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If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document, together with the enclosed Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee except that such documents should not be forwarded or transmitted to any jurisdiction where doing so may constitute a violation of the registration or other local securities laws or regulations including, but not limited to, the United States or any of the Restricted Jurisdictions. If you have sold only part of your certificated holding of Ordinary Shares, please contact your stockbroker, bank, or other agent through whom the sale or transfer was effected. The distribution of this document and/or any accompanying documents may be restricted by law and therefore persons into whose possession this document and/or any accompanying documents come should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities law or regulations of such jurisdiction. In particular, this document and any documents issued in connection with this document should not be distributed or forwarded to or transmitted in or into the United States or any other Restricted Jurisdiction.

AIM and Euronext Growth are markets 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 and Euronext Growth securities are not admitted to the Official Lists of the UK Listing Authority or Euronext Dublin. 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 Euronext Dublin has examined or approved the contents of this document.

PetroNeft Resources plc

(Incorporated in Ireland with limited liability under the Companies Act 2014 with registration number 408101)

Notice of Extraordinary General Meeting

Convertible Debt Raise of USDS\$ 2,903,802

J&E Davy (“Davy”), which is regulated in Ireland by the Central Bank of Ireland, is acting as Euronext Growth Adviser and Nominated Adviser (pursuant to the Euronext Growth Rules and AIM Rules respectively) and broker to the Company. Davy is acting exclusively for the Company in connection with arrangements described in this document and is not acting for any other person and will not be responsible to any person for providing the protections afforded to customers of Davy or for advising any other person in connection with the arrangements described in this document.

This document does not comprise a prospectus within the meaning of section 85 of FSMA or for the purposes of Regulation 2017/1129/EU (the “Prospectus Regulation”) or the European Union (Prospectus) Regulations 2019 and does not constitute or contain an offer to sell, or a solicitation of an offer to subscribe for, Ordinary Shares or for any other securities of the Company. This document has not been approved by the UK Listing Authority or the Central Bank of Ireland.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 5 to 7 of this document and which recommends that you vote in favour of the Resolution. Notice of an extraordinary general meeting of PetroNeft Resources plc, 20 Holles Street, Dublin 2, DO2 ER81, Ireland at 11.00 am on 12 March 2021 is set out at the end of this document. To be valid, the Form of Proxy must be completed in accordance with the instructions printed thereon and should be returned as soon as possible and, in any event, to be received by Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus Dublin 24, D24AK82, Ireland no later than 11.00am on 10 March 2021, being 48 hours before the time appointed for the holding of the meeting. Alternatively, you may appoint a proxy electronically by visiting the website of the Company’s Registrars at www.eproxyappointment.com and following the instructions provided. The appointment of a proxy will not preclude Shareholders from attending and voting at the Extraordinary General Meeting should they wish.

The Directors, whose names and functions appear on page 5 of this document, and the Company, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such representations must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change to the affairs of the Company or the Group since the date of this document or that the information is correct as of any subsequent time.

FORWARD-LOOKING STATEMENTS

This document contains (or may contain) certain forward-looking statements with respect to the Company and certain of its current plans, goals and expectations relating to its future financial condition and performance and which involve several risks and uncertainties. The Company cautions readers that no forward-looking statements are a guarantee of future performance and that actual results could differ materially from those contained in such forward-looking statements.

Forward-looking statements sometimes use words such as “aim”, “anticipate”, “target”, “expect”, “estimate”, “intend”, “plan”, “goal”, “believe” or other words of similar meaning. Examples of forward-looking statements include statements regarding or which make assumptions in respect of the working capital which will be needed by the Company to fund its operations. These forward-looking statements include all matters that are not historical facts. They appear in several places throughout this document and include, but are not limited to, statements regarding the Company’s intentions, beliefs or current expectations concerning, among other things, the Company’s results of operations, financial position, prospects, growth, target total shareholder returns, liquidity, investment strategy, financing strategies and expectations for the oil and gas exploration industry.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of continued volatility in credit markets, market-related risks such as changes in the price of oil or changes in interest rates and foreign exchange rates, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under International Financial Reporting Standards (“IFRS”) applicable to past, current and future periods, evolving practices as regards the interpretation and application of standards under IFRS, the outcome of pending and future litigation or regulatory investigations, the success of future exploration, acquisitions and other strategic transactions and the impact of competition. A number of these factors are beyond the Company’s control. As a result, the Company’s actual future results may differ materially from the plans, goals and expectations set forth in the Company’s forward-looking statements.

