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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

This document does not constitute a prospectus or MTF admission prospectus for the purposes of the Public Offers and Admissions to Trading Regulations 2024 and has not been pre-approved by the FCA, the London Stock Exchange, any securities commission or any other authority or regulatory body.

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The Directors, whose names appear on page 10 of this document, accept responsibility, collectively and individually, for the information contained in this document (including any expressions of opinion). To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.



# Angus Energy PLC

*(Registered in England and Wales with company number 09616076)*

**Proposed Fundraising to raise £3 million, comprising**

**Placing to raise £1.76 million**

**Subscription to raise £1.24 million**

**each at 0.2 pence per Ordinary Share**

**Proposed Restructuring**

**and**

**Notice of General Meeting**

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This document should be read as a whole. Your attention is drawn to the letter from the Chair of the Company set out on page 10 of this document, which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the General Meeting ("**General Meeting**").

**Notice of the General Meeting (the "Notice of General Meeting"), which will take place at Fieldfisher's offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 13 July 2026 at 11:00 a.m., is set out on pages 19 to 23 of this document.**

If you are a retail shareholder and hold your shares through a platform or nominee (such as Hargreaves Lansdown, or similar), please see the letter from the Chair for instructions on how to vote.

If you are a shareholder in your own name, please follow the instructions set out in the notes to the Notice of General Meeting to either vote online or to complete and return the enclosed proxy form. To be valid, the accompanying proxy form should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by no later than 11:00 a.m. on 9 July 2026. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the General Meeting should they so wish.

S.P. Angel Corporate Finance LLP ("**SP Angel**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser to the Company for the purposes of the AIM Rules and is not acting for, and will not be responsible to, any person other than the Company for providing the protections afforded to customers of S.P. Angel or for advising any other person on the arrangements described in this document.

Merlin Partners LLP (trading as OAK Securities) ("**OAK Securities**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as broker to the Company in connection with the Placing and is not acting for, and will not be responsible to, any person other than the Company for providing the protections afforded to customers of OAK Securities or for advising any other person on the arrangements described in this document.

The distribution of this document and the offer of the Fundraising Shares in certain jurisdictions may be restricted by law. Accordingly, this document must not be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions. In particular, the Fundraising Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States.

## **FORWARD-LOOKING STATEMENTS**

This document contains "forward-looking statements", which includes all statements and information other than statements of historical fact including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "might", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to forward-looking statements contained herein to reflect any change in the Company's expectations with

regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2026
Dispatch of this document	25 June
Latest time and date for receipt of proxy appointments	11.00 a.m. on 9 July
General Meeting	11.00 a.m. on 13 July
Admission of New Ordinary Shares to trading on AIM and commencement of dealings	8.00 a.m. on 14 July
CREST accounts to be credited for New Ordinary Shares to be held in uncertificated form	14 July
Dispatch of definitive share certificates for New Ordinary Shares to be held in certificated form	by 28 July

## FUNDRAISING AND RESTRUCTURING STATISTICS

Issue Price	0.2 pence
Number of Existing Ordinary Shares	4,986,893,414
Number of Placing Shares	880,000,000
Number of Subscription Shares	620,000,000
Number of Forum Consideration Shares	1,250,000,000
Number of ORRI Shares	275,000,000
Enlarged Share Capital	8,011,893,414
Percentage of the Enlarged Share Capital represented by the Fundraising Shares	18.72 per cent.
Gross proceeds of the Fundraising	£3 million

### Notes:

- (a) Unless otherwise specified, references in this document to time are to British Summer Time.
- (b) The times and dates above are indicative only. If there is any change, revised times and dates will be notified to shareholders by means of an announcement through a Regulatory Information Service.

## DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

<b>"Admission"</b>	admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
<b>"AIM"</b>	the AIM market of London Stock Exchange plc
<b>"AIM Rules"</b>	the AIM Rules for Companies published by London Stock Exchange plc from time to time
<b>"Amended Trafigura Facility Agreement"</b>	the deed of amendment and restatement dated 23 June 2026 entered into by amongst others, the Company, Angus Energy Weald Basin No. 3 Limited, Saltfleetby Energy Limited and Trafigura which amends the Existing Trafigura Facility Agreement
<b>"Asset"</b>	means each of: <ul style="list-style-type: none"><li>(i) the 100% working interest in Blocks 38a, 39a, 48a and 49a of Onshore Exploration and Production Licence PEDL005 held by AWB3 and Saltfleetby;</li><li>(ii) the working interests in the Balcombe Field (PEDL 244), the Lidsey oil field (PL241), and the Brockham oil field (PL235) held by AWB3; and</li><li>(iii) any other asset designated as an Asset by Trafigura Trading Europe S.à r.l. and the Company</li></ul>
<b>"Board" or "Directors"</b>	the directors of the Company whose names are set out on page 10 of this document
<b>"Broker Warrants"</b>	the warrants over 52,800,000 new Ordinary Shares being such number of Ordinary Shares as is equal to six per cent. of the Placing Shares, to be exercisable at the Issue Price for three years following Admission, to be granted to OAK Securities
<b>"Company"</b>	Angus Energy PLC (company number 09616076) whose registered office address is Building 3 Chiswick Park, 566 Chiswick High Street, London, England, W4 5YA
<b>"Enlarged Share Capital"</b>	the 8,011,893,414 Ordinary Shares in issue on Admission, including the New Ordinary Shares
<b>"Exercise Price"</b>	<ul style="list-style-type: none"><li>(i) in relation to Margin Warrants, the higher of: (i) 150% of the volume weighted average price in GBP of the Ordinary Shares (as reported by Bloomberg) for the 15 business days immediately prior to the payment date of the relevant Margin Warrant Amount; and (ii) £0.002;</li><li>(ii) in relation to Interest Period Warrants, £0.003 (being 150% of the Issue Price); and</li><li>(iii) in relation to the Additional Trafigura Warrants, £0.02</li></ul>

