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If you have sold or otherwise transferred all of your shares in Energean PLC (**Energean** or the **Company**) please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. If you have sold or transferred part only of your holding in shares in Energean you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



ENERGEAN PLC

(Incorporated in England and Wales with Registered No. 10758801)

Notice of Annual General Meeting

The Notice of the Annual General Meeting of Energean (**AGM**), to be held at the offices of White & Case LLP at 5 Old Broad Street, London EC2N 1DW on Thursday, 18 May 2023 at 9.00 a.m., is set out on pages 5 to 7 of this document.

The Form of Proxy for use in relation to the AGM is enclosed. Whether or not you propose to attend the AGM, you are requested to complete the Form of Proxy in accordance with the instructions printed thereon and to return it to the Company's Registrar, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible, but in any event, to be valid, your completed proxy instructions must be received no later than 9.00 a.m. on Tuesday, 16 May 2023. You can also appoint a proxy and indicate your voting instructions by using the electronic methods set out below.

A summary of the action to be taken by Shareholders is set out in the notes to the Notice of the AGM, set out on pages 11 to 13 of this document. The return of one or more completed Forms of Proxy will not prevent you from attending the AGM and voting in person if you wish to do so (and are so entitled).

DEFINITIONS AND GLOSSARY OF TERMS

The following definitions apply throughout this document unless the context requires otherwise (in addition to the terms defined in the text):

| | |
|--------------------------------------|--|
| 2022 Annual Report | the Company's annual report for the financial year ended 31 December 2022 |
| Act | the Companies Act 2006 (as amended) |
| AGM or Annual General Meeting | the annual general meeting of the Company for which the notice is set out at the end of this document, or any reconvened meeting following adjournment thereof |
| Auditors | the Company's auditors, Ernst & Young LLP |
| Board | the board of Directors of the Company |
| Company or Energean | Energean PLC |
| Computershare or Registrar | Computershare Investor Services plc |
| Directors | the directors of the Company, whose names are set out on page 3 |
| FCA | the Financial Conduct Authority |
| Form of Proxy | the enclosed form of proxy for use by Shareholders in connection with the AGM |
| Listing Rules | the Listing Rules of the FCA |
| Ordinary Shares | ordinary shares of £0.01 each in the capital of the Company |
| Resolutions | all resolutions to be put to the Annual General Meeting as set out in the notice of Annual General Meeting on pages 5 to 7 of this document |
| Shareholder | a holder of Ordinary Shares |
| United Kingdom or UK | the United Kingdom of Great Britain and Northern Ireland |
| £ and p | pounds Sterling and pence Sterling, respectively |

All references in this document to laws and regulations are to English laws and regulations, unless otherwise stated or as the context otherwise requires.

CHAIR'S LETTER

ENERGEAN PLC

(Incorporated in England and Wales with Registered No. 10758801)

Accurist House, 44 Baker Street, London W1U 7AL

Directors:

| | |
|------------------------|---|
| Karen Simon | Chair |
| Matthaios Rigas | Chief Executive Officer |
| Panagiotis Benos | Chief Financial Officer |
| Roy Franklin | Senior Independent Non-Executive Director |
| Andrew Bartlett | Independent Non-Executive Director |
| Amy Lashinsky | Independent Non-Executive Director |
| Kimberley Wood | Independent Non-Executive Director |
| Andreas Persianis | Independent Non-Executive Director |
| Efstathios Topouzoglou | Non-Executive Director |

Company Secretary Eleftheria Kotsana

24 April 2023

Dear Shareholder

Sixth Annual General Meeting of the Company

I am pleased to inform you that the 2023 Annual General Meeting of the Company (**AGM**) will be held at the offices of White & Case LLP at 5 Old Broad Street, London EC2N 1DW on Thursday, 18 May 2023 at 9.00 a.m. The formal notice of the AGM and the Resolutions to be proposed are set out on pages 5 to 7 of this document. The purpose of this letter is to provide you with an explanation of the Resolutions to be proposed at the AGM.

