



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about what action to take, you are advised to seek your own advice from your stockbroker, bank manager, solicitor, accountant or other independent professional or financial adviser authorised pursuant to the Financial Services and Markets Act 2000 (as amended) immediately.

If you have sold or otherwise transferred all of your Ordinary shares in Good Energy Group PLC, please immediately forward this document together with the accompanying Form of Proxy to the purchaser or transferee, or to the person who arranged the sale or transfer for delivery to the purchaser or transferee.

GOOD ENERGY GROUP PLC

NOTICE OF 2017 ANNUAL GENERAL MEETING

to be held at
Chippenham Town Hall, High Street, Chippenham, Wiltshire SN15 3ER
on
Wednesday 21st June 2017
at 3pm

Whether or not you propose to attend the Annual General Meeting, please complete and submit the enclosed Form of Proxy in accordance with the instructions printed on it. The Form of Proxy must be completed, signed and returned so as to reach the Company's Registrars by no later than 3pm on Monday 19th June 2017. Alternatively, if you would prefer to register your proxy appointment and instructions electronically, please visit Computershare's website at www.investorcentre.co.uk/eproxy

Monkton Reach, Monkton Hill,
Chippenham, Wiltshire, SN15 1EE

📍 goodenergy.co.uk

✉ enquiries@goodenergy.co.uk

☎ 0800 254 0000

26th May 2017

Dear Good Energy Shareholder,

Annual General Meeting of Good Energy Group PLC (the “Company”)

We are pleased to invite you to the Annual General Meeting (the “AGM”) of Good Energy Group PLC which will be held at Chippenham Town Hall, High Street, Chippenham, Wiltshire SN15 3ER on Wednesday 21st June 2017 at 3pm.

This letter includes the formal Notice of the AGM (the “Notice”) and the resolutions to be put to a shareholder vote. You will find these at the end of this document, after a short section which explains the purpose of each resolution and the principal reasons your Board recommends them.

Your Board believes that the proposals described in this document are in the best interests of the Company and its shareholders as a whole.

Your vote is important and your Board unanimously recommends that you vote in favour of all the resolutions. Each of the Directors intend to do so in respect of their own beneficial holdings.

Outline of the AGM

At the AGM, your Board will present an overview of the Company’s business performance, strategy and future prospects. We will pick up on the Company’s financial and operational achievements for the 2016 financial year, key developments in 2017 and plans for the Company’s future direction as set out in the recently published Annual Report and Accounts, which are available online at www.goodenergygroup.co.uk.

Shareholders will then have the opportunity to ask questions relating to the business of the meeting and the resolutions proposed. If you would like to ask a question at the AGM, please submit it in writing to the Company Secretary at Good Energy Group PLC, Monkton Reach, Monkton Hill, Chippenham, Wiltshire SN15 1EE by no later than 5pm on Friday 16th June 2017. To aid the smooth running of the AGM, I will ensure that questions and discussions are relevant to the business of the meeting and the proposed resolutions and that as many shareholders as possible have the opportunity to speak.

The proposed resolutions will then be put to a shareholder vote. To accommodate the voting preferences of all shareholders, all resolutions will be decided on a poll rather than a show of hands. This means that a shareholder has one vote for every share held. The outcome of the shareholder vote will be posted on the Company’s website and released via an RNS announcement on the London Stock Exchange as soon as possible following conclusion of the AGM.

Postal or electronic voting

Your Board would be delighted to see you at the AGM but appreciates that you may not be able to attend in person. You may vote online or by submitting a postal vote and **your Board encourages you to do so without delay**. Votes received after 3pm on Monday 19th June will not count towards the final result.

You may vote online at www.investorcentre.co.uk/eproxy as detailed on the enclosed Form of Proxy. Alternatively, you can submit a postal vote by completing the enclosed Form of Proxy and returning it in the envelope provided to our Registrars at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than **3pm on Monday 19th June 2017**.

