

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) (the “FSMA”) if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.**

**This document comprises a supplementary prospectus relating to Energean PLC (the “Company”) prepared in accordance with the Prospectus Regulation Rules of the FCA made under section 73A of the FSMA (the “Second Supplementary Prospectus”). This document is supplemental to and must be read in conjunction with the prospectus published by the Company on 29 June 2020, (the “Original Prospectus”) as supplemented pursuant to a supplementary prospectus published by the Company on 3 December 2020 (the “First Supplementary Prospectus”). Save as disclosed in this Second Supplementary Prospectus and the First Supplementary Prospectus, since the publication of the Original Prospectus, there have been no significant new factors, material mistakes or inaccuracies relating to the information contained in the Original Prospectus or the First Supplementary Prospectus. Save where otherwise stated, terms defined in the Original Prospectus (as supplemented by the First Supplementary Prospectus) have the same meaning when used in this Second Supplementary Prospectus.**

This document has been approved by the FCA (as competent authority under Regulation (EU) 2017/1129) in accordance with Article 23 of the Prospectus Regulation. The FCA only approves this document as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129; and such approval should not be considered as an endorsement of the issuer that is, or the quality of the securities that are, the subject of this document. Investors should make their own assessment as to the suitability of investing in the Shares.

This document has been filed with the FCA in accordance with the said Prospectus Regulation Rules and will be made available to the public in accordance with Prospectus Regulation Rule 3.2, by the same being made available, free of charge, at [www.energean.com/investors](http://www.energean.com/investors) and upon request sent to [cosec@energean.com](mailto:cosec@energean.com).

## **ENERGEAN PLC**

*(incorporated under the Companies Act 2006 and registered in England and Wales with registered number 10758801 and LEI number 549300RVMKU0CYUZBB05)*

### **Second Supplementary prospectus in respect of the Re-admission of the Shares to the Premium Listing Segment of the Official List and to trading on the Main Market of the London Stock Exchange**

*Sponsor*

#### **Morgan Stanley**

The Company and its directors (whose names appear on page 8 of this Second Supplementary Prospectus), together accept responsibility for the information contained in this Second Supplementary Prospectus. To the best of the knowledge of the Company and its directors, the information contained in this Second Supplementary Prospectus is in accordance with the facts and contains no omission likely to affect the import of such information.

This Second Supplementary Prospectus, the First Supplementary Prospectus and the Original Prospectus have been prepared solely to apply to the FCA and the London Stock Exchange for the Shares to be re-admitted to the premium listing segment of the Official List and to trading on the London Stock Exchange’s main market for listed securities. This Second Supplementary Prospectus, the First Supplementary Prospectus and the Original Prospectus do not constitute an offer of, or the solicitation of an offer to subscribe for or buy, any Shares anywhere in the world.

Morgan Stanley & Co. International plc (“**Morgan Stanley**”) is authorised by the Prudential Regulation Authority (the “**PRA**”) and regulated by the FCA and the PRA in the United Kingdom. Morgan Stanley is acting exclusively for the Company and no-one else in connection with the Re-admission. It will not regard any other person (whether or not a recipient of this Second Supplementary Prospectus, the First Supplementary Prospectus or the Original Prospectus) as a client in relation to the Re-admission and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for the giving of advice in relation to the Re-admission or any transaction, matter, or arrangement referred to in this Second Supplementary Prospectus, the First Supplementary Prospectus or the Original Prospectus. Apart from the responsibilities and liabilities, if any, which may be imposed on Morgan Stanley by the FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Morgan Stanley nor any of its affiliates accepts any responsibility whatsoever for the contents of this Second Supplementary Prospectus including its

accuracy, completeness and verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Shares or the Re-admission. Each of Morgan Stanley and its affiliates accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise be found to have in respect of this Second Supplementary Prospectus, the First Supplementary Prospectus or the Original Prospectus or any such statement or otherwise. No representation or warranty, express or implied, is made by any of Morgan Stanley or any of its affiliates as to the accuracy, completeness, verification or sufficiency of the information set out in this Second Supplementary Prospectus, the First Supplementary Prospectus or the Original Prospectus, and nothing in this Second Supplementary Prospectus, the First Supplementary Prospectus or the Original Prospectus will be relied upon as a promise or representation in this respect, whether or not to the past or future.

