

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 2023 Annual General Meeting

Notice of the 2023 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 2023, is set out on pages 6 to 9 of this document. Your attention is drawn to the letter from the Chair on pages 3 to 5 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 2023**.

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.

Why Good Energy wants

to be a B Corp



B Corp Certification is a designation for businesses which are run not only for the pursuit of profit but for the benefit of people and planet.

Businesses that achieve this certification must clearly and openly demonstrate high social and environmental standards. These standards contribute to higher performance, with UK B Corps seeing average turnover growth of 26% between 2017 and 2020 compared to the national average of 5%.

Run by global non-profit B Lab, there are over 6,000 certified B Corporations in more than 80 countries, including more than 700 in the UK. B Corporations include historic purpose led brands and international businesses like The Body Shop, Patagonia and Triodos.

B Corp is the global standard for purpose-led business. And as one of the UK's original purpose led energy companies, Good Energy is working towards becoming certified – but we need your support.



Legally embedding Good Energy's purpose

A fundamental pillar of B Corp Certification is making a legal commitment to the 'triple bottom line' – people, planet and profit.

As a Good Energy shareholder, you will know that the business has always been run for the benefit of people and the planet: to power a cleaner, greener future together. But this commitment has never been formally made in Good Energy's corporate governance.

To secure enduring B Corp Certification, we must amend our Articles of Association to reflect the commitment of the business and its Directors to consider Good Energy's social and environmental impact. But we cannot do this without the agreement of you, our shareholders.

Vote to secure Good Energy's purpose for the future



Learning more about B Corp

To hear more about why Good Energy wants to become a B Corp and how the designation has benefitted other businesses, watch our live panel event which will feature our CEO, Nigel Pocklington alongside representatives from some leading B Corporations.

The event will be livestreamed online at **5pm on 7th June**. You can view the event from anywhere and it will be available to watch back anytime.

Go to www.goodenergy.co.uk/investors for more details.

To the holders of Ordinary shares in Good Energy Group plc 25th May 2023

Dear Good Energy shareholder,

On behalf of the Board of Directors (the **Board**), it is my pleasure to write to you with details of the 2023 Annual General Meeting (the **AGM**) of Good Energy Group plc (the **Company**).

As a shareholder, this is your opportunity to make your voice heard and play an important role in our mission to create a cleaner, greener world.

- **Why your vote counts:** We have lots of valued shareholder customers who have supported the business long-term, and a single large competitor shareholder with a history of disruption. So when we say your vote counts, it really does.
- **Why we need your vote:** 2023 is another year of transformation for Good Energy, and we need your backing. Your votes are vital to us maintaining the capital flexibility we need to take the next crucial steps in growing our business and in cementing our purpose.
- **Why this vote is different:** To achieve B Corp Certification, Good Energy needs to amend our Articles of Association to make a legal commitment to the triple bottom line: people, planet and profit. This is your chance to vote on legally embedding Good Energy's purpose for the future.

This year, to show you how important your votes are, each eligible shareholder that votes at the AGM will be entered into a prize draw with 5 chances to win an eco-hamper worth £200.¹

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 6 to 11 of this document.

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 at **2pm on Thursday 22 June 2023** at:

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

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 AGM will cover the formal business of the meeting only. As in previous years we will be holding a separate Q&A session which you will be able to join virtually.

Read more about attending an investor presentation and Q&A session before voting closes under 'Asking questions at the AGM' below.

¹Full terms and conditions and eligibility criteria for the prize draw can be found at www.goodenergy.co.uk/investors/annual-general-meeting



Your vote counts

Your vote really does matter. As explained earlier in my letter, shareholder approval on a number of topics is crucial to enabling Good Energy to move forward with its strategy.

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 may 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 Tuesday 20 June 2023**. To appoint a proxy, you can use one of the following methods:

- **Online** – log in to www.eproxyappointment.com/Login using the login details on the form of proxy or in the email you received on 25 May 2023 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 Tuesday 20 June 2023** 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 Tuesday 20 June 2023** 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

Please contact your nominee or broker as soon as possible with your voting instruction.

Please see the postcard we sent you for more details on specific methods of voting for various nominees or brokers, or visit our website here www.goodenergy.co.uk/investors/annual-general-meeting/ for more information.



