

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult an appropriate independent financial adviser. If you have sold or otherwise transferred all your Ordinary Shares in Camco Clean Energy plc you should forward this document and the accompanying form of proxy 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.



CAMCO CLEAN ENERGY PLC

**Letter from the Chairman
and
Notice of Annual General Meeting**

NOTICE OF THE ANNUAL GENERAL MEETING of the Company to be held at the Meridian Room, Ground Floor, Clerkenwell Workshops, 31 Clerkenwell Close, London EC1R 0AT at 12.00 p.m. on 3rd August 2015 is contained within this document.

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Camco Clean Energy plc
3rd Floor
Standard Bank House
47-49 La Motte Street
St Helier
Jersey JE2 4SZ

Registered in Jersey
Company No. 92432

3rd July 2015

Dear Shareholder

I am pleased to attach the Notice of the Annual General Meeting of Camco Clean Energy plc (the “Company”) to be held at the Meridian Room, Ground Floor, Clerkenwell Workshops, 31 Clerkenwell Close, London EC1R 0AT at 12.00 p.m. on 3rd August 2015 (the “Meeting”). A form of proxy for use at the Meeting is also enclosed at the end of this document. If you would like to vote on the resolutions but cannot come to the Meeting, please fill in the form of proxy and return it to the Company’s Registrar at Computershare Investor Services (Jersey) Ltd, c/o The Pavilions, Bridgwater Road, BRISTOL BS99 6ZY as soon as possible. To be effective, forms of proxy must be lodged by 12.00 p.m. on Thursday 30 July 2015. You may also submit your proxy electronically via fax or e-mail. Instructions on how to do this can be found on the form of proxy.

As usual, our Directors and senior managers will be pleased to meet shareholders prior to the meeting from 11.30 a.m. I do recommend that you arrive by 11.45 a.m. to enable us to carry out all of the registration formalities to ensure a prompt start at 12.00 p.m. Following the meeting, Scott McGregor, CEO of the Company, will present an overview of the Company’s performance and future plans to investors.

At this year’s Meeting there are 4 resolutions which shareholders are asked to approve, all of which are 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. An explanation of each of these resolutions is given below.

Resolution 1: Annual Report and Financial Statements

The Company is required to lay before shareholders in general meeting the annual report and financial statements of the Company for each financial year. The directors ask that shareholders receive the Company’s annual report and financial statements for the year ended 31 December 2014, including the reports of the directors and the auditor.

Resolution 2: Remuneration Report

The Report of the Remuneration Committee, which includes a statement by Zainul Rahim bin Mohd Zain, Chairman of the Remuneration Committee, is set out on pages 18 to 21 of the 2014 annual report and financial statements. The Report of the Remuneration Committee sets out payments made during 2014 and explains how the remuneration policy will be implemented in 2015. The Report of the Remuneration Committee contains specific details of directors’ remuneration, share interests and the Company’s remuneration policy. The vote on the Report of the Remuneration Committee, under Resolution 2, is advisory only and any entitlement of a director to remuneration is not made conditional on the Resolution being passed.

The Directors’ Remuneration Policy was approved by shareholders as part of the Report of the Remuneration Committee (forming part of the 2013 annual report and financial statements) at the 2014 Annual General Meeting and remains unchanged.

Resolution 3: Auditors’ Report

The Company is required to lay before shareholders the report of the auditor to the annual report and financial statements of the Company for the year ended 31 December 2014.

Resolution 4: Auditor

The Company is required to appoint or reappoint its auditor, KPMG LLP, at each general meeting at which annual report and financial statements are presented until the conclusion of the next general meeting at which annual report and financial statements are laid and to authorise the directors to determine the auditor’s remuneration. KPMG LLP has confirmed its willingness to stand for re-appointment as auditor of the Company until the conclusion of the Annual General Meeting of the Company to be held in 2016. The directors recommend the re-appointment of KPMG LLP.

Resolution 4 also authorises the Board of Directors, in accordance with standard practice, to agree the remuneration of the auditor. The Board has delegated this responsibility to the Audit and Risk Committee.

The directors consider that all proposals to be considered at the Meeting are in the best interests of the Company and its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions, as they intend to do in respect of their own shareholdings.

Yours sincerely

A handwritten signature in black ink, appearing to read 'J Kenna', written in a cursive style.

