

The following amendment has been made to the 'Publication and posting of Scheme Document' announcement released on 18 February 2025 under RNS Number 4178X.

- *The last day of dealings in, and for the registration of transfers of, and disablement in CREST of, Good Energy Shares has been amended from 7 April 2025 to 8 April 2025.*
- *Suspension of admission to trading of, and dealings in, Good Energy Shares on AIM has been amended from 8 April 2025 to 9 April 2025.*

All other details remain unchanged.

The full amended text is shown below.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION
FOR IMMEDIATE RELEASE

RECOMMENDED CASH ACQUISITION

for

Good Energy Group plc ("Good Energy")

by

Esyasoft Investment Holding RSC Limited ("Esyasoft")

(A wholly-owned subsidiary of Esyasoft Holding Limited)

to be effected by means of a scheme of arrangement

under Part 26 of the Companies Act 2006

18 February 2025

Publication and posting of Scheme Document

On 27 January 2025, the boards of Good Energy and Esyasoft announced that they had reached agreement on the terms of a recommended all cash acquisition of the entire issued and to be issued ordinary share capital of Good Energy (the "**Acquisition**").

The Acquisition is to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**") and is subject to the terms and conditions set out in the scheme document relating to the Acquisition (the "**Scheme Document**").

Good Energy is pleased to announce that the Scheme Document, together with the associated Forms of Proxy, are today being sent, or made available to Good Energy Shareholders.

The Scheme Document contains, among other things, a letter from the Chairman of Good Energy, the full terms and conditions of the Scheme and the Acquisition, an explanatory statement pursuant to section 897 of the Companies Act 2006, an expected timetable of principal events, notices of the Court Meeting and General Meeting and details of the actions to be taken by Good Energy Shareholders.

In addition, letters are being sent shortly to participants in the Good Energy Share Plans to provide information on how the Acquisition will affect their rights under the Good Energy Share Plans and the arrangements applicable to them.

A copy of the Scheme Document and the associated Forms of Proxy will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Good Energy's website at

<https://www.goodenergy.co.uk/investors/important-notice/> by no later than 12 noon on 19 February 2025.

Unless otherwise defined, all capitalised terms in this announcement have the meaning given to them in the Scheme Document. All references to times are to London, UK, times unless otherwise stated.

As further detailed in the Scheme Document, in order to become Effective, amongst other things, the Scheme will require: (i) the approval of a majority in number of the Scheme Shareholders present and voting (in person or by proxy) at the Court Meeting representing not less than 75 per cent. in value of the relevant Scheme Shares voted; (ii) the passing of the Special Resolutions at the General Meeting; and (iii) the subsequent sanction of the Scheme by the Court.

Notices convening the Court Meeting and General Meeting, both of which will be held at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London, SE1 2AQ on 13 March 2025, are set out in Part 10 (*Notice of Court Meeting*) and Part 11 (*Notice of General Meeting*) of the Scheme Document. The Court Meeting will commence at 12:00 p.m. and the General Meeting at 12:15 p.m. (or, if later, as soon as the Court Meeting has concluded or been adjourned).

Any changes to the arrangements for the Court Meeting and the General Meeting will be communicated to Scheme Shareholders before the meetings, including through Good Energy's website at <https://www.goodenergy.co.uk/investors/important-notice/> and by announcement through a Regulatory Information Service.

Action required

Scheme Shareholders and Good Energy Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting and the General Meeting as soon as possible, using any of the methods (online, electronically through CREST or Proxymity by post or by hand) set out below. Scheme Shareholders and Good Energy Shareholders are also strongly encouraged to appoint the Chairman of the relevant Meeting as their proxy rather than any other named person. This will ensure that their vote will be counted if they (or any other proxy they might otherwise appoint) are not able to attend the relevant Meeting in person.

It is important that, for the Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of opinion of Scheme Shareholders. Whether or not you intend to attend and/or vote at the Court Meeting, you are strongly advised to transmit a proxy appointment and voting instruction (online by logging into the following website www.eproxyappointment.com/Login or electronically through CREST or Proxymity) or sign and return your blue Form of Proxy by post for the Court Meeting as soon as possible.