All Resolutions apart from Resolutions 15 to 18 are proposed as ordinary resolutions. For each of these to be passed, more than 50 per cent of the votes cast at the meeting must be in favour of the Resolution. Resolutions 15 to 18 are proposed as special resolutions. For each of these to be passed, at least 75 per cent of the votes cast must be in favour of the Resolution. Voting on all Resolutions to be proposed at the AGM will be by way of a poll. This ensures that shareholders who are not able to attend the AGM, but who have appointed proxies, will have their votes fully taken into account.

Shareholders are welcome to attend and vote at the AGM in person. The AGM is an opportunity for Shareholders to engage directly with the Board and I hope that you will take the opportunity to do so. Questions can be submitted in advance of the AGM by emailing ir@energean.com by no later than 9.00 a.m. on Tuesday, 16 May 2023. All questions will be considered and, where appropriate, answered either ahead of, or at, the AGM.

If you are unable to attend the AGM on the day to vote in person, you are strongly encouraged to lodge a vote by proxy ahead of the meeting. You are encouraged to appoint the Chair of the meeting as your proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using the Form of Proxy or other methods as further described below and in the notes on page 11 to 13.

Any changes to the AGM arrangements will be published on the Company's website at <https://www.energean.com/investors> and announced through the London Stock Exchange. I would ask that Shareholders monitor the website for any announcements and updates.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 8 to 10 of this document.

Resolutions

Ordinary Resolutions

The Resolutions that will be considered at the AGM are as follows:

A resolution to receive the Company's annual accounts for the financial year ended 31 December 2022 together with the Directors' report and the Auditors' report on those accounts (Resolution 1).

An advisory resolution to approve the Directors' Remuneration Report is proposed (Resolution 2). The Directors' Remuneration Report can be found on pages 131 to 147 of the 2022 Annual Report. The Directors' Remuneration Report gives details of the amounts paid or payable to Directors in connection with their performance and the performance

of the Company during the year ended 31 December 2022. This Resolution is advisory in nature and will not affect the future remuneration that is paid to any Director.

In accordance with the 2018 UK Corporate Governance Code, all of the Directors should be subject to annual re-election. Accordingly, Resolutions 3 to 11 seek the re-appointment of the Directors. Biographies of each of the Directors can be found on pages 94 to 98 of the 2022 Annual Report.

Resolution 12 recommends the re-appointment of Ernst & Young LLP as auditors to the Company and Resolution 13 proposes that the Directors be authorised to set their remuneration on the recommendation of the Audit & Risk Committee.

Resolutions 14, 15 and 16 relate to the Directors' authority to issue shares.

Resolution 14 seeks to renew the Directors' general authority to allot shares. The Investment Association Share Capital Management Guidelines state that an authority to allot up to two thirds of the existing issued share capital should be regarded by shareholders as routine business. The Company has taken authority for the full amount in prior years and seeks to do so again.

Special Resolutions

Resolutions 15 and 16 relate to the ability to issue new shares for cash other than in accordance with statutory pre-emption rights. In November 2022, The Pre-Emption Group updated their Statement of Principles to, amongst other things, support companies seeking authority to issue non-pre-emptively for cash equity securities representing:

- (i) no more than 10 per cent of a company's issued share capital for use on an unrestricted basis (as sought by Resolution 15); and
- (ii) no more than an additional 10 per cent of a company's issued share capital for use in connection with the financing of an acquisition or specific capital investment that is announced contemporaneously with the issue, or that has taken place in the 12-month period preceding the announcement of the issue and is disclosed in the announcement of the allotment. Such issue can also be used for refinancing, if the authority is to be used within 12 months after the original transaction (as sought by Resolution 16).

In both cases, an additional authority of up to 2 per cent may be sought for the purposes of making a follow-on offer. The Company proposes to request such an authority as part of Resolutions 15 and 16.

In addition, a resolution is proposed to retain a notice period of 14 days for general meetings (other than an annual general meeting, which has a longer notice period) (Resolution 17).

