

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised for the purposes of the Financial Services and Markets Act 2000 (“FSMA”) who specialises in advising on the acquisition of shares and other securities before taking any action. The whole of this document should be read. You should be aware that an investment in the Company involves a high degree of risk and prospective investors should in particular carefully consider the section entitled “Risk Factors” set out in Part II of this document.

If you have sold or transferred all of your Ordinary Shares on or before the Record Date please forward this document, together with the accompanying Application Form, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other party through whom the sale or transfer was effected for transmission to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK if to do so would constitute a violation of the relevant law and/or regulations of such jurisdiction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold or transferred only part of your registered holding of Ordinary Shares on or before the Record Date, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

The total consideration under the Fundraising shall be less than €5 million (or an equivalent amount) in aggregate and the Placing Shares shall only be available to qualified investors for the purposes of the Prospectus Rules or otherwise in circumstances not resulting in an offer of transferable securities to the public under section 102B of FSMA. The Fundraising does not constitute an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Rules made by the Financial Conduct Authority of the United Kingdom (“FCA”) pursuant to sections 73A(1) and (4) of FSMA and has not been pre-approved by the FCA pursuant to sections 85 and 87 of FSMA, the London Stock Exchange, any securities commission or any other authority or regulatory body. In addition this document does not constitute an admission document drawn up in accordance with the AIM Rules.

The Company’s Ordinary Shares are currently admitted to trading on AIM. Applications will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that, subject to, *inter alia*, the passing of Resolution 1 at the General Meeting in respect of the Conditional Placing Shares, Admission will become effective, and dealings for normal settlement in the Placing Shares and Open Offer Shares will commence, at 8.00 a.m. on 13 June 2017. The New Ordinary Shares will not be admitted to trading on any other investment exchange.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the UKLA has examined or approved the contents of this document. The AIM Rules are less demanding than those of the Official List. It is emphasised that no application is being made for admission of the Existing Ordinary Shares or the New Ordinary Shares to the Official List.

EUROPA OIL & GAS (HOLDINGS) PLC

(Registered in England and Wales under number 05217946)

**Firm Placing of 23,999,993 New Ordinary Shares, Conditional Placing of 11,000,007
New Ordinary Shares and Open Offer of up to 24,488,801 New Ordinary Shares at
6 pence per Ordinary Share**

and

Notice of General Meeting

Nominated adviser and broker



You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter from the Chairman of the Company explaining the background to, and reasons for, the Fundraising which is set out in Part I of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting and to the Risk Factors in Part II of this document which contains a discussion of certain factors that should be considered by Shareholders when considering whether or not to make an investment in the Company.

Notice of a General Meeting of the Company, to be held the offices of finncap Ltd, at 60 New Broad Street, London EC2M 1JJ at 11.00 a.m. on 12 June 2017 is set out at the end of this document. If you are unable to attend and vote at the General Meeting, a Form of Proxy for use at the meeting is enclosed. To be valid, Forms of Proxy should be

completed, signed and returned so as to be received by the Company's Registrar, Computershare Investor Services PLC at Corporate Actions Projects, Bristol, BS99 6AH, as soon as possible, but in any event so as to be received not later than 48 hours before the time of the General Meeting, being 11.00 a.m. on 8 June 2017. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish. Please refer to the detailed notes contained in the Notice of General Meeting and the Form of Proxy.

This document does not constitute an offer to sell, or the solicitation of an offer to buy, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. The Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933, as amended, or under the applicable securities laws of any state of the United States or any province or territory of Canada, Japan or Australia. Accordingly, unless a relevant exemption from such requirements is available, the Open Offer Shares may not, subject to certain exceptions, be offered, sold, taken up, re-sold or delivered, directly or indirectly, within the United States, Canada, Japan or Australia or in any other country, territory or possession where to do so may contravene local securities laws or regulations. Shareholders who believe that they, or persons on whose behalf they hold Ordinary Shares, are eligible for an exemption from such requirements should refer to paragraph 7 of Part III of this document to determine whether and how they may participate.

Overseas Shareholders and any person (including, without limitation, nominees, custodians and trustees) who has a contractual or other legal obligation to forward this document or an Application Form to a jurisdiction outside the UK should read paragraph 7 of Part III of this document.

Qualifying non-CREST Shareholders will find an Application Form enclosed with this document. Applications under the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim arising out of the sale or transfer of Ordinary Shares prior to the date on which the relevant Ordinary Shares are marked "ex" the entitlement by the London Stock Exchange. Holdings of Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purposes of calculating entitlements under the Open Offer. The latest time for application and payment in full under the Open Offer is 11.00 a.m. on 9 June 2017 and the procedure for application and payment is set out in Part III of this document.

finnCap Ltd ("**finnCap**"), which is authorised and regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange, is Europa's nominated adviser and broker for the purposes of the AIM Rules. finnCap is acting exclusively for the Company and will not be responsible to any other person for providing the protections afforded to its customers nor for providing advice in relation to the contents of this document or any other matter referred to herein. finnCap has not authorised the contents of this document for any purpose and, without limiting the statutory rights of any person to whom this document is issued, no representation or warranty, express or implied, is made by finnCap as to any of the contents or the completeness of this document.

FORWARD-LOOKING STATEMENTS

This document contains "forward-looking statements" which includes all statements and information other than statements of historical fact including, without limitation those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "might", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Date for the Open Offer	5.00 p.m. on 23 May 2017
Publication and posting of this document and Application Form	24 May 2017
Ex-entitlement Date	25 May 2017
Basic Entitlements and Excess Entitlements credited to stock accounts in CREST for Qualifying Shareholders	25 May 2017
Recommended latest time and date for requested withdrawal of Basic Entitlements and Excess Entitlements from CREST	4.30 p.m. on 5 June 2017
Latest time and date for depositing Basic Entitlements and Excess Entitlements into CREST	3.00 p.m. on 6 June 2017
Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. on 7 June 2017
Latest time and date for receipt of Application Form and payment in full under the Open Offer or settlement of relevant CREST instructions (as appropriate)	11.00 a.m. on 9 June 2017
Latest time and date for completed Forms of Proxy to be valid at the General Meeting	11.00 a.m. on 8 June 2017
General Meeting	11.00 a.m. on 12 June 2017
Announcement of the results of the General Meeting and Open Offer	12 June 2017
Admission and dealings in the Firm Placing Shares, the Conditional Placing Shares and the Open Offer Shares to commence on AIM	8.00 a.m. on 13 June 2017
CREST accounts credited with Open Offer Shares	13 June 2017
Definitive share certificates for the Open Offer Shares to be dispatched (if appropriate) by no later than	27 June 2017

If any of the details contained in the timetable above should change, the revised time and dates will be notified to Shareholders by means of a Regulatory Information Service (as defined in the AIM Rules) announcement. All events listed in the above timetable are conditional on the conditions in the Placing Agreement becoming unconditional in all respects and, in respect of the Conditional Placing Shares, the passing of Resolution 1 to be proposed at the General Meeting.

In this document, all references to times and dates are to dates and times in London, United Kingdom.

If you have any questions on the procedure for acceptance and payment, you should contact Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH, telephone: 0370 889 4072 from the UK or +44 370 889 4072 from overseas.

Calls may be recorded and randomly monitored for security and training purposes. Lines are open from 8.30 a.m. until 5.30 p.m. (London time) Monday to Friday (excluding UK public holidays). Please note that Computershare cannot provide financial advice on the merits of the Fundraising or as to whether or not you should take up your entitlement.

The ISIN code for the Ordinary Shares is GB00B03CJS30. The ISIN code for the Open Offer Basic Entitlements is GB00BF027X24. The ISIN for Open Offer Excess Entitlements is GB00BF027Y31.

SHARE CAPITAL, FIRM PLACING, CONDITIONAL PLACING AND OPEN OFFER STATISTICS

Issue Price	6 pence
Number of Existing Ordinary Shares in issue	244,888,011
Number of Firm Placing Shares to be issued pursuant to the Firm Placing	23,999,993
Number of Conditional Placing Shares to be issued pursuant to the Conditional Placing	11,000,007
Number of Open Offer Shares to be issued pursuant to the Open Offer*	24,488,801
Aggregate number of New Ordinary Shares to be issued pursuant to the Fundraising*	59,488,801
New Ordinary Shares as a percentage of the Enlarged Share Capital of the Company following the Fundraising*	19.54 per cent.
Number of Ordinary Shares in issue following the Fundraising*	304,376,812
Estimated gross proceeds of the Fundraising*	£3.57 million

*Assuming full take up of the Open Offer Shares

DIRECTORS, SECRETARY AND ADVISERS

Directors	Colin Bousfield (<i>Non-executive Chairman</i>) Hugh GD Mackay (<i>Chief Executive Officer</i>) Phil Greenhalgh (<i>Finance Director</i>) William Ahlefeldt-Laurvig (<i>Non-executive Director</i>) Roderick JHM Corrie (<i>Non-executive Director</i>)
Registered Office	6 Porter Street London W1U 6DD Telephone number: 020 7224 3770
Website	www.europaoil.com
Company Secretary	Phil Greenhalgh
Nominated Adviser and Broker to Company	finnCap Ltd 60 New Broad Street London EC2M 1JJ
Auditor	BDO LLP 55 Baker Street London W1U 7EU
Solicitor to the Company	Charles Russell Speechlys LLP 5 Fleet Place London EC4M 7RD
Solicitor to the Nominated Adviser and Broker	Eversheds Sutherland 1 Wood Street London EC2V 7WS
Registrar	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS13 8AE

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Act”	the Companies Act 2006 (as amended)
“Admission”	admission, as applicable, of the Firm Placing Shares, the Conditional Placing Shares and the Open Offer Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM Rules”	the AIM Rules for Companies governing the admission to and operation of AIM published by the London Stock Exchange as amended from time to time
“AIM”	the market of that name operated by the London Stock Exchange
“Application Form”	the application form relating to the Open Offer and enclosed with this document for use by Qualifying Shareholders
“Articles”	the articles of association of the Company (as amended from time to time)
“Basic Entitlement”	entitlement to subscribe for Open Offer Shares, allocated to a Qualifying Shareholder pursuant to the Open Offer as described in Part III (<i>Terms and Conditions of the Open Offer</i>) of this document
“Board” or “the Directors”	the directors of the Company, as at the date of this document, whose names are set out on page 6 of this document
“Closing Date”	the date on which the Open Offer will close, being 11.00 a.m. on 9 June 2017 or such later time and date as the Directors and Broker may agree
“Conditional Placing”	the conditional placing of New Ordinary by finnCap of Conditional Placing Shares at the Issue Price, on the terms of the Placing Agreement subject to the passing of Resolution 1 to be proposed at the General Meeting
“Conditional Placing Shares”	the 11,000,007 New Ordinary Shares to be issued pursuant to the Conditional Placing
“CREST”	the relevant system (as defined in the Uncertified Securities CREST Regulations 2001 (SI 2001 No 3875)) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear UK & Ireland Limited, in accordance with the same regulations
“CREST member”	a person who has been admitted by Euroclear UK & Ireland as a system-member (as defined in the CREST Regulations)
“CREST participant”	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
“CREST payment”	shall have the meaning given in the CREST Manual issued by Euroclear UK & Ireland
“CREST Regulations”	the Uncertified Securities Regulations 2001 (as amended)
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor

“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member (which includes all CREST Personal Members)
“EIS”	the Enterprise Investment Scheme under the provisions of Part 5 of the Income Tax Act 2007
“Enlarged Share Capital”	the issued Ordinary Share capital of the Company immediately following Admission
“Europa” or “Company” or “EOG”	Europa Oil & Gas (Holdings) plc, a company registered in England and Wales with company number 05217946
“Excess Entitlement”	Open Offer Shares in excess of the Basic Entitlement, but not in excess of the total number of Open Offer Shares, allocated to a Qualifying Shareholder pursuant to the Open Offer as described in Part III (<i>Terms and Conditions of the Open Offer</i>) of this document
“Existing Ordinary Shares”	the 244,888,011 Ordinary Shares in issue as at the date of this document, being the entire issued share capital of the Company prior to the Firm Placing, Conditional Placing and the Open Offer
“FCA”	the Financial Conduct Authority of the UK
“finnCap” or “Broker”	finnCap Ltd, a company incorporated in England and Wales with registered number 06198898, whose registered office is at 60 New Broad Street, London EC2M 1JJ, the Company’s nominated adviser and broker
“Firm Placing”	the conditional firm placing by finnCap, as agent of and on behalf of the Company, of Firm Placing Shares at the Issue Price on the terms and subject to the conditions in the Placing Agreement and the Terms and Conditions
“Firm Placing Shares”	the 23,999,993 New Ordinary Shares which are to be issued under the Firm Placing
“Form of Proxy”	the form of proxy for use in relation to the General Meeting enclosed with this document
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Fundraising”	together, the Placings and the Open Offer
“General Meeting”	the General Meeting of the Company, convened for 11.00 a.m. on 12 June 2017 or at any adjournment thereof, notice of which is set out at Part V (<i>Notice of General Meeting</i>) of this document
“Group”	together, the Company and its subsidiary undertakings
“HMRC”	Her Majesty’s Revenue & Customs
“Issue Price”	6 pence per Ordinary Share
“London Stock Exchange”	London Stock Exchange Group plc
“New Ordinary Shares”	as the case may be, the Firm Placing Shares, the Conditional Placing Shares and/or the Open Offer Shares
“Notice of General Meeting”	the notice convening the General Meeting, as set out in Part V (<i>Notice of General Meeting</i>) of this document
“Official List”	the Official List of the UKLA

“Open Offer Entitlements”	entitlements to subscribe for shares pursuant to the Basic Entitlement and Excess Entitlement
“Open Offer”	the conditional invitation to Qualifying Shareholders to apply for up to 24,488,801 New Ordinary Shares at the Issue Price on a pre-emptive basis
“Open Offer Shares”	up to 24,488,801 New Ordinary Shares to be issued pursuant to the Open Offer
“Ordinary Shares”	ordinary shares of one penny each in the capital of the Company having the rights and being subject to the restrictions contained in the Articles
“Overseas Shareholders”	Shareholders on the Record Date with registered addresses, or who are citizens or residents of, or incorporated in, countries outside of the United Kingdom
“Placing Agreement”	the conditional agreement between finnCap and the Company relating to the Firm Placing, the Conditional Placing and the Open Offer, details of which are set out in paragraph 6.12 of Part IV (<i>Additional Information</i>) of this document
“Placings”	together, the Firm Placing and the Conditional Placing
“Placing Shares”	together, the Firm Placing Shares and the Conditional Placing Shares
“Prospectus Rules”	the rules made by the FCA pursuant to sections 73A(1) and (4) of FSMA
“Publicly Available Information”	any information published by the Company using a Regulatory Information Service
“Qualifying CREST Shareholders”	Qualifying Shareholders holding Ordinary Shares in uncertificated form
“Qualifying Non-CREST Shareholders”	Qualifying Shareholders holding Ordinary Shares in certificated form
“Qualifying Shareholders”	subject to any restrictions imposed on Overseas Shareholders, holders of Ordinary Shares whose names appear on the register of members of the Company on the Record Date
“Record Date”	5.00 p.m. on 23 May 2017
“Registrar” or “Receiving Agent” or “Computershare”	Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE
“Regulatory Information Service”	a service approved by the London Stock Exchange for the distribution to the public of AIM announcements and included within the list on the website of the London Stock Exchange
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
“Shareholders”	registered holders of Ordinary Shares
“Terms and Conditions”	the terms and conditions of the Placings as set out in the press announcement published by the Company relating to, <i>inter alia</i> , the Fundraising

“UK”	the United Kingdom of Great Britain and Northern Ireland
“UKLA”	the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA
“VCT Scheme”	the Venture Capital Trust scheme under the provisions of Part 6 of the Income Tax Act 2007

A reference to £ is to pounds sterling, being the lawful currency of the UK.

