

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO DIVERSIFIED ENERGY COMPANY PLC ON WHICH YOU ARE BEING ASKED TO VOTE.

The definitions used throughout this document are set out on page 3 of this document.

If you are in any doubt about the contents of this document or what action you should take, you are recommended to seek your own personal financial advice from an appropriately qualified independent adviser authorised under the Financial Services and Markets Act 2000 if in the United Kingdom or otherwise regulated under the laws of your own country.

If you have recently sold or transferred all of your Shares in the Company, please forward this document, together with any accompanying documents, as soon as possible either 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.

DIVERSIFIED ENERGY COMPANY PLC
(incorporated in England and Wales with registered number 09156132)

Notice of Annual General Meeting

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company set out in the Company's 2022 annual report which accompanies this document. Your Board is unanimously recommending that you vote in favour of the Resolutions 1 - 21 set out in the notice of Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at the offices of FTI Consulting, 200 Aldersgate, Aldersgate Street, London, EC1A 4HD, United Kingdom at 2 p.m. (UK time) on 2 May 2023 is set out in this document.

Shareholders will find enclosed a Form of Proxy for use at the AGM. To be valid for use at the AGM, the Form of Proxy must be completed and returned, in accordance with the instructions printed thereon, to the Company's share registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom as soon as possible and, in any event, to arrive by 2 p.m. (UK time) on 27 April 2023. The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the AGM should they subsequently wish to do so.

The Board encourages shareholders to watch the Company's website (www.div.energy) and regulatory news services for any updates in relation to the AGM that may need to be provided.

Shareholders should submit their votes via proxy as early as possible. Further instructions on completion of the form of proxy are set out in the 'Notes' section of this document. CREST members may also vote electronically through the CREST electronic proxy appointment service. In addition, Forms of Proxy can also be submitted by Shareholders electronically (even outside CREST) by visiting www.investorcentre.co.uk/eproxy or emailing a scanned copy of the signed personalised Form of Proxy to externalproxyqueries@computershare.co.uk. Please contact the Computershare helpline on +44 (0)370 702 0151 for any further guidance.

YOU ARE REQUESTED TO COMPLETE AND RETURN THE ENCLOSED FORM OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS HEREIN.

Your attention is drawn to explanatory notes at the end of this document.

Copies of this document will be available free of charge during normal business hours on weekdays (excluding Saturday, Sunday and public holidays) from the date hereof until 2 May 2023 from the Company's Registered Office. Copies will also be available to download from the Company's website at <https://ir.div.energy/reports-announcements>.

EXPECTED TIMETABLE

Event	Date
	2023
Latest time and date for receipt of Forms of Proxy for the Annual General Meeting	2 p.m. (UK time) on 27 April
Time and date of Annual General Meeting	2 p.m. (UK time) on 2 May
Record date for entitlement of final dividend	26 May
Date of payment of final dividend	30 June

DEFINITIONS

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

Act	the Companies Act 2006, as amended, supplemented or replaced from time to time
AGM or Annual General Meeting	the annual general meeting of the Company to be held on 2 May 2023 (or any adjournment thereof), notice of which is set out in this document
Board	the board of directors of the Company, or a duly authorised committee thereof
Business Day	any day other than a Saturday or Sunday on which banks are open for normal banking business in London
Company	Diversified Energy Company PLC
Directors	the directors of the Company from time to time
Form of Proxy	the form of proxy appended to this document for use by Shareholders voting at the AGM
MAR	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on Market Abuse (Market Abuse Regulation), as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended from time to time
Registered Office	4th Floor Phoenix House, 1 Station Hill, Reading, Berkshire, RG1 1NB
Resolutions	the resolutions to be proposed at the AGM which are set out in the notice convening that meeting in this document
Shareholders	the holders of Shares
Shares	the ordinary shares of £0.01 each in the capital of the Company

NOTICE OF ANNUAL GENERAL MEETING

DIVERSIFIED ENERGY COMPANY PLC

(incorporated in England and Wales with registered number 09156132)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of FTI Consulting, 200 Aldersgate, Aldersgate Street, London, EC1A 4HD, United Kingdom at 2 p.m. (UK time) on 2 May 2023 for the purpose of considering and, if thought fit, passing the following Resolutions, numbered 1 to 16 as ordinary resolutions and resolutions 17 to 21 as special resolutions.

ORDINARY RESOLUTIONS

Reports and accounts

1. **THAT** the Company's annual report and financial statements (including the accounts and the reports of the Directors and the auditor of the Company) for the financial year ended 31 December 2022 be received.

Final Dividend

2. **THAT** the Company declare a final dividend of 4.375 cents per Share for the year ended 31 December 2022 payable on 30 June 2023 to the Shareholders whose names appear on the Company's register of members at the close of business on 26 May 2023.

Appointment of Auditors

3. **THAT** PricewaterhouseCoopers, LLP be re-appointed as auditor of the Company until the next annual general meeting.

