

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Energiser Investments plc (the Company) will be held at Decimal Place, Chiltern Avenue, Amersham, Buckinghamshire, HP6 5FG at 11.00am on 29 June 2015, for the purposes of considering and, if thought fit, passing the following resolutions as to which those numbered 1 to 3 inclusive will be proposed as ordinary resolutions and those numbered 4 to 6 will be proposed as special resolutions.

Ordinary resolutions

1. THAT the audited accounts of the Company for the financial year ended 31 December 2014 and the Directors' Report and Auditor's Report on those accounts and the Strategic report and Remuneration report be received and adopted.
2. THAT UHY Hacker Young be appointed auditor of the Company to hold office from the conclusion of this Meeting until the conclusion of the next general meeting at which audited accounts are laid and to authorise the Directors to fix its remuneration.
3. THAT Stephen Wicks be reappointed as a Director of the Company in accordance with the Articles of Association of the Company.

Special business

4. THAT in substitution for all existing authorities under that Section, the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in Section 560 of the Act) of the Company up to a maximum aggregate nominal amount of £32,840.97 to such persons, at such times and generally on such terms and conditions as the Directors (subject to the Articles of Association of the Company from time to time) in their absolute discretion may determine during the period commencing on the date of the passing of this resolution and expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months from the date of the passing of this resolution or, if earlier, on the conclusion of the next Annual General Meeting of the Company save that the Company may make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authorities hereby conferred had not expired.
5. THAT in substitution for all existing authorities, the Directors be and they are hereby empowered, pursuant to Section 571 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 5 above as if Section 561 of the Act did not apply to any such allotment provided that this power shall be limited:
 - (a) to the allotment of equity securities where the equity securities respectively attributable to the interests of all relevant shareholders are proportionate (as nearly as may be) to the respective numbers of shares held by them on the record date for such allotment subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of, any regulatory body or stock exchange in any territory;
 - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a nominal amount not exceeding £1,900 pursuant to the exercise of options to subscribe for equity securities in the capital of the Company granted prior to the date hereof; and
 - (c) to the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) inclusive above) of equity securities for cash up to an aggregate nominal amount not exceeding £32,840.97,

and shall expire on the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement after such expiry as if the power conferred hereby had not expired.

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6. THAT the Company is generally and unconditionally authorised to make purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.001 each in the capital of the Company ("Ordinary Shares") provided that:
- (a) the maximum aggregate number of Ordinary Shares that may be purchased is up to a maximum aggregate nominal amount of £4,378.80;
 - (b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.001; and
 - (c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is 105 per cent. of the average market value of an Ordinary Share for the five business days prior to the day the purchase is made.

The authority conferred by this resolution shall expire 15 months after the date of passing of this resolution or, if earlier, at the conclusion of the Company's next Annual General Meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.

ON BEHALF OF THE BOARD

Nishith Malde
Company Secretary
1 June 2015

Registered office:
417 Finchley Road
London
NW3 6HJ

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Notes

1. A member of the Company entitled to attend, speak and vote at the Annual General Meeting (AGM) may appoint one or more proxies to attend, speak and vote instead of him/her. A proxy need not be a member of the Company.
2. Completion and return of a form of proxy does not preclude a member from attending, speaking and voting at the AGM in person should he/she so wish.
3. A form of proxy is enclosed and to be valid must be completed, signed and returned so as to reach the Company's registrar, Neville Registrars Ltd, Neville House, 18 Laurel Lane, Halesown, B63 3DA (together with a letter or power of attorney or other written authority, if any, under which it is signed or a notarially certified or office copy of such power or written authority, not later than 11.00am on 27 June 2015 being 48 hours before the time fixed for holding the AGM or any adjournment thereof.
4. Copies of the Directors' service contracts and letters of appointment will be available for inspection by members at the registered office of the Company during normal business hours from the date of this notice until the conclusion of the AGM.
5. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001, only those members registered in the Register of Members of the Company as at close of business on 26 June 2015 are entitled to attend, speak or vote at this AGM in respect of the number of shares registered in their name as at close of business on 26 June 2015. Changes to entries in the register after close of business on 26 June 2015 shall be disregarded in determining the right to attend, speak or vote at the AGM.