The Company is also seeking authority to make market purchases of its own shares up to an aggregate of 17,893,785 shares (being approximately 10 per cent of the Company's issued share capital on 19 April 2023 being the latest practicable date prior to the publication of this document) (Resolution 18).

Recommendation

The Directors consider that all the proposed Resolutions to be considered at the AGM are in the best interests of the Company and its Shareholders as a whole and are most likely to promote the success of the Company. The Directors unanimously recommend that you vote in favour of all the proposed Resolutions, as they intend to do in respect of their own beneficial holdings which represent approximately 19.78 per cent of the issued share capital on 19 April 2023 (being latest practicable date prior to the publication of this document).

Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the AGM. Shareholders are requested to complete, sign and return the enclosed Form or Proxy in accordance with the instructions printed thereon, so as to be received by the Company's Registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and, in any event, no later than 9.00 a.m. on Tuesday, 16 May 2023. You can also appoint a proxy online and give your voting instructions at www.eproxyappointment.com/login or through CREST. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for voting and appointing a proxy.

Yours faithfully,

Karen Simon
Chair

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY given that the 2023 Annual General Meeting of the Company will be held at the offices of White & Case LLP, 5 Old Broad Street, London EC2N 1DW on Thursday, 18 May 2023 at 9.00 a.m.

You will be asked to consider and vote on the Resolutions below. Voting on all Resolutions will be by way of a poll. Resolutions 1 to 14 will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than 50 per cent of the votes cast must be in favour. Resolutions 15 to 18 will be proposed as special resolutions; this means that for each of those Resolutions to be passed, at least 75 per cent of the votes cast must be in favour.

ORDINARY RESOLUTIONS

Reports and Accounts

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2022 together with the Directors' report and the Auditors' report on those accounts.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out on pages 131 to 147 of the Company's annual report and accounts for the financial year ended 31 December 2022.

Re-appointment of Directors

3. To re-appoint Ms Karen Simon as a director of the Company.
4. To re-appoint Mr Matthaios Rigas as a director of the Company.
5. To re-appoint Mr Panagiotis Benos as a director of the Company.
6. To re-appoint Mr Roy Franklin as a director of the Company.
7. To re-appoint Mr Andrew Bartlett as a director of the Company.
8. To re-appoint Mr Efstathios Topouzoglou as a director of the Company.
9. To re-appoint Ms Amy Lashinsky as a director of the Company.
10. To re-appoint Ms Kimberley Wood as a director of the Company.
11. To re-appoint Mr Andreas Persianis as a director of the Company.

Re-appointment of Auditors

12. To re-appoint Ernst & Young LLP as auditors of the Company, to hold office from the conclusion of this meeting for a period that may continue until the conclusion of the next general meeting at which the Company's annual report and accounts are laid before the meeting.

Auditors' Remuneration

13. To authorise the Directors to determine the remuneration of the auditors on the recommendation of the Audit & Risk Committee.

Authority to allot Ordinary Shares

14. THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this Resolution):
 - a) comprising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £1,191,726.13 (being approximately two-thirds of the nominal value of the Company's current issued share capital), such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in paragraph 14 b) below, in connection with a pre-emptive offer:
 - i. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b) in any other case, up to an aggregate nominal amount of £595,863.06 (being approximately one third of the nominal value of the Company's current issued share capital), such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 14 a) above in excess of £595,863.06,

provided that this authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or at close of business on 17 August 2024, whichever is earlier, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

Authority to dis-apply pre-emption rights

15. THAT, subject to the passing of Resolution 14, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 14 or by way of a sale of treasury shares, in each case, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- a) the allotment of equity securities or sale of treasury shares for cash in connection with an offer of equity securities:
- i. to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii. to the holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;

- b) the allotment (otherwise than pursuant to paragraph 15 a) above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £178,937.85 (representing no more than 10 per cent of the current issued share capital of the Company); and
- c) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 15 a) or paragraph 15 b) above) up to a nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under paragraph 15 b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

provided that the power granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company or at close of business on 17 August 2024, whichever is earlier, save that the Company may, before such expiry, make offers or agreements 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 (and sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

This Resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

16. THAT, subject to the passing of Resolution 14 and in addition to any authority granted to the Directors under Resolution 15, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash, either pursuant to the authority given by Resolution 14 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be:

- a) limited to the allotment of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £178,937.85 (representing no more than 10 per cent of the current issued share capital of the Company) such authority to be used only for the purposes of financing (or refinancing, if the authority is

to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and

- b) limited to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 16 a) above) up to a nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time pursuant to paragraph 16 a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

provided that the power granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company or at close of business on 17 August 2024, whichever is earlier, save that the Company may, before such expiry, make offers or agreements 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 (and sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

Notice of general meetings, other than annual general meetings

17. THAT any general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Purchase of own shares

18. THAT the Company be generally and unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of £0.01 each provided that:

- a) the maximum aggregate number of Ordinary Shares that may be purchased under either market purchases (within the meaning of section 693(4) of the Act) is 17,893,785 (representing 10 per cent of the current issued share capital of the Company);
- b) the minimum price (excluding expenses) that may be paid for each Ordinary Share is £0.01 (the nominal value thereof); and
- c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
- i. 105 per cent of the average market value of an Ordinary Share in the Company, as derived from the middle market quotations for an Ordinary Share on the London Stock Exchange Daily Official List for the five trading days prior to the day the purchase is made; and
 - ii. the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
 1. the last independent trade of; and
 2. the highest current bid for,

any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out,

provided that the authority conferred by this Resolution shall expire at the conclusion of the next annual general meeting of the Company or at close of business on 17 August 2024, whichever is earlier, save that the Company may, before the expiry of the authority granted by this Resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.

Dated: 24 April 2023

By order of the Board

Eleftheria Kotsana
Company Secretary

Registered office:
Accurist House, 44 Baker Street, London W1U 7AL

EXPLANATION OF RESOLUTIONS

RESOLUTION 1 – TO RECEIVE AND ADOPT THE REPORT AND ACCOUNTS

The Directors are required to present the accounts, Directors' report and Auditors' report to the meeting. These are contained in the Company's Annual Report and Financial Statements for the year ended 31 December 2022 (Annual Report).

RESOLUTION 2 – TO APPROVE THE DIRECTORS' REMUNERATION REPORT

The Directors' Remuneration Report for the year ended 31 December 2022 is submitted for approval by the Shareholders, a copy of which can be found on pages 131 to 147 of the 2022 Annual Report. The report gives details of the Directors' remuneration for the year ended 31 December 2022. The Auditors have audited those parts of the Directors' Remuneration Report capable of being audited. Resolution 2 is an advisory vote.

RESOLUTIONS 3 TO 11 – RE-APPOINTMENT OF DIRECTORS

In accordance with the recommendations of the 2018 UK Corporate Governance Code, the Directors appointed at last year's AGM will offer themselves for re-appointment by the Shareholders at the AGM. Resolutions 3 to 11 seek such re-appointments.

The Board has reviewed the role of each of the Directors and remains satisfied that each of the Directors continues to be fully competent to carry out his or her responsibilities as a member of the Board and that each such Director's performance continues to be effective and demonstrates commitment to the role. Biographies of each of the Directors can be found on pages 94 to 98 of the 2022 Annual Report.

RESOLUTION 12 – RE-APPOINTMENT OF AUDITORS

The Company is required at each general meeting at which the Company's annual report and accounts for the previous financial year are presented to appoint auditors to hold office until the next such meeting. Accordingly, the Board, on the recommendation of the Audit & Risk Committee, recommends to Shareholders the re-appointment of Ernst & Young LLP as the Company's auditors.

RESOLUTION 13 – AUDITORS' REMUNERATION

This Resolution, which is conditional on the passing of Resolution 12, seeks Shareholder consent for the Directors to set the remuneration of the auditors on the recommendation of the Audit & Risk Committee.