Auditor's Remuneration

4. **THAT** the Directors be authorised to determine the remuneration of the auditors to the Company.

Re-election of Directors

5. **THAT** David Edward Johnson, be re-elected as a Director.
6. **THAT** Robert "Rusty" Russell Hutson, Jr., be re-elected as a Director.
7. **THAT** Bradley Grafton Gray, be re-elected as a Director.
8. **THAT** Martin Keith Thomas, be re-elected as a Director.
9. **THAT** David Jackson Turner, Jr., be re-elected as a Director.
10. **THAT** Sandra Mary Stash, be re-elected as a Director.
11. **THAT** Sylvia Kerrigan be re-elected as a Director.
12. **THAT** Kathryn Klaber be elected as a Director.

Authority to allot Shares

13. **THAT** the Directors be generally and unconditionally authorised under section 551 of the Act to exercise all powers of the Company to allot equity securities (within the meaning of section

560 of the Act) and to grant rights to subscribe for, or to convert any security into, Shares in the Company:

13.1 up to a maximum aggregate nominal amount equal to £6,476,065 (being equal to 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 13.2, in connection with an offer by way of a pre-emptive offer:

13.1.1 to holders of Shares in proportion (as nearly as may be practicable) to their respective holdings; and

13.1.2 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 or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

13.2 in any other case, up to an aggregate nominal amount of £3,238,032 (being equal to 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 13.1 above in excess of £6,476,065;

provided that such authority shall expire (unless previously revoked by the Company) at the conclusion of the next annual general meeting of the Company after passing of this resolution or 30 June 2024, whichever is earlier, save that in each case the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be granted after the authority has expired and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that this authority has expired.

Directors' Remuneration Report

14. **THAT** the directors' remuneration report (excluding the directors' remuneration policy, set out on pages 95 to 101 of the directors' remuneration report), as set out in the Company's annual report and accounts for the financial year ended 31 December 2022 be approved.

Approval of the Employee Stock Purchase Plan

15. **THAT** the Employee Stock Purchase Plan (the "**Plan**"), the main features of which are summarised in the Appendix of this notice, in the form produced to the meeting and for the purposes initialled by the Chair of the meeting, be and are hereby approved and that the Directors be and are hereby authorised to do all such other acts and things as they may consider appropriate to implement the Plan.

Political Donations and Political Expenditures

16. **THAT** the Company and every other company which is now or may become a subsidiary of the Company be authorised to make political donations and incur political expenditure for the period from the date of the AGM to the conclusion of the next annual general meeting up to a maximum aggregate amount of £100,000. For the purpose of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 and 365 of the Act.

SPECIAL RESOLUTIONS

Authority to dis-apply pre-emption rights

17. **THAT**, subject to the passing of resolution 13 above, the Directors be generally and unconditionally empowered to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorisation conferred by resolution 13 above and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case, as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:

17.1 the allotment of equity securities or sale of treasury shares in connection with an offer or issue by way of a pre-emptive offer pursuant to an authority granted under resolution 13.1 to:

17.1.1 Shareholders in proportion (as nearly as may be practicable) to their existing holdings of Shares; and

17.1.2 holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary,

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

17.2 otherwise than pursuant to 16.1 above, the allotment of further equity securities or sale of treasury shares up to an aggregate nominal amount of £971,410 (representing no more than 10% of the current issued share capital of the Company);

17.3 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 16.1 or paragraph 16.2 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 16.2 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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 of the AGM at which these resolutions were passed,

such authority shall expire (unless previously revoked by the Company) at the conclusion of the next annual general meeting of the Company after this resolution is passed or 30 June 2024, whichever is earlier, save that in each case, the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if this authority had not expired.

Authority to dis-apply pre-emption rights for acquisitions and other capital investment

18. **THAT**, subject to the passing of resolution 13 above, the Directors be generally and unconditionally empowered in addition to any authority granted under Clause 16 above to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorisation conferred by resolution 13 above and/or to sell

ordinary shares held by the Company as treasury shares for cash, in each case, as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:

- 18.1 the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £971,410 (representing no more than 10% of the current issued share capital of the Company);
- 18.2 used only for the purpose 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 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 of the AGM at which these resolutions were passed; and
- 18.3 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 17.1 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 17.1 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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 of the AGM at which these resolutions were passed,

such authority shall expire (unless previously revoked by the Company) at the conclusion of the next annual general meeting of the Company after this resolution is passed or 30 June 2024, whichever is earlier, save that in each case, the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if this authority had not expired.

