

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document or about what action to take, you are recommended immediately to seek your own professional advice from your stockbroker, solicitor, accountant or other financial adviser duly authorised for the purposes of the Financial Services and Markets Act 2000 (as amended) who specialises in advising upon investments in shares and other securities.**

**If you have sold or otherwise transferred all of your ordinary shares in Cogenpower Plc, you should send this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee.**

**COGENPOWER PLC**

*(Registered in England & Wales with Company No. 09301329)*

***Directors***

David Pickering  
Francesco Vallone  
Martin Groak  
M. Ilaria Cannata  
Richard Day

***Registered Office***

5, Fleet Place  
London EC4M 7RD  
United Kingdom

6 June 2016

Dear Shareholder,

***Introduction***

The purpose of this letter is to provide you with a brief summary and explanation of the resolutions proposed by Cogenpower Plc (“Cogenpower” or the “Company”) as set out in the attached notice convening an Annual General Meeting (“AGM”) of the Company at 10.00am on Wednesday, 29 June (the “Notice of AGM”). The meeting will be held at the offices of our public relations adviser, Cardew Group, located at 1 Albemarle Street, London W1S 4HA.

***The Company would like to propose the following Ordinary Resolutions at the AGM:***

***Resolutions 1-5***

Resolutions 1-5 deal with the re-appointment of the directors. In accordance with the Articles of Association (“**Articles**”) all of the directors retire and offer themselves for re-appointment.

***Resolution 6***

Resolution 6 authorises the Board to allot and issue shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company up to an aggregate number of equity securities not to exceed 33% of the Company’s ordinary issued share capital on a fully-diluted basis, such authority to expire at the next AGM or fifteen months after the passing of this resolution, whichever date is the earlier.

***Subject to the passing of Resolution 6, the Company is also proposing the following Special Resolution at the AGM:***

**Resolution 7**

The Companies Act 2006 (the “**Act**”) requires that any equity securities issued for cash must first be offered to existing shareholders pro rata to their holdings unless approval is obtained by special resolution to disapply this requirement. It is proposed that this authority also be renewed for the same period as the authority under Resolution 6. In order to retain flexibility to raise further capital quickly to meet its funding requirements under its current projects as well as to be able to take advantage of prospective new projects, the Company is seeking disapplication of pre-emption rights up to an aggregate number of equity securities not exceeding 10 % of the Company’s ordinary issued share capital on a fully-diluted basis.

Resolutions 1-6 require over 50% voting in favour to be passed. Resolution 7 requires 75% to vote in favour to be passed.

**Resolutions to be passed at a subsequent General Meeting of Shareholders**

There would normally be two further resolutions at the AGM: the approval of the Annual Report and Accounts and the re-appointment of the Auditors. These two resolutions will be dealt with at a subsequent General Meeting (GM), as permitted by the Companies Act 2006. The Notice period for a GM is shorter (two weeks) and the directors expect to hold that GM on the same day as the AGM, immediately following it. The Annual Report and Accounts will accompany the Notice of General Meeting.

**Shareholders entitled to attend the AGM**

All Shareholders registered as holding ordinary shares of the Company at 6.00 pm on Friday, 24 June or, if adjourned, 6.00 pm on the day that is the second day prior to the date of the adjourned AGM (not including any day that is not a business day) shall be (unless otherwise entitled to do so) entitled to attend the AGM and vote on the Resolutions proposed.

**Action to be taken by Shareholders**

Also enclosed with the Notice of AGM is a Proxy Form for use by Shareholders. All Shareholders are invited and encouraged to attend the AGM or, if they are unable to attend in person, to complete, sign and return the Proxy Form to the Company. Lodgement of a Proxy Form will not preclude the Shareholder from attending and voting at the AGM in person.

