

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO DIVERSIFIED GAS & OIL 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.

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**DIVERSIFIED GAS & OIL PLC**  
(incorporated in England and Wales with registered number 09156132)

**Notice of Annual General Meeting**  
**incorporating a resolution to consider a related party transaction**

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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 2019 annual report which accompanies this document. Your Board is unanimously recommending that you vote in favour of the Resolutions 1 – 19, 21 and 22 set out in the notice of Annual General Meeting referred to below and that directors Sandra Stash and Melanie Little are unanimously recommending that you vote in favour of Resolution 20.

Notice of the Annual General Meeting of the Company to be held at the offices of Buchanan Communications Limited, 107 Cheapside, London EC2V 6DN at 9 a.m. (UK time) on 15 April 2020 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 9 a.m. (UK time) on 13 April 2020. 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.

**In view of the evolving Coronavirus (Covid-19) situation and public health concerns, the Board is monitoring closely how matters develop over the coming weeks. As we have seen in recent days and weeks, the situation is changing rapidly. The health of the Company's shareholders, as well as its employees and customers, is of paramount importance.**

**The Board encourages shareholders to watch the Company's website ([www.dgoc.com](http://www.dgoc.com)) and regulatory news services for any updates in relation to the AGM that may need to be provided.**

The AGM will be kept as concise and efficient as possible and we will minimise social interactions with additional hygiene requirements in force at the meeting and venue. In order to reduce the risk of infection, the meeting will end immediately following the business of the AGM and there will be no corporate presentation, Q&A or refreshments. Shareholders may submit questions to the Board in

advance by submitting an email to [IR@dgoc.com](mailto:IR@dgoc.com) and these questions will be addressed and posted on the Company's website following the AGM.

The Board encourages shareholders to submit their Form of Proxy as early as possible, even if they intend to attend the meeting in person, as the situation may change (e.g. shareholders may be restricted from travelling or there may be restrictions on how the meeting itself may be held or conducted).

**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 15 April 2020 from the Company's Registered Office. Copies will also be available to download from the Company's website at [www.dgoc.com](http://www.dgoc.com).

## EXPECTED TIMETABLE

Event	Date
	<i>2020</i>
Latest time and date for receipt of Forms of Proxy for the Annual General Meeting	9 a.m. (UK time) on 13 April
Time and date of Annual General Meeting	9 a.m. (UK time) on 15 April
Record date for entitlement of final dividend	29 May
Date of payment of final dividend	26 June

## DEFINITIONS

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

<b>Act</b>	the Companies Act 2006, as amended, supplemented or replaced from time to time
<b>AGM or Annual General Meeting</b>	the annual general meeting of the Company to be held on 15 April 2020 (or any adjournment thereof), notice of which is set out in this document
<b>AIM Rules</b>	the AIM Rules for Companies as published by the London Stock Exchange plc
<b>Board</b>	the board of directors of the Company, or a duly authorised committee thereof
<b>Business Day</b>	any day other than a Saturday or Sunday on which banks are open for normal banking business in London
<b>Company</b>	Diversified Gas & Oil PLC
<b>Directors</b>	the directors of the Company from time to time
<b>Directors' Deed of Release</b>	a deed of release in favour of all persons who were Directors at the time of payment of the Relevant Distributions, by which the Company has waived any rights to make claims against such Directors and former Directors in respect of the Relevant Distributions
<b>Form of Proxy</b>	the form of proxy appended to this document for use by Shareholders voting at the AGM
<b>MAR</b>	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on Market Abuse (Market Abuse Regulation)
<b>Registered Office</b>	27/28 Eastcastle Street, London W1W 8DH
<b>Relevant Distributions</b>	certain distributions to shareholders in the form of dividends and market purchases made in 2017, 2018 and 2019, with a total aggregate value of approximately £94.5 million
<b>Resolutions</b>	the resolutions to be proposed at the AGM which are set out in the notice convening that meeting in this document
<b>Shareholders</b>	the holders of Shares

<b>Shareholders' Deed of Release</b>	a deed of release in favour of all Shareholders who have received the Relevant Distributions from any and all claims which the Company has or may have in respect of the payment of the Relevant Distributions
<b>Shares</b>	the ordinary shares of £0.01 each in the capital of the Company

## **NOTICE OF ANNUAL GENERAL MEETING**

### **DIVERSIFIED GAS & OIL 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 Buchanan Communications Limited, 107 Cheapside, London EC2V 6DN at 9 a.m. (UK time) on 15 April 2020 for the purpose of considering and, if thought fit, passing the following Resolutions, numbered 1 to 16 as ordinary resolutions and resolutions 17 to 22 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 2019 be received.