RESOLUTION 14 – AUTHORITY TO ALLOT ORDINARY SHARES

The Company's Directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by the Shareholders. The authority granted at the general meeting of the Company held on 26 May 2022 under section 551 of the Act to allot relevant securities is due to expire at the conclusion of this year's AGM. Accordingly, this Resolution seeks to renew the Directors' authority to allot Relevant Securities in accordance with section 551 of the Act.

If passed, the Resolution will authorise Directors to allot: (i) in relation to a pre-emptive offer, equity securities (as defined by section 560 of the Act) up to a maximum nominal amount of £1,191,726.13 which represents approximately two thirds of the Company's issued Ordinary Shares (excluding treasury shares) as at 19 April 2023 (the latest practicable date prior to the date of this document). This maximum is reduced by the nominal amount of any Relevant Securities allotted under the authority set out in paragraph 15 b); and (ii) in any other case, Relevant Securities up to a maximum nominal amount of £595,863.06 which represents approximately one third of the Company's issued Ordinary Shares (excluding treasury shares) as at 19 April 2023 (the latest practicable date prior to the date of this document). This maximum is reduced by the nominal amount of any equity securities allotted under the authority set out in paragraph 15 a) in excess of £595,863.06.

The maximum nominal amount of Relevant Securities (including equity securities) that may be allotted under this Resolution is £1,191,726.13.

As at close of business on 19 April 2023 (the latest practicable date prior to the date of this document), the Company did not hold any treasury shares.

The authority granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company or at close of business on 17 August 2024, whichever is earlier.

The Directors have no present intention of exercising the authority granted by this Resolution but the authority provides the flexibility to allow them to do so in the future. The Directors would not exercise the authority unless they believed that the expected effect would promote the success of the Company for the benefit of its Shareholders as a whole.

In this Resolution, Relevant Securities means:

- a) shares in the Company, other than shares allotted pursuant to:
 - a. an employee share scheme (as defined in section 1166 of the Act);
 - b. a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or
 - c. a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; and
- b) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the Act). References to the allotment of Relevant Securities in this Resolution include the grant of such rights.

RESOLUTIONS 15 AND 16 – TO AUTHORISE DIRECTORS TO DIS-APPLY PRE-EMPTION RIGHTS

Resolutions 15 and 16 are to approve the disapplication of pre-emption rights. Section 561(1) of the Act provides that if the Directors wish to allot any equity securities or sell any treasury shares (if it holds any) for cash, they must first offer them to existing shareholders in proportion to their existing shareholdings. Section 561 does not apply to allotments of equity securities made in connection with an employee share scheme.

Resolution 15 will, if passed, give the Directors power, pursuant to the authority to allot granted by Resolution 14, to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash without first offering them to existing Shareholders in proportion to their existing holdings: (a) in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, up to a maximum nominal amount of £595,863.06 which represents approximately one third and, in relation to pre-emptive offers only, up to a maximum additional amount of £595,863.06 which represents approximately a further one third of the Company's issued Ordinary Shares (excluding treasury shares) as at 19 April 2023 (the latest practicable date prior to the date of this document); (b) in any other case, up to a maximum nominal amount of £178,937.85 which represents approximately 10 per cent of the Company's issued Ordinary Shares (excluding treasury shares) as at 19 April 2023 (the latest practicable date prior to the date of this document); and (c) up to an aggregate nominal amount equal to 20 per cent of any allotments or sales under Resolution 15 b) in relation to a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The Board considers the authority in Resolution 15 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions. Resolution 15 is consistent with the recently updated guidance issued by the Pre-Emption Group.

