Notice of 2018 Annual General Meeting

Rockhopper Exploration plc

Resolution 1 – Adoption of the accounts and reports of the directors

The directors will present the accounts and the reports of the directors of the Company for the year ended 31 December 2017 (the “Report”), together with the report of the auditor on the accounts for the year ended 31 December 2017, for your approval and decision at the Meeting. The accounts and the report referred to herein should be read in conjunction with the Directors’ Report found on pages 30 and 31 of the Report.

Resolution 2 to 7 (inclusive) – Re-election of directors

The directors consider each of the directors standing for re-election in accordance with the Articles of Association. It will authorise your directors to allot ordinary shares as (including ordinary shares referred to in paragraph (a) of Resolution 8, Resolution 9 – Authority to allot shares

Resolution 8 – Re-appointment of auditor

The resolution below provides for the re-appointment of KPMG LLP as the Company’s auditor. The directors recommend the re-appointment of KPMG LLP pursuant to Article 10.2 of the Articles of Association with the Company’s annual general meeting, which is due to conclude on 30 June 2019 or at the conclusion of the next annual general meeting whichever is earlier. The appointment of the auditor will expire on 30 June 2019 or at the conclusion of the next annual general meeting whichever is earlier. The appointment of the auditor will expire on 30 June 2019 or at the conclusion of the next annual general meeting whichever is earlier.

Resolution 9 – Authority to allot shares

The resolution below authorises your directors to allot ordinary shares without the consent of any shareholder of the Company in respect of the capital base of the Company for the purposes of: (a) implementing the provisions of the Long Term Incentive Plan that were outstanding under the Company’s share schemes was 14,667,397, which if all became fully vested and were exercised and were satisfied through the issue of new ordinary shares and the minimum price that may be paid for each ordinary share is an amount equal to 105 per cent. of the nominal amount of each ordinary share;

Resolution 10 – Disappointment of statutory pre-emption rights

Resolution 10 is proposed as a special resolution and it is intended for the shareholders at the 2018 annual general meeting to enable your directors to act after an offer or invitation to subscribe for or purchase any of the ordinary shares of the Company for cash, or an amount of the shares otherwise held by the holder of such ordinary shares.

Explanatory notes to the 2018 AGM resolutions

The purpose is to enable Rockhopper to take advantage of suitable opportunities to raise additional capital quickly, if required, and to reduce the cost and expense of the Company having to purchase the shares. The resolutions, as described above, will be put to the shareholders for approval at the Meeting.

Appendix

The resolutions are all designed to give the Company the flexibility to ensure that it can continue to develop its plans for the future, and to enable your directors to act effectively and quickly.

5 Welbeck Street
London W1G 9YQ

www.rockhopperexploration.co.uk
Notice of 2018 Annual General Meeting

ROCKHOPPER EXPLORATION plc [No Company] Notice of 2018 Annual General Meeting

Ordinary Resolutions

1. To receive the accounts and the reports of the directors for the year ended 31 December 2017, together with the report of the auditors.

2. To re-elect Timothy Buckland as a director.

3. To elect Keith Longstaff as a director.

4. To elect Stewart Maxwell McDonnell as a director.

5. To elect David McManus as a director.

6. To elect Samuel Moody as a director.

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

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

9. To authorise the directors generally and unconditionally for the purposes of section 551 of the Companies Act 2006 to exercise all the powers vested in the directors of the Company to allot or grant any other class of security for cash pursuant to the authority conferred by resolution 9, and

10. Subject to the passing of resolution 9 above, to empower the directors pursuant to section 570(1) and 573 of the Companies Act 2006 to:

(a) allot equity securities (as defined in section 560 of that Act) of the Company for cash pursuant to the authority conferred by resolution 9; and

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

(c) 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 of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and

(d) unless previously renewed, revoked or varied, this authority shall expire on 30 June 2019 or at the conclusion of the Company’s next annual general meeting whichever is the earlier.

11. To authorise the Company generally and unconditionally for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of that 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) the maximum number of ordinary shares which may be purchased is 111,746,340 representing approximately to 1 per cent of the issued ordinary shares capital of 17,915,322 shares (inclusive) will be proposed as ordinary resolutions and resolutions 10 and 11 will be proposed as special resolutions.

