

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 2 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 GAS & OIL 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 2020 annual report which accompanies this document. Your Board is unanimously recommending that you vote in favour of the Resolutions 1 – 22 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 Buchanan Communications Limited, 107 Cheapside, London EC2V 6DN at 2 p.m. (UK time) on 27 April 2021 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 23 April 2021. 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 public health concerns, the Board has been monitoring public health guidance and legislation issued by the UK Government in relation to the pandemic. The health of the Company's shareholders, as well as its employees and customers, is of paramount importance. In light of these measures, following due consideration and the guidance from the Investment Association, Quoted Companies Alliance, GC100 and others relating to the holding of general meetings, Shareholders must not attend the AGM being held on 27 April 2021 in person and the Company will be unable to allow entry to anyone seeking to attend the 27 April 2021 AGM in person. As noted below, Shareholders should instead vote by proxy. The Company's advisers also have been instructed not to attend.

The Board encourages shareholders to watch the Company's website (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 with the minimum necessary quorum of two Shareholders (which the Company will facilitate) and there will be no corporate presentation, Q&A or refreshments. Shareholders are invited to submit any questions that they wish to raise with the Board

by email to the Company at IR@dgoc.com and should include the name in which their shares are registered and the number of shares held. The Company will endeavour to respond to all questions received from Shareholders within seven days following the AGM and these questions and responses will be posted on the Company's website following the AGM.

Shareholders should submit their votes via proxy as early as possible, and Shareholders should appoint the Chair of the Meeting as their proxy. If a Shareholder appoints someone else as their proxy, that proxy will not be able to attend the AGM in person or cast the Shareholder's vote.

Dealing with paper proxies requires physical interaction such as post sorting and delivery, evaluation and manual input. Given the current situation, any task that requires a physical presence may be subject to disruption and sending a paper proxy is no guarantee of having your vote counted. **The Board therefore strongly recommends CREST members voting electronically through the CREST electronic proxy appointment service as your vote will automatically be counted. In addition, the Company has also decided that 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 IR@dgoc.com. 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 27 April 2021 from the Company's Registered Office. Copies will also be available to download from the Company's website at www.dgoc.com.

EXPECTED TIMETABLE

Event	Date
	<i>2021</i>
Latest time and date for receipt of Forms of Proxy for the Annual General Meeting	2 p.m. (UK time) on 23 April
Time and date of Annual General Meeting	2 p.m. (UK time) on 27 April
Record date for entitlement of final dividend	28 May
Date of payment of final dividend	24 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 27 April 2021 (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 Gas & Oil 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)
Registered Office	4th Floor Reading Bridge House, George Street, Reading, Berkshire, United Kingdom, RG1 8LS
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 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 2 p.m. (UK time) on 27 April 2021 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 2020 be received.

Final Dividend

2. **THAT** the Company declare a final dividend of 4.00 cents per Share for the year ended 31 December 2020 payable on 24 June 2021 to the Shareholders whose names appear on the Company's register of members at the close of business on 28 May 2021.

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 £4,741,616.24 (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 £2,335,422.93 (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 £4,741,616.24;

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 2022, 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 116 to 131 of the directors' remuneration report), as set out in the Company's annual report and accounts for the financial year ended 31 December 2020 be approved.

Directors' Remuneration Policy

14. **THAT** the directors' remuneration policy, as set out on pages 116 to 131 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.

Amendment to the 2017 Equity Incentive Plan

16. **THAT** the amendment to the 2017 Equity Incentive Plan, increasing the number of Shares available for grant of awards under the 2017 Equity Incentive Plan from 50,680,609 to 65,680,609 Shares, be approved.

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 £353,851.96 (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 2022, 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 £353,851.96 (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 2022, 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 £707,703.92 (amounting to 70,770,392 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.

Change of the name of the Company

20. **THAT**, subject to the approval of the Registrar of Companies, the registered name of the Company be changed from “Diversified Gas & Oil PLC” to “Diversified Energy Company PLC”.

Adoption of new Articles

21. **THAT** with effect from the conclusion of the Annual General Meeting, the articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

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 707,703,917 issued ordinary shares of £0.01 each in the capital of the Company as at the close of business on 31 March 2021 (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 2020 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 2020, 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 4.00 cents per Share for the year ended 31 December 2020 be paid on 24 June 2021 to the Shareholders whose names appear on the Company’s register of members at the close of business on 28 May 2021. The final dividend of 4.00 cents per Share together with the interim dividends of 11.25 per Share, would represent a full year dividend of 15.25 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 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 11 – 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. The biographies of each of these Directors are included in the 2020 report and accounts at pages 92 to 93.