##### **Final Dividend**

2. **THAT** the Company declare a final dividend of 3.50 cents per Share for the year ended 31 December 2019 payable on 26 June 2020 to the Shareholders whose names appear on the Company's register of members at the close of business on 29 May 2020.

##### **Appointment of Auditors**

3. **THAT** PricewaterhouseCoopers, LLP be 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** Melanie Anne Little, be re-elected as a Director.

##### **Authority to allot Shares**

12. **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:

12.1 up to a maximum aggregate nominal amount equal to £4,285,366.68 (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 the authority in paragraph 12.2, in connection with an offer by way of a rights issue:

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

12.1.2 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

12.2 in any other case, up to an aggregate nominal amount of £2,142,683.34 (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 12.1 above in excess of £4,285,366.68;

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 2021, 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**

13. **THAT** the directors' remuneration report (excluding the directors' remuneration policy, set out on pages 58 to 61 of the directors' remuneration report), as set out in the Company's annual report and accounts for the financial year ended 31 December 2019 be approved.

### **Directors' Remuneration Policy**

14. **THAT** the directors' remuneration policy, as set out on pages 62 to 71 of the Company's annual report and accounts, which takes effect immediately after the end of the annual general meeting, be approved.

### **Political Donations and Political Expenditures**

15. **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.

### **Electronic communication**

16. **THAT** the Company be authorised, subject to and in accordance with the provisions of the Act to send, convey or supply all types of notices, documents or information to Shareholders

by electronic means, including making such notices, documents or information available on a website.

## **SPECIAL RESOLUTIONS**

### **Authority to dis-apply pre-emption rights**

17. **THAT**, subject to the passing of resolution 12 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 12 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 rights issue pursuant to an authority granted under resolution 12.1 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; and

17.2 otherwise than pursuant to 17.1 above, the allotment of further equity securities up to an aggregate nominal amount of £321,402.50 (representing no more than five per cent. of the current issued share capital of the Company);

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 2021, 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 12 above, the Directors be generally and unconditionally empowered in addition to any authority granted under Clause 17 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 12 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 £321,402.50 (representing no more than five per cent. of the current issued share capital of the Company); and

18.2 used only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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,

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 2021, 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 £642,805.00 (amounting to 64,280,500 Shares as at the date of the notice) representing 10 per cent. 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 five per cent. 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 (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.

### **Authorisation of the appropriation of the Company's distributable profits and the deeds of release**

20. **THAT:**

20.1 the appropriations of distributable profits of the Company to the payment of the Relevant Distributions be and are ratified and confirmed, each by reference to the same record date as the original accounting entries for the Relevant Distributions;

20.2 any and all claims which the Company has or may have arising out of or in connection with the payment of the Relevant Distributions against its shareholders (or



the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be and they are hereby waived and released, and the Shareholders' Deed of Release to be entered into by the Company be approved;

- 20.3 any and all claims which the Company has or may have against each of its Directors and former Directors or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director or former Director is deceased, arising out of or in connection with the approval, declaration or payment of the Relevant Distributions be and they are hereby waived and released, and that the Directors' Deed of Release to be entered into by the Company be approved.