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 **14 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 www.goodenergy.co.uk/investors/.

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 Tuesday 20 June 2023**.

Yours faithfully,



William Whitehorn

Chairman, Good Energy Group Plc

Explanatory notes

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.

The Board proposes 11 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 2 to 8 are proposed as ordinary resolutions and will be approved if more than 50% of votes are cast in favour.

Resolutions 1 and 9 to 11 are proposed as special resolutions and will be approved if 75% of votes are cast in favour.

The Board unanimously recommends that you vote in favour of all of the resolutions.

Resolution 1: B Corporation legal requirement

To complete our journey to becoming a certified B Corporation, we are required to amend the Articles of Association to reflect the commitment of the business and its Directors to consider Good Energy’s social and environmental impact.

The proposed changes to the Articles of Association can be found in Appendix 1 below.

The draft Articles of Association are available at www.goodenergy.co.uk/investors/annual-general-meeting.

Resolution 1 will be proposed as a special resolution, which require a majority of at least 75% to be passed.

Resolution 2: 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 2022;
- the Directors’ Report; and
- the Auditors’ Report.

These are all included in the Annual Report and Accounts for the year ended 31 December 2022, published in May 2023.

You can read the report online at

www.goodenergy.co.uk/investors/.

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



Resolution 3: Declaration of final dividend

On 10 November 2022, the Company paid an interim dividend of 0.75p per Ordinary share for the financial year ended 31 December 2022.

The Directors recommend a final dividend for the financial year ended 31 December 2022 of 2.0p per Ordinary share. Shareholders must approve this final dividend before it can be paid and this resolution requests that approval.

If approved, the final dividend of 2.0p per Ordinary share will be paid on 13 July 2023 to Ordinary shareholders who are on the register of members of the Company at the close of business on 9 June 2023.

Resolutions 4 and 5: Re-election of Tim Jones and Nigel Pocklington

Under the Company’s Articles of Association, one third of the directors must retire by rotation and seek re-election to the Board. Accordingly, Tim Jones (Non-Executive Director) and Nigel Pocklington (Executive Director) will retire and seek re-election as a director by shareholders. You can read more about them in their biographies which can be viewed at www.goodenergy.co.uk/investors/good-energy-board-of-directors.



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 2022 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.

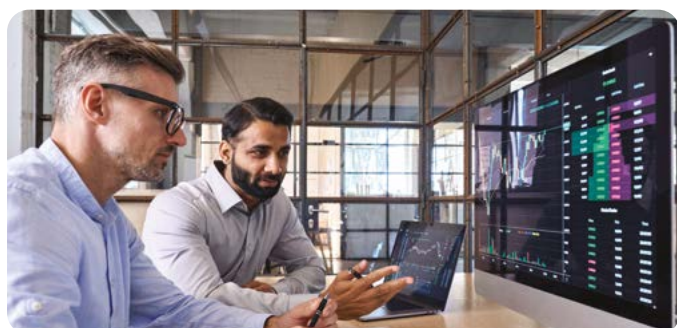
Resolution 7: Determination of auditors’ remuneration

This resolution seeks shareholder authority for the Board to authorise the Directors to determine and agree the remuneration of the Company’s auditors.

Resolution 8: Renewal of the Board's authority to allot shares

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.

The Companies Act 2006 (the "CA 2006") provides that Directors may only allot shares with the authority of shareholders in a general meeting. If Resolution 8 is passed, the Directors will have authority (pursuant to paragraph 2 of Resolution 8) to allot shares up to an aggregate nominal amount of £280,720 which is approximately one-third of the Company's current issued ordinary share capital as at 22 May 2023 being the latest practicable date before the publication of this notice.



In accordance with current guidance from the Investment Association on the expectations of institutional investors in relation to the authority of Directors to allot shares, if Resolution 8 is passed, the Directors will have authority (pursuant to paragraph 1 of Resolution 8) to allot shares in connection with a fully pre-emptive offer in favour of ordinary shareholders up to an aggregate nominal amount of £561,441, as reduced by the aggregate nominal amount of any shares issued under paragraph 2 of Resolution 8. The amount (before any reduction) represents approximately two-thirds of the Company's current issued share capital as at 22 May 2023 being the latest practicable date before the publication of this notice.

