

Dear Good Energy shareholder,

**Recommended cash offer for Good Energy Group PLC by Esyasoft Investment Holding RSC Limited (Esyssoft), a wholly owned subsidiary of Esyasoft Holding Limited**

On 27 January 2025, the boards of Esyasoft and Good Energy announced that they had reached agreement on the terms of a recommended cash offer by Esyasoft for the entire issued and to be issued ordinary share capital of Good Energy at 490 pence per share. It is intended that the offer will be implemented by way of a court sanctioned scheme of arrangement under Part 26 of the Companies Act 2006.

The purpose of this email is to notify you that a shareholder circular containing further information on the offer and setting out the detailed terms and conditions of the Scheme (the "**Scheme Document**") is available online at [www.goodenergy.co.uk/investors/important-notice](http://www.goodenergy.co.uk/investors/important-notice).

Any capitalised terms used but not defined in this email have the meaning given to them in the Scheme Document.

**Voting on the offer**

The Scheme requires approval by the requisite majorities of shareholders of:

- a resolution to be proposed at a Court Meeting; and
- a special resolution to be proposed at a separate General Meeting.

The Court Meeting and the General Meeting are to be held at the offices of Norton Rose Fulbright LLP at 12.00pm and 12.15pm respectively at 3 More London Riverside, London, SE1 2AQ on 13 March 2025.

**IT IS IMPORTANT THAT, FOR THE COURT MEETING, AS MANY SHAREHOLDERS AS POSSIBLE PARTICIPATE IN THE VOTE (IN PERSON OR BY PROXY). YOU ARE THEREFORE STRONGLY URGED TO SIGN AND RETURN YOUR FORMS OF PROXY OR APPOINT A PROXY ONLINE OR ELECTRONICALLY THROUGH CREST AS SOON AS POSSIBLE. THE INSTRUCTIONS ON HOW TO DO SO ARE SET OUT BELOW.**

**Summary instructions on how to vote**

To appoint a Proxy for each Meeting, you can use one of the following methods:

- Online – log in to [www.eproxyappointment.com/Login](http://www.eproxyappointment.com/Login) using the details below:

Court Meeting Control Number – 920605; General Meeting Control Number – 920606

Shareholder Reference Number –

Pin Number –

- In person – attend and vote at the Meetings in person. Please inform [investor.relations@goodenergy.co.uk](mailto:investor.relations@goodenergy.co.uk) if you plan to attend the Meetings.
- CREST - If you hold shares in uncertificated form through CREST you may appoint a Proxy for each Meeting through the CREST electronic proxy appointment service using the procedures described in the CREST Manual.

We strongly encourage you to submit your proxy vote as soon as possible.

Further details of how to vote are set out in section 19 of Part 2 (Explanatory statement) of the Scheme Document.

If you have any questions concerning this email or how to cast your vote, please call Computershare Investor Services PLC, between 8.30 a.m. and 5.30 p.m. on +44 (0)370 707 1154 or submit a request in writing to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

**Please refer to the Scheme Document**

This email is not a summary of the Scheme Document, and should not be regarded as a substitute for reading the Scheme Document and Forms of Proxy in full. It is strongly advised that you read the Scheme Document before taking any action.

## **Recommendation**

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

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

Thank you,

Nigel Pocklington

CEO  
Good Energy Group plc

### ***Directors' responsibility***

*The directors of Good Energy accept responsibility for the information contained in this email (including any expressions of opinion) and, to the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this email is in accordance with the facts and does not omit anything likely to affect the import of the information.*

### ***Important information***

*If you have sold or otherwise transferred all your shares in Good Energy, subject to the restrictions on distribution described below and in the Scheme Document, please forward this email as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, this email must not be forwarded or transmitted in, into or from any jurisdiction in which such act would constitute a violation of the relevant laws or regulations of such jurisdiction. Therefore, persons into whose possession this email comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. If you sell or have sold or otherwise transferred only part of your holding of Good Energy shares, you should retain this email and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.*

### ***Disclosure requirements of the Takeover Code (the "Code")***

*Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

***Rights to receive documents in hard copy form***

*Good Energy Shareholders, participants in the Good Energy Share Plans and persons with information rights may request a hard copy of this email (and any information incorporated by reference in this email), free of charge, by contacting Good Energy's registrars, Computershare Investor Services PLC, during business hours on +44 (0)370 707 1154 or by submitting a request in writing to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY. Calls to this number are charged at network providers' standard rate and may be included within free allowances (please check with your network provider). Calls outside the United Kingdom will be charged at the applicable international rate. Lines will be open between 8:30 a.m. and 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales. If calling from outside of the UK, please ensure the country code is used. For persons who receive a copy of this email in electronic form or via a website notification, a hard copy of this email will not be sent unless so requested. Such persons may also request that all future documents, announcements and information in relation to the Acquisition are sent to them in hard copy form. Please note that Computershare Investor Services PLC cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.*