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If you have sold or transferred all your Ordinary Shares you should hand this document together with the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or transferred only part of your holding in Ordinary Shares in the Company, you should retain these documents.

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. In particular, this document should not be forwarded or transmitted in or into the United States, Canada, Australia, South Africa, Japan or any other jurisdiction where it would be illegal to do so. The Ordinary Shares have not been, nor will the Ordinary Shares or the Placing Shares be, registered under the United States Securities Act 1933 (as amended) or under any of the relevant securities laws of any state of the United States or of Canada, Australia, South Africa or Japan. Accordingly, the Ordinary Shares may not (unless an exemption under relevant securities laws is applicable) be offered, sold, resold or delivered, directly or indirectly, in or into the United States, Canada, Australia, South Africa or Japan or for the account or benefit of any such person located in the United States, Canada, Australia, South Africa or Japan.

This document does not constitute an offer to buy, acquire or subscribe for, or the solicitation of an offer to buy, acquire or subscribe for, new Ordinary Shares or an invitation to buy, acquire or subscribe for new Ordinary Shares. This document does not constitute a prospectus for the purposes of the Prospectus Rules of the FCA or an admission document for the purpose of the AIM Rules for Companies. The Directors of the Company accept responsibility for the information contained in this document and to the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

London Stock Exchange PLC has not itself examined or approved the contents of this document. AIM is a market designed primarily for emerging or smaller companies to which a higher degree of investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List and the AIM Rules for Companies are less demanding than those of the Official List. A prospective investor should be aware of the risks of investing in AIM companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an appropriate financial adviser.

Your attention, in particular, is drawn to Part II of this Document which set out and describes certain risk factors that you should consider carefully when deciding whether or not to vote in favour of the Resolutions proposed at the General Meeting. The whole of this Document should be read in the light of these risk factors.

COGENPOWER PLC

(Incorporated in England and Wales with Registered No. 09301329)

Proposed disposal of Cogenpower SRL, Proposed change of name and Notice of General Meeting

Your attention is drawn to the letter from the Non-Executive Chairman of Cogenpower PLC set out on pages 6 to 10 of this Circular, which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below. The General Meeting has been convened by the Directors for the purpose of considering the Proposals set out in this Circular.

Notice of a General Meeting of Cogenpower PLC to be held at the offices of Peterhouse Corporate Finance Limited, 15 Eldon Street, London EC2M 7LD at 11.00 a.m. on 1 December 2017 is set out at the end of this Circular. The enclosed Form of Proxy should, to be valid, be completed and returned in accordance with the instructions printed on it to SLC Registrars, 42 – 50 Hershaw Road, Walton-on Thames, Surrey KT12 1RZ so as to be received no later than 11.00 a.m. on 29 November 2017 or 48 hours before any adjourned meeting. Completion and return of the Form of Proxy will not preclude a Shareholder from attending in person and voting at the General Meeting.

Peterhouse Corporate Finance Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for the Company and no one else in connection with the Proposals and will not be responsible to any person other than the Company for providing the regulatory and legal protections afforded to clients of Peterhouse Corporate Finance Limited nor for providing advice in relation to the contents of this Circular or any matter, transaction or arrangement referred to in it. Peterhouse Corporate Finance Limited has not authorised the contents of, or any part of, this Circular and no liability whatsoever is accepted by Peterhouse Corporate Finance Limited for the accuracy of any information or opinion contained in this Circular or for the omission of any information.

Beaumont Cornish Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for the Company and no one else in connection with the Proposals and will not be responsible to any person other than the Company for providing the regulatory and legal protections afforded to clients of Beaumont Cornish Limited nor for providing advice in relation to the contents of this Circular or any matter, transaction or arrangement referred to in it. Beaumont Cornish Limited has not authorised the contents of, or any part of, this Circular and no liability whatsoever is accepted by Beaumont Cornish Limited for the accuracy of any information or opinion contained in this Circular or for the omission of any information.