A reference to US\$ is to United States of America (USA) dollars, being the lawful currency of the USA.

A reference to C\$ is to Canadian dollars, being the lawful currency of Canada.

A reference to € or Euro is to the lawful currency of the Euro area.

GLOSSARY

“2C”	best estimate scenario of contingent resources
“2P”	proved plus probable reserves
“3C”	high estimate scenario of contingent resources
“AVO”	amplitude versus offset
“bcf”	billion cubic feet
“boe”	barrels of oil equivalent
“boepd”	barrels of oil equivalent per day
“CPR”	competent person’s report
“DECC”	United Kingdom Department of Energy & Climate Change
“ERCE”	ERC Equipoise Ltd
“EWT”	extended well test
“FEL”	frontier exploration licence
“FOA”	farm out agreement
“GMUPR”	gross mean unrisked prospective resources
“LO”	licensing option
“MWD”	measurement whilst drilling
“NPV”	net present value
“PSDM”	Pre-Stack Depth Migration
“TD”	total depth
“tcf”	trillion cubic feet
“TVDSS”	Total Vertical Depth Subsea

PART I

LETTER FROM THE CHAIRMAN

EUROPA OIL & GAS (HOLDINGS) PLC

(incorporated and registered in England and Wales with registered number 05217946)

Directors:

Colin Bousfield (*Non-executive Chairman*)
Hugh GD Mackay (*Chief Executive Officer*)
Phil Greenhalgh (*Finance Director*)
William Ahlefeldt-Laurvig (*Non-executive Director*)
Roderick JHM Corrie (*Non-executive Director*)

Registered Office

6 Porter Street
London W1U 6DD

24 May 2017

Dear Shareholder,

Firm Placing of 23,999,993 New Ordinary Shares, Conditional Placing of 11,000,007 New Ordinary Shares and Open Offer of up to 24,488,801 New Ordinary Shares at 6 pence per Ordinary Share and Notice of General Meeting

1 Introduction

On 24 May 2017, Europa announced that it had conditionally raised approximately £1.4 million by the issue of 23,999,993 New Ordinary Shares pursuant to the Firm Placing and approximately £0.7 million by the issue of up to a further 11,000,007 New Ordinary Shares pursuant to the Conditional Placing. The Company also announced that it proposed to raise up to a further £1.5 million by the issue of up to a further 24,488,801 New Ordinary Shares pursuant to the Open Offer, giving a total gross Fundraising of up to approximately £3.6 million.

The Fundraising has been undertaken to provide funding for Europa's near-term work programme and projects. In summary, proceeds from the Placings will be used to fund 3D seismic data processing and reprocessing, CPR production and other geological licence work, offshore Atlantic Ireland, and proceeds from the Open Offer will fund the acquisition of seismic data over certain UK licences and provide additional working capital to the Group. Further details on the specific geological work planned by the Company is set out in paragraph 2 of this Part I.

The Board is grateful for the continuing support received from all Shareholders, and accordingly wishes to offer Shareholders the opportunity to participate in the Fundraising by launching the Open Offer, whereby the Company proposes to issue up to 24,488,801 further New Ordinary Shares to Qualifying Shareholders at the Issue Price.

The Issue Price of 6 pence per New Ordinary Share represents a discount of approximately 16.1 per cent. to the closing middle market price of 7.125 pence per Existing Ordinary Share on 23 May 2017, being the last Business Day before the announcement of the Fundraising.

Qualifying Shareholders may subscribe for Open Offer Shares on the basis of 1 Open Offer Share for every 10 Existing Ordinary Shares held on the Record Date. Shareholders subscribing for their full entitlement under the Open Offer may also request additional New Ordinary Shares as an Excess Entitlement, up to the total number of Open Offer Shares available to Qualifying Shareholders under the Open Offer.

The Firm Placing Shares have been conditionally placed at the Issue Price pursuant to existing share issuance authority.

The Conditional Placing Shares have been conditionally placed at the Issue Price, and are conditional, *inter alia*, upon the passing of Resolution 1 by Shareholders at the General Meeting, notice of which is set out at Part V (*Notice of General Meeting*) of this document.

The Open Offer is conditional on the Placing Agreement becoming unconditional in so far as it relates to the Open Offer, including admission of the Open Offer Shares to trading on AIM.

Admission of the Placing Shares and the Open Offer Shares to trading on AIM is expected to occur no later than 8.00 a.m. on 13 June 2017 or such later time(s) and/or date(s) as finnCap and the Company may agree. Neither the Placings nor the Open Offer have been underwritten.

The Firm Placing Shares and the Conditional Placing Shares (consisting of 35,000,000 New Ordinary Shares) will together raise £2.1 million before expenses.

The purpose of this letter is to outline the reasons for, and to explain the terms of, the Fundraising, to explain why the Board considers the Fundraising to be in the best interests of the Company and Shareholders as a whole and to seek your approval to the Resolutions at the forthcoming General Meeting, to be held at the offices of finnCap Ltd, at 60 New Broad Street, London EC2M 1JJ on 12 June 2017 at 11.00 a.m. Certain Directors intend to participate in the Fundraising in respect of their own beneficial holdings as set out in paragraph 5 of this Part I.

2 Background to and reasons for the Fundraising

The specific geological work that is expected to be funded by the Fundraising is as follows:

Proceeds from the Placings

- Pre-Stack Depth Migration processing of 3D seismic over LO 16/2 with interpretation work to take the identified prospects to drillable status; conversion to FEL planned to follow.
- Pre-Stack Depth Migration processing of 3D seismic over FEL 2/13 with interpretation work to take the identified prospects to drillable status and complete a CPR.
- Acquiring existing 3D seismic volumes and well data for LO 16/20 and LO 16/21, reprocess and remap leading to completion of a CPR.
- Reprocessing existing 2D seismic for LO 16/22 with interpretation work to mature identified prospects to drillable status.

The Directors believe this near-term work programme will aid Europa in its aim of attracting farm-in partners for the six Irish licences that it does not currently have a farm-out partner for.

Proceeds from the Open Offer

- Funding equity share of a 3D seismic survey over the Cloughton gas discovery in PEDL 343 in order to optimise drilling location.
- Funding equity share of a 2D seismic survey over the Hardstoft oil field in PEDL 299 so as to detail the structure and site a well.
- Any additional funds will provide further working capital for the Group.

3 Background to the Company and its strategy

Europa is a UK-based oil and gas company with exploration, production and appraisal assets across Ireland and the UK.

A summary of Europa's principal assets and activities is provided below:

3.1 Ireland

The Group has a leading position in Atlantic Ireland exploration. After the Company was awarded more licences in the 2015 Atlantic Margin Licensing Round than any other operator (five), Europa is currently ranked joint first for number of operated licences in Ireland with six licences and second top for net operated area under licence (4,843 km²).

Four of the licences are in the South Porcupine basin, targeting prospectivity on multiple levels including the Cretaceous Fan, Cretaceous Slope, Pre-rift and Syn-rift plays. A further two are located in the Greater Corrib area of the Slyne basin in the vicinity of the producing Corrib gas field and targeting the Triassic gas play. Europa's seventh licence lies in the Pdraig basin, a remnant Jurassic basin on the eastern margin of the Rockall Trough, which provides the Company with exposure to the conjugate margin Syn-rift and Pre-rift plays and analogous to the Flemish Pass Syn-rift play offshore Newfoundland.

The Cretaceous Fan play comprises Early Cretaceous turbidite sandstone reservoirs; charged by mature Late Jurassic and Early Cretaceous source rocks; and contained in stratigraphic traps with elements of structural closure. The Cretaceous play in Ireland is considered to be analogous to the equatorial Atlantic Margin province that has delivered the Jubilee and Mahogany oil fields.

The Directors believe that recent discoveries in other Atlantic basins have opened up the potential for additional plays to be targeted in the Irish Atlantic Margin. In the Flemish Pass basin offshore Newfoundland, Statoil has pioneered the Syn-rift play with its Bay du Nord discovery. Offshore Senegal, Cairn Energy's SNE discovery has opened up the potential for a Cretaceous Shelf play in the Porcupine. In addition, a Brent province style Pre-rift play is also present in the basin.

All of these plays are capable of containing very large volumes of hydrocarbons, which is why the Directors believe major oil companies such as ExxonMobil, Statoil, ENI, BP, Nexen and Woodside are active in the basin. Exploration activity has been increasing in recent years, which the Directors believe will lead to a number of wells being drilled over the next five or six years. Of particular note is Providence Resources Drombeg well that will be drilled in summer 2017, which the Directors believe could de-risk 4.2 billion boe in Europa's portfolio.

Farm-out activity has increased; a total of three farm-outs were completed during March 2017 by Europa, Providence Resources and Faroe Petroleum. The Board is focused on delivering additional farmouts of its Irish Atlantic licences and believe the additional geological work to be funded by the Fundraising will aid in delivering successful transactions.

South Porcupine Basin, Eastern flank: FEL 3/13 and LO 16/2

On the Eastern flank of the Basin lie two adjacent licences FEL3/13 (containing the Wilde, Beckett and Shaw prospects) and LO 16/2 (containing the Edgeworth, Ervine and PR-3 prospects). Europa has 100 per cent. equity in both licences and is actively seeking to farm-out its interest.

Cretaceous Fan, Paleocene, Syn-rift and Pre-rift plays are developed in FEL 3/13. A CPR by ERCE confirmed GMUPR of 1,492 million boe and unrisks NPV10 of US\$7.1 billion across three Cretaceous Fan prospects on the licence: prospects Wilde (428 million boe), Beckett (749 million boe) and Shaw (315 million boe). Prospects Wilde and Beckett are considered drill ready with a geological chances of success of 19 per cent. and 15 per cent. respectively. Drill costs for Wilde are estimated to be US\$37 million (excluding mobilisation and demobilisation).

LO 16/2 adjoins the eastern boundary of FEL 3/13. Europa has identified three new Pre-rift prospects in the licence on its proprietary 3D seismic which was acquired in 2013 and covers both LO 16/2 and

FEL 3/13. A CPR by ERCE confirmed GMUPR for two prospects: Ervine (251 million boe) and Edgeworth (302 million boe). The third prospect, PR-3, is mapped by Europa with GMUPR of 345 million boe but the seismic requires reprocessing before ERCE can audit the resource. The CPR assigned a geological chance of success to Ervine of 12 per cent. and Edgeworth 15 per cent.. The Pre-rift play has proved very successful in the Brent province of the UK. Total reserves for the Brent province now approximate to 15 billion boe. It is believed that this play may also be developed in the South Porcupine basin in addition to the Cretaceous fan play.

<i>FEL 3/13</i>	<i>Gross Prospective Resources mmboe</i>				<i>Chance of success</i>	<i>1 in</i>
	<i>Low</i>	<i>Best</i>	<i>High</i>	<i>Mean</i>		
<i>Prospect</i>						
Wilde	61	239	952	428	19%	5.3
Beckett	109	424	1661	749	15%	6.7
Shaw	57	198	681	315	13%	7.7
Total	227	861	3294	1492		

<i>LO 16/2</i>	<i>Gross Prospective Resources mmboe</i>				<i>Chance of success</i>	<i>1 in</i>	<i>CPR</i>
	<i>Low</i>	<i>Best</i>	<i>High</i>	<i>Mean</i>			
<i>Prospect</i>							
Ervine	24	117	579	251	12%	8.0	yes
Edgeworth	39	162	675	302	15%	6.9	yes
PR-3	27	168	833	345			no
Total	90	447	2087	898			

South Porcupine Basin, Western flank: FEL 2/13 and LO 16/19

On the Western flank of the South Porcupine basin lie a second pair of licences: FEL 2/13 over which 3D seismic was acquired in 2013 and the recently awarded LO 16/19. The Company has identified a number of Cretaceous submarine channels on FEL 2/13, which cross the licence from west to east on its proprietary 948 km² 3D seismic survey. Nine prospects with GMUPR of 1.1 billion boe have been mapped on 3D seismic. The 3D seismic requires PSDM reprocessing in order to de-risk, re-map and make the prospects drill ready. Europa has 100 per cent. equity in the licence and is actively seeking a farminee.

The Company had previous identified four prospects: Doyle A, Doyle B, Doyle C and Heaney with gross mean un-risked indicative and prospective resources of 595 million boe. As announced on 27 April 2017, following new seismic attribute work, the Company has subdivided Doyle A into three separate prospects, strung out along the axis of the Doyle A slope channel system. These are now separately identified as the west, central and east targets. Doyles B and C have not since been revised. Prospect Heaney has been eliminated.

New prospect “Kilroy” is a lowermost Cretaceous slope apron deposit broadly time-equivalent to Europa’s “Wilde” prospect in FEL 3/13. It appears to be optimally located for the Lower Cretaceous/Upper Jurassic source system identified by well 43/13-1 and implied by the Dunquin (44/23-1) well. “Keane” is a syn-rift lead with AVO expression down-dip of oil-bearing sand stringers in 43/13-1. “Kiely” is a Middle Jurassic tilted fault block prospect in the south-east of the licence. This same fault block has Triassic gas prospectivity at depth (which at present is considered higher risk and is excluded from the table).

		<i>Gross Prospective and Indicative Resources mmboe</i>			
<i>FEL 2/13</i>					
<i>Prospect/Lead</i>	<i>Play Type</i>	<i>Low</i>	<i>Best</i>	<i>High</i>	<i>Mean</i>
Doyle A – west	Cretaceous slope channel	12	38	115	54
Doyle A – Centre	Cretaceous slope channel	16	51	149	70
Doyle A – east	Cretaceous slope channel	36	110	327	154
Doyle B	Cretaceous slope channel	22	76	264	119
Doyle C	Cretaceous slope channel	12	44	155	71
Kilroy	Cretaceous slope apron	18	85	369	159
Lead Keane	Syn-rift	25	117	498	217
Lead F	Syn-rift	4	23	102	44
Kiely	Pre-rift	18	104	569	236
Total		162	647	2548	1123

South Porcupine Basin: LO 16/19

The channels identified in FEL 2/13 feed submarine fans developed in LO 16/19. The seismic architecture of the channels in FEL 2/13 contain features consistent with sandstone deposition and Europa believes that these sandstones are also deposited in the fans identified on LO 16/19. There is potential for several Cretaceous submarine fans with GMUPR of 700 million boe. In addition, evidence of gas escape features on seismic and sea bed pock marks suggest the presence of an active source rock. Well 43/13-1, which was drilled by BP in 1998 approximately 20 km from LO 16/19, saw oil shows and encountered source rocks.