Any forward-looking statements made in this document by or on behalf of the Company speak only as at the date they are made. Except as required by the FCA, the Central Bank of Ireland, the London Stock Exchange, Euronext Dublin or applicable law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any changes in the Company’s expectations with regard thereto or any changes in events, conditions, or circumstances upon which any such statement is based.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Time and Date*</i>
Announcement of the Fundraising.....	17 February 2021
Posting of Circular and Form of Proxy.....	18 February 2021
Latest time and date for receipt of the Form of Proxy, electronic proxy appointment notification or CREST Proxy Instructions.....	11.00 a.m. on 10 March 2021
Extraordinary General Meeting.....	11.00 a.m. on 12 March 2021
Announcement of the results of the Extraordinary General Meeting.....	12 March 2021

* Each of the times and dates in the table above is indicative only and may be adjusted by the Company, in which event details of the new times and dates will be notified, by way of an announcement issued via a Regulatory Information Service, to Euronext Dublin and to the London Stock Exchange. References to times in this Circular are to Dublin times unless otherwise stated.

FUNDRAISING STATISTICS

Principal Amount of Loan Facility	USD\$ 2,903,802
Principal Amount of Loan Facility which is convertible	USD\$ 2,177,851
Issue Price on conversion	£0.02 (in the first year of the Loan Facility)
	£0.025 (in the second year of the Loan Facility)

LETTER FROM THE CHAIRMAN OF PETRONEFT RESOURCES PLC

(Incorporated in Ireland with limited liability under the Companies Act 2014 with registration number 408101)

Directors

David Golder (Non-Executive Chairman)
David Sturt (Chief Executive Officer)
Pavel Tetyakov (Executive Director)
Daria Shaftelskaya (Non-Executive Director)
Domenic Anthony Sacca (Non-Executive Director)
Alastair McBain (Non-Executive Director)

Registered Office

20 Holles Street, Dublin 2, D02 ER81, Ireland

18 February 2021

To the holders of Ordinary Shares and for information only, to holders of Options and Warrants

Dear Shareholder,

Notice of Extraordinary General Meeting

Convertible Debt Raise of USD\$ 2,903,802

1. INTRODUCTION

PetroNeft announced on 17 February 2021 that it had entered a conditional convertible loan facility of USD\$ 2,903,802 with a group of lenders (the **Loan Facility**). The Loan Facility will be used to part finance the 2021 Capital Investment Programme and for general working capital purposes. The loan matures on the second anniversary of the Loan Facility and has an interest rate of 8% above the Bank of England base rate.

PetroNeft will receive a sum of USD\$ 2,245,000 in cash. The remainder of the loan, being a sum of USD\$ 658,802, represents the conversion of current payables, primarily directors and senior management fees, which are due and owing. If the Resolution is approved, following draw down of the Loan Facility, near term cash flow constraints will be minimised and both the Board and senior management are aligned in proving up reserves and increasing production and revenue.

The Loan Facility provides the lenders with the ability to convert 75% of the principal amount of the loan into new Ordinary Shares at an issue price of: (i) in the first year of the Loan Facility, £0.02; and (ii) in the second year of the Loan Facility, £0.025 (the **Conversion Price**). The Ordinary Shares arising on conversion will be credited as fully paid and rank pari passu with Ordinary Shares in issue on the conversion date and will carry the right to receive all dividends and other distributions declared after the conversion date.

A draw down of the Loan Facility is conditional, among other things, on the passing of the Resolution at the EGM.

2. 2021 CAPITAL INVESTMENT PROGRAMME

The Board has stated a clear strategy of optimizing the development of the company's existing assets combined with a targeted low-cost low risk appraisal led exploration approach which aims to increase production and reserves in the near to medium term to deliver significant shareholder value.

Licence 61

The objective of the programme is to increase production at the same time as continuing to improve our technical and operational understanding of our assets to enhance our forward capital allocation model.

