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If you have sold or otherwise transferred all of your shares in i3 Energy PLC (“i3 Energy” or the “Company”) please send this document 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 or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares. If you have sold or transferred part only of your holding in shares in i3 Energy you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



i3 ENERGY

i3 ENERGY PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 10699593)

NOTICE OF GENERAL MEETING

The Board takes the well-being of its colleagues and shareholders seriously and has been closely monitoring the evolving Coronavirus (COVID-19) pandemic. The General Meeting is an important event but, in light of the current situation, the General Meeting will be purely functional in format to comply with the relevant legal requirements and to enable shareholders to pass the necessary resolutions for the conduct of the business and affairs of the Company. The Board plans to hold the General Meeting at the Company’s London office address being 2 Riding House Street, London, W1W 7FA on 4 September 2020 at 1:00 p.m. (BST).

You will not receive a form of proxy for the General Meeting in the post. Further details regarding voting arrangements can be found on page (ii).

A summary of the action to be taken by Shareholders is set out in the explanatory notes to the Notice of the General Meeting set out at the end of this document.

EXPECTED TIMETABLE

Date of this Document	7 August 2020
Last time and date for appointment of a proxy	1:00 p.m. (BST) on 2 September 2020
General Meeting	1:00 p.m. (BST) on 4 September 2020

ANNUAL REPORT AND FINANCIAL STATEMENTS

Due to Coronavirus (COVID-19), the finalisation of the Company's annual report and financial statements for the period ended 31 December 2019 (the "Annual Report") was delayed and therefore not available for the purposes of the Company's AGM on 30 June 2020. Accordingly, the business of the General Meeting is to enable the Company's shareholders to vote on whether to: (i) receive the Annual Report; (ii) re-appoint PKF Littlejohn LLP as the Company's auditor; and (iii) allow the Company's directors to fix the auditors' remuneration.

VOTING ARRANGEMENTS

Given the UK Government's current guidance on social distancing and prohibition on public gatherings, we have had to take a number of precautions in relation to the format of this General Meeting:

- In light of the current situation, and in accordance with the current UK Government guidance, it will not be possible for all shareholders to attend the General Meeting in person.
- We expect only the Chairman and a very limited number of directors, who are required to be at our office for necessary work purposes, to be in attendance at the General Meeting to ensure a quorum and to conduct the business of the meeting.
- No other directors or members of senior management will attend and social distancing measures will be in place in order to comply with current requirements.

UNDER THE UK GOVERNMENT'S CURRENT PROHIBITION ON PUBLIC GATHERINGS, IT WILL NOT BE POSSIBLE FOR ALL SHAREHOLDERS TO ATTEND THE GENERAL MEETING IN PERSON. WE THEREFORE STRONGLY ENCOURAGE SHAREHOLDERS TO VOTE ON ALL RESOLUTIONS BY COMPLETING AN ONLINE PROXY APPOINTMENT FORM APPOINTING THE CHAIRMAN OF THE MEETING AS YOUR PROXY, TO REGISTER ANY QUESTIONS IN ADVANCE AND NOT TO ATTEND THE MEETING IN PERSON.

Details of how to appoint the Chairman of the meeting as proxy are set out below.

Shareholders are encouraged to submit their voting instructions as soon as possible, even if they might intend to attend the General Meeting in person should the Coronavirus (COVID-19) situation and the UK Government's guidance change so as to permit this. See below for details with regard to voting instructions.

Shareholders can submit questions to the Board in advance of the General Meeting by emailing such questions to i3energy@camarco.co.uk by no later than 1:00 p.m. (BST) on 2 September 2020. The Board will consider all questions received and provide a written response.

The health and well-being of our shareholders and colleagues remains our priority and the steps set out above are necessary and appropriate ones given the current pandemic.

You will not receive a form of proxy for the General Meeting with this Notice. Instead, if you would like to vote on the resolutions, you may appoint a proxy via www.signalshares.com by following the instructions on that website or, if you hold your shares in CREST, via the CREST system. Notice of your appointment of a proxy should reach the Company's Registrar, Link Asset Services, by no later than 1:00 p.m. (BST) on 2 September 2020.

You may request a hard copy form of proxy directly from the Company's Registrar, Link Asset Services, by calling 0871 664 0391. Calls are charged at the standard geographic rate and will vary by provider. If you are outside the United Kingdom, please call +44 (0)371 664 0391. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am. – 5.30 pm. (BST), Monday to Friday, excluding public holidays in England and Wales.

If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting (the “**General Meeting**”) of i3 Energy plc (the “**Company**”) will be held at the offices of 2 Riding House Street, London, W1W 7FA on 4 September 2020 at 1:00 p.m. (BST) to consider and, if thought fit, pass the following resolutions. All resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. To receive the Company’s annual report and accounts for the financial year ended 31 December 2019.
2. To re-appoint PKF Littlejohn LLP as auditor of the Company, to hold office from the conclusion of this general meeting until the conclusion of the next general meeting at which the Company’s accounts are laid before the Company.
3. To authorise the Company’s Audit Committee to determine the remuneration of the auditor.