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 15 April 2020, 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 £4,741,616.24 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 £2,335,422.93 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 31 March 2021 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 110 to 115 of the annual report and which gives details of the Directors' remuneration for the year ended 31 December 2020.

Resolution 14 – Directors' Remuneration Policy

Resolution 14 seeks to approve the Directors' Remuneration Policy, which may be found on pages 116 to 131 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 – Amendment to the 2017 Equity Incentive Plan

The Diversified Gas & Oil PLC 2017 Equity Incentive Plan (the “**Plan**”) is the Company’s discretionary share-based incentive arrangement under which the Company offers incentives to employees and Executive Directors. Awards granted under the Plan are administered by the Board (or duly constituted committee thereof), which is also be responsible for, among other things, construing and interpreting the Plan. As at 31 March 2021, of the total of 50,680,609 new Shares authorised for issuance under the Plan, 40,458,310 new Shares have been issued and 10,222,299 new Shares are available to satisfy awards under the Plan from time to time. Therefore, the Company intends to increase the overall limit under the Plan from 50,680,609 Shares to 65,680,609 Shares to be available to satisfy awards under the Plan from time to time.

Award levels will be determined each year by the Remuneration Committee. An award may not be granted to an individual if such grant would cause the aggregate total market value (as measured at the respective dates of grant) of the maximum number of shares that may be acquired on realisation of the individual’s Plan awards in relation to the same financial year to exceed 200 per cent. of the individual’s base salary at the date of grant. The vesting of awards granted to Executive Directors and other senior employees will normally be dependent upon the satisfaction of stretching performance conditions that are appropriate to the strategic objectives of the Company. If the Remuneration Committee so determines upon the grant of certain types of award, the number of shares under an award may be increased to account for dividends paid on any vesting shares in the period between grant and vesting (or such other period as the Remuneration Committee may determine).

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 15 April 2020 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 £353,851.96, 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. 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 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 £353,851.96 (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 £707,703.92 (amounting to 70,770,392 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 – Change of the name of the Company

Resolution 20 seeks to amend the name of the Company from "Diversified Gas & Oil PLC" to "Diversified Energy Company PLC" and amend the Memorandum and Articles of Association of the Company to reflect such change. The Directors believe that this change would be reflective of the business of the Group. If approved by shareholders, the change of name will become effective after the necessary regulatory filings have been made.

Resolution 21 – Adoption of new Articles

Resolution 21 proposes to adopt a new set of articles of association which includes enhancements that are customary for companies admitted to the premium listing segment of the Official List of the FCA and to trading on the Main Market of the London Stock Exchange.

The new articles of association as proposed to be adopted pursuant to Resolution 21 will take effect from the conclusion of the AGM. The principal differences between the new and the existing articles of association are summarised in **Appendix 1** to this Notice of AGM. The new articles include provisions enabling the Company to provide additional opportunities for shareholders to participate in

general meetings electronically, including “virtual only” general meetings. However, “virtual only” general meetings will only be held in extenuating circumstances when the Directors determine it is appropriate to do so. A copy of the Company’s new articles of association as proposed to be adopted pursuant to Resolution 21, will be available for inspection from the date of this notice of AGM 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 2 p.m. until the close of the meeting. The articles will also be available at the Company’s Registered Office.

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 – 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 26,014,981 Shares, in aggregate, and representing 3.68% of the current issued ordinary share capital of the Company.

Registered Office:
4th Floor Reading Bridge House,
George Street, Reading,
Berkshire,
United Kingdom, RG1 8LS

By Order of the Board

Dated 1 April 2021

Throgmorton Secretaries LLP
Company Secretary

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

(a) **In view of the evolving Coronavirus (Covid-19) situation public health concerns, the Board has been monitoring public health guidance and legislation issued by the UK Government in relation to the pandemic. The health of the Company's shareholders, as well as its employees and customers, is of paramount importance. In light of these measures, following due consideration and the guidance from the Investment Association, Quoted Companies Alliance, GC100 and others relating to the holding of general meetings, Shareholders must not attend the AGM being held on 27 April 2021 in person and the Company will be unable to allow entry to anyone seeking to attend the AGM in person. Shareholders should instead vote by proxy. The Company's advisers have been instructed not to attend. These notes to the notice of meeting should be read in this context.**

(b) Only those Shareholders registered in the Company's register of members at:

(i) close of business on 23 April 2021; 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.

