



# GOOD ENERGY GROUP PLC (the "Company")

## Attendance Card

Please bring this card with you to the General Meeting and present it at shareholder registration/accreditation.

## Additional Holders:


For use at the general meeting (the "General Meeting") of the Company to be held at 12.15 p.m. on 13 March 2025 (or as soon thereafter as the Court Meeting concludes or is adjourned) at the offices of Norton Rose Fulbright LLP at 3 More London Riverside, London, SE1 2AQ.

Please read the Notice of General Meeting in Part 11 of the Scheme Document and the Explanatory Notes before completing this Form of Proxy.

## Shareholder Reference Number

Please detach this portion before posting this proxy form


## Form of Proxy – General Meeting to be held on 13 March 2025 at 12.15 p.m.



### Cast your Proxy online on [www.eproxyappointment.com/Login](http://www.eproxyappointment.com/Login)

**It's fast, easy and secure!**

You will be asked to enter the Control Number, Pin and Shareholder Reference Number (SRN) shown below and to agree to certain terms and conditions.



**Control Number**

920606

**Shareholder reference number**

**PIN**

View the Scheme Document online: <https://www.goodenergy.co.uk/investors/important-notice/>

Please lodge your proxy appointments with the Company's Registrar at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 12.15 p.m. on 11 March 2025 (or in the case of an adjournment, no later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the adjourned General Meeting).

### Explanatory Notes:

1. Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting, in Part 11 of the Scheme Document. Before completing this Form of Proxy, please also read the "Action to be Taken" section set out in the Scheme Document. Save where otherwise defined herein, capitalised terms and expressions used in this Form of Proxy shall have the meanings given to them in the Scheme Document.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company as the holder of Good Energy Shares at the Voting Record Time (expected to be 6.00 p.m. on 11 March 2025) (or, if the General Meeting is adjourned, at 6.00 p.m. on the day which is two Business Days prior to the date of the adjourned General Meeting) shall be entitled to attend and vote at the General Meeting as a member in respect of the number of shares registered in their name at the time.
3. You are strongly encouraged to complete and return this Form of Proxy even if you wish to attend the General Meeting. Appointing a proxy will not prevent a member from attending and voting in person at the General Meeting should he or she so wish, but will ensure that your vote is counted if you are unable to attend.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Good Energy Shares you hold. You may not appoint more than one proxy to exercise rights attached to any one Good Energy Share. If you appoint more than one proxy, each proxy being for a specified number of Good Energy Shares which in aggregate exceeds the number of Good Energy Shares registered in your name, the Company shall have the right to either treat all such proxies as invalid or to treat only some of such proxies as invalid provided that the remaining proxies which are treated as valid are for a specified number of Good Energy Shares which in aggregate do not exceed the number of Good Energy Shares registered in your name. To appoint more than one proxy, you may photocopy this form. Please indicate in the space provided next to the proxy holder's name the number of Good Energy Shares in relation to which that proxy is authorised to act. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and returned together in the same envelope.
5. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled "Number of Good Energy Shares" the number of Good Energy Shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, in the case of a corporate member, the full voting entitlement for each relevant designated account).
6. When two or more valid Forms of Proxy are received for the same Good Energy Share for use at the General Meeting, the one which was executed last shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which of any such two or more valid Forms of Proxy was executed last, none of them shall be treated as valid in respect of that Good Energy Share.
7. To direct your proxy on how to vote on the Special Resolution mark the appropriate box with an 'X'. To withhold your vote on the Special Resolution, select the relevant vote withheld box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes "for" or "against" the Special Resolution. If no voting indication is given, your proxy will vote (or abstain from voting) at his or her discretion. Your proxy will also vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the General Meeting.
8. To be valid, this Form of Proxy must be completed in accordance with these instructions and delivered (together with any power of attorney or other authority under which it is executed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or authority) to the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 12.15 p.m. on 11 March 2025 (or in the case of an adjournment, no later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the adjourned General Meeting).
9. This Form of Proxy must be signed by the member appointing the proxy or by the member's duly authorised attorney or, if the member is a corporation, this Form of Proxy must be executed under the corporation's seal or signed under the hand of its duly authorised officer or attorney or other person(s) authorised to sign it.
10. In the case of joint holders, the vote of the senior joint holder who tenders a vote will be accepted to the exclusion of the votes of any other joint holder. For these purposes, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
11. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the relevant provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same Good Energy Shares.
12. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Computershare Investor Services PLC (ID 3RA50) by not later than 12.15 p.m. on 11 March 2025 (or in the case of an adjournment, no later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the adjourned General Meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host from which Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST). The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Members who prefer to register the appointment of their proxy electronically can do so through via logging on to [www.eproxyappointment.com/Login](http://www.eproxyappointment.com/Login) and following the instructions therein. You will need to use the Control Number, Shareholder Reference Number and Pin printed on this Form of Proxy.
14. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io).
15. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Computershare Investor Services PLC after 12.15 p.m. on 11 March 2025 (or, in the case of an adjourned General Meeting, later than 48 hours prior to the time and date set for the adjourned General Meeting, excluding any part of a day which is a non-working day).
16. If you have any questions about this Form of Proxy, the General Meeting or how to complete this Form of Proxy or to appoint a proxy through CREST electronic proxy appointment service or online, please call the Company's registrar, Computershare Investor Services PLC on +44 (0) 370 707 1154. Calls are charged at the standard geographical rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Phone lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales). Please note that calls may be recorded and monitored for security and training purposes and Computershare Investor Services PLC cannot provide any advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.
17. Any alterations made in this Form of Proxy should be initiated by the person who signs it.
18. All references in this Form of Proxy to times are to London time unless otherwise stated.