<b>"Existing Ordinary Shares"</b>	the 4,986,893,414 Ordinary Shares in issue as at the date of this document
<b>"Existing Trafigura Facility Agreement"</b>	the facility agreement originally dated 13 May 2021 between, amongst others, the Company, Angus Energy Weald Basin No. 3 Limited and Saltfleetby Energy Limited (as borrowers) and Trafigura, as amended and restated on 22 February 2024
<b>"Forum"</b>	Forum Energy Services Limited (company number 09903234) whose registered office address is 3 Linkfield Road, Isleworth, England, TW7 6QG
<b>"Forum Consideration Shares"</b>	1,250,000,000 new Ordinary Shares to be issued to Forum pursuant to the Forum Deed of Variation
<b>"Forum Deed of Variation"</b>	the deed of variation of the Forum SPA dated 23 June 2026 entered into between the Company, Forum, Saltfleetby Energy Limited and Angus Energy Weald Basin No.3 Limited
<b>"Forum Relationship Agreement"</b>	the relationship agreement dated 23 June 2026 entered into between the Company, SP Angel and Forum
<b>"Forum SPA"</b>	the share purchase agreement entered into on 23 May 2022 between, amongst others, the Company and Forum (as amended on 22 February 2024)
<b>"Fourth Well"</b>	a contemplated infill well at the Saltfleetby gas field
<b>"Fundraising"</b>	together, the Placing and the Subscription
<b>"Fundraising Shares"</b>	together, the Placing Shares and the Subscription Shares
<b>"Further Funding Condition"</b>	the Company raising funding (from any source) in an amount equal to the capital required for the Fourth Well
<b>"General Meeting"</b>	the general meeting of the Company to be held at the offices of Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 13 July 2026 at 11.00 a.m. (or any adjournment thereof), notice of which is set out at the end of this document
<b>"Group"</b>	the Company, its subsidiaries and its subsidiary undertakings (each as defined in the Companies Act 2006) as at the date of this document
<b>"Issue Price"</b>	0.2 pence per New Ordinary Share
<b>"Kemexon"</b>	Kemexon Ltd, a company incorporated and registered in Hong Kong whose address is at 39 Queens Road, Prosperity Tower, Hong Kong
<b>"London Stock Exchange"</b>	London Stock Exchange plc
<b>"New Ordinary Shares"</b>	together the Fundraising Shares, the Forum Consideration Shares and the ORRI Shares

<b>"OAK Securities"</b>	Merlin Partners LLP (trading as OAK Securities) incorporated and registered in England and Wales with company number OC317265, whose registered office is at 90 Jermyn Street, London SW1Y 6JD
<b>"Ordinary Shares"</b>	the ordinary shares of £0.002 each in the capital of the Company
<b>"ORRI Shares"</b>	275,000,000 new Ordinary Shares to be issued to the Royalty Holders pursuant to Royalty Holder Agreement
<b>"Placees"</b>	such persons who have agreed to subscribe for Placing Shares pursuant to the Placing
<b>"Placing"</b>	the conditional placing by OAK Securities (as agent for the Company) of the Placing Shares at the Issue Price pursuant to the terms of the Placing Agreement
<b>"Placing Agreement"</b>	the conditional agreement dated 24 June 2026 between the Company, OAK Securities and SP Angel relating to the Placing
<b>"Placing Shares"</b>	the 880,000,000 new Ordinary Shares to be issued pursuant to the Placing
<b>"PLCR"</b>	the project life coverage ratio, being the ratio of net present value to the aggregate loan amount outstanding
<b>"Proposals"</b>	together, the Fundraising and the Restructuring
<b>"Resolutions"</b>	the resolutions to be proposed at the General Meeting
<b>"Restructuring"</b>	the restructuring of the Company's existing agreements with Trafigura, the Royalty Holders and Forum. further details of which are set out in this document
<b>"Restructuring Warrants"</b>	the warrants to subscribe for new Ordinary Shares under the Amended Trafigura Facility Agreement pursuant to each Warrant Instrument (being the Margin Warrants, the Interest Period Warrants and the Additional Trafigura Warrants)
<b>"Revenue Share Agreements"</b>	the separate revenue share agreements made on 17 May 2021 between the Company and, among others, (1) Mercuria Energy Trading S.A., (2) Aleph Saltfleetby Ltd and (3) Aleph Energy Ltd (as varied on 22 February 2024)
<b>"Royalty Holder Agreement"</b>	the agreement entered into on 23 June 2026 between the Company, certain other members of the Group and the Royalty Holders relating to the restructuring of the Revenue Share Agreements
<b>"Royalty Holders"</b>	together, Mercuria Energy Trading S.A., Aleph Saltfleetby Ltd and Aleph Energy Ltd
<b>"Shareholders"</b>	registered holders from time to time of the Ordinary Shares
<b>"SONIA"</b>	the Sterling Overnight Index Average rate administered by the Bank of England (or any successor administrator)