Dated: 7 August 2020

BY ORDER OF THE BOARD

Registered Office:

New Kings Court Tollgate
Chandler’s Ford
Eastleigh
Hampshire
United Kingdom
S053 3LG

EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING

General

The notes on this page give an explanation of the proposed resolutions. Resolutions 1 – 3 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 1 – Annual Report and Accounts

The Directors must lay the Company's accounts, the Directors' report and the Auditor's report before the shareholders in a general meeting. A copy of those accounts and reports are available on the Company's website at <https://i3.energy/>.

Resolution 2 – Appointment of auditors

At each meeting at which the Company's accounts are presented to its shareholders, the Company is required to appoint an auditor to serve until the next such meeting. The Directors, on recommendation from the Audit Committee, recommends the re-appointment of PKF Littlejohn LLP.

Resolution 3 – To authorise the Audit Committee to determine the remuneration of the auditor

This resolution gives authority to the Audit Committee to determine the auditor's remuneration.

Recommendation

The Directors consider the passing of the Resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that all shareholders vote in favour of the Resolutions, as they intend to do, or procure to be done, in respect of their own beneficial shareholdings, being, in aggregate, 13,876,686 Ordinary Shares, representing approximately 12.88 per cent. of the Ordinary Share capital of the Company in issue at 7 August 2020, being the latest practicable date before the publication of this Notice.

Notes:

The following notes explain your general rights as a member of the Company and your right to attend and vote at the General Meeting or appoint someone else on your behalf. As is stated earlier, the General Meeting will be run as a closed meeting as a result of current UK Government restrictions on public gatherings resulting from the Coronavirus (COVID-19) pandemic. Accordingly, in the absence of a change in UK Government restrictions and a decision by the Board, it will not be possible for members of the Company to attend the General Meeting in person. The following notes should be read in that context. Members of the Company are therefore strongly encouraged to vote on all of the Resolutions by completing an online proxy appointment form appointing the Chairman of the General Meeting as their proxy.

1. The Resolutions are subject to the approval of the shareholders (being the holders of Ordinary Shares).
 2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members holding Ordinary Shares in the capital of the Company and registered on the Company's register of members by close of business on 2 September 2020 (London time) (or, if the General Meeting is adjourned, at close of business on the day which is two days before the date of the adjourned General Meeting) shall be entitled to attend and vote at the General Meeting.
 3. If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact the Company's registrars using the contact details set out at note 14 below.
 4. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Details of how to appoint the Chairman of the General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
 5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars using the contact details set out at note 14 below.
 6. To direct your proxy on how to vote on the Resolutions, please mark the appropriate box with an "X". To abstain from voting, 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 calculation of votes for or against the relevant Resolution. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
 7. The notes to the proxy form explain how to direct your proxy how to vote on each Resolution or withhold their vote. If you return more than one proxy appointment, either by paper or electronic communication, the proxy appointment received last by the Company's registrars before the latest time for receipt of proxies will take precedence.
 8. To appoint a proxy using the proxy form, the form must be:
 - a. completed and signed;
 - b. sent to Link Asset Services, PXS1 34 Beckenham Road, Beckenham Kent, BR3 4ZF or hand delivered to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. Shareholders can request a hard copy form of proxy by contacting our registrars, Link Asset Services on 0371 664 0391 if calling from the United Kingdom, or +44(0)371 664 0391 if calling from outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls outside of the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales;
 - c. received no later than 1:00 pm. on 2 September 2020 or 48 hours before the time fixed for any adjourned meeting at which the proxy is to vote.
- In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
 10. The return of a completed form of proxy (in hard copy form or by electronic means), other such instrument or any CREST Proxy Instruction (as described in note 12 below) will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
 11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by using the procedures described in the CREST Manual (available from <https://euroclear.com/site/public/EUJ>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 12. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuers' agent Link Asset Services ID RA10 by 1:00 pm on 2 September 2020. 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 application host) from which the issuers' agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 13. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
 14. Members who have general queries about the General Meeting should do so by calling Link Asset Services on 0871 664 0300 (or, if calling from outside the UK, on +44 (0) 371 664 0300). 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. We are open between 09:00 – 17:30, Monday to Friday

excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide investment advice, nor advise you on how to cast your vote on the Resolutions.

15. If a corporation is a member of the Company, it may by resolution of its directors or other governing body authorise one or more persons to act as its representative or representatives at the General Meeting and any such representative or representatives shall be entitled to exercise on behalf of the corporation all the powers that the corporation could exercise if it were an individual member of the Company. Corporate representatives should bring with them to the General Meeting either an original or certified copy of the appropriate board resolution or an original letter confirming the appointment, provided it is on the corporation's letterhead and is signed by an authorised signatory and accompanied by evidence of the signatory's authority.
16. As at 7 August 2020 (being the latest practicable business day prior to the date of posting of this notice of General Meeting), the Company's issued Ordinary Share capital comprised 107,714,400 Ordinary Shares of £0.0001 each and therefore that the total voting rights in the Company as at that time were 107,714,400.