Purchase of own Shares

19. **THAT** the Company be generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any its Shares on such terms and in such manner as the Directors shall from time to time determine, provided that such power be limited:
 - 19.1 to a maximum number of Shares with an aggregate nominal value of up to £971,410 (amounting to 971,410,000 Shares as at the date of the notice) representing 10% of the current issued share capital of the Company;
 - 19.2 by the condition that the Company does not pay less (exclusive of expenses) for each Share than the nominal value of such Share and the maximum price which may be paid for a Share (exclusive of expenses) is the higher of:
 - 19.2.1 5% over the average market value of the Shares for the five Business Days immediately preceding the date on which the Company agrees to buy the Shares concerned, based on the share price published in the Daily Official List of the London Stock Exchange plc; and
 - 19.2.2 an amount equal to the higher of the price of the last independent trade and the highest current independent purchase bid at the time on the trading venue where the purchase is carried out,

such authority shall expire at the conclusion of the next annual general meeting of the Company or 30 June 2024 (if earlier), unless previously revoked, varied or renewed, provided that if the Company has agreed before such expiry to purchase Shares where these purchases will or may be executed (either wholly or in part) after the authority terminates the Company may complete such a purchase as if the authority conferred hereby had not expired.

Amendment of Articles

20. **THAT** with effect from the conclusion of the Annual General Meeting the articles of association of the Company be amended by deleting Article 60 and replacing it with the following new Article 60:

“The directors shall be paid such fees not exceeding in aggregate £1,055,000 per annum (or such larger sum as the Company may, by ordinary resolution, determine) as the board may decide, to be divided among them in such proportion and manner as they may agree or, failing agreement, equally. Any fee payable under this article shall be distinct from any remuneration or other amounts payable to a director under other provisions of these articles and shall accrue from day to day.”

Notice of general meetings, other than annual general meetings

21. **THAT**, as permitted by section 307A of the Act, a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

EXPLANATORY NOTES TO THE RESOLUTIONS

These notes explain the proposed Resolutions.

Resolutions 1 to 16 are proposed as ordinary resolutions, which means that for each of those Resolutions to be passed, more than half the votes cast must be in favour of the Resolution. Resolutions 17 to 21 are proposed as special resolutions, which means that for each of those Resolutions to be passed, at least 75% of the votes cast must be in favour of the Resolution.

In this notice, references to the “current issued share capital of the Company” are to the 971,409,753 issued ordinary shares of £0.01 each in the capital of the Company as at the close of business on 17 March 2023 (being the latest practicable date before the publication of this document).

Resolution 1 – To receive the annual report and accounts

The Directors must present the report of the Directors and the accounts of the Company for the year ended 31 December 2022 to Shareholders at the AGM. The Board asks that Shareholders receive the reports of the Directors and the financial statements for the year ended 31 December 2022, together with the report of the auditor.

Resolution 2 – Declaration of final dividend

A final dividend can only be paid if it is recommended by the Directors and approved by the Shareholders at a general meeting. The Directors propose that a final dividend of 4.375 cents per Share for the year ended 31 December 2022 be paid on 30 June 2023 to the Shareholders whose names appear on the Company’s register of members at the close of business on 26 May 2023. The final dividend of 4.375 cents per Share together with the interim dividends of 12.875 cents per Share, would represent a full year dividend of 17.25 cents per Share.

Resolution 3 – Re-appointment of auditor

Shareholders are required to appoint the auditor at each annual general meeting at which audited accounts are presented to Shareholders. Resolution 3 proposes the re-appointment of PricewaterhouseCoopers, LLP as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company at which accounts are laid.

Resolution 4 – Auditor’s Remuneration

It is also normal practice for the Directors to be authorised to determine the level of the auditor’s remuneration for the ensuing year. Shareholders are being asked to authorise the Directors to determine PricewaterhouseCoopers LLP’s remuneration as auditors.

Resolution 5 to 12 – Election and Re-election of Directors

In accordance with the UK Corporate Governance Code, all of the Directors of the Company will retire (or their appointment will otherwise terminate) at the AGM and offer themselves for re-election. Resolutions 5 to 11 seek your approval to re-elect the relevant individuals as Directors and Resolution 12 seeks your approval to elect Kathryn Klaber as a Director. Ms. Klaber was appointed to the Board on 1 January 2023. The biographies of each of these Directors are included in the Company’s 2022 annual report at pages 75 to 77.

The Nomination Committee identifies, evaluates and recommends to the Board candidates for appointment and reappointment as directors. Appointments are made on merit and candidates are considered against objective criteria, having regard to the benefits of the diversity of the Board and the Committee keeps diversity, mix of skills, experience and knowledge of the Board under review. The Directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that each of David Turner, Jr., Martin Thomas (as of 1 January 2023), Sandra Stash, Sylvia Kerrigan

and Kathryn Klaber are independent in character and judgement and there are no relationships or circumstances which are likely to affect their character or judgement. David Johnson, the non-executive Chair, was also considered independent upon appointment.

Resolution 13 – Authority to allot relevant securities

The Company requires the flexibility to allot Shares from time to time. The Directors will be limited as to the number of Shares they can at any time allot because allotment authority is required under the Act, save in respect of employee share schemes.