<b>"SP Angel"</b>	S.P. Angel Corporate Finance LLP (company number OC317049) whose registered office address Prince Frederick House, 35-39 Maddox Street, London, England, W1S 2PP
<b>"Subscribers"</b>	the persons who have agreed to subscribe for the Subscription Shares pursuant to the Subscription Agreements
<b>"Subscription Agreements"</b>	the conditional agreements entered into between the Company and each of the Subscribers, relating to the Subscription
<b>"Subscription Shares"</b>	in aggregate, the 620,000,000 new Ordinary Shares to be issued pursuant to the Subscription subject to, <i>inter alia</i> , the passing of the Resolutions at the General Meeting
<b>"Subscription"</b>	the conditional subscription by the Subscribers for the Subscription Shares at the Issue Price made on the terms and subject to the conditions set out in the Subscription Agreements
<b>"Trafigura"</b>	Trafigura Trading Europe S.à r.l.
<b>"Warrant Instrument"</b>	the agreed form instrument under which the Company will constitute the Restructuring Warrants
<b>"Warrants"</b>	as applicable: (i) the Restructuring Warrants; and (ii) the Broker Warrants

## LETTER FROM THE CHAIR

# Angus Energy PLC

(Registered in England and Wales with company number 09616076)

### **Directors:**

Krzysztof Zielicki (Non-Executive Chair)  
Carlos Fernandes (Finance Director)  
Antoine Vayner (Non-Executive Director)  
Alexander Craig (Non-Executive Director)  
Richard Glass (Non-Executive Director)

### **Registered Office:**

Building 3 Chiswick Park  
566 Chiswick High Street  
London  
W4 5YA

25 June 2026

Dear Shareholder

### **Proposed Fundraising to raise £3 million, comprising**

**Placing to raise £1.76 million**

**Subscription to raise £1.24 million**

**each at 0.2 pence per Ordinary Share**

**Proposed Restructuring**

**and**

**Notice of General Meeting**

## **1. Introduction**

On 24 June 2026, Angus Energy PLC announced that it had signed agreements with its three principal creditor groups, namely Trafigura, the Royalty Holders, and Forum. This comprehensive restructuring, when completed, will represent a major milestone for the business, demonstrating strong stakeholder support and providing a clear, sustainable financial platform for the Company's next phase of development. Further details of the Restructuring are set out below in this document.

It was also announced that the Company had conditionally raised £3 million in aggregate (before expenses) through a placing and subscription of 1,500,000,000 new Ordinary Shares at the Issue Price of 0.2 pence per share.

The Fundraising is conditional on, *inter alia*, the Resolutions being passed at the General Meeting, the Placing Agreement becoming unconditional in all respects and not having been terminated in accordance with its terms and Admission.

**The purpose of this document is to provide you with information about the background to and the reasons for Proposals, to explain why the Board considers the Proposals to be in the best interests of the Company and its Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings.**

**The Company has received irrevocable undertakings to vote in favour of the Resolutions from Shareholders holding (in aggregate) 1,957,947,220 Ordinary Shares, representing approximately 39.26 per cent. of the Existing Ordinary Shares.**

## **2. Background to and reasons for the Restructuring and the Fundraising**

As announced on 22 February 2024, the Company entered into a financing facility (the “**Existing Trafigura Facility Agreement**”) with a subsidiary of Trafigura Group PTE Ltd (“**Trafigura**”). The principal terms of the Existing Trafigura Facility Agreement were set out in the term sheet summarised by the Company via RNS on 20 December 2023, being a five-year loan with a twelve-month grace period on principal repayments, followed by broadly even amortisation commencing in March 2025. During the first quarter of 2025, the Company experienced production variability at the Saltfleetby Field prior to the commissioning of the booster compressor. As a result, the first scheduled principal repayment of £1.25 million and second repayment, which fell due on 30 June 2025, were deferred. These matters led the Company to enter into discussions with Trafigura and its other key stakeholders regarding a potential restructuring of its debt obligations.

