

Notice of Annual General Meeting (Company No: 5819555)

Notice is hereby given that the Annual General Meeting of Energetix Group plc (“the Company”) will be held at 12 noon on Friday 20 May 2011 at Castlefield House, Liverpool Road, Castlefield, Manchester M3 4SB for the following purposes:

Ordinary Business

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

- 1. TO** receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2010, the directors' report and the auditors' report on those financial statements.
- 2. TO** re-elect Neil Stafford Bright as a director who retires by rotation.
- 3. TO** re-elect Henry Cialone as a director who retires by rotation.
- 4. TO** re-appoint Grant Thornton UK LLP as the auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next meeting at which accounts are laid before the Company.
- 5. TO** authorise the Directors to determine the remuneration of the auditors of the Company.

Special Business

To consider and, if thought fit, pass the following resolutions, of which resolution 6 will be proposed as an ordinary resolution and resolutions 7 and 8 will be proposed as special resolutions:

- 6. THAT**, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £1,085,916.80 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 May 2012 or at the conclusion of the Company's next annual general meeting, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006.

- 7. THAT**, subject to the passing of resolution 6 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 6, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:

(i) the allotment of equity securities in connection with a rights issue in favour of Ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, and

(ii) the allotment (otherwise than pursuant to sub-paragraph (i)) of equity securities up to an aggregate nominal amount of £162,887.50.

This power shall expire on 31 May 2012 or at the conclusion of the Company's next annual general meeting (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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 570 of the Companies Act 2006.

Notice of Annual General Meeting continued

- 8. TO** authorise the Company generally and unconditionally in accordance with section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary shares of £0.05 each provided that:
- (i) The maximum aggregate number of Ordinary shares that may be purchased is 6,515,500.
 - (ii) The minimum price (excluding expenses) which may be paid for each Ordinary share is £0.05.
 - (iii) The maximum price (excluding expenses) which may be paid for each Ordinary share is the higher of:
 - (a) 105 per cent of the average market value of an Ordinary share in the Company for the five business days prior to the day the purchase is made; and
 - (b) the value of an Ordinary share calculated on the basis of the higher of the price quoted for:
 - the last independent trade of; and
 - the highest current independent bid for,any number of the Company's Ordinary shares on the trading venue where the purchase is carried out.
 - (iv) The authority conferred by this resolution shall expire on the earlier of 31 May 2012 or at the conclusion of the Company's next annual general meeting, whichever is the earlier, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

BY ORDER OF THE BOARD

P M Barry
Secretary

Registered Office:
Castlefield House
Liverpool Road
Castlefield
Manchester
M3 4SB

Notes for the AGM

- 1.** In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 12 noon on 18 May 2011, 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, vote and speak at the meeting.
- 2.** As at 19 April 2011 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 65,155,008 ordinary shares of £0.05 each, carrying one vote each.
- 3.** A member entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies (who need not be members of the Company) to attend, speak and vote instead of him. A form of proxy is enclosed. Completion of the proxy does not preclude a member from subsequently attending, voting and speaking at the meeting in person if he or she so wishes.
- 4.** Any corporation which is a member of the Company may authorise a person (who need not be a member of the Company) to act as its representative to attend, speak and vote (on a show of hands or a poll) on its behalf.
- 5.** In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll or on a show of hands in accordance with the direction of all of the other corporate representatives for the shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll or on a show of hands and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (i) above.
- 6.** To be valid for the meeting, a form of proxy should be completed, signed (together with any power of attorney or any other authority under which it is signed or a duly certified copy of such power or authority) or in the case of a corporation be executed under its common seal or as a deed or signed on its behalf by an attorney or officer duly authorised to sign it and lodged at the Company's Registrars, Neville Registrars Limited, whose address is Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA no later than 48 hours before the time for which the meeting is convened.
- 7.** In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his/her intention to revoke his/her proxy appointment and deposit it at the office of the Company's registrar's no later than 48 hours before the time for which the meeting is convened.
- 8.** Documents for Inspection – The following documents will be available for inspection for at least 15 minutes prior to the commencement of the meeting until the close of the meeting:
 - copies of all Directors' service or consultancy agreements;
 - copies of non executive directors letters of appointment; and
 - Articles of Association of the Company.

