I am delighted to be writing to you with details of Rockhopper’s 2015 Annual General Meeting which we will be holding at 10.30am on 28 April 2015 at 10, 11th Floor, Great West Tower, 10 Gladiator Street, London, W6 0BD. Formal notice of the Meeting (the “Notice”) is enclosed with this letter. The appendix to this letter provides explanatory notes to the resolutions of the Meeting. Rockhopper’s Report and Accounts for the nine month period ended 31 December 2014 is also enclosed for those shareholders who elected to receive a hard copy and is available on Rockhopper’s website www.rockhopperexploration.co.uk.

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.

Resolution 12 – Authorise the Company to purchase its own shares

Resolution 12 is proposed as a special resolution because it is necessary to approve the Company’s authority to purchase its own shares for the purposes of early exercise of Share Appreciation Rights and performance share awards. This is consistent with what is considered best practice by the Institute of Chartered Secretaries and Adminstrators. In practice, resolutions to purchase own shares are approved at AGMs each year. This proposal is not intended to purchase large numbers of shares and the Authority will be exercised in such a manner that Rockhopper is able to: (i) repurchase own shares for a period of up to twenty-one months from the date of the AGM. The authority will expire on 30 June 2016 or at the conclusion of the next annual general meeting whichever is earlier.

In accordance with the Investment Association guidelines the authority should not exceed 10 per cent. of the Company’s issued ordinary shares and the minimum price for each ordinary share would be restricted to the lower of the average of the middle market quotations for the ordinary shares as derived from the Daily Official List of the London Stock Exchange at the time the new business is being placed on the market and 107 per cent. of the issue price of the new ordinary shares. In the event that ordinary shares are purchased, they would either be cancelled and the ordinary share capital in issue would be reduced accordingly or, in accordance with the Companies Act 2006, be retained as treasury shares. Holding treasury shares would give the Company the ability to re-allocate shares quickly and cost effectively. The directors have no plans to declare a dividend or purchase any shares for cancellation/retention. As permitted by the Companies Act 2006, the directors have the discretion to exercise the authority to repurchase own shares to the fullest possible extent of the authority as permitted by law and in the management of the Company’s share capital.

In the event that ordinary shares are purchased, the directors would be required to prepare a statement which would summarise the circumstances in which the authority had been exercised, any allotments of the shares made and the directors’ reasons for exercising the power. The directors will also need to ensure that such a statement is provided to shareholders within 21 days of the authority being exercised.

The board has concluded that all of the directors 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. In light of this, the board is pleased to propose the re-election of all of the directors at the Meeting.

Appendix

3. Notice by no later than 10.30am on Friday 15 May 2015. Completion and return of a proxy appointment form will not preclude you from attending and voting at the Meeting.

4. 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 this Notice. To be valid, the proxy appointment form must be received at the address for delivery specified in the notes to this Notice. The forms must be returned by no later than 10.30am on 15 May 2015. Completion of and return of a proxy appointment form will not preclude you from attending and voting at the Meeting.

5. Resolution

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 recommend you to vote in favour of them as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely,

Dr. Pierre Jorgelski
Chairman
Note that is the 2015 Annual General Meeting of the Company will be held at Plenisham Hall, The London Road, London GC25JU on Monday 19 May 2015 at 10.30 am. All resolutions will be proposed as ordinary resolutions and resolutions 12 and 13 are proposed as special resolutions.

Ordinary Resolutions
1. To receive the accounts and the reports of the directors for the period ended 31 December 2014, together with the report of the auditors.
2. To re-elect Stuart MacDonald as a director.
3. To re-elect David McManus as a director.
4. To re-elect Stewart MacDonald as a director.
5. To re-elect Sam Moody 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 John September as a director.
10. To re-appoint KPMG LLP as auditor and to authorise the directors to determine the auditor’s remuneration.
11. To authorise the directors generally and unconditionally for the purposes of section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company to the Company.