You can still attend the AGM even if you decide to vote in advance using the Form of Proxy or via www.investorcentre.co.uk/eproxy.

Shares held through nominees or brokers

Many shareholders hold their investments in the Company through nominees or brokers. This can sometimes mean that shareholders do not receive the Notice in time to make arrangements to attend or vote. We recognise that this can be a disappointment for those who wish to participate.

To help address this, your Board has engaged a company called Boudicca to help us identify shareholders who hold their investments through nominees or brokers and to make contact with as many of those shareholders as possible. This will help to ensure that all shareholders are aware of the AGM in good time and understand the steps they need to take to cast their votes.

If you hold your shares through a nominee or broker, they might already have contacted you by phone or email to see if you wish to vote, or may have provided a website in order for you to participate. If this is not the case, please call them without delay and ask to speak to the "corporate actions" or "proxy voting" department. **Please be aware that your nominee or broker may set a voting deadline which is earlier than the official voting deadline, by up to one week in some instances.** Your broker will be able to provide instructions as to how you can vote, which may involve amending the scope of the services they provide to you.

To support your Board at the AGM, **you will need to instruct your nominee or broker that you would like to vote in favour of all the AGM resolutions.**

If you hold your shares through a nominee or a broker and wish to attend the AGM, you will need to obtain from your nominee or broker, a "Letter of Representation" and bring it with you on the day. Your nominee or broker will be able to advise you how to obtain the relevant letter from them.

Your Board thanks you for your continued support and looks forward to welcoming you to the AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read "John Maltby". The signature is fluid and cursive, written over a white background.

John Maltby
Chairman
26th May 2017

**OUTLINE OF RESOLUTIONS PROPOSED BY GOOD ENERGY GROUP PLC,
INCLUDING EXPLANATORY NOTES TO THE RESOLUTIONS**

Your Board proposes 14 Resolutions covering a number of routine matters and other Resolutions that the Board considers to be in the best interests of the Company and to the benefit of shareholders as a whole.

Routine matters are indicated by “Ordinary Business” and other specific Resolutions are characterised as “Special Business”.

Resolutions are also proposed as “Ordinary Resolutions” (which will be approved if more than 50% of votes are cast in favour) and “Special Resolutions” (which will be approved if 75% or more 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 Resolutions themselves, the Resolutions will take precedence.

ORDINARY BUSINESS

	Type of Resolution
Resolution 1: Annual Report and Accounts	Ordinary
<p>The Directors must present to shareholders at the AGM:</p> <ul style="list-style-type: none"> • the accounts of the Company for the financial year ended 31st December 2016; • the Directors’ Report; and • the Auditors’ Report. <p>These are all included in the Annual Report and Accounts for the year ended 31st December 2016, published on 5th April 2017. You can access a copy online at: goodenergygroup.co.uk/financial-reports</p> <p>This Resolution acknowledges that the Annual Report and Accounts have been accepted by shareholders.</p> <p>Your Board unanimously recommends that you vote in favour of this Resolution.</p>	
Resolution 2: Declaration of a final dividend	Ordinary
<p>On 19th October 2016, the Company paid an interim dividend of 1p per Ordinary share for the financial year ended 31st December 2016.</p> <p>The Directors recommend a final dividend for the financial year ended 31st December 2016 of 2.3p per Ordinary share. The final dividend must be approved by shareholders before it can be paid.</p> <p>This Resolution requests shareholder approval of the final dividend.</p> <p>If approved, the final dividend of 2.3p per Ordinary share will be paid on 20th July 2017 to Ordinary shareholders who are on the register of members of the Company at the close of business on 9th June 2017.</p> <p>Your Board unanimously recommends that you vote in favour of this Resolution.</p>	