Copies of this Circular will be available free of charge from the offices of Peterhouse Corporate Finance Limited, 15 Eldon Street, London EC2M 7LD during normal business hours and a copy is available on the website of Cogenpower PLC at www.cogenpower.co.uk.

CONTENTS

	Page
Expected Timetable of Principal Events	3
Definitions	4 - 5
Part I - Letter from the Non-Executive Chairman of Cogenpower PLC	6 - 10
Part II – Risk Factors	11 - 12
Part III – Pro forma statement of net assets as at 30 June 2017	13 - 14
Notice of General Meeting	15 - 16

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2017

Publication of this Document	14 November
Latest time and date for receipt of Forms of Proxy in respect of the General Meeting	11:00 a.m. on 29 November
General Meeting	11:00 a.m. on 1 December

Notes

1. References to times in this Circular are to London time unless otherwise stated.
2. If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on an RNS (and posted on the Company's website) in accordance with the Company's articles of association.

IMPORTANT INFORMATION

Forward looking statements

Certain statements in this Document constitute "forward-looking statements". Forward-looking statements include statements concerning the plans, objectives, goals, strategies and future operations and performance of the Company and the assumptions underlying these forward-looking statements. The Company uses the words "anticipates", "estimates", "expects", "believes", "intends", "plans", "may", "will", "should", and any similar expressions to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the Company's actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this Document. The Company is not obliged, and does not intend, to update or to revise any forward-looking statements, whether as a result of new information, future events or otherwise except to the extent required by any applicable law or regulation. All subsequent written or oral forward-looking statements attributable to the Company, or persons acting on behalf of the Company, are expressly qualified in their entirety by the cautionary statements contained throughout this Document. As a result of these risks, uncertainties and assumptions, a prospective investor should not place undue reliance on these forward-looking statements.

Financial data

Certain figures contained in this Document, including financial, statistical and operating information, have been subject to rounding adjustments. Accordingly, in certain circumstances, the sum of the numbers in a column or row in a table contained in this Document may not conform exactly to the total figure given for that column or row.

DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

“AIM Rules”	the AIM Rules For Companies, whose securities are admitted to trading on AIM, as published by the London Stock Exchange from time to time
“AIM”	the market of that name operated by the London Stock Exchange
“Board” or “Directors”	David Pickering, Francesco Vallone, Martin Groak and Richard Day
“Circular” or “Document”	this document, containing details of the Proposals
“Company” or “Cogenpower”	Cogenpower PLC, a company registered in England and Wales with registered number 09301329
“Cogenpower srl”	Cogenpower srl, a company incorporated in Italy and registered with the Turin Chamber of Commerce with number TO-1009761 and having Italian fiscal code 08913490010
“Completion”	completion of the Disposal expected to occur on or about 4 December 2017
“CVA”	a Company Voluntary Arrangement, pursuant to Part 1 of the Insolvency Act 1986, details of which are set out in this document and a proposal document made available to Creditors and Shareholders dated 29 September 2017 and which took effect on 24 October 2017
“Disposal”	the proposed sale of Cogenpower srl to Re Sipar srl, pursuant to the terms of the SPA
“FCA”	the Financial Conduct Authority
“Form of Proxy”	the form of proxy accompanying the Circular for use at the General Meeting
“General Meeting”	the General Meeting of Shareholders convened for 1 December 2017
“Group”	the Company, Cogenpower srl and its Subsidiaries
“GSE”	Gestore dei Servizi Energetici, the Italian Electricity Services Operator
“Independent Directors”	David Pickering, Martin Groak and Richard Day
“Issued Share Capital”	the 270,166,760 Ordinary Shares in issue as at the date of this Document
“London Stock Exchange”	London Stock Exchange PLC
“Nominated Adviser”	Beaumont Cornish Limited, the Company’s Nominated Adviser in accordance with the AIM Rules