As a result, if, Resolution 8 is passed, the Directors could allot shares representing up to two-thirds of the current issued share capital pursuant to a fully pre-emptive offer.

The maximum nominal amount of Relevant Securities (including equity securities) which may be allotted under this resolution is £561,441.

As at close of business on 22 May 2023, the Company did not hold any treasury shares.

The authority granted by Resolution 8 will expire immediately following the conclusion of next year's annual general meeting or on 22 September 2024, whichever is the earlier.

The Directors have no present intention to exercise either of the authorities conferred by Resolution 8.

If the Directors exercise their authority to allot shares under paragraph 1 of Resolution 8, all Directors shall stand for annual re-election by the shareholders.

Resolutions 9 and 10: Dis-application of pre-emption rights

Through its listing on AIM, the Company offers existing and prospective investors the opportunity to share in its 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 believes that it may, in certain circumstances, be in the best interests of the Company to allot shares (or grant rights over shares) or sell shares for cash without first offering them to existing shareholders in proportion to their existing holdings. As a result, in accordance with the Pre-emption Group's Statement of Principles 2022 on Disapplying Pre-emption Rights (Statement of Principles 2022), the Directors are seeking authority to disapply statutory pre-emption rights in two separate special resolutions. Each special resolution requires a majority of at least 75% in favour to be passed. Resolutions 9 and 10 will be proposed as special resolutions.

(i) Resolution 9 seeks authority for the Directors, pursuant to the allotment authority given by Resolution 8, to disapply pre-emption rights and (i) issue shares (or sell treasury shares) for cash in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary; (ii) issue shares or sell treasury shares for cash (otherwise than pursuant to (i) above up to an aggregate nominal amount of £42,150 which represents approximately 5% of the Company's issued ordinary share capital; and (iii) issue shares or sell treasury shares for cash (otherwise than pursuant to (i) and (ii) above) up to an aggregate nominal amount of £16,860 representing approximately 2% of the issued ordinary share capital, to be used only for the purposes of a follow-on offer (see below); and



(ii) Resolution 10 seeks authority for the Directors to disapply pre-emption rights and allot new shares and other equity securities pursuant to the allotment authority given by Resolution 8, or sell treasury shares for cash, up to a further aggregate nominal amount of £42,150 which represents approximately 5% of the Company's issued ordinary share capital, but only for the purposes of financing a transaction which the Directors determine to be an acquisition or specified capital investment, as contemplated by the Statement of Principles 2022, with authority for a further disapplication of pre-emption rights up to an aggregate nominal amount of £16,860 representing approximately 2% of the issued ordinary share capital, to be used only for the purposes of a follow-on offer.

The aggregate nominal amounts above (in Resolutions 9 and 10) represent approximately 10% and 2% respectively of the issued ordinary share capital of the Company as at 22 May 2023, being the latest practicable date prior to the publication of this notice of annual general meeting.



Resolutions 9 and 10 are in line with the disapplication authorities permitted by the Statement of Principles 2022. This allows the Directors to allot shares for cash otherwise than in connection with a pre-emptive offer: (i) up to 10% of a company's issued ordinary share capital for use on an unrestricted basis; (ii) up to an additional 10% of issued ordinary share capital in connection with an acquisition or specified capital investment which is announced simultaneously with the allotment, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment; and (iii) in the case of both (i) and (ii), up to an additional 2% of issued ordinary share capital for the purposes only of a follow-on offer. The Statement of Principles 2022 provides for a follow-on offer as a possible means of enabling smaller and retail shareholders in the Company to participate in a non-pre-emptive equity issue when it may not be possible (for timing or other reasons) for them to participate in a particular offer or placing being undertaken. The Statement of Principles 2022 sets out the expected features of any such follow-on offer, including in relation to qualifying shareholders, monetary caps on the amount qualifying shareholders can subscribe and the issue price of the shares.

The Directors confirm that they intend to follow the shareholder protections and approach to follow-on offers as set out in paragraphs 1 and 3, respectively, of Part 2B of the Statement of Principles 2022.

The Directors consider the authorities in Resolutions 9 and 10 to be in the best interests of the Company in order to preserve maximum flexibility in the future.