(c) Information regarding the meeting can be found at www.dgoc.com.

(d) You are encouraged to submit your Form of Proxy as early as possible and Shareholders should appoint the Chair of the Meeting as their proxy. If a Shareholder appoints someone else as their proxy, that proxy will not be able to attend the AGM in person or cast the Shareholder's vote. As explained in paragraph (a) above, shareholders will not currently be permitted to attend the Annual General Meeting in person.

(e) 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 23 April 2021;

(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.

(f) 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 23 April 2021. 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.

- (g) 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.
- (h) 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.
- (i) 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).
- (j) 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.
- (k) 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.
- (l) 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.
- (m) 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.
- (n) In either case, the revocation notice must be received by Computershare no later than 2 p.m. (UK time) on 23 April 2021.
- (o) 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.

- (p) 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.
- (q) 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.
- (r) Copies of the service contracts of the executive Directors and the non-executive Directors' contracts for services as well as the current and the 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.
- (s) 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.
- (t) 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.
- (u) 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 1

Summary of changes to the Articles

It is proposed that the Company adopt new Articles of Association (the “**New Articles**”) to update the Company’s current Articles of Association (the “**Current Articles**”) which were adopted on 29 January 2017, and amended on 15 April 2020. The principal changes proposed in the New Articles are primarily being introduced to reflect best market practice for companies admitted to the premium listing segment of the Official List of the FCA and to trading on the Main Market of the London Stock Exchange. The proposed New Articles are available to view on the Company’s website and will also be available for inspection at the Company’s registered office from the date of the Notice of AGM until close of the AGM. The main changes are summarised below.

Allotment of shares

The New Articles reiterate the position on the directors’ authority to allot shares, whereby the board are granted express authority to offer, allot, grant options or otherwise deal with or dispose of shares except where exercising such powers are prohibited by the articles, statutes or resolutions of the Company, rather than the board being prohibited from taking such action except where expressly provided for in the articles or in a resolution as is the case under the Current Articles.

The New Articles also prescribe that the date specified on the resolution granting the directors authority to allot shares shall be no longer than five years from the date when the resolution was passed, however provided the offer or agreement to allot such shares is made prior to the expiration of the authority to allot, it is sufficient if the shares themselves are allotted after the expiration of the directors’ authority to allot.

These provisions reflect market practice and provide the board of the Company with the appropriate flexibility to carry out the business of the Company freely, save for where the exercise of such actions are expressly prohibited by the statutes or in accordance with the will of the Company itself.

Dis-application of pre-emption rights

The New Articles reiterate the position in the Current Articles on the dis-application of pre-emption rights by granting the Company the power to resolve that the board be granted the power to allot shares for cash pursuant to section 551 of the Companies Act 2006 if section 561 of the Companies Act does not apply to the allotment of shares, by limiting the power to allot shares for cash to the allotment of equity securities in connection with any rights issue provided the allotment does not exceed the nominal amount.

Fractional entitlements

The New Articles expressly provide that the Board may decide, as a result of any members becoming entitled to fractions of a share to allot to a member credited as fully paid such number of shares as rounds up his holding to a number which leaves a whole number of shares. This change ensures there is clear provision within the articles of the Company with respect to the procedure under which fractional entitlements should be dealt.

Uncertificated shares

The New Articles amend the position on uncertificated shares, by expressly granting the Company the option to require the holder of shares in an uncertificated form to change it them into a certificated form, and imposing an obligation on the Company to maintain a record of uncertificated shares. These changes clarify the administrative requirements for both shareholders and the Company.

General meetings

The New Articles set out the procedures and processes for attendance at, and participation in, at general meetings, including physical, hybrid and electronic meetings. In particular, the Articles allow the information to be provided in the notice of general meetings held by electronic means and to allow general meetings to be held on an electronic platform, where the Directors determine it is appropriate to do so. This will provide the Company with flexibility to ensure that general meetings can continue to be held effectively, including in circumstances where attendance at physical meetings is limited or prohibited for reasons outside the Company's control (as is the case for this AGM due to Covid-19 restrictions). The New Articles also provide a mechanism for postponement of and security arrangements for general meetings, and expressly provide for general meetings to be held in more than one place by way of electronic means. These changes give the Company greater flexibility to hold general meetings by way of electronic means and to enable the Company to convene virtual-only meetings in extenuating circumstances and if permissible under applicable law.

