

**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)

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# **Notice of the 2021 Annual General Meeting**

Notice of the 2021 Annual General Meeting of Good Energy Group plc, to be held at Good Energy Group plc, Monkton Park Offices, Monkton Park, Chippenham, Wiltshire, United Kingdom, SN15 1GH on 30 June 2021, is set out on pages 5 – 9 of this document. Your attention is drawn to the letter from the Chairman on pages 2 to 4 of this document.

To limit the risk of spreading COVID-19, no shareholder (other than those designated as attending for the purposes of the quorum) will be admitted to the Annual General Meeting.

Shareholders are strongly encouraged to submit a proxy vote in advance of the meeting and are encouraged to appoint the Chairman as their proxy rather than a named person who will not be able to attend the meeting.

Please complete and submit a proxy appointment in accordance with the Shareholder Notes to the Notice of the Annual General Meeting set out on page 11 (the "Notes"). To be valid, the proxy appointment must be received at the address for delivery specified in the Notes by no later than 4pm on Monday 28 June 2021.

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). Further details are provided in the Notes.

## To the holders of Ordinary shares in Good Energy Group plc

### 30 June 2021

Dear Good Energy shareholder,



### 2021 Annual General Meeting – your vote counts

On behalf of the Board of Directors (the "Board"), it is my pleasure to write to you with details of Good Energy Group plc's (the "Company") 2021 Annual General Meeting (the "AGM"). As a shareholder, this is your opportunity to help direct where the Company goes. We want to hear from as many of you as possible, and really value your input.

As we explain below, this year's AGM will be different to those of past years but similar to 2020. In this pack, you will find all you need to know about how it will be run, and how to make your voice heard. The formal Notice of AGM, together with explanatory notes to the formal notice and further shareholder notes, appear on pages 5 to 11 of this document. As ever, thank you for supporting us to achieve our purpose of powering the choice of a cleaner, greener future.

### COVID-19 update

The unprecedented COVID-19 pandemic has been challenging for us all over the past 15 months. In light of current Government guidelines and public health recommendations, we ask that you do not attend the 2021 AGM in person.

We also strongly encourage shareholders to appoint the Chairman as their proxy, to ensure that they can vote and be represented at the 2021 AGM. No proxy other than the Chairman will be entitled to attend the meeting in person.

If you appoint another proxy, they will therefore be unable to vote. No shareholder (other than those designated as attending for the purposes of the quorum) will be admitted to the meeting.

If Government guidance on limiting the spread of COVID-19 changes and we consider it appropriate to make different arrangements for the 2021 AGM, we will issue an RNS announcement by 9am on Tuesday 29 June 2021 at the latest. Details will also be available at [group.goodenergy.co.uk/investor-centre/agm-and-general-meeting-information](https://group.goodenergy.co.uk/investor-centre/agm-and-general-meeting-information).

If you have any queries about anything in this notice, please email [investor.relations@goodenergy.co.uk](mailto:investor.relations@goodenergy.co.uk)



### Annual general meeting ("AGM")

The 2021 AGM will be a closed meeting due to Government COVID-19 restrictions currently in place for social distancing and gatherings. The Company will ensure that the quorum requirements for holding the AGM can be met by a minimum number of Board members attending in person. You still have the opportunity to put to the Board any important questions you may have; the process for doing so is set out below.

We will also host a pre-AGM investor presentation and Q&A on 22 June at 4pm via the Investor Meet Company online platform. Please join us to hear from new CEO Nigel Pocklington on his vision for Good Energy. Sign up to Investor Meet Company for free at [investormeetcompany.com](https://investormeetcompany.com) and add Good Energy to attend investor presentations.

This year's AGM will take place on Wednesday 30 June 2021, 4pm at: Good Energy Group PLC

#### Monkton Park Offices

Monkton Park

Chippenham

Wiltshire

SN15 1GH

United Kingdom



## Business to be covered

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

The following pages also include explanatory notes covering:

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



## Your vote counts

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

Please note that no proxy other than the Chairman will be entitled to attend the meeting in person. If you appoint another proxy, you will therefore be unable to vote.

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 4pm on Monday 28 June 2021. To appoint a proxy, 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
- **By post** – complete the form of proxy and return it in the envelope provided.