Special Resolutions

3. Subject to the passing of resolutions 9, 10 and 11, to approve a resolution to the effect that the directors of the Company are entitled to make such advances, loans or advances for the purpose of meeting the expenses of the preparation of the accounts and the report for the year ended 31 December 2017, together with the report of the auditors and

4. To re-elect Stewart Maxwell McDonnell as a director.

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

6. You may not use any electronic address (within the meaning of the Companies Act 2006) provided in this notice (or in any related document(s) attached hereto) for the purpose of meeting the expenses of the preparation of the accounts and the report for the year ended 31 December 2017, together with the report of the auditors and

7. To re-elect Timothy Buckland as a director.

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

9. To authorise the directors generally and unconditionally for the purposes of section 551 of the Companies Act 2006 to allot or grant any other class of security for cash pursuant to the authority conferred by resolution 9, and

10. Subject to the passing of resolution 9 above, to empower the directors pursuant to section 570(1) and 573 of the Companies Act 2006 to:

(a) allot equity securities (as defined in section 560 of that Act) of the Company for cash pursuant to the authority conferred by resolution 9; and

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

(c) 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 of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and

(d) unless previously renewed, revoked or varied, this authority shall expire on 30 June 2019 or at the conclusion of the Company’s next annual general meeting whichever is the earlier.

11. To authorise the Company generally and unconditionally for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of that 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) the maximum number of ordinary shares which may be purchased is 111,746,340 representing approximately to 1 per cent of the issued ordinary shares capital of 17,915,322 shares (inclusive) will be proposed as ordinary resolutions and resolutions 10 and 11 will be proposed as special resolutions.
Notice of 2018 Annual General Meeting

Rockhopper Exploration plc

Notice of 2018 Annual General Meeting

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 such authorities to expire on 30 June 2019 or at the conclusion of the Company’s next annual general meeting whichever is earlier, save but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional ordinary shares entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusion or other arrangement as the directors may exercise or appropriate to deal with fractional entitlements, treasury shares, record date or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory authority or any exchange on any matter or matters, and

(b) comprising equity securities (as defined in section 560 of that Act) up to an aggregate nominal amount (within the meaning of section 570) of £5,000,000 and shall expire on 30 June 2019 or at the conclusion of the Company’s next annual general meeting whichever is earlier, save that, before expiry, the Company may make any offer or agreement which would or might require equity securities to be allotted or rights to subscribe for such authorities to expire on 30 June 2019 or at the conclusion of the Company’s next annual general meeting whichever is earlier, save that, before expiry, the Company may make any offer or agreement which would or might require equity securities to be allotted or rights to subscribe for such authorities to expire on 30 June 2019 or at the conclusion of the Company’s next annual general meeting whichever is earlier, save but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional ordinary shares entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusion or other arrangement as the directors may exercise or appropriate to deal with fractional entitlements, treasury shares, record date or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory authority or any exchange on any matter or matters, and

(b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash, and shall expire on 30 June 2019 or at the conclusion of the Company’s next annual general meeting whichever is earlier, save but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional ordinary shares entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusion or other arrangement as the directors may exercise or appropriate to deal with fractional entitlements, treasury shares, record date or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory authority or any exchange on any matter or matters, and

(a) allotting securities on or before 18 April 2018; and

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint one or two proxies to represent him and vote for him at the meeting.

2. Notice is given that the 2018 Annual General Meeting of the Company will be held at the offices of Ashurst LLP, Broadwalk House, 4 Queen Street, London, EC4Y 1BR on Friday, 18 May 2018 at 10.00 am to transact the business hereinafter set out. Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 and 11 will be proposed as special resolutions.

3. Any electronic address (within the meaning of the Companies Act 2006) provided in this notice shall be treated as invalid unless and until the Company’s Company Secretary receives a CREST proxy appointment instruction on or before 18 May 2018 at 12 noon. CREST 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) for further information. CREST members and, where applicable, their 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 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 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 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.

4. CREST members who wish to appoint or reappoint a person through the CREST system must do so by following the procedures described in the CREST service instruction schedules. The CREST service instruction schedules are available on the CRESTM website at www.crest.com. A CREST member must ensure that a message is transmitted by means of the CREST system so as to be received by Computershare Investor Services PLC (ID 3RA50), as the Company’s CREST sponsor, at the time of the meeting. The Company will not validly appoint any person as a proxy who has not been properly authenticated in accordance with the specifications of CREST’s operator, Euroclear UK & Ireland Limited. Euroclear UK & Ireland Limited should take reasonable steps to ensure that a CREST message is correctly authenticated. A CREST message is correctly authenticated if either of the following is the case: that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their 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 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 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.