On 8 March 2017, the Company announced the farm-out of a 70 per cent. interest in LO 16/19 to Capricorn Ireland Limited, a subsidiary company of leading independent Cairn Energy plc. Under the terms of the farm-out, Capricorn will fully fund a US\$6 million work programme (including a 3D seismic survey over LO 16/19) to further mature the prospect inventory towards drillable status.

South Porcupine Basin summary

<i>Licence</i>	<i>GMUPR billion boe</i>	<i>Source</i>
FEL 3/13	1.5	ERCE CPR
LO 16/2	0.6	ERCE CPR
	0.3	Europa in-house
FEL 2/13	1.1	Europa in-house
LO 16/19	0.7	Europa in-house
Total	4.2	CPR covers 2.1 billion boe

Providence Resources are expected to spud their 53/6-A well to drill the Druid and Drombeg prospects in June 2017. This will be the first well in the South Porcupine basin targeting a Cretaceous Fan (Drombeg). Drilling activity will raise investor awareness of the region, and success will derisk Europa's portfolio:

- 4.2 billion boe in prospects and leads in the South Porcupine (FEL 3/13, FEL 2/13, LO 16/2 and LO 16/19)
- 2.1 billion boe in prospects covered by CPR in FEL 3/13 and LO 16/2
- 1.1 billion boe in Beckett and Shaw prospects – Cretaceous Fans at the same stratigraphic level as Drombeg

Slyne Basin: LO 16/20 and LO 16/21

LO 16/20 and LO 16/21 are located in the Greater Corrib area of the Slyne basin in the vicinity of the producing Corrib gas field where substantial gas infrastructure is already in place. As a result, unlike licences in the Porcupine, LO 16/20 and LO 16/21 represent exploration in a proven basin. The Greater Corrib play comprises Triassic sandstone reservoirs in tilted fault block structures with hydrocarbons generated from Carboniferous source rocks. The licences are partially covered by 3D and extensive 2D historic seismic. Water depths range from 300 to 2,000 metres.

The Company has identified a number of prospects and leads on both licences with estimated gross mean unrisks prospective and indicative resources of 1.0 tcf gas on LO 16/20 and 0.5 tcf gas on LO 16/21. We are focused on maturing the leads to drillable prospect status by reprocessing the historic 3D seismic over the licences and securing a farm-in partner with which to drill a low-cost, low-risk exploration well. Nexen recently farmed into Faroe Petroleum's adjacent LO 16/23, demonstrating the interest in the Triassic gas play amongst major oil companies, and this bodes well for Europa's farm-out activity.

Were these leads and prospects to be matured to drillable status, it is expected that the geological chance of success would be high, drill costs low (reflecting the comparatively shallow water depth) while the proximity to gas infrastructure is potentially another highly favourable factor. For example, prospect TR1 in LO 16/20 lies 16 km to the northwest of Corrib in water depth of 500 metres.

Padraig Basin: LO 16/22

The Padraig is a remnant Jurassic basin on the eastern margin of the Rockall Trough. The most relevant analogue for the Padraig is the conjugate margin play offshore Newfoundland in the Flemish Pass basin which was opened up by Statoil's Bay du Nord oil discovery. Most industry efforts are concentrated on exploring for this play in the South Porcupine basin, but Europa's restoration of the conjugate margin prior to Atlantic seafloor spreading suggests the possibility that the Padraig could be a better fit with the Flemish Pass basin.

Good quality 2D seismic acquired in 1998 suggests the presence of structures of significant size. In addition, multiple leads in both Pre-rift and Syn-rift hydrocarbon plays have been mapped in water depths ranging from 800 to 2,000 metres. Gross mean unrisks indicative resources are estimated to be in the range of 300 to 600 million boe.

Europa is currently focused on maturing the leads to drillable prospect status by utilising the historic 2D seismic and wealth of high quality technical work previously carried out by major oil companies. A farm-in partner will be sought with whom to drill an exploration well.

3.2 UK Onshore Production

East Midlands: West Firsby, Crosby Warren and Whisby-4

The Company produces from three oilfields in the East Midlands: a 100 per cent. working interest in both the West Firsby and Crosby Warren fields and a 65 per cent. non-operated interest in the Whisby-4 well. Production from the three fields declined in line with expectations. During the six month period to 31 January 2017, 115 boepd were recovered (H1 2016: 124 boepd). All of the oil is transported by road to the Immingham refinery.

3.3 UK – Development

East Midlands: PEDL 180 (Wressle) and PEDL 182 (Broughton North)

PEDL 180 holds the Wressle oil discovery which lies 5 km southeast of, and along the same structural trend as, Europa's producing Crosby Warren field. Wressle was discovered by the Wressle-1 conventional exploration well which was drilled to a total depth of 2,240 m (1,814 m TVDSS) on 23 August 2014. Petro-physical evaluation of MWD log data indicated over 30 m measured thickness of potential hydrocarbon pay in three main intervals: Ashover Grit, Wingfield Flags and Penistone Flags. A CPR issued on 23 September 2016 identified gross 2P reserves on the structure of

0.65 million boe in the Ashover and Wingfield Flags and gross 2C contingent resources of 1.86 million boe in the Penistone Flags.

The CPR also assigned GMUPR of 0.6 million boe at the Broughton North exploration prospect on PEDL 182 which lies adjacent and north of PEDL 180. A well at Broughton was drilled by BP in 1984 and discovered oil. ERCE, in its capacity as a Competent Person, has assigned a geological chance of success of 50 per cent. to the prospect.

Reservoir engineering analysis indicates an initial production flow rate of 500 boepd gross from the Ashover Grit interval at Wressle. On 27 September 2016, Europa announced the sale of 3.34 per cent. interest in PEDL 180 and PEDL 182 to Union Jack Oil plc for a cash consideration of £600,000. On 24 November 2016, Europa agreed the sale of a 10 per cent. interest in PEDL 180 and PEDL 182 to Upland Resources (UK Onshore) Limited for a total consideration of up to £1.85 million. The transaction imply a value of up to £3.7 million for Europa's remaining 20 per cent. interest in the licences.

Completion of the sale to Upland Resources is subject to planning, Environmental Agency and Field Development Plan approvals. The Field Development Plan was submitted to the Oil and Gas Authority on 8 September 2016. Following Lincolnshire County Council's refusal to grant planning consent for the Wressle development in January 2017, the partners have announced their intention to appeal and at the same time file a new application which will include more detailed information to address the specific concerns outlined by the Council. The partners remain confident that planning consent will be granted and that Wressle will be brought into production later in 2017. The other partners in PEDL 180 and PEDL 182 are Egdon Resources as operator (25 per cent.), Celtique Energie Holdings (30.0 per cent.) and Union Jack Oil plc (15.0 per cent.).*

Further details regarding the agreements with Union Jack Oil plc and Upland Resources (UK Onshore) Limited can be found in paragraphs 6.6 and 6.8 of Part IV (*Additional Information*) of this document.

3.4 ***UK – Exploration***

Weald Basin: PEDL 143 (Holmwood)

In Surrey, south of Dorking, PEDL 143 contains the Holmwood conventional oil prospect. Holmwood is predicted to have the same conventional Jurassic sandstone and limestone reservoirs which are proven to be productive at the nearby Brockham oil field and at the Horse Hill oil discovery. Holmwood has been assigned gross mean prospective resources of 5.6 million boe with a range of 1 to 11 million boe. Were it to come in at 5.6 million boe, Holmwood would become the fifth largest onshore oil field in the UK.

Planning permission has been granted to drill a temporary exploratory borehole to a depth of 1,400 m. The well is being planned for drilling in 2017 and has been assigned a geological chance of success by Europa of 1 in 3. Following the farm-out of a 12.5 per cent. interest in PED L143 to Angus Energy Weald Basin No. 3 Limited in February 2017, Europa will be fully carried on its remaining 20 per cent. share of the exploration well costs up to a cap of £3.2 million.

The Horse Hill oil discovery in PEDL 137 lies 8 km to the east of and along-strike in a very similar geological structure to the Holmwood prospect. Correlation of seismic data indicates that the Holmwood well will penetrate a similar stratigraphic section to Horse Hill which in addition to producing 323 boepd from Portland sandstone reservoirs, also produced oil from micritic limestone formations in the Kimmeridge section. It is encouraging that Horse Hill yielded 1,365 boepd aggregate flowrate from two limestone intervals, suggesting it is possible that the micritic limestone may be a "missed pay" in the Weald basin.

* Following transfer of 3.3 per cent. interest in the licences from Celtique Energie Holdings to Union Jack Oil, which is subject to the Oil and Gas Authority's approval.

Europa has a 20 per cent. working interest in the licence along with UK Oil & Gas Investments plc (30 per cent.), Egdon Resources (18.4 per cent.), Angus Energy (12.5 per cent.), Warwick Energy (10 per cent.), Union Jack Oil plc (7.5 per cent.) and Altwood Petroleum (1.6 per cent.).

East Midlands: PEDL 299 (Hardstoft)

PEDL 299 contains the Hardstoft oil field. This was discovered in 1919 by the UK's first ever exploration well and produced 26,000 barrels of oil from Carboniferous limestone reservoirs. A CPR on Hardstoft, issued by joint venture partner Upland Resources (UK Onshore) Limited, identified gross 2C contingent resources of 3.1 million boe and gross 3C contingent resources of 18.5 million boe in PEDL 299. Production testing methodologies for carbonate reservoirs have evolved since 1919 which it is hoped will lead to commercial oil flowrates being achieved.

Europa's interest in PEDL 299, which is restricted to the conventional prospectivity, now stands at 25 per cent., alongside Upland (25 per cent.) and INEOS Industries as operator (50 per cent.).

A small 2D survey is required in order to detail the structure and site a well.

Cleveland Basin: PEDL 343 (Cloughton)

PEDL 343 is operated by Third Energy and contains the Cloughton gas discovery made by Bow Valley. An exploration well was drilled in 1986 and flowed a small amount of gas to surface on production test from Carboniferous sandstone reservoirs. Europa regards Cloughton as a gas appraisal opportunity with the critical challenge being to obtain commercial flowrates from future production testing operations.

The prospect is considered to be analogous to Kirby Misperton-8, approximately 25 km to the South West. A 3D seismic survey is required in order to fully define the structure in advance of drilling.

4 Details of the Fundraising and use of proceeds

Use of proceeds

The Company is proposing to raise up to £3.6 million (before expenses) pursuant to the Firm Placing, the Conditional Placing and the Open Offer at the Issue Price of 6 pence per New Ordinary Share.

<i>Net proceeds of the Fundraising will be used, in summary, as follows:</i>	<i>£ million</i>
– 3D seismic data processing and reprocessing, CPR production and other geological licence work in the Porcupine basin, offshore Atlantic Ireland	1.9
– Acquire 3D seismic over Cloughton	1.0
– Acquire 2D seismic over Hardstoft	0.2
– Working capital	Up to 0.5
Total	Up to 3.6

The Board believes that the net proceeds of the Fundraising will be sufficient to meet the Group's work programme until the end of 2018 and to meet the Group's working capital requirements for the same period.

The Issue Price and the Placings

The Issue Price of 6 pence per New Ordinary Share represents an approximately 16.1 per cent. discount to the closing price of an Ordinary Share of 7.125 pence on 23 May 2017 (being the latest practicable date prior to the announcement of the Fundraising).

In setting the Issue Price, the Directors have considered the price at which the New Ordinary Shares need to be offered to investors to ensure the success of the Fundraising and have held discussions with a number of key institutional investors who have agreed to subscribe for the New Ordinary Shares at that price. In structuring the Fundraising, the Directors have had regard, among other things, to the current market conditions, the level of the Company's share price and the importance of pre-emption rights to Shareholders.

After considering these factors, the Directors have concluded that the Firm Placing, Conditional Placing and the Open Offer is the most suitable option available to the Company and its Shareholders. The Open Offer component of the Fundraising provides an opportunity for all Qualifying Shareholders to participate by subscribing for Open Offer Shares *pro rata* to their current holding of Ordinary Shares and to have the opportunity to request Ordinary Shares in excess of their *pro rata* holding as an Excess Entitlement.

Pursuant to the Firm Placing, 23,999,993 New Ordinary Shares have been conditionally placed with investors at the Issue Price.

A further 11,000,007 New Ordinary Shares have been conditionally placed pursuant to the Conditional Placing with certain institutional investors, including existing Shareholders, subject to the passing of Resolution 1 at the General Meeting.

The Firm Placing and the Conditional Placing are to be effected pursuant to a Placing Agreement, further details of which can be found in paragraph 6.12 of Part IV (*Additional Information*) of this document.

The Board is, as always, mindful that unexpected events, including operational outcomes or events outside the Board's control, may result in the proceeds of the Fundraising being deployed in a differing manner to that set out above or on a differing timescale to that currently envisaged.

Principal terms of the Open Offer

The Board is offering Qualifying Shareholders the opportunity to subscribe for Open Offer Shares on a pre-emptive basis by launching the Open Offer to issue up to 24,488,801 New Ordinary Shares to Qualifying Shareholders at the Issue Price.

The Open Offer is conditional on the Placing Agreement becoming unconditional in so far as it relates to the Open Offer, including admission of the Open Offer Shares to trading on AIM becoming effective by no later than 8.00 a.m. on 13 June 2017 or such later time and/or date (being no later than 5.00 p.m. on 30 June 2017) as finnCap and the Company may agree.

Basic Entitlement

On, and subject to the terms and conditions of the Open Offer, the Company invites Qualifying Shareholders to apply for their Basic Entitlement of Open Offer Shares at the Issue Price. Each Qualifying Shareholder's Basic Entitlement has been calculated on the following basis:

1 Open Offer Share for every 10 Existing Ordinary Shares

held at the Record Date. Basic Entitlements will be rounded down to the nearest whole number of Ordinary Shares.

Excess Entitlement

Qualifying Shareholders are also invited to apply for additional Open Offer Shares (up to the total number of Open Offer Shares available to Qualifying Shareholders under the Open Offer) as an Excess Entitlement. Any Open Offer Shares not issued to a Qualifying Shareholder pursuant to their Basic Entitlement will be apportioned between those Qualifying Shareholders who have applied for an Excess Entitlement. If excess applications are received for more than the total number of Open Offer Shares available following take-up of Open Offer Entitlements, such applications will be scaled back *pro rata* to the number of shares applied for by Qualifying Shareholders as an Excess Entitlement. Therefore excess applications may not be satisfied in full. No Qualifying Shareholder shall be required to subscribe for more Open Offer Shares than he or she has specified on the Application Form or through CREST.