Shareholders can either deliver the Proxy to the Company’s registrar by hand, by post, or as an attachment by email in accordance with instructions on the Proxy Form on the last page of this communication. Please note: if sending the Proxy Form by email, the attachment must be in one of two formats to be acceptable: either .jpg or .pdf

***Yours sincerely,***

***David Pickering***  
***Chairman***

## **NOTICE OF ANNUAL GENERAL MEETING**

### **COGENPOWER PLC**

*(Incorporated in England and Wales with registered no 09301329)  
(the "Company")*

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Cardew Group Limited, Albemarle House, 1 Albemarle Street, London W1S 4HA at 10.00 a.m. on 29 June 2016 for the purposes of considering and, if thought fit, passing the following resolutions, of which resolutions 1 - 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution:

### **ORDINARY RESOLUTIONS**

1. That David Pickering, who retires in accordance with the Company's articles of association ("**Articles**"), be re-appointed as a director of the Company.
2. THAT Francesco Vallone, who retires in accordance with the Company's Articles, be re-appointed as a director of the Company.
3. THAT Maria Ilaria Cannata, who retires in accordance with the Company's Articles, be re-appointed as a director of the Company.
4. THAT Martin Groak, who retires in accordance with the Company's Articles, be re-appointed as a director of the Company.
5. THAT Richard Day, who retires in accordance with the Company's Articles, be re-appointed as a director of the Company.
6. THAT the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company in respect of such number of equity securities which do not exceed 33% of the Company's ordinary share capital on a fully-diluted basis. This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or, if earlier, on the date which falls 15 months after the date of the passing of this resolution save that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any securities into shares to be granted after the expiry of such authority and the Directors may allot any shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall replace all existing authorities to allot any shares or grant rights to subscribe for or convert securities into shares in the Company previously granted to the directors pursuant to section 551 of the Companies Act 2006 (but without prejudice to the validity of any allotment or grant of rights already made, offered or agreed to be made pursuant to such previous authorities).

## **SPECIAL RESOLUTIONS**

7. THAT, subject to the passing of resolution 6 above but in substitution for all previous authorities, the directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to allotments of equity securities (i) in connection with or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders, where the equity securities respectively attributable to the interests of all shareholders are proportionate as nearly as may be to the respective number of ordinary shares held or deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange, and (ii) otherwise up to such number of equity securities which do not exceed 10% of the Company's ordinary share capital on a fully-diluted basis, and this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or, if earlier, fifteen months from the date of passing this resolution 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 an offer or agreement as if the power conferred hereby has not expired.

**BY ORDER OF THE BOARD:**

**David Pickering,**

**Chairman**

For and on behalf of Cogenpower Plc

Dated: 6 June 2016

Registered office:  
Cogenpower Plc  
5 Fleet Place  
London EC4M 7RD

## **Notes**

1. A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder of the Company but must attend the meeting in person. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder. A proxy can only be appointed through the submission of the validly executed Form of Proxy accompanying this Notice.

To be effective, the Form of Proxy must be completed and lodged with the Company's registrars, SLC Registrars whose address is at 42-50 Hersham Road, Walton on Thames, Surrey KT12 1RZ, United Kingdom, no later than 10.00 am on Monday, 27 June together with the original of any power of attorney or other authority under which the Form of Proxy is signed. In the case of a corporation, the Form of Proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. Completion and return of the Form of Proxy enclosed herewith will not prevent a shareholder from attending and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

2. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or withhold from voting at his/her discretion. Your proxy will vote (or withhold from voting) as he/she thinks fit in relation to any other matter which is put before the meeting.
3. 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).
4. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those members registered in the Register of Members of the Company at 10.00 a.m. on 27 June (or if the Annual General Meeting is adjourned, members entered on the Register of Members of the Company not later than 48 hours before the time fixed for the adjourned Annual General Meeting) shall be entitled to attend, speak and vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members of the Company after 6.00 p.m. on 24 June shall be disregarded in determining the rights of any person to attend, speak or vote at the Meeting.
5. Except as provided above, members who have general queries about the meeting should write to the Company Secretary at the address of our registered office. You may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.