Dr Jeff Kenna
Chairman

3rd July 2015

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM") of the Company will be held in accordance with the Companies (Jersey) Law 1991 and the Company's Articles of Association in the Meridian Room, Ground Floor, Clerkenwell Workshops, 31 Clerkenwell Close, London EC1R 0AT, United Kingdom on Monday 3rd August 2015 at 12:00 p.m. for the following purposes:

ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive, consider and adopt the Company's annual report and financial statements for the financial year ended 31 December 2014.
2. To receive, consider and adopt the Company directors' report and the directors' remuneration report for the financial year ended 31 December 2014.
3. To receive, consider and adopt the auditors' report on the Company's annual report and financial statements and the auditable part of the remuneration report for the financial year ended 31 December 2014.
4. To elect and reappoint KPMG LLP as auditors to hold office from the conclusion of this meeting to the conclusion of the next annual general meeting at which annual report and financial statements are laid before the Company and to authorise the directors to fix the remuneration of KPMG LLP.

BY ORDER OF THE BOARD

Corporate Company Secretary
Consortia Secretaries Limited
3rd Floor
Standard Bank House
47-49 La Motte Street
St Helier
Jersey JE2 4SZ

3rd July 2015

Notes:

Right to attend and vote at the AGM

Pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days business before the meeting or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. In each case, changes to entries on the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

A form of ID and the Shareholder Reference Number printed on the Form of Proxy will be required if shareholders intend to vote at the AGM.

Proxy appointment

Any shareholder of the Company entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote instead of him or her provided that each proxy is appointed to attend, speak and vote in respect of a different share or shares. A proxy need not be a member of the Company. Appointing a proxy will not prevent a shareholder from attending in person and voting at the AGM. If a share is held by joint shareholders and more than one of the joint shareholders votes (including by way of proxy), the only vote that will count is the vote of the person whose name is listed before the other voter(s) on the Register of Members.

To be effective, the enclosed proxy form must be posted / faxed / emailed to Computershare at the addresses set out in the proxy form below not later than 12.00 p.m. 30 July 2015 being 2 business days before the time appointed for holding the Annual General Meeting. Completion of the proxy does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer, attorney or other representative. In the case of joint holders, this form of proxy must be signed by that one of the joint holders whose name stands first in the register of members in respect of the joint holding.

The Chairman shall act as a proxy unless another proxy is desired, in which case, insert full name of your proxy in the space provided. A proxy will act in his/her/its discretion in relation to any business, other than the resolutions set out in the proxy form, at the meeting (including any resolution to amend a resolution or to adjourn the meeting). If two or more valid but differing proxy appointments are received in respect of the same share for use at the same meeting or on the same poll, the one which is last received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share. An "abstain" vote is not a vote in law and will not be counted in the proportion of votes for or against any resolution.

Total voting rights

The total voting rights in the Company as at 3rd July 2015 were 253,135,113. To be passed, ordinary resolutions require a majority in favour of the votes cast. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has fixed the close of business on 30 July 2015 as the record date for determining the uncertificated members entitled to receive this Notice (and the accompanying proxy form), so that such persons entered on the Company's register of members at that time are the persons so entitled.

A copy of this notice and other required information can be found at www.camcocleanenergy.com

Annual General Meeting Proxy Voting Form

When you have completed and signed this form, please return it using the envelope enclosed (no stamp required if sent within the UK) addressed to Computershare Investor Services (Jersey) Ltd, c/o The Pavilions, Bridgwater Road, BRISTOL BS99 6ZY.

Alternatively, you can return the completed and signed form by fax or email:

Fax: +44 (0)870 703 6076

Email: externalproxyqueries@computershare.co.uk

YOU SHOULD ENSURE THAT THIS FORM IS RECEIVED AT COMPUTERSHARE INVESTOR SERVICES (JERSEY) LIMITED NO LATER THAN 12:00 P.M. ON 30 JULY 2015.

I, / We,
Name / Company Name
Address
being a shareholder of Camco Clean Energy plc (the "Company") hereby appoint the Chairman or _____ _____ to act as my / our proxy at, and direct my / our proxy to vote on my / our behalf as indicated below on any poll held in the Meridian Room, Ground Floor, Clerkenwell Workshops, 31 Clerkenwell Close, London EC1R 0AT United Kingdom on Monday 3rd August 2015 at 12:00 p.m. and at any adjournment of the meeting.
I / We have indicated my / our directions by inserting an "X" in the relevant "For", "Against" or "Abstain" boxes.
Signature :
Position:
Name (please print):
Date:

PLEASE TURN OVER

RESOLUTIONS		FOR	AGAINST	ABSTAIN
Ordinary business:				
1	TO receive, consider and adopt the Company's annual accounts for the financial year ended 31 December 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	TO receive, consider and adopt the Company directors' report and the last directors' remuneration report for the financial year ended 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	TO receive, consider and adopt the auditors' report on the Company's annual accounts and the auditable part of the remuneration report for the financial year ended 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	TO elect and reappoint KPMG LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next annual general meeting at which annual accounts are laid before the Company and to authorize the directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>