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 4pm on Monday 28 June 2021 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 4pm on Monday 28 June 2021 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](https://proxymity.io).

**As noted above, we strongly encourage shareholders to appoint the Chairman as their proxy, to ensure that they can vote and be represented at the AGM.**

### Nominees or brokers

If your nominee or broker has not yet been in touch about participating in the AGM, please contact them as soon as possible. Contact your nominee or broker with your voting instruction using their online messaging, by post, or ask to speak to the 'corporate actions' or 'proxy voting' department for instructions on how to vote. Please remind them that no proxy other than the Chairman will be entitled to attend the meeting in person.



## AGM structure

Based on UK Government advice at the time of writing, the Board has decided to change the format of the AGM this year. The AGM will comprise the formal business part of the meeting only, being the formal resolutions.

Shareholders are encouraged to submit questions in advance of the meeting.



## Asking questions at the AGM

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 4pm on Monday 28 June 2021. Questions will be answered on our website [group.goodenergy.co.uk](http://group.goodenergy.co.uk).

You may also wish to join the pre-AGM investor presentation and Q&A, which will be held on 22 June at 4pm via the Investor Meet Company online platform, and ask your question then.



## Recommendation

The Board considers that each of the resolutions set out in the notice of the 2021 AGM are in the best interests of the Company and its shareholders and unanimously recommends shareholders to vote in favour of them as the directors (the "Directors") intend to do in respect of their own beneficial shareholdings (save for those resolutions in which they are interested).

Yours faithfully,

**William Whitehorn**

**Chairman, Good Energy Group Plc**

## Explanatory notes

The Board proposes 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 1 to 7 are proposed as ordinary resolutions and will be approved if more than 50% of votes are cast in favour. Resolutions 8 to 11 are proposed as special resolutions and will be approved if 75% of votes are cast in favour.

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

### Resolution 1: annual report and accounts

The Directors must present to shareholders at the AGM:

- the accounts of the company for the financial year ended 31 December 2020;
- the Directors' Report; and
- the Auditors' Report.



These are all included in the Annual Report and Accounts for the year ended 31 December 2020, published in May 2021. You can read the report online at [group.goodenergy.co.uk](http://group.goodenergy.co.uk).

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

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

### Resolution 2: appointment of Nigel Pocklington Chief Executive Officer

Following the stepping down of Juliet Davenport as the Chief Executive Officer, and the recommendation of the Nominations and Remuneration Committee that the Board appoint a new Chief Executive Officer as a Director on the Board, the Board appointed Nigel Pocklington as a Director on 1 May 2021.

Nigel is a widely experienced senior executive with a strong commercial, digital, and operational track record spanning over 25 years. He most recently served as Chief Commercial Officer of Moneysupermarket Group plc. Prior to this, he held senior roles at Expedia Inc., including President of eBookers and Chief Marketing Officer of Hotels.com. He spent a decade of his early career at Pearson plc, including a period leading the digital operations of the Financial Times. He holds an MA and M.Phil from Oxford University and an MBA from INSEAD. Nigel is also a Non-Executive Director and remuneration committee chair at Kin + Carta plc, a global digital transformation business focused on helping make the journey to becoming a digital business tangible, sustainable and profitable.

Nigel must stand for election by shareholders at the first AGM following his appointment to the Board. This resolution seeks shareholder approval to appoint Nigel to the Board in accordance with the Company's Articles of Association.

**The Board unanimously recommends that you vote in favour of this resolution to appoint Nigel Pocklington.**



### Resolution 3: re-election of Tim Jones

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

Accordingly, Tim Jones (Non-Executive Director) will retire and seek re-election as a director by shareholders.

Tim was appointed Non-Executive Director in December 2017 and is a Technology Executive, Advisor and Angel Investor who brings 25 years of digital innovation, execution and operation experience to the Board.

A former executive of Moneysupermarket Group PLC where he was CIO for 7 years and a co-founder and former executive at AutoTrader UK. Now founder and CEO of Disrupt Club, a specialist digital advisory firm. In 2020, Tim was appointed a Non-Executive Director to the Zap-Map Board.

