

Notice of 2019 Annual General Meeting

ROCKHOPPER EXPLORATION plc
(Incorporated and registered in England and Wales under the Companies Act 1985
with registered number 5250250)



Directors:

David McManus (Chairman)
Sam Moody (Chief Executive Officer)
Stewart MacDonald (Chief Financial Officer)
Keith Lough (Senior Independent Director)
Alison Baker (Non-Executive Director)
Tim Bushell (Non-Executive Director)
John Summers (Non-Executive Director)

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

15 April 2019

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

Dear Shareholder,

2019 Annual General Meeting

I am delighted to be writing to you with details of Rockhopper's 2019 Annual General Meeting which will be held at 11am on Wednesday 15 May 2019 at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London, EC2A 2HA (the "Meeting"). Directions to the Meeting appear on page 6.

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. As you will be aware, I have announced my intention to retire from the Board following the Meeting. I would like to thank shareholders for their support during my time at Rockhopper. It has been a privilege to serve as a Director and Chairman of your Company and I am confident that the Board, which will be chaired by Keith Lough going forward, will continue to build on the successes to date.

Formal notice of the Meeting (the "Notice") is enclosed with this letter. Appendix 1 to this letter provides explanatory notes to the resolutions in the Notice. Rockhopper's Report and Accounts for the year ended 31 December 2018 are also enclosed for those shareholders who elected to receive a hard copy and are available on Rockhopper's website www.rockhopperexploration.co.uk.

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 no later than 11am on Monday 13 May 2019. Completion and return of a proxy appointment form will not preclude you from attending and voting at the Meeting. Alternatively you may appoint a proxy online by following the instructions in note 3 to the Notice on page 4.

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

Yours faithfully,



David McManus
Chairman

ROCKHOPPER EXPLORATION plc (the Company)
Notice of 2019 Annual General Meeting



Notice is given that the 2019 Annual General Meeting of the Company will be held at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London, EC2A 2HA on Wednesday 15 May 2019 at 11am to transact the business set out below. Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions and resolutions 10 and 11 will be proposed as special resolutions.

Ordinary Resolutions

- 1.1. THAT the Annual Report and Financial Statements for the year ended 31 December 2018, together with the reports of the Directors and the Auditor, be received.
2. THAT Alison Baker be elected as a Director of the Company.
3. THAT Timothy Bushell be re-elected as a Director of the Company.
4. THAT Keith Lough be re-elected as a Director of the Company.
5. THAT Stewart MacDonald be re-elected as a Director of the Company.
6. THAT Samuel Moody be re-elected as a Director of the Company.
7. THAT John Summers be re-elected as a Director of the Company.
8. THAT PricewaterhouseCoopers LLP be appointed as Auditor until the conclusion of the next general meeting at which accounts are laid AND THAT the Directors be authorised to determine the Auditor's remuneration.
9. THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of 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:
 - (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of that Act) of £1,525,792 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
 - (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 £3,051,585 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to any offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable), 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 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 of, or the requirements of any regulatory body or stock exchange in any territory or any matter whatsoever,

such authorities to expire on 30 June 2020 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 be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

Special Resolutions

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) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of that Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

(i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authority conferred by paragraph 9(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) 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 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 of, or the requirements of any regulatory body or stock exchange in any territory or any matter whatsoever; and

(ii) in the case of the authority conferred by paragraph 9(a) (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i), up to an aggregate nominal amount of £457,737,

and shall expire on 30 June 2020 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 equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

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 45,773,777 representing approximately ten per cent. of the issued ordinary share capital as at 15 April 2019;

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

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;

d) unless previously renewed, revoked or varied, this authority shall expire on 30 June 2020 or at the conclusion of the Company's next Annual General Meeting whichever is earlier; and

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.

By order of the Board

Jan Davies

Company Secretary

15 April 2019

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

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. A proxy need not be a member of the Company.
2. A member must be registered as the holder of ordinary shares by 6pm on Monday 13 May 2019 in order to be entitled to attend and vote at the meeting as a member in respect of those shares. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any member to attend or vote at the meeting.
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, if any, 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, United Kingdom so as to be received by no later than 11am on Monday 13 May 2019. 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 and date. Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting.
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 no later than 11am on Monday 13 May 2019. 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.