#### **Amendment to Articles**

21. **THAT** with effect from the conclusion of the Annual General Meeting the articles of association of the Company be amended by deleting Article 19.4 and replacing it with the following new Article 19.4:

*There shall be paid out of the funds of the Company to the Directors of the Company (other than Directors appointed to an executive office or alternate directors) such remuneration (by way of fee) for their services to the Company as the Directors may determine, such sum to be deemed to accrue from day to day and to be divided among such Directors (other than Directors appointed to an executive office or alternate directors) in such proportion and manner as they may agree or, in default of agreement, equally provided that any such Director holding the office of non-executive Director for part of a year shall unless otherwise agreed be entitled only to a proportionate part of such remuneration, save that unless otherwise approved by ordinary resolution of the Company in Annual General Meeting or General Meeting the aggregate of the remuneration (by way of fee) of all the Directors (other than Directors appointed to an executive office or alternate directors) shall not exceed £750,000 per annum. The Company may by ordinary resolution increase the amount of the fees payable under this Article either permanently or for a year or longer term.*

#### **Notice of general meetings, other than annual general meetings**

22. **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 22 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 642,805,002 issued ordinary shares of £0.01 each in the capital of the Company as at the close of business on 20 March 2020 (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 2019 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 2019, 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 3.50 cents per Share for the year ended 31 December 2019 be paid on 26 June 2020 to the Shareholders whose names appear on the Company’s register of members at the close of business on 29 May 2020. The final dividend of 3.50 cents per Share together with the interim dividends of 10.42 per Share, would represent a full year dividend of 13.92 cents per Share.

### **Resolution 3 – 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 appointment of PricewaterhouseCoopers, LLP as the new auditor of the Company and to hold office until the conclusion of the next AGM 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 PricewaterhouseCooper LLP’s remuneration as auditors.

### **Resolution 5 to 11 – Re-election of Directors**

In accordance with the UK Corporate Governance Code, which the Company is proposing to comply with going forward, all of the Directors of the Company will retire (or their appointment will otherwise terminate) at the AGM and except for Mr. Robert Post, who is stepping down as a Director, all other Directors offer themselves for re-election. Resolutions 5 to 11 seek your approval to re-elect the relevant individuals as Directors. The biographies of each of these Directors are included in the 2019 report and accounts at pages 28 to 29.

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 Johnson, David Turner, Jr., Sandra Stash and Melanie Little 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 12 – 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 annual general meeting held on 17 April 2019, will expire at the end of this year's AGM. Accordingly, Resolution 12 would renew and increase this authority (until the next annual general meeting 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 12.1 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 £ 4,285,366.68 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 the authority in paragraph 12.2 in line with the guidance issued by the Investment Association, up to an aggregate nominal amount of £2,142,683.34 representing one-third of the current issued ordinary share capital of the Company (excluding treasury shares).

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 20 March 2020 being the last practicable date prior to publication of this document.

### **Resolution 13 – Directors' Remuneration Report**

Resolution 13 seeks to approve the Directors' Remuneration Report, (excluding the Directors' Remuneration Policy), which may be found on pages 58 to 61 of the annual report and which gives details of the Directors' remuneration for the year ended 31 December 2019.

### **Resolution 14 – Directors' Remuneration Policy**

Resolution 14 seeks to approve the Directors' Remuneration Policy, which may be found on pages 62 to 71 of the annual report and which provides details of the Company's remuneration framework. No remuneration will be paid or payment for loss of office made to former, current or prospective Directors unless permitted by the policy.

### **Resolution 15 – Political Donations and Political Expenditures**

Resolution 15 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 16– Electronic communication**

Resolution 16 seeks to allow the Company to take advantage of the electronic communications rules in the Act. These rules concern communications between companies, Shareholders and others.

Under the Act, the Company can write to Shareholders asking for their consent to receive communications via the Company's website, or by other electronic means. Such request may apply to all documents including but not limited to, the annual financial report and accounts, notices of general meetings, any document which the Company is required to send to Shareholders under applicable law, and any documents sent pursuant to the Articles of Association. Any Shareholder who does not respond within 28 days of receiving such request will be deemed to have consented to use of the website and to receiving documents via electronic means. The resolution, if passed, would enable the Company to use electronic communications with Shareholders as a default position by placing documents such as the annual financial report and accounts on its website rather than having to send them in hard copy, subject to and in accordance with the requirements of the Act. The Company will notify Shareholders, by post or email if they have provided an email address, that the document is available on the website. Shareholders can, however, request a hard copy of any document at any time.

If this resolution is passed, the new arrangements are expected to result in potential administrative, printing and postage cost savings for the Company, whilst preserving Shareholders' rights to receive hard copy documents if they wish.