“Ordinary Shares”	ordinary shares of 0.25p par value in the capital of the Company
“Peterhouse”	Peterhouse Corporate Finance Limited, a company incorporated in England and Wales with company number 02075091 (authorised by the FCA with firm reference number 184761) and having its registered office at 15 Eldon Street, London, EC2M 7LD
“Placing”	the placing of 220,000,000 new Ordinary shares at 0.25 pence per share by Peterhouse on behalf of the Company approved by shareholders on 24 October 2017
“Proposals”	the proposals set out in this Circular, whereby Shareholders are being asked to consider, and if thought fit, approve (i) the Disposal and (ii) a change of the name of the Company
“RSS” or the “Purchaser”	Re Sipar srl an Italian company with registered office at Corso Re Umberto, 54 - 10128 Turin, Italy
“Resolutions”	the resolutions set out in the Notice of General Meeting contained within the Circular
“Shareholders”	holders of Ordinary Shares
“SPA”	the conditional quota purchase agreement dated 14 November 2017 between RSS and the Company in respect of the Disposal
“Subsidiaries”	Cogenpower srl’s wholly-owned subsidiaries

Part I
Letter from the Non-executive Chairman
Cogenpower PLC

(Incorporated in England and Wales with Registered No. 09301329)

Directors:

David Pickering, Non-Executive Chairman
Francesco Vallone, Chief Executive Officer
Martin Groak, Chief Financial Officer
Richard Day, Non-Executive Director

Registered Office:

5 Fleet Place,
London
EC4M 7RD

14 November 2017

To Shareholders

Proposed Disposal of Cogenpower SRL and change of name
Notice of General Meeting

Introduction

This Circular sets out details of the proposed Disposal of Cogenpower srl, following completion of which, the Company will become an AIM Rule 15 cash shell. The purpose of this Circular is to provide you with the background to and to explain why the Independent Directors consider the Proposals are in the best interests of the Company and its Shareholders as a whole and why they recommend that Shareholders should vote in favour of the Resolutions to be proposed at the General Meeting.

A notice convening a General Meeting for 11.00 a.m. on 1 December, 2017, at the offices of Peterhouse Corporate Finance Limited, New Liverpool House, 15 Eldon Street, London, EC2M 7LD, to consider the Resolutions, is set out at the end of this Circular.

Background to the Proposals

On 6 October 2017, the Board announced a number of proposals including a Company Voluntary Arrangement ("CVA") and conditional Placing to raise £550,000 (before expenses) by Peterhouse Corporate Finance Limited to enable the Company to implement the CVA, and to provide the Company with working capital to allow it to continue to trade following the CVA. The Placing and the CVA were approved on 24 October 2017, following which the Company's shares resumed trading on AIM on 25 October 2017. At the same time the CVA and Placing were announced, the Board also re-confirmed that it was undertaking an extensive assessment of the Company's current business, including consideration by the Board of the potential disposal of the Group's Italian operating subsidiaries.

Over the last year, the Company had discussions with major infrastructure funds and other investors with regards to the provision of further funding for the Group's Italian operations in an attempt to address the working capital requirements of the Italian operations (which, as explained in the Company's annual report and accounts, arose principally due to the withholding by the GSE of payment of Green Certificate monies). These discussions were ultimately unsuccessful. The Company also took informal soundings from the market, which indicated negligible appetite for any equity fundraising by the Company for its Italian operations, mainly due to insufficient revenue visibility, the high level of historical and ongoing liabilities, working capital concerns, the Company's small market capitalisation and the volatility of the Company's share price.

Accordingly, the Board believed that it was faced with the following situation:

- The Group was unable to raise the requisite funds required to fund the Italian operating subsidiaries to continue to trade, let alone invest in the development of its trading business, if the Company were to remain as an AIM-traded company with its Italian operations;
- The Board could propose to delist, but then there would effectively be no market in the Ordinary Shares; or
- The Board could dispose of Cogenpower srl and all its Italian subsidiaries (including Cogenpower Energia srl and Cogenpower Gas & Power srl), introduce new funds and look to adopt a new investing strategy to recover value for Shareholders.