<p>Resolution 3: Appointment of Emma Tinker as a Director</p> <p>Following a thorough search and selection process, the Board appointed Emma Tinker as a non-executive director on 2nd September 2016. Emma has substantial commercial experience spanning the entire lifecycle of investments in energy businesses and has worked across a range of renewable technologies. She has made a significant contribution to the Company since her appointment in 2016 and the Board looks forward to building on that.</p> <p>Emma is required to retire and stand for re-election by shareholders at the first AGM following her appointment to the Board.</p> <p>This Resolution seeks shareholder approval to re-appoint Emma to the Board in accordance with the Company's Articles of Association.</p> <p>Your Board unanimously recommends that you vote in favour of this Resolution to re-appoint Emma Tinker.</p>	<p>Ordinary</p>
<p>Resolution 4: Retirement by rotation and re-appointment of Denise Cockrem as Director</p> <p>Under the Company's Articles of Association, not more than one third of Directors are required to retire by rotation each year (excluding, for these purposes, any Director appointed by the Board who is required to retire and stand for election to confirm their appointment, and any Director proposed for re-appointment as a result of having a continuous period of service for nine years or more).</p> <p>The Board has agreed that Denise Cockrem shall retire and seek re-appointment by shareholders.</p> <p>Denise joined the Board as Chief Financial Officer in May 2014 and was re-appointed by shareholders at the 2015 AGM. Working closely with the CEO, Denise has been instrumental in leading the Company through its most recent phase of growth, establishing a robust and resilient platform from which the Company can pursue its future ambitions.</p> <p>This Resolution seeks shareholder approval to re-appoint Denise to the Board in accordance with the Company's Articles of Association.</p> <p>Your Board unanimously recommends that you vote in favour of this Resolution to re-appoint Denise Cockrem.</p>	<p>Ordinary</p>
<p>Resolution 5: Retirement and re-appointment of Martin Edwards as Director</p> <p>Martin joined the Board as non-executive director in June 2000. He was instrumental in taking Delabole wind farm – the UK's first commercial wind farm – from concept to completion in the 1990s and in implementing the redevelopment of the site in 2011/12. His knowledge of the renewable generation business is extremely valuable to the Company.</p> <p>Under the Company's Articles of Association, a Director must retire and stand for re-appointment annually if they have been with the Company for a continuous period of nine years or more. Having been a director for more than nine years, Martin is required to retire and stand for re-appointment.</p> <p>This Resolution seeks shareholder approval to re-appoint Martin to the Board in accordance with the Company's Articles of Association.</p> <p>Your Board unanimously recommends that you vote in favour of this Resolution to re-appoint Martin Edwards.</p>	<p>Ordinary</p>
<p>Resolution 6: Re-appointment of auditors</p> <p>The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the conclusion of the next AGM unless the Company's auditors retire as auditors in the intervening period. This Resolution seeks shareholder approval for the re-appointment of the Company's existing auditors.</p> <p>Your Board unanimously recommends that you vote in favour of this Resolution to re-appoint PricewaterhouseCoopers LLP as the Company's auditors.</p>	<p>Ordinary</p>

<p>Resolution 7: Determination of auditors' remuneration</p> <p>This Resolution seeks authority for the Board to determine and agree the remuneration of the Company's auditors.</p> <p>Your Board unanimously recommends that you vote in favour of this Resolution.</p>	<p>Ordinary</p>
<p>Resolution 8: Referral Arrangements</p> <p>The Company operates a number of commercial referral arrangements under which the Company makes a referral payment to individuals and organisations who introduce new customers.</p> <p>Some of these referral arrangements exist with political parties. The Company considers the referral arrangements to be arms' length commercial arrangements between the Company and the relevant political parties in the ordinary course of business.</p> <p>Part 14 of the Companies Act 2006 (the 'Act') sets out restrictions on companies making political donations or incurring political expenditure. The Act defines the making of political donations or the incurring of political expenditure in a way that is capable of an extremely wide interpretation. In the interests of transparency and to avoid the possibility of inadvertently contravening the Act, the Company asks shareholders to approve the continuation of the referral arrangements. The Company has sought and received approval for these arrangements at the AGMs in 2015 and 2016.</p> <p>Whilst the Company does not consider the payments to the relevant political parties to be political donations or political expenditure for the purposes of the Act, your Board recognises that making payments to political parties can divide opinion. As such, your Board has recommended limiting the aggregate amount that can be paid to political parties under this authority.</p> <p>This Resolution provides authority for the Company to continue the referral arrangements, even if they constitute political donation or political expenditure, up to an aggregate limit of £40,000. This is the same limit as was approved by shareholders at the 2016 AGM. Since the last AGM, the aggregate amount paid under referral arrangements with political parties was less than £15,000.</p> <p>Your Board unanimously recommends that you vote in favour of this Resolution.</p>	<p>Ordinary</p>