In parallel, the Company has existing obligations in respect of deferred consideration for the Saltfleetby Field payable to Forum Energy Services Ltd (“**Forum**”). As announced on 22 February 2024, these payments were restructured to include instalments through to June 2025 which could be satisfied in cash or shares at Forum’s election. Prior to the Restructuring, the total outstanding amount to Forum equated to approximately £1.89 million plus interest.

Additionally, under the Company’s 2021 senior debt facility for the redevelopment of the Saltfleetby Field, royalties became payable from 1 March 2024 to Aleph Saltfleetby Ltd and Aleph Energy Ltd (5 per cent.) and Mercuria Energy Trading S.A (3 per cent.) on gross revenues from existing wells, with no royalties attaching to future wells.

The Company is pleased to announce that it has now entered into binding agreements with the three principal creditor groups, Trafigura, Forum Energy and the Overriding Royalty Interest holders to restructure the above debt. Under the terms of the Restructuring, all senior debt, crystallised hedges and deferred hedges will be consolidated into one £26m facility with a 5-year amortisation profile. The deferred consideration due to Forum will also be fully settled in new Ordinary Shares at the Issue Price, which eliminates continued equity dilution from discretionary conversions. The overriding royalty interest has been crystallised into a fixed £2.5m obligation, with £550,000 settled in in new Ordinary Shares at the Issue Price and the remaining £1.95m repaid as junior debt from free cash flow and no fixed repayment profile.

In addition, the Company’s low-priced legacy hedging volumes expired in June 2025. As a result, the Company has subsequently expanded its hedging programme, placing additional gas hedges covering the period from April 2026 to June 2027, securing 7.745 million therms at a weighted average price of approximately 101 pence per therm. When combined with the existing hedge portfolio, the total hedged position is approximately 12.9 million therms at a similar weighted average price through to June 2027, representing approximately 44 per cent. of forecast production over that period. This hedging programme provides a meaningful degree of revenue visibility, underpinning the Company’s operating cost base and supporting more predictable cash flow generation, while retaining exposure to potential upside in UK gas prices on unhedged volumes.

The Restructuring is expected to materially strengthen the Group’s balance sheet, enhance liquidity and establish a more sustainable long-term capital structure. The crystallisation of the existing royalties removes a significant contingent liability, while the conversion of deferred consideration due to Forum into equity further aligns key stakeholders with the Company’s long-term success. In addition, Trafigura has agreed to consolidate and extend its facilities at a reduced

cost of capital, lowering financing costs and providing the Company with a stable and predictable repayment profile and enhanced financial flexibility.

As a condition of the Restructuring, the Company is required to undertake the Fundraising to provide additional liquidity, support ongoing operations (including the drilling of a fourth well) and ensure the Company is appropriately capitalised.

Following its successful corporate and balance sheet restructuring, the Company is expected to emerge from suspension as a financially secure and operationally attractive onshore gas investment. The business is now positioned to generate sustainable cash flow, with clear opportunities for organic growth, supported by a favourable forward gas price environment. The shareholder-aligned management team has stabilised the business, delivered an operational turnaround, and is now focused on scaling production to realise the full value of its asset base.

The producing Saltfleetby gas field represents a long-life, high-quality asset, with 2P reserves of 21 Bcf and 2C resources of 17 Bcf. Management estimates a 2P NPV10 value of £67 million, with additional upside potential from up to five further well targets. Recent increases in gas production, combined with strong gas pricing and the roll-off of legacy low-price hedging arrangements, have materially improved net revenues, with further upside expected. Existing operational assets also provide established infrastructure to support cost-effective organic expansion.

Alongside the Restructuring, the Company has undertaken a conditional Fundraising of £3,000,000, the net proceeds of which will primarily be used to optimise operations at the Saltfleetby gas field and to accelerate the preparation, planning, and procurement of long-lead items for a fourth gas production well. Final investment decision (FID) for the drilling of the Fourth Well is targeted for Q4 2026, with the spud date of the well anticipated in Q1 2027, with an estimated cost of c.£6 million and an anticipated payback period of approximately 12 months. Whilst the Fundraising will contribute towards the preparation and long-lead items for the Fourth Well, the Company expects to fund the majority of the associated expenditure from operating cash flow. The Company is, however, also seeking specific headroom to raise equity for the Fourth Well as a contingency, providing additional financial flexibility and the option to deploy operating cash flows elsewhere within the business.

The Board remains confident in the underlying gas reserves and production potential of the Saltfleetby Field and continues to evaluate opportunities to enhance production and strengthen the Company's operational and financial position, including through well workovers, new drilling and potential strategic acquisitions.

Against this backdrop, the Board believes that the Restructuring, together with the proposed Fundraising, is in the best interests of the Company and its shareholders, positioning the business to deliver sustainable long-term value.

### **3. Principal terms of the Restructuring**

#### *Trafigura*

The Company announced on 24 June 2026 that it has entered into definitive documentation to amend the Existing Trafigura Facility Agreement (the "**Amended Trafigura Facility Agreement**").