Having considered the alternatives in detail with its advisers, the Board concluded that the best option for Shareholders is to dispose of Cogenpower srl as the Board had identified no reasonable prospect of the Company funding the liabilities of Cogenpower srl. The Board also did not believe that the Company should provide anything more than basic warranties as to capacity and authority and title to any purchaser, and should complete a disposal as soon as practicable given the funding requirements of the Italian operations and the objective to consider new business opportunities. The Board also took into account a private third-party valuation of Cogenpower srl and its subsidiaries undertaken by an independent firm of accountants and addressed to the Board and which concluded that the current market value of Cogenpower srl is €nil.

Summary of the Disposal agreement

Against this background as set out above, the Company has today entered into a conditional sale and purchase agreement (“SPA”) with Re Sipar srl (“RSS”), an Italian company wholly-owned by Francesco Vallone, the founder and current Chief Executive of the Company.

Pursuant to the SPA, RSS has agreed to acquire Cogenpower srl (and consequently its controlled subsidiaries of Cogenpower Energia srl and Cogenpower Gas & Power srl) and as a result to assume all its assets and liabilities. As at 30 June 2017, after taking into account the reduction in receivable from the Company pursuant to the CVA, Cogenpower srl had net unaudited liabilities of €0.7 million, including trade creditors of €3.9 million, tax creditors of €4.7 million and total debt owed to third party banks of €5.4 million, with net current liabilities of €7 million. Total assets at the same date amounted to €13.7 million. The consideration is a nominal cash payment of £1. The SPA contains warranties only as to capacity and authority and title from the Company and no other warranties.

The SPA is conditional on the passing of Resolution 1 approving the Disposal.

Conditional on completion of the SPA, the Company has also entered into a deed of termination with Cogenpower srl to terminate the Management Services Agreement dated 9 June 2015, pursuant to which the Company provided certain support and administrative services to Cogenpower srl and Cogenpower srl recharged to the Company all costs it had incurred relating to the admission to AIM of the shares in the Company in February 2016.

Further Information on Cogenpower

Cogenpower Plc was founded in November 2014 and in August 2015, through a share-for-share exchange, acquired 100 per cent. of Cogenpower S.p.A. (since renamed Cogenpower srl). Cogenpower srl is a company based near Turin, Italy, which has been in operation since 2004, focussing on selling heat from its ultra-high efficiency plant in Borgaro Torinese. Cogenpower srl has two Italian

subsidiaries located within suburban Turin, one of which is in the process of being liquidated following the withdrawal by the Group from the retail gas and electricity supply business.

As reported by the Company in the annual results for the year ended 31 December 2016, Cogenpower srl's consolidated profitability compared to prior years reduced significantly due to the termination of Green Certificate subsidies at the beginning of the 4th quarter of 2016. Any recovery of that lost margin will necessarily require capital investment. In terms of the legacy Green Certificate receivable, reported widely by the Company, the Rome Tribunal ruled in the Company's favour over GSE's actions to reduce incentive entitlement and this was supported by the Italian Parliament passing a new law prohibiting GSE from making retroactive changes to that entitlement. However, the GSE still owes the Group over €1 million but the Company also faced extremely high one-off costs, reporting an overall loss before tax of €2.2million.

For the year ended 31 December 2016, Cogenpower srl's consolidated revenue and loss before tax amounted to €4.9 million and (€1.6 million) respectively. As at 30 June 2017, Cogenpower srl's consolidated total assets amounted to €14.8 million.

AIM Rule 15

In accordance with AIM Rule 15, the Disposal constitutes a fundamental change of business of the Company. On Completion, the Company would cease to own, control or conduct all or substantially all, of its existing trading business, activities or assets.