SPECIAL BUSINESS

Resolution 9: Authority to allot shares up to one third of Ordinary issued share capital

Ordinary

One of the ways a company can finance its activities is through the issue and allotment of new shares. Providing authority to your Board to issue and allot new Ordinary shares will increase the flexibility with which the Company can pursue its continued growth, pursuit of its strategic objectives and delivery of its mission.

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.

This Resolution relates to the Investment Association's guidance on the authority for the Board to allot Ordinary shares equal to one-third of the Company's issued share capital (5,439,952 Ordinary shares of 5p each, equating to an aggregate nominal amount of £271,998), which is not required to be applied to fully pre-emptive rights issues only.

Ordinary shares allotted under this Resolution would carry all the same rights as the Company's existing Ordinary shares and, except in limited circumstances, would need to be offered to existing shareholders before being offered to new investors. 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 2018.

Your Board unanimously recommends that you vote in favour of this Resolution.

Resolution 10: Authority to allot shares up to two thirds of Ordinary issued share capital

Ordinary

This Resolution relates to the Investment Association's guidance on the authority for the Board to allot Ordinary shares equal to a further one-third of the Company's issued share capital (5,439,952 Ordinary shares of 5p, equating to an aggregate nominal amount of £271,998) to be applied to fully pre-emptive rights issues only.

Although the Board has no current intention to exercise this authority, it is designed to simplify the process of conducting rights issues to existing shareholders of up to two-thirds of a company's share capital, for example to finance a material investment, acquisition or restructuring.

Ordinary shares allotted under this Resolution would carry all the same rights as the Company's existing Ordinary shares and would need to be offered to existing shareholders before being offered to new investors. The Directors' authority under this Resolution will expire at the end of the AGM to be held in 2018 (or, if earlier, 15 months from the date of passing this Resolution). The Company holds no shares in treasury.

Your Board unanimously recommends that you vote in favour of this Resolution as it increases flexibility for the Company.

Resolution 11: Disapplication of pre-emption rights (Open offer to shareholders and 5% unrestricted)**Special**

Where pre-emption rights are disapplied, the Company is able to allot a specified number of new Ordinary shares to new investors without first offering them to existing shareholders. This provides additional flexibility for the Company to finance some of its activities by introducing new shareholders.

The Pre-Emption Group's "Statement of Principles" (endorsed by the Investment Association and Pensions and Lifetime Savings Association) permits the disapplication of pre-emption rights in respect of:

- an unrestricted allotment of new Ordinary shares amounting to 5% of the Company's issued share capital; and
- allotment of new Ordinary shares amounting to a further 5% of the Company's issued share capital for specific purposes, including acquisitions or other capital investments.

This Resolution relates to the first part set out in the Statement of Principles and the ability of the Company to make an open offer to existing shareholders. It provides authority for the Company to:

- make an open offer to all existing shareholders in proportion to their existing shareholdings (i.e. on a pre-emptive basis but following a simplified approach); and
- allot 824,235 new Ordinary shares (equating to a nominal value of £41,212) on an unrestricted basis without first offering them to existing shareholders.

The Company will only be able to do so if shareholders also approve Resolution 9.