Recommendation

The Good Energy Directors, who have been so advised by Canaccord Genuity as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing advice to the Good Energy Directors, Canaccord Genuity have taken into account the commercial assessments of the Good Energy Directors. Canaccord Genuity is providing independent financial advice to the Good Energy Directors for the purposes of Rule 3 of the Takeover Code.

Accordingly, the Good Energy Directors unanimously recommend that Good Energy Shareholders vote in favour of the Scheme at the Court Meeting and vote in favour of the Special Resolution at the General Meeting as the Good Energy Directors who hold Good Energy Shares have irrevocably undertaken to do in respect of 141,577 Good Energy Shares in total, representing in aggregate approximately 0.77 per cent. of Good Energy's ordinary share capital in issue as at the Latest Practicable Date. These irrevocable undertakings remain binding in the event a higher competing offer is made for Good Energy by a third party.

Information for Good Energy Shareholders

If you have any questions about this Announcement, the Court Meeting, the General Meeting, how to submit your proxies online or how to complete the Forms of Proxy, please call the Receiving Agent, Computershare Investor Services PLC, during business hours on +44 (0)370 707 1154 (from within the United Kingdom) or submit a request in writing to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. Calls to this number are charged at network providers standard rate and may be included within free allowances (please check with your network provider). Calls outside the United Kingdom will be charged at the applicable international rate. Please note that Computershare Investor Services PLC calls may be monitored or recorded and Computershare Investor Services PLC cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

Timetable

The Scheme Document contains a current expected timetable of principal events relating to the Scheme, which is also set out in the Appendix to this announcement.

Subject to obtaining the approval of Scheme Shareholders at the Court Meeting and Good Energy Shareholders at the General Meeting and the sanction of the Court, the Scheme is expected to become Effective on 9 April 2025.

It is intended that following the Scheme becoming Effective, the cancellation of admission to trading of Good Energy Shares on AIM shall take effect on the Business Day following the Effective Date.

Enquiries

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via SEC Newgate

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Clyde & Co LLP is acting as legal adviser to Esyasoft. Norton Rose Fulbright LLP is acting as legal adviser to Good Energy.

APPENDIX

Expected timetable of principal events

Event	<i>Time/date</i> ⁽¹⁾
Publication of the Scheme Document	18 February 2025
Latest time for lodging Forms of Proxy for the:	
Court Meeting (blue Form of Proxy)	12:00pm on 11 March 2025 ⁽²⁾
General Meeting (white Form of Proxy)	12:15pm on 11 March 2025 ⁽³⁾
Voting Record Time for the Court Meeting and the General Meeting	6:00 p.m. on 11 March 2025 ⁽⁴⁾
Court Meeting	12:00pm on 13 March 2025
General Meeting	12:15pm on 13 March 2025 ⁽⁵⁾
<p>The following times and dates associated with the Scheme are indicative only and subject to change, the precise timings will depend, among other things, on the date upon which regulatory (and other) Conditions to the Scheme are satisfied or, if capable of waiver, waived and on the date on which the Court sanctions the Scheme. Good Energy will give notice of the change(s) through Good Energy's website https://www.goodenergy.co.uk/investors/important-notice/ and by issuing an announcement through a Regulatory Information Service and, if required by the Panel, post notice of the change(s) to Good Energy Shareholders and persons with information rights. The timetable is also dependent on the date on which the Court Order sanctioning the Scheme is delivered to the Registrar of Companies.</p>	
Sanction Hearing	7 April 2025
Last day of dealings in, and for the registration of transfers of, and disablement in CREST of, Good Energy Shares	8 April 2025
Scheme Record Time	6:00 p.m. on 8 April 2025
Suspension of admission to trading of, and dealings in, Good Energy Shares on AIM	by 7:30 a.m. on 9 April 2025
Effective Date of the Scheme ⁽⁶⁾	9 April 2025
Cancellation of Good Energy Shares from AIM	by 7:00 a.m. on 10 April 2025
Latest date for despatch of cheques, crediting of CREST accounts and processing electronic transfers for Cash Consideration due under the Scheme	within 14 days of the Effective Date
Long Stop Date	31 July 2025 ⁽⁷⁾

