



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fifth Annual General Meeting of the above named Company will be held at New Broad Street House, 35 New Broad Street, London, EC2M 1NH on Wednesday 1 July 2009 at 9.30 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

Resolution 1.

To receive the Directors Report and the Financial Statements for the year ended 31 December 2008, together with the Independent Auditors Report.

Resolution 2.

To re-appoint as a director of the Company Sir John William Baker, who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution 3.

To re-appoint as a director of the Company Mr Jeffrey Harding, who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution 4.

To re-appoint BDO Stoy Hayward as the auditors of the Company and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

Resolution 5.

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

To approve that the Company continue to undertake active and passive investment in both proven and innovative renewable energy technologies.

Resolution 6.

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

To approve that the Directors be authorised pursuant to Article 3.5 of the Company's Articles of Association to allot equity securities (as defined in the Articles of Association) for cash as if the pre-emption provisions in Article 3.5 of the Company's Articles of Association did not apply to such allotment, such power to expire on the earlier of the date of the next Annual General Meeting of the Company or the date 15 months after the date of the passing of this resolution and such power is limited to the allotment of equity securities up to a maximum aggregate of 50,000,000 ordinary shares with a nominal value of £0.01 per share, provided that the Company may, before expiry of this power, make any offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Resolution 7.

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

To approve that the authorised share capital of the Company be increased from £1,500,000 to £3,000,000 by the creation of 150,000,000 ordinary shares of £0.01 each having the rights ascribed to them in the Articles of Association and that, consequential to this resolution, the Company will reprint and file an updated Memorandum and Articles of Association reflecting the increased authorised share capital.

BY ORDER OF THE BOARD

Ian R Gribble

Company Secretary

26 May 2009

NOTES

1. Who may vote;

Persons whose names are set out in the register of members of the Company as at close of business on Monday 29 June 2009 are entitled to attend and vote at the meeting convened by this notice.

2. Appointment of proxies;

A member of the Company who is entitled to attend and vote at the above Meeting is entitled to appoint a proxy or proxies to attend, speak and vote in a poll on his, her or its behalf, (it should be noted that a proxy is not entitled to vote on a show of hands). A proxy need not be a member of the Company. Completion of a proxy form does not preclude a member from attending the above Meeting and from speaking and voting thereat. Where two or more valid separate appointments of proxy are received in respect of the same share, the one which is last sent shall be treated as replacing and revoking the other or others.

To be valid, proxy forms must be deposited at the registered office of Renewable Energy Holdings plc no later than 9.00 a.m. on Monday 29 June 2009.

3. Body corporate representative;

A shareholder who is a body corporate and who is entitled to attend and vote at the meeting, or a proxy who is a body corporate and who is appointed by a Shareholder entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with:

- A letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
- A copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative

4. Documents on Display;

The following documents will be available for inspection at the meeting from 9.00 a.m. until the conclusion of the meeting:

- Copies of the contracts of service between Sir John William Baker, Mr Jeffrey Harding and the Company.
- Copies of the updated Memorandum and Articles of Association incorporating the proposed increased share capital.