Following completion of the Disposal therefore, the Company will become an AIM Rule 15 cash shell and as such will be required to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14 (including seeking re-admission as an investing company (as defined under the AIM Rules)) on or before the date falling six months from completion of the Disposal or be re-admitted to trading on AIM as an investing company under the AIM Rules (which requires the raising of at least £6 million) failing which, the Company's Ordinary Shares would then be suspended from trading on AIM pursuant to AIM Rule 40. Admission to trading on AIM would be cancelled six months from the date of suspension should the reason for the suspension not have been rectified.

As such a cash shell the Company would also have no operating cash flow and would be dependent on the net proceeds of the Placing for its working capital requirements.

Illustrative Pro-forma net assets

An illustrative pro forma of net assets of the Company as at 30 June 2017 to show the impact of the CVA, Placing and Disposal is set out in Part III of this Document.

Related Party Transaction

The purchaser, RSS, is wholly-owned by Francesco Vallone, who is a director of the Company and a substantial shareholder as he is currently interested in 14 per cent. of the Issued Share Capital of Cogenpower. Accordingly, the Disposal is a related party transaction for the purposes of AIM Rule 13 and Francesco Vallone has taken no part in any board assessment of the disposal to RSS by the Independent Directors, being the Non-Executive Directors David Pickering and Richard Day and the Chief Financial Officer Martin Groak.

The Independent Directors consider, having consulted with the Nominated Adviser, that the terms of the Disposal are fair and reasonable insofar as the Company's Shareholders are concerned. The Independent Directors have taken into account the lack of options for the provision of future working capital for the Company's existing Italian operating business and in particular:

1. The Board had identified no reasonable prospect of the Company funding Cogenpower srl's liabilities and, in particular, its current liabilities. As at 30 June 2017, after taking into account the reduction in receivables from the Company pursuant to the CVA, Cogenpower srl had net unaudited liabilities of €0.7 million, including trade creditors of €3.9 million, tax creditors of €4.7 million and total debt owed to third party banks of €5.4 million, with net current liabilities of €7 million;
2. The commercial and financial viability of Cogenpower srl is extremely fragile without immediate prospects of any new funding, given its current financial position and very limited working capital;
3. Cogenpower srl is currently loss making and the Company's base case internal projections show that there is no immediate prospect of an improvement in financial performance without capital investment. Support from a third party to expand the Italian operations was withdrawn and without it there is a lack of visibility of sufficient revenue to sustain the business;
4. A private third-party valuation of Cogenpower srl and its subsidiaries undertaken by an independent firm of accountants and addressed to the Board concluded that the current market value of Cogenpower srl is €nil;
5. The Board had originally identified that the investment in Esseti Energia Srl, which was sold back to the vendor when misstatements in the due diligence were discovered, was projected to generate sufficient EBITDA to cover the overheads of the Company and without that contribution, the Italian group did not generate sufficient cash flow to cover those overheads. The Board also concluded that ownership of the Italian group had become an impediment to raising new funds and therefore the prospects for Shareholders would be enhanced by a disposal; and
6. The Disposal is subject to shareholder approval at the General Meeting.

The Independent Directors have also taken into account the principal risk factors that they have identified and which are set out further below in this letter

Risk factors

Shareholders attention is drawn to the Risk Factors set out in Part II of this Document.

Proposed Board changes

Conditional on Completion, Francesco Vallone will resign as a director of the Company. Following Completion, the Board then intends to make additional appointments to assist the Company in its new strategic direction as a cash shell and further announcements will be made in due course as and when such new appointees have been identified. David Pickering and Richard Day have also indicated that following such further appointments, it would be their intention at such time to stand down as directors of the Company.

Change of Name

The Board has agreed with the RSS that the Company's name will be changed to Monreal plc, conditional on Shareholder approval at the General Meeting.

General Meeting

The Notice convening the General Meeting to be held at the offices of Peterhouse Corporate Finance Limited, New Liverpool House, 15 Eldon Street, London, EC2M 7LD, at 11:00 a.m. on 1 December 2017 at which the Resolutions will be proposed is set out at the back of this Circular.

