

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised and regulated under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.** If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and accompanying Form of Proxy at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom you have sold or transferred your shares for delivery to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The issue of Placing Shares pursuant to the Placing will not constitute an offer to the public requiring an approved prospectus under section 85 of the Financial Services and Markets Act 2000 (as amended) and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Rules and has not been prepared in accordance with the Prospectus Rules, nor does this document constitute an admission document drawn up in accordance with the AIM Rules.

finnCap, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is a member of the London Stock Exchange, is the Company's nominated adviser and broker to the Company for the purposes of the AIM Rules in connection with the proposed Placing and Admission. finnCap is acting exclusively for the Company and is not and shall not be responsible to any other person for providing the protections afforded to its clients nor for providing advice in relation to the contents of this document or any other matter referred to herein. finnCap has not authorised the contents of this document for any purpose and, without limiting the statutory rights of any person to whom this document is issued, no representation or warranty, express or implied, is made by finnCap as to any of the contents or the completeness of this document.

The London Stock Exchange has not examined or approved the contents of this document. The Directors, whose names and functions are set out at page 7, and the Company accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document, for which they accept responsibility, is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Existing Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Placing Shares will commence on 10 February 2016. The Placing Shares will, on Admission, rank *pari passu* in all respects with the Existing Shares, and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after Admission.

**AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. Prospective investors and Shareholders should read this document in its entirety.**

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## REDT ENERGY PLC

*(incorporated and registered in Jersey under the Companies (Jersey) Law 1991 with registered no: 92432)*

### Conditional Placing of 51,851,852 new Ordinary Shares at 6.75 pence per share and Notice of General Meeting



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**You should read the whole of this document. Your attention is drawn to the letter from the Chairman of redT energy plc set out in this document which contains, amongst other things, the Directors' unanimous recommendation that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.**

Notice of a General Meeting of redT energy plc, to be held at the offices of finnCap, 60 New Broad Street, London, EC2M 1JJ at 11.00 a.m. on 9 February 2016, is set out at the end of this document. The Form of Proxy for use at the General Meeting accompanies this document and, to be valid, should be completed, signed and returned in accordance with the instructions set out thereon as soon as possible but, in any event, so as to reach the Company's registrars, Computershare Investor Services (Jersey) Limited by no later than 11.00 a.m. on 5 February 2016 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting). Completion and return of a Form of Proxy will not prevent a Shareholder from attending the General Meeting and voting in person.

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) by no later than 11.00 a.m. on 5 February 2016 (or, if the General Meeting is adjourned, 48 hours before the time appointed for holding the General Meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999. The appointment of a proxy using the CREST electronic proxy appointment service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

This document is being supplied to you solely for your information and may not be reproduced, re-distributed or passed to any other person or published in whole or in part for any purpose.

A copy of this document is available at the Company's website [www.redtenergy.com](http://www.redtenergy.com). Please note the "no incorporation of website information" notice set out on page 2.

# IMPORTANT NOTICE

## **Cautionary note regarding forward-looking statements**

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

## **Notice to overseas persons**

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute an offer to buy or subscribe for, or the solicitation of an offer to buy or subscribe for, Placing Shares in any jurisdiction in which such offer or solicitation is unlawful. The Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States nor do they qualify for distribution under any of the relevant securities laws of Canada, Australia, the Republic of Ireland, the Republic of South Africa or Japan. Accordingly, the Placing Shares may not, directly or indirectly, be offered, sold or taken up, delivered or transferred in or into the United States, Canada, Australia, the Republic of Ireland, the Republic of South Africa or Japan or any other territory outside the United Kingdom. The distribution of this document outside the United Kingdom may be restricted by law and therefore persons outside the United Kingdom into whose possession this document has come should inform themselves and observe any restrictions as to the Placing or the distribution of this document.

The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US.

## **Presentation of financial information**

Certain data in this document, including financial, statistical and operational information has been rounded but not to a material extent.

## **No incorporation of website information**

The contents of the Company’s website or any hyperlinks accessible from the Company’s website do not form part of this document and Shareholders should not rely on them.

## **Defined terms and references**

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading “Definitions”.

All times referred to in this document and the Form of Proxy are, unless otherwise stated, references to London time.

Words importing the singular shall include the plural and *vice versa*, and words importing the masculine gender shall include the feminine or neutral gender.

