Resolution 11 – Authority to allot shares

Resolution 11 is proposed as a special resolution and renews the authority to issue shares up to a maximum nominal value of £5,000,000 in connection with a pre-emptive offer by way of subscription for shares in Rockhopper’s issued ordinary share capital. The board considered that all of the directors continue to be independent of the Company or of any member of the group of companies of which the Company is a part and all have the necessary time available for board and committee meetings and other duties as required.

Explanatory notes to the 2017 AGM resolutions

Appendix 5

Resolution 10 relates to the proposed re-appointment of KPMG LLP as the Company’s auditor for the year ending 31 December 2017. The board has concluded that the appointment of KPMG LLP as Rockhopper’s auditors is in the best interests of the Company and its shareholders. It is also proposed that the board be authorised to fix fees payable to KPMG LLP for the year ending 31 December 2017, or a maximum of such fee as may be agreed in accordance with the Companies Act 2006, to be retained as treasury shares. Holding treasury shares would give the Company the ability to re-allot shares quickly and at the possible extent of the authority from shareholders being sought at the Meeting.

Resolution 12 – Disapplication of statutory pre-emption rights

Resolution 12 is proposed as a special resolution and renews the authority to issue shares up to a maximum nominal value of £5,000,000 in connection with a pre-emptive offer by way of subscription for shares in Rockhopper’s issued ordinary share capital. If the Company were to purchase its own ordinary shares up to the fullest extent of the authority from shareholders being sought at the Meeting, the maximum number of ordinary shares that may be acquired by the Company would be 12,392,405 which represents 10% of the Company’s issued share capital. The number of ordinary shares to be purchased will reflect the Company’s requirements as determined by the Directors from time to time. In purchasing its own ordinary shares the Company’s intention is to acquire and hold them as treasury shares.

Resolution 10 – Re-election of Directors

Resolution 10 is proposed as a special resolution and renews the authority to allot shares up to a maximum nominal value of £5,000,000 in connection with a pre-emptive offer by way of subscription for shares in Rockhopper’s issued ordinary share capital. If the Company were to purchase its own ordinary shares up to the fullest extent of the authority from shareholders being sought at the Meeting, the maximum number of ordinary shares that may be acquired by the Company would be 12,392,405 which represents 10% of the Company’s issued share capital. The number of ordinary shares to be purchased will reflect the Company’s requirements as determined by the Directors from time to time. In purchasing its own ordinary shares the Company’s intention is to acquire and hold them as treasury shares.

The purpose is to enable Rockhopper to take advantage of specific opportunities to raise additional finance quickly if required, and without the time, cost and expense of the Company having to issue new ordinary shares and the minimum price that may be paid for each ordinary share is £1.00 and therefore the number of ordinary shares in issue would be reduced accordingly or, in accordance with the Companies Act 2006, be reduced as treasury shares. Holding treasury shares would give the Company the ability to re-allot shares quickly and at the possible extent of the authority from shareholders being sought at the Meeting.

Resolution 11 – Authority to allot shares

Resolution 11 is proposed as a special resolution and renews the authority to allot shares up to a maximum nominal value of £5,000,000 in connection with a pre-emptive offer by way of subscription for shares in Rockhopper’s issued ordinary share capital. If the Company were to purchase its own ordinary shares up to the fullest extent of the authority from shareholders being sought at the Meeting, the maximum number of ordinary shares that may be acquired by the Company would be 12,392,405 which represents 10% of the Company’s issued share capital. The number of ordinary shares to be purchased will reflect the Company’s requirements as determined by the Directors from time to time. In purchasing its own ordinary shares the Company’s intention is to acquire and hold them as treasury shares.

Resolution 12 – Disapplication of statutory pre-emption rights

Resolution 12 is proposed as a special resolution and renews the authority to issue shares up to a maximum nominal value of £5,000,000 in connection with a pre-emptive offer by way of subscription for shares in Rockhopper’s issued ordinary share capital. If the Company were to purchase its own ordinary shares up to the fullest extent of the authority from shareholders being sought at the Meeting, the maximum number of ordinary shares that may be acquired by the Company would be 12,392,405 which represents 10% of the Company’s issued share capital. The number of ordinary shares to be purchased will reflect the Company’s requirements as determined by the Directors from time to time. In purchasing its own ordinary shares the Company’s intention is to acquire and hold them as treasury shares.