No person has been authorised to give any information or make any representations other than those contained in the Original Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus and, if given or made, such information or representations must not be relied on as having been so authorised by the Company, the Directors or the Sponsor. Any delivery of this Second Supplementary Prospectus shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company or its subsidiaries since, or that the information contained herein is correct at any time subsequent to, the date of this Second Supplementary Prospectus. In particular, the contents of the Group's website ([www.energean.com](http://www.energean.com)) do not form part of this Second Supplementary Prospectus and prospective investors should not rely on it. The contents of the Original Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus are not to be construed as legal, financial or tax advice. Each recipient of this Second Supplementary Prospectus should consult his, her or its own solicitor, independent financial adviser or tax adviser for legal, financial or tax advice.

The distribution of this Second Supplementary Prospectus may be restricted by law in certain jurisdictions. No action has been or will be taken by the Company or the Sponsor to permit a public offering of the Shares or to permit the possession or distribution of this Second Supplementary Prospectus (or the First Supplementary Prospectus or the Original Prospectus or any other offering or publicity materials relating to the Shares) in the United Kingdom or any other jurisdiction where action for that purpose may be required. Accordingly, none of this Second Supplementary Prospectus, the First Supplementary Prospectus, the Original Prospectus, any advertisement or any other material relating to it may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Second Supplementary Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission (the "SEC"), any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon, confirmed the accuracy of or determined the adequacy of this Second Supplementary Prospectus. Any representation to the contrary is a criminal offence in the United States.

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## PART 1 SUPPLEMENTARY INFORMATION

This Second Supplementary Prospectus is supplemental to, and should be read in conjunction with, the First Supplementary Prospectus and the Original Prospectus.

The publication of this Second Supplementary Prospectus is a regulatory requirement under the Prospectus Regulation Rules and Article 23 of the Prospectus Regulation. The Prospectus Regulation Rules and Article 23 of the Prospectus Regulation require the issue of a supplementary prospectus if, in the relevant period (being, for these purposes, the period between the issue of the Original Prospectus and the Re-admission), there exists or is noted a significant new factor, material mistake or inaccuracy relating to the information included in the Original Prospectus or the First Supplementary Prospectus relating to that Re-admission.

### 1. Supplementary Information

On 7 December 2020, the Company and an affiliate of Kerogen Capital (“**Kerogen**”) entered into an agreement granting a 30-day period of exclusivity for the purposes of negotiating a potential acquisition of Kerogen’s 30% shareholding in Energean Israel Limited (the “**Potential Transaction**”). The terms of the Potential Transaction remain subject to discussion and there can be no certainty that a transaction will proceed. The Company will update the market as and when it is appropriate to do so. The Potential Transaction will also require the approval of the Company’s shareholders in accordance with the provisions of the Listing Rules, and regulatory consents. The Company anticipates funding the Potential Transaction without recourse to further issuance of equity to investors.

If an agreement can be reached on the Potential Transaction, the Company’s shareholding in Energean Israel Limited will increase from 70% to 100%.

Energean Israel Limited holds a 100% working interest in the Karish and Tanin leases, offshore Israel. As announced on 10 November 2020, a recent independent Competent Persons Report (the “**D&M Israel Report**”) by Degolyer and MacNaughton certified gross 2P reserves of 98.2 Bcm (3.5 Tcf) of gas and 99.6 million barrels (“**MMbbls**”) of liquids across the Karish, Karish North and Tanin fields representing approximately 729 million barrels of oil equivalent as at 30 June 2020. The Company’s flagship Karish gas development project is expected onstream in 4Q 2021.

Energean Israel Limited also owns a 100% working interest in four exploration blocks (Blocks 12, 21, 23, 31) offshore Israel that offer low-risk, near-infrastructure drilling opportunities to be targeted by its next drilling programme, which is expected to commence in early 2022.

Energean Israel Limited also has an 80% working interest in a further four blocks in Zone D, offshore Israel.