Resolution 1, which will be proposed as an ordinary resolution, seeks to approve the sale by the Company of Cogenpower srl in accordance with the SPA to RSS.

Resolution 2, which will be proposed as an ordinary resolution, seeks to approve the change of the Company's name to Monreal plc.

Action to be taken

Shareholders will find a Form of Proxy enclosed for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible.

To be valid, completed Forms of Proxy must be received by the Company's registrars, SLC Registrars of 42-50 Hersham Road, Walton-on Thames, Surrey KT12 1RZ, not later than 11am on 29 November 2017, being 48 hours before the time appointed for holding the General Meeting.

You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the General Meeting instead of you. Completion of the Form of Proxy will not preclude you from attending and voting at the General Meeting in person if you so wish. Your attention is drawn to the notes to the Form of Proxy.

Recommendation

The Independent Directors, having consulted with the Nominated Adviser, consider the terms of the Disposal to be fair and reasonable insofar as the Company's Shareholders are concerned and recommends Shareholders to vote in favour of the Resolutions.

The Board intend to vote in favour of the Resolutions in respect of their shareholdings which in aggregate amount to 38,461,998 Ordinary Shares representing 14.2 per cent. of the Issued Share Capital.

Yours faithfully,

David Pickering
Non-Executive Chairman
For and on behalf of the Board
Cogenpower PLC

PART II RISK FACTORS

Shareholders should carefully consider all of the information in this Document including the risks below. The Board have identified these risks as material risks, but additional risks and uncertainties not presently known to the Board, or that the Board consider immaterial, may also adversely affect the Company. If any or a combination of the following risks materialise, the Company's business, financial condition and/or performance could be materially adversely affected. In any such case the market price of the Ordinary Shares could decline.

The following risk factors should not be considered in any order of priority. The Company's future performance might be affected by changes in market conditions and legal, regulatory and tax requirements.

AIM Rule 15 Deadlines

In accordance with AIM Rule 15, the Disposal constitutes a fundamental change of business of the Company. On Completion, the Company would cease to own, control or conduct all or substantially all, of its existing trading business, activities or assets.

Following completion of the Disposal therefore, the Company will become an AIM Rule 15 cash shell and as such will be required to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14 (including seeking re-admission as an investing company (as defined under the AIM Rules)) on or before the date falling six months from completion of the Disposal or be re-admitted to trading on AIM as an investing company under the AIM Rules (which requires the raising of at least £6 million) failing which, the Company's Ordinary Shares would then be suspended from trading on AIM pursuant to AIM Rule 40. Admission to trading on AIM would be cancelled six months from the date of suspension should the reason for the suspension not have been rectified.

Any failure therefore in completing an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14 (including seeking re-admission as an investing company (as defined under the AIM Rules)) will result in the cancellation of the Company's Shares from trading on AIM.

Identifying a suitable target

The Company will be dependent upon the ability of the Board to identify suitable acquisition targets. As at the date hereof, the Directors have not identified any investment opportunities which they have resolved to pursue. There is no guarantee that the Company will be able to acquire an identified opportunity at an appropriate price, or at all, as a consequence of which resources might have been expended fruitlessly on investigative work and due diligence.

Limited current funds

As such a cash shell the Company would also have no operating cash flow and would be dependent on the net proceeds of the Placing for its working capital requirements.

Market conditions

Market conditions may have a negative impact on the Company's ability to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14. There is no guarantee that the Company will be successful meeting the AIM Rule 15 deadline as described above.

Costs associated with potential acquisition or acquisitions

The Company expects to incur certain third party costs associated with the sourcing of suitable acquisition or acquisitions. The Company can give no assurance as to the level of such costs, and given

that there can be no guarantee that negotiations to acquire any given target business will be successful, the greater the number of deals that do not reach completion, the greater the likely impact of such costs on the Company's performance, financial condition and business prospects.

