

Notice of Annual General Meeting

ReEnergy Group plc

Company Number: 5281827

NOTICE is hereby given that the Annual General Meeting of ReEnergy Group plc (the "Company") will be held at the offices of Squire, Sanders & Dempsey at Tower 42, Level 25, 25 Old Broad Street, London, EC2N 1HQ on Friday 17 July 2009 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution:

ORDINARY RESOLUTIONS

1. That the accounts for the year ended 31 December 2008, together with the Reports of the Directors and the Auditors thereon be received and adopted.
2. That the resignation of Michael Roger Hewitt as a Director of the Company be accepted.
3. That the resignation of Arthur WC "Tony" Morgan as a Director of the Company be accepted.
4. That Jonathan Allen be re-elected as a Director of the Company.
5. That Tenon Audit Limited be re-appointed as auditors of the Company from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which the accounts are laid before shareholders in accordance with the provisions of the Companies Act 2006 and that the Directors be authorised to fix their remuneration.
6. That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80) up to an aggregate nominal amount of £1,696,774.33 in respect of ordinary shares. This authority shall expire on the date of the Company's next Annual General Meeting in 2010 or, if earlier, on the date falling 15 months after the date on which this resolution is passed and is in substitution for all previous authorities pursuant to the said Section 80, which shall cease to have effect from the date of the resolution, without affecting the validity of any allotment of securities already made under them. Further, during this period, the Directors can make offers and enter into agreements which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority given by this resolution had not expired.

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SPECIAL RESOLUTION

7. That the Directors be empowered to allot equity securities (as defined in Section 94 of the Companies Act 1985) entirely paid for in cash of an unlimited amount in connection with a rights issue and in addition, of an aggregate nominal amount up to £254,516.15 free of restrictions in Section 89(1) of the Act. This power shall expire on the date of the Company's next Annual General Meeting in 2010 or, if earlier, on the date following 15 months after the date on which this resolution is passed and is in substitution for all previous such powers, which shall cease to have effect from the date of this Resolution, without affecting the validity of any allotment of securities already made under them. Further, during this period the Directors can make offers and enter into agreements which would, or might, require equity securities to be allotted after the expiry of such period.

By Order of the Board



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Michael Roger Hewitt
Secretary

Registered Office:
66 Chiltern Street
London W1U 4JT

Dated: 21 June 2009

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Notes:

- (i) *Members who hold ordinary shares in the Company in uncertificated form must have been entered on the Company's register of members by 11.00 a.m. on Wednesday 15 July 2009 in order to be entitled to attend and vote at the meeting. Such members may only vote at the meeting in respect of ordinary shares registered in their names at that time.*
- (ii) *Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on the member's behalf. A proxy need not be a member of the Company.*
- (iii) *A form of proxy is enclosed with this notice and instructions for its use are shown on the form. To be valid, completed forms should be sent (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 Company Secretary, ReEnergy Group plc c/o Tenon Audit Limited, 66 Chiltern Street, London W1U 4JT so as to be received not later than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, so as to be received not later than 24 hours before the time appointed for the taking of the poll. Completion and return of a form of proxy does not preclude members from attending and voting at the meeting in person if they so wish.*
- (iv) *The register of Directors' interests will be available for inspection at the Annual General Meeting in accordance with the requirements of the Companies Act 2006.*
- (v) *Copies of all the Directors' service contracts will be available for inspection at the registered office address, c/o Tenon Audit Limited, 66 Chiltern Street, London W1U 4JT during usual business hours on any weekday (public holidays excluded) from the date of this notice until the date of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.*