

OPG Power Ventures Plc (the “Company”)

(incorporated in the Isle of Man with registered no. 002198V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP at 11.30am on 25 November 2019 for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions, each of which will be proposed as an ordinary resolution:

1. To receive and adopt the Company’s annual accounts for the financial year ended 31 March 2019 together with the Directors’ report and Auditors’ report on those accounts
2. To authorise the re-appointment of BDO LLP as auditors.
3. To authorise the directors to determine the auditor’s remuneration.
4. To approve the payment of a scrip dividend of 0.6p per share.
5. That Mr Arvind Gupta be re-elected as a Director.
6. That Mr Jeremy Warner Allen be re-elected as a Director.
7. That Mr Dmitri Tsvetkov be re-elected as a Director.
8. That Ms Avantika Gupta be re-elected as a Director.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

9. To authorise the purchase of ordinary shares in the Company.
 - The maximum number of Ordinary Shares thereby authorised to be purchased is 15 per cent of the Ordinary Shares in issue as at the date hereof with a nominal value of up to £8,553.42;
 - The minimum price to be paid for each such Ordinary Shares (exclusive of expenses) is the nominal amount thereof;
 - The authority conferred to make market purchases will (unless previously renewed or revoked) expire on the earlier of the next annual general meeting of the Company and the date being eighteen months after the date on which this authorising shareholder resolution is passed.

By order of the Board

Philip Scales
24 September 2019

NOTICE OF ANNUAL GENERAL MEETING

1. The Company, pursuant to regulation 22 of the Uncertificated Securities Regulations 2006 of the Isle of Man, specifies that only those shareholders registered in the register of members of the Company as at 11.30am on 23 November 2019 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the aforesaid annual general meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries in the register of members of the Company after 11.30am on 23 November 2019 or, in the event that the meeting is adjourned, in the register of members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. 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 attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. 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 proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. A Form of Proxy is enclosed which, to be valid, must be completed and delivered, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP or by facsimile to +44 (0) 1624 604790 or by email to lcain@fim.co.im so as to arrive not later than 11.30am on 23 November 2019 being 48 hours before the time of the meeting.
5. Completion and return of a Form of Proxy does not preclude a member from attending and voting in person should they wish to do so.



Registered office
IOMA House
Hope Street
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Isle of Man
IM1 1AP

www.opgpower.com