A two well fracking program has commenced. The first well to be fracked is the S-373 well at the Sibkrayevskoye field. This field performed very well throughout 2020, since the Company connected it to the central processing facility in Q1 2020. The Board sees similar geology in this field to the wells at PAD 1 in the Lineynoye field, where the previous fracking results were excellent. The main aim of fracking this well is to increase production but, crucially, it

will also provide information which can lead to an improved understanding of the optimum forward development plan for the field.

The second well to be fracked is the L-115 well on the Lineynoye field. The well was previously fracture stimulated when first drilled in 2010 but it was only a relatively small frack of 30 tons as it was limited by logistics with the proppant being helicoptered in. In this case, the Company intends to carry out a larger 50 ton frack which is more in line with that which achieved positive results on the other Lineynoye PAD 1 wells. The aim of the frack is to investigate if the Company can improve production from older wells on the field. If this is successful, there are several other good follow up candidates which can be fracked during the next 2021/22 winter season.

This method of production enhancement offers the opportunity to deliver material production gains at very low cost

Licence 67

Following the successful extended testing of the C-4 well Q1 2020, the Company has started producing from this well utilising a winter road. To ensure year-round production, construction of an all-season road is progressing and due for completion by the end of the current winter season. This road will enable year-round access to the field both for exporting oil and for ongoing operational requirements.

In addition to the operations on the Cheremshanskoye field, the Company are also preparing to mobilise a work over rig to the Ledovoye L-2a well to commence work over of the well during the first quarter. The aim is to establish commercial oil flows from the Upper Jurassic J1-1 horizon. This focus on the Jurassic offers the potential to deliver additional production at relatively low investment levels. On success, the Company will produce the well for an initial three-month period at the same time as working on gaining state reserves approval for the field which on success will enable the well to be on year-round production from the end of this year.

3. RELATED PARTY

The Loan Facility is being provided by a group of thirteen lenders. Five of the lenders are related parties (as defined in the AIM Rules and Euronext Growth Rules). Details of the amounts being provided by the related parties are outlined in the table below. Daria Shaftelskaya and Domenic Anthony Sacca, being Directors of the Company, other than those who are providing the Loan Facility and listed below, having consulted with the Company's Nominated Adviser and Euronext Growth Adviser, consider the terms of the Loan Facility to be fair and reasonable insofar as the Company's shareholders are concerned.

Lender	Amount provided (USDS)	Relationship
Natlata Partners Limited	550,000	There is a common shareholder in Natlata Partners Limited, PetroNeft and Petrogrand BV
ADM Consulting FZE	550,000	Non-Executive Director and common shareholder in ADM Consulting FZE and PetroNeft
David Golder	26,328	Non- Executive Chairman
David Sturt	300,482	PetroNeft CEO and Executive Director
Pavel Tetyakov	118,209	VP Business Development and Executive Director

4. EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting has been convened to be held at the 20 Holles Street, Dublin 2, DO2 ER81, Ireland at 11.00 am on 12 March 2021 at which the Resolution will be proposed.

The Resolution will be proposed as a special resolution for the purposes of authorising the Directors to disapply statutory pre-emption rights in respect of the allotment and issue of Ordinary Shares in connection with the Loan Facility, which issue, and allotment will be required should the lenders exercise their conversion rights pursuant to the Loan Facility.

For the purposes of section 1023(7) of the Act, the Directors of the Company state that: (i) their reasons for recommending that Shareholders vote in favour of the Resolution are as stated in this Circular; (ii) the amount to be received by the Company on the exercise of conversion rights pursuant to the Loan Facility is stated in this Circular; and (iii) their justification of that amount is the completion of the Fundraising described in this Circular.

