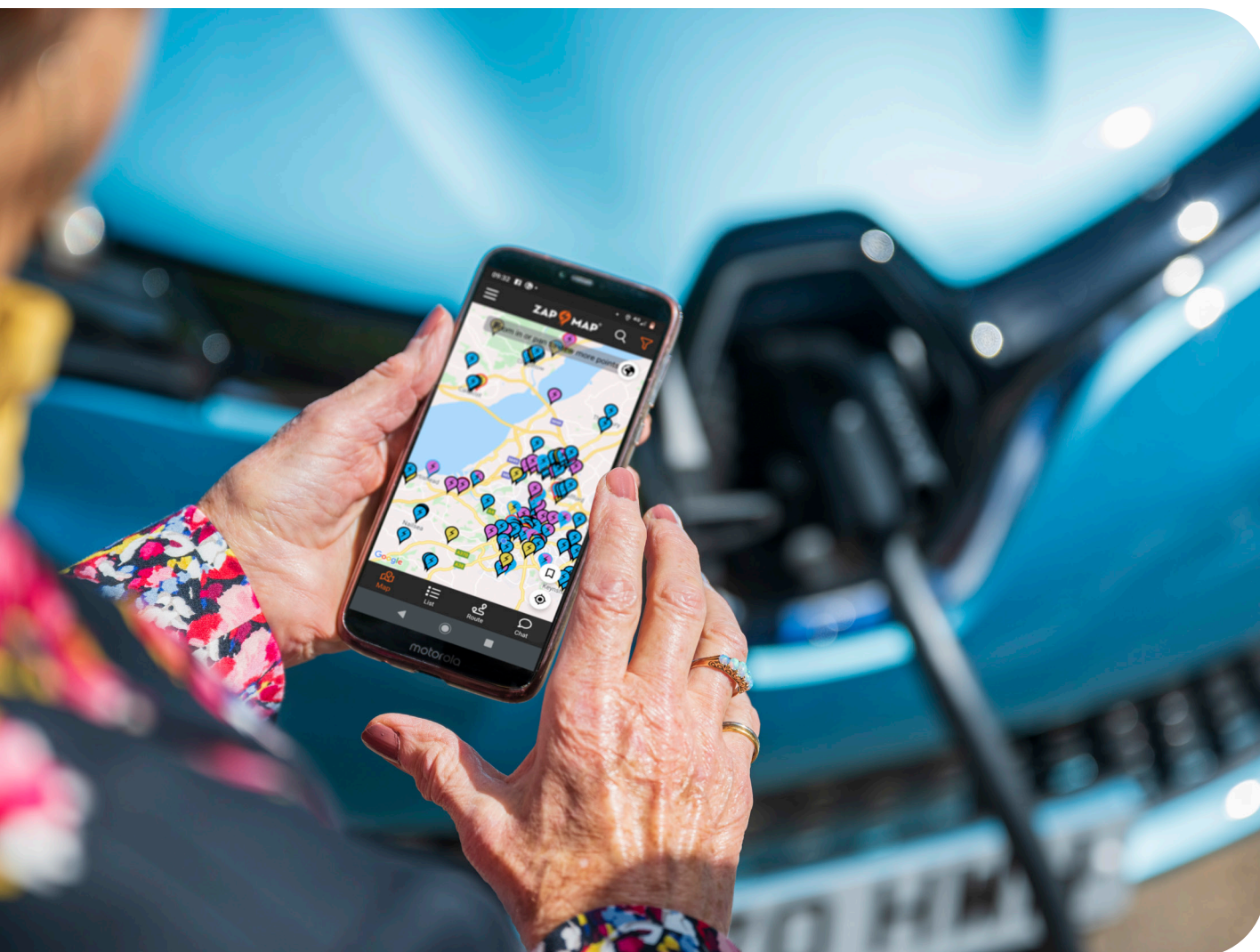
If you are an institutional investor, the Company and the Registrar have agreed that you can appoint a proxy electronically via the Proximity platform. Your proxy must be lodged by 9am on 9 February 2022 to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. For further information about Proximity, please go to [proximity.io](https://proximity.io).

### 7. How do I ask questions?

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](mailto:investor.relations@goodenergy.co.uk) by no later than 9am on Wednesday 9 February 2022. Questions will be answered on our website [group.goodenergy.co.uk](https://group.goodenergy.co.uk).

We will also host a pre-General Meeting investor presentation and Q&A on 26 January at 2pm via the Investor Meet Company online platform. Please join us to hear from management on the resolutions posed by Ecotricity and to ask questions. Sign up to Investor Meet Company for free at [investormeetcompany.com](https://investormeetcompany.com) and add Good Energy to attend investor presentations.

If you have any questions about how to vote, please contact our Registrar at [investorcentre.co.uk/contactus](https://investorcentre.co.uk/contactus) or by calling 0370 707 1154.