The aggregate amount outstanding under the Amended Trafigura Facility Agreement is approximately £26,000,000 (the "**Trafigura Facility Amount**"). The headline term of the Trafigura Facility Amount is five years, with even quarterly repayments up to and including 31 March 2031.

Additionally, there is a cash sweep whereby: (i) 50 per cent. of the Company's revenues from any Asset (after deducting all group-wide costs, including financing charges) shall be applied bi-

annually to redeem the loan; and (ii) the remaining 50 per cent. of such revenues shall be applied in repayment of the ORRI Cash Amount (as defined below) (the "**Cash Sweep**").

The Cash Sweep will only apply to funds in excess of £2,000,000, such that the Company shall be entitled to retain a minimum cash balance of £2,000,000 to meet its projected operational and capital expenditure requirements for each following 12 months.

If the ORRI Cash Amount has been fully repaid and any of the Trafigura Facility Amount remains outstanding, 100% of the Cash Sweep amount shall be applied in mandatory prepayment of the Trafigura Facility Amount.

The Trafigura Facility Amount carries an interest rate of SONIA plus eight per cent per annum. At the Company's sole discretion, an amount of interest equivalent to four per cent. per annum on the outstanding Trafigura Facility Amount (the "**Margin Warrant Amount**") may also be satisfied by granting Warrants to Trafigura ("**Margin Warrants**"). The number of Margin Warrants to be granted shall be derived from an agreed-form Black-Scholes valuation model. The Exercise Price of a Margin Warrant shall be the higher of: (i) 150% of the volume weighted average price in GBP of the Ordinary Shares (as reported by Bloomberg) for the 15 business days immediately prior to the payment date of the relevant Margin Warrant Amount; and (ii) £0.002 (being the nominal value of an Ordinary Share). One Margin Warrant will entitle the warrant holder to subscribe for one new Ordinary Share at the relevant Exercise Price. The Margin Warrants will expire five years from the date of grant.

In satisfaction and discharge of interest equal to four per cent. per annum on outstanding loans under the Amended Trafigura Facility Agreement, the Company will also grant Warrants to Trafigura as follows (the "**Interest Period Warrants**"):

- 107,824,711 Warrants in respect of £150,906.47 of accrued and unpaid interest in respect of the period ending on 31 December 2025; and
- 103,239,664 Warrants in respect of £144,489.45 of accrued and unpaid interest in respect of the period ending on 31 March 2026,

The Exercise Price of an Interest Period Warrant shall be £0.003, being 150% of the Issue Price. One Interest Period Warrant will entitle the warrant holder to subscribe for one new Ordinary Share at the Exercise Price. The Interest Period Warrants will expire five years from the date of grant.

The Company will also grant 5,000,000 additional Warrants to Trafigura (the "**Additional Trafigura Warrants**"). The Exercise Price of an Additional Trafigura Warrant shall be £0.02. One Additional Trafigura Warrant will entitle the warrant holder to subscribe for one new Ordinary Share at the Exercise Price. The Additional Trafigura Warrants will expire 12 months from the date of grant.

Covenants are tested semi-annually whilst events of default, representations and undertakings are those which are customary of senior secured debt facilities.

The Company will be permitted to apply revenues from Assets toward drilling of the Fourth Well, provided that certain metrics relating to PLCR, gas prices and production levels are met which the Company considers to be achievable.

The Amended Trafigura Facility Agreement is conditional, *inter alia*, upon:

- The Resolutions having been passed at the General Meeting.

- Admission taking place on or around 8.00 a.m. on 14 July 2026 (or such other date as the Company and SP Angel may agree, being no later than 8.00 a.m. on 28 July 2026).

#### *Revenue Share Agreements*

As part of the senior debt facility secured in 2021 to redevelop the Saltfleetby Field, under the Revenue Share Agreements made between the Company and the Royalty Holders on 17 May 2021 (as varied on 22 February 2024) the Company acquired commitments to pay royalties to the lenders from the three current producing wells on repayment of that part of the debt associated with the construction of field facilities.

It was announced on 24 June 2026 that the Royalty Holder Agreement had been entered into with the Royalty Holders, under which the Revenue Share Agreements are terminated and the aggregate amount due to the Royalty Holders is £2,500,000 (the "**ORRI Amount**"), to be settled as follows:

- £550,000 of the ORRI Amount is to be settled by the issue of 275,000,000 ORRI Shares in aggregate to the Royalty Holders at the Issue Price. The ORRI Shares will be subject to a lock-in until the earlier of: (i) six months from the date of issue; and (ii) the completion of the Further Funding Condition.
- £1,950,000 of the ORRI Amount (the "**ORRI Cash Amount**") is to be settled by the Cash Sweep. If the Trafigura Facility Amount has been fully repaid and any of the ORRI Cash Amount remains outstanding, 100% of the Cash Sweep shall be applied in prepayment of the ORRI Cash Amount. The ORRI Cash Amount may be prepaid earlier than through the Cash Sweep, with no early repayment penalties.