5. A corporation which is a member may, by resolution of its directors or other governing body, appoint one or more persons in lieu of it to attend and vote at meetings of the Company in respect of different shares held by it, as its proxy to exercise all or his rights to attend and vote at meetings of the Company in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and vote at meetings of the Company and shall expire on 30 June 2019 or at the conclusion of the Company’s next annual general meeting whichever is earlier, save that, before expiry, the Company may make any offer or agreement which would or might require equity securities to be allotted or rights to subscribe for such authorities to expire on 30 June 2019 or at the conclusion of the Company’s next annual general meeting whichever is earlier, save but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional ordinary shares entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusion or other arrangement as the directors may exercise or appropriate to deal with fractional entitlements, treasury shares, record date or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory authority or any exchange on any matter or matters, and

6. You may not use any electronic address (within the meaning of the Companies Act 2006) provided in this notice (or in any related document including the chairman’s letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
Notice of 2018 Annual General Meeting

Rockhopper Exploration plc

Registered office: 4th Floor, 5 Welbeck Street, London W1G 9YQ

Jan Davies
By order of the Board

3. To re-elect Keith Longstaff as a director.
4. To re-elect Stewart MacDonald as a director.
5. To re-elect David McManus as a director.
6. To elect a new independent non-executive director (other than the chairman).
7. To re-elect John Summers as a director.

Ordinary Resolutions

1. To receive the accounts and the reports of the directors for the year ended 31 December 2017, together with the report of the auditors.
2. To elect Timothy Baldock as a director.
3. To elect Kenneth MacMillan as a director.
4. To elect David McManus as a director.
5. To elect Samuel Moodys as a director.
6. To elect John Summers as a director.
7. To re-elect John Summers as a director.

Special Resolutions

1. Subject to the provisions of section 78(5) of the Companies Act 2006, to re-elect Stewart MacDonald as a director.
2. To re-elect David McManus as a director.
3. To re-elect Keith Longstaff as a director.
4. To re-elect Stewart MacDonald as a director.
5. To re-elect David McManus as a director.
6. To elect a new independent non-executive director (other than the chairman).
7. To re-elect John Summers as a director.

5. To appoint the auditors and determine their remuneration for the ensuing year.
6. To authorise the Company to enter into contracts for the purchase of treasury ordinary shares or rights to subscribe for or convert any security into shares, in such circumstances as the directors may think proper, in order to maintain the performance of the Company's ordinary shares in the market at a level which is reasonable in the circumstances of the Company, but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional shares.
7. To re-elect John Summers as a director.

551(3) and (6) of that Act of £3,048,938 (such amount to be reduced by any allotments or grants made under paragraph (a) above)

Ordinary Resolutions

2. To re-elect David McManus as a director.
3. To re-elect Keith Longstaff as a director.
4. To re-elect Stewart MacDonald as a director.
5. To re-elect John Summers as a director.

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint one or two people in respect of different shares held by him to attend and vote at such meeting on his behalf. A proxy need not be a member of the Company.
2. A member must be registered on the register of members by 9.00 a.m. on Wednesday 16 May 2018 in order to be entitled to attend and vote at the meeting or to request proxies. Changes to the register of members after this time shall not, however, be disregarded for the determination of rights of any member entitled to attend and vote at the meeting.
3. For the purpose of the appointment of a proxy, in respect of the voting powers being represented, it is essential that the proxy appointment instructions are received by the Company by 5.00 p.m. on Wednesday 16 May 2018. Notice of the time of the meeting will be sent to registered members on or before 14 May 2018. In the event of any difficulty in forwarding a proxy appointment in time, evidence of appointment must preferably be faxed on the same day to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. If the evidence is faxed it shall be accompanied by a written appointment instruction. The Company's corporate representative is entitled to vote at the meeting in the name of the member for whom it has been appointed as corporate representative.

Additional information concerning the appointment of a proxy can be found in the Notice of the 2018 Annual General Meeting.
Resolution 1 – Adoption of the accounts and reports of
the directors
The directors will present the accounts and the reports of the
directors of the Company for the year ended 31 December 2017 (the “Report”)
regarding the profit and loss account of the Company.

Resolution 2 to T(50)cnlz – Re-election of directors
Rockhopper’s Articles provide that, at each annual general meeting, one
third of the directors who are not subject to re-election by
stockholders shall retire from office. Notwithstanding this provision of the
articles, all the existing directors of the Company will stand for re-election at the
Meeting with the exception of JE Martin who has indicated his intention to
not stand for re-election at the next annual general meeting.

The board has concluded that the directors standing for
re-election continue to be effective, developing effective
relationship with the shareholders, and
are seeking another term available for board and committee
and meeting objectives as required.