Voting rights

The New Articles provide that the Company must specify in the notice of the meeting a time by which a person must be entered on the register of members in order for such person to have the right to attend or vote at the meeting. This change clarifies the cut-off point at which a shareholder will be considered a member of the Company for the purpose of attending the general meeting.

Proxies

The New Articles provide the board with the option to require reasonable evidence of the identity of a proxy, and the member (or their agent) who appointed them as such, however even where the board requests such evidence, the board can treat the proxy appointment as valid without receipt of this reasonable evidence.

The New Articles also clarify that the Company is not obliged to check whether a proxy or corporate representative has exercised their vote in accordance with the relevant members' instructions.

Share certificates

The New Articles grant the board the power to ask for payment of exceptional expenses for replacement of damaged share certificates and the option to issue certificates to a member who has surrendered for cancellation a certificate on payment of a fee, relieving the administrative burden on the Company. The New Articles also allow for joint holders to request a new certificate in limited circumstances.

Calls

The New Articles prescribe that the board can make calls on members provided that no less than 14 clear days' notice is provided, and clarifies that the person on whom the call is made remains liable even if the shares in respect of which the call was made are transferred.

Dividends

In line with market practice, the New Articles also confirm the position on the period during which dividends must be declared, namely that they must be declared within a specified period which must not be later than five years after the date on which the meeting in which the dividends was recommended has passed. The New Articles also amend the manner in which the value of scrip dividends is calculated.

Notices

The New Articles include a provision whereby notice is deemed served when the email is sent even if the Company receives a delivery failure, and that the Company may determine which persons are

eligible to receive notices of meetings by way of a cut-off date, which not be more than 15 days before the day of the notice of the meeting or document is given. This change clarifies the cut-off position for receiving notices for members.

General

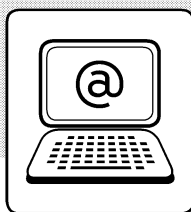
As the Company is proposing to make the changes described above, the opportunity has been taken generally to incorporate amendments of a more minor, technical or clarifying nature to reflect changes in applicable law or current market best practice, to remove provisions in the Current Articles which duplicate English company law or other matters which are no longer relevant, and to include some clearer language in other parts of the New Articles.



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

CANCELLED

Form of Proxy - Annual General Meeting to be held on 27 April 2021



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

Control Number:

SRN: C0000000000 PIN: 1245

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

View the Annual Report and Notice of Meeting online: www.dgoc.com

Register at www.investorcentre.co.uk - manage your shareholding online, the easy way!

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 23 April 2021 at 2 p.m.

Explanatory Notes:

- In view of the evolving Coronavirus (Covid-19) situation public health concerns, the Board has been monitoring public health guidance and legislation issued by the UK Government in relation to the pandemic. The health of the Company's shareholders, as well as its employees and customers, is of paramount importance. In light of these measures, following due consideration and the guidance from the Investment Association, Quoted Companies Alliance, GC100 and others relating to the holding of general meetings, Shareholders must not attend the AGM being held on 27 April 2021 in person and the Company will be unable to allow entry to anyone seeking to attend the 27 April 2021 AGM in person. Shareholders should instead vote by proxy. The Company's advisers also have been instructed not to attend. The Board encourages shareholders to watch the Company's website (www.dgoc.com) and regulatory news services for any updates in relation to the AGM that may need to be provided.
- 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 should appoint the Chair of the Meeting as their proxy. If a Shareholder appoints someone else as their proxy, that proxy will not be able to attend the AGM in person or cast the Shareholder's vote. As explained in paragraph 1 above, shareholders will not currently be permitted to attend the Annual General Meeting in person. However, 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).
- 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.
- 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 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) 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.

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

CANCELLED

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 Gas & Oil PLC to be held at **Buchanan Communications Limited, 107 Cheapside, London EC2V 6DN** on **27 April 2021** at **2.00 pm** (London 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.



Ordinary Resolutions

- | | For | Against | 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 Melanie Anne Little as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 12. To authorise the Directors to allot relevant securities. | <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"/> |
| 14. To approve the Directors' Remuneration Policy. | <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"/> |
| 16. To approve amendment to the 2017 Equity Incentive Plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | For | Against | Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 17. To authorise the Directors to dis-apply pre-emption rights. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. To authorise the Directors to dis-apply pre-emption rights for acquisitions and other capital investments. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. To authorise the Directors to purchase the Company's own Shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 20. To change the name of the Company to "Diversified Energy Company PLC". | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 21. To approve adoption of new Articles. | <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"/> |

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

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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).

