

**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 redT 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 affected for transmission to the purchaser or transferee.**



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## **redT energy plc**

**Letter from the Chairman**

**and**

**Notice of Annual General Meeting**

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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 11.00 a.m. on Thursday 13th July 2017 is contained within this document.

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redT energy plc  
3rd Floor  
Standard Bank House  
47-49 La Motte Street  
St Helier  
Jersey JE2 4SZ

Registered in Jersey  
Company No. 92432

14<sup>th</sup> June 2017

**Dear Shareholder**

I am pleased to attach the Notice of the Annual General Meeting of redT energy plc (the “Company”) to be held at the Meridian Room, Ground Floor, Clerkenwell Workshops, 31 Clerkenwell Close, London EC1R 0AT at 11.00 a.m. on 13<sup>th</sup> July 2017 (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 11:00 a.m. on 11<sup>th</sup> July 2017. You may also submit your proxy electronically via or e-mail. Instructions on how to do this can be found on the form of proxy.

As usual, a number of our Directors and senior managers will be pleased to meet shareholders prior to the meeting from 10.30a.m. I do recommend that you arrive by 10.45 a.m. to enable us to carry out all of the registration formalities to ensure a prompt start at 11.00 a.m. Following the meeting, Scott McGregor, CEO of the Company, will be available to present an overview of the Company’s performance and future plans to investors.

At this year’s Meeting there are four ordinary resolutions which shareholders are asked to approve. 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. There are also two special resolutions which require at least two-thirds of votes cast to be in favour to be passed. 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<sup>st</sup> December 2016, including the reports of the directors and the auditor.

**Resolution 2: Remuneration Report**

The Report of the Remuneration Committee is set out on page 16 of the 2016 annual report and financial statements. The Report of the Remuneration Committee sets out payments made during 2016 and explains how the remuneration policy will be implemented in 2017. 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.

**Resolution 3: Auditors’ Report**

The Company is required to lay before shareholders the report of the auditor set out at page 21 of the Annual Report for the year ended 31<sup>st</sup> December 2016.

**Resolution 4: Auditor**

The Company is required to appoint or reappoint<sup>1</sup> its auditor, PricewaterhouseCoopers 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. PricewaterhouseCoopers 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 2018. The directors recommend the re-appointment of PricewaterhouseCoopers LLP.

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<sup>1</sup> The directors appointed PWC LLP to replace KPMG in Q1 2017 pursuant to their powers to do so under Article 35.5 of the Companies’ Articles of Association.

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.

**Resolutions 5 and 6 Allotment of Shares**

Under the Companies (Jersey) Law 1991, the directors may only allot shares or grant rights to subscribe for, or convert any security into shares if authorised to do so by the Articles of Association or by the shareholders at a general meeting. Resolution 5 renews a similar authority approved by shareholders at the 2016 Annual General Meeting. The authority, if passed, will give the directors authority to allot new shares in the Company or grant rights to subscribe for, or convert any security into shares in the Company up to a maximum number of 65,392,342 equity securities, representing 10% of the issued share capital of the Company on 14<sup>th</sup> June 2017 (being the latest practicable date prior to the publication of this document).

**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.**

The directors also wish to record their thanks and best wishes to Zainul Rahim who steps down as a non-executive director effective from this AGM.

Yours sincerely



Dr Jeff Kenna  
Chairman

14<sup>th</sup> June 2017

# 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 Thursday 13th July 2017 at 11:00 a.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<sup>st</sup> December 2016.
2. TO receive, consider and adopt the Company directors' report and the directors' remuneration report for the financial year ended 31<sup>st</sup> December 2016.
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<sup>st</sup> December 2016.
4. TO elect and reappoint PricewaterhouseCoopers 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 PricewaterhouseCoopers LLP.

## **SPECIAL BUSINESS**

5. THAT the Directors be and are hereby empowered to allot and issue equity securities as if the pre-emption provisions relating to, inter alia the allotment of shares in the Company contained in the Articles of Association of the Company did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to a maximum number of 65,392,342 (representing 10% of the issued share capital of the Company on the date of this resolution). This authority is in substitution for all subsisting authorities conferred to the extent unused.
6. THAT Resolution 5 above when duly passed is valid and effective and binding on the Company and was properly proposed by the Directors of the Company notwithstanding that the Directors have not complied with Article 2.13.3 of the Articles of Association of the Company.

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

14<sup>th</sup> June 2017

## 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 / emailed to Computershare at the addresses set out in the proxy form below not later than 11.00 a.m. 11<sup>th</sup> July 2017 being two 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 14<sup>th</sup> June 2017 were 653,923,424. To be passed, ordinary resolutions require a majority in favour of the votes cast. To be passed, special resolutions require at least two-thirds of votes cast to be in favour. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has fixed the close of business on 14<sup>th</sup> June 2017 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.

### **Crest**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction 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 Company's agent, Computershare Investor Services PLC (CREST Participant ID: 3RA50) no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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 service provider(s) 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) of the Uncertificated Securities Regulations 2001.

A copy of this notice and other required information can be found at [www.redtenergy.com](http://www.redtenergy.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 email:

Email: [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk)

**YOU SHOULD ENSURE THAT THIS FORM IS RECEIVED AT COMPUTERSHARE INVESTOR SERVICES (JERSEY) LIMITED NO LATER THAN 11:00.AM. ON 11<sup>th</sup> July 2017.**

I, / We,
Name / Company Name
Address
being a shareholder of redT 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 Thursday 13 <sup>th</sup> July 2017 at 11:00 a.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.
Number of shares:
Signature :
Position:
Name (please print):
Date:

**PLEASE TURN OVER**

tear here

RESOLUTIONS		FOR	AGAINST	ABSTAIN
<b>Ordinary business:</b>				
1	TO receive, consider and adopt the Company's annual accounts for the financial year ended 31 <sup>st</sup> December 2016	<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 <sup>st</sup> December 2016.	<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 <sup>st</sup> December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	TO elect and reappoint PricewaterhouseCoopers 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"/>
<b>Special Business</b>				
5	THAT the Directors be and are hereby empowered to allot and issue equity securities as if the pre-emption provisions relating to, inter alia the allotment of shares in the Company contained in the Articles of Association of the Company did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to a maximum number of 65,392,342 (representing 10% of the issued share capital of the Company on the date of this resolution). This authority is in substitution for all subsisting authorities conferred to the extent unused	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	THAT Resolution 5 above when duly passed is valid and effective and binding on the Company and was properly proposed by the Directors of the Company notwithstanding that the Directors have not complied with Article 2.13.3 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>