



NOTICE OF RECONVENED GENERAL MEETING

Notice is hereby given that the reconvened general meeting of UK Oil & Gas Plc (the **Company**) will be held at 8th Floor, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, United Kingdom on 5 March 2024 at 11 a.m. (**Reconvened General Meeting**) for the purpose of considering and, if thought fit, passing the following resolutions which were adjourned at the Company's general meeting of 16 February 2024. resolutions 1 - 3 will be proposed as ordinary resolutions and resolutions 4 and 5 as special resolutions.

If you have already appointed a proxy for the Reconvened General Meeting before it was adjourned, you only need to complete a form of proxy again if you intend to change your vote or proxy. If your proxy appointment and vote is to remain the same for the reconvened meeting, your original completed form of proxy remains valid and no further action is required from you. A form of proxy is attached to this notice.

The notes and proxy form accompanying this Notice of Reconvened General Meeting are incorporated in, and comprise part of, this Notice and should be read in conjunction with it.

ORDINARY RESOLUTIONS

Resolution 1: **THAT**, subject to Resolution 4 being passed, in accordance with section 618 of the Companies Act 2006, every one (1) ordinary share of £0.0001 each in the issued share capital of the Company be and is sub-divided and reclassified by 1:1000 into one (1) new ordinary share of £0.0000001 each in the capital of the Company and 999 new deferred B shares of £0.0000001 each in the capital of the Company with each having the rights and restrictions set out in the New Articles (as defined below).

Resolution 2: **THAT**, subject to Resolutions 1 and 4 being passed, in accordance with section 618 of the Companies Act 2006, (i) the 29,534,926,104 ordinary shares of £0.0000001 each in the capital of the Company be consolidated by 10:1 into 2,953,492,610 ordinary shares of £0.000001 each, such shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £0.0001 each in the capital of the Company and (ii) 29,505,391,177,896 deferred B shares of £0.0000001 each in the capital of the Company be consolidated by 10:1 into 2,950,539,117,790 deferred B shares of £0.000001 each (together "**Consolidated Shares**" or each a "**Consolidated Share**"), with each Consolidated Share having the rights and restrictions set out in the New Articles (as defined below).

Resolution 3: **THAT**, pursuant to section 551 of the Act the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) conditional upon Resolution 1, 2 and 4 being passed up to the maximum aggregate nominal value of £1,476.75, or should Resolution 1, 2 and 4 not pass up to the maximum aggregate nominal value of £1,476,746.31 being approximately 50% of the Company's ordinary share capital in each instance, **PROVIDED** that the authority granted under this Resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this Resolution save that the

Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

SPECIAL RESOLUTIONS

Resolution 4: **THAT**, subject to and conditional upon the passing of Resolutions 1 and 2 above, with effect from the conclusion of the meeting, the proposed articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairperson, be adopted as the new articles of association of the Company in substitution of the existing articles of association of the Company (the “**New Articles**”).

Resolution 5: **THAT**, subject to the passing of Resolution 3 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 3 or by way of a sale of treasury shares, 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:

- (a) in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) (otherwise than pursuant to sub paragraph (a) above) conditional upon Resolution 1, 2 and 4 being passed up to the maximum aggregate nominal value of £1,476.75, or should Resolution 1, 2 and 4 not pass up to the maximum aggregate nominal value of £1,476,746.31 being approximately 50% of the Company’s ordinary share capital in each instance,

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) 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 offers or agreements notwithstanding that the power conferred by this Resolution has expired.

If you have not already voted or if you wish to change your existing vote you can register your vote(s) for the Reconvened General Meeting as set out below

- by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited (**Registrar**), 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the form of proxy accompanying this notice; and
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes.

In each 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

Kiran Morzaria
Company Secretary

23 February 2024

Registered office:

The Broadgate Tower

8th Floor, 20 Primrose Street

London, United Kingdom

EC2A 2EW

Notes:

If you have not already voted or if you wish to change your existing vote you can register your vote(s) for the Reconvened General Meeting as set out below.

Changing proxy instructions (for those shareholders who wish to change their existing proxy instructions)

1. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
2. Where you have appointed a proxy using the hard copy form of proxy and would like to change the instructions using another hard copy form of proxy, please contact the Registrar as indicated in paragraph 3 above.
3. 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.

Appointment of proxies (for those shareholders who have not yet voted in respect of the Reconvened General Meeting)

4. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
5. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairperson of the meeting or another person as your proxy using the form of proxy are set out in the notes to the form of proxy. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairperson) and give your instructions directly to the relevant person.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate form of proxy for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. If you fail to specify the number of shares to which each proxy relates or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
7. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.
8. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or

withhold his vote.

9. You can register your vote(s) for the Reconvened General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions;
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the form of proxy accompanying this notice; and
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 14 below.
10. In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11 a.m. on 1 March 2024.
11. In the case of a member 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.
12. 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.
13. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the meeting, being 11 a.m. on 1 March 2024 shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxies through CREST

14. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST 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 made by means of CREST to be valid, the appropriate CREST message (**CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Share Registrars Limited (CREST participant number 7RA36) by 1 March 2024 at 11 a.m. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages.

Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is 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 sponsors or voting service providers 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.

Appointment of proxy by joint members

15. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Termination of proxy appointments

16. In order to revoke a proxy instruction you will need to inform the Registrar by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrar as indicated in paragraph 3 above. In the case of a member 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.
17. The revocation notice must be received by the Registrar no later than 11 a.m. on 1 March 2024.
18. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to note 17 above, your proxy appointment will remain valid.
19. 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.

Total voting rights

20. As at 21 February 2024, being the last practicable date before dispatch of this notice, the Company's issued share capital comprised 29,534,926,104 ordinary shares of £0.0001 each and 1,158,385,352,229 deferred shares of £0.00001 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 21 February 2024 is 29,534,926,104.