The Company plans to conduct the Extraordinary General Meeting in accordance with the Irish Government's COVID-19 related public health measures and public health advice. Shareholders should expect the meeting to take place under constrained circumstances. In accordance with applicable regulations and public health guidelines in force in Ireland in connection with COVID-19, we request Shareholders not to attend the meeting and strongly recommend Shareholders vote by proxy. The Company will ensure that all legal requirements of the meeting, in accordance with its Articles of Association are satisfied with the minimum necessary quorum of three shareholders and physical

distancing measures will be in place. The Company will continue to closely monitor the developing situation around COVID-19 as well as any further advice from the Irish Government. If it becomes necessary to amend the arrangements for the Extraordinary General Meeting, as much notice as possible will be given to shareholders via RNS announcement. If Shareholders have any questions for the Board in advance of the Extraordinary General Meeting, these can be sent by email to info@petroneft.com. All correspondence should include sufficient information to identify a shareholder on the Company's Register of Members, for example, a shareholder reference number, which is an 11-digit unique identifier printed on the enclosed Form of Proxy. The Board will endeavour to answer key themes of these questions at the EGM. If possible, voting by proxy should be undertaken online or, for eligible Shareholders, through CREST, in the manner described below.

A Form of Proxy for use at the Extraordinary General Meeting is enclosed. If you wish to validly appoint a proxy, the Form of Proxy should be completed and signed in accordance with the instructions printed thereon, and returned by post to the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, (if delivered by post) as soon as possible but in any event to be received by the Company's Registrar no later than 11 am on 10 March 2021.

Alternatively, electronic proxy appointment is also available for the Extraordinary General Meeting. This facility enables shareholders to appoint a proxy by electronic means by logging on to www.eproxyappointment.com. To appoint a proxy on this website shareholders, need to enter a Control Number, a Shareholder Reference Number (SRN), a PIN and agree to the terms and conditions specified by the Company's Registrar. The Control Number, the Shareholder Reference Number (SRN) and PIN can be found on the top of the Form of Proxy.

For those shareholders who hold Shares in CREST, a shareholder may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Registrar under CREST participant ID 3RA50. In each case the proxy appointment must be received electronically by no later than 11 am on 10 March 2021.

5. ACTION TO BE TAKEN

A Form of Proxy for use by Shareholders at the EGM is enclosed. Whether or not Shareholders intend to be present at the meeting, they are requested to complete and sign the Form of Proxy and return it to the Registrar to arrive no later than 48 hours before the fixed time for the EGM. Alternatively, you may appoint a proxy electronically by visiting the website of the Company's Registrars at www.eproxyappointment.com and following the instructions provided. The appointment of a proxy will not preclude Shareholders from attending the EGM and voting in person should they subsequently wish to do so.

6. RECOMMENDATION

The Directors consider the Fundraising to be in the best interests of the Company and its Shareholders as a whole and accordingly, unanimously recommend that all Shareholders vote in favour of the Resolution to be proposed, as they have irrevocably committed to do so in respect of their own beneficial holding of 134,855,909 Ordinary Shares, representing approximately 16.07 per cent. of the Existing Issued Share Capital.

Yours faithfully

MR DAVID GOLDER
Chairman

DEFINITIONS

The following definitions apply throughout this document, unless it is otherwise specifically provided:

“Act”	the Companies Act 2014 of Ireland;
“AIM”	a market operated by the London Stock Exchange;
“AIM Rules”	the rules for AIM companies and their nominated advisers issued by the London Stock Exchange in relation to AIM traded securities;
“Board” or the “Directors”	the board of directors of the Company whose names are set out on page 5 of this document;
“Central Bank of Ireland”	the Central Bank of Ireland established pursuant to the Central Bank Acts 1942 to 2010 of Ireland;
“Circular”	this document;
“Company” or “PetroNeft”	PetroNeft Resources plc, an Irish registered company;
“CREST”	the computerised settlement system to facilitate paperless settlement of trades and the holding of shares in uncertificated form, operated by Euroclear UK & Ireland Limited;
“CREST Proxy Instruction”	the appropriate CREST message for a Shareholder holding Shares in CREST to appoint a proxy or proxies utilising the relevant procedures described in the CREST Manual;
“CREST Regulations”	the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (S.I. 68 of 1996) of Ireland;
“Davy”	J&E Davy, trading as Davy; including its affiliate Davy Corporate Finance and any other affiliates, or any of its subsidiary undertakings;
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held on 11 March 2021 for the purpose of passing the Resolution;
“Euronext Dublin”	the Irish Stock Exchange plc, trading as Euronext Dublin;
“Euronext Growth”	the market of that name operated by Euronext Dublin;
“Euronext Growth Rules”	the rules published by Euronext entitled ‘Euronext Growth Markets Rule Book’;
“Existing Issued Share Capital”	the 839,356,740 Ordinary Shares in issue on the Latest Practicable Date and “Existing Issued Shares” shall be construed accordingly;
“FCA”	the Financial Conduct Authority of the United Kingdom;
“Form of Proxy”	the form of proxy for use at the EGM;
“FSMA”	Financial Services and Markets Act 2000 (UK);
“Fundraising”	the conditional debt fundraising to be provided through the Loan Facility, described in paragraph 1 of this Circular;
“Group”	PetroNeft and each of its subsidiaries and/or subsidiary undertakings;
“Ireland” or the “Republic of Ireland”	the island of Ireland excluding Northern Ireland, and the word “Irish” shall be construed accordingly;