Overseas Shareholders

The Open Offer Shares have not been and are not intended to be registered or qualified for sale in any jurisdiction other than the United Kingdom. Accordingly, unless otherwise determined by the Company and effected by the Company in a lawful manner, the Application Form will not be sent to Existing Shareholders with registered addresses in any jurisdiction other than the United Kingdom since to do so would require

compliance with the relevant securities laws of that jurisdiction. The Company reserves the right to treat as invalid any application or purported application for Open Offer Shares which appears to the Company or its agents or professional advisers to have been executed, effected or despatched in a manner which may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents or professional advisers believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of share certificates for Open Offer Shares, or in the case of a credit of Open Offer Shares in CREST, to a CREST member whose registered address would be not be in the UK.

Notwithstanding the foregoing and any other provision of this document or the Application Form, the Company reserves the right to permit any Qualifying Shareholder to apply for Open Offer Shares if the Company, in their sole and absolute discretion, are satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

Part III (*Terms and Conditions of the Open Offer*) of this document, together with the accompanying Application Form in the case of Qualifying Non-CREST Shareholders, contains the terms and conditions of the Open Offer.

If a Qualifying Shareholder does not wish to apply for Open Offer Shares, he should not complete or return the Application Form or send a USE message through CREST.

EIS/VCT Schemes

The Directors do not expect the Placing Shares and the Open Offer Shares to constitute qualifying holding for VCT Schemes and to satisfy the requirements for tax relief under the EIS therefore the Company has not applied for confirmation from HMRC in this regard.

5 Directors' shareholdings

Certain Directors, being Hugh Mackay, Phil Greenhalgh and Roderick Corrie, have undertaken to make applications to participate the Open Offer and will make applications to subscribe in aggregate, for at least 1,370,000 Open Offer Shares, as detailed in the table below:

<i>Director</i>	<i>As at the date of this document</i>		<i>As at Admission</i>	
	<i>Number of Ordinary Shares held</i>	<i>Number of Open Offer Shares subscribed for</i>	<i>Number of Ordinary Shares held*</i>	<i>Percentage of Enlarged Share Capital**</i>
Colin Bousfield	273,958	nil	273,958	0.09
Hugh Mackay	3,392,239	1,200,000***	4,592,239	1.51
Phil Greenhalgh	520,973	85,000***	605,973	0.20
William Ahlefeldt-Luarvig	33,752,442	nil	33,752,442	11.09
Roderick Corrie	805,287	85,000***	890,287	0.29

* *assuming each Director's application for Open Offer Shares is satisfied in full*

** *assuming no outstanding warrants or options are exercised between the date of this document and Admission and also assuming full subscription under the Open Offer, including by the Directors as set out in this table*

*** *includes Ordinary Shares to be applied for under the Excess Entitlement facility*

6 Risk Factors and additional information

The attention of Shareholders is drawn to the risk factors set out in Part II (Risk Factors) of this document, and the information contained in Parts III and IV of this document, which provide additional information on the Open Offer and the Company.

7 General Meeting

The Board is seeking the approval of Shareholders at the General Meeting to allot the Conditional Placing Shares.

A notice convening the General Meeting, which is to be held at the offices of finnCap Ltd, at 60 New Broad Street, London EC2M 1JJ at 11.00 a.m. on 12 June 2017, is set out at Part V of this document. At the General Meeting, the following Resolutions will be proposed:

1. a special resolution to authorise the directors to allot Ordinary Shares and to disapply pre-emption rights in respect of the Ordinary Shares in connection with the Conditional Placing;
2. a special resolution to give the directors the authority to allot Ordinary Shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings. This authority would be limited to an aggregate maximum nominal amount of £139,944.00 (representing 13,994,400 Ordinary Shares). This amount is intended to give the usual on-going authority to the Board to disapply the statutory rights of pre-emption by reference to the share capital of the Company as enlarged by the Placing Shares and will represent approximately five per cent. of the share capital so enlarged.

The authorities to be granted pursuant to the Resolutions shall expire on whichever is the earlier of the conclusion of the next annual general meeting of the Company, or the date falling 12 months from the date of the passing of the Resolutions (unless renewed, varied or revoked by the Company prior to or on that date by special resolution).

8 Action to be taken

General Meeting

You will find enclosed with this document a Form of Proxy for use by Shareholders at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon. To be valid, completed Forms of Proxy must be received by Computershare Investor Services PLC at Corporate Actions Projects, Bristol, BS99 6AH as soon as possible and in any event not later than 11.00 a.m. on 9 June 2017, being 48 hours before the time appointed for holding the General Meeting. Completion of a Form of Proxy will not preclude you from attending the meeting and voting in person if you so choose.

Open Offer

Qualifying non-CREST Shareholders wishing to apply for Open Offer Shares must complete the enclosed Application Form in accordance with the instructions set out in paragraph 4 of Part III (*Terms and Conditions of the Open Offer*) of this document and on the accompanying Application Form and return it with the appropriate payment to Computershare Investor Services PLC at Corporate Actions Projects, Bristol, BS99 6AH, so as to arrive no later than 11.00 a.m. on 9 June 2017.

If you do not wish to apply for any Open Offer Shares under the Open Offer, you should not complete or return the Application Form. Shareholders are nevertheless requested to complete and return the Form of Proxy.

If you are a Qualifying CREST Shareholder, no Application Form will be sent to you. Qualifying CREST Shareholders will have Open Offer Entitlements credited to their stock accounts in CREST. You should refer to the procedure for application set out in paragraph 4 of Part III (*Terms and Conditions of the Open Offer*) of this document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 4 of Part III (*Terms and Conditions of the Open Offer*) of this document by no later than 11.00 a.m. on 9 June 2017.

Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer.

9 Recommendation

The Directors believe that the Fundraising and the passing of the Resolutions are in the best interests of the Company and Shareholders, taken as a whole. Accordingly the Directors unanimously

recommend Shareholders to vote in favour of the Resolutions, as they will do in respect of their Ordinary Shares in the Company, representing 15.82 per cent. of the Existing Ordinary Shares.

The Conditional Placing is conditional, *inter alia*, upon the passing of Resolution 1 at the General Meeting. Shareholders should be aware that if Resolution 1 is not approved at the General Meeting, the Conditional Placing will not proceed.

Yours faithfully

Colin Bousfield
Chairman

PART II

RISK FACTORS

ALL THE INFORMATION SET OUT IN THIS DOCUMENT SHOULD BE CAREFULLY CONSIDERED, IN PARTICULAR THE ATTENTION OF PROSPECTIVE INVESTORS AND SHAREHOLDERS IS DRAWN TO THE RISKS DESCRIBED BELOW. THE ORDINARY SHARES SHOULD BE REGARDED AS A SPECULATIVE INVESTMENT AND AN INVESTMENT IN ORDINARY SHARES SHOULD ONLY BE MADE BY THOSE WITH THE NECESSARY EXPERTISE TO FULLY EVALUATE THE INVESTMENT. INVESTMENTS MAY FALL AS WELL AS RISE IN VALUE. THE DIRECTORS BELIEVE THAT THE FOLLOWING RISKS SHOULD BE CONSIDERED CAREFULLY BY INVESTORS BEFORE ACQUIRING ORDINARY SHARES. PROSPECTIVE INVESTORS ARE ADVISED TO CONSULT AN INDEPENDENT ADVISER AUTHORISED UNDER FSMA.

If any of the following risks actually materialise, the Company's business, financial condition, and prospects could be materially and adversely affected to the detriment of the Company and its Shareholders. In that case, the market price and liquidity of Ordinary Shares could decline and all or part of an investment in the Ordinary Shares could be lost.

The Directors consider the following risks to be material, but the risks listed do not necessarily comprise all those associated with an investment in the Company and the Ordinary Shares. There may be additional risks that the Directors do not currently consider to be material or of which the Directors are not currently aware. No inference ought to be drawn as to the relative importance, or the likelihood of the occurrence, of any of the following risks by reference to the order in which they appear.

Investors should also take their own tax advice as to the consequences of owning Ordinary Shares in the Company as well as receiving returns from it. No representation or warranty, express or implied, is given to investors as to the tax consequences of their acquiring, owning or disposing of any Ordinary Shares in the Company and neither the Company, the Directors nor finnCap will be responsible for any tax consequences for any such investors.

Save where the context requires otherwise, references in this Part II to "the Company" shall be deemed to include references to the Group as a whole.

Risks specific to the Company and its business

Exploration risks

All drilling to establish productive hydrocarbon reserves is inherently speculative. The techniques presently available to geophysicists, geologists, petro-physicists, reservoir and petroleum engineers, and other technical specialists to identify the existence and location of accumulations of hydrocarbons are indirect and subject to a wide variety of variables which are subjective in nature with respect to the environment in which they exist and are not precise on their application, and therefore, a considerable amount of personal judgment is involved in the selection of any prospect for drilling or identifying potentially profitable producing hydrocarbon accumulation. In addition, even when drilling successfully and a well is completed as a producing gas well, unforeseeable operating problems may arise which render it uneconomical to produce such gas.

Whilst the Company is extremely encouraged by the prospectivity of its Irish licences, there can be no certainty of success. In order to drill any of the leads and prospects identified, it is expected that farm-in partners are needed, particularly in connection with LO 16/19. Discussions with potential partners are continuing, but there can be no assurance that suitable arrangements will be concluded and even if they are, it is possible that exploration drilling will not occur due to assessments of geological and commercial risks.

Licence Extensions

The Company's Frontier Exploration Licences at FEL 2/13 and FEL 3/13 will expire on 4 July 2017. The Company has applied to the Department of Communications, Climate Action and Environment ('DCCAE') for 2 year extensions to these licences and is awaiting DCCAE's decision. Whilst the Company has received extensions to these licences in the past and expect to do so on this occasion, there is no guarantee that the DCCAE will grant extensions to both or either of these licences on this occasion or in future.

Project development and production risks

If the Company achieves exploration success in relation to its exploration assets that leads to a decision to develop production operation, the development and ongoing production from such operations may be adversely affected by various factors including the following, which also apply to the Company's producing assets: failure to achieve predicted production flow rates, mechanical failure or plant breakdown; unanticipated reservoir problems, unforeseen capital expenditure, adverse weather conditions, industrial and environmental accidents, industrial disputes, delays due to government actions, infrastructure availability and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

Operational risks

The operations of the Company may be disrupted by a variety of risks and hazards which are beyond the control of the Company, including geological, geotechnical and seismic factors, environmental hazards, industrial accidents, occupational and health hazards, technical failures, labour disputes, unusual or unexpected rock formations, well blow-outs, explosions, flooding and extended interruptions due to inclement or hazardous weather conditions and other acts of God. These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. No assurance can be given that the Company will be able to obtain insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

The occurrence of any of these hazards can delay activities of the Company and may result in liability. The Company may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past activities for which it was not responsible.

In addition, the risk of the temporary or permanent loss of one of the Company's major customers would present operational issues that may have an impact on revenue and cashflow as the Company would need to put in place operating and logistical arrangements with alternative customers.

Reserve and resource estimates

The estimation of hydrocarbon resources and reserves is in part an interpretative process and the accuracy of any such estimates is a function of the quality of available data, and of engineering and geological interpretation and judgement, and thus may prove inaccurate. This may result in alterations to development and production plans which may, in turn, adversely affect operations. No assurances can be given that the volume and quality of reserves recovered, and rates of production achieved, will not be less than anticipated or will fluctuate over time. The Company prepares resource and reserve estimates and takes decisions, based on its own employee's professional judgements and experience. In addition, the Company periodically contracts the services of independent professional experts to prepare resource and reserve estimates and in 2012 did so in relation to its assets at West Firsby, Crosby Warren, Whisby, Broughton, Wressle, Holmwood. In 2015 it did so in relation to its exploration assets in FEL 3/13, and in 2016 independent professional experts were again contracted to update resource and reserve estimates in relation to the Company's exploration assets in FEL 3/13, prepare estimates in relation to assets at Broughton and Wressle, and, in 2017 to prepare estimates for LO 16/2.

Political risk

Political risk is the risk that assets will be lost through expropriation, unrest or war. Europa seeks to minimise political risk by operating in countries with relatively stable political systems, established fiscal and mining

codes and a respect for the rule of law but there can be no guarantee that the Company will not be adversely affected by political risk.

Brexit

The determination by the United Kingdom to exit its relationship with the European Union could have an impact on the company's business, financial condition and results of operations. On 23 June 2016, the United Kingdom held a referendum on the United Kingdom's continued membership of the European Union. This resulted in a vote for the United Kingdom to exit the European Union. There are significant uncertainties in relation to the terms and time frame within which such an exit would be effected, and there are significant uncertainties as to what the impact will be on the fiscal, monetary and regulatory landscape in the UK, including *inter alia*, the UK's tax system, the conduct of cross-border business and export and import tariffs. There is also uncertainty in relation to how, when and to what extent these developments will impact on the economy in the United Kingdom and the future growth of its various industries, including the oil and gas industry, and on levels of investor activity and confidence, on market performance and on exchange rates. There is also a risk that the vote by the United Kingdom to leave could result in other member states re-considering their respective membership of the European Union. Although it is not possible to predict fully the effects of the exit of the United Kingdom from the European Union, any of these risks, taken singularly or in the aggregate, could have a material adverse effect on the Group's business, financial condition and results of operations.

Permits and other authorisations and/or such concessions, rights, licences, permits and other authorisations may be suspended, terminated or revoked prior to their expiration

The Company conducts its operations pursuant to concessions, licences, permits, consents and other authorisations and through contracts with its joint venture partners. Any delay in obtaining or renewing a licence, permit, consent or other authorisation may result in a delay in investment or development of resources and may have a material adverse effect on the Company's results of operations, cash flows and financial condition, as would any failure to obtain the renewal or extension of a licence.

In addition, any of the Company's existing and future mineral rights and concessions, licences, permits, consents and other authorisations may be suspended, terminated or revoked if the Company fails to comply with the relevant requirements. If the Company fails to fulfil the specific terms of any of its existing or future rights, concessions, licences, permits, consents and other authorisations or if it operates its business in a manner that violates applicable law, government regulators may impose fines or suspend or terminate the relevant right, concession, licence, permit or other authorisation, any of which could have a material adverse effect on the Company's results of operations, cash flows and financial condition.

Increasing Competitiveness of Alternative Energy Sources

The increasing competitiveness of alternative energy sources, including solar and wind power, may lead to reduced demand for oil and gas in the medium-to-long term, and therefore, the Company's services. Without the benefit of government subsidies or mandates, alternative energy sources have generally not been competitive with oil and gas. However, changes in technology and consumer preferences have begun to alter fuel choices, an example being the growing popularity of alternatively fuelled vehicles.