The ORRI Cash Amount carries an interest rate of six per cent per annum, which is to be paid in cash on a quarterly basis.

The ORRI Cash Amount must be repaid in full on the earlier of: (i) 31 March 2031; and (ii) the date on which the Trafigura Facility Amount is fully repaid.

Each Royalty Holder which owns Ordinary Shares, plus Mercuria Holdings (Singapore) Pte Ltd (being the Mercuria entity which owns Ordinary Shares) has provided an irrevocable undertaking to vote in favour of the Resolutions at the General Meeting.

The Royalty Holder Agreement is conditional, *inter alia*, upon:

- The Resolutions having been passed at the General Meeting.
- Admission taking place on or around 8.00 a.m. on 14 July 2026 (or such other date as the Company and SP Angel may agree, being no later than 8.00 a.m. on 28 July 2026).

#### *Forum*

The Company also announced on 24 June 2026 that it has signed the Forum Deed of Variation to amend the terms of the Forum SPA (originally entered into regarding the sale of Saltfleetby Energy Limited's 49% interest in the Saltfleetby Field to the Company in 2022), as follows:

- (a) The remaining deferred consideration amount due to Forum under the Forum SPA shall be £2,500,000 (the "**Forum Deferred Consideration**"); and.
- (b) The Forum Deferred Consideration shall be settled in full by the issue of 1,250,000,000 Forum Consideration Shares at the Issue Price at Admission.

The Forum Consideration Shares are subject to a lock-in for a period of up to the earlier of six months and the completion of the Further Funding Condition. Following Admission, Forum will hold approximately 25.69 per cent. of the Company's issued Ordinary Shares.

The Forum Deed of Variation is conditional, *inter alia*, upon:

- the Resolutions having been passed at the General Meeting; and
- Admission taking place on or around 8.00 a.m. on 14 July 2026 (or such other date as the Company and the Nomad may agree, being no later than 8.00 a.m. on 28 July 2026).

Forum has provided an irrevocable undertaking to vote in favour of the Resolutions at the General Meeting.

In connection with the Forum Deed of Variation, the Company, SP Angel and Forum have also entered into the Forum Relationship Agreement to manage the ongoing relationship between the Company and Forum, under which it has been agreed, *inter alia*, that for so long as Forum holds at least 12.5 per cent. of the Company's issued Ordinary Shares, it will have the right either to nominate a director to be appointed to the Board (a "**Forum Director**") or, if a Forum Director has not been appointed, to appoint an observer to the Board.

Kemexon is party to an existing relationship agreement with the Company dated 11 June 2024. In connection with the Proposals, Kemexon has agreed to enter into a new relationship agreement with the Company on the same terms as the Forum Relationship Agreement, save that the agreement continues for so long as Kemexon holds at least 10.0 per cent. of the Company's issued Ordinary Shares

#### **4. The Fundraising**

##### *The Placing*

The Company has conditionally raised £1.76 million (before expenses) by way of a conditional placing by OAK Securities, as agent to the Company, with institutional and other investors of 880,000,000 Placing Shares at the Issue Price pursuant to the terms of the Placing Agreement. The Placing is conditional, amongst other things, on the passing of the Resolutions, the Placing Agreement not having been terminated and Admission occurring on or before 8.00 a.m. on 14 July 2026 (or such later date as OAK Securities and the Company may agree, being not later than 8.00 a.m. on 28 July 2026).

Under the terms of the Placing Agreement, OAK Securities, as agent to the Company for the purposes of the Placing, has agreed to use its reasonable endeavours to procure Placees for the Placing Shares at the Issue Price. The Company has given certain customary warranties to OAK Securities in connection with the Placing and other matters relating to the Company and its business. In addition, the Company has agreed to indemnify OAK Securities in relation to certain liabilities that it may incur in undertaking the Placing. OAK Securities has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular for a material breach of any of the warranties, upon the occurrence of certain force majeure events or upon the occurrence of a material change to or affecting the business of the Company. The Placing is not being underwritten.

##### *The Subscription*

The Company has conditionally raised £1.24 million (before expenses) by way the Subscription. The following parties have entered into Subscription Agreements with the Company, in each case at the Issue Price, as follows:

- Kemexon: £350,000 for 175,000,000 Subscription Shares
- Carlos Fernandes (Finance Director): £25,000 for 12,500,000 Subscription Shares
- Ross Pearson (Chief Operating Officer): £25,000 for 12,500,000 Subscription Shares
- Aleph Commodities Limited: £250,000 for 125,000,000 Subscription Shares.

Certain other subscribers have also entered into Subscription Agreements with the Company. The Subscription is conditional upon (amongst other things) the passing of the Resolutions, the Placing Agreement not having been terminated and Admission occurring on or before 8.00 a.m. on 14 July 2026 (or such later time and/or date, not being later than 8.00 a.m. on 24 July 2026).

#### *Settlement and dealings*

The Fundraising Shares, when issued, will be fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of issue. Application will be made to London Stock Exchange for admission of the Fundraising Shares to trading on AIM. It is expected that Admission will take place at 8.00 a.m. on 14 July 2026.