The Directors' existing authority to allot "relevant securities" (including Shares and/or rights to subscribe for or convert into Shares), which was granted (pursuant to section 551 of the Act) at the general meeting held on 27 February 2023, will expire at the end of this year's AGM. Accordingly, Resolution 13 would renew this authority (until the conclusion of the next annual general meeting of the Company after this resolution is passed or 30 June 2024, whichever is earlier or unless such authority is revoked or renewed prior to such time) by authorising the Directors (pursuant to section 551 of the Act) to allot relevant securities. Resolution 13.1 will allow the Company to allot Shares and to grant rights to subscribe for or to convert any security into Shares up to an aggregate nominal amount of £6,476,065 representing approximately two-thirds of the current issued ordinary share capital of the Company. This maximum is reduced by the nominal amount of any relevant securities allotted pursuant to the authority in paragraph 13.2, up to an aggregate nominal amount of £3,238,032 representing one-third of the current issued ordinary share capital of the Company (excluding treasury shares).

This resolution is in line with guidance issued by the Investment Association (as updated in February 2023).

Save in respect of the issue of new Shares pursuant to the Company's share option scheme, the Directors currently have no plans to allot relevant securities, but the Directors believe it to be in the interests of the Company for the Board to be granted this authority, to enable the Board to take advantage of appropriate opportunities which may arise in the future.

The Company held no Shares in treasury as at 17 March 2023 being the last practicable date prior to publication of this document.

Resolution 14 – Directors' Remuneration Report

Resolution 14 seeks to approve the Directors' Remuneration Report, (excluding the Directors' Remuneration Policy), which may be found on pages 101 to 112 of the Company's 2022 annual report and which gives details of the Directors' remuneration for the year ended 31 December 2022.

Resolution 15 - Approval of the Employee Stock Purchase Plan

Resolution 15 will be proposed as an ordinary resolution to approve the Diversified Energy Company PLC Employee Stock Purchase Plan (the "Plan"). The purpose of the Plan is to provide a means by which certain employees of the Group may be given an opportunity to purchase Shares in order to (i) enable the Company to secure and retain the services of such employees, and (ii) provide incentives for such persons to exert maximum efforts for the success of the Company. The Plan permits the Company to grant a series of purchase rights to such employees, pursuant to which such individuals may purchase Shares at a purchase price that will not be less than eighty-five percent (85%) of the fair market value, as described in the Plan.

Employees who own, or would acquire through participation in the Plan, more than 5% of the total combined voting power or value of all classes of shares of the Company are ineligible to participate in the Plan and eligible employees may be granted purchase rights only if such rights do not exceed \$25,000 of the fair market value of such Shares (determined at the time such rights are granted) for each calendar year. The Plan provides that a maximum of 6,000,000 Shares (subject to any capitalization

adjustments) may be offered to eligible employees. All Shares purchased under the Plan will be Shares purchased in the open market and held by the Company's Employee Benefit Trust, in accordance with applicable law. Directors of the Company will not be eligible to participate in the Plan.

The Plan is intended to qualify as an "employee stock purchase plan" within the meaning of Section 423 of the U.S. Internal Revenue Code of 1986, as amended, including any applicable regulations and guidance thereunder ("Code"), which provides a participant does not have to pay federal income tax with respect to Shares purchased under the Plan until he or she sells the Shares. However, in order to qualify as a valid plan within the meaning of Section 423 of the Code, the Plan is required to be approved by the shareholders of the Company within twelve (12) months of adoption. A more detailed summary of the Plan is set out in the Appendix.

Resolution 16 – Political Donations and Political Expenditures

Resolution 16 will be proposed as an ordinary resolution to authorise the Company to make political donations and incur political expenditure for the period from the date of the AGM to the conclusion of the next annual general meeting up to a maximum aggregate amount of £100,000.

Part 14 of the Act requires companies to obtain the approval of Shareholders before political donations exceeding £5,000 in aggregate in any 12-month period are made to (i) political parties, (ii) other political organisations, and (iii) independent election candidates.

Although the Company does not make what are usually regarded as political donations, it may incur expenditure on such items as sponsorship or attendance at political discussions organised by political parties on a non-partisan basis in order to make them aware of industry trends and key arguments affecting our industry. Some of these activities may be caught by the broad definitions in the Act, and this resolution is being proposed on a precautionary basis to allow the Company to continue its current activities.

Resolution 17 and 18 – Disapplication of statutory pre-emption rights

The Act provides that if the Company allots new shares or sells treasury shares for cash, it must first offer these securities to existing shareholders in proportion to their existing holdings, unless such pre-emption rights are disapplied by shareholders under the Act. The authority given to the Directors at the general meeting held on 27 February 2023 to allot shares for cash on a non-pre-emptive basis pursuant to the Act expires on the date of the AGM.