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## **PLACING STATISTICS**

Number of Existing Shares	409,833,227
Number of Placing Shares being issued by the Company pursuant to the Placing	51,851,852
Number of Ordinary Shares in issue following Admission	461,685,079
Placing Price	6.75 pence
Total proceeds of the Placing	Approximately £3.5 million
Estimated expenses of the Placing	Approximately £0.2 million
Estimated net proceeds of the Placing receivable by the Company	Approximately £3.3 million
Placing Shares as a percentage of the Enlarged Issued Share Capital	11.2 per cent.
Market capitalisation of the Company at Admission at the Placing Price	Approximately £31.2 million

## **EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

Latest time and date for receipt of Forms of Proxy and CREST voting instructions for the General Meeting	11.00 a.m. on 5 February 2016
Date and time of General Meeting	11.00 a.m. on 9 February 2016
Admission and commencement of dealings in Placing Shares	8.00 a.m. on 10 February 2016
Expected date for CREST accounts to be credited in respect of Placing Shares in uncertificated form	10 February 2016
Expected date for despatch of definitive share certificates for Placing Shares in certificated form	By 24 February 2016

## DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

<b>‘Admission’</b>	the admission of the Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
<b>‘AIM’</b>	the AIM market operated by the London Stock Exchange
<b>‘AIM Rules’</b>	the AIM Rules for Companies as published by the London Stock Exchange from time to time
<b>‘Board’ or ‘Directors’</b>	the board of directors of the Company, whose names are set out at page 7 of this document, or any duly authorised committee thereof
<b>‘certificated form’ or in ‘certificated form’</b>	the description of a share or security which is not in uncertificated form (that is, not in CREST)
<b>‘Company’</b>	redT energy plc, a company incorporated and registered in Jersey under the Companies Law with registered number 92432
<b>‘Companies Law’</b>	the Companies (Jersey) Law 1991
<b>‘CREST’</b>	the relevant system operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form
<b>‘Dealing Day’</b>	a day on which the London Stock Exchange is open for business in London
<b>‘Energy Storage Business’</b>	together, Renewable Energy Dynamics Technology UK Limited and Renewable Energy Dynamics Technology Limited, both wholly owned subsidiaries of REDH and together comprising the business and assets of the Group’s vanadium redox flow battery technology
<b>‘Enlarged Issued Share Capital’</b>	the issued share capital of the Company immediately following Admission as enlarged by the Placing
<b>‘Existing Shares’</b>	the 409,833,227 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
<b>‘finnCap’</b>	finnCap Limited, the Company’s nominated adviser and broker, a company incorporated and registered in England and Wales with registered number 06198898
<b>‘Form of Proxy’</b>	the form of proxy for use by Shareholders in connection with the General Meeting, which accompanies this document
<b>‘General Meeting’</b>	the extraordinary general meeting of the Company convened for 11.00 a.m. on 9 February 2016 at which the Resolution will be proposed, notice of which is set out at the end of this document
<b>‘Group’</b>	the Company and its Subsidiaries
<b>‘kWh’</b>	kilowatt hour
<b>‘London Stock Exchange’</b>	London Stock Exchange plc
<b>‘Notice of General Meeting’</b>	the notice convening the General Meeting set out at the end of this document
<b>‘Ordinary Shares’</b>	ordinary shares of €0.01 each in the share capital of the Company

<b>‘Placing’</b>	the conditional placing of the Placing Shares at the Placing Price pursuant to the Placing Agreement, further details of which are set out in this document
<b>‘Placing Agreement’</b>	the conditional agreement, dated 20 January 2016, between the Company and finnCap relating to the Placing, further details of which are set out in paragraph 3 of the letter from the Chairman of the Company set out in this document
<b>‘Placing Price’</b>	6.75 pence per Placing Share
<b>‘Placing Shares’</b>	the 51,851,852 new Ordinary Shares to be issued pursuant to the Placing
<b>‘Proposals’</b>	the Placing, the Admission and the approval of the Resolution
<b>‘Prospectus Rules’</b>	the prospectus rules made by the UK Financial Conduct Authority pursuant to section 73A of the Financial Services and Markets Act 2000 (as amended)
<b>‘REDH’</b>	Renewable Energy Dynamics Holding Limited, the holding company of the Energy Storage Business, a company incorporated and registered in Ireland with registered number 475751
<b>‘Resolution’</b>	the special resolution to be proposed at the General Meeting and set out in the Notice of General Meeting
<b>‘Shareholder’</b>	a holder of Existing Shares
<b>‘Subsidiary’</b>	has the meaning given to it in Articles 2 and 2A of the Companies Law
<b>‘UK’ and ‘United Kingdom’</b>	the United Kingdom of Great Britain and Northern Ireland
<b>‘uncertificated form’ or ‘in uncertificated form’</b>	the description of a share or security which is in uncertificated form (that is, in CREST)
<b>‘US’ or ‘United States’</b>	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction
<b>‘£’ or ‘Pounds’</b>	UK pounds sterling, being the lawful currency of the United Kingdom
<b>‘€’ or ‘Euros’</b>	Euros, being the lawful currency of the European Union
<b>‘\$’ or ‘Dollars’</b>	US dollars, being the lawful currency of the United States of America

