



7 November 2019

Dear Member,

**ANNUAL GENERAL MEETING – EUROPA OIL & GAS (HOLDINGS) PLC
(INCORPORATED AND REGISTERED IN ENGLAND AND WALES NO. 5217946)**

Please find enclosed a Notice convening the Annual General Meeting (“AGM”) of Europa Oil & Gas (Holdings) plc (the “Company”) which is to be held at the Hellenic Centre, 16-18 Paddington Street, London W1U 5AS at 9am on Wednesday 11 December 2019.

Also enclosed is a Form of Proxy for use at the AGM. Whether or not you intend to be present at the meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions thereon so as to arrive as soon as possible at the registered office of the Company being 6 Porter Street, London, W1U 6DD, but in any event so that it is received not later than 9am on Monday 9 December 2019. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the meeting, if you so wish.

EXPLANATION OF THE RESOLUTIONS

Resolutions 1 to 7 are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 8 and 9 are proposed as Special Resolutions. This means that for these Resolutions to be passed, at least three quarters of the votes cast must be in favour of the Resolution.

Resolution 1 – Report and accounts

To receive and adopt the Annual Report and Accounts for the year ended 31 July 2019.

Resolution 2 – Reappointment of auditors

Resolution 2 relates to the reappointment of BDO LLP as the Company’s auditors to hold office until the next Annual General Meeting of the Company and to authorise the directors to set the auditors’ remuneration.

Resolutions 3, 4, 5 and 6 – Reappointment of directors

These Resolutions deal with the appointments of, respectively, Simon Oddie, Philip Greenhalgh, Roderick Corrie and William Ahlefeldt who retire as directors and offer themselves for re-election as directors of the Company.

Biographical details of each of the directors are set out in the Annual Report and Accounts, and on the website at <http://www.europaoil.com/directors.aspx>.

Resolution 7 – Allotment of share capital

This Resolution grants the directors general authority in accordance with section 551 of the Companies Act 2006 to allot ordinary shares in the capital of the Company (and/or rights to subscribe for or to convert any security into such ordinary shares) up to a maximum aggregate nominal value of £2,200,000 representing approximately 50% of the Company’s issued ordinary share capital as at 30 October 2019 (the latest practicable date prior to publication of this document) (the “ISC”).

Resolutions 8 and 9 – Disapplication of statutory pre-emption rights

Section 561(1) of the Companies Act 2006 requires that on an allotment of new shares for cash, such shares must first be offered to existing shareholders in proportion to the number of shares that they each hold at that time.

The board of directors of the Company (the “Board”) believes that there may be circumstances when it is in the best interests of the Company to allot new ordinary shares either on an entirely non-pre-emptive basis or in a way that departs from the statutory requirements set out in the Companies Act 2006.

In view of the above:

Resolution 8 grants the directors general authority to allot up to all of the shares covered by the Resolution 7 authority for cash (such amount to be reduced by the nominal amount of any equity securities allotted under Resolution 9), on a pre-emptive basis (for example, by way of an open offer or rights issue) and with appropriate adjustments to the statutory pre-emption requirements set out in the Companies Act 2006, for example to deal with fractional entitlements and overseas legal requirements, as the directors see fit;

Resolution 9 grants the directors general authority to allot shares in the capital of the Company for cash on an entirely non-pre-emptive basis up to a maximum nominal value of £450,000, representing approximately 10% of the ISC (such amount to be reduced by the nominal amount of any equity securities allotted under Resolution 8).

RECOMMENDATION

Your directors believe that the proposals set out in this letter are in the best interests of the shareholders as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of the Resolutions as the directors propose to do in respect of their own holdings amounting to approximately 9.5% of the ordinary share capital of the Company as at the date of this letter.

ANNUAL REPORT AND ACCOUNTS

The Company's 2019 Annual Report and Accounts are available online at www.europaoil.com for download and printing. Printed copies of the Annual Report are available by contacting the Company Secretary.

Yours sincerely

SIMON ODDIE

Chairman

Registered in England No: 05217946
Registered office: 6 Porter Street, London, W1U 6DD

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting ("AGM") of Europa Oil & Gas (Holdings) plc (the "Company") will be held at the Hellenic Centre, 16-18 Paddington Street, London W1U 5AS at 9am on Wednesday 11 December 2019. Terms not otherwise defined in this Notice shall have the meanings set out in the letter dated 7 November 2019 from the chairman of the Company with which this Notice is enclosed.

