

ENERGYS GROUP LIMITED
PROXY FOR EXTRAORDINARY GENERAL MEETING
OF
SHAREHOLDERS

March 30, 2026

THE BOARD RECOMMENDS A VOTE FOR
PROPOSALS I and II.

I. To approve, as a special resolution: (“Proposal No. 1”)

(A) that the Ordinary Shares of the Company be re-designated and re-classified (the “Re-designation and Re-classification of Share Capital”) such that the currently authorized share capital of the Company shall be re-classified and re-designated from US\$30,300 divided into (i) 300,000,000 Ordinary Shares, of a par value of US\$0.0001 each, and (ii) 3,000,000 preference shares, of a par value of US\$0.0001 each (which shall include 2,575,250 shares of Series A Convertible Preferred Stock), to US\$30,300 divided into (i) 285,000,000 Class A Ordinary Shares, of a par value of US\$0.0001 each, (ii) 15,000,000 Class B Ordinary Shares, of a par value of US\$0.0001 each, and (iii) 3,000,000 preference shares, of a par value of US\$0.0001 each (which shall include 2,575,250 shares of Series A Convertible Preferred Stock), and that the currently issued and outstanding 31,253,416 Ordinary Shares, of a par value of US\$0.0001 each, and the 1,279,250 Ordinary Shares, of nominal or par value of US\$0.0001 each, underlying the 1,279,250 issued and outstanding shares of Series A Convertible Preferred Stock of the Company (the “Preferred Shares”) be re-designated and re-classified into 21,603,416 Class A Ordinary Shares, of a par value of US\$0.0001 each, with one (1) vote per share (the “Class A Ordinary Shares”) and 10,929,250 Class B Ordinary Shares, of a par value of US\$0.0001 each, with fifty (50) votes per share (the “Class B Ordinary Shares”), on a one for one basis, as follows:

<u>Name of Member</u>	<u>Current Shares</u>		<u>After Re-Classification/ Re-Designation</u>	
	<u>Ordinary</u>	<u>Preferred</u>	<u>Class A⁽¹⁾</u>	<u>Class B⁽²⁾⁽³⁾</u>
Moonglade Investment Limited ⁽⁴⁾	9,650,000	106,900	-	9,756,900 ⁽⁵⁾
Other Holders of Ordinary Shares	21,603,416	-	21,603,416 ⁽⁶⁾	-
Other Holders of Preferred Shares	-	1,172,350 ⁽⁷⁾	-	1,172,350 ⁽⁸⁾
Total Outstanding Shares	31,253,416	1,279,250	21,603,416	10,929,250

⁽¹⁾ Entitled to one (1) vote per share on all matters submitted to Members for vote

⁽²⁾ Entitled to fifty (50) votes per share on all matters submitted to Members for vote

⁽³⁾ Includes certain currently outstanding Ordinary Shares and Ordinary Shares underlying and to be issued upon conversion of all currently outstanding Preferred Shares in accordance with their terms.

⁽⁴⁾ Owned as to 69.7% by Moon Shadow Global Limited, which is 100% owned by Mr. Michael Lau, our Executive Director and Chief Technology Officer, who is also its sole director and who therefore has sole voting power over the shares owned of record by Moonglade Investment Limited.

⁽⁵⁾ Represents 487,845,000 votes, or 85.88% of the total available votes.

⁽⁶⁾ Represents 21,603,416 votes, or 3.80% of the total available votes.

⁽⁷⁾ Includes 1,048,470 Preferred Shares owned of record by Mr. Michael Lau, our Executive Director and Chief Technology Officer, 110,780 Preferred Shares owned of record by Mr. Kevin Cox, our Executive Director and Chief Executive Officer, and an aggregate of 13,100 Preferred Shares owned of record by two unaffiliated third-parties.

⁽⁸⁾ Represents 58,617,500 votes, or 10.32% of the total available votes.

(B) that the Second Amended and Restated Memorandum of Association and Second Amended and Restated Articles of Association of the Company as set forth in Annex A to the Proxy Statement (the “Second Amended and Restated Memorandum and Articles of Association”) be adopted in substitution for and to the exclusion of the Amended and Restated Memorandum of Association and Amended and Restated Articles of Association of the Company currently in effect, to reflect the dual-class share structure and to set out the rights and privileges of the Class A Ordinary Shares and the Class B Ordinary Shares.

___ FOR ___ AGAINST ___ ABSTAIN

II. To approve, as a special resolution, that the terms of the Series A Convertible Preferred Stock (the “Preferred Shares”) be revised such that (i) the Preferred Shares shall be entitled to that number of votes to which the underlying Ordinary Shares would be entitled if they were issued and outstanding; and (ii) the Preferred Shares shall be convertible into Class B Ordinary Shares; provided, however, that, upon the filing with the SEC of a registration statement with the purpose of registering under the Securities Act any or all of the Class B Ordinary Shares or other securities that are convertible or exchangeable for Class B Ordinary Shares, the Class B Ordinary Shares covered by such registration statement, and the Class B Ordinary Shares underlying such other securities, shall automatically convert to Class A Ordinary Shares as provided in Article 15D of the Second Amended and Restated Articles of Association. **THIS PROPOSAL IS TO BE VOTED UPON ONLY BY HOLDERS OF SERIES A PREFERRED STOCK. (“Proposal No. 2”)**

___ FOR ___ AGAINST ___ ABSTAIN

III. To consider and act upon such other business as may properly come before the Annual Meeting.

___ FOR ___ AGAINST ___ ABSTAIN

This Proxy is solicited on behalf of the management of Energys Group Limited. This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this Proxy will be voted FOR the proposals described above.

TO VOTE ONLINE: www.transhare.com click on Vote Your Proxy
Enter Your Control Number:

TO VOTE BY EMAIL: Please email your signed proxy card to proxy@transhare.com

TO VOTE BY FAX: Please fax this proxy card to 1.727. 269.5616

TO VOTE BY MAIL: Please sign, date and mail to:

**Proxy Team
Transhare Corporation
17755 US Highway 19 N
Suite 140
Clearwater FL 33764**

IMPORTANT: Please date this Proxy and sign exactly as your name or names appear hereon. If shares are held jointly, both owners must sign. Executors, administrators, trustees, guardians and others signing in a representative capacity should give their full titles.

Signature of Shareholder

Signature of Joint Shareholder

Dated: _____