THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended, if you are in the UK or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your ordinary shares in Active Energy Group Plc (the **Company**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, please retain this document and the accompanying Form of Proxy and contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions.

ACTIVE ENERGY GROUP

ACTIVE ENERGY GROUP PLC

(*incorporated in England and Wales with company number 03148295*)

Notice of Annual General Meeting

A notice convening the Annual General Meeting of the Company to be held at 11.30 a.m. on 30 July 2026 at the offices of Blake Morgan LLP, 6 New Street Square, London, EC4A 3DJ is set out at the end of this document.

Your proxy may be submitted online by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions or by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of the day that is not a working day) before the time appointed for the meeting, being 11.30 a.m. on 30 July 2026, or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to the Notes of the Notice of Annual General Meeting and Form of Proxy.

The distribution of this document in certain jurisdictions may be restricted by law. Accordingly, this document must not be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Paul Elliott Pankaj Rajani
Company Secretary	Cargil Management Services Limited
Company Website	www.aegplc.com
Registered Office	Eastcastle House 27/28 Eastcastle Street London W1W 8DH
Nominated Adviser and Broker	Zeus Capital Limited 82 King Street Manchester M2 4WQ
Registrars	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX

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LETTER FROM THE CHAIRMAN

ACTIVE ENERGY GROUP PLC

(Incorporated in England and Wales with company number 03148295)

Directors:

Pankaj Rajani (Non-Executive *Chairman*)
Paul Elliott (*Chief Executive Officer*)

Registered office:

Eastcastle House
27/28 Eastcastle Street
London
W1W 8DH

3 July 2026

Dear Shareholder,

Notice of the Annual General Meeting

Introduction

I am pleased to enclose the 2024 and 2025 Annual Report and Accounts and the formal Notice of the 2026 Annual General Meeting (the '**AGM**') of Active Energy Group Plc (the '**Company**') to be held on 30 July 2026 at 11.30 a.m. at the offices of Blake Morgan LLP, 6 New Street Square, London, EC4A 3DJ.

The formal notice of AGM is set out on pages 6 to 8 of this document and sets out the resolutions to be proposed ('Resolutions'), together with general notes for shareholders who wish to give proxy voting instructions.

Annual General Meeting

Enclosed with this Circular is a Form of Proxy for use by Shareholders. Information on the completion and return of Forms of Proxy is set out below and in the notes to the Notice of AGM.

The purpose of the Annual General Meeting is to consider and, if thought fit, pass the Resolutions, in each case as set out in full in the Notice of AGM.

Resolutions

Resolutions 1 to 7 inclusive will be proposed as ordinary resolutions and Resolutions 8 to 9 will be proposed as special resolutions of the Company.

Resolution 1.	To receive the Annual Report and Accounts of the Company for the financial year ended 31 December 2024.
Resolution 2.	To receive the Annual Report and Accounts of the Company for the financial year ended 31 December 2025.

Resolution 3.	To re-appoint Paul Robert Elliott as a director of the Company who retires in accordance with the Company's articles of association and, being eligible, offers himself for re-appointment.
Resolution 4.	To re-appoint Pankaj Keshavlal Rajani as a director of the Company who retires in accordance with the Company's articles of association and, being eligible, offers himself for re-appointment.
Resolution 5.	To re-appoint Gravita Audit II Limited as auditors of the Company to hold office until the next Annual General Meeting of the Company.
Resolution 6.	To authorise the directors to fix the remuneration of the auditors.
Resolution 7.	To authorise the directors to allot ordinary shares.
Resolution 8.	To dis-apply statutory pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis.
Resolution 9.	To dis-apply statutory pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis for the purposes of financing a transaction or capital investment.

Form of Proxy

Your proxy may be submitted online by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form), or by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of the day that is not a working day) before the time appointed for the meeting, being 11.30 a.m. on 30 July 2026, or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to the Notes of the Notice of AGM and Form of Proxy.

Recommendation

The Board considers that the Resolutions set out in the Notice of AGM are in the best interests of the Company and of its shareholders as a whole and unanimously recommend shareholders to vote in favour of them, as each of the directors intends to do in respect of their own beneficial holdings.

Yours faithfully,

Pankaj Rajani
Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

ACTIVE ENERGY GROUP PLC
(Incorporated in England and Wales with company number 03148295)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Active Energy Group plc will be held at the offices of Blake Morgan LLP, 6 New Street Square, London, EC4A 3DJ on 30 July 2026 at 11.30 a.m. to consider and, if thought fit, pass the following resolutions, of which Resolutions 1 to 7 inclusive will be proposed as ordinary resolutions and Resolutions 8 and 9 will be proposed as special resolutions:

Ordinary Resolutions

1. To receive the Annual Report and Accounts of the Company for the financial year ended 31 December 2024 and the Reports of the Directors and Auditors thereon.