Special Resolutions
12. Subject to the passing of resolutions 11 and 5 of the Company's Articles of Association, to authorise the directors to enter into contracts in accordance with section 308 of the Act:
(a) to acquire, issue, allot and subscribe for, and sell or otherwise dispose of, equity securities for cash;
(b) to accept and hold securities as security for any such contract made under paragraph 11.

(e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly by way of a rights issue, if the maximum number of such shares determined in accordance with paragraph 11 is exceeded, and all such shares are purchased and remain in the subscribed capital of the Company, and if the directors consider it necessary, as permitted by the rights of those securities but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, legal, regulatory or practical difficulties which may arise under the law, or the requirements of any regulatory body or stock exchange in any territory or any of its members, generally.

(1) in connection with or pursuant to an offer or invitation to acquire equity securities (but in the case of the authority conferred by sub-paragraph (i), up to an aggregate nominal amount of £296,451);

20 April 2015
ROCKHOPPER EXPLORATION plc (the Company)
Notice of 2015 Annual General Meeting

1. An ordinary resolution, to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities (as defined in section 560 of that Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act) of £988,171 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in each case of equity securities entitled to participate therein or if the directors consider it necessary as permitted by the rights of those shareholders) may be granted after such expiry and the directors may allot shares or grant rights to subscribe for or to convert any security into such shares:

(a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act) of £1,976,342 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in accordance with or pursuant to any offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities (as defined in section 560 of that Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act) of £1,976,342 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in each case of equity securities entitled to participate therein or if the directors consider it necessary as permitted by the rights of those shareholders) such other exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the terms of, or the requirements of any regulatory body or stock exchange in any territory or any other manner whatsoever;

(b) comprising equity securities (as defined in section 560 of that Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act) of £231,172 (such amount to be reduced by any allotments or grants made under paragraph (b) above) in accordance with or pursuant to any offer or invitation to acquire equity securities (but in the case of the authority conferred by paragraph 11(a) (or in the case of any sale of treasury shares), and otherwise than pursuant to an offer of or invitation to acquire equity securities, such other exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the terms of, or the requirements of any regulatory body or stock exchange in any territory or any other manner whatsoever; and

(c) in the case of the authority conferred by paragraph 11(b) or (c) of the Act or in the case of any sale of treasury shares, and otherwise than pursuant to an offer or invitation to acquire equity securities, such other exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the terms of, or the requirements of any regulatory body or stock exchange in any territory or any other manner whatsoever;

Special Resolutions

12. Subject to the passing of resolutions 11(a) above, to empower the directors pursuant to the authority conferred by section 737 of the Companies Act 2006[3] to allot equity securities (as defined in section 560 of that Act) of the Company for cash for:

(a) any additional equity securities for cash or for a combination of equity securities and cash, provided that this power is limited to the allotment of the equity securities for cash and/or the sale of treasury shares;

(b) any ordinary shares as defined in section 567 of the Act held as treasury shares for cash, provided that as of section 567(4) that no allotment may be made at such an allotment or sale, provided that this power is limited to the allotment of the equity securities for cash and/or the sale of treasury shares;

(c) in connection with or pursuant to an offer of an investor to acquire equity securities (as defined in section 567 of the Act) held in accordance with the offer form of any other company or in proportion (as nearly as may be) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities (as defined in section 560 of that Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act) of £1,976,342 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in accordance with or pursuant to any offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities (as defined in section 560 of that Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act) of £1,976,342 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in each case of equity securities entitled to participate therein or if the directors consider it necessary as permitted by the rights of those shareholders) such other exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the terms of, or the requirements of any regulatory body or stock exchange in any territory or any other manner whatsoever; and

(d) in the case of the authority conferred by paragraph 11(b) or (c) of the Act or in the case of any sale of treasury shares, and otherwise than pursuant to an offer of or invitation to acquire equity securities (but in the case of the authority conferred by paragraph 11(a) (or in the case of any sale of treasury shares), and otherwise than pursuant to an offer of or invitation to acquire equity securities, such other exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the terms of, or the requirements of any regulatory body or stock exchange in any territory or any other manner whatsoever;

9. To re-elect John Summers as a director.

8. To re-elect Robert Peters as a director

7. To re-elect Sam Moody as a director

6. To re-elect David McManus as a director

5. A corporation which is a member may, by resolution of its directors or other governing body, appoint one or more persons in their name to vote or to exercise any power conferred on it as such member by virtue of this Act.

