

# NOTICE OF ANNUAL GENERAL MEETING

## i3 ENERGY PLC

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

Notice is hereby given that the first Annual General Meeting of i3 Energy PLC (the “**Company**”) will be held at the offices of W.H. Ireland Limited at 24 Martin Lane, London, EC4R 0DR, United Kingdom on 28 June 2018 at 11:00 a.m for the purposes of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 to 14 will be proposed as special resolutions.

### ORDINARY RESOLUTIONS

1. To receive the Company’s annual report and accounts for the financial year ended 31 December 2017.
2. To elect Richard Millington Ames as a director of the Company.
3. To elect Neill Ashley Carson as a director of the Company.
4. To elect Graham Andrew Heath as a director of the Company.
5. To elect David John Wissler Knox as a director of the Company.
6. To elect Majid Shafiq as a director of the Company.
7. That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the “**Act**”), in addition to all existing authorities, to exercise all the powers of the Company to allot ordinary shares of £0.0001 each in the Company (“**Ordinary Shares**”) or grant rights to subscribe for, or convert any security into Ordinary Shares:
  - a. up to a maximum aggregate nominal value of £1,546.49, representing approximately one-third of the fully diluted Ordinary Share capital of the Company as at 31 May 2018 (assuming all loan note holders elect to convert their loan notes into Ordinary Shares); and
  - b. comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £1,546.49 (representing approximately one-third of the fully diluted Ordinary Share capital of the Company (assuming all loan note holders elect to convert their loan notes into Ordinary Shares) in connection with a pre-emptive offer by way of a rights issue,

provided that the authorities in this Resolution 7 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 28 June 2019, whichever is earlier, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

For the purposes of this Resolution 7, “rights issue” means an offer of equity securities to: (i) holders of Ordinary Shares on a fixed record date in proportion to their respective holdings of such shares; and (ii) other persons entitled to participate in such offer by virtue of, and in accordance with, the rights attaching to any other equity securities held by them, in each case, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws or the requirements of any regulatory body or stock exchange of any territory or otherwise.

8. That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Act, in addition to all existing authorities, to exercise all the powers of the Company to allot Ordinary Shares or grant rights to subscribe for, or convert any security into Ordinary Shares up to an aggregate nominal value of £704.13, such authority to expire after the period of 5 years after the passing of this resolution, except that the Company may before such expiry make an agreement which would or might require equity securities to be allotted after such expiry (or any revocation or replacement of such authority) and the Directors may allot equity securities pursuant to such agreement as if the authority in question had not expired (or been replaced or revoked), such authority being granted in connection with: (i) the issue of new Ordinary Shares to holders of loan notes in the Company pursuant to the

conversion by such holders of their loan notes into Ordinary Shares; and (ii) the issue of new Ordinary Shares to holders of options over shares in the Company pursuant to the exercise by such holders of their options.

9. To appoint PKF Littlejohn LLP as auditor of the Company, to hold office from the conclusion of this annual general meeting until the conclusion of the next general meeting at which the Company's accounts are laid before the Company.
10. To authorise the Company's Audit Committee to determine the remuneration of the auditor.
11. To increase the maximum number of Ordinary Shares which may be allocated under any share plan adopted by the Company to such number as represents 15 per cent. of the Ordinary Share capital of the Company in issue from time to time.