The Company considers it appropriate to seek additional flexibility beyond the guidance on cumulative allotments in the Statement of Principles to enable it to sustain growth and take advantage of opportunities that may materialise during the period. Taken together, the Company considers that this Resolution and Resolutions 12 and 13 represent a balanced position, providing flexibility for the Company to allot shares which may be used for the purposes of supporting the Company's strategic plans, making strategic investments or acquisitions, for other projects in support of the Company's activities that may require additional finance, for enabling customers to participate in the Company's activities for mutual benefit or for rewarding longstanding customers for their loyalty to the Company as part of a customer loyalty scheme.

Your Board unanimously recommends that you vote in favour of this Resolution.

<p>Resolution 12: Disapplication of statutory pre-emption rights (5% for specific purposes)</p> <p>This Resolution provides authority for the Company to allot a further 824,235 new Ordinary shares (equating to a nominal value of £41,212) without first offering them to existing shareholders in specific circumstances, namely:</p> <ul style="list-style-type: none"> • acquisitions; • other capital investments; or • a share offer marketed towards customers, prospective customers and other retail investors. <p>The Company will only be able to do so if shareholders also approve Resolution 9.</p> <p>Customer and retail investor participation has been integral to Good Energy’s strategy and mission ever since the Company was established in 1999. This was illustrated most recently through the success of the Company’s over-subscribed share offer in 2016 (almost all of which was subscribed for by customers and retail investors).</p> <p>The Statement of Principles does not reflect the Company’s specific circumstances and does not explicitly include the concept of a share offer marketed towards a specific group (such as customers, prospective customers and other retail investors).</p> <p>In order to retain the flexibility to respond to customer and retail investor interest in Good Energy as an investment, your Board considers it appropriate to specify a limited share offer marketed towards customers, prospective customers and retail investors within the scope of this authority, as this is consistent with the Company’s heritage, mission and purpose.</p> <p>Your Board unanimously recommends that you vote in favour of this Resolution.</p>	<p>Special</p>
<p>Resolution 13: Disapplication of statutory pre-emption rights (1% for customer loyalty scheme)</p> <p>Recognising the importance and value of customer participation in the Company’s continued success, your Board requests additional authority to allot new Ordinary shares amounting to 1% of the Company’s issued share capital (164,847 Ordinary shares equating to a nominal value of £8,242) to customers under a loyalty scheme which the Board intends to establish.</p> <p>New Ordinary shares issued under this authority would be separate to the 10% dis-application of pre-emption rights recommended under Resolutions 11 and 12. The Company will only be able to allot shares under this authority if shareholders approve Resolution 9.</p> <p>Your Board unanimously recommends that you vote in favour of this Resolution.</p>	<p>Special</p>
<p>Resolution 14: Calling of general meeting on 14 days’ notice</p> <p>The Company must give at least 21 clear days’ notice of its AGM. The Companies (Shareholders Rights) Regulations 2009 require that at least 21 clear days’ notice must also be given for all other general meetings, unless shareholders approve a shorter notice period of at least 14 days.</p> <p>In the interests of greater efficiency, your Board proposes that notice periods for general meetings of the Company (excluding its AGM) should reflect the shorter requirement, being at least 14 clear days, if the Board considers that the business of such meeting justifies the shorter notice being used.</p> <p>This Resolution seeks shareholder approval of the shorter notice period.</p> <p>Your Board unanimously recommends that you vote in favour of this Resolution.</p>	<p>Special</p>



NOTICE OF 2017 ANNUAL GENERAL MEETING OF GOOD ENERGY GROUP PLC

Notice is hereby given that the 2017 AGM of Good Energy Group PLC (the "Company") will be held at Chippenham Town Hall on 21st June 2017 at 3pm for the purposes of considering the following business. Resolutions 1-10 (inclusive) will be proposed as Ordinary Resolutions and Resolutions 11 to 14 (inclusive) will be proposed as Special Resolutions.