4. To re-elect Fiona MacAulay as a director

3. To re-elect Keith Leigh as a director

2. You may not use any electronic address (within the meaning of the Companies Act 2006) provided in this notice (or in any related documents including the chairman’s letter and proxy form) to communicate with the Company for any purposes other than those expressly stated in section 385 of that Act.

1. An ordinary resolution, to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities (as defined in section 560 of that Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act) of £1,976,342 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in accordance with or pursuant to any offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities (as defined in section 560 of that Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act) of £1,976,342 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in each case of equity securities entitled to participate therein or if the directors consider it necessary as permitted by the rights of those shareholders) such other exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the terms of, or the requirements of any regulatory body or stock exchange in any territory or any other manner whatsoever;

Such resolutions and resolutions 12 and 13 will be proposed as special resolutions.

Notice is given that the 2015 Annual General Meeting of the Company will be held at Plaisterers’ Hall, One London Wall, London EC2Y 5JU on Friday, 15 May 2015 at 10.00am. Resolutions to be considered are as follows:

ROCKHOPPER EXPLORATION plc for the five business days immediately preceding the day on which such share is contracted to be purchased;

(b) the minimum price that may be paid for each ordinary share is 1 pence which amount shall be exclusive of expenses, if any;

8. To re-elect Robert Peters as a director

7. To re-elect Sam Moody as a director

6. To re-elect David McManus as a director

5. To re-elect Fiona MacAulay as a director

4. To re-elect John Summers as a director.

3. To re-elect Keith Leigh as a director

2. A member who is entitled to attend and vote at the meeting is entitled to appoint one or more persons in substitution for himself or herself to exercise at such meeting all such rights in respect of the ordinary shares held by such member as such member would have if such member were personally present at such meeting. A proxy need not be a member of the Company.

A proxy need not be a member of the Company.

A proxy need not be a member of the Company.
Notice is given that the 2015 Annual General Meeting of the Company will be held at Plaisterers’ Hall, One London Wall, London EC2Y 5JU on Friday 15 May 2015 at 10.30am for the purposes of, and only for the purposes of, the business set out in the Notice of the Meeting referred to above.

1. To receive the accounts and the reports of the directors for the period ended 31 December 2014, together with the report of the auditors.

2. To re-elect Pierre Jungels as a director

3. To re-elect David McManus as a director

4. To re-elect Fiona MacAulay as a director

5. To re-elect John Summers as a director

6. To re-elect Robert Peters as a director

7. To re-elect Jonathan Harding as a director

8. To re-elect David Thompson as a director

9. To re-elect Jonathan Barsky as a director

10. To re-elect Brian Solway as a director

11. To re-elect John Jermyn as a director

12. Subject to the passing of resolutions 11 and 13 of the Company’s 2015 AGM, in accordance with the Uncertificated Securities Regulations 2001 and the CREST Manual, the Company is hereby empowered to purchase (within the meaning of section 693(4) of the Act) of any of its ordinary shares of 1p each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

(a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act) of £988,171 (such amount to be reduced of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange (together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of such item) to

The maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to 105 per cent. of the average daily official closing market price of such ordinary shares for the 20 trading days immediately preceding the day on which such share is contracted to be purchased.

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 or voting service provider’s online instructions or use to take the appropriate action on their behalf. In order for a proxy appointment to be valid, it should be received by Computershare in good order and in accordance with the CREST Manual. The proxy appointment instruction (“the instruction”) must be properly authenticated in accordance with the specifications of CREST’s operator, Euroclear UK & Ireland Limited (“Euroclear”). Euroclear will 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 to CREST group appointment instructions. As the responsibility of the CREST voting service provider (as applicable) is limited to the transmission of the message and the timely delivery of the message, Euroclear does not warrant the accuracy of the message or its receipt.

