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If you have sold or transferred all of your ordinary shares in the Company, please pass this document and the Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# Europa Oil & Gas (Holdings) plc

## Notice of Annual General Meeting

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Notice convening the Annual General Meeting of the Company to be held on Friday 29 November 2024 at 11.00 a.m. at the Hellenic Centre, 16-18 Paddington Street, London, W1U 5AS is set out on pages 4 and 5 of this document. A Form of Proxy accompanies this document. **To be valid, the Form of Proxy must be completed and returned so as to be received at the offices of the Company's registrars, Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not later than 11.00 a.m. on 27 November 2024. The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.**

4 November 2024

Dear Member,

**Annual General Meeting - Europa Oil & Gas (Holdings) plc**  
**(Incorporated and registered in England and Wales with registered no. 05217946)**

**1 Introduction**

Please find enclosed a Notice convening the Annual General Meeting (“AGM”) of Europa Oil & Gas (Holdings) plc (the “Company”) which will be held in the Boardroom of the Hellenic Centre, 16-18 Paddington Street, London, W1U 5AS on Friday 29 November 2024 at 11.00 a.m.

Also enclosed is a Form of Proxy for use in relation to the AGM. Whether or not you intend to be present at the meeting, your vote is important and you are asked to complete the Form of Proxy in accordance with the instructions printed on it and to return it to the Company’s registrar, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible and, in any event, so as to be received by no later than 11.00 a.m. on Wednesday 27 November 2024. **You are strongly advised to appoint the Chair of the meeting as your proxy to ensure that your vote is counted.**

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.

Shareholders who hold their shares in the Company through CREST are referred to the Notes to the Notice of Annual General Meeting at page 6.

**2 AGM: explanation of business and summary of the resolutions proposed**

I would like to explain the ordinary and special business to be transacted and the resolutions to be proposed at the AGM which are set out in full in the Notice.

Resolutions 1 to 8 are proposed as Ordinary Resolutions. This means that for each Resolution to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 9 and 10 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 of the Company for the year ended 31 July 2024.

***Resolutions 2 & 3 – Reappointment and remuneration of auditors***

Resolution 2 relates to the reappointment of PKF Littlejohn LLP as the Company’s auditors to hold office until the next Annual General Meeting of the Company and Resolution 3 relates to the directors being granted the authority to set the auditors’ remuneration.

***Resolutions 4, 5, 6 & 7 – Reappointment of directors***

These Resolutions deal with the re-appointment of Brian O’Cathain, Simon Ashby-Rudd, Eleanor Rowley and William Holland as directors of the Company, all of whom 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 also on the Company’s website at: <http://www.europaoil.com/directors.aspx>

***Resolution 8 – 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) representing approximately 20% of the Company’s issued share capital (“ISC”) as at 1 November 2024 (being the latest practicable date prior to publication of this document).

***Resolutions 9 & 10 – 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 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 9 grants the directors general authority to allot up to all of the shares covered by the general authority granted by Resolution 8 for cash (such amount to be reduced by the nominal amount of any equity securities allotted under Resolution 10) 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 10 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 £959,184, representing approximately 10% of the ISC as at 1 November 2024 (such amount to be reduced by the nominal amount of any equity securities allotted under Resolution 9).

### **3 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 0.75% of the ordinary share capital of the Company as at the date of this letter.

The directors invite all shareholders to vote now using the proxy cards.

### **4 Annual Report and Accounts**

The Company's 2024 Annual Report and Accounts are available online at [www.europaoil.com](http://www.europaoil.com) for download and printing. Printed copies of the Annual Report are available by contacting the Company Secretary.

Yours sincerely

*Brian O'Cathain*

Chairman

# Notice of AGM

Notice is hereby given that the 2024 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 11 a.m. on Friday 29 November 2024 for the purpose of considering and, if thought fit, passing the following resolutions, 1 to 8 being Ordinary Resolutions and 9 and 10 being Special Resolutions.

Terms not otherwise defined in this Notice shall have the meanings set out in the letter dated 4 November 2024 from the chairman of the Company with which this Notice is enclosed.

## **Ordinary Resolutions:**

1. THAT the Annual Report and Accounts of the Company for the year ended 31 July 2024 be received and adopted.
2. THAT the auditors of the Company, PKF Littlejohn LLP, be re-appointed to hold office until the conclusion of the next AGM at which the accounts are laid before the Company.
3. THAT the Audit Committee of the board of directors of the Company be authorised to determine the remuneration of the Company’s auditors.
4. THAT Mr. Brian O’Cathain who retires in accordance with the Articles of Association of the Company (the “**Articles**”) be re-elected as a director of the Company.
5. THAT Mr. Simon Ashby-Rudd who retires in accordance with the Articles be re-elected as a director of the Company.
6. THAT Dr. Eleanor Rowley who retires in accordance with the Articles be re-elected as a director of the Company.
7. THAT Mr. William Holland who retires in accordance with the Articles be re-elected as a director of the Company.
8. THAT the directors be and they are hereby generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused) pursuant to and accordance with section 551 of the Companies Act 2006 (the “**Act**”) to allot new ordinary shares in the Company (“**Ordinary Shares**”) or grant rights to subscribe for or to convert any securities into new Ordinary Shares (“**Rights**”) up to an aggregate nominal amount of £1,918,368 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or 15 months after the passing of this Resolution (whichever is earlier) except that the directors may, before the expiry of such period, make an offer or agreement which would or might require new Ordinary Shares to be allotted or Rights to be granted after the expiry of such period, and the directors may allot new Ordinary Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

## **Special Resolutions:**

9. THAT, subject to the passing of Resolution 8, 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 8 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 (otherwise than pursuant to Resolution 8) of equity securities up to an aggregate nominal amount of £1,918,368 (such amount to be reduced by the nominal amount of any equity securities allotted under Resolution 10 below) in connection with an offer in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) 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 9 shall expire on whichever is earlier of the conclusion of the Company's next annual general meeting 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.

10. THAT, subject to the passing of Resolution 8, 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 8 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 (otherwise than pursuant to Resolution 8) of equity securities for cash up to an aggregate nominal amount of £959,184 (such amount to be reduced by the nominal amount of any equity securities allotted under Resolution 9 above).

The authority granted by this Resolution 10 shall expire on whichever is earlier of the conclusion of the Company's next annual general meeting 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

Louise Armstrong, Company Secretary  
4 November 2024

## Notes to the Notice of Annual General Meeting

- A member entitled to attend and vote at the above meeting convened by the above notice shall be entitled to appoint a proxy (or proxies) to attend, speak and vote in his place. A form of proxy has been sent to all shareholders. You may appoint more than one proxy provided that 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 Registrars (details below). Such proxy need not be a member of the Company.
- To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) must be completed in accordance with the instructions set out on the form and deposited at or posted to the offices of the Company's registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, so as to be received by no later than 11.00 a.m. on 27 November 2024. If you hold your shares in uncertificated form, you may use the CREST electronic proxy appointment service as described below.
- If you wish to attend the meeting in person, please bring some form of photographic identification.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
- As provided in Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company at 11.00 a.m. on 27 November 2024 (or in the case of an adjournment 48 hours before the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, 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 (ID 3RA50) by no later than 11.00 a.m. on 27 November 2024. 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 CREST sponsor or voting service provider(s) take(s)) 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.