# LETTER FROM THE CHAIRMAN

## REDT ENERGY PLC

(incorporated in Jersey under the Companies Law with registered no: 92432)

*Directors:*

Dr Jeff Kenna (*Non-Executive Chairman*)  
Scott McGregor (*Chief Executive Officer*)  
Jonathan Marren (*Chief Financial Officer*)  
Michael Farrow (*Non-Executive Director*)  
Zainul Rahim (*Non-Executive Director*)

*Registered Office*

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

20 January 2016

*To Shareholders*

Dear Shareholder

### **Conditional Placing of 51,851,852 new Ordinary Shares at 6.75 pence per share and Notice of General Meeting**

#### **1. Introduction**

The Company today announced that it proposes to raise approximately £3.5 million (before expenses) through a conditional placing by finnCap of 51,851,852 Placing Shares at a price of 6.75 pence per Placing Share. The net proceeds from the Placing will principally be used for working capital purposes. The issue of the Placing Shares is conditional, *inter alia*, on the passing of the Resolution to be proposed at the General Meeting. The Placing, which has been arranged by finnCap pursuant to the terms of the Placing Agreement, is also conditional upon Admission and has not been underwritten.

The purpose of this letter is, amongst other things, to outline the background to and reasons for the Placing and explain why the Board considers the Proposals to be in the best interests of the Company and the Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolution to be proposed at the General Meeting as they intend to do in respect of the Ordinary Shares held by them.

#### **2. Background to and Reasons for the Placing**

The past six months has been a transformational period for the Group as it has exited its legacy biogas assets to become a more focussed group, with the redT energy storage technology at the heart of the Group's future plans.

Central to this development process was the announcement made on 30 September 2015, that the Company had reached agreement with certain of the other then joint venture shareholders in REDH, the holding company of the Energy Storage Business, to acquire their shares in REDH. Since then, the Company has been able to further consolidate its interest in REDH. The Company now has effective voting control over 100 per cent. of the shares in REDH and an economic interest in 99.7 per cent. of REDH.

Furthermore, as announced on 17 November 2015 and completed on 23 December 2015, the Company has sold its entire interest in AgPower Jerome, LLC and AgPower DCD, LLC, respectively the owners of the Jerome and Twin Falls biogas facilities for \$4.6 million in aggregate. \$2.0 million of the consideration was settled in cash on completion with the remaining \$2.6 million to be settled in cash within 12 months from the date of completion. In addition, the Company may receive up to an additional \$1.0 million in cash in deferred consideration dependent on the performance of AgPower Jerome, LLC in the period to 31 December 2016 and up to two years from the date of completion payable in two equal instalments.

The Company is now focused on delivering market seeding units of the redT energy storage technology and continuing to work with Jabil Circuit Inc., the Group's manufacturing partner, in driving product unit production costs down and to ensure the smooth installation and commissioning of market seeding units. To date four units have been delivered in various jurisdictions and the Directors expect a further eight to be delivered during the course of 2016. On 2 December 2015, the Company announced that its first manufactured unit had been approved for connection to the UK grid and that units will receive the CE mark, enabling EU wide distribution. Later, on 14 December 2015, the Company announced its latest orders to deliver 5-40kWh energy storage systems to two separate customers.

As market seeding units are installed and successfully commissioned they will be used as the basis for the Company's marketing of the redT energy storage technology with a view to achieving commercial roll-out of the product. Whilst in this phase of development the Group will continue to be cash consumptive. At 31 December 2015, the Company had cash reserves of €2.9 million all of which were unrestricted (compared to €3.4 million of unrestricted cash and €0.8 million of restricted cash as at 30 June 2015.) The cash balance as at 31 December 2015 does not include the \$2.6 million consideration from the disposal of the US biogas facilities referred to above nor additional consideration of \$0.6 million due from the sale of other legacy US Carbon assets announced on 2 June 2015. The majority of these amounts are expected to be received in the first quarter of 2016.

