

# 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 2 March 2017 at 2.30pm at the Company's offices at The Powerhouse, Queens Road, St Helier, Jersey to transact the following business. Resolutions 1 to 6 inclusive will be proposed as ordinary resolutions.

### 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 2016
2. To declare a dividend
3. To re-elect P J Austin as a Director of the Company
4. To re-elect W J Dorman as a Director of the Company
5. To re-elect G J Grime as a Director of the Company
6. To re-appoint the Auditors and authorise the Directors to agree their remuneration

### 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

**P J Routier**

Company Secretary

13 January 2017

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 2016 to the meeting.

#### Resolution 2 – Final dividend

A final dividend of 8.00 pence on the Ordinary and 'A' Ordinary shares for the year ended 30 September 2016 is recommended for payment by the Directors. If you approve the recommended final dividend, this will be paid on 30 March 2017 to shareholders who were on the register of members at the close of business on 24 February 2017. A participating dividend of 1.5 per cent per annum less Income Tax on the Cumulative Participating Preference Share Capital for the period ended 30 September 2016 will also become payable, on the 3 July 2017, to Shareholders on the Register on 2 June 2017.

#### Resolutions 3 to 5 – Re-election of Directors

Biographical information on all of the Company's Directors is available on page 45 of the Annual Report & Accounts.

The Board appointed Mr Philip Austin on 12 May 2016 and Mrs Wendy Dorman on 1 July 2016 and in accordance with Article 115 of the Company's Articles of Association, they offer themselves for re-election.

Furthermore, Directors with more than 9 years' service should offer themselves for re-election on an annual basis. Accordingly, Geoffrey Grime will retire and, being eligible, will offer himself for re-election.

The States of Jersey are considered to be a 'controlling shareholder' by virtue of their voting rights in the Company. The FCA's Listing Rule 13.8.17 requires that companies with a controlling shareholder 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 two independent Directors who are proposed for re-election at this AGM.

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

**Mr Philip Austin:** Mr Austin was CEO at Jersey Finance Ltd for 5 years (2001-06), a body that is part-funded by the States of Jersey. He was Chairman of the Island Games Organising Committee for the 2015 Island Games in Jersey, an event funded mostly by the States of Jersey. Currently, He is Chairman of the Jersey Sport Shadow Board, which has been established by the States of Jersey to set up a new body, Jersey Sport, which will be funded by the States of Jersey.

**Mrs Wendy Dorman:** Mrs Dorman is a non-executive director of Jersey Finance Limited, a body that is part-funded by the States of Jersey.

The Company also makes the following statements:

- Effectiveness: The biographies of Mr Austin and Mrs Dorman are on page 45 of the Annual Report & Accounts. They both bring wide and diverse skills to the Board and have provided much useful challenge and input to Board matters during their relatively short periods of tenure.
- Independence: The Board considers that Mr Austin and Mrs Dorman are independent in character and judgment, and that there are no relationships or circumstances that are likely to affect their respective judgments.
- Selection: Both Mr Austin and Mrs Dorman were selected through a process overseen by the Nominations Committee with the use of an external recruitment consultant.

#### Resolution 6 – Re-appointment of Auditors and Auditors' remuneration

Resolution 6 relates to the appointment of Deloitte 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 & Risk Committee.

## NOTES

1. 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, speak 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.
2. 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, 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, before the time appointed for taking the poll and, in default, the instrument shall not be treated as valid.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.