Resolution 16 will, if passed, give the Directors further power, pursuant to the authority to allot granted by Resolution 14, to allot equity securities or sell treasury shares for cash without first offering them to existing Shareholders in proportion to their existing holdings for transactions which the Directors determine to be an acquisition or specified capital investment defined by the Pre-Emption Group's Statement of Principles, up to a further total amount of £178,937.85 which represents approximately 10 per cent of the Company's issued Ordinary Shares (excluding treasury shares) as at 19 April 2023 (the latest practicable date prior to the date of this document). Resolution 16 follows from Resolution 15 and, if approved, Resolution 16 would give the Directors of the Company an additional authority to issue ordinary shares or sell treasury shares for cash in connection with an acquisition or capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles up to an additional aggregate nominal amount of £178,937.85 (being equal to 10 per cent of the issued ordinary share capital of the Company as at the latest practicable date prior to the publication of the notice of the meeting) without first offering them to existing shareholders in proportion to their existing shareholdings.

This Resolution will allow the board of Directors to allot shares only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. Resolution 16 also provides for a further authority of up to an aggregate nominal amount equal to 20 per cent of any allotments or sales under Resolution 16 a) to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles.

The board of Directors of the Company considers the authorities in Resolution 16 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions. Resolution 16 is consistent with the recently updated guidance issued by the Pre-Emption Group. This power is being sought in order to give the Company the flexibility to raise funds in the future should it choose to do so.

Resolutions 15 and 16 have been separated in accordance with the guidance issued by the Pre-Emption Group. If the Company makes a non-pre-emptive issue of ordinary shares for cash using the power conferred by Resolution 15 or 16 above, the board of Directors confirms that the Company will comply with the shareholder protections contained in Part 2B of the Pre-Emption Group's Statement of Principles regarding how such an issue should be carried out. Among other things, the board of Directors of the Company will give due consideration to the possibility of giving retail investors and other existing investors who are not allocated shares an opportunity to subscribe for ordinary shares at a similar price. Resolution 15 c) and Resolution 16 b) are intended to enable the Company to do this by making a follow-on offer to such investors, as described above.

These authorities will expire at the conclusion of the next annual general meeting of the Company or at close of business on 17 August 2024, whichever is earlier. It is the intention of the Directors to seek to renew these authorities every year and these Resolutions will revoke and replace the power granted by Shareholders at last year's annual general meeting.

RESOLUTION 17 – NOTICE OF GENERAL MEETINGS OTHER THAN ANNUAL GENERAL MEETINGS

Under the Act, the notice period required for all general meetings of the Company is 21 clear days. AGMs will always be held on at least 21 clear days' notice but Shareholders can approve a shorter notice period for other general meetings.

This Resolution would, if passed, allow the Company flexibility to call general meetings, other than annual general meetings, on not less than 14 clear days' notice. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

RESOLUTION 18 – TO APPROVE THE PURCHASE OF THE COMPANY'S OWN SHARES

This Resolution seeks authority for the Company to make market purchases of its own Ordinary Shares and is proposed as a special resolution. If passed, the Resolution gives authority for the Company to purchase up to 17,893,785 of its Ordinary Shares, representing just under 10 per cent of the Company's issued Ordinary Share capital (excluding treasury shares) as at 19 April 2023 (the latest practicable date prior to the date of this document).

The Resolution specifies the minimum and maximum prices which may be paid for any Ordinary Shares purchased under this authority. The authority will expire at the conclusion of the next annual general meeting of the Company or on 17 August 2024, whichever is earlier.

The Directors do not currently have any intention of exercising the authority granted by this Resolution. The Directors will only exercise the authority to purchase Ordinary Shares where they consider that such purchases will be in the best interests of Shareholders generally and will result in an increase in earnings per Ordinary Share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

There are currently no options to subscribe for Ordinary Shares in the Company and the Company does not have any outstanding share warrants.

The Board confirms that, in its opinion, all of the proposed Resolutions are in the best interests of the Shareholders of the Company as a whole and unanimously recommends that Shareholders vote in favour of them.