Whilst the Directors believe the Group's cash resources are sufficient for its present requirements, given the inherent uncertainty as to the precise timing of the commercial roll-out of the redT energy storage technology, as with any new technology, the Board considers it would be prudent to raise a modest amount of additional funding at this stage, pending the Company becoming cashflow positive.

### **3. Details of the Placing**

The Company has today announced that it intends to raise approximately £3.5 million, before expenses, through a conditional placing by finnCap of 51,851,852 Placing Shares at the Placing Price, which represents a discount of 33.3 per cent. to the closing middle market price of 10.125 pence per Existing Share on 19 January 2016, being the latest Dealing Day prior to the publication of this document. The Placing Shares will represent 11.2 per cent. of the Company's issued ordinary share capital immediately following Admission.

#### ***The Placing Agreement***

Pursuant to the terms of the Placing Agreement, finnCap, as agent for the Company, has conditionally agreed to use its reasonable endeavours to procure subscribers for 51,851,852 Placing Shares. finnCap has conditionally placed the Placing Shares at the Placing Price. The Placing is conditional, *inter alia*, upon the passing of the Resolution at the General Meeting, the Placing Agreement becoming unconditional and upon Admission becoming effective, in each case by no later than 8.00 a.m. on 10 February 2016 (or such time and date as the Company and finnCap may agree, being not later than 8.00 a.m. on 29 February 2016). The Placing is not being underwritten.

The Placing Agreement contains customary warranties from the Company in favour of finnCap in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify finnCap in relation to certain liabilities it may incur in respect of the Placing. finnCap has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a breach of the warranties given to finnCap in the Placing Agreement, the failure of the Company to comply with any of its obligations under the Placing Agreement and the occurrence of a *force majeure* event.

#### ***Settlement and dealings***

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective and dealings in the Placing Shares will commence at 8.00 a.m. on 10 February 2016.



The Placing Shares will, when issued, rank *pari passu* in all respects with the Existing Shares including the right to receive dividends and other distributions declared following Admission.

#### **4. Irrevocable Undertakings and Letters of Intent**

Certain Shareholders have provided the Company and finnCap with irrevocable undertakings to vote in favour of the Resolution in respect of their own beneficial holdings of Ordinary Shares, totalling, in aggregate, 136,866,317 Ordinary Shares, representing, in aggregate, 33.4 per cent. of the Existing Shares.

In addition, certain Shareholders have provided the Company and finnCap with non-binding letters of intent confirming their intention to vote in favour of the Resolution in respect of their own beneficial holdings of Ordinary Shares, totalling, in aggregate, 10,150,000 Ordinary Shares, representing, in aggregate, 2.5 per cent. of the Existing Shares.

In addition, as set out in paragraph 8 of this letter, the Directors all intend to vote in favour of the Resolution in respect of their own beneficial holdings of Ordinary Shares, representing, in aggregate, 4.6 per cent. of the Existing Shares.

Accordingly, there is support for the Proposals from Shareholders in respect of, in aggregate, 165,937,998 Ordinary Shares, representing 40.5 per cent. of the Company's Existing Shares.

#### **5. General Meeting**

A notice convening the General Meeting, to be held at the offices of finnCap, 60 New Broad Street, London EC2M 1JJ at 11.00 a.m. on 9 February 2016 is set out at the end of this document at which the Resolution will be proposed for the purposes of implementing the Placing.

The Resolution, which will be proposed as a special resolution and which is conditional upon the Placing Agreement becoming unconditional (save only in respect of the passing of the Resolution itself and for Admission) and not being terminated in accordance with its terms, disappplies the pre-emption rights in the Company's articles of association in relation to the issue of the Placing Shares pursuant to the Placing.

#### **6. Action to be taken**

**Shareholders will find a Form of Proxy enclosed with this document for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed and signed Forms of Proxy must be received by the Company's Registrars, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 11.00 a.m. on 5 February 2016 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting).**

**To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) by no later than 11.00 a.m. on 5 February 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.**

**The completion and return of the Form of Proxy or the appointment of a proxy using the CREST electronic proxy appointment service will not preclude you from attending the General Meeting and voting in person if you so wish.**

#### **7. Total Voting Rights**

Assuming the Resolution is passed at the General Meeting and Admission becomes effective, the Company's issued share capital will comprise 461,685,079 Ordinary Shares, all carrying voting rights. This figure (461,685,079) may be used by Shareholders as the denominator for the calculations by which they will

determine if they are required to notify their interest in, or a change to, their interest in the Company under the UK Financial Conduct Authority's Disclosure and Transparency Rules.

