

**Curzon Energy Plc**

**Notice of Annual General Meeting**

**Company Number: 9976843**

Notice is hereby given that the Annual General Meeting (**Meeting**) of Curzon Energy Plc (**Company**) will be held at 71-91 Aldwych House, London, WC2B 4HN United Kingdom on Wednesday 26 June 2019 at 3.00 p.m. (London time).

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 5 will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution.

**1. Receipt of annual accounts for the year ended 31 December 2018**

To receive the Company's annual accounts for the financial year ended 31 December 2018 together with the strategic report, the directors' report and the auditor's report on those accounts.

**2. Re-appointment of John McGoldrick as director**

To re-appoint John McGoldrick as a director of the Company.

**3. Re-appointment of auditor**

To re-appoint Crowe Clark Whitehill LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.

**4. Authority to determine auditor's remuneration**

To authorise the directors or an audit committee of the Company to determine the auditor's remuneration.

**5. Authority to allot**

THAT in accordance with Section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot Relevant Securities (as defined in the note to this resolution) or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £5,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the passing of this resolution save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities (as defined below in the note to this resolution) to be allotted and or Rights to be granted the Directors may allot Relevant Securities in pursuance of such

offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

*Note to resolution*

Relevant Securities means:

- shares in the Company other than shares allotted pursuant to:
  - an employee share scheme (as defined by section 1166 of the Act);
  - a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
  - a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.

## **6. Disapplication of pre-emption rights**

THAT, subject to the passing of Resolution 5 above, and in accordance with section 570 of the Act, the Directors be given the general power to allot equity securities pursuant to Section 570 of the Act to allot equity securities (as defined by section 560 of the Act) pursuant to the authority conferred by Resolution 5 above, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £5,000,000 and shall expire on the date falling 5 years after the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board

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Scott Kaintz

Director

Curzon Energy Plc

Kemp House, 152 City Road, London, England, EC1V 2NX

Dated: 13 May 2019

## **NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING**

### **Entitlement to vote**

1. To be entitled to attend and vote at the Meeting whether in person or by proxy, shareholders must be registered in the register of members of the Company at 6.00 p.m. on 24 June 2019 (or, if the Meeting is adjourned, at 6.00 p.m. on the date that is two days prior to the adjourned Meeting). Changes to entries on the register of members after 6.00 p.m. on 24 June 2019 shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or adjourned Meeting.

### **Appointment of proxies**

2. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please photocopy the proxy form and list the details for each proxy on a separate photocopied form (each form requires signing). You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. Shareholders can appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post or via CREST (see note 6) or electronically (see note 7).
5. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

### **Appointment of proxy by post**

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution.

To appoint a proxy using the proxy form, the form must be:

- a. completed and signed;

- b. sent or delivered to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD; and

received by Neville Registrars Limited no later than 3.00 p.m. on 24 June 2019.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Neville Registrars Limited on (+44) 121 585 1131 or by email at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk).

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using the procedures described in the CREST manual. CREST personal members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCO's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Neville Registrars Limited (ID: 7RA11) no later than 3.00 p.m. on 24 June 2019. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable their CREST sponsor(s) or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 as amended.

### **Appointment of proxies electronically**

7. As an alternative to completing the hard copy form of proxy, you can appoint a proxy electronically online at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) and completing the authentication requirements as set out on the form of proxy. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 3.00 p.m. on the 24 June 2019.

## **Appointment of proxy by joint members**

- 8 In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

## **Nominated persons**

- 9 A copy of this notice has been sent for information only to persons who have been nominated by a member of the Company to enjoy information rights under Section 146 of the Companies Act 2006 (a "Nominated Person"). The rights to appoint a proxy cannot be exercised by a Nominated Person; they can only be exercised by the shareholder. However, a Nominated Person may have a right under an agreement between him/her and the shareholder by whom he/she was nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

If you are a Nominated Person, you have been nominated to receive general shareholder communications directly from the Company but it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered shareholder of the Company, or perhaps the custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

## **Changing proxy instructions**

- 10 Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited on (+44) 121 585 1131 or by email at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk).

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

## **Termination of proxy appointment**

- 11 A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by:

sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 48 hours before the time of the meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

## **Corporate representatives**

- 12 A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

## **Publication of shareholder statements**

- 13 Shareholders satisfying the thresholds in Section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the shareholders propose to raise at the Meeting. The Company cannot require the shareholders requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.

## **Shareholder questions**

- 14 Any shareholder attending the Meeting has a right to ask questions. The Company must answer any question relating to the business being dealt with at the Meeting which you ask, except: (i) if to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential

information; or (ii) if the answer has already been given on a website in the form of an answer to a question; or (iii) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

### **Issued shares and total voting rights**

15 As at 13 May 2019, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 83,032,971 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 13 May 2019 is 83,032,971.

### **Website**

16 The following information is available on the Company's website (<http://curzonenergy.com>): (i) the contents of this notice of the Meeting; (ii) the 2016 Annual Report and Accounts; (iii) the 2018 Annual Report and Accounts (iv) details of the total number of shares in respect of which shareholders are entitled to exercise voting rights at the Meeting. If applicable, any members' resolutions or members' matters of business received by the Company after the date of this notice will also be made available on the Company's website.

### **Admission**

17 Shareholders and participants attending the Meeting may be asked to provide proof of identity. If you have been appointed as a shareholders' proxy please make this fact known to the Company on entrance.

### **Communication**

18 Except as provided above, shareholders who have general queries about the meeting should contact Neville Registrars Limited on (+44) 121 585 1131.

You may not use any electronic address provided either in this notice of general meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.