ORDINARY BUSINESS

Ordinary Resolutions

RESOLUTION 1 - Annual Report and Accounts

To receive the annual accounts of the Company for the year ended 31st December 2016, together with the Directors' report and the Auditors' report on those accounts.

RESOLUTION 2 - Declaration of a final dividend

To declare a final dividend for the year ended 31st December 2016 of 2.3p per Ordinary share.

RESOLUTION 3 - Appointment of Emma Tinker as a Director

That Emma Tinker be appointed as a Director of the Company.

RESOLUTION 4 - Retirement by rotation and re-appointment of Denise Cockrem as a Director

That Denise Cockrem be re-appointed as a Director of the Company.

RESOLUTION 5 - Retirement by rotation and re-appointment of Martin Edwards as a Director

That Martin Edwards be re-appointed as a Director of the Company.

RESOLUTION 6 - Re-appointment of auditors

That PricewaterhouseCoopers LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next AGM of the Company.

RESOLUTION 7 - Determination of auditors' remuneration

That the Directors be authorised to determine the remuneration of the auditors of the Company.

RESOLUTION 8 - Authority to operate referral arrangements

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and all companies that are or become subsidiaries of the Company at any time during the period for which this Resolution is effective be and are hereby authorised to operate referral arrangements with political parties, in so far as they are deemed to be:

- 1) political donations to a political party or political organisation, not exceeding £40,000 in total; and/or
- 2) political expenditure, not exceeding £40,000 in total,

during the period beginning with the date of the passing of this Resolution and ending on the date of the next Annual General Meeting of the Company (although, it is not the intention of the Company to make payments exceeding £40,000 **in total** pursuant to the authority conferred by this Resolution).

For the purposes of this Resolution, the terms 'political donations', 'political expenditure', 'political parties' and 'political organisations' shall have the meanings given by sections 363 to 365 of the Act.



SPECIAL BUSINESS

Ordinary Resolution

RESOLUTION 9 - Authority to allot shares up to one third of the Ordinary issued share capital

That the Directors be and are hereby generally and unconditionally authorised, in substitution for all subsisting authorities to the extent unused, pursuant to Section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot Ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal amount of £271,998, 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 Annual General Meeting 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 10 - 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, pursuant to Section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot Ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal amount of £543,996 (such amount to be reduced by the aggregate nominal amount of any securities allotted under Resolution 9 above) in connection with an offer by way of a rights issue to holders of Ordinary shares in the Company in proportion (as nearly as may be practicable) to their existing holdings and to holders of other equity securities if this is required by the rights of those securities or, if the Directors of the Company consider it necessary, as permitted by the rights of those securities, but subject to such exclusions or other arrangements as the Directors of the Company may consider necessary or appropriate in relation to treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, or legal, regulatory or practical problems under the laws of any territory (including the requirements of any recognised regulatory body or any stock exchange) or any other matter.

This authority will 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 Annual General Meeting of the Company, unless previously renewed, revoked or varied by the Company in general meeting and provided that, 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.



SPECIAL BUSINESS

Special Resolutions

RESOLUTION 11 – Dis-application of statutory pre-emption rights

Subject to the passing of Resolution 9, the Board be authorised pursuant to Sections 570 and 573 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 9 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 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 sale of treasury shares up to an aggregate nominal amount of £41,212,

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 12 – Dis-application of statutory pre-emption rights

Subject to the passing of Resolution 9, pursuant to Sections 570 and 573 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 9 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:

- 1) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £41,212; and
- 2) used only for the purposes of:
 - a) financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company 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; and/or

b) the allotment of equity securities or sale of treasury shares pursuant to an offer to subscribe for new shares marketed towards the Company's customers, prospective customers, bondholders or retail shareholders (or any combination thereof),

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 13 - Dis-application of statutory pre-emption rights

That, if Resolution 9 is passed, the Board be authorised in addition to any authority granted under Resolutions 10 and 11 to allot equity securities (as defined in the Companies Act 2006) as if section 561 of the Companies Act 2006 did not apply to any such allotment, such authority to be:

- 1) limited to the allotment of equity securities up to an aggregate nominal amount of £8,242; and
- 2) used only for the purposes of making awards or discounted offers to subscribe for equity securities as loyalty rewards for longstanding customers of the Company,

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 after the authority expires and the Board may allot equity securities under any such offer or agreement as if the authority had not expired.