Future financing

The only sources of financing currently available to the Company are the proceeds of the Placing and any potential future issue of additional equity capital or shareholder loans. The Company's ability to raise further funds will depend on the success of existing and acquired investments. The Company may not be successful in procuring the requisite funds on terms which are acceptable to it (or at all) and Shareholders' holdings of Ordinary Shares may be materially diluted in due course by subsequent equity issues.

PART III

ILLUSTRATIVE PRO FORMA STATEMENT OF NET ASSETS AS AT 30 JUNE 2017

Euro'000	As at 30-Jun 2017	Proforma effect of CVA and Placing	Proforma effect of Disposal	Proforma revised balance sheet
Non-current assets				
Investments	3,030	-	(3,030)	-
Total non-current assets	3,030	-	(3,030)	-
Current assets				
Receivables	9	-	-	9
Cash and cash equivalents	10	550	-	560
Total current assets	19	550	-	569
Total assets	3,049	550	(3,030)	569
Current liabilities				
Intercompany: net creditor	1,192	(1,180)	-	12
Trade and other payables	676	(636)	-	40
Costs of fundraise /CVA etc	-	60	-	60
Total current liabilities	1,868	(1,756)	-	112
Total liabilities	1,868	(1,756)	-	112
Net assets /(liabilities)	1,181	2,306	(3,030)	457
Equity attributable to equity holders of the Parent				
Share Capital	171	550	-	721
Share premium	2,129	-	-	2,129
Merger Reserve	692	-	(692)	-
Retained losses	(1,811)	1,756	(2,338)	(2,393)
Total equity	1,181	2,306	(3,030)	457

Notes:

1. The pro forma statement of net assets of the Company set out above has been prepared to illustrate the effect on the net assets of the Company that the CVA, Placing and Disposal would have had if they had occurred on 30 June 2017. The pro forma statement is for illustrative purposes only and, because of its nature, may not give a true picture of the net assets of the Company after the Disposal.
2. The net assets of the Company as at 30 June 2017 have been extracted from the Company balance sheet contained in the published unaudited interim financial report for the half-year ended 30 June 2017.
3. The pro forma effect of the CVA and Placing shows the adjustments in respect of the gross proceeds of the Placing of £550,000, the reduction in the Company's creditors pursuant to the CVA and the estimated associated costs of the CVA and Placing of £60,000.
4. The pro forma effect of the Disposal eliminates the Company's investment in Cogenpower srl and its subsidiaries as reported in the published unaudited interim financial report for the half-year ended 30 June 2017.
5. Following the Disposal the Company will not have any subsidiary undertakings.

COGENPOWER PLC

(Incorporated in England and Wales with Registered No. 09301329)
(the "Company")

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the members of the Company will be held at the offices of Peterhouse Corporate Finance Limited at 15 Eldon Street, London EC2M 7LD on 1 December 2017 at 11 am. The resolutions are being proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

- 1) THAT the sale by the Company of Cogenpower srl to Re Sipar srl in accordance with the quota purchase agreement dated 14 November 2017 as referred to in the circular to shareholders of the Company dated 14 November 2017 be approved.

- 2) THAT, pursuant to article 142 of the Company's articles of association, the name of the Company be changed to Monreal plc.

David Pickering
Non-Executive Chairman
for and on behalf of the Board

Registered Office:
5 Fleet Place, London
EC4M 7RD

Date: 14 November 2017

NOTES TO THE NOTICE OF GENERAL MEETING

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the number of votes they may cast), holders of Ordinary Shares must be entered on the relevant register of securities by 6.30 p.m. on 29 November 2017.
2. If you wish to you may attend the meeting in person.
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 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. 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 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.
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. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the record date will result in the proxy appointments being invalid.
6. The notes to the proxy form explain how to direct your proxy how to vote on the resolutions or withhold their vote.
7. 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).

8. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
9. To appoint a proxy using the proxy form, the form must be completed and signed and deposited (during normal business hours only) at the office of the Company's registrars, SLC Registrars, 42-50 Hersham Road, Walton-on-Thames, Surrey KT12 1RZ UK or completed, scanned and emailed to slc@davidvenus.com, so as to be received not later than 48 hours before the time appointed for holding the meeting. Emailed Proxy Forms must be in either .jpg or .pdf format
10. 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 note 8 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
11. 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.
12. 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 the Company's registrars, SLC Registrars, 42-50 Hersham Road, Walton-on-Thames, Surrey KT12 1RZ UK. 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.
13. The revocation notice must be received by the Company's registrars, SLC Registrars, no later than 48 hours before the time appointed for holding the meeting.
14. As at 9.00 a.m. on 13 November 2017, the Company's issued ordinary share capital comprises 270,166,760 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of shares carrying voting rights in the Company as at 9.00 a.m. on 13 November 2017 was 270,166,760

COGENPOWER PLC

FORM OF PROXY

GENERAL MEETING

I/We the undersigned, of
....., being the holder(s) of ordinary shares of the Company,
HEREBY APPOINT the Chairman of the Meeting or (Note 5) of
..... as my/our Proxy to attend and to vote for me/us and on my/our behalf at
the General Meeting of the Company to be held at 11.00 am on 1 December 2017 at the offices of Peterhouse Corporate
Finance Limited, 15 Eldon Street, London EC2M 7LD and at any adjournment thereof.

I/We direct that my/our vote be cast as indicated by an "X" in the appropriate box on the following resolutions. If no
indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to
vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.

	ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1	THAT the sale by the Company of Cogenpower srl to Re Sipar srl in accordance with the quota purchase agreement dated 14 November 2017 as referred to in the circular to shareholders of the Company dated 14 November 2017 be approved.			
2	THAT, pursuant to article 142 of the Company's articles of association, the name of the Company be changed to Monreal plc.			

Dated this day of2017

Signature

Full name(s) in which Ordinary Shares are registered

PLEASE USE BLOCK LETTERS

Notes:

1. A member of the Company as at 6.30 p.m. on 29 November 2017 is entitled to appoint another person as his proxy to exercise all any of his rights to attend, speak and vote at the General Meeting. A proxy may only be appointed using the procedures set out in these notes and the notes to the notice of the General Meeting.
2. To appoint a proxy using the appointment of proxy form, the form must be completed and signed and returned to the Company's registrars, SLC Registrars of 42-50 Hersham Road, Walton-on Thames, Surrey KT12 1RZ so as to be received not later than 48 hours before the time appointed for holding the meeting. Save as provided otherwise below, this appointment of a proxy will be valid for any adjournment of the General Meeting. Emailed Proxy Forms must be in either .jpg or .pdf format and sent to slc@davidvenus.com.
3. To appoint a proxy to vote on any poll taken otherwise than on the same day as the General Meeting or the adjourned meeting, the form must be completed and signed and returned to the Company's registrars (at the address stated in note 2) so as to be received not less than 48 hours prior to the time for the taking of the poll at which it is to be used. Any form not so received shall not be treated as valid.
4. This appointment of a proxy, if validly completed and submitted on time, will be deemed to give your proxy the right to demand (or join in demanding) a poll.
5. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. To appoint as your proxy a person other than the Chairman of the General Meeting, insert their full name on the line indicated above. If you sign and return this proxy form with no name inserted in the box, the Chairman of the General

Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the General Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

6. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned in the same envelope. You may not appoint more than one proxy to exercise rights attached to any one share.
7. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 resolutions. 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 General Meeting.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney or other person authorised to sign for the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. 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).
10. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of the General Meeting.
11. 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. If the Company is unable to determine which was the last received, none of them shall be treated as valid in respect of the shares to which they relate.
12. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person or attending any adjournment of the General Meeting (or voting in any poll relating thereto). If you have appointed a proxy and attend the General Meeting (or any adjournment of the General Meeting) in person, your proxy appointment will automatically be terminated.
13. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
14. The summary of the resolutions is for guidance only. You are advised to read the accompanying letter from the Non-Executive Chairman and notice of meeting carefully.