2. To receive the Annual Report and Accounts of the Company for the financial year ended 31 December 2025 and the Reports of the Directors and Auditors thereon.

3. To re-appoint Paul Robert Elliott as a director of the Company who retires in accordance with the Company's articles of association and, being eligible, offers himself for re-appointment.

4. To re-appoint Pankaj Keshavlal Rajani as a director of the Company who retires in accordance with the Company's articles of association and, being eligible, offers himself for re-appointment.

5. To re-appoint Gravita Audit II Limited as the Company's auditors to hold office until the next Annual General Meeting of the Company.

6. To authorise the directors to fix the remuneration of the auditors.

7. That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the Act) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities")

   (a) up to an aggregate nominal amount of £793,478.04, being approximately one-third of the current issued share capital of the Company (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of such sum); and

   (b) comprising equity securities (as defined in section 560 of the Act), and in addition to the authority granted under Resolution 7(a) above, up to an aggregate nominal amount of £1,586,956.08, being approximately two-thirds of the current issued share capital of the Company (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:

   i. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

   ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

   provided that, unless previously revoked, varied or extended, this authority shall expire on the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this Resolution (if earlier) except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

Special Resolutions

8. That, subject to the passing of Resolution 7 above, the Directors be and they are empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the Directors under Section 551 of the Act conferred by Resolution 7(a) above and/or by way of a sale of treasury shares (by virtue of Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment, provided that the power conferred by this Resolution shall be limited to:

    (a) the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and

    (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £238,043.41 being approximately 10 per cent. of the current issued share capital of the Company.

    The authority granted by this Resolution will expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next Annual General Meeting after the passing of this Resolution or, if earlier, on a date 15 months after passing this Resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

9. That, subject to the passing of Resolution 7 above, the Directors be empowered pursuant to section 571 of the Act and in addition to any authority granted under Resolution 8, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 7(a) above as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:

    (a) up to an aggregate nominal amount of £238,043.41 being approximately 10 per cent. of the current issued share capital of the Company; and

    (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which Directors determine to be an acquisition or other capital investment and which is announced contemporaneously with the issue, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue.

    The authority granted by this Resolution will expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next Annual General Meeting after the passing of this Resolution or, if earlier, on a date 15 months after passing this Resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Registered Office:

Eastcastle House
27/28 Eastcastle Street
London
W1W 8DH

By order of the Board:

Cargil Management Services Limited
Company Secretary

Dated: 3 July 2026

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members:

   - at 11.30 a.m. on 28 July 2026; or,
   - if the Annual General Meeting is adjourned, at 11.30 a.m. on the day two business days prior to the adjourned meeting,

   shall be entitled to attend and vote at the Annual General Meeting.

Electronic voting

2. You may submit your proxy vote electronically by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions. To be valid, your proxy appointment and instructions should reach Share Registrars Limited by no later than 11.30 a.m. on 28 July 2026.

Appointment of proxies

3. 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 vote at the Annual General Meeting using the accompanying Form of Proxy. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
5. 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 Share Registrars Limited who will arrange for the appropriate documentation to be provided to you.
6. 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 you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.

Appointment of proxy using hard copy proxy form

7. To appoint a proxy using the accompanying proxy form, the form must be:

   - completed and signed;
   - posted or delivered to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; and
   - received by Share Registrars Limited no later than 11.30 a.m. on 28 July 2026.

   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.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) 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 sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment 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 & International Limited's (EUI) 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 issuer's agent, Share Registrars (CREST Participation ID 7RA36), by 11.30 a.m. on 28 July 2026. For this purpose, the time of receipt will be taken to be

the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 is 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (SI 2001/3755).

Appointment of proxy by joint members

12. 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).

Changing proxy instructions

13. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

    Where you have appointed a proxy using the proxy form and would like to change the instructions using another proxy form, please contact Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX on 01252 821390.

    If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

14. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.

    In the case of a member which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

    The revocation notice must be received by Share Registrars Limited no later than 11.30 a.m. on 28 July 2026. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then, subject to the paragraph directly below, your proxy appointment will remain valid.

    Appointment of a proxy does not preclude you from attending and voting in person at the General Meeting or any adjournment thereof or on a poll.

Corporate representatives

15. Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same share.

Communication

16. Except as provided above, members who have general queries about the Meeting should contact Share Registrars Limited on 01252 821390 or by email to enquiries@shareregistrars.uk.com (no other methods of communication will be accepted).

    You may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

a. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;

b. the answer has already been given on a website in the form of an answer to a question; or

c. it is undesirable in the interests of the Company or the good order of the meeting that the questions be answered.

Total voting rights

17. As at 6.00 p.m. on 2 July 2026 (being the latest practicable business day prior to the publication of this document), the Company's issued ordinary share capital comprised 6,801,240,360 Ordinary Shares of 0.035p 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 6.00 p.m. on 2 July 2026 was 6,801,240,360. The Company does not hold any shares in treasury.