

**CURZON ENERGY PLC**  
**NOTICE OF ANNUAL GENERAL MEETING**  
**Company Number: 09976843**

Notice is hereby given that the Annual General Meeting (the "**Meeting**") of Curzon Energy Plc (the "**Company**") will be held at the Company's business address at Curzon Energy Plc, (WeWork), 71-91 Aldwych House, London, WC2B 4HN United Kingdom on Wednesday 24 June 2020 at 2.00 pm (London time).

Due to the ongoing impact of the COVID-19 pandemic and related public health guidance, we strongly encourage shareholders to submit their Forms of Proxy, to ensure they can vote and be represented at the Annual General Meeting, without the need to attend in person.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 4 will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution.

**ORDINARY RESOLUTIONS**

- 1. To receive the Company's annual accounts for the financial year ended 31 December 2019 together with the strategic report, the Directors' report and the auditor's report on those accounts.**

The Directors are required to present to the meeting the Company's audited annual accounts and related reports for the financial year ended 31 December 2019.

- 2. To re-appoint Crowe U.K. LLP as Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which the annual report and accounts are laid before the Company.**

Auditors have to be appointed at each Annual General Meeting at which the annual report and accounts are presented to shareholders. An assessment of the effectiveness, independence and objectivity of the Auditor has been undertaken by the Audit Committee, which has recommended to the Board that Crowe U.K. LLP be re-appointed as Auditor.

- 3. To authorise the Directors or an Audit Committee of the Company to determine the auditor's remuneration.**

The remuneration of the Auditor must be fixed by the Company in an Annual General Meeting or in such manner as the Company may determine in a general meeting. This resolution authorises the Directors or the Audit Committee to decide on the level of such remuneration.

- 4. To generally and unconditionally authorise the Directors of the Company in accordance with Section 551 of the Companies Act 2006 (the “Act”), 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 £500,000 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*

For the purpose of this Resolution 4, Relevant Securities means:

- shares in the Company other than shares allotted pursuant to:
  - o an employee share scheme (as defined by section 1166 of the Act);
  - o a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
  - o 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.

**SPECIAL RESOLUTION**

- 5. THAT, subject to the passing of Resolution 4 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) for cash pursuant to the authority conferred by Resolution 4 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 £500,000 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.**

Resolution 5, which will be proposed as a separate special resolution, seeks to renew the authority conferred on the Directors to issue equity securities of the Company for cash without application of the pre-emption rights provided by section 561 of the Act.

By order of the Board

.....  
John McGoldrick  
Non-Executive Chairman  
Curzon Energy Plc  
Kemp House, 152 City Road, London, England, EC1V 2NX  
Dated: 20 May 2020

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

### **Entitlement to vote**

1. To be entitled to attend and vote at the Annual General Meeting, whether in person (subject to compliance with applicable public health guidelines relating to the ongoing COVID-19 pandemic) or by proxy, shareholders must be registered in the register of members of the Company at 6.00 pm on 22 June 2020 (or, if the Annual General Meeting is adjourned, at 6.00 pm on the date that is two days prior to the adjourned Annual General Meeting). Changes to entries on the register of members after 6.00 pm on 22 June 2020 shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Annual General Meeting or adjourned Meeting.

### **Appointment of proxies**

2. If you are a shareholder who is entitled to attend and vote at the Annual General 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 Annual General 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 Annual General 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 Annual General 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 2.00 pm on 22 June 2020.

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 2.00 pm on 22 June 2020. 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 2.00 pm on the 22 June 2020.

## **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 Annual General 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 Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General 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 Annual General 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 Annual General 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 Annual General Meeting, includes any statement that the Company has been required to publish on its website.

## **Shareholder questions**

14. Any shareholder attending the Annual General Meeting has a right to ask questions. The Company must answer any question relating to the business

being dealt with at the Annual General Meeting which you ask, except: (i) if to do so would interfere unduly with the preparation for the Annual General 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 Annual General Meeting that the question be answered.

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

15. As at 20 May 2020, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 83,032,971 ordinary shares of £0.0001 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 20 May 2020 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 Annual General Meeting; (ii) the 2019 Annual Report and Accounts; (iii) details of the total number of shares in respect of which shareholders are entitled to exercise voting rights at the Annual General 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 Annual General 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 Annual General Meeting, should contact Neville Registrars Limited on (+44) 121 585 1131.

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

### **Shareholder requests**

19. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) 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 (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at



which annual reports and accounts were laid in accordance with section 437 of the Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business that may be dealt with at the meeting includes any statement that the Company has been required to publish on a website under section 527 of the Act.