### 2. Supplements to the Original Prospectus

As a result of the matters disclosed in paragraph 1 of this Part 1, the Original Prospectus is hereby further supplemented as follows:

In Part 12 of the Original Prospectus, paragraph 3.2 (*Agreements with Kerogen*) shall be as set out below:

On 7 December 2020, the Company and an affiliate of Kerogen have entered into an agreement granting a 30-day period of exclusivity for the purposes of negotiating a potential acquisition of Kerogen’s 30% shareholding in Energean Israel Limited (the “**Potential Transaction**”). The terms of the Potential Transaction remain subject to discussion and there can be no certainty that a transaction will proceed. The Company will update the market as and when it is appropriate to do so. The Potential Transaction will also require the approval of the Company’s shareholders in accordance with the provisions of the Listing Rules, and regulatory consents. The Company anticipates funding the Potential Transaction without recourse to further issuance of equity to investors. If an agreement can be reached on the Potential Transaction, the Company’s shareholding in Energean Israel Limited will increase from 70% to 100%.

**PART 2**  
**EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

The dates given in the table below are indicative only and are based on the Company's current expectations and may be subject to change without notice. All times shown in this Second Supplementary Prospectus are in London times unless otherwise stated.

<b>Expected timetable of principal events</b>	<b>Event Date</b>
Publication of the Original Prospectus	29 June 2020
Publication of First Supplementary Prospectus	3 December 2020
Publication of this Second Supplementary Prospectus	16 December 2020
Expected date of Completion	17 December 2020
Expected date of cancellation of admission of Shares and subsequent Re-admission	18 December 2020

Each of the times and dates in the above timetable is subject to change without further notice.

### **PART 3 OTHER IMPORTANT INFORMATION**

No person has been authorised to give any information or make any representations other than those contained in the Original Prospectus, the First Supplementary Prospectus and this Second Supplementary Prospectus in connection with the Re-admission and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the directors of the Company or the Sponsor.

Without prejudice to any obligation of the Company to publish a supplementary prospectus pursuant to Article 23 of the Prospectus Regulation and PR 3.4.1 of the Prospectus Regulation Rules, the publication of this Second Supplementary Prospectus or any sale made under this Second Supplementary Prospectus does not, under any circumstances, create any implication that there has been no change in the affairs of the Group or the Edison E&P Group since, or that the information contained herein is correct at any time subsequent to, the date of this Second Supplementary Prospectus.

#### **Cautionary Note Regarding Forward-Looking Statements**

This Second Supplementary Prospectus, the First Supplementary Prospectus and the Original Prospectus contain forward-looking statements which reflect the Group's current views or, as appropriate, those of the directors of the Company, with respect to financial performance, business strategy, plans and objectives of management for future operations (including development plans relating to the Group's business and that of the Edison E&P Group). These forward-looking statements relate to the Group and the Edison E&P Group and the sectors and industries in which it operates. Statements that include the words "expects", "intends", "plans", "believes", "projects", "anticipates", "estimates", "will", "may", "targets", "aims", "may", "should", "would", "could", "continue", "budget", "schedule" and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the United States federal securities laws or otherwise.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

Any forward-looking statements in this Second Supplementary Prospectus, the First Supplementary Prospectus or the Original Prospectus reflect the Group's current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the operations, financial condition, results of operations and growth strategy of the Group and/or the Edison E&P Group.

Forward-looking statements are not guarantees of future performance. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements in this Second Supplementary Prospectus speak only as of the date of this Second Supplementary Prospectus, reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's operations, results of operations and growth strategy (and those of the Edison E&P Group). All of the forward-looking statements made in this Second Supplementary Prospectus, the First Supplementary Prospectus or the Original Prospectus are qualified by these cautionary statements.

Any forward-looking statements speak only as at the date of this Second Supplementary Prospectus. Subject to any obligations under the Prospectus Regulation Rules, the Listing Rules, the Market Abuse Regulation and/or the Disclosure Guidance and Transparency Rules, the Company undertakes no obligation to update publicly or review any forward-looking statement, whether as a result of new information, future developments or otherwise. All subsequent written and oral forward-looking statements attributable to the Group or individuals acting on behalf of the Group are expressly qualified in their entirety by this paragraph.