## **SPECIAL RESOLUTIONS**

12. THAT, conditional on the passing of Resolution 7 above and in addition to all existing authorities, the Directors be and are hereby generally and unconditionally authorised pursuant to sections 570 and 573 of the Act to make allotments of equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 7 as if section 561 of the Act did not apply to any such allotment, provided that such power shall be limited to the allotment of equity securities:
  - a. in the case of paragraph (a) of Resolution 7: (i) in connection with a pre-emptive offer and (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £1,546.49 (representing approximately one-third of the fully diluted Ordinary Share capital of the Company (assuming all loan note holders elect to convert their loan notes into Ordinary Shares)); and
  - b. in the case of paragraph (b) of Resolution 7, in connection with a rights issue, provided that such authority will expire at the same time as the authority granted pursuant to the passing of Resolution 7, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry date and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution had expired.
13. THAT the Company be generally and unconditionally authorized for the purpose of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of fully-paid Ordinary Shares on such terms and in such manner as the Directors may decide, provided that:
  - a. the maximum number of Ordinary Shares that may be purchased pursuant to this authority is 4,639,476, representing approximately one-tenth of the Company's fully diluted Ordinary Share capital (assuming all loan note holders elect to convert their loan notes into Ordinary Shares) as at 31 May 2018;
  - b. the minimum price that may be paid for any such Ordinary Share shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase) at the time of purchase;
  - c. the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share is an amount equal to the higher of: (i) 105 per cent. of the average market value of an Ordinary Share, as derived from the London Stock Exchange Daily Official List for the five business days prior to the day on which the purchase is made; and (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 London Stock Exchange Trading System; and
  - d. unless previously renewed, revoked or varied in accordance with the Act, this authority shall expire on 28 June 2019, or, if earlier, at the conclusion of the next annual general meeting of the Company to be held in 2019, but the Company may make a contract to purchase Ordinary Shares under this authority before its expiry which will or may be completed wholly or partly after the expiry of this authority, and may complete such a purchase as if this authority had not expired.

14. THAT, conditional on the passing of Resolution 8, the Directors be and are hereby generally and unconditionally authorised pursuant to sections 570 and 573 of the Act to make allotments of equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 8 as if section 561 of the Act did not apply to any such allotment, such authority to expire at the conclusion of the Company's next annual general meeting, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry date and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution had expired.

Dated: 1 June 2018

**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 ANNUAL GENERAL MEETING**

### **General**

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 – 11 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. Resolutions 12 to 14 are proposed as special resolutions. This means that for these resolution to be passed, at least three quarters of the votes cast must be in favour of the resolutions.

### **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/>

### **Resolutions 2 – 6 – Election of Directors**

The Company's Articles of Association require that any Director appointed by the Directors shall retire at the next AGM following their respective appointments and be eligible for re-election. This being the Company's first AGM, all directors will seek election by members.

### **Resolution 7 – Renewal of authority to allot shares**

The purpose of this resolution is to give the Directors powers to allot shares. The authority in paragraph (a) of this resolution, if passed, would provide the Directors with a general authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal amount of £1,546.49 pursuant to a rights issue, which is equal to approximately one-third of the fully diluted ordinary share capital of the Company as at 31 May 2018 (assuming all loan note holders elect to convert their loan notes into Ordinary Shares).

Paragraph (b) of this resolution will grant the Directors additional authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a further nominal amount of £1,546.49, which is equal to approximately one-third of the fully diluted issued share capital of the Company as at 31 May 2018, being the latest practicable date before the publication of this Notice.

The Directors have no present intention of exercising the authorities sought pursuant to this resolution but consider them desirable to allow the Company to retain flexibility. The authorities will expire on 28 June 2019, or, if earlier, at the conclusion of the next annual general meeting to be held in 2019, unless previously renewed, revoked or varied by the Company in a general meeting. It is the intention of the Directors to renew these authorities annually at each annual general meeting.

### **Resolution 8 – Authority to allot shares**

The purpose of this resolution is to give the Directors powers to allot shares issued pursuant to: (i) the conversion by holders of loan notes in the Company of loan notes held by them into shares; and (ii) the exercise by holders of options over shares in the Company of options held by them. The level of authority sought is the maximum number of shares which could be issued pursuant to: (i) the conversion of existing loan notes in the Company; and (ii) the exercise of options over shares in the event that the Company issues the maximum number of options it is able (assuming the passing of resolution 11).

The Directors have no present intention of exercising the authorities sought pursuant to this resolution but consider them desirable to allow the Company to retain flexibility. The authorities will expire on 28 June 2023 unless previously renewed, revoked or varied by the Company in a general meeting.