5. A corporation which is a member may, by resolution of its directors or other governing body, appoint one or more persons in respect of different shares held by it, as its corporate representative to exercise all or any of his rights to attend and to speak and vote at the meeting. The corporate representative may be required before being permitted to exercise such powers to produce a certified copy of the resolution authorising him or such other evidence of his authority reasonably satisfactory to a director, secretary or some other person authorised by the secretary.
6. 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.

Appendix 1

Explanatory notes to the 2019 AGM resolutions

Resolution 1: 2018 Annual Report and Financial Statements

The Companies Act 2006 requires the Directors of a public company to lay before the Company in general meeting the annual report and accounts for each financial year. The Directors therefore request that shareholders receive the Annual Report and Financial Statements for the year ended 31 December 2018, including the reports of the Directors and the Auditor ("Annual Report").

Resolutions 2 to 7: Election or re-election of Directors

In accordance with Rockhopper's Articles of Association ("Articles"), Alison Baker, having been appointed to the Board since the last Annual General Meeting, is required to retire at the Meeting and is eligible to stand for election as a Director. She will therefore retire at the Meeting and will seek election by shareholders.

Additionally, Rockhopper's Articles 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 of the Articles, all the other Directors of the Company will stand for re-election at the Meeting. David McManus will be stepping down as Chairman at the conclusion of the Meeting and will not therefore be seeking re-election as a Director.

Biographical details of the Directors seeking election or re-election can be found on pages 28 and 29 of the Annual Report.

The Board has concluded that each Director standing for election or re-election continue to make an effective and valuable contribution and demonstrates commitment to the role making the necessary time available for Board and Committee meetings and other duties as required.

Further details can be found in the Governance Report in the Annual Report.

Resolution 8: Appointment and remuneration of the Auditor

KPMG LLP has been the Company's auditor for nine years and the audit partner had completed a five year term at the conclusion of the audit of the financial statements for the year ended 31 December 2018. In line with best practice, the Board agreed to undertake a competitive tender process in respect of the audit which was overseen by the Audit & Risk Committee. Following completion of the tender process, and on the recommendation of the Audit & Risk Committee, the Board approved the appointment of PricewaterhouseCoopers LLP as the Company's new auditor subject to shareholder approval at the Meeting. The Directors therefore recommend the appointment of PricewaterhouseCoopers LLP as Auditor to hold office from the conclusion of the Meeting until the conclusion of the next general meeting at which accounts are laid before the Company and the Directors seek authority to fix their remuneration.

In accordance with the Companies Act 2006, KPMG LLP have provided a Statement of Circumstances in connection with their resignation from office, which is set out in Appendix 2.

Resolution 9: Authority to allot shares

Resolution 9 will, if passed, provide your Directors with flexibility to issue shares within the limits prescribed by the Investment Association. It will authorise your Directors to allot ordinary shares up to a maximum nominal amount of £1,525,792 representing approximately one third of Rockhopper's issued ordinary share capital as at 15 April 2019. It will also authorise your Directors to allot (including ordinary shares referred to in paragraph (a) of Resolution 9) ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £3,051,585 representing approximately two thirds of Rockhopper's issued ordinary share capital as at 15 April 2019. The authority will expire on 30 June 2020 or at the conclusion of the next Annual General Meeting whichever is earlier.

Resolution 10: Disapplication of statutory pre-emption rights

Resolution 10 is proposed as a special resolution and renews the authority given at last year's Annual General Meeting enabling your Directors (apart from offers or invitations to shareholders in proportion to their holdings of shares) to allot, for cash, an amount of the shares authorised for allotment under Resolution 9 above up to a maximum of 10% of Rockhopper's issued share capital as at 15 April 2019 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 quickly if required, and without the time, cost and expense of the Company having to produce a prospectus.