### **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 annual general meeting held on 17 April 2019 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 12 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 £321,402.50, representing approximately five per cent. of the Company's current issued ordinary share capital, in each case without the shares first being offered to existing shareholders in proportion to existing holdings. 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 July 2016) and the Pre-Emption Group's Statement of Principles (as updated in March 2015) (the Statement of Principles), and the template resolutions published by the Pre-Emption Group in May 2016. 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 five per cent. to 10 per cent. of the Company's issued ordinary share capital, provided that the Company confirms that it intends to use the additional five per cent. authority only in connection with an acquisition or specified capital investment. Resolution 18 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 £321,402.50 (that is approximately five per cent. 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 six-month period and is disclosed in the announcement of the issue.

The Board also confirms, in accordance with the Pre-emption Principles, that it does not intend to issue shares for cash representing more than 7.5 per cent. of the Company's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with shareholders.

The authorities granted under Resolutions 17 and 18 will expire at the end of the next AGM.

### **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 next annual general meeting or (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 £642,805.00 (amounting to 64,280,500 Shares as at the date of the notice) representing 10 per cent. of the current issued share capital of the Company.

The maximum price payable would be an amount equal to the higher of (a) five per cent. 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.

On 30 April 2019, the Company announced its share buyback programme for purchase of 54,265,394 shares which was completed on 14 February 2020. Subject to resolution 19 being passed, the Directors may continue to 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 – Authorisation of the appropriation of the Company's distributable profits and the deeds of release being deemed a related party transaction**

As announced on 23 March 2020, the Company has identified a technical irregularity regarding an inadvertent failure to file unaudited interim accounts at Companies House required in relation to Relevant Distributions made by the Company.

The Company had sufficient cash and distributable reserves to make the Relevant Distributions. However, unaudited interim accounts (as defined in the Act) confirming that the Company had the requisite level of distributable profits had inadvertently not been filed at Companies House, as required by the Act. As a result, the Relevant Distributions were paid in technical infringement of the Act. Neither the amount nor the payment of the Relevant Distributions, nor the Company's prior audited accounts were affected, and there is no impact on the Company's financial position either at the time of payment of the Relevant Distributions or as of today. Upon identification, the relevant accounts were promptly filed at the Companies House.

The Company has been advised that, as a consequence of the payment of the Relevant Distributions having been made otherwise than in accordance with Act, the Company may have claims against past and present shareholders who were recipients of the Relevant Distributions and against past and present Directors (other than Sandra Stash and Melanie Little, who were appointed after the payment of the Relevant Distributions) in respect of the Relevant Distributions payments.

The Company has no intention that any claims should be made by the Company against either past and present shareholders who received the Relevant Distributions or against the past or present Directors in respect of the Relevant Distributions payments. This Resolution 20 asks Shareholders to approve the appropriation of the historic profits of the Company to the Relevant Distributions concerned and to release the current and former Shareholders who were recipients of the Relevant Distributions and Directors (other than Sandra Stash and Melanie Little, who were appointed after the payment of the Relevant Distributions) from any claim by the Company for repayment of the Relevant Distributions. The Resolution also asks Shareholders to approve the Company entering into the Shareholders' Deed of Release and the Directors' Deed of Release.

The purpose of this Resolution 20 is to put the Shareholders and Directors so far as possible into the position in which they were always intended to be had the Relevant Distributions been made in accordance with the full procedural requirements of the Act. The proposed authorisation of the appropriation of the Company's distributable profits to the payment of the Relevant Distributions and the entry by the Company into the Shareholders' Deed of Release and the Directors' Deed of Release will not have any effect on the Company's financial position.

The Directors and former Directors (other than Sandra Stash and Melanie Little) and Sand Grove Capital Management LLP are considered to be related parties under the AIM Rules. Entering into the Shareholders' Deed of Release and the Directors' Deed of Release, and consequential waiver of any rights of the Company to make claims against shareholders in respect of the Relevant Distributions will therefore constitute related party transactions under the AIM Rules. Sandra Stash and Melanie Little, being independent directors in relation to this matter, consider, having consulted with Cenkos Securities plc, the Company's nominated adviser, that the terms of the Directors' Deed of Release and the Shareholders' Deed of Release are fair and reasonable insofar as the Company's Shareholders are concerned.