“Latest Practicable Date”	17 February 2021, being the latest practicable date prior to the publication of this Circular;
“Licence 61”	the licence, in respect of which the Company holds a 50% interest and is the operator, which is described on page 5 of this Circular;
“Licence 67”	licence, in respect of which the Company currently holds a 50% interest and as announced previously, subject to closing a 90% interest, and is the operator, which is described on page 6 of this Circular;
“Loan Facility”	the convertible loan facility, described in paragraph 1 of this Circular;
“London Stock Exchange”	London Stock Exchange plc;
“Notice of EGM” or “Notice”	the notice of EGM set out at the end of this Circular;
“Official List(s)”	the official list maintained by the UK Listing Authority and/or the official list maintained by Euronext Dublin, as the context may require;
“Options”	options to subscribe for Ordinary Shares granted by the Company prior to the Latest Practicable Date;
“Ordinary Shares”	ordinary shares of €0.01 each in the capital of the Company;
“Registrar”	Computershare Investor Services (Ireland) Limited;
“Resolution”	the resolution as set out in the Notice of EGM to be proposed at the EGM;
“Restricted Jurisdiction”	the United States, Australia, Canada, Japan, New Zealand, Switzerland and the Republic of South Africa and any other jurisdiction in which it would be unlawful to offer the Ordinary Shares or where an offer of Ordinary Shares would be required to be approved by a regulatory body;
“Shareholder(s)”	holder(s) of Ordinary Shares from time to time;
“subsidiary”	has the meaning set out in section 7 of the Act;
“subsidiary undertaking”	has the meaning set out in the Act;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“UKLA” or “UK Listing Authority”	the FCA, acting in its capacity as the competent authority for the purposes of Part V of the FSMA;
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia, and all other areas subject to the jurisdiction of the United States of America; and
“Warrants”	warrants to subscribe for Ordinary Shares, granted prior to the Latest Practicable Date.

Notes:

- (i) Unless otherwise stated in this document, all reference to statutes or other forms of legislation shall refer to statutes of legislation of Ireland. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment, or extension thereof.

- (ii) The symbols “€” and “c” refer to euro and euro cent respectively, the lawful currency of Ireland pursuant to the provisions of the Economic & Monetary Unit Act, 1998. The symbols “£” and “p” refer to British pounds and pence, respectively. The symbols “USD” and “\$” refer to United States of America dollars and cents.
- (iii) Words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include the feminine or neuter gender.
- (iv) The exchange rate used in this Circular are as follows: £1.00: USD \$1.38 and £1.00: EUR 1.14.

**NOTICE OF EXTRAORDINARY GENERAL MEETING
OF
PETRONEFT RESOURCES PLC (the “COMPANY”)**

(Incorporated in Ireland with limited liability under the Companies Act, 2014 with registration number 408101)



NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of PetroNeft Resources plc (the “**Company**”) will be held at 20 Holles Street, Dublin 2, DO2 ER81, at 11.00 a.m. on Friday 12 March 2021 to consider, and if thought fit, pass the following resolution which will be proposed as a special resolution.