Resolution 17 will authorise the Directors to allot equity securities or sell pursuant to the authority given under Resolution 13 for cash in connection with (i) a pre-emptive offer, or (ii) on a non-pre-emptive basis up to a maximum aggregate nominal amount of £971,410, representing approximately 10% of the Company's current issued ordinary share capital, and (iii) a follow-on offer on a non-pre-emptive basis up to a maximum of 20% of any allotment of equity securities or sale of treasury shares from time to time under (ii) above when an allotment of shares has been made under paragraph (ii) above. Save in respect of the issue of new Shares pursuant to the Company's share option scheme, the Directors have no present intention of exercising this authority.

This resolution is in line with guidance issued by the Investment Association (as updated in February 2023) and the Pre-Emption Group's Statement of Principles (as updated in November 2022) (the Statement of Principles), and the template resolutions published by the Pre-Emption Group in November 2022.

The Pre-emption Principles allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 10% to 20% of the Company's issued ordinary share capital, provided that the Company confirms that it intends to use the additional 10% authority only in connection with an acquisition or specified capital investment. Resolution 18.1 will additionally authorise the Board to allot new shares (or sell treasury shares) for cash, without the shares first being

offered to existing shareholders in proportion to their existing holdings, up to a nominal amount of £971,410 (that is approximately 10% of the Company's current issued ordinary share capital) in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue. Further, Resolution 18.2 applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under Resolution 18.1. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under Resolution 18.1. The follow-on offer must be determined by the directors to be of a kind contemplated by the Statement of Principles.

The authorities granted under Resolutions 17 and 18 will expire at the conclusion of the next annual general meeting of the Company after this resolution is passed or 30 June 2024, whichever is earlier.

Resolution 19 – Authority to purchase the Company's own Shares

The articles of association of the Company do not contain a restriction on the Company's ability to purchase its own Shares (subject to statutory requirements). This Resolution seeks to grant the Directors authority (until the conclusion of the next annual general meeting of the Company or 30 June 2024 (if earlier), unless such authority is revoked or renewed from time to time) to make market purchases of the Company's own Shares with an aggregate nominal value of up to £971,410 (amounting to 971,410,000 Shares as at the date of the notice) representing 10% of the current issued share capital of the Company.

The maximum price payable would be an amount equal to the higher of (a) 5% over the average market value of the Shares for the five Business Days immediately preceding the date on which the Company agrees to buy the Shares concerned, based on the share price published in the Daily Official List of the London Stock Exchange plc; and (b) an amount equal to the higher of the price of the last independent trade and the highest current independent purchase bid at the time on the trading venue where the purchase is carried out. The minimum price would be the nominal value of £0.01 per Share.

Subject to resolution 19 being passed, the Directors may repurchase Shares and the Directors consider that it is in the best interests of the Company and its Shareholders to keep the ability to make market purchases of the Company's own Shares in appropriate circumstances, without the cost and delay of a general meeting. The authority would only be exercised if the Directors believe the purchase would enhance earnings per Share and be in the best interests of Shareholders generally. Subject to the Company's obligations under the Listing Rules and MAR, the Directors reserve the right to purchase the Company's Shares otherwise than in accordance with Article 5 of MAR.

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).

Resolution 20 – Amendment of Articles

Resolution 20 seeks to amend the articles of association of the Company to increase the limit on the aggregate remuneration (by way of fee) of all the Directors (other than Directors appointed to an executive office or alternate directors) under Article 60 from £950,000 to £1,055,000 to account for any additional directors who may join the board in the future as well as additional committee work and required time commitments. The limit on the aggregate remuneration (by way of fee) of all the Directors (other than Directors appointed to an executive office or alternate directors) was last increased to £950,000 at the annual general meeting in 2022, following which Ms. Kathryn Klaber was appointed to the Board in January 2023. This amendment, if approved, will take effect from the conclusion of the AGM. A copy of the Company's existing Articles of Association, and a copy marked to show the differences between those and the new Articles of Association as proposed to be adopted pursuant to this resolution, will be available for inspection from the date of this letter and up to the time of the AGM at the Registered Office of the Company during usual business hours and at the place of the AGM from the date of this notice until the close of the Annual General Meeting.

Resolution 21 – Notice of general meetings, other than annual general meetings

Resolution 21 is proposed to authorise the Company to hold general meetings on 14 clear days' notice. The notice period required by the Act for general meetings of the Company is 21 days, unless Shareholders approve a shorter notice period, which cannot be less than 14 clear days. AGMs must always be held on at least 21 clear days' notice.

The Directors consider it desirable that they have the option to call general meetings of the Company, other than the AGM, on at least 14 clear days' notice if there are circumstances where that is appropriate. The Directors will only use such authority when to do so would clearly be advantageous to shareholders as a whole and the matter to be considered is time sensitive and in accordance with the requirements of the Act.