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Resolution 1. To receive the accounts and the reports of the directors for the year ended 31 December 2016, together with the report of the auditors.

Ordinary Resolutions

1. To receive the resolutions (as defined in section 561 of the Companies Act 2006) of the Company for each of the classes of securities entitled to participate therein or if the directors consider it necessary as permitted by the rights of those securities.

2. To elect Timothy Bushell as a director.

3. To elect John Martin as a director.

4. To elect John Moody as a director.

5. To elect John Martin as a director.

6. To re-elect Sam Moody as a director.

7. To re-elect David McManus as a director.

8. To re-elect Sam Moody as a director.

9. To re-elect John Martin 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 the powers of the Company in relation to the allotment of ordinary shares or such other actions as the directors consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws, or the requirements of any regulatory body or stock exchange or any other authority or any matter whatsoever.

Special Resolutions

12. Subject to the gazette publication of 31 June 2017, the directors may allot shares or grant rights to subscribe for or to convert any security into shares, in accordance with section 561 of the Companies Act 2006, 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 entitled to participate therein or 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 deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws, or the requirements of any regulatory body or stock exchange or any other authority or any matter whatsoever, and shall expire on 30 June 2018 or at the conclusion of the Company’s next annual general meeting whichever is earlier, save that, before such expiry, the Company may make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares.

(e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

(f) all notices to holders of shares given pursuant to this authority shall state that it will expire on 30 June 2018 or at the conclusion of the Company’s next annual general meeting whichever is earlier, save that, before such expiry, the Company may make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares, or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

(g) the directors may allot shares and issue or sell treasury shares in pursuance of any such offer or agreement if the power conferred thereby had not expired.

(h) the directors may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares, or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

13. To authorise the Company generally and unconditionally for the purposes of section 701 of the Companies Act 2006 to make market purchases ofordinary shares up to an aggregate nominal amount of £456,870, being 5% of the ordinary share capital of the Company (the “maximum amount of share purchases”), in accordance with, and shall expire on 30 June 2018 or at the conclusion of the Company’s next annual general meeting whichever is earlier, save that, before such expiry, the Company may make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares, or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

Notes

1. A member who is entitled to attend and vote at the meeting is entitled to appoint another person to attend and vote in his or her stead.

2. A member must be registered as the holder of ordinary shares by 5pm on 30 May 2017 in order to be entitled to attend and vote at the meeting.

3. A proxy need not be a member of the Company.

4. CREST members who wish to appoint or use more proxies through the CREST system must do so by using the procedures described in the “CREST voting section” of the CREST Manual. CREST personal members or other CREST sponsored members, and their CREST member who has appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider, who will be able to provide advice to be included in a proxy appointment form or a proxy instruction made using the CREST voting service to validate the appointment (a “CREST proxy appointment instruction”) must be properly authenticated in accordance with the specifications of the CREST Manual and be sent to Euroclear UK & Co (“Euroclear”), and must contain the additional information required by the CREST Manual. To be valid, the mandate must be given to a CREST member or a CREST personal member by a CREST member or CREST sponsored member and must be sent as a self-contained CREST electronic instruction message (a “CREST EIM”). The CREST EIM must include the company’s “issuer agent”, which is Euroclear UK & Co. After 6pm on Friday 12 May 2017, the CREST EIM must be sent by the CREST member or CREST personal member through the CREST system.

5. A CREST member or CREST personal member must send its CREST EIM to the issuer’s agent as the Company’s “issuer agent” not later than 11.00am on Friday 12 May 2017. After this time any change of notice to a proxy by a CREST member through the CREST system would be rejected by the issuer’s agent.