Furthermore, alternative energy sources have been increasingly competitive due to governmental support in the forms of tax relief and subsidies for alternative energy providers, the adoption of cap and trade regimes, carbon taxes, increased efficiency standards and incentives or mandates for renewable energy. Governments are also promoting research into new technologies to reduce the cost and increase the scalability of alternative energy sources. These measures could reduce demand for oil and gas in the medium-to-long term, thereby reducing demand for the Company's services.

Reliance on Key Personnel

The Company's success, in part, depends upon the continued performance, efforts, abilities and expertise of its key management personnel as well as other management and technical personnel including those employed or to be employed on a contractual basis. The loss of the services of certain of these personnel

could have a material adverse effect on the financial position, financial performance, cash flows, growth prospects, ability to pay dividends and the share price of the Company.

Insurance Risks

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance against all risks associated with gas exploration and production is not always available and, where available, the costs can be prohibitive.

The Company is exposed to financial and operational risks inherent in joint operating projects. A failure by any of the Company's joint operating partners to meet its obligations may materially and adversely affect the Company's business, cash flow, financial condition and operations and may, in particular, adversely affect the implementation of the Company's development plans

The Company and/or its subsidiary is party to joint operating agreements ("JOAs" in relation to the assets in LO 16/19, Tarbes, PEDL143 (Holmwood), PEDL180 (Wressle), PEDL181, PEDL182 and Block 41/24 and is in the process of agreeing JOAs for PEDL299 (Hardstoft) and PEDL343 (Cloughton). A subsidiary of the Company is also party to an agreement in relation to the asset at Whisby.

The agreements referred to above contain provisions relating to the sharing of costs and obligations of the parties. If any joint venture partner defaulted in meeting its obligations or does not pay its proportion of such costs, the Company may be required to meet such costs itself, which may materially and adversely affect the Company's business, cash flow, financial condition and operations and may, in particular, adversely affect the execution of the Company's development plan summarised in Part I of this document.

Title to licence areas and planning consents

While the Company has undertaken all the customary due diligence in the verification of title to its licences and real estate, this should not be construed as a guarantee of title. The licences and real estate may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

There is also the risk that the Company will not obtain the necessary planning and other local authority consents to its onshore activities.

Contractual disputes and litigation risk

The Company is exposed to possible litigation risks including contractual and property / planning disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation.

Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. Information about any dispute that comes into the public domain could cause reputational damage to the Company.

Environmental protection

The Company's exploration, development and production activities are subject to extensive laws and regulations governing environmental impact and protection. The Company is also subject to various reclamation-related requirements. A failure to comply with environmental laws and regulations (including as a result of technical failures) may result in enforcement actions causing operations to cease or be curtailed, the imposition of fines and penalties, and may include corrective measures requiring significant capital expenditures. In addition, certain types of operations require the submission and approval of environmental impact assessments.

Compliance risk

In common with all companies and employers, the Company and its directors are subject to the risk of liability for fines and imprisonment for applicable legislation and regulations including breaches of health & safety, employment, anti-corruption, environmental and taxation legislation.

Commodity risk

Commodity risk is the risk that the price earned for oil and gas will fall to a point where it becomes uneconomic to extract them from the ground. The commodities in Europa's portfolio are oil and gas. The price of oil and gas are affected by numerous factors totally beyond the control of the Company, including producer hedging activities, demand, political and economic conditions and production levels. Future commodity prices may go down as well as up.

Liquidity risk

Liquidity risk is the risk of running out of working and investment capital. Europa's goal is to finance its exploration activities with cash flow from operations, but in the absence of such cash flow, the Company relies on the issue of equity share capital, joint venture, farm-out and option agreements to finance its activities. There can be no assurance that adequate funding will be available when required to finance the Company's activities, nor that the estimated costs of the Company's activities will not be exceeded.

Currency risk

Fluctuations in currency exchange risks can significantly impact cash flows. The Company finances its overseas operations by transferring pounds sterling from the UK to meet local expenses in France and Ireland.

Because the primary market for the Ordinary Shares and the underlying business of the Company are in a currency other than Euro, investors from countries whose currency is the Euro are reminded that changes in exchange rates may also have an adverse effect on the value, price or income of the Ordinary Shares.

Market risk

The availability of a ready market for oil and hydrocarbon products which may be sold by the Company depends upon numerous factors beyond its control, the exact effects of which cannot be accurately predicted. These factors (the list of which is not exhaustive) include: general economic activity, the world oil price, the marketability of the hydrocarbons produced, action taken by other producing nations, the availability of transportation capacity, the availability and pricing of competitive fuels, and the extent of governmental regulation and taxation.

EIS/VCT status

The Directors do not expect the Placing Shares and the Open Offer Shares to constitute qualifying holding for VCT Schemes and to satisfy the requirements for tax relief under the EIS therefore the Company has not applied for confirmation from HMRC in this regard.

The Company has previously applied for, and received, confirmation qualifying status under VCT Schemes and the EIS, the most recent being in respect of the Ordinary Shares issued following the open offer which closed on 23 July 2015. EIS and VCT qualification rules are subject to change and no guarantees or assurance can be given in this regard. Whilst the Directors intend, so far as possible, to conduct the activities of the Group in such a way as to allow it to maintain its status as a qualifying EIS/VCT investment, circumstances may arise where the Directors believe that the interests of the Company are not best served by acting in a way that preserves such status. In such circumstances, the Company cannot undertake to conduct its activities in a way designed to secure or preserve any such relief or status claimed by any Shareholder. Neither the Company nor the Directors give any warranties or undertakings that this status will not be withdrawn. Should the law regarding EIS and/or VCT treatment change, then any reliefs or qualifying status previously obtained may be lost.

Changes in legislation

The Company's activities are subject to local laws and regulations governing exploration, development, production, exports, taxes, employment standards, environmental impact, occupational health and safety and other matters. Such laws and regulations are subject to change and can become more stringent, and compliance can therefore become more costly. The Company applies the expertise of its management, its advisors, its employees and contractors to ensure compliance with current laws.

Risks relating to the Company's Ordinary Shares

Value of Ordinary Shares and liquidity

It is likely that the Company's share price will fluctuate and may not always accurately reflect the underlying value of the Company's business and assets. The price of the Ordinary Shares may go down as well as up and investors may realise less than the original sum invested. The price that investors may realise for their holdings of Ordinary Shares, if and when they are able to do so, may be influenced by a large number of factors, some of which are specific to the Company and others of which are extraneous. Such factors may include the possibility that the market for the Ordinary Shares is less liquid than for other equity securities and that the price of the Ordinary Shares is relatively volatile.

The Directors are unable to predict when and if substantial numbers of Ordinary Shares will be sold in the open market. Any such sales, or the perception that such sales might occur, could result in a material adverse effect on the market price of the Ordinary Shares.

Suitability

An investment in the Company involves a high degree of risk and may not be suitable for all investors. Investors are reminded that the price at which they may realise their Ordinary Shares and the timing of any disposal of them may be influenced by a large number of factors, some specific to the Company and its proposed operations, some which may affect the sector in which the Company operates and some which relate to the operation of financial markets generally. These factors could include the performance of the Company's operations, large purchases or sales of shares in the Company, liquidity or absence of liquidity in the Ordinary Shares, legislative or regulatory changes relating to the business of the Company and general economic conditions.

General risks

Financial markets and global economic outlook

The performance of the Company will be influenced by global economic conditions and, in particular the conditions prevailing in the United Kingdom and Ireland. The global economy has experienced difficulties in recent years. If these levels of market disruption and volatility recur, the Company is likely to experience difficulty in securing debt finance, if required, to fund its long term development strategy. The Company may be exposed to increased counterparty risk as a result of business failures in the countries in which it operates and will continue to be exposed if counterparties fail or are unable to meet their obligations to the Company. The precise nature of all the risks and uncertainties the Company faces as a result of the global economic outlook cannot be predicted and many of these risks are outside of the Company's control.

Changes in tax and other legislation

The information in this document is based upon current tax and other legislation and any changes in legislation or in the levels and basis of, and reliefs from, taxation may affect the value of an investment in the Company. There can be no certainty that the current taxation regime in the UK, in France and in Ireland where the Company operates will remain in force or that the current levels of corporation taxation will remain unchanged. There can be no assurance that there will be no amendment to the existing taxation laws applicable to the Company's operations, which may have a material adverse effect on the financial position of the Company. Individual tax circumstances may differ from investor to investor and persons wanting to invest are advised to seek tax advice based upon their own circumstances.

Additional capital requirements

The Company may raise capital in the future through public or private equity financings or by raising debt securities convertible into Ordinary Shares, or rights to acquire these securities. Any such issues may exclude the pre-emption rights pertaining to the then outstanding shares. If the Company raises significant amounts of capital by these or other means, it could cause dilution for the Company's existing Shareholders. Moreover, a further issue of Ordinary Shares could have a negative impact on the trading price and increase the volatility of the market price of the Ordinary Shares. The Company may also issue further Ordinary Shares, or create further options over Ordinary Shares, as part of its employee remuneration policy, which could in aggregate create substantial dilution in the value of the Ordinary Shares and the proportion of the Company's share capital in which investors are interested.

Admission to trading on AIM

The Existing Ordinary Shares are, and the New Ordinary Shares will be, admitted to trading on AIM a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. The Ordinary Shares will not be admitted to the Official List. An investment in AIM quoted shares may carry a higher risk than an investment in shares quoted on the Official List.

The investment described in this document is speculative and may not be suitable for all recipients of this document. Potential investors are accordingly advised to consult a person authorised under FSMA who specialises in advising in investments of this kind before making any investment decisions. A prospective investor should consider carefully whether an investment in the Company is suitable in the light of his/her personal circumstances and the financial resources available to him/her.

PART III

TERMS AND CONDITIONS OF THE OPEN OFFER

1 Introduction

As explained in the letter set out in Part I of this document, the Company is proposing to issue 23,999,993 Firm Placing Shares pursuant to the Firm Placing, 11,000,007 Conditional Placing Shares pursuant to the Conditional Placing and up to a further 24,488,801 Open Offer Shares pursuant to the Open Offer. A maximum number 24,488,801 Open Offer Shares will be offered to Qualifying Shareholders as part of the Open Offer. In no circumstances will more than this number of Ordinary Shares be issued pursuant to the Open Offer.

The Company hereby invites Qualifying Shareholders to apply, on and subject to the terms and conditions set out in this document and in the Application Form (in the case of Qualifying Non-CREST Shareholders), and subject to the Articles of the Company, for Open Offer Shares at the Issue Price, free from all expenses, payable in cash in full on application. Qualifying Shareholders are being given the opportunity to subscribe for their Basic Entitlement at the Issue Price, payable in full on application and free of all expenses, *pro rata* to their existing shareholdings.

In addition to their Basic Entitlement, Qualifying Shareholders are invited to subscribe for additional Open Offer Shares, up to the total number of Open Offer Shares available to Qualifying Shareholders under the Open Offer, as an Excess Entitlement at the Issue Price, free from all expenses, payable in cash in full on application, as they may choose.

Any Open Offer Shares not issued to a Qualifying Shareholder pursuant to their Basic Entitlement will be apportioned between those Qualifying Shareholders who have applied for Excess Entitlements. If excess applications are received for more than the total number of Open Offer Shares available following take-up of Open Offer Entitlements, such applications will be scaled back *pro rata* to the number of shares applied for by Qualifying Shareholders as an Excess Entitlement. Therefore excess applications may not be satisfied in full. No Qualifying Shareholder shall be required to subscribe for more Open Offer Shares than he or she has specified on the Application Form (in the case of Qualifying Non-CREST Shareholders) or through CREST (in the case of Qualifying CREST Shareholders).

The Open Offer has been structured such that the maximum amount that can be raised by the Company under the Open Offer is approximately £1.5 million.

The Issue Price represents a discount of approximately 16.1 per cent. to the closing mid-market price of 7.125 pence per Existing Ordinary Share on 23 May 2017.

The Open Offer Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, the Firm Placing Shares and the Conditional Placing Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue. The allotment and issue of the Open Offer Shares will be made upon and be subject to the terms and conditions set out in this document and, in the case of Qualifying Non-CREST Shareholders, in the Application Form.

Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Open Offer Shares will commence on AIM at 8.00 a.m. on 13 June 2017.

The Existing Ordinary Shares are already enabled for settlement in CREST. No further application for admission to CREST is accordingly required for the Open Offer Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST.

If a Qualifying Shareholder does not wish to apply for Open Offer Shares he should not complete or return the Application Form.

2 The Open Offer

Qualifying Shareholders are being given the opportunity to subscribe for their Basic Entitlement at the Issue Price payable in full on application and free of all expenses, *pro rata* to their existing shareholdings on the basis of:

1 Open Offer Share for every 10 Existing Ordinary Shares

held at the Record Date. Basic Entitlements will be rounded down to the nearest whole number of Ordinary Shares and fractional entitlements which would have otherwise arisen will not be issued.

A Qualifying Shareholder who holds Existing Ordinary Shares in certificated and uncertificated form will be treated as having separate holdings for the purpose of calculating entitlements under the Open Offer.

Qualifying Shareholders are also invited to apply for additional Open Offer Shares as an Excess Entitlement, up to the total number of Open Offer Shares available under the Open Offer. Any Open Offer Shares not issued to a Qualifying Shareholder pursuant to their Basic Entitlement will be apportioned between those Qualifying Shareholders who have applied for Excess Entitlements. If excess applications are received for more than the total number of Open Offer Shares available following take-up of Open Offer Entitlements, such applications will be scaled back *pro rata* to the number of shares applied for by Qualifying Shareholders as an Excess Entitlement. Therefore excess applications may not be satisfied in full. No Qualifying Shareholder shall be required to subscribe for more Open Offer Shares than he or she has specified on the Application Form or through CREST.

Qualifying Shareholders may apply for, on and subject to the terms and conditions set out in this document and in the accompanying Application Form (in the case of Qualifying Non-CREST Shareholders), any whole number of Open Offer Shares at the Issue Price.

Only Qualifying Shareholders will be eligible to make an application for Open Offer Shares. Overseas Shareholders should refer to paragraph 7 below.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue and the Application Form is not a negotiable document and cannot be traded. Applications for Open Offer Shares may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up Open Offer Shares will have no rights under the Open Offer.

3 Conditions and further terms of the Open Offer

The Open Offer is conditional upon the Placing Agreement becoming unconditional in so far as it relates to the Open Offer and accordingly is conditional, *inter alia*, on:

- (a) the delivery by the Company to finnCap of a certificate confirming the accuracy of the representations and warranties contained in the Placing Agreement immediately prior to Admission; and
- (b) Admission occurring by not later than 8.00 a.m. on 13 June 2017 or such later date as the Company and finnCap may agree, but in any event not later than 5.00 p.m. on 30 June 2017.

Accordingly, if these conditions are not satisfied or waived (where capable of being waived), the Open Offer will not proceed and any applications made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter. Lapsing of the Open Offer cannot occur after dealings in the Open Offer Shares have begun.

Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in certificated form by 27 June 2017. No temporary documents of title will be issued in respect of the Open Offer Shares held in uncertificated form. In respect of those Qualifying Shareholders who have validly elected to hold their Open Offer Shares

in uncertificated form, the Open Offer Shares are expected to be credited to their stock accounts maintained in CREST by as soon as possible on 13 June 2017.

All monies received by the Receiving Agent in respect of Open Offer Shares will be credited to a non-interest bearing account by the Receiving Agent.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document, the Company will make an appropriate announcement to a Regulatory Information Service giving details of the revised dates.

4 Procedure for Application and Payment

The action to be taken by you in respect of the Open Offer depends on whether, at the relevant time, you have an Application Form in respect of the Open Offer or you have Open Offer Entitlements credited to your CREST stock account.

Qualifying Shareholders who hold all their Existing Ordinary Shares in certificated form will receive a personalised Application Form. The Application Form will show the number of Ordinary Shares held at the Record Date. It will also show Qualifying Shareholders their Basic Entitlement and the total number of Open Offer Shares available under their Open Offer Entitlement that can be allotted in certificated form.

Qualifying Shareholders who hold all their Existing Ordinary Shares in CREST will be allotted Open Offer Shares in CREST.

Qualifying Shareholders who hold Existing Ordinary Shares partly in certificated and partly in uncertificated form will be allotted Open Offer Shares in uncertificated form to the extent that their entitlement to Open Offer Shares arises as a result of holding Existing Ordinary Shares in uncertificated form. However, it will be possible for Qualifying Shareholders to deposit Open Offer Entitlements into, and withdraw them from, CREST. Further information on deposit and withdrawal from CREST is set out in paragraph 4.2(f) of Part III (*Terms and Conditions of the Open Offer*) of this document.

Qualifying Shareholders who do not wish to apply for any Open Offer Shares under the Open Offer should not complete or return the Application Form or submit a USE message through CREST. Persons who hold their Ordinary Shares through a nominee and who wish to apply for Open Offer Shares must contact their nominee for further information on how to apply as such persons will not be able to apply for Open Offer Shares directly.

4.1 *If you receive an Application Form in respect of your Open Offer Entitlements under the Open Offer*

(a) *General*

Subject as provided in paragraph 7 of this Part III in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will receive an Application Form. The Application Form shows the number of Existing Ordinary Shares registered in your name on the Record Date. It also shows the number of Open Offer Shares for which you may apply pursuant to your Basic Entitlement (on an initial *pro rata* basis) as shown by the total number of Open Offer Shares allocated to you. You may apply for less than your initial *pro rata* entitlement should you wish to do so. You may also apply for additional Open Offer Shares by completing Boxes E and F on the Application Form relating to your Excess Entitlement.

Qualifying Non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

If the total number of Open Offer Shares applied for by all Qualifying Shareholders exceeds 24,488,801, applications for Open Offer Shares will be scaled back at the discretion of the Directors.

The instructions, notes and other terms set out in the Application Form forms part of the terms of the Open Offer in relation to Qualifying Non-CREST Shareholders.

(b) *Bona fide market claims*

Applications to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Ordinary Shares through the market prior to the Ex-entitlement Date. Application Forms may not be assigned, transferred or split, except to satisfy *bona fide* market claims up to 3.00 p.m. on 7 June 2017.

The Application Form will not be a negotiable document and will not be separately tradeable.

A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his holding of Ordinary Shares prior to the Record Date, should consult his broker or other professional adviser as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the transferee. Qualifying Non-CREST Shareholders who have sold all or part of their registered holdings should, if the market claim is to be settled outside CREST, complete Boxes J and K on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The Application Form should not, however be forwarded to or transmitted to any territory outside the UK.

If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the Application Form.

If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedure set out in paragraph 4.2(b) below.

(c) *Application procedures*

Qualifying Non-CREST Shareholders wishing to apply to acquire Open Offer Shares should complete the Application Form in accordance with the instructions printed on it.

Completed Application Forms should be posted in the pre-paid envelope accompanying the Application Form or returned by post (during normal business hours only) to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE (who will act as Receiving Agent in relation to the Open Offer) so as to be received by the Receiving Agent by no later than 11.00 a.m. on 9 June 2017, after which time Application Forms will not be valid. Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. Qualifying Shareholders are recommended to allow at least four working days for delivery if posted by first class post. If you have any questions relating to this document, and the completion and return of the Application Form, please telephone Computershare Investor Services PLC between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday on 0370 889 4072 from within the UK or +44 370 889 4072 if calling from outside the UK. Calls may be recorded and randomly monitored for security and training purposes. Lines are open from 8.30 a.m. until 5.30 p.m. (London time) Monday to Friday (excluding UK public holidays). Please note that Computershare cannot provide financial advice on the merits of the Fundraising, nor give any financial, legal or tax advice.

The Company may in its sole discretion, but shall not be obliged to, treat an Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with the terms and conditions of the Open Offer. The Company further reserves the right (but shall not be obliged) to accept either:

- (i) Application Forms received after 11.00 a.m. on 9 June 2017; or

- (ii) Applications in respect of which remittances are received before 11.00 a.m. on 9 June 2017 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days.

Multiple applications will not be accepted. All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's own risk.

All enquiries in connection with the procedure for application and completion of the Application Form should be addressed to the Receiving Agent, Computershare Investor Services PLC between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday on 0370 889 4072 from within the UK or +44 370 889 4072 if calling from outside the UK. Calls to the 0370 889 4072 number cost 8 pence per minute (including VAT) plus your service provider's network extras. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice.

(d) *Payments*

All payments must be in pounds sterling and made by cheque or bankers' draft and should be made payable to "CIS PLC re: Europa Oil & Gas (Holdings) PLC a/c" and crossed "A/C payee only". Cheques and bankers' drafts must be drawn in sterling on a bank or building society in the UK which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or a member of the Committee of Scottish Bankers or the Belfast Bankers' Clearing Company Limited or which has arranged for its cheques and bankers' drafts to be cleared through facilities provided for the members of either of those companies or committees and must bear the appropriate sorting code in the top right hand corner. **No application will be considered unless these requirements are fulfilled. Euro cheques will not be accepted.**

Cheques should be drawn on the personal account to which the Qualifying Shareholder has sole or joint title to the funds. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has inserted details of the name of the account holder and have either added the building society or bank branch stamp or have provided a supporting letter confirming the source of funds. The name of the account holder should be the same as the name of the shareholder shown on page 1 or page 4 of the Application Form. Cheques and bankers' drafts will be presented for payment upon receipt and it is a term of the Open Offer that cheques will be honoured on first presentation. If cheques or bankers' drafts are presented for payment before the conditions of the Open Offer are fulfilled, the application monies will be kept in a separate bank account pending fulfilment of such conditions. If all the conditions of the Open Offer have not been fulfilled or (where appropriate) waived by 13 June 2017 (or such later date as the Company and its advisers may agree but in any event not later than on 5.00 p.m. on 30 June 2017), application monies will be returned, without interest, by crossed cheque in favour of the applicant(s) (at the applicant's risk) through the post as soon as is practicable after that date.

If Open Offer Shares have already been allotted to a Qualifying Non-CREST Shareholder and such Qualifying Non-CREST Shareholder's cheque or banker's draft is not honoured upon first presentation or such Qualifying Non-CREST Shareholder's application is subsequently otherwise deemed to be invalid, the Registrar shall be authorised (in its absolute discretion as to manner, timing and terms) to make arrangements, on behalf of the Company, for the sale of such Qualifying Non-CREST Shareholder's Open Offer Shares and for the proceeds of sale (which for these purposes shall be deemed to be payments in respect of successful applications) to be paid to and retained by the Company. None of the Registrar, the Broker, the Company nor any other person shall be responsible for, or have any liability for, any loss, expense or damage suffered by such Qualifying Non-CREST Shareholders.

4.2 ***If you have your Basic Entitlement and Excess Entitlement credited to your stock account in CREST in respect of your entitlement under the Open Offer***

(a) *General*

Each Qualifying CREST Shareholder will receive a credit to his stock account in CREST in respect of his Basic Entitlement and also in respect of his Excess Entitlement (equal to 25 times your Record Date holding – note that this is not a cap on the maximum number of Excess Entitlements you can apply for and should you wish to apply for more than the Excess Entitlements you receive you should contact the Receiving Agent to request the credit of additional Excess Entitlements, making sure this is done in good time to allow for the application to be completed by the Closing Date). The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Ordinary Shares held on the Record Date by the Qualifying CREST Shareholder in respect of whom the Open Offer Entitlements have been allocated.

If for any reason the Open Offer Entitlements cannot be admitted to CREST, or the stock accounts of Qualifying CREST Shareholders cannot be credited by, 3.00 p.m. on 25 May 2017, or such later time and/or date as the Company and the Brokers may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlements which should have been credited to his stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying Non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive such Application Forms.

CREST members who wish to apply to acquire some or all of their entitlements to Open Offer Shares should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact the Receiving Agent, Computershare Investor Services PLC between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday on 0370 889 4072 from within the UK or +44 370 889 4072 if calling from outside the UK. Calls may be recorded and randomly monitored for security and training purposes. Lines are open from 8.30 a.m. until 5.30 p.m. (London time) Monday to Friday (excluding UK public holidays). The helpline cannot provide advice on the merits of the Fundraising nor give any financial, legal or tax advice.

(b) *Market claims*

The Open Offer Entitlements and Excess Entitlements will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements and Excess Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements and Excess Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim. Transactions identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement and Excess Entitlement will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) and Excess Entitlements will thereafter be transferred accordingly.

(c) *Unmatched Stock Event (“USE”) instructions*

Qualifying CREST Shareholders who are CREST members and who want to apply for Open Offer Shares in respect of all or some of their Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) an USE instruction to Euroclear which, on its settlement, will have the following effect: (i) the crediting of a stock account of the Receiving Agent under the participant ID and member account ID specified below, with a number of Open Offer Entitlements corresponding to the number of Open Offer Shares applied for; and (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements in favour of the payment bank of the Receiving Agent in

respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above.

(d) *Content of USE instruction in respect of Basic Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Open Offer Shares for which application is being made and the number of Basic Entitlements being delivered to the Receiving Agent;
- (ii) the ISIN of the Basic Entitlement. This is **GB00BF027X24**;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Basic Entitlements are to be debited;
- (v) the participant ID of the Receiving Agent in its capacity as a CREST receiving agent. This is **RA64**;
- (vi) the member account ID of the Receiving Agent in its capacity as a CREST receiving agent. This is **EUROPAOG**;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in paragraph 4.2(d)(i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 9 June 2017; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 9 June 2017.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non- mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 13 June 2017 or such later time and date as the Company and the Broker determine (being no later than 5.00 p.m. on 30 June 2017), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(e) *Content of USE instruction in respect of Excess Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Excess Entitlements for which application is being made;
- (ii) the ISIN of the Excess Entitlement. This is **GB00BF027Y31**;

- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess Entitlements are to be debited;
- (v) the participant ID of the Receiving Agent in its capacity as a CREST receiving agent. This is **RA64**;
- (vi) the member account ID of the Receiving Agent in its capacity as a CREST receiving agent. This is **EUROPAOG**;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Excess Entitlements referred to in paragraph 4.2(e)(i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 9 June 2017; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 9 June 2017.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 13 June 2017 or such later time and date as the Company and the Broker determine (being no later than 5.00 p.m. on 30 June 2017), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(f) *Deposit of Open Offer Entitlements into, and withdrawal from, CREST*

A Qualifying Non-CREST Shareholder's entitlements to apply for Open Offer Shares under the Open Offer set out in his Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the name of a person entitled by virtue of a *bona fide* market claim), provided that such Qualifying Non-CREST Shareholder is also a CREST member. Similarly, Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlements under the Open Offer are reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) to the provisions of the Application Form.

A holder of an Application Form who is proposing to deposit the entitlements set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable a person holding or acquiring such Open Offer Entitlements following their deposit into CREST, to take all necessary steps in connection with taking up such entitlements prior to 3.00 p.m. on 6 June 2017. A holder of an Application Form who deposits his Open Offer Entitlement into his CREST account, will receive a credit to such account for his Open Offer Entitlement which will be managed by the Registrar.

In particular, having regard to normal processing times in CREST and on the part of the Receiving Agent, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Open Offer Entitlements, is 3.00 p.m. on 6 June 2017 and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements from CREST is 4.30 p.m. on 5 June 2017 in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements prior to 11.00 a.m. on 9 June 2017. Delivery of an Application Form with the CREST deposit form duly completed whether in respect of a deposit into the account of the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and the Receiving Agent by the relevant CREST member(s) that it/they is/are not in breach of the provisions of the notes under the paragraph headed “Instructions for depositing entitlements under the Open Offer into CREST” on page 2 of the Application Form, and a declaration to the Company and the Receiving Agent from the relevant CREST member(s) that they are not a citizen or resident of any territory other than the UK and where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a *bona fide* market claim.

(g) *Validity of application*

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 9 June 2017 will constitute a valid application under the Open Offer.

(h) *CREST procedures and timings*

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action.

Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 9 June 2017. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(i) *Incorrect or incomplete applications*

If a USE instruction includes a CREST payment for an incorrect sum, the Company, through the Registrar, reserves the right:

- (i) to reject the application in full and refund the payment to the CREST member in question (without interest);
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question (without interest); and
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE instruction, refunding any unutilised sum to the CREST member in question (without interest).

(j) *Company's discretion as to the rejection and validity of applications*

The Company may in its sole discretion:

- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part III;
- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
- (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which the Registrar receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Receiving Agent has received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Receiving Agent in connection with CREST.

(k) *Lapse of the Open Offer*

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 13 June 2017 or such later time and date as the Company and finnCap may agree (being no later than 5.00 p.m. on 30 June 2017), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(l) *Form of Proxy*

If a Qualifying CREST Shareholder does not wish to apply for the Open Offer Shares under the Open Offer, they should take no action. They are however, encouraged to vote at the General Meeting.