Notes:

1. Voting on all Resolutions will be conducted by way of a poll rather than a show of hands. In a poll, each Shareholder has one vote for every share held. This is a more equitable method of voting as Shareholders' votes are counted according to the number of shares registered in their names. On arrival at the AGM, all those entitled to vote will be required to register and collect a poll card. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's Registrar, Computershare Investor Services plc, prior to being admitted to the AGM. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and published on the Company's website.
2. Only those Shareholders registered in the Company's register of members at:
 - (a) 6.00 p.m. on Tuesday, 16 May 2023; or
 - (b) if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting,shall be entitled to vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.
3. Every member entitled to attend and vote at the AGM has the right to appoint some other person(s) of their choice, who need not be a Shareholder, as his proxy to exercise all or any of his rights to attend, speak and vote on their behalf at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
4. A Form of Proxy is provided with this Notice. Amended instructions must also be received by the Registrar by the deadline for receipt of Forms of Proxy.
5. If the Chair of the AGM, as your proxy, is being appointed in relation to less than your full voting entitlement, please enter in the box next to the Chair's name the number of Ordinary Shares in relation to which they are authorised to act as your proxy. If left blank, the Chair will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a Shareholder, the full voting entitlement for that designated account).
6. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. To be effective, the Form of Proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited with the Company's Registrars by post to: Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; or by hand to: Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not less than 48 hours before the time appointed for the AGM or any adjourned AGM.
8. As an alternative to appointing a proxy using the Form of Proxy (or CREST under Notes 12-15 below), members can appoint a proxy online at: www.eproxyappointment.com/login. In order to appoint a proxy using this website, members will need their Control Number, Shareholder Reference Number and PIN. This information is printed on the Form of Proxy. If for any reason a member does not have this information, they will need to contact the Registrar by telephone on +44 (0) 370 703 6098 or by logging on to www.investorcentre.co.uk/contactus.
9. To be effective, the electronic appointment of a proxy for the meeting and any power of attorney or other authority under which the proxy appointment is made must be received by the Registrar not less than 48 hours before the time appointed for the AGM or any adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
10. Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under section 146 of the Act (**a Nominated Person**) should note that the provisions in this Notice concerning the appointment of a proxy to attend the meeting in place of a member, do not apply to a Nominated Person as only Shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting.
11. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) (as amended) and for the purposes of section 360B of the Act, the Company has specified that only those members registered on the register of members of the Company at 6.00 p.m. on Tuesday, 16 May 2023 or, if the meeting is adjourned, on the day which is two days prior to the time of the adjourned meeting shall be entitled to attend and vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to the register of members after 6.00 p.m. on Tuesday, 16 May 2023 shall be disregarded in determining the rights of any person to attend and vote at the AGM.
12. CREST members who wish to appoint the Chair as their proxy through the CREST electronic proxy appointment service may do so for the AGM to be held on Thursday, 18 May 2023 and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
13. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (**CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar (ID number 3RA50) by the latest time(s) for receipt of proxy appointments, together with any power of attorney or other authority under which it is sent. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

14. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers, are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com/CREST).
15. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended). For further information relating to the CREST proxy system, please refer to the CREST Manual.
16. A corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member (provided, in the case of multiple corporate representatives of the same corporate shareholder, they are appointed in respect of different shares owned by the corporate shareholder or, if they are appointed in respect of those same shares, they vote those shares in the same way). Corporate shareholders can also appoint a proxy in accordance with Notes 2-9 and, if relevant, Note 10 above. Please note, however, that if multiple corporate representatives purport to vote the same block of shares in different ways, they will be treated as not having voted.
17. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
18. If the Chair, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chair, result in the Chair holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chair will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent or more of the voting rights in the Company who grants the Chair a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
19. Any Shareholder attending the AGM has the right to ask questions relating to the business being dealt with at the AGM. However, members should note that no answer need be given in the following circumstances:
 - (i) if to do so would interfere unduly with the preparation of the AGM or would involve a disclosure of confidential information;
 - (ii) if the answer has already been given on a website in the form of an answer to a question; or
 - (iii) if it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
20. As at 19 April 2023, being the latest practicable date before the publication of this Notice, the Company's issued capital consisted of 178,937,858 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 19 April 2023 are 178,937,858 Ordinary Shares.
21. This Notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 19 April 2023, being the latest practicable date before the publication of this Notice, and, if applicable, any members' matters of business received after the publication of this Notice can be found on the Company's website at <http://www.energean.com>
22. Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice, the Form of Proxy, or Chair's letter should not be used to communicate with the Company (including the service of documents or information relating to the proceedings at the AGM). Shareholders who have general queries about the meeting should email ir@energean.com (no other methods of communication will be accepted).
23. Under section 527 of the Act, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
24. A Shareholder wishing to request publication of a statement under Note 23 above must send the request to the Company using one of the following methods:
 - (i) by email to cosec@energean.com and to be confirmed in writing to the registered office address; or
 - (ii) by letter marked for the attention of Eleftheria Kotsana addressed to the registered office address.
25. The following documents will be available for inspection upon request at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice up to and including the date of the AGM and at the place of the AGM for 15 minutes prior to and during the meeting:
 - (i) copies of service contracts of the executive directors of the Company; and
 - (ii) a copy of the terms of appointment of the non-executive directors of the Company.