Explanatory notes on Resolutions

Resolution 1: To receive the accounts and directors' report.

For each financial year, the directors must present the Report of directors, the audited financial statements and the independent auditors' report to shareholders at a General Meeting.

Resolutions 2 and 3: Re-election of Directors.

Neil Bright and Henry Cialone retire by rotation and being eligible offer themselves for re-election, in accordance with Article 25 of the Articles of Association.

Resolutions 4 and 5: Re-appointment and remuneration of auditors.

At every general meeting at which accounts are presented to shareholders, the Company is required to appoint auditors to serve until the next such meeting. Grant Thornton UK LLP has indicated that it is willing to continue as the Company's auditors for another year. You are asked to re-appoint them and authorise the directors to determine their remuneration.

Resolution 6: Directors' authority to allot new securities.

The purpose of this resolution is to renew for a further period until the conclusion of the Annual General Meeting in 2012, the authority pursuant to Section 551 of the Companies Act 2006. This ordinary resolution, if approved by shareholders, would enable the Directors to exercise their existing power under the Company's Articles of Association to allot new shares in the capital of the Company.

If passed resolution 6 would give the Directors authority to allot shares or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal value of £1,085,916.80 representing approximately one third (33.33%) of the Company's existing issued share capital (excluding shares held in treasury) and calculated as at 19 April 2011 (being the latest practicable date prior to publication of this notice).

Other than the allotment of Ordinary shares for the purposes of fulfilling the Company's obligations under its various employee share plans, the Directors have no present intention of allotting any of the authorised Ordinary share capital of the Company which has not yet been allotted. However, it is considered prudent to maintain the flexibility that this authority provides.

Resolution 7: Dis-application of pre-emption rights.

This special resolution authorises the Directors to allot equity securities of the Company either in connection with a rights issue or to persons other than existing shareholders, as if the pre-emption provisions of Section 561 of the Companies Act 2006 did not apply. Under Section 561, when new securities are allotted, they must first be offered to existing shareholders pro-rata to their holdings. This provision was designed to prevent the holdings of existing shareholders being diluted against their wishes by the allotment of new equity securities. Shareholders may waive this right of pre-emption. The authority contained in this resolution would be limited to the allotment of equity securities having an aggregate nominal value of £162,887.50 being a maximum of 3,257,750 Ordinary shares representing approximately five per cent of the total Ordinary share capital of the Company currently in issue (known as the Section 561 Amount), as at 19 April 2011 (being the latest practicable date prior to publication of this notice). The limit of five per cent is derived from the ABI guidelines. Although the Directors have no present intention of making use of the authorities sought in resolution 7, they wish to retain the flexibility to act quickly and allot securities within these limits if they consider it in the interests of the Company to do so.

Resolution 8: Approval for buy-back of shares

This Resolution seeks authority for the Company to make market purchases of its own Ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 6,515,500 of its Ordinary shares, representing just under 10 per cent of the Company's issued Ordinary share capital (excluding treasury shares) as at 19 April 2011.

The resolution specifies the minimum and maximum prices which may be paid for any Ordinary shares purchased under this authority. The authority will expire at the conclusion of the Company's 2012 annual general meeting.

The directors do not currently have any intention of exercising the authority granted by this resolution. The directors will only exercise the authority to purchase Ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per Ordinary share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

Recommendation

Your Directors believe that the proposals described in this Notice are in the best interests of the Company and its shareholders as a whole and recommend you to give them your support by voting in favour of all the resolutions, as they intend to in respect of their own beneficial shareholdings.