

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in doubt about the contents of this document or about the action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other independent financial adviser, duly authorised under the Financial Services and Markets Act 2000, or if you are outside the United Kingdom, a person otherwise duly qualified in your jurisdiction, who specialises in advising on the acquisition of shares and other securities.

If you sell or have sold or otherwise transferred all of your Existing Ordinary Shares in Curzon Energy Plc (the "Company"), please forward this document and the accompanying Form of Proxy to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company in any jurisdiction in which such offer or instruction would be unlawful nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor.

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## **NOTICE OF ANNUAL GENERAL MEETING**

### **CURZON ENERGY PLC**

*(Registered in England and Wales with company number 09976843)*

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The Notice of the Annual General Meeting (the "AGM") of the Company, to be held at the Company's business address, which is located at Curzon Energy Plc, (WeWork), 71-91 Aldwych House, London WC2B 4HN, Room 2K, on Wednesday 31 May 2023 at 2.00 pm, is set out on the next page of this document and a Form of Proxy is enclosed for use in connection with the resolutions to be proposed at the meeting.

Proxy votes should be submitted as early as possible and no later than 2.00 pm on 26 May 2023 (or, in the case of an adjournment, no later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). The proxies can be submitted by e-mail [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) or by mail to the Company's registrars: Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. Please state clearly the Company name and your full name, when submitting your proxy vote.

Alternatively, you may appoint a proxy electronically 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 26 May 2023. CREST members may also use the CREST electronic proxy appointment service to appoint a proxy for the AGM.

Further details can be found in the notes section of this Notice.

Copies of this document will be available to download from the Company's website at [www.curzonenergy.com](http://www.curzonenergy.com).

## NOTICE OF ANNUAL GENERAL MEETING

### CURZON ENERGY PLC

*(Registered in England and Wales with company number 09976843)*

Notice is hereby given that the Annual General Meeting (the "AGM") of Curzon Energy Plc (the "Company") will be held at its business address, which is located at Curzon Energy Plc, (WeWork), 71-91 Aldwych House, London WC2B 4HN, Room 2K, on Wednesday 31 May 2023 at 2.00 pm (London time).

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

#### **Resolution 1**

To receive the Company's annual accounts for the financial year ended 31 December 2022 together with the strategic report, the Directors' report and the auditor's report on those accounts.

#### **Resolution 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.

#### **Resolution 3**

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

#### **Resolution 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 £850,000, 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

### 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 £850,000 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.

A Form of Proxy is provided. The proxy vote may be sent by e-mail to [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) or by mail to:

Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD

In either case, the signed proxy must be received no later than 48 hours (excluding non-business days) before the time of the meeting, or any adjournment thereof.

BY ORDER OF THE BOARD



**John McGoldrick**  
Non-Executive Chairman  
Curzon Energy Plc  
Salisbury House, London Wall  
London  
EC2M 5PS

Dated: 3 May 2023

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### 1. Entitlement to Vote

To be entitled to attend and vote at the Annual General Meeting, whether in person or by proxy, shareholders must be registered in the register of members of the Company at 6.00 pm on 26 May 2023 (or, if the Annual General Meeting is adjourned, at 6.00 pm on the date that is two days (excluding non-working days) prior to the adjourned Annual General Meeting). Changes to entries on the register of members after 6.00 pm on 26 May 2023 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 Annual General Meeting.

### 2. Appointment of Proxies

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 Form of Proxy with this notice of the Annual General 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 Form of Proxy.

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.

Shareholders can appoint a proxy or proxies and give proxy instructions by returning the enclosed Form of Proxy by post or via CREST (see note 3) or electronically (see note 4).

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 Annual General Meeting.

### 3. Appointment of Proxy by Post

The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution.

To appoint a proxy using the Form of Proxy, the form must be:

- a. completed and signed;
- b. sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD; and
- c. received by Neville Registrars Limited no later than 2.00 pm on 26 May 2023.

In the case of a shareholder, which is a company, the Form of Proxy 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 Form of Proxy is signed (or a duly certified copy of such power or authority), must be included with the Form of Proxy.

If you have not received a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy, please contact Neville Registrars Limited on +44 (0) 1215851131 or by e-mail 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 26 May 2023. 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.

#### **4. Appointment of Proxies Electronically**

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 26 May 2023.

#### **5. Appointment of Proxy by Joint Members**

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).

#### **6. Nominated Persons**

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.

#### **7. Changing Proxy Instructions**

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 (0) 1215851131 or by e-mail 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.

#### **8. Termination of Proxy Appointment**

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 (excluding non-working days) before the time of the Annual General 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 Annual General 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.

#### **9. Corporate Representatives**

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.

#### **10. Shareholder Questions**

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.

#### **11. Issued Shares and Total Voting Rights**

As at 3 May 2023, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 99,639,565 ordinary shares of £0.0001 each. Each ordinary share carries the right to one vote at the Annual General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 3 May 2023 is 99,639,565.

#### **12. Website**

The following information is available on the Company's website [www.curzonenergy.com](http://www.curzonenergy.com): (i) the contents of this notice of the Annual General Meeting; (ii) the 2022 Annual Report and Accounts; (iii) the 2022 Annual General Meeting Proxy Form; and (iv) 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.

#### **13. Admission**

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.

#### **14. Communication**

Except as provided above, shareholders who have general queries about the Annual General Meeting should contact Neville Registrars Limited on +44 (0) 1215851131.

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