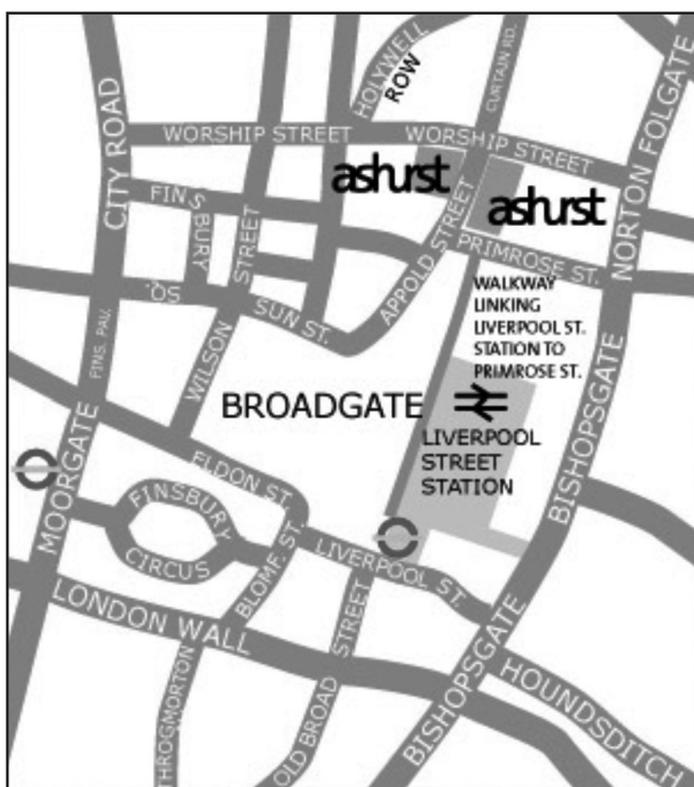
Resolution 11: Authority for the Company to purchase its own shares

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 taken at last year's Annual General Meeting which is due to expire at the conclusion of this Meeting.

In accordance with the Investment Association guidelines the authority sought will be limited to 10 per cent. of the Company's issued ordinary shares and the minimum price that may be paid for each ordinary share is 1 pence and the maximum price 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 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.

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, be retained as treasury shares. Holding treasury shares would give the Company the ability to re-allot shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

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 be desirable and appropriate. Any decision regarding dividend payments or the purchase of the Company's own shares would require approval of the Falkland Islands Government under the terms of the Deed of Settlement under which Rockhopper deferred the tax liability arising from its 2012 farm-out to Premier Oil.



Directions to the Annual General Meeting

Ashurst LLP
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: +44 (0)20 7638 1111

By car:

Satellite navigation users, please use EC2A 2DA

Nearest tube and mainline train station:

London Liverpool Street (5 minute walk)

Airport Information:

London has five international airports

London Heathrow: for travel from Heathrow, you should take the Heathrow Express train to Paddington Station and then the underground or a taxi.

London Gatwick: for travel from Gatwick, you should take the Gatwick Express train to Victoria Station and then the underground or a taxi.

London Stansted: for travel from Stansted, you should take the Stansted Express train to Liverpool Street Station.

London City: for travel from City airport, there is a bus service to Liverpool Street Station or take a taxi.

London Luton: for travel from Luton airport, you should take the shuttle bus to the train station and then the Thameslink train to King's Cross, Farringdon or Moorgate.

Appendix 2



KPMG LLP
Audit
15 Canada Square
London E14 5GL
United Kingdom

Tel +44 (0) 20 7311 4701
Fax +44 (0) 20 7311 3311

Private & confidential

The Directors
Rockhopper Exploration Plc
4th floor
5 Welbeck Street
London
W1G 9YQ

Yourref

Ourref Ir/sj

9 April 2019

Dear Directors

Resignation as auditors of Rockhopper Exploration Plc (no. 05250250)

We hereby give notice of our resignation as auditors of the company with effect from 9 April 2019.

In accordance with section 519 of the Companies Act 2006, we enclose our statutory statement in connection with our ceasing to act.

Under section 523 of the Companies Act 2006, you are required to notify the relevant audit authority, in this case being the ICAEW, in connection with our resignation unless you reasonably believe that the reason for our resignation is exempt under section 519A. Our reason set out in the attached statutory statement is not an exempt reason under that section.

Yours faithfully,

KPMG LLP

KPMG LLP, a UK limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity.

Registered in England No 0CC301540
Registered office: 15 Canada Square, London, E14 5GL
For full details of our professional regulation please refer to 'Regulatory Information' under 'About/About KPMG' at www.kpmg.com/uk

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Private & confidential
 The Directors
 Rockhopper Exploration Plc
 4th floor
 5 Welbeck Street
 London
 W1G 9YQ

Yourref

Ourref Ir/sj

9 April 2019

Dear Directors

Statement to Rockhopper Exploration Plc (no. 05250250) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we were unsuccessful in retaining the audit.

We consider that there is no matter connected with our ceasing to hold office, whether the above reason or otherwise, that needs be brought to the attention of the company's members or creditors.

Yours faithfully

KPMG LLP

Audit registration number: 9188307
 Audit registration address:
 15 Canada Square
 Canary Wharf
 London
 E14 5GL

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