Skills and experience: Tim is a chartered engineer (CEng) and chartered IT professional (MBCS CITP) with a depth of experience in leading digital transformation and commercial growth; both scaling early stage companies, and forming and leading highly performing teams in established organisations. Tim has extensive experience in delivering innovative consumer propositions in various online sectors such as retail, automotive, travel, marketplace and the highly regulated verticals of insurance, financial services, energy and telecommunications.

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

**The Board unanimously recommends that you vote in favour of this resolution to re-elect Tim Jones.**



**Resolution 4: re-election of Will Whitehorn**

Under the Company's Articles of Association, a third of the Directors must retire and stand for re-election.

Accordingly, Will Whitehorn (Chairman) will retire and seek re-election as a director by shareholders.

Will was appointed in July 2018 and focuses on fast-moving and growing companies, with extensive experience across a broad range of sectors, especially in technology, digital and branding.

Will currently holds a number of other Non-Executive roles across a range of companies, including space technology company AAC Clyde Space AB of Sweden. He is also Chairman of Craneware PLC and the Scottish Event Campus, host of COP 26. He was also one of the founding shareholders of Purplebricks Group PLC. He is a Non-Executive Director on the Royal Air Force Board with the rank equivalent to Air Vice-Marshal. In 2020 he was appointed President of UKspace.

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



**Resolution 5: 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).

The Company's auditor, Ernst & Young LLP has been the group's auditor since their appointment in 2017 and will not stand for re-appointment at the AGM. Pursuant to section 519(3) of the Companies Act 2006, Ernst & Young LLP will provide a statutory statement of circumstances upon ceasing to hold office.

Accordingly, the external audit of the group accounts was put out to tender during the year. Following the completion of such tender, the board propose Mazars LLP as the Company's new auditor, to hold office from the conclusion of the AGM until the next annual general meeting of the Company. Shareholder approval is sought to confirm this appointment.

**The Board unanimously recommends that you vote in favour of this resolution to appoint Mazars LLP as the Company's auditors.**

**Resolution 6: determination of auditors' remuneration**

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

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

**Resolution 7: renewal of the Board's authority to allot shares and further shares as part of a rights issue**

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

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

The Act provides that Directors shall only allot shares with the authority of shareholders in a general meeting. The authority given to the Directors at the last annual general meeting to allot (or issue) shares pursuant to section 551 of the Companies Act 2006 expires on the date of this year's annual general meeting.

Resolution 7 will be proposed as an ordinary resolution for the renewal of the Directors' general authority to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £277,384.45 representing approximately one third of the current issued share capital of the Company (excluding treasury shares). In addition, the resolution seeks authority for the Directors to allot shares by way of a pre-emptive rights issue up to an aggregate nominal amount of £277,384.45, representing a further one third of the current issued share capital of the Company (excluding treasury shares). The Directors' authority under this resolution will expire at the earlier of the close of business on such date as falls 15 months after the date of any passing of this resolution and the end of the AGM to be held in 2022.

The Company held no shares in treasury on 1 June 2021, being the last practicable date prior to publication of this document.

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

### **Resolution 8: dis-application of pre-emption rights**

Through its listing on AIM, the Company offers existing and prospective investors the opportunity to share in the Company's success.

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

The Board is therefore seeking authority to allot a limited amount of Ordinary shares for cash without first offering them to existing shareholders in proportion to their existing holdings. The Company will only be able to use this authority if shareholders also approve Resolution 7.

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

- allotments of Ordinary shares (or sales of any shares the Company may hold in treasury) for cash of Ordinary shares in connection with pre-emptive offers; or
- allotting up to 832,153 new Ordinary shares (equating to a nominal value of £41,607) on an unrestricted basis without first offering them to existing shareholders. This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company on 1 June 2021, being the latest practicable date before publication of this Notice.

The Directors' authority under this resolution will expire at the earlier of the close of business on such date as falls 15 months after the date of any passing of this resolution and the end of the AGM to be held in 2022.

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

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

### **Resolution 9: further dis-application of pre-emption rights**

If Resolution 7 is passed, the Board be authorised in addition to any authority granted under Resolution 8 to allot shares for cash under the authority given by Resolution 7 up to an additional 832,153 of new Ordinary shares (equating to a nominal value of £41,607) on an unrestricted basis without first offering them to existing shareholders, such shares to be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment. This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company on 1 June 2021, being the latest practicable date before publication of this Notice.