Resolution 8 – Re-appraisal of director
The directors will present the report of the Nomination
Committee of Rockhopper LLP as the Company’s
director. The Nomination Committee is responsible for
reviewing the current composition of the
Board of Directors and making recommendations on
the Board’s composition.

Resolution 9 – Authority to allot shares
Rockhopper, by this resolution, authorises its directors to
issue shares within the limits prescribed by the
Investment Association guidelines.

Resolution 10 – Disapplication of statutory pre-emption
rights
Rockhopper, by this resolution, commits to disapply statutory
pre-emption rights to allot, for cash, an amount of the
Company’s shares to be determined by the directors (apart from offers or
invitations to shareholders in proportion to their holdings of shares, not
applicable to this resolution).

Resolution 11 – Authority for the Company to purchase
its own shares
Rockhopper, by this resolution, commits to purchase its ordinary shares on
the market, in accordance with the Companies Act 2006, for cash.

Resolution 12 – Authority for the Company to issue
treasury shares
Rockhopper, by this resolution, authorises the directors to issue
treasury shares, which are held by the Company in its treasury.

Resolution 13 – Authority to utilise any surplus of
special appreciation rights
Rockhopper, by this resolution, authorises the directors to
realise any surplus of special appreciation rights and
to satisfy the exercise of Share Appreciation Rights and options in cash.
The Remuneration Committee also has the discretion to
exercise Share Appreciation Rights if the directors decide it is
in the best interests of the Company.

Resolution 14 – Authority to settle the tax consequences
of the Deed of Settlement
Rockhopper, by this resolution, authorises the directors to
carry out the obligations of the Deed of Settlement under which Rockhopper
defered the tax consequences of the acquisition of the
Cordero shareholding and in doing so will, subject to the
consent of the Company’s major creditors, be
described as the “Deed of Settlement”.

Resolution 15 – Authority to issue Shares
Rockhopper, by this resolution, authorises the directors to
issue Shares, subject to being approved by ordinary
resolution at the Meeting, of the Company.

Resolution 16 – Authority to issue warrants
Rockhopper, by this resolution, authorises the directors to
issue warrants subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 17 – Authority to issue Share Rights
Rockhopper, by this resolution, authorises the directors to
issue Share Rights, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 18 – Authority to divest of investments
Rockhopper, by this resolution, authorises the directors to
sell investments, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 19 – Authority to acquire assets
Rockhopper, by this resolution, authorises the directors to
acquire assets, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 20 – Authority to dispose of properties
Rockhopper, by this resolution, authorises the directors to
dispose of properties, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 21 – Authority to issue options
Rockhopper, by this resolution, authorises the directors to
issue options, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 22 – Authority to settle Employee Benefits
Fund
Rockhopper, by this resolution, authorises the directors to
settle Employee Benefits Fund, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 23 – Authority to use Share Appreciation Rights
Rockhopper, by this resolution, authorises the directors to
use Share Appreciation Rights, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 24 – Authority to acquire rights
Rockhopper, by this resolution, authorises the directors to
acquire rights, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 25 – Authority to burden the land
Rockhopper, by this resolution, authorises the directors to
burden the land, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 26 – Authority to make non-monetary
contributions
Rockhopper, by this resolution, authorises the directors to
make non-monetary contributions, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 27 – Authority to market
Rockhopper, by this resolution, authorises the directors to
market the Company’s shares, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 28 – Authority to issue Share Appreciation Rights
Rockhopper, by this resolution, authorises the directors to
issue Share Appreciation Rights, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 29 – Authority to use rights
Rockhopper, by this resolution, authorises the directors to
use rights, subject to being approved by ordinary
resolution at the Meeting of the Company.

Resolution 30 – Authority to dispose of properties
Rockhopper, by this resolution, authorises the directors to
dispose of properties, subject to being approved by ordinary
resolution at the Meeting of the Company.
Explanatory notes to the 2018 AOM resolutions

Resolution 1 – Adoption of the accounts and reports of the directors

The directors will present the accounts and the reports of the directors of the Company for the year ended 31 December 2017 (the “Report”), together with the report of the auditor, for adoption at the Meeting.

Resolution 2 to 7 (inclusive) – Re-election of directors

Rockhopper wishes to provide that, at each annual general meeting, one third of the directors may be subject to re-election by ordinary shareholders. The directors are proposing that the annual general meeting which is due to expire at the conclusion of this Meeting.

