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If you have sold or otherwise transferred all of your Ordinary Shares in Energiser Investments plc, please forward this document, together with the accompanying Form of Proxy, as soon as possible, 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.

**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, any securities of the Company, or an invitation to buy, acquire or subscribe for securities of the Company, nor does it constitute an admission document drawn up in accordance with the AIM Rules. This document does not constitute a prospectus and a copy has not been delivered to the Financial Conduct Authority**

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# Energiser Investments plc

*(Incorporated and registered in England and Wales with registered number 00298654)*

## Notice of General Meeting

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No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised.

**This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 4 and 5 of this document and in which the Directors recommend that Shareholders vote in favour of the Resolutions.**

**Notice of a General Meeting to be held on 6 March 2017 at 11.00 a.m. is set out on page 7 of this document. This meeting will be held at Decimal Place, Chilthorn Avenue, Amersham, Buckinghamshire, HP6 5FG. You will find enclosed with this document a form of proxy for use at the General Meeting. The form of proxy for use at the General Meeting should be returned, together with the power of attorney or other authority (if any) under which they are signed, or a certified copy of such power or authority, to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA, by hand or by post so as to be received not later than 11.00 a.m. on 4 March 2017. Completion and return of forms of proxy will not preclude Shareholders from attending and voting in person at the General Meeting (as the case may be) should they wish to do so.**

The New Ordinary Shares will not be, registered under the US Securities Act of 1933, as amended (the "Securities Act") or under the securities laws of any state of the United States, and may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States except under an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of New Ordinary Shares in the United States. The New Ordinary shares have not been and will not be approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of New Ordinary Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States. In addition, offers, sales or transfers of the New Ordinary Shares in or into the United States for a period of time following completion of an allotment of the New Ordinary Shares by a person (whether or not participating in the allotment) may violate the registration requirement of the Securities Act. Furthermore, the New Ordinary Shares will not be registered under the applicable laws of any of Australia, Canada, the Republic of South Africa or Japan and their respective territories and, subject to certain exceptions, may not be offered or sold to any national, resident or citizen thereof.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Subject to certain exceptions, this document is not for release, publication or distribution, directly or indirectly, in or into the United States, Australia, Canada, the Republic of South Africa, Japan and their respective territories or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

Copies of this document will be available for collection, free of charge, for a period of one month from the date of this document, at the Company's registered office during normal business hours (Saturdays, Sundays and public holidays excepted) and on the Company's website: [www.energiserinvestments.co.uk](http://www.energiserinvestments.co.uk).

## FORWARD-LOOKING STATEMENTS

This document includes "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negative versions of them. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements and therefore undue reliance should not be placed on such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements are made only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this document to reflect any change in the Group's expectations with regard to such statements or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of form of proxy for General Meeting	11.00 a.m. on 4 March 2017
General Meeting	11.00 a.m. on 6 March 2017

### Notes:

1. Each of the times and dates refer to London time and are subject to change by the Company, in which case details of the new times and dates will be notified to the London Stock Exchange PLC and the Company will make an appropriate announcement through a Regulatory Information Service.

## EQUITY STATISTICS

Number of Existing Shares	123,912,957
Number of New Ordinary Shares which may be issued	220,000,000
Number of Ordinary Shares in issue if all the New Ordinary Shares are being issued	343,912,957
New Ordinary Shares if all are issued as a percentage of the enlarged issued share capital	64 per cent. approx.
ISIN Code	GB00B06CZD75
TIDM Code	ENGI

## **DIRECTORS, SECRETARY AND ADVISERS**

**Directors** Stephen Wicks (*Non-executive Chairman*)  
Dominic White (*Executive Director*)  
Nishith Malde (*Executive Director*)

**Registered Office** Decimal Place  
Chiltern Avenue  
Amersham  
BUCKS  
HP6 5FG  
United Kingdom

**Company Secretary** Nishith Malde

**Nominated Adviser** Cairn Financial Advisers LLP  
Cheyne House  
Crown Court  
62-63 Cheapside  
London  
EC2V 6AX

**Solicitors to the Company** Druces LLP  
Salisbury House  
29 Finsbury Circus  
London  
EC2M 5PS

**Registrars** Neville Registrars Limited  
Neville House  
18 Laurel Lane  
Halesowen  
West Midlands  
B63 3DA

**LETTER FROM THE CHAIRMAN OF ENERGISER  
INVESTMENTS PLC**

# **Energiser Investments plc**

*(Registered in England and Wales with company number 00298654)*

*Directors*

Stephen Wicks (*Non-executive Chairman*)

Dominic White (*Executive Director*)

Nishith Malde (*Executive Director*)

*Registered Office*

Decimal Place

Chiltern Avenue

Amersham

BUCKS

HP6 5FG

United Kingdom

16 February 2017

## **Notice of General Meeting**

Dear Shareholder,

### **1. Introduction**

As can be seen from the trading update released by RNS today, the Company is pleased to announce progress in a number of areas relating to its investment and portfolio strategy.

The Company issued 62,750,000 Ordinary Shares on 20 December 2016 at a price of 2p each. The Company wishes to put in a place a new authority to issue Ordinary Shares which it proposes to use if the Company agrees to issue Ordinary Shares as part of a transaction in respect of any of the opportunities the Company is investigating or if it considers that it can raise further money at an appropriate price.

