

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of iEnergizer Limited (the "Company") will be held at Mont Crevelt House, Bulwer Avenue, St Sampson, Guernsey, GY2 4LH on 11 August 2017 at 12.30 pm at which the following Ordinary Resolutions will be proposed:

### Ordinary Business

1. To receive and adopt the financial statements of the Company along with the report of the Directors and the auditors' report for the year ending 31<sup>st</sup> March 2017.
2. To re-appoint Grant Thornton as auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.
3. To re-appoint Mr Anil Aggarwal, being eligible and offering himself for re-election, as a Director of the Company.
4. To re-appoint Mr. Marc Vassanelli, being eligible and offering himself for re-election, as a Director of the Company.

By Order of the Board  
Director of Jupiter Secretaries Limited  
as Secretary to iEnergizer Limited

17 July 2017

### Notes

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy (or more than one proxy) to attend, speak and vote in his stead. A proxy may demand, or join in demanding, a poll providing they meet the conditions determined in the Company's Articles of Incorporation. A proxy need not be a member of the Company.
2. For the convenience of members who may be unable to attend the meeting, a Form of Proxy is attached which should be completed and returned to Company's registrars, Capita Registrars (Guernsey) Limited, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time fixed for the Meeting. The fact that members may have completed Forms of Proxy will not prevent them from attending, speaking and voting in person at the meeting should they afterwards decide to do so.
3. Members who hold ordinary shares must have been entered on the Company's Register of Members 48 hours prior to the Meeting in order to attend, speak and vote at the Meeting. Such members may only vote at the Meeting in respect of ordinary shares in the Company held at that time.

# iEnergizer Limited

## Form of Proxy for the Annual General Meeting

I/We \_\_\_\_\_

of \_\_\_\_\_

being a member of the Company, hereby appoint the Chairman of the Meeting or \_\_\_\_\_

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Mont Crevelt House, Bulwer Avenue, St Sampson, Guernsey, GY2 4LH on the 11 August 2017 at 12.30 pm and at any adjournment thereof.

I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions which are referred to in the Notice convening the Meeting (see note 1 below).

Ordinary Business	For	Against	Withheld
1. Ordinary Resolution to receive and adopt the financial statements for the year ended 31 March 2017			
2. Ordinary Resolution to re-appoint Grant Thornton as Auditor and to authorise the Directors to determine the remuneration of the Auditor			
3. Ordinary Resolution to re-appoint Mr Anil Aggarwal, being eligible and offering himself for re-election, as a Director of the Company.			
4. Ordinary Resolution to re-appoint Mr Marc Vassanelli, being eligible and offering himself for re-election, as a Director of the Company.			

Date \_\_\_\_\_

Signature(s) or common seal

### Notes

1. A proxy need not be a member of the Company.
2. If you do not indicate how you wish your proxy to use your vote in a particular matter, the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting.
3. In the case a corporation this Form of Proxy must be executed under seal or under the hand of an officer or lawyer duly authorised in writing.
4. Forms of Proxy, to be valid, must be signed and must be lodged, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, to the registrar's agents, Capita Registrars (Guernsey) Limited, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time of appointed for holding the Meeting.
5. 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 RA10) not later than 48 hours before the time appointed for holding the 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 Regulation 35(5)(a) of the Un-certificated Securities Regulations 2001.
6. In the case of joint holders, the signature of any one of them will suffice, but if a holder other than the first named holder signs, it will help the Registrars if the name of the first holder is given.
7. Any alteration to this Form of Proxy must be initialled.
8. Completion and return of this Form of Proxy does not preclude a member subsequently attending, speaking and voting at the Meeting.
9. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.