5 Warranties

A Qualifying Shareholder who makes or is treated as making a valid application for Open Offer Shares:

- (a) represents and warrants that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations, under any contracts resulting therefrom and that he is not a person otherwise prohibited or restricted by legal or regulatory requirements from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;

- (b) agrees to pay the amount payable on application in accordance with the payment procedures described in this Part III;
- (c) agrees that all applications and contracts resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, the laws of England and Wales;
- (d) confirms that in making the application he is not relying on any information or representation in relation to the Company other than that contained in or referred to in this document or any Publicly Available Information;
- (e) represents and warrants that he is the Qualifying Shareholder originally entitled to relevant Open Offer Entitlements or that he has received such Open Offer Entitlements by virtue of a *bona fide* market claim;
- (f) represents and warrants that in relation to each and every Open Offer Entitlement that he has received from a person other than the Company, he is entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a *bona fide* market claim;
- (g) requests that the New Ordinary Shares to which he will become entitled shall be issued to him on the terms set out both in this document and the Application Form (if applicable, in the case of the latter), subject to the Articles;
- (h) represents and warrants that they are resident in the UK and not resident of any other territory and they will not offer to sell, directly or indirectly, any of the Open Offer Shares (or any rights in respect of such Open Offer Shares) in any such other territory or for the benefit of a resident of any other territory other than the UK. In addition, completion of an Application Form will constitute a representation and warranty that the person in whose name registration is applied for is a resident of the UK and not resident in any other territory and that they do not hold and have not acquired the Open Offer Shares comprised in the Application Form for the account or benefit of a resident of any such other territory or with a view to the offer, sale or delivery, directly or indirectly, of any Open Offer Shares or any rights in respect of such Open Offer Shares in any territory other than the UK or to a resident of any other territory;
- (i) represents and warrants that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986;
- (j) confirms that in making the application he is not relying and has not relied on the Broker or any person affiliated with the Broker in connection with any investigation of the accuracy of any information contained in this document or his investment decision; and
- (k) represents and warrants that that acceptance by them of their application for subscription under the Open Offer will not result in them and/or persons acting in concert with them obtaining an interest in greater than 29.9 per cent. of the total number of Ordinary Shares in issue following the Open Offer.

6 Money Laundering Regulations

To ensure compliance with the Money Laundering Regulations 2007 (the “**Regulations**”), it is a term of the Open Offer that the Registrar may, at their absolute discretion, require verification of identity from any person completing an Application Form or sending a USE message through CREST (the “**Applicant**”) for more than a sterling equivalent of €15,000 and, without prejudice to the generality of the foregoing, in particular any person who either (i) tenders payment by way of a cheque or banker’s draft drawn on an account in the name of any person or persons other than the Applicant or (ii) appears to the Registrar to be acting on behalf of some other person.

This may involve verification of the identity of any person on whose behalf the Applicant appears to be acting.

Lodging of an Application Form and sending the USE message through CREST with the appropriate remittance constitutes a warranty by the Applicant that the Regulations will not be breached by the acceptance of the remittance and an undertaking to provide such evidence of identity at the time of lodging an Application Form or, in the absolute discretion of the Company, within a reasonable time thereafter (in each case to be determined at the absolute discretion of the Company and the Registrar) as may be required to ensure compliance with the Regulations.

If satisfactory evidence of identity has not been received by the Registrar within a reasonable period of time, then the Application Form or USE message through CREST in question may be rejected, in which event the application will not proceed any further and the application monies (without interest) will be returned to the bank account on which the cheque was drawn at the Applicant's own risk.

Where possible Applicants should make payment by their own cheque. If a bankers' draft or building society cheque is used, the Applicant should:

- (a) write his/her name and address on the back of the draft or cheque and, in the case of an individual, record his/her date of birth against his/her name; and
- (b) ask the bank or building society to endorse on the reverse of the draft or cheque the full name and account number of the person whose account number is being debited and stamp such endorsement.

The above information is provided by way of guidance to reduce the likelihood of difficulties, delays and potential rejection of an Application Form (but without limiting Registrar's right to require verification of identity as indicated above).

7 Overseas Shareholders

The distribution of this document and the making of the Open Offer to persons located or resident in, or who are citizens of, or who have a registered address in, countries other than the UK may be restricted by the law or regulatory requirements of the relevant overseas jurisdiction. Any failure to comply with such restrictions may constitute a violation of the securities laws of the relevant overseas jurisdiction. The attention of Overseas Shareholders is drawn to the representations and warranties set out in paragraph 5 above, which will be given or treated as given in relation to each and every application for Open Offer Shares. Any Overseas Shareholder unable to give such representations and warranties should not apply for Open Offer Shares.

The Company reserves the right to treat as invalid any application or purported application for Open Offer Shares which appears to the Company or its agents or professional advisers to have been executed, effected or despatched in a manner which may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents or professional advisers believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of share certificates for Open Offer Shares, or in the case of a credit of Open Offer Shares in CREST, to a CREST member whose registered address would be not be in the UK.

Copies of this document and/or Application Forms will only be posted to Qualifying Non-CREST Shareholders with a registered address in the United Kingdom and Open Offer Entitlements will only be credited to the CREST stock accounts of Qualifying CREST Shareholders with a registered address in the United Kingdom. Such Qualifying Shareholders may apply for Open Offer Shares in accordance with the instructions set out in this document and, if relevant, the Application Form.

Receipt of this document and/or the Application Form and/or a credit of Open Offer Entitlement to a stock account in CREST will not constitute an invitation to subscribe for Open Offer Shares in those jurisdictions in which it would be illegal to make such an invitation or any related offer and/or acceptance and, in those circumstances, this document and/or the Application Form will be sent for information only and should not be copied or redistributed. No person receiving a copy of this document and/or the Application Form and/or a credit of Open Offer Entitlements to a stock account in CREST in any territory other than in the UK may treat the same as constituting an invitation or offer to him or her, or use the Application Form and/or credit of Open Offer Entitlement to a stock account in CREST, unless in the relevant territory such an invitation or

offer could lawfully be made to him/her and such an Application Form and/or a credit of Open Offer Entitlement to a stock account in CREST could lawfully be used, and any transaction resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements.

Accordingly, persons receiving a copy of this document and/or the Application Form should not, in connection with the Open Offer or otherwise, distribute or send the same to any person in, or citizen or resident of, or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee in any such jurisdiction, he or she must not seek to apply for Open Offer Shares. Any person who does forward this document and/or the Application Form into any such jurisdictions (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this paragraph 7.

Notwithstanding any other provision of this document or the Application Form, the Company reserves the right to permit any Qualifying Shareholder to apply for Open Offer Shares if the Company, in their sole and absolute discretion, are satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

If you are in any doubt as to your eligibility to take up Open Offer Shares, you should contact an appropriate professional adviser immediately.

8 Admission, Settlement and Dealings

Application will be made for the admission of the Open Offer Shares to trading on AIM. The result of the Open Offer is expected to be announced on or about 12 June 2017 and, subject to the Open Offer becoming unconditional in all respects, trading in the Open Offer Shares is anticipated to commence on AIM for normal settlement on 13 June 2017.

Application will be made for the New Ordinary Shares to be admitted to CREST with effect from Admission and applicants for Open Offer Shares will be able to hold their Open Offer Shares in certificated or uncertificated form.

Notwithstanding any other provision of this document or of the Application Form, the Company reserves the right to allot and/or issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST), or on the part of the facilities and/or systems operated by the Company's Registrar in connection with CREST. This right may also be exercised if the correct details in respect of *bona fide* market claims (such as the Member Account ID and Participation ID details) are not provided as requested on the Application Form.

For more information as to the procedure for application in each case, Qualifying Shareholders are referred to the Application Form.

9 Governing Law and Jurisdiction

The terms and conditions of the Open Offer as set out in this document and (in the case of Qualifying Non-CREST Shareholders) the Application Form shall be governed by, and construed in accordance with, the laws of England and Wales. The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document and the Application Form.

By taking up their entitlements under the Open Offer in accordance with the instructions set out in this document and the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

PART IV

ADDITIONAL INFORMATION

1 The Company

- 1.1 The Company was incorporated and registered as a public limited company in England and Wales under the Companies Act 1985 on 31 August 2004 with registered number 05217946. The liability of the members of the Company is limited.
- 1.2 The Company's registered office and principal place of business is 6 Porter Street, London W1U 6DD. The telephone number is 020 7224 3770.
- 1.3 On 11 November 2004 the Ordinary Shares were admitted to trading on AIM.
- 1.4 The principal legislation under which the Company operates is the Act and the regulations made respectively thereunder.
- 1.5 The Company's principal activity is that of oil and gas exploration and development.
- 1.6 The Company has the following direct and indirect subsidiaries:

<i>Name and Company Number</i>	<i>Date of incorporation</i>	<i>Place of incorporation</i>	<i>Percentage interest held</i>
Europa Oil & Gas Limited	22/08/1995	England and Wales	100
Europa Oil & Gas (Ireland East) Limited	02/10/2013	England and Wales	100
Europa Oil & Gas (Ireland West) Limited	03/10/2013	England and Wales	100
Europa Oil & Gas Resources Limited	19/05/2010	England and Wales	100
Europa Oil & Gas (West Firsby) Limited	26/03/2003	England and Wales	100

2 Share capital

- 2.1 The Company's Ordinary Shares are in registered form and are capable of transfer in both certificated form and uncertificated form. The register of members of the Company is maintained by the Registrar: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE.
- 2.2 The issued share capital of the Company as at 23 May 2017 (being the latest practicable date before publication of this document) was 244,888,011 Ordinary Shares, all of which are fully paid. On Admission, the issued share capital will be assuming full take-up of the Open Offer Shares, 304,376,812.
- 2.3 As at 23 May 2017 (being the latest practicable date before publication of this document), the Company had outstanding options and/or warrants over 15,365,000 Ordinary Shares.
- 2.4 The Firm Placing, the Conditional Placing and the Open Offer (assuming each become unconditional in all respects and full take-up of the Open Offer Shares) will result in the issue of 59,488,801 New Ordinary Shares. Following completion of the Firm Placing, Conditional Placing and Open Offer (assuming a full take up of the Open Offer and assuming that no options or warrants are exercised between 24 May 2017 and Admission) the Company's share capital will change as follows:

	<i>As at the date of this document</i>		<i>Immediately following Admission</i>	
	<i>Nominal amount (£)</i>	<i>Number of Ordinary Shares</i>	<i>Nominal amount (£)</i>	<i>Number of Ordinary Shares</i>
Issued	2,448,880.11	244,888,011	3,043,768.12	304,376,812

- 2.5 No share or loan capital of the Company has since 31 July 2016 (being the date of the last audited accounts), been issued or agreed to be issued or is now (other than the Firm Placing Shares, the Conditional Placing Shares and the Open Offer Shares) proposed to be issued fully or partly paid either for cash or a consideration other than cash and no discounts or other special terms have been

granted by the Company during such period in connection with the sale or issue of any share or loan capital of the Company.

- 2.6 The Company's share capital consists solely of Ordinary Shares with equal voting rights (subject to the Articles). No Shareholder of the Company has any different voting rights from the other Shareholders.

3 Directors' and other interests

The interests (all of which are beneficial unless otherwise stated) of each of the Directors and the persons connected with them (within the meaning of section 252 of the Act) in the share capital of the Company or the existence of which could, with reasonable diligence, be ascertained by any Director as at the date of this document and as expected to be at Admission, are as set out below:

Ordinary Shares

<i>Director</i>	<i>As at the date of this document</i>		<i>As at Admission</i>		
	<i>Number of Ordinary Shares held</i>	<i>Percentage of Share Capital</i>	<i>Number of Ordinary Shares applied for*</i>	<i>Number of Ordinary Shares held**</i>	<i>Percentage of Enlarged Share Capital***</i>
Colin Bousfield	273,958	0.11	nil	273,958	0.09
Hugh Mackay	3,392,239	1.39	1,200,000	4,592,239	1.51
Phil Greenhalgh	520,973	0.21	85,000	605,973	0.20
William Ahlefeldt-Laurvig	33,752,442	13.78	nil	33,752,442	11.09
Roderick Corrie	805,287	0.33	85,000	890,287	0.29

* including Excess Entitlement applications

** assuming each Director's application for the Open Offer Shares is satisfied in full

*** assuming no outstanding warrants or options are exercised between the date of this document and Admission and also assuming full subscription under the Open Offer, including by the Directors as set out in this table

Share Options

<i>Director</i>	<i>As at the date of this document</i>	<i>As at Admission (assuming the Firm Placing, Conditional Placing and Open Offer each becomes unconditional in all respects)</i>
	<i>Number of Ordinary Shares over which options have been granted</i>	<i>Percentage of Enlarged Share Capital represented by the options*</i>
Colin Bousfield	500,000	0.16
Hugh Mackay	8,200,000	2.69
Phil Greenhalgh	4,275,000	1.40
William Ahlefeldt-Laurvig	–	–
Roderick Corrie	650,000	0.21

* assuming full subscription under the Open Offer, including by the Directors as set out in the table above, and also assuming no warrants or options are exercised between the date of this document and Admission

4 Significant Shareholders

Set out below are, so far as has been notified to the Company, the names of those persons other than the Directors who directly or indirectly have an interest in 3 per cent. or more of the issued share capital of the Company as at 23 May 2017 (being the last practicable date prior to the publication of this document, and not including any Firm Placing Shares to be issued pursuant to the Firm Placing):

<i>Name of Shareholder</i>	
HSBC Global Custody Nominee (UK) Limited (includes the shareholding of William Ahlefeldt-Laurvig)	14.50
Barclayshare Nominees Limited	8.98
TD Direct Investing Nominees (Europe) Limited	6.49
Hargreaves Lansdown (Nominees) Limited	13.02
HSDL Nominees Limited	5.36
HSBC Client Holdings Nominee (UK) Limited	4.02
Huntress (CI) Nominees Limited	3.03
W B Nominees	3.00

5 Litigation

Neither the Company nor any of its subsidiaries are, nor have any of them been engaged in the previous 12 months, in any governmental, legal or arbitration proceedings which may have, or have had, any significant effect on the Group's financial position or profitability nor, so far as the Company is aware, are there any such proceedings pending or threatened by or against the Company or any of its subsidiaries.

6 Material Contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company or its subsidiaries within the period of two years immediately preceding the date of this document or were entered into prior to this but contain provisions which are, or may be, material to the Group at the date of this document:

6.1 Placing Agreement dated 3 July 2015

On 3 July 2015, the Company and finnCap Ltd entered into a conditional agreement in relation to a firm placing (the "**Placing Agreement**") pursuant to which the Company appointed finnCap as its agent to use its reasonable endeavours to place 20,000,000 new ordinary shares with institutional investors.

The firm placing was conditional on, *inter alia*, the delivery by the Company to finnCap of a certificate confirming the accuracy of the representations and warranties contained in the agreement immediately prior to admission and to admission occurring by not later than 8.00 a.m. on 10 July 2015 or such later date as the Company and finnCap may agree, but in any event not later than 5.00 p.m. on 31 July 2015.

Europa agreed to pay finnCap a corporate finance fee and also commission on the aggregate value of the shares sold at the issue price of 6 pence per share. The Company also gave certain warranties and indemnities to finnCap customary for this type of agreement. The Placing Agreement is governed by English law.

6.2 Placing and Open Offer Agreement dated 3 July 2015

On 3 July 2015, the Company and finnCap Ltd entered into a conditional agreement in relation to a conditional placing and open offer (the "**Placing and Open Offer Agreement**") pursuant to which (i) the Company offered up to 34,147,170 new ordinary shares to qualifying shareholders and (ii) the Company appointed finnCap as its agent to use its reasonable endeavours to place 2,630,000 new ordinary shares with institutional investors.

Under the agreement, Europa agreed to pay finnCap a commission on the aggregate value of the conditional placing shares and the open offer shares sold at the issue price of 6 pence per share.