6. 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 or voting service provider’s online instructions or use to take the appropriate action on their behalf. In order for a proxy appointment to be valid, it should be received by Computershare in good order and in accordance with the CREST Manual. The proxy appointment instruction (“the instruction”) must be properly authenticated in accordance with the specifications of CREST’s operator, Euroclear UK & Ireland Limited (“Euroclear”). Euroclear will 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 to CREST group appointment instructions. As the responsibility of the CREST voting service provider (as applicable) is limited to the transmission of the message and the timely delivery of the message, Euroclear does not warrant the accuracy of the message or its receipt.

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The board has concluded that all of the directors continue to be effective, always bearing in mind their roles and making the necessary time available for board and Committee meetings and other duties as required.

Resolution 10 – Re-appointment of auditor
Resolution 10 will, if passed, provide your directors with flexibility to re-appoint the Company’s auditor at the conclusion of this meeting and the conclusion of the next annual general meeting at which accounts are laid before the company and voted to authorise the directors to renew the appointment of the auditor.

Resolution 11 – Allotment of share capital
Resolution 11 will, if passed, provide your directors with flexibility to allot ordinary shares in connection with the proposal to issue such shares to shareholders up to a maximum of 10% of Rockhopper’s share capital as at 20 April 2015. The authority will expire at the conclusion of this meeting until the conclusion of the next annual general meeting which accounts are laid before the company and voted to authorise the directors to renew the appointment of the auditor.

In accordance with the Investment Association guidelines, the authority sought will not exceed 10% of ordinary shares in the company’s share capital and the minimum price that may be paid for such ordinary shares is an equal to 100 pence per share, the average of the middle market quotations for the ordinary shares as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day of allotment.

In the event that ordinary shares are purchased, they would either be cancelled or the number of ordinary shares in issue would be reduced accordingly or, in accordance with the Companies Act 2006, be redeemed as treasury shares. Holding treasury shares would give the Company the ability to issue additional ordinary shares and would provide the Company with additional flexibility in the management of its capital base.

As at 20 April 2015, the total number of options and Share Appreciation Rights over ordinary shares that were outstanding under the Company’s share plan and long term incentive plans was 10,794,210, which is 41% of the capital of the Company, an ordinary share being entitled to one vote. The number of Share Appreciation Rights was 9,489,774, which is 28% of the capital and the number of Ordinary Shares was 10,794,210, which is 72% of the capital. The Remuneration Committee also has the discretion to satisfy the exercise of Share Appreciation Rights in cash. The Share Appreciation Rights is dependent on the share price at the date of exercise. If the share price then falls below the exercise price then the Share Appreciation Rights will cease to be the subject of the exercise.

The directors do not have the power to declare a dividend or purchase any of the Company’s shares but they do have the ability to act swiftly if circumstances arise where they consider that such action would enhance the value of the Company’s equity.

The purpose is to enable Rockhopper to take advantage of specific opportunities to raise additional finance, if required, and to permit the management of Rockhopper to continue their work and investment programme aimed at developing the Company’s farm-out to Premier Oil.

Following the Court approval of the cancellation of the Company’s Share Premium Account in 2013, the distributable reserve arising would subject to the consent of the Company’s major creditors, be available to be distributed which would allow the Company to make purchases of its own ordinary shares in the market on such terms and in such manner as the board may determine. Accordingly, the Company is proposing to renew the authority at an event of annual general meeting which is due to be held at the conclusion of this Meeting.

The authors have concluded that all of the directors continue to be effective, always bearing in mind their roles and making the necessary time available for board and Committee meetings and other duties as required.

Resolution 12 – Authority for the Company to purchase its own shares
Resolution 12 will, if passed, provide your directors with flexibility to purchase shares in connection with the proposal to issue such shares to shareholders up to a maximum of 10% of Rockhopper’s share capital as at 20 April 2015 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, and to permit the management of Rockhopper to continue their work and investment programme aimed at developing the Company’s farm-out to Premier Oil.