Resolution 21, which will be proposed as a special resolution, will implement this proposal and the authority of this resolution will expire at the conclusion of the next annual general meeting to be held in 2024 when it is intended that a similar resolution will be proposed in order to renew this authority.

Recommendation

The Directors believe that the proposed Resolutions 1 – 21 to be considered at the AGM are in the best interests of the Company and its Shareholders as a whole and therefore, the Directors unanimously recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own beneficial holdings, totalling 27,681,849 Shares, in aggregate, and representing 3.35% of the current issued ordinary share capital of the Company.

Registered Office:
4th Floor Phoenix House,
1 Station Hill,
Reading,
Berkshire, RG1 1NB

Dated 21 March 2023

By Order of the Board

Apex Secretaries LLP
Company Secretary

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

- (a) Only those Shareholders registered in the Company's register of members at:
- (i) close of business on 26 April 2023; or
 - (ii) if this meeting is adjourned, close of business on the date which is two days prior to the time of 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 attend and vote at the meeting.

- (b) Information regarding the meeting can be found at <https://ir.div.energy/reports-announcements>.

- (c) Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and to vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he or she subsequently decide to do so.

- (d) If you are a Shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and 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. To appoint more than one proxy, please contact the Company's share registrar on telephone number 0370 702 0151. To be valid, an appointment of proxy must be returned by one of the following methods:

- (i) an instrument appointing a proxy and any power of attorney or other authority under which the proxy instrument is signed (or a notarially certified copy thereof) must be deposited with the Company's share registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom (**Computershare**) by 2 p.m. (UK time) on 27 April 2023;
- (ii) Alternatively, register your vote online by visiting www.investorcentre.co.uk/eproxy and following the instructions provided; or
- (iii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

- (e) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using the procedures described in the CREST manual. CREST personal 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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Computershare (ID: 3RA50) no later than 2 p.m. on 27 April 2023. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take 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 sponsor(s) or voting service provider(s) are referred, in particular, to those sections of the

CREST manual concerning practical limitations of the CREST system and timings. 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.

- (f) 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 the Resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- (g) 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).
- (h) 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 also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- (i) 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 Computershare.
- (j) 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.
- (k) A Shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Computershare. In the case of a Shareholder 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.
- (l) In either case, the revocation notice must be received by Computershare no later than 2 p.m. (UK time) on 27 April 2023.
- (m) If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.
- (n) A corporation which is a Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a Shareholder provided that no more than one corporate representative exercises powers over the same Share.
- (o) Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:
 - (i) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (ii) the answer has already been given on a website in the form of an answer to a question; or
 - (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

- (p) Copies of the service contracts of the executive Directors and the non-executive Directors' letters of appointment as well as the current and proposed Articles of Association, and a copy marked to show the differences between the current and proposed Articles of Association are available for inspection at the Company's Registered Office during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.
- (q) The quorum for the meeting is two or more members, who are entitled to vote, present in person or by proxy or a duly authorised representative of a corporation which is a member.
- (r) At the meeting the vote may be taken by show of hands or by poll. On a poll, every member, who is present in person or by proxy, shall be entitled to one vote for every Share held by him.
- (s) If, within five minutes after the time appointed for the meeting (or such longer interval not exceeding one hour as the Chairman of the meeting may think fit to allow) a quorum is not present, the meeting shall stand adjourned to a day (but not less than 10 days later, excluding the day on which the meeting is adjourned and the day for which it is reconvened) the time and place to be decided by the Chairman, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present in person and by proxy shall be a quorum.

Appendix

Summary of the principal terms of the Plan

I. INTRODUCTION

The purpose of the Diversified Energy Company PLC Employee Stock Purchase Plan (the “**Plan**”) is to provide a means by which Eligible Employees of the Group may be given an opportunity to purchase Shares in order to (i) enable the Company to secure and retain the services of Eligible Employees and (ii) provide incentives for such persons to exert maximum efforts for the success of the Company. The Plan permits the Company to grant a series of Purchase Rights to Eligible Employees, pursuant to which such individuals may purchase Shares at a purchase price that will not be less than eighty-five percent (85%) of the Fair Market Value, as described in the Plan. Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan.

II. ADMINISTRATION

The Remuneration Committee (the “**Committee**”) of the Board has been designated to administer and interpret the Plan, though the Board retains the concurrent authority to administer the Plan. Subject to the requirements of applicable law, the Committee may designate persons, other than members of the Committee, to carry out its responsibilities and may prescribe such conditions and limitations as it may deem appropriate. As used herein, the term “**Administrator**” shall refer to the Board, the Committee, or any other person(s) designated by the Committee to carry out its responsibilities, as may from time to time be responsible for administering the Plan.