# Definitions

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

<b>Act</b>	the Companies Act 2006
<b>Board</b>	the board of directors of the Company
<b>Company</b> or <b>Good Energy</b>	Good Energy Group PLC
<b>Ecotricity</b>	Ecotricity Group Limited
<b>Form of Proxy</b>	the personalised form of proxy accompanying this document for use at the Requisitioned General Meeting
<b>Group</b>	the Company and its subsidiary undertakings from time to time
<b>Independent Directors</b>	the Board, excluding Will Whitehorn
<b>Latest Practicable Date</b>	13 January 2022, being the last practicable date prior to publication of this document
<b>Notice</b>	the notice of general meeting attached to this document
<b>Requisitioned General Meeting</b>	the general meeting requisitioned by Ecotricity pursuant to the Requisition Notice
<b>Requisition Notice</b>	the requisition notice submitted by Ecotricity and received by the Board on 24 December 2021
<b>Requisitioned Resolutions</b>	Resolution 1 and Resolution 2, being the resolutions set out in the Requisition Notice which are required to be put to Shareholders at the Requisitioned General Meeting
<b>Shareholder</b>	a holder of Shares
<b>Shares</b>	ordinary shares of 5 pence each in the capital of the Company
<b>subsidiary undertakings</b>	has the meaning given to that term under the Act

# Notice of Requisitioned General Meeting

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## Good Energy Group PLC

(A public limited company incorporated in England and Wales Incorporated in England and Wales under the Companies Act 1985 with registered number 04000623)

Notice is hereby given that a requisitioned general meeting of Good Energy Group PLC (the Company) will be held at the offices of SEC Newgate, 14 Greville Street, London, EC1N 8SB at 9am on 11 February 2022 to consider and, if thought fit, approve the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution:

### Ordinary resolution

1. **THAT**, pursuant to article 87 of the articles of association, William Whitehorn be and is hereby removed from office as director of the Company with immediate effect.

### Special resolution

2. **THAT**, pursuant to article 100 of the articles of association of the Company, the directors of the Company be and are hereby directed not to effect or undertake, and to procure that no member of the corporate group comprised of the Company and its subsidiary undertakings (as defined in the Companies Act 2006) (the **Group**) shall effect or undertake, any disposal (as defined below) of any of the Group's generation assets, unless such disposal is conditional on the consent of the Company's shareholders given in general meeting, and for the purpose of the foregoing "disposal" shall have the same meaning, or shall otherwise be interpreted in the same way, as in the AIM Rules for Companies.

By order of the Board

**William Whitehorn**  
Chair

### Registered Office

Monkton Park Offices  
Monkton Park  
Chippenham  
Wiltshire SN15 1GH

14 January 2022

## Notice of Requisitioned General Meeting

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### Notes:

1. Entitlement to attend and vote at the requisitioned general meeting (the **Requisitioned General Meeting**) will be determined by reference to the Company's Register of Members. In order to attend and vote at the Requisitioned General Meeting, a person must be entered on the Register of Members no later than close of business on 9 February 2022. A Shareholder's voting entitlement will depend on the number of shares held at that time. If the Requisitioned General Meeting is adjourned, such entitlement is determined by reference to the Register of Members at close of business 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 Requisitioned General Meeting.
2. If you wish to attend the Requisitioned General Meeting in person, you should arrive at the venue no more than 10 minutes before the start of the meeting, which will commence at 9am. Please wear a face covering unless you are exempt. 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 Requisitioned General Meeting. A Shareholder may appoint more than one proxy in relation to the Requisitioned 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](http://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 9am on 9 February 2022. Shareholders who have completed the Form of Proxy may still attend the Requisitioned General Meeting 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.
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 Requisitioned 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 Requisitioned General Meeting or (ii) appoint a proxy to speak and vote on their behalf at the Requisitioned General Meeting, or (iii) give voting instructions without attending the Requisitioned 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.
7. Indirect Shareholders who indicate they wish to attend the Requisitioned General Meeting will not receive an Attendance Card. They will therefore be asked to identify themselves at the Requisitioned 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 Requisitioned General Meeting.
8. 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 Requisitioned General Meeting.
9. A Form of Proxy is enclosed. The notes to the Form of Proxy include instructions on how to appoint the Chairman of the Requisitioned 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.

## Notice of Requisitioned General Meeting

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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](http://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 3 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.
12. 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](http://www.euroclear.com/CREST)).
13. 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).
14. 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.
15. 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 announced via a Regulatory Information Service and made available on the Company's website at [group.goodenergy.co.uk](http://group.goodenergy.co.uk) as soon as practicable following the conclusion of the Requisitioned General Meeting.
16. 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 Requisitioned General Meeting or the contents of this Notice or for any purposes other than those expressly stated.
17. As at 13 January 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 in issue is 16,783,914. The Company holds no shares in treasury.



Good Energy Group PLC  
Monkton Park Offices  
Monkton Park  
Chippenham  
SN15 1GH

[goodenergygroup.co.uk](http://goodenergygroup.co.uk)