6. The notes in this notice to electronic address within the meaning of the CREST Manual 2006 is provided to you in electronic form. It is for your personal use only and you may not reproduce it or pass it on to anyone else in electronic form, without our prior written consent.
Notice is given that the 2017 Annual General Meeting of the Company will be held at the offices of Arnott LLP, Broadwick House, 551(3) and (6) of that Act of £3,045,860 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in 19 April 2017

1. The meeting will be held on Tuesday, 16 May 2017 at 11.00am to transact the business set out below. Resolutions 1 to 11 Special Resolutions

9. To re-elect John Summers as a director.
8. To re-elect Sam Moody as a director.
7. To re-elect Stewart MacDonald as a director.
6. To re-elect Timothy Bushell 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 his or her name to be a corporate representative of the member to attend and to speak and vote at any general meeting of the Company. A proxy need not be a member of the Company.

3. A member must be registered as the holder of ordinary shares by 6pm on Friday 12 May 2017 in order to be entitled to attend and vote at the meeting, or to receive or attend to any notice in respect of shares held in his name, unless one or more such agreements or authorisations have been forthrightly rejected.
Notice is given that the 2017 Annual General Meeting of the Company will be held at the offices of Ashurst LLP, Broadwalk House, 235 Blackfriars Road, London, SE1 8WF on Tuesday 16 May 2017 at 11.00am to transact the business set out below. Resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 and 13 will be proposed as special resolutions.

Ordinary Resolutions

1. To receive the accounts and the reports of the directors for the year ended 31 December 2016, together with the report of the auditors.

2. To elect Mr. John Springs as a director.

3. To elect Mr. Peter Macleod as a director.

4. To elect Mr. Keith Longstaff as a director.

5. To elect Mr. Neil Maxwell as a director.

6. To re-elect Stewart MacDonald as a director.

7. To re-elect David McManus as a director.

8. To re-elect Timothy Bushell as a director.

9. To re-elect John Summers 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 the

Special Resolutions

12. Subject to the giving of notice, resolutions to discontinue the business proposed to be transacted at the meeting in accordance with section 38 of the Companies Act 2006, in so far as it relates to ordinary resolutions, and in so far as it relates to special resolutions.

Notes

1. Approval must be noted in all italicised ordinary resolutions and in all ordinary resolutions which are not self-explanatory. A member or proxy is not entitled to vote in respect of any ordinary resolution if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any ordinary resolution, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

2. Approval must be noted in all italicised special resolutions and in all special resolutions which are not self-explanatory. A member or proxy is not entitled to vote in respect of any special resolution if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any special resolution, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

3. Approval must be noted in all italicised resolutions to re-elect directors and in all resolutions to re-elect directors which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the re-election of directors if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the re-election of directors, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

4. Approval must be noted in all italicised resolutions to re-elect auditors and in all resolutions to re-elect auditors which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the re-election of auditors if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the re-election of auditors, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

5. Approval must be noted in all italicised resolutions to authorise remuneration of directors and in all resolutions to authorise remuneration of directors which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the authorisation of remuneration of directors if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the authorisation of remuneration of directors, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

6. Approval must be noted in all italicised resolutions to make market purchases and in all resolutions to make market purchases which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the making of market purchases if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the making of market purchases, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

7. Approval must be noted in all italicised resolutions to make market sales and in all resolutions to make market sales which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the making of market sales if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the making of market sales, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

8. Approval must be noted in all italicised resolutions to purchase shares for cash and in all resolutions to purchase shares for cash which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the purchase of shares for cash if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the purchase of shares for cash, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

9. Approval must be noted in all italicised resolutions to dispose of treasury shares and in all resolutions to dispose of treasury shares which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the disposal of treasury shares if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the disposal of treasury shares, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

10. Approval must be noted in all italicised resolutions to dispose of treasury shares for cash and in all resolutions to dispose of treasury shares for cash which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the disposal of treasury shares for cash if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the disposal of treasury shares for cash, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

11. Approval must be noted in all italicised resolutions to establish a share premium account and in all resolutions to establish a share premium account which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the establishment of a share premium account if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the establishment of a share premium account, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

12. Approval must be noted in all italicised resolutions to make share capital changes and in all resolutions to make share capital changes which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the making of share capital changes if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the making of share capital changes, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

13. Approval must be noted in all italicised resolutions to make allotment of shares and in all resolutions to make allotment of shares which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the making of allotment of shares if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the making of allotment of shares, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

14. Approval must be noted in all italicised resolutions to make allotment of shares for cash and in all resolutions to make allotment of shares for cash which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the making of allotment of shares for cash if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the making of allotment of shares for cash, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.