- (1) The dates and times given are indicative only and are based on current expectations and are subject to change. References to times are to London, United Kingdom time unless otherwise stated. If any of the times and/or dates above change, the revised times and/or dates will be notified to Good Energy Shareholders through Good Energy's website <https://www.goodenergy.co.uk/investors/important-notice/> and by announcement through a Regulatory Information Service. Participants in the Good Energy Share Plans will be contacted separately on or around the date of this Document to inform them of the effect of the Scheme on their rights under the Good Energy Share Plans, including details of any appropriate proposals being made and dates and times relevant to them.
- (2) It is requested that blue Forms of Proxy for the Court Meeting be lodged by 12:00pm on 11 March 2025 or, if the Court Meeting is adjourned, by no later than 48 hours prior to the time fixed for any adjourned Court Meeting (excluding any part of such 48-hour period falling on a non-working day). Blue Forms of Proxy not so lodged can be handed to the Chairman of the Court Meeting (or a representative of Computershare Investor Services PLC at the Court Meeting on behalf of the Chairman) any time prior to the commencement of the Court Meeting or any adjournment thereof.
- (3) In order to be valid, white Forms of Proxy for the General Meeting must be received by 12:15pm on 11 March 2025 or, if the General Meeting is adjourned, 48 hours prior to the time appointed for the General Meeting (excluding any part of such 48-hour period falling on a non-working day).
- (4) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned Meeting will be 6:00 p.m. on the day which is two Business Days prior to the date of the adjourned Meeting.
- (5) The General Meeting is to commence at 12:15pm on 13 March 2025 or as soon thereafter as the Court Meeting shall have concluded or been adjourned.
- (6) The Scheme shall become Effective as soon as a copy of the Court Order has been delivered to the Registrar of Companies.
- (7) This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as Esyasoft and Good Energy may agree and the Panel and (if required) the Court may allow.

Important notices

Dean Street Advisers Limited ("**Dean Street**"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Esyasoft and no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Esyasoft for providing the protections afforded to clients of Dean Street nor for providing advice in relation to the subject matter of this announcement. Neither Dean Street nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Dean Street in connection with this announcement, any statement contained herein or otherwise.

Canaccord Genuity Limited ("**Canaccord Genuity**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as financial adviser to Good Energy and no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Good Energy for providing the protections afforded to clients of Canaccord Genuity nor for providing advice in connection with the matters referred to herein. Neither Canaccord Genuity nor any of its subsidiaries,

branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Canaccord Genuity in connection with this Announcement, any statement contained herein, any offer or otherwise.

The person responsible for making this Announcement on behalf of Good Energy is Nigel Pocklington.

Further Information

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, any offer to sell or an invitation to purchase any securities; a solicitation of an offer to buy, otherwise acquire, subscribe for, sell or otherwise dispose of any securities pursuant to the Acquisition otherwise; or the solicitation of any vote or approval in any jurisdiction pursuant to the or otherwise nor shall there be any purchase, sale, issuance or exchange of securities or such solicitation in any jurisdiction in which such offer, solicitation, sale issuance or exchange is unlawful. The Acquisition will be made solely by means of the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document) which, together with any related forms of proxy, will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme. Any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document).

Good Energy and Esyssoft urge Good Energy Shareholders to read the Scheme Document (or any other document by which the Acquisition is made) in full when it becomes available because it will contain important information relating to the Acquisition, including details of how to vote in respect of the Scheme.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them, and publication of this Announcement shall not give rise to any implication that there has been no change in the facts set forth in this Announcement since such date.

This Announcement does not constitute a prospectus or prospectus equivalent document.

Overseas jurisdictions

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom, and the availability of the Acquisition to Good Energy Shareholders who are not resident in the United Kingdom, may be restricted by the laws of those jurisdictions and therefore persons into whose possession this Announcement comes should inform themselves about and observe such restrictions. In particular, the ability of persons who are not resident in the United Kingdom to vote their Good Energy Shares with respect to the Scheme at the Court Meeting, or to execute and deliver forms of proxy appointing another to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Further details in relation to Overseas Shareholders will be contained in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Acquisition, the offer document). Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Esyasoft or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such Restricted Jurisdiction. If the Acquisition is implemented by way of Takeover Offer (unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in or into, or by use of mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

This Announcement has been prepared in connection with proposals in relation to a scheme of arrangement pursuant to and for the purpose of complying with English law and the Takeover Code and information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. Nothing in this Announcement should be relied on for any other purpose.