The authorities set out in Resolutions 9 and 10 will expire on the earlier of the conclusion of next year's annual general meeting or the close of business on 22 September 2024.

Resolution 11: Authority to purchase own shares

This resolution seeks authority for the Company to make market purchases of its own ordinary shares as permitted by the CA 2006 and is proposed as a special resolution. The resolution gives authority for the Company to purchase up to 1,686,009 ordinary shares, representing 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 22 May 2023. The authority specifies the minimum and maximum prices that may be paid for any ordinary shares and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting or, if earlier, on 22 September 2024. The directors intend to seek renewal of the authority at each annual general meeting of the Company.

Although the directors do not currently have any intention of exercising the authority granted by this resolution, this resolution provides the flexibility to allow them to do so in the future. In considering whether to use this authority, the directors will take into account market conditions, appropriate gearing levels, the Company's share price, other investment opportunities and the overall financial position of the Company. The directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under its employee share schemes. The Company's current intention is to cancel any repurchased shares but retains the flexibility to hold any repurchased shares as treasury shares, if it considers this to be in the best interests of the Company. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.



Good Energy Group PLC

Notice of 2023 ANNUAL GENERAL MEETING



Notice is hereby given that the 2023 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 2023 at 2pm for the purposes of considering the following business.

Resolutions 2 to 8 will be proposed as ordinary resolutions. Resolutions 1 and 9 to 11 will be proposed as special resolutions.

Resolution 1 – B Corp legal requirement

That the new Article 3A which sets out the B-Corporation legal requirement be added to the Company's Articles of Association as set out in the Appendix on page 10 of this Notice be and is hereby approved.

Resolution 2 – Annual Report and Accounts

To receive and adopt the annual accounts of the Company for the year ended 31 December 2022, together with the Directors' report and the Auditors' report on those accounts.

Resolution 3 – Declaration of a final dividend

To declare a final dividend for the year ended 31 December 2022 of 2.0p per Ordinary share.

Resolution 4 – Re-election of Tim Jones as a Director

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

Resolution 5 – Re-election of Nigel Pooklington as a Director

To re-elect as a Director Nigel Pooklington, 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

That, in accordance with section 551 of the CA 2006,¹ the Directors be generally and unconditionally authorised to allot Relevant Securities:²

1. comprising equity securities (as defined in section 560 of the CA 2006) up to an aggregate nominal amount of £561,441 (such amount to be reduced by the nominal amount of any Relevant Securities allotted or granted pursuant to the authority in paragraph 2 below) in connection with a fully pre-emptive offer:

a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary; and

2. in any other case, up to an aggregate nominal amount of £280,720 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 1 above in excess of £280,720),

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter.

The authorities conferred in the Directors under paragraphs 1. and 2 above shall, unless renewed, varied or revoked by the Company, expire on at the close of business on 22 September 2024 or, if earlier, the conclusion of the next annual general meeting of the

Company save that the Company may, before such expiry, make offers or enter into agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Resolution 9 – Dis-application of pre-emption rights (general)

THAT, subject to the passing of Resolution 8, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 of the CA 2006, to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by Resolution 8 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

1. the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but, in the case of the authority granted under paragraph 1 of Resolution 8, by way of a fully pre-emptive offer only):

a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter;

2. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (1) of this Resolution) to any person up to an aggregate nominal amount of £84,300; and

3. the allotment of equity securities or sale of treasury shares (otherwise than under paragraphs (1) or (2) of this Resolution 9) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 9, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of this annual general meeting,

such authority granted by this Resolution 9 will expire at the conclusion of the Company's next annual general meeting after the passing of this Resolution 9 or, if earlier, at the close of business on 22 September 2024, save that the Company may, before such expiry make offers or enter into agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if the authority conferred by this Resolution 9 had not expired.