1. **THAT**, in addition to the authorities granted at the annual general meeting of the Company held on 18 December 2020 and without prejudice to the exercise of any such authorities prior to the date hereof, the Directors be and are hereby empowered, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014 (the “**2014 Act**”) to allot equity securities (within the meaning of the said Section 1023 of the 2014 Act) for cash as if the said Section 1022 of the 2014 Act did not apply to any such issuance, provided that this power shall be limited to the issuance of equity securities (within the meaning of the said Section 1023 of the 2014 Act) pursuant to and in connection with the Fundraising as described in the circular of the Company dated 18 February 2021 (the “**Circular**”) of which this Notice forms part.

By Order of the Board
Michael Power FCA
Secretary

Dated: 18 February 2021

Registered Office:
20 Holles Street
Dublin 2
DO2 ER81
Ireland

Notes:

1. Considering the ongoing impact of the Coronavirus (“COVID-19”) pandemic and related public health guidance, we encourage shareholders to submit their Forms of Proxy to ensure they can vote and be represented at the EGM without the need to attend in person. The Company plans to conduct the EGM in accordance with the Irish Government’s COVID-19 related public health measures and public health advice. Shareholders should expect the EGM to take place under constrained circumstances. We ask shareholders to adhere to Irish Government regulations and guidance and vote by proxy on the resolutions set out in this notice as early as possible. The Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with the COVID-19 related public health measures and advice.
2. We are closely monitoring the situation and the measures advised by the Government of Ireland in relation to the ongoing COVID-19 pandemic and will endeavor to take all recommended actions into account in the conduct of the EGM. The EGM will be convened with the minimum necessary quorum under the Company’s Articles of Association to conduct the business of the meeting.
3. If it is not possible to hold the EGM either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the EGM as planned poses an unacceptable risk to health and safety, the EGM may be adjourned or postponed to a different time and/or venue, in which case notification of such adjournment or postponement will be given in accordance with the Company’s Articles of Association (“Articles of Association”).
4. Any member entitled to attend, speak, and vote at the Extraordinary General Meeting is entitled to appoint a proxy (who need not be a member of the company) to attend, speak and vote in his/her place. Completion of a form of proxy will not affect the right of a member to attend, speak and vote at the meeting in person. A Shareholder may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that Shareholder. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Form of Proxy. A member may appoint a proxy or proxies electronically by logging on to the website of the registrars, Computershare Services (Ireland) Limited: www.eproxyappointment.com. Shareholders will be asked to enter the Meeting Control Number, Shareholder Reference Number “SRN” and PIN Number as printed on your Form of Proxy and agree to certain conditions.
5. To be valid, forms of proxy duly signed together with the power of attorney or such other authority (if any) under which they are signed (or a certified copy of such power or authority) must be lodged with the Company’s registrar, Computershare Services (Ireland) Limited, **3100 Lake Drive Citywest Business Campus Dublin 24, D24AK82, Ireland** by not later than 11.00am on 10 March 2021. 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 the other registered holder(s) and, for this purpose, seniority will be determined by the order in which names stand in the register of members.
6. The Company, pursuant to Regulation 14 of the Companies Act, 1990 (Uncertified Securities) Regulations, 1996, specifies that only those Shareholders registered in the register of members of the Company as at 6.00pm on 10 March 2021 (or in the case of an adjournment as at close of business on the day which is two days before the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof 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 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. For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear (UK and 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 an amendment to the instruction given to a previously appointed proxy must, to be valid, be transmitted so as to be received by Computershare Services (Ireland) Limited (ID 3RA50) by 11.00am on 10 March 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Services (Ireland) Limited 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 and Ireland) Limited does not make available special procedures in CREST for any messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the CREST Regulations.
8. The total number of issued Ordinary Shares on the date of this Notice of Extraordinary General Meeting is 839,356,740 Ordinary Shares. On a vote on a show of hands, every member present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every member shall have one vote for every share carrying rights of which he is the holder.
9. Where a poll is taken at an Extraordinary General Meeting any member, present in person or by proxy, holding more than one share is not obliged to cast all his/her votes in the same way.
10. Ordinary resolutions are required to be passed by a simple majority of members voting in person or by proxy. Special resolutions are required to be passed by a majority of not less than 75% of votes cast by those who vote either in person or in proxy.

11. On any other business which may properly come before the Extraordinary General Meeting, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) not specified in this Notice of Extraordinary General Meeting, the proxy will act at his/her discretion.