The Acquisition shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the FCA and the AIM Rules.

Additional information for US investors

The Acquisition relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer or proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure requirements and practices applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of the US tender offer and proxy solicitation rules.

If, in the future, Esyasoft exercises its right to implement the Acquisition by way of a Takeover Offer, which is to be made into the US, such Takeover Offer will be made in compliance with the applicable US laws and regulations, including Section 14(e) and Regulation 14E under the US Exchange Act. Such a Takeover Offer would be made in the US by Esyasoft and no one else.

In accordance with normal United Kingdom practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, Esyasoft, its affiliates, their advisers and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Good Energy outside the Acquisition, such as in open market purchases or privately negotiated purchases, during the period in which the Acquisition remains open for acceptance. If such purchases or arrangements to purchase were to be made, they would comply with applicable law, including UK laws and the US Exchange Act. Any information about such purchases or arrangements to purchase shall be disclosed as required under UK laws and will be available to all investors (including US investors) via the Regulatory Information Service and shall be available on the London Stock Exchange website at www.londonstockexchange.com. To the extent that such information is required to be publicly disclosed in the UK in accordance with applicable regulatory requirements, this information will, as applicable, also be publicly disclosed in the United States.

It may be difficult for US holders of Good Energy Shares to enforce their rights and any claim arising out of the US federal securities laws in connection with the Acquisition, since Esyasoft and Good Energy are located in non-US jurisdictions, and some or all of their officers and directors may be residents of non-US jurisdictions. US holders of Good Energy Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

The financial information included in this Announcement, or that may be included in the Scheme Document, has been prepared in accordance with accounting standards applicable in the United Kingdom and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US ("**US GAAP**"). US GAAP differs in certain significant respects from accounting standards applicable in the United Kingdom. None of the financial information in this announcement has been audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Company Accounting Oversight Board (United States).

Neither the Acquisition nor this Announcement have been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have such authorities approved or disapproved or passed judgement upon the fairness or the merits of the Acquisition, or determined if the information contained in this Announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the United States.

The receipt of cash pursuant to the Acquisition by a US holder as consideration for the transfer of its Good Energy Shares pursuant to the Acquisition will likely be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each US holder of Good Energy Shares is urged to consult their independent legal, tax and financial advisers regarding the tax consequences of the Acquisition applicable to them, including under applicable US state and local, as well as overseas and other, tax laws.

Forward-looking statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by Esyasoft or Good Energy may contain statements about Esyasoft and Good Energy that are or may be deemed to be forward looking statements. All statements other than statements of historical facts included in this Announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "shall", "should", "anticipates", "estimates", "projects", "is subject to", "budget", "scheduled", "forecast" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Esyasoft's or Good Energy's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on Esyasoft's or Good Energy's business.

Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Esyasoft and Good Energy about future events, and are therefore subject to risks and uncertainties that could significantly affect expected

results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements, including: changes in the global, political, social, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates, future business combinations or disposals. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward looking statements. Such forward looking statements should therefore be construed in light of such factors. Neither Esyssoft nor Good Energy, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this Announcement will actually occur. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. All subsequent oral or written forward looking statements attributable to any member of the Esyssoft Group or the Good Energy Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

Esyssoft and Good Energy expressly disclaim any obligation to update any forward looking or other statements contained herein, except as required by applicable law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

No profit forecasts, profit estimates or quantified financial benefit statements

No statement in this Announcement is intended as, or is to be construed as, a profit forecast, profit estimate or quantified financial benefit statement for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Good Energy for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Good Energy.

Publication on website

A copy of this Announcement and the documents required to be published pursuant to Rule 26 of the Takeover Code will be available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Esyssoft's website at www.esyasoft.com/takeover-documentation and Good Energy's website at www.goodenergy.co.uk/investors/important-notice/ by no later than 12.00 noon (London Time) on the Business Day following the publication of this Announcement.

For the avoidance of doubt, the contents of these websites and any websites accessible from hyperlinks on these websites are not incorporated into and do not form part of this Announcement.