## **5. Director Dealings and Related party transactions**

Forum is a substantial shareholder in the Company and is therefore deemed to be a related party under the AIM Rules. Accordingly, the entry by the Company into the Forum Deed of Variation and the Forum Relationship Agreement constitutes a related party transaction pursuant to Rule 13 of the AIM Rules (the "**Forum Transaction**"). The independent directors, being for these purposes Alexander Craig, Antione Vayner, Krzysztof Zielicki and Carlos Fernandes, having consulted with the Company's nominated adviser, SP Angel, consider the terms of the Forum Transaction to be fair and reasonable insofar as Shareholders are concerned.

Aleph Saltfleetby Ltd, together with other affiliated Aleph entities and individuals, is or has been a substantial shareholder in the Company in the past 12 months and are therefore a related party under the AIM Rules. Accordingly, the entry by the Company into the Royalty Holder Agreement constitutes a related party transaction pursuant to Rule 13 of the AIM Rules. The independent directors, being for these purposes Antoine Vayner, Richard Glass, Krzysztof Zielicki and Carlos Fernandes, having consulted with the Company's nominated adviser, SP Angel, consider the terms of the Royalty Holder Agreement to be fair and reasonable insofar as Shareholders are concerned.

Kemexon is a substantial shareholder of the Company and therefore a related party under the AIM Rules. The conditional subscription for New Ordinary Shares by Kemexon (as outlined above) and the entry into the Kemexon Relationship Agreement, further details of which are set out below, constitute related party transactions pursuant to Rule 13 of the AIM Rules. The independent directors, being for these purposes Richard Glass and Krzysztof Zielicki, having consulted with the Company's nominated adviser, SP Angel, consider the terms of the subscription by Kemexon and the Kemexon Relationship Agreement to be fair and reasonable insofar as Shareholders are concerned.

Aleph Commodities Ltd, together with other affiliated Aleph entities and individuals, has been a substantial shareholder in the Company in the past 12 months and is therefore being treated as a related party under the AIM Rules. Therefore, the conditional subscription for Subscription Shares by Aleph Commodities Ltd (as outlined above) constitutes a related party transaction pursuant to Rule 13 of the AIM Rules. The independent directors, being for these purposes Richard Glass and Krzysztof Zielicki, having consulted with the Company's nominated adviser, SP Angel, consider the terms of the subscription by Aleph Commodities Ltd. to be fair and reasonable insofar as Shareholders are concerned.

The conditional Subscription for Subscription Shares by Carlos Fernandes as outlined above constitutes a related party transaction pursuant to Rule 13 of the AIM Rules. The independent directors, being for these purposes Richard Glass and Krzysztof Zielicki, having consulted with the Company's nominated adviser, SP Angel, consider the terms of the subscription by Carlos Fernandes to be fair and reasonable insofar as Shareholders are concerned.

## **6. General Meeting**

You will find at the end of this document a notice convening the General Meeting to be held at [the offices of Fieldfisher LLP, 9<sup>th</sup> Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 13 July 2026 at 11.00 a.m. to consider and, if thought appropriate, pass resolutions to permit the Directors to:

- (a) allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares, in connection with the Fundraising, Restructuring and Further Funding Condition; and
- (b) allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares for cash free of the statutory pre-emption rights which would otherwise apply, in connection with the Fundraising, Restructuring and Further Funding Condition.

Resolution 1 will be proposed as an ordinary resolution. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 2 will be proposed as a special resolution. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

## **7. Action to be taken in respect of the General Meeting**

### *Shareholders holding through nominees/platforms*

If you hold shares through a nominee or platform (such as Hargreaves Lansdown, or similar), please send your voting instructions to your nominee or platform. They will aggregate your votes and submit them. Your nominee will be the holder of record on the Company's share register and will therefore need to submit the votes on your behalf. If you submit a form of proxy it is unlikely to be valid and, if it is invalid, your votes will not be counted.

### *Registered shareholders*

If you hold your shares in your own name (rather than through a nominee or platform), you can vote:

- by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions;

- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying the Notice of General Meeting; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice of General Meeting.

Even if you intend to attend the General Meeting in person, you are requested to complete and sign the proxy form in accordance with the notes to the Notice of General Meeting and instructions printed on it and return it to the Company's registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by no later than 11:00 a.m. on 9 July 2026.

If you are a CREST member, you may submit your proxy electronically through CREST. Details of how to do so are set out in the notes to the Notice of General Meeting.