III. ELIGIBILITY; OFFERINGS

Purchase Rights may be granted only to Eligible Employees of the Company or, as the Administrator may designate in accordance with this Plan, to Eligible Employees of the Group. Eligible Employees who own, or would acquire through participation in the Plan, more than five percent (5%) of the total combined voting power or value of all classes of shares of the Company or any Related Corporation are ineligible to participate in the Plan. An Eligible Employee may be granted Purchase Rights only if such rights do not exceed \$25,000 USD of Fair Market Value of such Shares (determined at the time such rights are granted) for each calendar year. Additionally, the Administrator may determine that the following Employees may not participate in the Plan or one (1) or more Offerings: (i) Employees whose customary employment with the Group is for five (5) months or less per calendar year, (ii) Employees whose customary employment with the Group is for twenty (20) hours or less per week, and (iii) “highly compensated employees,” as defined in Section 414(q) of the Code.

The Plan provides that a maximum of 6,000,000 Shares (subject to any capitalisation adjustments) may be offered to Eligible Employees. All Shares purchased under the Plan will be Shares purchased in the open market and held by the Company’s Employee Benefit Trust, in accordance with applicable law. Shares are offered under the Plan through one (1) or more Offerings, and the Company expects to open Offerings from time to time as is necessary to make Shares available for purchase. Typically there will be four (4) Offerings per year and purchases will occur on the last day of an Offering (the “**Purchase Date**”). Any individual who on the day preceding the first day of an Offering qualifies as an Eligible Employee and who remains an Eligible Employee through the Purchase Date may purchase Shares during such Offering. An Eligible Employee must complete a deliver an enrolment form in order to participate in an Offering.

IV. PURCHASE PRICE; NUMBER OF SHARES THAT MAY BE PURCHASED

The purchase price for Shares purchased under the Plan during an Offering will be established by the Administrator, but typically will be ninety percent (90%) of the lesser of: (i) the Fair Market Value of the Shares on the Offering Date, or (ii) the Fair Market Value of the Shares on

the applicable Purchase Date. The Fair Market Value of a Share shall be established by the Administrator, but typically will be the closing sales price as quoted on the LSE on the Purchase Date. The purchase price is to be paid through the Participant's Contributions made through authorized payroll deductions, as selected on the Participant's election form. The amount of such contributions may not be changed during an Offering. On the Purchase Date, the Participant's accumulated Contributions will be applied to the purchase of Shares, up to the maximum number of Shares permitted by the Plan and the applicable Offering. Participants are eligible to receive dividends on their purchased Shares.

V. DELIVERY OF SHARES; RESTRICTIONS ON TRANSFER

SHARES PURCHASED UPON THE EXERCISE OF PURCHASE RIGHTS UNDER THE PLAN MAY BE REGISTERED IN BOOK ENTRY FORM OR REPRESENTED IN CERTIFICATE FORM AND SHALL BE HELD FOR THE PARTICIPANT IN AN INVESTMENT ACCOUNT MAINTAINED BY THE PLAN'S THIRD-PARTY CUSTODIAN. THE SHARES SHALL BE REGISTERED IN THE PARTICIPANT'S NAME (OR, TO THE EXTENT PERMITTED UNDER PROCEDURES ESTABLISHED BY THE THIRD-PARTY CUSTODIAN, JOINTLY IN THE NAMES OF THE PARTICIPANT AND THE PARTICIPANT'S SPOUSE OR BENEFICIARY).

NO SHARES PURCHASED IN AN OFFERING MAY BE TRANSFERRED OUT OF THE PARTICIPANT'S INVESTMENT ACCOUNT TO ANY OTHER BROKERAGE ACCOUNT DESIGNATED BY THE PARTICIPANT FOR TWELVE (12) MONTHS AFTER THE PURCHASE DATE ON WHICH SUCH SHARES WERE PURCHASED. ANY FEES ASSOCIATED WITH THE SALE OR TRANSFER OF ANY SHARES SHALL BE BORNE BY THE PARTICIPANT. EACH PARTICIPANT SHALL GIVE THE COMPANY PROMPT WRITTEN NOTICE OF ANY DISPOSITION OR OTHER TRANSFER OF SHARES PURCHASED IN AN OFFERING IF SUCH DISPOSITION OR TRANSFER IS MADE WITHIN TWO (2) YEARS AFTER THE OFFERING DATE OR WITHIN ONE (1) YEAR AFTER THE PURCHASE DATE.

VI. AMENDMENT AND TERMINATION

The Committee may at any time amend, suspend, or terminate the Plan, subject to applicable laws and requirements for stockholder approval in accordance with the Plan. The Plan will continue in effect indefinitely unless and until terminated by the Committee.

VII. EFFECT OF CERTAIN CORPORATE EVENTS

In the event of a reorganization, recapitalization, stock split, stock dividend, combination of Shares, merger, consolidation, offering of rights, or any other change in the capital structure of the Company, the Administrator may make such adjustments, if any, as it may deem appropriate in the terms of the Plan, including without limitation, the number and purchase price of Shares applicable to outstanding Offerings and Purchase Rights and available for purchase under the Plan.