#### **8. Recommendation**

**The Directors consider the terms of the Proposals outlined above to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolution to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings of Ordinary Shares, representing approximately 4.6 per cent. of the existing issued ordinary share capital of the Company.**

Yours faithfully,

Dr Jeff Kenna  
*Chairman*

# NOTICE OF EXTRAORDINARY GENERAL MEETING

## REDT ENERGY PLC

(the 'Company')

*(incorporated and registered in Jersey under the Companies (Jersey) Law 1991 with registered no: 92432)*

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at 11.00 a.m. on 9 February 2016 at the offices of finnCap Limited, 60 New Broad Street, London EC2M 1JJ for the purpose of considering and, if thought fit, passing the following special resolution:

### SPECIAL RESOLUTION

- 1.1 THAT, conditional upon the Placing Agreement (as defined in the circular to shareholders of the Company dated 20 January 2016 (the "Circular") accompanying the Notice of Extraordinary General Meeting), becoming unconditional in all respects (save only for the passing of the Resolution and Admission (as defined in the Circular)) and it not being terminated in accordance with its terms, the directors be and they are hereby empowered to allot and issue equity securities as if the pre-emption provisions relating to, *inter alia*, the allotment of ordinary shares in the capital of the Company ("Ordinary Shares") 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 and issue of equity securities up to a maximum number of 51,851,852 Ordinary Shares at 6.75 pence each to raise approximately £3.5 million before expenses by means of the Placing (as defined in the Circular),
- 1.2 AND THAT this resolution, when duly passed, is valid, 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 Partnership Limited  
Secretary

*Registered Office*  
3rd Floor  
Standard Bank House  
47-49 La Motte Street  
St Helier, Jersey  
JE2 4SZ

20 January 2016

## Notes to the Notice of Extraordinary General Meeting

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at an extraordinary general meeting of the Company. Appointment of a proxy does not preclude you from attending the meeting 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 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 form of proxy are set out in the notes to the form of proxy. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares.
3. 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 before the day of the meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. As at the date of this notice of extraordinary general meeting the Company's issued share capital comprised 409,833,227 ordinary shares of €0.01 each. Each share carries one vote.
5. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. In accordance with the provisions of Article 96 of the Companies (Jersey) Law 1991, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
6. 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.
7. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) by no later than 11.00 a.m. on 5 February 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

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.

## Extraordinary General Meeting Proxy Voting Form

Proxy form for use at the extraordinary general meeting of redT energy plc (the “Company”) to be held at the offices of finnCap Limited, 60 New Broad Street, London EC2M 1JJ on 9 February 2016 at 11.00 a.m. (the “Meeting”).

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) Limited, 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

**YOU SHOULD ENSURE THAT THIS FORM IS RECEIVED AT COMPUTERSHARE INVESTOR SERVICES (JERSEY) LIMITED NO LATER THAN 11.00 A.M. ON 5 FEBRUARY 2016.**

I/We,
Name/Company Name
Address
<p>being a shareholder of 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 at the Meeting at any adjournment of thereof.</p> <p>I/We have indicated my/our directions by inserting an “X” in the relevant “For”, “Against” or “Abstain” boxes.</p>
Signature:
Position:
Name (please print):
Date:

SPECIAL RESOLUTION	FOR	AGAINST	ABSTAIN					
<b>Special business:</b>								
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center; vertical-align: top;">1</td> <td style="padding-left: 10px;">TO disapply pre-emption rights in relation to the allotment and issue of up to a maximum number of 51,851,852 Ordinary Shares at 6.75 pence each to raise approximately £3.5 million pursuant to the Placing</td> <td style="width: 15%; text-align: center; vertical-align: middle;"><input type="checkbox"/></td> <td style="width: 15%; text-align: center; vertical-align: middle;"><input type="checkbox"/></td> <td style="width: 15%; text-align: center; vertical-align: middle;"><input type="checkbox"/></td> </tr> </table>	1	TO disapply pre-emption rights in relation to the allotment and issue of up to a maximum number of 51,851,852 Ordinary Shares at 6.75 pence each to raise approximately £3.5 million pursuant to the Placing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
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