#### **Reserve and resource reporting**

Unless otherwise indicated, the D&M Israel Report has been prepared in accordance with the definitions and guidelines set forth in the Petroleum Resources Management System published by the Society of

Petroleum Engineers, the World Petroleum Congress and the American Association of Petroleum Geologists.

The D&M Israel Report presents reserves at 30 June 2020. However, since this date, there has been continuing volatility in oil prices, which could have a significant adverse effect on the estimates of revenues generated by hydrocarbon liquids sales and, depending on the cost of production associated with in-place technical volumes, could have an adverse effect on estimated commercial reserve volumes. Prospective investors should not place undue reliance on the forward-looking statements in the D&M Israel Report or on the ability of DeGolyer and MacNaughton to predict actual reserves. The information on resources in this Prospectus and in the D&M Israel Report is based on economic and other assumptions that may prove to be incorrect.

## **PART 4**

### **ADDITIONAL INFORMATION**

#### **1. Persons Responsible**

The Company and the directors of the Company, whose names are set out below, accept responsibility for this Second Supplementary Prospectus and declare that the information contained in this Second Supplementary Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

Karen Simon, Non-Executive Chairman

Matthaios Rigas, Chief Executive Officer

Panagiotis Benos, Chief Financial Officer

Andrew Bartlett, Senior Independent Director

Efstathios Topouzoglou, Non-Executive Director

Robert Peck, Independent Non-Executive Director

Amy Lashinsky, Independent Non-Executive Director

Kimberley Wood, Independent Non-Executive Director

Andreas Persianis, Independent Non-Executive Director

#### **2. No Significant Change**

2.1 There has been no significant change in either the financial performance or the financial position of the Group since 30 June 2020, the end of the most recent financial period for which historical financial information of the Group has been published.

2.2 There has been no significant change in either the financial performance or the financial position of the Edison E&P Group since 30 June 2020, the end of the most recent financial period for which historical financial information of Edison E&P Group has been published.

#### **3. Consents**

3.1 Morgan Stanley has given and has not withdrawn its written consent to being named in this Second Supplementary Prospectus.

3.2 Degolyer and Macnaughton has given and has not withdrawn its written consent to being named in this Second Supplementary Prospectus and to the inclusion in this Second Supplementary Prospectus of information attributed to Degolyer and Macnaughton and references to the D&M Israel Report. For the purpose of Prospectus Rule 5.3.2R(2)(f), Degolyer and Macnaughton is responsible for and has authorised the inclusion in this Second Supplementary Prospectus of information attributed to Degolyer and Macnaughton and references to the D&M Israel Report, and declares that it has taken all reasonable care to ensure that such information attributed to Degolyer and Macnaughton and the information contained in the D&M Israel Report is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. This consent and declaration is included in this Second Supplementary Prospectus in compliance with Annex 1 (item 1.2 and item 1.3) of Commission Delegated Regulation (EU) 2019/980 and for no other purpose.

#### **4. Documents Available for Inspection**

In addition to those documents set out in paragraph 22 (*Documents Available For Inspection*) of Part 20 “Additional Information” of the Original Prospectus, copies of this Second Supplementary Prospectus may be inspected on the website at [www.energean.com/investors](http://www.energean.com/investors)



and upon request sent to [cosec@energean.com](mailto:cosec@energean.com) from the date of publication of this Second Supplementary Prospectus until Re-admission.

**5. General**

- 5.1 To the extent that there is any inconsistency between any statement in this Second Supplementary Prospectus and any other statement in the First Supplementary Prospectus or the Original Prospectus, the statements in this Second Supplementary Prospectus will prevail.
- 5.2 Save as disclosed in this Second Supplementary Prospectus and the First Supplementary Prospectus, no other significant new factor, material mistake or inaccuracy relating to information included in the Original Prospectus or the First Supplementary Prospectus has arisen or been noted, as the case may be, since the publication of the Original Prospectus.
- 5.3 This Second Supplementary Prospectus is dated 16 December 2020.