15. Approval must be noted in all italicised resolutions to make allotment of shares for cash and in all resolutions to make allotment of shares for cash which are not self-explanatory. A member or proxy is not entitled to vote in respect of any resolution relating to the making of allotment of shares for cash if the member or proxy is in arrears in the payment of any of the Company’s calls in respect of any shares held in the member’s name. A member entitled to vote may vote for or against any resolution relating to the making of allotment of shares for cash, but the only resolutions on which a member or proxy is entitled to vote are those which deal with the business set out in the notice of meeting.
The purpose is to enable Rockhopper to take advantage of specific opportunities to issue additional finance quickly if required, and without the time, cost and expense of the Company having to purchase a prospectus.

Resolution 11 – Authority for the Company to purchase shares in its capital

In their capacity as members of the Investment Association and the National Association of Pension Funds, the board has concluded that all of the directors continue to be fit and proper to act in accordance with the articles, all directors of the Company will stand for re-election at the Annual General Meeting.

Resolutions 10 and 11 are intended to give the members of the Company a say in the purchase of new ordinary shares and the minimum price that may be paid for such ordinary shares as an amount equal to 30 per cent of the average of the closing market quotations for the ordinary shares as valued on the Deutscher Aktienkorzel and the London Stock Exchange for the day before the meeting day. The board may determine the minimum price to be paid for such ordinary shares to be contracted for purchase.

In the opinion of the Investments Association the authority sought would be limited to 10 per cent of the Company’s issued and outstanding ordinary shares and the minimum price that may be paid for such ordinary shares as an amount equal to 30 per cent of the average of the closing market quotations for the ordinary shares as valued on the Deutscher Aktienkorzel and the London Stock Exchange for the day before the meeting day. The board may determine the minimum price to be paid for such ordinary shares to be contracted for purchase.

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The purpose is to enable Rockhopper to take advantage of specific opportunities to increase additional share capital if required, and without the time, cost and expense of the Company having to subscribe for a further issue.

Resolution 12 – Authority for the Company to purchase its own ordinary shares

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.

Resolution 10 – The appointment of auditor

The purpose is to enable shareholders to provide a further issue with costs within the limits provided by the Investment Association and the National Association of Pension Funds. It will authorise your directors to allot (including any directors who are subject to an offer or invitation to shareholders in third party interests), to the fullest extent of the authority from shareholders being sought at the meeting at which accounts are laid before the company and seek the re-appointment of KPMG LLP as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting.

The purpose of including the Governance principles is to enable shareholders to vote on the proposal which is necessary for board and committee meetings and other duties as required.

Resolution 11 – Authority to call share dividends

Resolution 9 relates to the proposed re-appointment of KPMG LLP in accordance with the Companies Act 2006, be retained as treasury shares. Holding treasury shares will be available to be distributed which would allow the Company to purchase its own ordinary shares to the fullest extent of the authority from shareholders being sought at the conclusion of this meeting.

Resolution 13 – Authority for the Company to purchase its own ordinary shares

The purpose is to enable Rockhopper to take advantage of specific opportunities to increase additional share capital if required, and without the time, cost and expense of the Company having to subscribe for a further issue.

Resolution 12 – Disqualification of statutory pre-emptive rights

Resolution 10 proposed as a special resolution and the resolution given at last year’s annual general meeting enabling your directors to offer shares to existing shareholders if required, and without the time, cost and expense of the Company having to subscribe for a further issue.

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Resolution 14 – Authority for the Company to purchase its own ordinary shares

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Resolution 15 – Authority for the Company to purchase its own ordinary shares

The purpose is to enable Rockhopper to take advantage of specific opportunities to increase additional share capital if required, and without the time, cost and expense of the Company having to subscribe for a further issue.

Resolution 16 – The appointment of auditor

The purpose is to enable shareholders to provide a further issue with costs within the limits provided by the Investment Association and the National Association of Pension Funds. It will authorise your directors to allot (including any directors who are subject to an offer or invitation to shareholders in third party interests), to the fullest extent of the authority from shareholders being sought at the meeting at which accounts are laid before the company and seek the re-appointment of KPMG LLP as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting.

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