#### **Resolution 21 - Amendment to Articles**

Resolution 21 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 19.4 from £250,000 to £750,000 to account for the additional non-executive directors who have joined the Board and any additional directors who may join the board in the future as well as additional committee work and required time commitments. 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 letter until the close of the Annual General Meeting.

#### **Resolution 22 - Notice of general meetings, other than annual general meetings**

Resolution 22 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 22, 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 2021 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 – 19, 21 and 22 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 46,012,981 Shares, in aggregate, and representing 7.16% of the current issued ordinary share capital of the Company.

The Directors believe that the proposed Resolution 20 to be considered at the AGM is in the best interests of the Company and its Shareholders as a whole but given the interests of the Board in Resolution 20, the Board as a whole does not think it is appropriate that they make a recommendation to Shareholders as to how they should vote on Resolution 20.

Sandra Stash and Melanie Little, who joined the Company after the payment of the Relevant Distributions, consider the entry into the Shareholders' Deed of Release and the Directors' Deed of Release and Resolution 20 to be considered at the AGM to be in the best interests of the Company and its Shareholders as a whole and accordingly, unanimously recommend that you vote in favour of Resolution 20.

*Registered Office:*  
27/28 Eastcastle Street  
London W1W 8DH

By Order of the Board

Dated 23 March 2020

Cargil Management Services Limited  
*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 13 April 2020; 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 attend, speak and 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 [www.dgoc.com](http://www.dgoc.com).
- (c) You are encouraged to submit your Form of Proxy as early as possible, even if you intend to attend the meeting in person, as the situation may change (e.g. shareholders may be restricted from travelling or there may be restrictions on how the meeting itself may be held or conducted). The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so. However, if you wish to attend the meeting in person, please attend the offices of Buchanan Communications Ltd, 107 Cheapside, London EC2V 6DN on 15 April 2020 at 9 a.m. (UK time) for the purpose of considering and, if thought fit, passing the proposed Resolutions.
- (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. A proxy does not need to be a Shareholder of the Company but must attend the meeting to represent you. 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 705 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 9 a.m. (UK time) on 13 April 2020;
  - (ii) 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 9 a.m. on 13 April 2020. 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) The completion and return of a proxy card will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- (g) 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.
- (h) 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).
- (i) 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.
- (j) 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.
- (k) 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.
- (l) 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.
- (m) In either case, the revocation notice must be received by Computershare no later than 9 a.m. (UK time) on 13 April 2020.
- (n) 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.
- (o) 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.
- (p) 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.
- (q) Copies of the service contracts of the executive Directors and the non-executive Directors' contracts for services as well as 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.
- (r) 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.
- (s) 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.
- (t) 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.

## Form of Proxy - Annual General Meeting to be held on 15 April 2020

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 13 April 2020 at 9 a.m.

### Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. 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). Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. 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 their discretion as to whether, and if so how, they vote (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, they vote).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 702 0151 or you may photocopy this form. Please indicate 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. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. 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.
4. 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 13 April 2020. 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.
5. 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 9 a.m. (UK time) on 13 April 2020. 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
6. 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](http://www.investorcentre.co.uk) to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
9. 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.
10. In the case of a member which is a company, this 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. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
11. 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.
12. 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

# 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).



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 Gas & Oil PLC to be held at **Buchanan Communications Limited, 107 Cheapside, London EC2V 6DN** on **15 April 2020** at 9 a.m. (UK time) and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (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.



<b>Ordinary Resolutions</b>	For	Against	Vote			Withheld
1. To receive the annual report and accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<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"/>	<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"/>	<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"/>	<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"/>	<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"/>	<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"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Melanie Anne Little as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authority to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To approve the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise political donations and political expenditures.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise communication to the Shareholders by electronic means.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>						
17. Authority to dis-apply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Authorisation of the appropriation of the Company's distributable profits and the deeds of release.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To approve amendment to Articles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. 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"/>	<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

DD / 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).

