

**THE COMPANIES ACTS 1985 TO 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ORDINARY RESOLUTION**  
**AND**  
**SPECIAL RESOLUTIONS**  
**OF**  
**EUROPA OIL & GAS (HOLDINGS) PLC**  
**(the "Company")**

THURSDAY



At the General Meeting of the Company ("GM"), duly convened and held in accordance with the Company's Articles of Association and the government's Covid-19 legislation. on 4<sup>th</sup> March 2021, the following Resolutions were duly passed, in the case of Resolution 2 as an ordinary resolution and in the case of Resolutions 1 and 3 as special resolutions:

- 1.1 **IT WAS NOTED** that a quorum was present and accordingly the meeting was duly convened.
- 1.2 It was noted that as the meeting was a closed meeting pursuant to the Corporate Insolvency and Governance Act 2020, as amended by the Corporate Insolvency and Governance Act 2020 (Coronavirus) (Extension of the Relevant Period) Regulations 2020), the notice convening the meeting should be taken as read.

**RESOLUTIONS**

- 1.3 The Chairman announced that all resolutions were taken on a poll, as set out in the notice of meeting.
- 1.4 The Chairman put the resolutions set out in the notice to the meeting (the **Resolutions**), in the case of Resolutions 1 and 3 as special resolutions and, in the case of Resolution 2, as an ordinary resolution:

**Resolution 1**

THAT,

- i. in accordance with section 551 of 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 £1,211,538.47; and
- ii. the directors be empowered to allot equity securities (within the meaning of the Act) for cash as if section 561 of the Act did not apply to any such allotment, up to an aggregate nominal amount of £1,211,538.47,

PROVIDED THAT the authority and power set out above shall be limited to the allotment and issue (or entering into any agreement to allot and issue) shares for the purposes of the Placing and the Broker Option and the

grant of the Broker Warrants and shall expire on 31 March 2021.

**Resolution 2**

THAT, in substitution for all existing authorities (other than the authorities set out in Resolution 1 above) to the extent unused, the directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act 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 £1,975,174.59 (197,517,459 Ordinary Shares), provided that this authority 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 the authority conferred by this resolution had not expired.

**Resolution 3**

THAT, in substitution for all existing authorities (other than the authorities set out in Resolution 1 above) the directors be and are hereby generally and unconditionally authorised 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 be limited to:

- i. the allotment of equity securities in connection with an offer in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the directors of the Company deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and
- ii. the allotment (otherwise than pursuant to sub-paragraph 3(i) above) of further equity securities up to an aggregate maximum nominal amount of £598,538 (representing 59,853,775 Ordinary Shares),

PROVIDED THAT such power 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 the authority conferred by this resolution had not expired

- 1.5 The Chairman confirmed that proxy votes had been received in respect of each of the Resolutions, with the details of the proxy votes received in respect of each Resolution set out in **Error! Reference source not found..**
- 1.6 The Chairman filled out a poll card and declared that, on the basis of the votes received in advance by Proxy, and the fact that no Shareholders present would be amending their votes, all the Resolutions had duly passed.

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**Company Secretary**

**Appendix 1.**

**Details of Proxy Votes**

Resolution 1 - votes cast were as follows:

For: 113,230,609

Against: 8,227,576

Resolution 2 - votes cast were as follows:

For: 112,845,052

Against: 8,615,859

Resolution 3 - votes cast were as follows:

For: 112,782,744

Against: 8,675,441