

Notice of Annual General Meeting

JERSEY ELECTRICITY PLC

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of the Company will be held on Thursday 4 March 2021 at 12.30pm at the Company's offices at The Powerhouse, Queens Road, St Helier, Jersey to transact the following business. Resolutions 1 to 11 inclusive will be proposed as ordinary resolutions and Resolution 12 will be proposed as a special resolution.

Ordinary Resolutions (see Explanatory Notes overleaf)

1. To receive the accounts and the reports of the Directors and the Auditors thereon for the year ended 30 September 2020
2. To declare a dividend
3. To re-elect P J Austin as a Director of the Company
4. To re-elect A A Bryce as a Director of the Company
5. To re-elect W J Dorman as a Director of the Company
6. To re-elect T Taylor as a Director of the Company
7. To re-elect P M Simon as a Director of the Company
8. To re-elect A Astall as a Director of the Company
9. To re-elect C J Ambler as a Director of the Company
10. To re-elect M P Magee as a Director of the Company
11. To re-appoint the Auditors and authorise the Directors to agree their remuneration

Special Resolution (see Explanatory Notes overleaf)

12. THAT the Company's articles of association (the "Articles") be and hereby are amended by the adoption and inclusion of the following new article 112A after article 112:

"112A Notwithstanding any other provision of these Articles, the Directors may make such arrangements as they deem fit to enable Members simultaneously to attend and participate in a general meeting by any means (including by conference telephone or video) even though such Members are not present in the same place, provided that the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to enable each Member participating in the meeting to hear and speak to each other. A Member participating in a general meeting in this way shall be deemed present at the meeting for all purposes, including for the purposes of voting and counting in the quorum, and the votes he is entitled to cast may be given electronically."

Recommendation

The Board considers the Resolutions will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings.

BY ORDER OF THE BOARD

L Floris

Company Secretary

18 January 2021

Registered Office:

The Powerhouse, Queens Road, St Helier, Jersey, JE4 8NY

Registered in Jersey No. 67

APPENDIX

Explanatory Notes

Resolution 1 – To receive the Annual Report and Accounts

The Chairman will present the accounts and the reports of the Directors and the Auditors for the year ended 30 September 2020 to the meeting.

Resolution 2 – Final dividend

A final dividend of 9.70 pence on the Ordinary and 'A' Ordinary shares for the year ended 30 September 2020 is recommended by the Directors. If you approve the recommended final dividend, this will be paid on 25 March 2021 to shareholders who were on the register of members at the close of business on 19 February 2021. A participating dividend of 1.5% per annum less Income Tax on the Cumulative Participating Preference Share Capital for the period ended 30 September 2020 will also become payable, on the 1 July 2021, to Shareholders on the Register on 4 June 2021.

Resolutions 3 to 10 – Re-election of Directors

Biographical information on all of the Company's Directors is available on pages 52 and 55 of the Annual Report and Accounts.

The Board has made the decision that all Directors will seek re-election annually at each AGM.

The Government of Jersey hold majority voting rights in the Company. The FCA's Listing Rule 13.8.17 requires that companies make additional disclosures about independent Directors' relationships, independence, effectiveness and appointments, where they are being proposed for election or re-election. Accordingly the following information is provided in respect of the independent Directors who are proposed for re-election at this AGM.

Details of any existing or previous relationships, transactions or arrangements:

Mr Phil Austin: Mr Austin was CEO at Jersey Finance Ltd for 5 years (2001-06), a body that is part-funded by the Government of Jersey. He was Chairman of the International Island Games Organising Committee for the 2015 Island Games in Jersey, an event funded mostly by the Government of Jersey. Currently, he is Chairman of Jersey Sport, an organisation which was established in 2016 at arm's length from the Government who, nonetheless, provide most of its funding.

Mrs Wendy Dorman: Mrs Dorman was a non-executive Director of Jersey Finance Limited until June 2020, a body that is part-funded by the Government of Jersey.

Mr Tony Taylor: Mr Taylor is a member of the Jersey Sport Board and the Jersey Milk Marketing Board, appointments made by the Government of Jersey.

Mr Martin Magee: Mr Magee is a non-executive Director of Jersey Post International Limited, a strategic investment of the Government of Jersey.

Mrs Amanda Astall: Mrs Astall was a non executive director at Digital Jersey (2021-19) and additionally acted as an advisor to the Government of Jersey (2014-16). She no longer holds any roles within the Government or for any Government related entities.

The Company also makes the following statements:

- Effectiveness: The biographies of all Directors are on pages 42 and 43 of the Annual Report & Accounts. The Directors all bring diversity in skills and background to the Board and the effectiveness of individual Directors and the Board as a whole is reviewed annually by the Chairman.
- Independence: The Board considers that all of the Directors are independent in character and judgment, and that there are no relationships or circumstances that are likely to affect their judgment.
- Selection: Directors are selected through a process overseen by the Nominations Committee with the use of external recruitment consultants.

Resolution 11 – Re-appointment of Auditors and Auditors' remuneration

Resolution 11 relates to the appointment of PricewaterhouseCoopers CI LLP as the Company's auditors to hold office until the next AGM of the Company and authorises the Directors to set their remuneration. The Directors have delegated the responsibility of setting the auditors' remuneration to the Board's Audit and Risk Committee.

Resolution 12 – Amendment to the Articles

At present, shareholders are only entitled to count in the quorum and vote at general meetings of the Company in person or by proxy. Resolution 12, which will be proposed as a special resolution, proposes an amendment to the Articles to allow shareholders to count in the quorum and vote at general meetings of the Company by electronic means. Particularly in light of the continually evolving situation regarding the COVID-19 pandemic, the Directors believe that the increased flexibility afforded by this amendment will be beneficial to the Company going forwards.

NOTES

1. The Company appreciates that shareholders may be unable or unwilling to attend and vote in person at the meeting as a result of the COVID-19 pandemic. **Therefore, the Directors strongly encourage shareholders to vote on the resolutions by lodging a completed proxy form in respect of the meeting and appointing the Chairman of the meeting as their proxy to cast their votes as directed.**
2. Although electronic voting at the meeting is not currently permitted under the Articles, **the Company will provide a dial-in facility to allow shareholders to listen to the proceedings and ask questions during the meeting. Details of how to access this dial-in facility will be announced by the Company via RNS and on its website at www.jec.co.uk, no later than Tuesday 2 March 2021.**
3. A shareholder of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint one or more proxies to attend and, on a poll, to vote in his place. A proxy may demand, or join in demanding, a poll. A proxy need not be a shareholder of the Company.
4. A proxy form, which may be used to make this appointment and give proxy instructions, accompanies this notice. In order to be valid, an appointment of proxy must be returned, together with any authority under which it is executed or a notarially certified copy of such authority, to the Company's registered office at least 48 hours before the commencement of any meeting, or adjournment thereof, at which the person named in the instrument proposes to vote or, in the case of a poll, at least 24 hours before the time appointed for taking the poll and, in default, the instrument shall not be treated as valid. These periods of 48 hours and 24 hours exclude any part of a day that is not a working day in Jersey.
5. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes on the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person in place of your proxy. If the proxy form is returned without any indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes.
6. An abstention option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
8. In the case of a corporation, the proxy should be executed under its common seal, or signed on its behalf by an attorney, or officer, so authorised.
9. Entitlement to attend and vote at the meeting, and the number of votes which may be cast thereat shall be determined by reference to the register of members at 6pm on the day which is two days before the day of the meeting or any adjournment thereof.