26. Other information required by section 311A of the Act can be found in the copy of the Company's annual report and accounts for the financial year ended 31 December 2022, which are available, together with this Notice, at www.energean.com.

27. Directors' shareholdings

The Directors' holdings as at 19 April 2023 (the latest practicable date prior to the publication of this document) are shown in the table below:

| Director | Shares owned outright | Interests in share incentive schemes, subject to performance conditions and holding periods | Interests in share incentive schemes, subject to employment |
|------------------------|-----------------------|---|---|
| | | LTIP | DBP |
| Matthaios Rigas | 14,854,444 | 448,954 | 102,487 |
| Panagiotis Benos | 3,433,571 | 356,383 | 73,067 |
| Karen Simon | 232,072 | – | – |
| Andrew Bartlett | 5,554 | – | – |
| Kimberley Wood | 0 | – | – |
| Andreas Persianis | 0 | – | – |
| Efstathios Topouzoglou | 16,863,674 | – | – |
| Amy Lashinsky | 1,507 | – | – |
| Roy Franklin | 0 | – | – |

28. Substantial shareholdings

As at 19 April 2023 (being the latest practicable date prior to publication of this document), the Company had received notifications in accordance with the FCA's Disclosure and Transparency Rule 5.1.2 of the following interests of 3 per cent or more in the voting rights of the Company. The per cent of Issued Share Capital was calculated as at the date of the relevant disclosures:

| Shareholder ¹ | Number of Shares | Number of Voting Rights | % of Issued Share Capital | Date of Notification |
|---|------------------|---|---------------------------|----------------------|
| Oilco Investments Limited | 16,016,734 | 16,016,734 | 9.04% | 10 Feb 2020 |
| Growthy Holdings Co. Limited | 13,948,260 | 13,948,260 | 7.83% | 12 Sep 2022 |
| Clal Insurance Company Limited | 13,599,003 | 283,577 (direct) 13,315,426 (indirect) | 7.68% | 22 Mar 2021 |
| The Phoenix Holdings Ltd. | 8,968,710 | 8,968,710 | 5.06% | 7 Mar 2022 |
| Aggregate of abrtn plc affiliated investment management entities with delegated voting rights on behalf of multiple managed portfolios ² | 6,640,126 | 6,640,126 | 3.73% | 9 Nov 2022 |

¹ A notification received from The Capital Group Companies, Inc. on 26 November 2019 disclosed a position of 8,214,141 shares. Company analysis based on the Register of Members would indicate this shareholding is no longer greater than 3% despite no further TR1 having been received.

A notification received from Pelham Capital Limited on 10 September 2019 disclosed a position of 7,353,314 shares. Company analysis based on the Register of Members would indicate this shareholding is no longer greater than 3% despite no further TR1 having been received.

² A notification received from abrtn plc on 9 November 2022 disclosed a position of "Below 5%". Company analysis based on the Register of Members dated 30 November 2022 indicates holding was 6,640,126 as at 30 November 2022.