Resolution 8 – Re-appointment of auditor

Resolution 9 – Authority to allot shares

The board has concluded that the directors standing for re-election continue to be effective, described and remuneration in their roles, and are seeking the necessary authority for the Board to allot new ordinary shares in connection with a pre-emptive offer by way of transfer or otherwise.

Resolution 10 – Disapplication of statutory pre-emption

The Company is proposing to renew the authority taken at last year’s annual general meeting which is due to expire at the conclusion of this Meeting. In the event that ordinary shares are purchased, they would either be cancelled (and the number of ordinary shares in issue would be reduced accordingly) or, in accordance with the Companies Act 2006, would be held in the Company’streasury shares account (the “treasury shares”). The directors have no plans to declare a dividend or purchase any of the Company’s shares but they would like to have the ability to act swiftly if circumstances arise where they consider that any such action would not preclude you from attending and voting at the Meeting.

Resolution 11 – Authority for the Company to purchase its own shares

The board has concluded that the directors standing for re-election continue to be effective, described and remuneration in their roles, and are seeking the necessary authority for the Board to allot new ordinary shares in connection with a pre-emptive offer by way of transfer or otherwise.

Resolution 12 – Approval of short-term loans

The directors have no plans to declare a dividend or purchase any of the Company’s shares but they would like to have the ability to act swiftly if circumstances arise where they consider that any such action would not preclude you from attending and voting at the Meeting.

Resolution 13 – Approval of Long Term Incentive Plan

The 2018 AOM resolutions include an additional proposal to enable the Company to purchase its own shares without the time, cost and expense of the Company having to produce a prospectus.

Resolution 14 – Disapplication of Article 8.1.7 of the Memorandum

The board has concluded that the directors standing for re-election continue to be effective, described and remuneration in their roles, and are seeking the necessary authority for the Board to allot new ordinary shares in connection with a pre-emptive offer by way of transfer or otherwise.

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

The board has concluded that the directors standing for re-election continue to be effective, described and remuneration in their roles, and are seeking the necessary authority for the Board to allot new ordinary shares in connection with a pre-emptive offer by way of transfer or otherwise.

Resolution 16 – Share Appreciation Rights

The board has concluded that the directors standing for re-election continue to be effective, described and remuneration in their roles, and are seeking the necessary authority for the Board to allot new ordinary shares in connection with a pre-emptive offer by way of transfer or otherwise.

Resolution 17 – Approval of share capital reduction

The board has concluded that the directors standing for re-election continue to be effective, described and remuneration in their roles, and are seeking the necessary authority for the Board to allot new ordinary shares in connection with a pre-emptive offer by way of transfer or otherwise.

Resolution 18 – Authority for the Company to purchase its own shares

The board has concluded that the directors standing for re-election continue to be effective, described and remuneration in their roles, and are seeking the necessary authority for the Board to allot new ordinary shares in connection with a pre-emptive offer by way of transfer or otherwise.

Resolution 19 – Disapplication of Article 8.1.7 of the Memorandum

The 2018 AOM resolutions include an additional proposal to enable the Company to purchase its own shares without the time, cost and expense of the Company having to produce a prospectus.

Resolution 20 – Approval of Short-term loans

The board has concluded that the directors standing for re-election continue to be effective, described and remuneration in their roles, and are seeking the necessary authority for the Board to allot new ordinary shares in connection with a pre-emptive offer by way of transfer or otherwise.

Resolution 21 – Disapplication of Article 8.1.7 of the Memorandum

The 2018 AOM resolutions include an additional proposal to enable the Company to purchase its own shares without the time, cost and expense of the Company having to produce a prospectus.

Resolution 22 – Approval of Long Term Incentive Plan

The board has concluded that the directors standing for re-election continue to be effective, described and remuneration in their roles, and are seeking the necessary authority for the Board to allot new ordinary shares in connection with a pre-emptive offer by way of transfer or otherwise.

Resolution 23 – Approval of Share Appreciation Rights

The board has concluded that the directors standing for re-election continue to be effective, described and remuneration in their roles, and are seeking the necessary authority for the Board to allot new ordinary shares in connection with a pre-emptive offer by way of transfer or otherwise.

Resolution 24 – Authority for the Company to purchase its own shares

The board has concluded that the directors standing for re-election continue to be effective, described and remuneration in their roles, and are seeking the necessary authority for the Board to allot new ordinary shares in connection with a pre-emptive offer by way of transfer or otherwise.

Resolution 25 – Disapplication of Article 8.1.7 of the Memorandum

The 2018 AOM resolutions include an additional proposal to enable the Company to purchase its own shares without the time, cost and expense of the Company having to produce a prospectus.