VIII. SUMMARY OF UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

The following is a brief description of the United States federal income tax consequences of participation in the Plan. State and local taxes, which may vary from jurisdiction to jurisdiction, are not discussed herein. The Plan is intended to qualify as an "employee stock purchase plan" within the meaning of Section 423 of the Code, which provides a Participant does not have to pay federal income tax with respect to Shares purchased under the Plan until he or she sells the Shares. Additionally, the Company's granting to Eligible Employees of the right to purchase Shares during this Offering is not a taxable event. The Company is not entitled to a federal income tax deduction with respect to Participant purchases of Shares under the Plan.

Upon disposition of any Shares acquired under the Plan, a Participant will recognize capital gain or loss, which will be short-term or long-term depending upon whether the Participant held such Shares for more than two (2) years after the Offering Date and one (1) year after the Purchase Date, equal to the difference between the amount realized upon the disposition and the purchase price.

IX. ERISA

The Plan is not intended to be subject to any provisions of the Employee Retirement Income Security Act of 1974, as amended, nor is it intended to be considered a “qualified plan” under Section 401(a) of the Code.

X. RESTRICTIONS ON RESALE

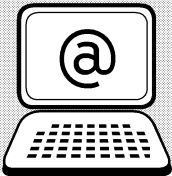
Shares that an employee may acquire under the Plan will be deemed “restricted securities,” as that term is defined in Rule 144 under the Securities Act (“**Rule 144**”), and the certificate or book entry representing such Shares may bear a legend restricting the transfer thereof. Sales or other dispositions may only be made pursuant to (i) the requirements of Rule 144 or (ii) another exemption from such registration under the Securities Act. The Shares may be sold outside the United States, including on the London Stock Exchange (the “**LSE**”), in reliance on the exemption for offers and sales of securities outside the United States contained in Regulation S under the Securities Act, subject to compliance with Regulation S, UK laws and the rules of the LSE.



MR A SAMPLE
 < DESIGNATION >
 SAMPLE STREET
 SAMPLE TOWN
 SAMPLE CITY
 SAMPLE COUNTY
 AA11 1AA



Form of Proxy - Annual General Meeting to be held on 2 May 2023



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 918423
SRN: C0000000000
PIN: 1245



View the Annual Report and Notice of Meeting online: <http://www.div.energy/>

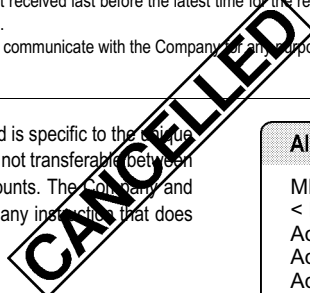
Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 27 April 2023 at 2.00 pm (London Time).**

Explanatory Notes:

- Every holder 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. You are encouraged to submit your Form of Proxy as early as possible and may appoint the Chairman of the Meeting as their proxy. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- 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 and vote, your proxy appointment will automatically be terminated.
- 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).
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days (excluding weekends and public holidays) before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours (excluding weekends and public holidays) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 702 0151 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service. Any alterations made to this form should be initialled.
- 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. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.



All Named Holders

MR A SAMPLE
 < Designation >
 Additional Holder 1
 Additional Holder 2
 Additional Holder 3
 Additional Holder 4

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

	*
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C000000000

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Diversified Energy Company PLC to be held at **FTI Consulting, 200 Aldersgate, Aldersgate Street, London, EC1A 4HD** on **2 May 2023 at 2.00 pm (London Time)**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 6 (see front).

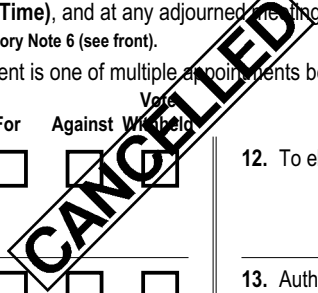
Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

- | | For | Against | Vote Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive the annual report and accounts. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To declare a final dividend. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To appoint the auditor until the next annual general meeting of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To authorise the Directors' to determine the remuneration of the auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect David Edward Johnson as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Robert "Rusty" Russell Hutson Jr. as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Bradley Grafton Gray as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Martin Keith Thomas as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect David Jackson Turner, Jr. as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect Sandra Mary Stash as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-elect Sylvia Kerrigan as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



- | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 12. To elect Kathryn Klaber as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. Authority to allot relevant securities. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To approve the Directors' Remuneration Policy. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To approve the Employee Stock Purchase Plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To authorise political donations and political expenditures. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 17. Authority to dis-apply pre-emption rights. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. Authority to dis-apply pre-emption rights for acquisitions and other capital investment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. Authority to purchase the Company's own Shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 20. Authority to Amend Articles of Association. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 21. To authorise the Company to hold general meetings, other than annual general meetings, on not less than 14 clear days' notice. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date _____ / MM / YY



In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).