RESOLUTION 14 - Calling of general meetings on 14 days' notice

That a general meeting, other than an Annual General Meeting, may be called on not less than fourteen days' notice.

By order of the Board

A handwritten signature in black ink, appearing to read "John Maltby".

John Maltby
Chairman
26th May 2017

Registered office: Monkton Reach, Monkton Hill, Chippenham, Wiltshire SN15 1EE
Registered in England and Wales: No. 04000623



SHAREHOLDER NOTES

1. Entitlement to attend and vote at the AGM will be determined by reference to the Company's Register of Members. In order to attend and vote at the AGM, a person must be entered on the Register of Members no later than 6pm on Monday 19th June 2017. 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. If you wish to attend the AGM in person, you should arrive at the venue in good time for the meeting, which will commence at 3pm. Doors will open at 2.30pm. You may be asked to prove your identity.
3. A shareholder is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the 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. To be valid, a Form of Proxy, together with the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, must reach the Company's Registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. Alternatively, shareholders may register the appointment of a proxy electronically, by accessing Computershare's website at www.investorcentre/eproxy, as detailed on the Form of Proxy. **In each case, the appointment of a proxy must be received by the Company's Registrar by no later than 3pm on Monday 19th June 2017.** 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 Attendance Card with them to the meeting. Amended instructions must also be received by the Company's Registrar by the deadline for receipt of the Form of Proxy.
4. If more than one valid proxy appointment is made in relation to the same share, the appointment last received before the latest time for the receipt of proxies will take precedence.
5. If two or more shareholders jointly hold shares in the Company, each shareholder may speak and vote at the AGM, appoint a proxy or give voting instructions. However, if more than one joint holder votes, appoints a proxy or gives voting instructions, the only vote, appointment or voting instruction which will count is the vote, appointment or voting instruction of the joint holder whose name is listed first in the Register of Members of the Company as regards that joint holding.
6. If an indirect shareholder (who holds shares via a stockbroker or other nominee) wishes to (i) attend the AGM or (ii) appoint a proxy to speak and vote on their behalf at the AGM, or (iii) give voting instructions without attending 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 and advise them which of the three options they prefer.
7. 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.



8. 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.
9. A Form of Proxy is enclosed. The notes to the Form of Proxy include instructions on how to appoint the Chairman of the AGM or another person as a proxy and also on how to appoint a proxy by using the CREST proxy appointment service. You can only appoint a proxy using the procedures set out in these Notes and in the notes to the Form of Proxy.
10. 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.
11. Voting on each of the resolutions will be conducted by way of a poll rather than on a show of hands. The Company believes that a poll is more representative of the shareholders' voting intentions because shareholder votes are counted according to the number of shares held and all votes tendered are taken into account. The results will be made available on the Company's website at www.goodenergygroup.co.uk as soon as practicable following the conclusion of the AGM.
12. Any electronic address provided either in this Notice or any related documents (including the Form of Proxy) may not be used to communicate with the Company about proceedings at the AGM or the contents of this Notice or for any purposes other than those expressly stated.
13. As at 18th May 2017, 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 16,484,703. The Company holds no shares in treasury.
14. The following documents, which are available for inspection during normal business hours at the Company's registered office, Monkton Reach, Monkton Hill, Chippenham, Wiltshire SN15 1EE, on any business day, will also be available for inspection at the AGM from 2.30pm on the day of the AGM until the end of the AGM:
 - a copy of each Executive Director's contract of service;
 - a copy of each Non-Executive Director's letter of appointment; and
 - a copy of the Company's Articles of Association.