

Plutus PowerGen plc

Notice of annual general meeting

Company Number: 05859612

Notice is hereby given that the Annual General Meeting of Plutus PowerGen Plc ('the Company') will be held at the offices of the Company's auditors, Welbeck Associates, 30 Percy Street, London, W1T 2DB on Friday, 20 November 2015 at 11.30 a.m. for the transaction of the following business.

You will be asked to consider and vote on the resolutions set out below. Resolutions 1 to 6 will be proposed as Ordinary Resolutions and Resolution 7 will be proposed as a Special Resolution.

Ordinary business

To consider, and if thought fit, to pass the following resolutions each of which will be proposed as Ordinary Resolutions:

1. To receive and adopt the statement of accounts for the year ended 30 April 2015 together with the reports of the Directors of the Company ('the Directors') and the auditors thereon.
2. To elect James Longley as a Director of the Company.
3. To elect Charles Tatnall as a Director of the Company.
4. To appoint Welbeck Associates Limited as auditors, to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid before the Company in accordance with sections 437 and 438 of the Companies Act 2006 ('the 2006 Act') and to authorise the Directors to fix the auditors' remuneration.

Special business

To consider, and if thought fit, to pass the following resolutions, of which Resolutions 5 and 6 will be proposed as Ordinary Resolutions and Resolution 7 will be proposed as a Special Resolution:

Ordinary Resolutions

5. That the Directors be generally and unconditionally authorised in accordance with section 551 of the 2006 Act to allot Relevant Securities (as defined in this resolution) up to an aggregate nominal amount of £200,000, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting expire on the date falling 15 months from the date of the passing of this resolution, or if earlier at the annual general meeting of the Company to be held in 2016, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act. In this resolution, 'Relevant Securities' means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company ('Shares') but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employee's share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.
6. That the amendment to the acquisition agreement between Phil Stephens, Paul Lazarevic and the Company dated 5 August 2014 ("Acquisition Agreement"), whereby the 50,000,000 Deferred Consideration Shares (as defined in the Acquisition Agreement) for each of Philip Stephens and Paul Lazarevic (the "Vendors") become immediately allotted and issued to the Vendors, be approved.

Special Resolution

7. That the Directors be generally empowered pursuant to sections 570 and 573 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 6 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £200,000,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to sections 570 and 573 of the 2006 Act and shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2016 or the date falling 15 months from the date of the passing of this resolution (unless renewed varied or revoked by the Company prior to or on that date) 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 and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board:

James Longley

Company Secretary
27/28 Eastcastle Street, London W1W 8DH
28 October 2015

Notes to the Notice of Annual General Meeting

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18(c) Companies Act 2006 (Consequential Amendments)(Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members at 11.30 a.m. on 18 November 2015 shall be entitled to attend and vote at the meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this Notice of Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the 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 meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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 Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL; and
- received by Share Registrars Limited no later than 11.30 am on 18 November 2015.

Proxies will be accepted by facsimile transmission to 01252 719232.

6. 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.

7. 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).
8. Except as provided above, members who have general queries about the meeting should call our Registrar's shareholder helpline on 01252 821390 (no other methods of communication will be accepted).
9. You may not use any electronic address provided either:
 - in this Notice of Annual General Meeting; or
 - any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
10. As at 5pm on the day immediately prior to the date of posting of this Notice of Annual General Meeting, the Company's issued share capital comprised 571,428,935 ordinary shares of 0.1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5pm on the day immediately prior to the date of posting of this Notice of Annual General Meeting is 571,428,935.