The Directors' authority under this resolution will expire at the earlier of the close of business on such date as falls 15 months after the date of any passing of this resolution and the end of the AGM to be held in 2022.

The powers sought by the Board under this resolution are consistent with guidance set out in the Financial Reporting Council Pre-emption Group's Statement of Principles and the Board confirms that it intends that the authority will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

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

### **Resolution 10: authority to purchase own shares**

Resolution 10 seeks authority from shareholders for the Company to make market purchases of its own Ordinary shares, such authority being limited to the purchase of 1,664,306 Ordinary shares, being 10% of the Ordinary shares in issue on 1 June 2021.

The price payable shall not be more than five per cent above the average market value for the Ordinary Shares for the five business days before the purchase is made; not more than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase was carried out; and not less than 5p per share, being the nominal value of the shares.

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

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

**Resolution 11: amendment to Articles of Association to permit hybrid meetings for in person and virtual attendance at general meetings of the Company**

Resolution 11 seeks to propose the amendment to the Articles of Association of the Company to enable virtual attendance by electronic means at the Company's general meetings, as set out in Appendix 1 of the AGM Notice and the draft Articles of Association produced to the meeting (initialled by the Chair) with effect from the conclusion of the meeting. If Resolution 11 is passed, these Articles of Association will be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

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

**Good Energy Group PLC**  
**Notice of 2021 ANNUAL GENERAL MEETING**  
**30<sup>th</sup> June 2021**



Notice is hereby given that the 2021 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 30 June 2021 at 4pm for the purposes of considering the following business.

Resolutions 1 to 7 will be proposed as ordinary resolutions. Resolutions 8 to 11 will be proposed as special resolutions.

**Resolution 1 – Annual Report and Accounts**

To receive and adopt the annual accounts of the Company for the year ended 31 December 2020, together with the Directors' report and the Auditors' report on those accounts.

**Resolution 2 – Election of Nigel Pocklington as a Director**

To elect as a Director Nigel Pocklington.

**Resolution 3 – 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 4 – Re-election of Will Whitehorn as a Director**

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

**Resolution 5 – Appointment of Company's Auditor**

To 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 6 – Determination of Auditors' remuneration**

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

**Resolution 7 – Authority to allot shares up to two-thirds of the Ordinary issued share capital**

That the Directors be and are hereby generally and unconditionally authorised, in substitution for all subsisting authorities to the extent unused, pursuant to Section 551 of the Companies Act 2006, to exercise all the powers of the Company to:

- a) allot Ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into shares of the Company up to an aggregate nominal amount of £277,384.45; and
- b) allot Ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal amount of £554,768.90 (such amount to be reduced by the aggregate nominal amount of any securities allotted under paragraph a) above) in connection with an offer by way of a rights issue to:
  - (i) holders of Ordinary shares in the Company in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) holders of other equity securities if this is required by the rights of those securities or, subject to such rights as the Directors of the Company otherwise consider necessary

and so that, in each case, the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any of the requirements of any regulatory body or stock exchange or any other matter. This authority shall take effect on the date of passing of this Resolution, with such authority to expire on the earlier of the date falling 15 months after the date of the passing of this Resolution and the end of the next AGM of the Company (unless previously renewed, revoked or varied by the Company in general meeting) but, in each case, during this period the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for, or to convert securities into, shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or to convert securities into, shares under any such an offer or agreement as if this authority had not expired.

**Resolution 8 – Dis-application of pre-emption rights**

Subject to the passing of Resolution 7, and in substitution for any existing authorities to disapply pre-emption rights in connection with any allotment of shares or grant of rights to subscribe for or convert any security into shares in the Company for cash, the Board be authorised pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the authority given by Resolution 7 and/or to sell Ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

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

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

2. to the allotment (otherwise than pursuant to paragraph 1. above) of equity securities or the sale of treasury shares up to an aggregate nominal amount of £41,607,

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

**Resolution 9 – Further dis-application of pre-emption rights**

Subject to the passing of Resolution 7, and in substitution for any existing authorities to disapply pre-emption rights in connection with any allotment of shares or grant of rights to subscribe for or convert any security into shares in the Company for cash, the Board be authorised in addition to any authority granted under Resolution 8 to allot equity securities for cash under the authority given that resolution and/or to sell Ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- a) to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £41,607; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice, such authority to expire at the end of the next Annual General Meeting of the Company after the date of the passing of this Resolution (or, if earlier, at the close of business on the date falling 15 months after the date of the passing of this Resolution) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