### **Resolution 9 – 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 appointment of PKF Littlejohn LLP.

### **Resolution 10 – 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.

**Resolution 11 – To increase the number of options which may be granted pursuant to the Company’s share plans**

Pursuant to the terms of the Company’s existing share plans, the number of options granted may not exceed 12 per cent. of the issued Ordinary Share capital of the Company from time to time. The purpose of this resolution is to increase such limit to 15 per cent. of the issued Ordinary Share capital of the Company from time to time.

Pursuant to the terms of the Company’s share plans, shareholder approval is required to effect such amendment. The amendment is therefore proposed as an ordinary resolution at the AGM.

**Resolution 12 – Disapplication of pre-emption rights**

Section 561(1) of the Companies Act 2006 provides that if the Directors wish to allot any equity securities, or sell any treasury shares (if it holds any), for cash, the Company must first offer them to existing shareholders in proportion to their existing shareholdings. Section 561 does not apply in connection with allotments made pursuant to an employee share scheme.

The purpose of this resolution is to seek power for the Directors to allot equity securities or sell any treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply, in connection with rights issues, open offers and other pre-emptive offers pursuant to the authority granted by resolution 7. The power conferred by this resolution will expire at the same time as the authority granted by resolution 6, unless previously renewed, revoked or varied by the Company in a general meeting. It is the intention of the Directors to renew this power annually at each annual general meeting.

**Resolution 13 – To approve the purchase of the Company’s own shares**

This resolution would, if passed, authorise the Company to make market purchases of up to 4,639,476 of its own Ordinary Shares, representing approximately 10 per cent. of the Company’s fully diluted ordinary share capital (assuming all loan note holders elect to convert their loan notes into Ordinary Shares) as at 31 May 2018. The resolution specifies the minimum and maximum prices at which the Ordinary Shares may be bought under this authority. This authority will expire at the conclusion of the Company’s next annual general meeting, or 28 June 2019, whichever is earlier.

The Directors have no present intention to exercise the authority granted by this resolution, but the authority provides the flexibility to allow them to do so in the future. The Directors would not exercise the authority unless they believed that the expected effect would promote the success of the Company for the benefit of its shareholders as a whole. Any shares purchased would be effected by a purchase in the market and may either be cancelled or held as treasury shares, which may then be cancelled or sold for cash. As at 31 May 2018, the Company did not hold any shares in treasury.

**Resolution 14 – Disapplication of pre-emption rights**

The purpose of this resolution is to seek power for the Directors to allot equity securities or sell any treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply, in connection with rights issues, open offers and other pre-emptive offers pursuant to the authority granted by resolution 8. The power conferred by this resolution will expire at the same time as the authority granted by resolution 8, unless previously renewed, revoked or varied by the Company in a general meeting.

**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 as at 31 May 2018, being the latest practicable date before the publication of this Notice, in aggregate, 13,138,871 Ordinary Shares, representing approximately 36 per cent. of the Ordinary Share capital of the Company in issue at 31 May 2018.



#### Notes:

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 26 June 2018 (London time) (or, if the Annual General Meeting is adjourned, at close of business on the day which is two days before the date of the adjourned Annual General Meeting) shall be entitled to attend and vote at the Annual 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 Annual General Meeting and you should have received a form of proxy with this document. 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 13 below.
4. A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual 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 Annual 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 13 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 Annual 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.

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; and
  - (c) received no later than 11 a.m. on 26 June 2018 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.
8. 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).
9. The return of a completed form of proxy, other such instrument or any CREST Proxy Instruction (as described in note 12 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment of the Annual General Meeting) by using the procedures described in the CREST Manual (available from <https://euroclear.com/site/public/EUI>). 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.
11. 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 11 a.m. on 26 June 2018. 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.
12. 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.
13. Members who have general queries about the Annual 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 cost 12p per minute plus your phone company's access charge. 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.
14. 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 Annual 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 Annual 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.
15. As at 31 May 2018 (being the latest practicable business day prior to the date of posting of this notice of Annual General Meeting), the Company's issued Ordinary Share capital comprised 37,623,250 Ordinary Shares of £0.0001 each and therefore that the total voting rights in the Company as at that time were 37,623,250.