## **8. Recommendation**

**Your Directors consider that the resolutions to be proposed will promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, your Directors unanimously recommend that Shareholders vote in favour of all of the resolutions, as they intend to do in respect of their own beneficial holdings.**

**The Company has received irrevocable undertakings to vote in favour of the Resolutions from Shareholders holding (in aggregate) 1,957,947,220 Ordinary Shares, representing approximately 39.26 per cent. of the issued share capital of the Company at the date of this document.**

Yours faithfully

**Krzysztof Zielicki**  
**Chair**

## ANGUS ENERGY PLC

*(Registered in England and Wales with company number 09616076)*

### NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a general meeting of Angus Energy PLC (the "**Company**") will be held on 13 July 2026 at 11:00 a.m. at the offices of Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT. The business of the meeting will be to consider and, if thought fit, to pass the following resolutions. Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

Unless otherwise defined in this notice, capitalised terms used in this notice will have the same meaning given to them in the letter from the Chair dated 25 June 2026 to which this notice is attached.

#### ORDINARY RESOLUTION

1. **THAT** the directors of the Company (the "**Directors**") are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**"), in addition to any existing authorisations, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("**Rights**"):
  - (a) up to an aggregate nominal amount of £1,760,000 in connection with the Placing;
  - (b) up to an aggregate nominal amount of £1,320,000 in connection with the Subscription;
  - (c) up to an aggregate nominal amount of £550,000 in connection with the ORRI Shares;
  - (d) up to an aggregate nominal amount of £2,500,000 in connection with the Forum Consideration Shares; and
  - (e) up to an aggregate nominal amount of £2,000,000 in connection with the grant of Warrants; and
  - (f) up to an aggregate nominal amount of £6,500,000 in connection with the Further Funding Condition being any future fundraising that raises funds predominantly for purposes of the Fourth Well,

and this authorisation shall, unless previously revoked by resolution of the Company, expire at the close of business on the date falling 15 months from the date of this general meeting or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2027. The Company may, at any time before such expiry, make offers or enter into agreements 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 in pursuance of any such offer or agreement as if this authorisation had not expired.

#### SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution 1 above, in addition to any existing authorisations the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:
  - (a) up to an aggregate nominal amount of £1,760,000 in connection with the Placing;

- (b) up to an aggregate nominal amount of £1,320,000 in connection with the Subscription;
- (c) up to an aggregate nominal amount of £550,000 in connection with the ORRI Shares;
- (d) up to an aggregate nominal amount of £2,500,000 in connection with the Forum Consideration Shares;
- (e) up to an aggregate nominal amount of £2,000,000 in connection with the grant of Warrants; and
- (f) up to an aggregate nominal amount of £6,500,000 in connection with the Further Funding Condition being any future fundraising that raises funds predominantly for purposes of the Fourth Well,

such authority to expire at the end of the annual general meeting of the Company to be held in 2027 (or, if earlier, at the close of business on the date falling 15 months from the date of this general meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

*BY ORDER OF THE BOARD*

**Westend Corporate LLP**  
**Company Secretary**  
25 June 2026

**Registered office:**  
Building 3 Chiswick Park  
566 Chiswick High Street  
London  
England  
W4 5YA

## Notes to the Notice of General Meeting

### *Entitlement to attend and vote*

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only shareholders entered on the register of members of the Company at 11:00 a.m. on 9 July 2026 (or in the event that this meeting is adjourned, on the register of members at 11:00 a.m. on the day two days (excluding non-business days) prior to the date fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### *Appointment of proxies*

2. A shareholder is entitled to appoint a proxy to exercise his or her right to vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chair of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chair) and give your instructions directly to the relevant person.
4. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy (however, from a practical perspective, the proxy must be the chair of the meeting), you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. If you fail to specify the number of shares to which each proxy relates or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
5. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting. Discretionary votes are permissible but will be cast on resolutions at the chair of the meeting's absolute discretion. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.

### *Appointment of proxy (non-CREST)*

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
7. Appointments of proxies must be received by the Company's registrars, Share Registrars Limited by 11:00 a.m. on 9 July 2026 by either:
  - (a) Visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions; or
  - (b) completing, signing and returning the proxy form enclosed, by post or hand delivery to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.
8. In the case of a member which is a company, the hard copy proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those shareholders registered in the register of members of the Company at 11:00 a.m. on 9 July 2026, or, if the meeting is adjourned, in the register of members at close of business on the day two days (excluding non-business days) before the date of any adjourned meeting, will be entitled to vote by proxy in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

### *Appointment of proxy through CREST*

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. 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.

12. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent, Share Registrars Ltd (ID: 7RA36) by 11:00 a.m. on 9 July 2026. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 the relevant 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. 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.
14. 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 (SI 2001/3755).

#### *Appointment of proxy by joint members*

16. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### *Changing proxy instructions*

15. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
16. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated above.
17. 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.

#### *Termination of proxy appointments*

18. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
19. The revocation notice must be received by the Company no later than 11:00 a.m. on 9 July 2026.
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.
21. The appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### *Corporate representatives*

22. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

#### *Issued shares and total voting rights*

23. As at close of business on 24 June 2026 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 4,986,893,414 Ordinary Shares. Each Ordinary Share carries the right to one vote at the general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 24 June 2026 is 4,986,893,414.

*Communication*

1. You may not use any electronic address provided in this notice of meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.