The Placing and Open Offer Agreement is conditional on, *inter alia*, the delivery by the Company to finnCap of a certificate confirming the accuracy of the representations and warranties contained in the Placing and Open Offer Agreement immediately prior to admission and to admission occurring by not

later than 8.00 a.m. on 24 July 2015 or such later date as the Company and finnCap may agree, but in any event not later than 5.00 p.m. on 15 August 2015.

The Company also gave certain warranties and indemnities to finnCap customary for this type of agreement. The Placing and Open Offer Agreement is governed by English law.

6.3 *Deed of Assignment with Kosmos Energy Ireland dated 13 October 2015*

On 13 October 2015, Europa Oil & (Ireland East) Limited and Kosmos Energy Ireland (“**Kosmos**”) entered into a deed of assignment pursuant to which Kosmos agreed to assign all of its interest in FEL3/13 and operatorship to Europa Oil & Gas (Ireland East) Limited. Also on 13 October 2015 Europa Oil & Gas (Ireland West) Limited and Kosmos Energy Ireland Limited entered into a deed of assignment pursuant to which Kosmos agreed to assign all of its interest in FEL2/13 and operatorship to Europa Oil & Gas (Ireland West) Limited.

Ireland’s Minister for Communications, Energy and Natural Resources had given his consent for the transfers of interest in FEL 2/13 and FEL 3/13. Following the transfers, Europa now has 100 per cent. interest in, and operatorship of, both licences.

6.4 *Farmout Agreement with Union Jack Oil Plc dated 20 May 2016*

On 20 May 2016, Europa Oil & Gas Limited (“**EOG**”) and Union Jack Oil Plc (“**UJO**”) entered into a farmout agreement pursuant to which EOG agreed to assign to UJO 7.5 per cent. of its working interest in PEDL 143. Under the agreement, EOG and UJO agreed to assume 25 per cent. and 15 per cent. respectively of the costs to drill an exploration well at Holmwood-1 up to a gross well costs of £3.2 million. For gross well costs above the £3.2 million cap, EOG will pay 32.5 per cent. whilst UJO will pay 7.5 per cent., i.e. representing the interests in PEDL 143 held by EOG and UJO respectively. In the event there is a development of a discovery of petroleum on the licence, UJO agreed to make a deferred payment to EOG of £159,375, covering gross costs incurred on the licence prior to 1 February 2016 plus a 25 per cent. uplift on such costs.

Each of EOG and UJO provided certain representations and warranties customary for this type of agreement. The farmout agreement is governed by the laws of England and Wales.

6.5 *Share Purchase Agreement with Shale Petroleum (UK) Limited dated 12 August 2016*

On 12 August 2016, Europa Oil & Gas Limited (“**EOG**”), Shale Petroleum Ltd (“**Shale**”) and Shale Petroleum (UK) Limited entered into a share purchase agreement relating to the sale and purchase of the entire issued share capital of Share Petroleum (UK) Limited for a nominal consideration of £1. As a consequence of this acquisition, EOG increased its equity interest in PEDL 299 (Hardstoft) and PEDL 343 (Cloughton) exploration licences to 33.32 per cent. and 45.0 per cent. respectively.

Shale provided certain customary warranties in connection with this agreement. The share purchase agreement is governed by the laws of England and Wales.

6.6 *Sale and Purchase Agreement with Union Jack Oil Plc dated 26 September 2016*

On 26 September 2016, Europa Oil & Gas Limited (“**EOG**”) and Union Jack Oil Plc (“**UJO**”) entered into a sale and purchase agreement relating to the UK onshore petroleum exploration and development licences PEDL 180 (Wressle) and PEDL 182 (Wressle). Under the terms of the agreement, UJO acquired a 3.34 per cent. working interest in each of the licences from EOG for an aggregate cash consideration of £600,000. As a consequence of this transaction, EOG retains a 30 per cent. interest in each licence.

Each of EOG and UJO provided certain representations and warranties customary for this type of agreement. The farmout agreement is governed by the laws of England and Wales.

6.7 ***Deed of Assignment with Upland Resources (UK Onshore) Limited dated 30 January 2017***

On 30 January 2017, Ineos Upstream Limited (“**Ineos**”), Europa Oil & Gas Limited (“**EOG**”), Europa Oil & Gas (UK) Limited (“**EOG UK**”) and Upland Resources (UK Onshore) Limited (“**Upland**”) entered into a consolidated deed of assignment of interests relating to the UK petroleum exploration and development licence PEDL 299 (Hardstoft) (“**Deed of Assignment**”). Under the terms of the agreement:

- EOG assigned 16.665 per cent. of its interest in the Shallow Subarea (as defined in the Deed of Assignment) to Ineos;
- EOG UK assigned 16.665 per cent. of its interest in the Shallow Subarea to Ineos;
- EOG UK assigned 8.335 per cent. of its interest in the Deep Subarea (as defined in the Deed of Assignment) to EOG; and
- EOG UK assigned 8.33 per cent. of its interest in the Deep Subarea to Upland.

As a consequence of the assignments, EOG retains a 25 per cent. interest in the Deep Subarea. The deed of assignment is governed by English law.

6.8 ***Sale and Purchase Agreement with Upland Resources (UK Onshore) Limited dated 24 November 2016***

On 24 November 2016, Europa Oil & Gas Limited (“**EOG**”) and Upland Resources (UK Onshore) Limited (“**Upland**”) entered into a sale and purchase agreement relating to the UK onshore petroleum exploration and development licences PEDL 180 (Wressle) and PEDL 182 (Wressle). Under the terms of the agreement, Upland acquired a 10 per cent. working interest in each of the licences from EOG for a consideration (in cash and in new shares in Upland Resources Limited (BVI)) of £1.85 million comprising an initial consideration of £1.6 million and a contingent consideration of £0.25 million. The contingent consideration is subject to certain production milestones being met by June 2025 and will be met by the issue of new shares in Upland Resources Limited (BVI) to the value of £0.25 million. As a consequence of this transaction, EOG will retain a 20 per cent. interest in each licence.

Completion of the agreement is conditional upon, *inter alia*, approval from the Oil & Gas Authority and approval to enable and implement Phase 1 of the Wressle development as described in the Wressle Field Development Plan submitted to the Oil & Gas Authority.

Each of EOG and Upland provided certain representations and warranties customary for this type of agreement. The agreement is governed by the laws of England and Wales.

The parties have agreed to extend completion of the agreement to 30 September 2017.

6.9 ***Farmout Agreement with Angus Energy Weald Basin No. 3 Limited dated 3 February 2017***

On 3 February 2017, Europa Oil & Gas Limited (“**EOG**”) and Angus Energy Weald Basin No. 3 Limited (“**Angus**”) entered into a farmout agreement relating to the UK onshore petroleum exploration and development licence PEDL 143 (Holmwood). Under the agreement, EOG agreed to assign to Angus 12.5 per cent. of its working interest in PEDL 143. Angus agreed to pay 25 per cent. of the costs for the preparation for and drilling of the Holmwood-1 Well up to a gross well costs of £3.2 million for a 12.5 per cent. working interest in PEDL 143. For gross well costs above the £3.2 million cap, EOG will pay 20 per cent. whilst Angus will pay 12.5 per cent., i.e. representing the interests in PEDL 143 held by EOG and Angus respectively. In the event there is a development of a discovery of petroleum on the licence, Angus agreed to make a deferred payment to EOG of £265,625, covering gross costs incurred on the licence prior to 1 February 2016 plus a 25 per cent. uplift on such costs.

Each of EOG and Upland provided certain representations and warranties customary for this type of agreement. The farmout agreement is governed by the laws of England and Wales.

6.10 ***Agreement with Capricorn Ireland Limited dated 7 March 2017***

On 7 March 2017, Europa Oil & Gas (Holdings) Plc (“**Europa**”), Capricorn Ireland Limited (“**Capricorn**”) and Capricorn Energy Limited entered into an agreement for the transfer of a 70 per cent. interest in LO 16/19, offshore Ireland. Cairn Energy plc is the ultimate parent company of each of Capricorn and Capricorn Energy Limited. As a consequence of this transfer, Europa retains a 30 per cent. interest in LO 16/19. In consideration for the transfer, Capricorn shall be responsible for and shall pay and discharge the share of costs incurred after the date of completion for which Europa is liable under a joint operating agreement to be entered into in respect of the LO 16/19, subject to a cap of USD 1.8 million.

Each of Europa and Capricorn provided certain representations and warranties customary for this type of agreement. The agreement is governed by the laws of England and Wales.

6.11 ***Deed of Assignment with Arenite Petroleum Limited dated 14 March 2017***

On 14 March 2017, Europa Oil & Gas Limited (“**EOG**”), Europa Oil & Gas (UK) Limited (“**EOG UK**”), Arenite Petroleum Limited (“**Arenite**”) and others entered into a consolidated deed of assignment of interests relating to the UK petroleum exploration and development licence PEDL 343. Under the terms of the agreement:

- EOG UK assigned 22.5 per cent. of its interest in the licence to EOG; and
- EOG assigned 10 per cent. of its interest in the licence to Arenite.

As a consequence of the assignments, EOG retains a 35 per cent. interest in licence PEDL 343 (Cloughton). The deed of assignment is governed by English law.

6.12 ***Placing Agreement dated 23 May 2017***

On 23 May 2017, the Company and finnCap Ltd entered into a conditional agreement in relation to a firm placing, a conditional placing and open offer (the “**Placing Agreement**”) pursuant to which (i) the Company offered up to 24,488,801 new ordinary shares to qualifying shareholders and (ii) the Company appointed finnCap as its agent to use its reasonable endeavours to place 35,000,000 new ordinary shares with institutional investors.

Under the agreement, Europa agreed to pay finnCap a corporate finance fee and commission on the aggregate value of the placing shares and the open offer shares sold at the issue price of 6 pence per share. At Admission, Europa will also grant finnCap warrants over 1,399,440 Ordinary Shares exercisable at a price of 6 pence per Ordinary Share. The warrants expire two years following Admission.

The Placing Agreement is conditional on, *inter alia*, the delivery by the Company to finnCap of a certificate confirming the accuracy of the representations and warranties contained in the Placing Agreement immediately prior to admission and to admission occurring by not later than 8.00 a.m. on 13 June 2017 or such later date as the Company and finnCap may agree, but in any event not later than 5.00 p.m. on 30 June 2017.

The Company also gave certain warranties and indemnities to finnCap customary for this type of agreement. The Placing Agreement is governed by English law.

7 General

- 7.1 finnCap has given and not withdrawn its written consent to the inclusion in this document of their names and the references thereto in the form and context in which they appear.
- 7.2 The total amount of the expenses of the Fundraising is estimated at £225,000 (including commissions payable) which is payable out of the proceeds of the Fundraising.
- 7.3 The Ordinary Shares are in registered form. No temporary documents of title will be issued.
- 7.4 Information sourced from a third party has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Dated: 24 May 2017

PART V

NOTICE OF GENERAL MEETING

EUROPA OIL & GAS (HOLDINGS) PLC

(Incorporated and registered in England and Wales with registered number 05217946)

NOTICE IS HEREBY GIVEN that the General Meeting of Europa Oil & Gas (Holdings) PLC (the “**Company**”) will be held at the offices of finnCap Ltd, at 60 New Broad Street, London EC2M 1JJ on 12 June 2017 at 11.00 a.m. to consider, and if thought fit pass, the following resolutions, each of which is a special resolution.

Resolution 1 – authority to allot shares and to disapply pre-emption rights in connection with the Conditional Placing

THAT,

- (i) in accordance with section 551 of the Companies Act 2006 (the “**Act**”), the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £110,000.07 (11,000,007 Ordinary Shares) in connection with the Conditional Placing (as defined in the Circular to shareholders dated 24 May 2017), provided that this authority will expire at whichever is the earlier of the conclusion of the next annual general meeting of the Company, or the date falling 12 months from the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) but the Company may, before this authority expires, make an offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any security into shares in the Company to be granted after this authority expires and that the directors may allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company pursuant to such offer or agreement as if the authority conferred by this resolution had not expired; and
- (ii) in accordance with section 571(1) of the Act, the directors be and are hereby generally and unconditionally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash as if section 561 of the Act did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities in connection with the Conditional Placing up to an aggregate nominal value of £110,000.07 (11,000,007 Ordinary Shares); and
 - (b) expire at whichever is the earlier of the conclusion of the next annual general meeting of the Company, or the date falling 12 months from the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date by special resolution) but the Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after this authority expires and that the directors may allot equity securities pursuant to such offer or agreement as if the authority conferred by this resolution had not expired.

Resolution 2 – Ongoing disapplication of pre-emption rights

THAT the directors be and are hereby generally and unconditionally empowered in accordance with sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, or by way of the sale of treasury shares, as if section 561 of the Act did not apply to any such allotment, provided that this power shall operate in substitution for and to the exclusion of any previous authority given to the directors pursuant to sections 570 or 573 of the Act to the extent unused and be limited to the allotment of equity securities up to an aggregate nominal value of £139,944.00 (13,994,400 Ordinary Shares) and shall expire at whichever is the earlier of the conclusion of the next annual general meeting of the Company, or the date falling 12 months from the date of the passing of this resolution (unless renewed, varied or revoked by the

Company prior to or on that date by special resolution) but the Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after this authority expires and that the directors may allot equity securities pursuant to such offer or agreement as if such authority conferred by this resolution had not expired.

By order of the Board

P Greenhalgh

Company Secretary

24 May 2017

Notes

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 6.00 p.m. on 8 June 2017 (or, if this meeting is adjourned, at 6.00 p.m. on the day two working days prior to the adjourned meeting) shall be entitled to attend and vote at the General Meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a proxy form with this Notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company, but must attend the General Meeting to represent you. Details of how to appoint the Chairman of the General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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, please contact the Company's Registrar at the address set out in note 5.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - (a) completed and signed;
 - (b) sent or delivered to the Company's Registrar, Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH; and
 - (c) received by Company's Registrar no later than 11.00 a.m. on 8 June 2017.

Completion and return of the proxy form or appointment of a proxy through CREST will not preclude you from attending or voting at the meeting in person.

6. In the case of a member 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.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
8. 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 via www.euroclear.com). 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 or instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (3RA50) by 11.00 a.m. on 8 June 2017, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. 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 Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, to procure that his/her CREST sponsor or voting service provider takes) 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 sponsors or voting system 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.

9. Members 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 apply 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 the Company's Registrar, Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH.

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.

10. A member may revoke his/her proxy appointment by informing the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrar, Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH. 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.

The revocation notice must be received by the Company's Registrar, Computershare Investor Services PLC, no later than 11.00 a.m. on 8 June 2017.

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.

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
12. As at 6.00 p.m. on the day immediately prior to the date of posting of this Notice of General Meeting, the Company's issued share capital comprised 244,888,011 ordinary shares of 1 penny 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 6.00 p.m. on the day immediately prior to the date of posting of this Notice of General Meeting is 244,888,011.