The Company does not have any investors identified at the current time for the New Ordinary Shares.

### **2. General Meeting**

Notice convening the General Meeting of the Company, which is to be held at Decimal Place, Chiltern Avenue, Amersham, Buckinghamshire, HP6 5FG, or any adjournment thereof, at 11.00 a.m. on 6 March 2017 is set out at the end of this document. The business to be considered at the meeting is set out in the notice. Explanatory notes relating to each Resolution are set out below.

At the General Meeting, the following Resolutions will be proposed:

- (1) to grant authority to the Directors 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 £220,000; and
- (2) to empower the Directors, pursuant to Section 571 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) for cash without the requirement for such securities to first be offered to existing Shareholders on a pre-emptive basis.

### **3. Action to be taken by Shareholders in respect of the General Meeting**

Shareholders will find enclosed with this document a form of proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting in person, you are strongly encouraged to complete, sign and return the form of proxy in accordance with the instructions printed on it as soon as possible, but in any event so as to be received, by post or, during normal business hours only, by hand, by 11.00 a.m. on 4 March 2017.

The appointment of proxies or the giving of any instruction by the CREST system will not be accepted for the purposes of the General Meeting.

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting if you are unable to attend. The completion and return of the forms of proxy will not prevent you from attending and voting in person at the General Meeting, or any adjournment either, should you wish to do so.

#### **4. Recommendation**

**The Directors believe that the resolutions to be proposed at the General Meeting are in the best interests of the Company and Shareholders as a whole and recommend that you vote in favour of it as they intend to do in respect of their own personal beneficial holdings totalling 41,264,501 Ordinary Shares, representing approximately 33.3 per cent. of the Existing Ordinary Shares.**

Yours faithfully

**Stephen Wicks**  
*Non-executive Chairman*

## DEFINITIONS

The following definitions apply throughout this document (including the Notice of General Meeting) and the Form of Proxy unless the context requires otherwise:

“ <b>Act</b> ”	the Companies Act 2006
“ <b>AIM Rules</b> ”	the AIM Rules for Companies published by the London Stock Exchange PLC
“ <b>AIM</b> ”	the AIM market of the London Stock Exchange PLC
“ <b>CREST</b> ”	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations)
“ <b>CREST Regulations</b> ”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time
“ <b>Directors</b> ” or “ <b>Board</b> ”	the existing directors of the Company whose names are set out on page 3 of this document
“ <b>Existing Shares</b> ”	the 123,912,957 Ordinary Shares in issue at the date of this document
“ <b>General Meeting</b> ”	a general meeting of the Company to be held at 11.00 a.m. on 6 March 2017 at Decimal Place, Chiltern Avenue, Amersham, Buckinghamshire, HP6 5FG or any adjournment thereof, notice of which is set out in the Notice of General Meeting
“ <b>Group</b> ”	the Company and its subsidiary undertakings
“ <b>New Ordinary Shares</b> ”	220,000,000 new Ordinary Shares
“ <b>Notice of General Meeting</b> ”	the notice convening the General Meeting which is set out at the end of this document
“ <b>Ordinary Shares</b> ”	ordinary shares of £0.001 each in the share capital of the Company
“ <b>Regulatory Information Service</b> ”	the regulatory information services approved by the London Stock Exchange PLC for the distribution of AIM announcements
“ <b>Resolutions</b> ”	the resolutions to be proposed at the General Meeting, details of which are set out in the Notice of General Meeting
“ <b>Shareholder</b> ”	a holder of Ordinary Shares from time to time
“ <b>United States</b> ” or “ <b>US</b> ”	United States of America and its territories

## NOTICE OF GENERAL MEETING

# Energiser Investments plc

*(Registered in England and Wales with company number 00298654)*

**NOTICE IS GIVEN** that a general meeting of Energiser Investments plc (the “**Company**”) will be held at Decimal Place, Chiltern Avenue, Amersham, Buckinghamshire, HP6 5FG at 11.00 a.m. on 6 March 2017 to consider the following resolutions where resolution 1 is proposed as an ordinary resolution and resolution 2 is proposed as a special resolution.

### **Ordinary resolution**

1. 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 £220,000 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) 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.

### **Special resolution**

2. 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 1 above as if Section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £220,000, and shall expire on the conclusion of the next Annual General Meeting of the Company, 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.

For the purposes of this resolution:

- (a) references to an allotment of equity securities shall include a sale of treasury shares; and
- (b) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

By order of the Board

Nishith Malde  
Company Secretary

16 February 2017

*Registered Office*  
Decimal Place  
Chiltern Avenue  
Amersham  
BUCKS  
HP6 5FG

## Notes

1. A member of the Company entitled to attend, speak and vote at the General Meeting (“GM”) 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 GM 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, Halesowen, 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 11.00 a.m. on 4 March 2017 being 48 hours before the time fixed for holding the GM.
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 GM.
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 4 March 2017 are entitled to attend, speak or vote at this GM in respect of the number of shares registered in their name as at close of business on 4 March 2017. Changes to entries in the register after close of business on 4 March 2017 shall be disregarded in determining the right to attend, speak or vote at the GM.