

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

22 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 a General Meeting (“GM”) of the Company at 10.00 a.m. on Friday, 8 July 2016 (the “Notice of GM”). The meeting will be held at the offices of Allenby Capital Limited, 3 St. Helen’s Place, London EC3A 6AB.

The following Ordinary Resolutions will be proposed at the GM:

Resolution 1

Resolution 1 is to receive and adopt the Company’s financial statements and the report of the directors and auditors for the year ended 31 December 2015. Shareholders will have a reasonable opportunity at the meeting (as well as at the AGM to be held on 29 June 2016) to ask questions about the results and the operations.

Resolution 2

Resolution 2 is to re-appoint BDO LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting of shareholders (or General Meeting, if later) at which accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditors.

Shareholders entitled to attend the GM

All Shareholders registered as holding ordinary shares of the Company at 6.00 pm on Wednesday, 6 July 2016 or, if adjourned, 6.00 pm on the day that is the second day prior to the date of the adjourned GM (not including any day that is not a business day) shall be (unless otherwise entitled to do so) entitled to attend the GM and vote on the Resolutions proposed.

Action to be taken by Shareholders

Enclosed with the Notice of GM is a Proxy Form for use by Shareholders. All Shareholders are invited and encouraged to attend the GM 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 GM 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 enclosed with 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 GENERAL MEETING

COGENPOWER PLC

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

NOTICE IS HEREBY GIVEN of a General Meeting of the Company to be held at the offices of Allenby Capital Limited, 3 St. Helen's Place, London EC3A 6AB on 8 July 2016 at 10.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions, which will be proposed as ordinary resolutions.

1. To receive and adopt the audited financial statements of the Company for the year ended 31 December 2015 and the Directors' report and Auditor's report on those accounts.
2. To re-appoint BDO LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting of shareholders (or General Meeting, if later) at which accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditors.

BY ORDER OF THE BOARD:

**David Pickering,
Chairman**

For and on behalf of Cogenpower Plc

Dated: 22 June 2016

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

Notes

1. A shareholder entitled to attend and vote at a 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 a.m. on Wednesday, 6 July 2016 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 6.00 p.m. on 6 July 2016 (or if the 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 General Meeting) shall be entitled to attend, speak and vote at the 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 6 July 2016 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.