Resolution 10 – Dis-application of pre-emption rights (acquisition or capital investment)

THAT, subject to the passing of resolution 8, the Directors be and they are hereby authorised, in addition to any authority granted under Resolution 9, pursuant to section 570 and section 573 of the CA 2006, to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority given by Resolution 8 and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided such authority shall be limited to:

the right itself constitutes a Relevant Security; – a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; or – anything done for the purposes of a compromise or arrangement sanctioned in accordance with Part 26A of the CA 2006; and any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or

1. the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £84,300, such authority to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or a specified 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 of annual general meeting; and

2. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 1 of this Resolution 10) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 1 of this Resolution 10, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of annual general meeting,

such authority granted by this Resolution 10 will expire at the conclusion of the Company's next annual general meeting after this Resolution is passed or, if earlier, at the close of business on 22 September 2024, save that the Company may, before such expiry make offers or enter into agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if the authority conferred by this Resolution 10 had not expired.

Resolution 11 – Purchase of own shares

The Company be generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.05 each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

1. The maximum aggregate number of ordinary shares which may be purchased is 1,686,009, (being approximately 10% of the issued ordinary share capital as at 22 May 2023.

2. The minimum price (excluding expenses) which may be paid for each ordinary share is £0.05.

3. The maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:

a) five percent above the average of the middle market quotations of an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the purchase is made; and

b) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

4. The authority granted by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting or, if earlier, on 22 June 2024, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which may be executed wholly or partly after the expiry of such authority.

By order of the Board

William Whitehorn
Chair

25 May 2023

¹ "CA 2006" means the Companies Act 2006

² "Relevant Securities" means:

- shares in the Company, other than shares allotted pursuant to:
 - an employees' share scheme (as defined in section 1166 of the CA 2006);
 - a right to subscribe for shares in the Company where the grant of

convert any security into shares allotted pursuant to an employees' share scheme (as defined in section 1166 of the CA 2006) or anything done for the purposes of a compromise or arrangement sanctioned in accordance with Part 26A of the CA 2006. References to the allotment of Relevant Securities in this resolution include the grant of such rights.

Appendix

Resolution 1 (special resolution) – Amendment to the Company’s Articles of Association

A new article 3A is to be added to the Company’s Articles of Association as follows:

- 3A Objects of the Company
- 3A.1 The objects of the Company are to promote the success of the Company:
- a) for the benefit of its members as a whole; and
 - b) through its business and operations, to have a material positive impact on (a) society and (b) the environment, taken as a whole.
- 3A.2 A Director must act in the way he or she considers, in good faith, most likely to promote the success of the Company in achieving the objects set out in Article 3A.1 above, and in doing so shall have regard (amongst other matters) to:
- a) the likely consequences of any decision of the Directors in the long term and the impact any such decision may have on any affected stakeholders,
 - b) the interests of the Company’s employees,
 - c) the need to foster the Company’s business relationships with suppliers, customers and others,
 - d) the impact of the Company’s operations on the community and the environment and on affected stakeholders,
 - e) the desirability of the Company maintaining a reputation for high standards of business conduct and the impact this has on affected stakeholders, and
 - f) the need to act fairly as between members of the Company,
- (together, the matters referred to above shall be defined for the purposes of this Article as the “**Stakeholder Interests**” and each a “**Stakeholder Interest**”).
- 3A.3 For the purposes of a Director’s duty to act in the way he or she considers, in good faith, most likely to promote the success of the Company, a Director shall not be required to regard the benefit of any particular Stakeholder Interest or group of Stakeholder Interests as more important than any other.
- 3A.4 Nothing in this Article express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).
- 3A.5 The Directors of the Company shall, for each financial year of the Company, prepare and circulate to its members an impact report. The impact report shall contain a balanced and comprehensive analysis of the impact the Company’s business has had, in a manner proportionate to the size and complexity of the business. The impact report shall contain such detail as is necessary to enable the members to have an understanding of the way in which the Company has promoted its success for the benefit of its members as a whole and, through its business and operations, sought to have a material positive impact on society and the environment, taken as a whole. If the Company is also required to prepare a strategic report under the Companies Act 2006, the Company may choose to publish the impact report as part of its strategic report and in accordance with the requirements applying to the strategic report.

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 2023.
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 www.goodenergy.co.uk/investors/annual-general-meeting.
 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.eproxyappointment.com/Login 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 2023. 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.
- (i) 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.
15. As at 22 May 2023, 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 16,860,099. The Company holds no shares in treasury.
 16. 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;
 - c) a copy of the Company's Articles of Association; and
 - d) a copy of the existing articles of association of the Company marked to show the changes being proposed