ENTITLEMENT TO ATTEND AND VOTE

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 9am on 9 December 2019 shall be entitled to attend and vote at the AGM.

APPOINTMENT OF PROXIES

If you are a member of the Company at the time set out, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM and you have received a proxy form with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote on a poll or a show of hands on his/her behalf, provided that each proxy is appointed to exercise the rights attached to a different share or shares held. A proxy need not be a member of the Company. To be valid any form of proxy must be returned to the registered office of the Company being 6 Porter Street, London, W1U 6DD, in hard copy form by post or courier or by hand. In each case, the proxy appointment must be received not later than 9am on Monday 9 December 2019 or otherwise no later than 48 hours before any adjourned meeting together with any authority (or a notarially certified copy of such authority) under which it is signed.

Completion of a Form of Proxy will not preclude a member from attending and voting in person at the meeting should he/she so wish.

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directors of all of the other corporate representatives for the shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.

INSPECTION OF DOCUMENTS

The following will be available for inspection at the registered office of the Company during usual business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the AGM, and at the place of the meeting prior to and during the AGM.

- The register of the interests of each director and his family in the share capital of the Company
- Copies of service contracts and letters of appointment in respect of each director of the Company

RESOLUTIONS TO BE PUT TO THE ANNUAL GENERAL MEETING

AS ORDINARY BUSINESS:

1. THAT the Annual Report and Accounts for the year ended 31 July 2019 be received and adopted.
2. THAT the auditors of the Company BDO LLP be re-appointed to hold office until the conclusion of the next AGM at which the accounts are laid before the Company and that the directors be authorised to fix the auditors' remuneration.
3. THAT Mr S Oddie who retires in accordance with the Articles of Association be re-elected as a director of the Company.
4. THAT Mr P Greenhalgh who retires in accordance with the Articles of Association be re-elected as a director of the Company.
5. THAT Mr R Corrie who retires given his service exceeds 9 years be re-elected as a director of the Company.
6. THAT Mr W Ahlefeldt who retires given his service exceeds 9 years be re-elected as a director of the Company.
7. THAT in accordance with section 551 of the Companies Act 2006 (the "Act") the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum aggregate nominal amount of £2,200,000 representing approximately 50% of the ISC, to such persons and at such times and on such terms as they think fit, provided that this authority shall:
 - 7.1. operate in substitution for and to the exclusion of any previous authority given to the directors pursuant to section 551 of the Act to the extent unused; and
 - 7.2. expire on whichever is earlier of the conclusion of the Company's next AGM following the passing of this Resolution and the date which is 15 months from the date of the passing of this Resolution unless such authority is renewed, varied or revoked by the Company in general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the directors may allot such shares or grant such rights in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

AS SPECIAL BUSINESS:

8. THAT, subject to the passing of Resolution 7, 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, pursuant to the authority conferred on them by Resolution 7 or by way of the sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale 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 (otherwise than pursuant to Resolution 11) of equity securities up to an aggregate nominal amount of £2,200,000 (such amount to be reduced by the nominal amount of any equity securities allotted under Resolution 9 below) in connection with an offer of equity securities in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as maybe) to their existing holdings of ordinary shares as at the record date of such allotment but subject only to such exclusions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of, or the requirements of any recognised regulatory body or stock exchange in, any territory.

The authority granted by this Resolution 8 shall expire on whichever is earlier of the conclusion of the Company's next AGM following the passing of this Resolution and the date which is 15 months from the date of the passing of this Resolution unless such authority is renewed, varied or revoked by the Company in general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require equity securities to be allotted or granted after the expiry of the said period and the directors may allot such equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

9. THAT, subject to the passing of Resolution 7, 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, pursuant to the authority conferred on them by Resolution 7 or by way of the sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale 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 (otherwise than pursuant to Resolution 8) of equity securities for cash up to aggregate nominal amount of £450,000 (such amount to be reduced by the nominal amount of any equity securities allotted under Resolution 8 above) representing approximately 10% of the ISC.

The authority granted by this Resolution 9 shall expire on whichever is earlier of the conclusion of the Company's next AGM following the passing of this Resolution and the date which is 15 months from the date of the passing of this Resolution unless such authority is renewed, varied or revoked by the Company in general meeting, save that the Company may prior to such expiry make any offer or agreement which would or might require equity securities to be allotted or granted after the expiry of the said period and the directors may allot such equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

By order of the Board



P GREENHALGH
Company Secretary
7 November 2019