

NOTICE OF ANNUAL GENERAL MEETING 2012



Notice is given that the 2012 Annual General Meeting of the Company will be held at Gibson Hall, 13 Bishopsgate, London EC2N 3BA on Tuesday 11 September 2012 at 11.00 a.m. to transact the business set out below. Resolutions 1 to 11 will be proposed as ordinary resolutions and resolution 12 will be proposed as a special resolution.

ORDINARY RESOLUTIONS

1. To receive the audited accounts and the auditor's and directors' reports for the year ended 31 March 2012.
2. To re-elect David Bodecott as a director.
3. To re-elect John Crowle as a director
4. To re-elect Peter Dixon-Clarke as a director.
5. To re-elect Pierre Jungels as a director.
6. To re-elect David McManus as a director.
7. To re-elect Sam Moody as a director.
8. To re-elect Robert Peters as a director.
9. To re-elect Christopher Walton as a director.
10. To re-appoint KPMG Audit Plc as auditor and to authorise the directors to determine the auditor's remuneration.
11. That the directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ("Allotment Rights"), but so that:
 - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £1,894,614 of which one-half may be allotted or made the subject of Allotment Rights in any circumstances and the other half may be allotted or made the subject of Allotment Rights pursuant to any rights issue (as referred to in the London Stock Exchange's AIM Rules for Companies) or pursuant to any arrangements made for the placing or underwriting or other allocation of any shares or other securities included in, but not taken up under, such rights issue;
 - (b) this authority shall expire on 10 March 2014 or, if earlier, on the conclusion of the Company's next annual general meeting;
 - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry; and
 - (d) all authorities vested in the directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.

SPECIAL RESOLUTION

12. That the directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities, as defined in section 560 of that Act, pursuant to the authority conferred on them by resolution 11 in the notice of this meeting or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:

(a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the London Stock Exchange's AIM Rules for Companies) or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and

(b) the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal value of £284,192, and shall expire when the authority conferred on the directors by resolution 11 in the notice of this meeting expires save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.

Registered office:
Hilltop Park
Devizes Road
Salisbury, Wiltshire
SP3 4UF

By order of the Board
Jan Davies
Company Secretary

15 August 2012

NOTES

1. A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.

2. A member must be registered as the holder of ordinary shares by 6.00 p.m. on Friday 7 September 2012 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.

3. Forms for the appointment of a proxy in respect of the meeting have been provided to members with this notice of meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received by 11.00 a.m. on Friday 7 September 2012. Alternatively, a member may appoint a proxy online by following the instructions for the electronic appointment of a proxy at www.eproxyappointment.com. To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by the same time.

4. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST proxy appointment instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ("Euroclear"), and must contain all the relevant information required by the CREST Manual. To be valid, 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 be transmitted so as to be received by Computershare Investor Services PLC (ID 3RA50), as the Company's "issuer's agent", by 11.00 a.m. on Friday 7 September 2012. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means.

The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

Directors:

Dr Pierre Jungels (Chairman)
Sam Moody (Chief Executive)
Peter Dixon-Clarke (Finance Director)
David Bodecott (Exploration Director)
John Crowle (Non-Executive Director)
David McManus (Non-Executive Director)
Robert Peters (Non-Executive Director)
Christopher Walton (Senior Independent Director)

Registered Office:
Hilltop Park
Devizes Road
Salisbury, Wiltshire
SP3 4UF

15 August 2012

To the holders of Ordinary Shares and, for information only, to the holders of options of Rockhopper Exploration plc ("Rockhopper").

Dear Shareholder,

2012 Annual General Meeting

I am delighted to be writing to you with details of Rockhopper's 2012 Annual General Meeting which we will be holding at 11am on Tuesday 11 September 2012 at Gibson Hall, 13 Bishopsgate, London EC2N 3BA (the "Meeting").

As in previous years, Rockhopper's management will give a short presentation at the Meeting to update shareholders on operational progress and we look forward to seeing as many of you as possible at the Meeting.

Formal notice of the Meeting (the "Notice") is enclosed with this letter. The appendix to this letter provides explanatory notes to some of the resolutions in the Notice. Rockhopper's Annual Report and Accounts for the year ended 31 March 2012 have already been posted to shareholders.

Action to be taken

Whether or not you intend to be present at the Meeting, you are requested to complete a proxy appointment form in accordance with the notes to the Notice. To be valid, the proxy appointment form must be received at the address for delivery specified in the notes to the Notice by 11 a.m. on Friday 7 September 2012. Completion and return of a proxy appointment form will not preclude you from attending and voting at the Meeting.

Recommendation

Your directors consider all the resolutions to be put to the Meeting to be in the best interests of Rockhopper and its shareholders as a whole and accordingly unanimously recommend you to vote in favour of them as they intend to do so in respect of their own beneficial shareholdings.

Yours faithfully,



Dr Pierre Jungels
Chairman

APPENDIX

Explanatory notes to 2012 AGM resolutions

Resolutions 2 to 9 – Re-election of Directors

Rockhopper's articles of association provide that at each annual general meeting one-third of the directors who are subject to retirement by rotation shall retire from office. Notwithstanding this provision in the articles, Rockhopper intends to propose all directors for re-election at the Meeting. This accords with the UK Corporate Governance Code which requires all directors of companies who form part of the FTSE 350 to be subject to annual re-election by shareholders.

Brief biographical details of the directors seeking re-election can be found on page 12 of the Annual Report.

The board has concluded that all of the directors standing for re-election continue to be effective, showing commitment to their roles, and making the necessary time available for board and Committee meetings and other duties as required.

Resolution 11 – Allotment of share capital

Resolution 11 will, if passed, provide your directors with flexibility to issue shares within the limits prescribed by the Association of British Insurers and the National Association of Pension Funds. It will authorise your directors to allot shares (i) under a rights issue corresponding to two-thirds of Rockhopper's issued ordinary share capital as at 15 August 2012 and (ii) under an open offer or in other situations corresponding to one-third of Rockhopper's issued ordinary share capital as at 15 August 2012. The authority will expire on the date of the 2013 Annual General Meeting or on 10 March 2014 whichever is sooner.

Resolution 12 – Disapplication of statutory pre-emption rights

Resolution 12 is proposed as a special resolution and renews broadly on the same terms the authority given at last year's Annual General Meeting enabling your directors to allot, for cash, an amount of the shares authorised for allotment under Resolution 11 above up to a maximum of 10% of Rockhopper's issued share capital as at 15 August 2012 without being required to comply with statutory pre-emption rights. The purpose is to enable Rockhopper to take advantage of specific opportunities to raise additional finance, if required, during times when market conditions are uncertain.