**Kindly Note:** This Form of Proxy is issued to the addressee(s) and is specific to the unique designated account printed on it. This personalized form is not transferable between different:(i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investors Services PLC accept no liability for any instruction that does not comply with the conditions.

1. Is your address correct? If not, please let us know of any changes by calling Computershare's helpline on +44 (0) 370 707 1154 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk).
2. This Form of Proxy must be signed in order to be valid. Any alterations made to this Form should be initialed.
3. Are you a joint shareholder? If so, please note that any one such joint holder may tender a vote, whether in person or by proxy, however the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding (the first named being the most senior).

### All Named Holders

# Poll Card

To be completed **only** at the General Meeting if a Poll is called.

## SPECIAL RESOLUTION

THAT:

- (A) for the purpose of giving effect to the scheme of arrangement dated 18 February 2025 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme), a copy of which has been produced to this meeting and for the purposes of identification signed by the Chairman of this meeting, in its original form or with or subject to any modification, addition, or condition agreed by the Company and Esyasoft and approved or imposed by the High Court of Justice of England and Wales, the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for implementing the Scheme; and
- (B) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the new article 158 as set out in the Scheme Document

For      Against      Vote  
Withheld

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature

Date

In the case of a corporation, a letter of representation will be required unless this has already been lodged at registration.

## Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair. Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

Number of Good Energy Shares\*

Please only complete this box if you do not wish to use your full voting entitlement (see Explanatory Note 4 or 5).

We hereby appoint the Chair of the General Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the General Meeting of Good Energy Group plc to be held at to be held at **12.15 p.m.** on 13 March 2025 at the offices of **Norton Rose Fulbright LLP at 3 More London Riverside, London, SE1 2AQ** and at any adjourned meeting for the purposes of considering and, if thought fit, approving (with or without modification) the proposed Scheme of Arrangement (the “**Scheme**”) referred to in the terms of the notice convening the General Meeting dated 18 February 2025 and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

\* If you do not wish to appoint a proxy to use your full voting entitlement, please refer to Explanatory Note 5 (see front). For the appointment of more than one proxy, please refer to Explanatory Note 4 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

**IMPORTANT: Please use a black pen. Mark with an X inside the box shown in this example**

## SPECIAL RESOLUTION

THAT:

- (A) for the purpose of giving effect to the scheme of arrangement dated 18 February 2025 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme), a copy of which has been produced to this meeting and for the purposes of identification signed by the Chairman of this meeting, in its original form or with or subject to any modification, addition, or condition agreed by the Company and Esyasoft and approved or imposed by the High Court of Justice of England and Wales, the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for implementing the Scheme; and
- (B) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the new article 158 as set out in the Scheme Document

For      Against      Vote  
Withheld

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name

Official Capacity

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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