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

**Resolution 10 – Purchase of own shares**

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

- a. the maximum number of ordinary shares which may be purchased is 1,664,306;
- b. the minimum purchase price which may be paid for any ordinary share is 5p (exclusive of expenses); and
- c. the maximum purchase price which may be paid for any ordinary share in the capital of the Company shall not be more than the higher of (in each case exclusive of expenses):
  - (i) five per cent above the average middle market quotations for an ordinary share as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; or
  - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share, as derived from the trading venue where the purchase is carried out,

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

**Resolution 11 – amendment to Articles of Association to permit hybrid meetings for in person and virtual attendance at general meetings of the Company**

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

By order of the Board

**William Whitehorn**

**Chairman**

4 June 2021

## Appendix 1

### The Company's New Articles of Association

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

#### **1. Format of General Meetings**

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

## SHAREHOLDER NOTES

1. Entitlement to 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 4pm on 28 June 2021.  
A shareholder's voting entitlement will depend on the number of shares held at that time. If the AGM is adjourned, such entitlement is determined by reference to the Register of Members at 6pm on the day two days preceding the date fixed for the adjourned meeting. In each case, changes to the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
2. Given the current COVID-19 guidance and the general uncertainty on what additional and/or alternative measures may be put in place, the Board requests that shareholders do not attend the AGM and instead appoint the chairman as proxy in accordance with the instructions set out in the 'Voting' section above and the notes below.
3. Any shareholder ordinarily entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and to vote instead of the member. **IN LIGHT OF THE ONGOING CIRCUMSTANCES RELATING TO COVID-19 AND THE SOCIAL DISTANCING MEASURES IN PLACE, NO PROXY OTHER THAN THE CHAIRMAN WILL BE ENTITLED TO ATTEND THE MEETING IN PERSON. IF YOU APPOINT ANOTHER PROXY, THEY WILL THEREFORE BE UNABLE TO VOTE.**
4. The appointment of a proxy would not usually preclude a member from attending and voting at the meeting in person, should they subsequently decide to do so. **NO MEMBER (OTHER THAN THOSE DESIGNATED AS ATTENDING FOR THE PURPOSES OF THE QUORUM) WILL BE ADMITTED TO THE MEETING.**
5. 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 investorcentre/eproxy, as detailed on the Form of Proxy. In each case, the appointment of the chairman as proxy must be received by the Company's Registrar by no later than 4pm on 28 June 2021. Amended instructions must also be received by the Company's Registrar by the deadline for receipt of the Form of Proxy.
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 chairman 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 must be preregistered as a third party by the nominee in advance of the AGM.
9. If you want your proxy to vote in a certain way on the resolutions, please insert "X" in the relevant box. If a shareholder does not specify how he or she wants the proxy to vote on the particular resolutions, the proxy may vote or abstain as he or she sees fit. A proxy may also vote or abstain as he or she sees fit on any other business which properly comes before the AGM.
10. The "vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
11. If you select 'discretionary', your proxy can vote as they choose or can decide not to vote. Your proxy can also do this on any other resolution that is put to the meeting.
12. A Form of Proxy is enclosed. The notes to the Form of Proxy include instructions on how to appoint the Chairman 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.
13. 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.
14. Voting on each of the resolutions will be conducted by way of a poll rather than on a show of hands. The Company believes that a poll is more representative of the shareholders' voting intentions because shareholder votes are counted according to the number of shares held and all votes tendered are taken into account. The outcome will be published on the Company's website at group.goodenergy.co.uk as soon as practicable following the conclusion of the AGM.
15. All questions must be submitted via email to [investor.relations@goodenergy.co.uk](mailto: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 Annual General Meeting other than as expressly stated in or on it.
16. As at 1 June 2021, 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 16,643,067. The Company holds no shares in treasury.
17. Due to COVID-19 social distancing guidelines, the below documents for inspection can be made available on request.
  - a. a copy of each Executive Director's contract of service;
  - b. a copy of each Non-Executive Director's letter of appointment; and
  - c. a copy of the Company's Articles of Association.

