

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action you should take, you are advised to consult your own stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.**

**If you have sold or otherwise transferred all of your registered holdings of ordinary shares in the capital of Jadestone Energy plc, please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

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## JADESTONE ENERGY PLC

*(a company incorporated in England and Wales under Companies Act 2006,  
as amended, with registered no. 13152520)*

Notice of Annual General Meeting  
to be held on 16 June 2021  
at 9 am (BST) at  
3 Anson Road, #13-01 Springleaf Tower, Singapore 079909

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Notice of the Annual General Meeting of Jadestone Energy plc (the "**Company**") to be held at 3 Anson Road, #13-01 Springleaf Tower, Singapore 079909 on 16 June 2021 at 9 am (BST) is set out at pages 7 to 10 of this document and the recommendation of the directors is set out on page 6.

Shareholders will find enclosed a Form of Proxy for use at the Annual General Meeting (also referred to as the "**AGM**" or the "**Meeting**"). The Form of Proxy should be completed and returned to the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 9 am (BST) on 14 June, being 48 hours before the time appointed for holding the Meeting or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days). If you hold your ordinary shares in uncertificated form (i.e. in CREST) you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the registrar (under CREST Participant ID 3RA50) by no later than 9 am (BST) on 14 June 2021, being 48 hours before the time appointed for holding the Meeting or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days). The time of receipt will be taken to be the time from which the registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

The action to be taken in respect of the Annual General Meeting is set out in the Chairman's letter.

## Letter from the Chairman of the Company

*(Incorporated and registered in England and Wales with registered no. 13152520)*

### **Directors**

Dennis McShane (Non-Executive Chairman)  
Alexander Paul Blakeley (Chief Executive Officer and President)  
Daniel Young (Chief Financial Officer)  
Robert Lambert (Non-Executive Deputy Chairman)  
Iain McLaren (Non-Executive Director)  
Lisa Stewart (Non-Executive Director)  
Cedric Fontenit (Non-Executive Director)  
David Neuhauser (Non-Executive Director)

### **Registered Office**

Suite 1, 3rd Floor,  
11 - 12 St James's Square,  
London, United Kingdom  
SW1Y 4LB

24 May 2021

Dear Shareholder

I am pleased to give you notice of the Annual General Meeting of the Company to be held at 9 am (BST) on 16 June 2021 (the "**AGM**").

Ordinarily our preference would be to welcome shareholders in person to our 2021 AGM, particularly given the constraints we faced (as Jadestone Energy Inc) in 2020 due to the COVID-19 pandemic. However, the current guidance of the Government of Singapore, as at the date of publication of this document, regarding social distancing and the prohibition of public gatherings due to the continued COVID-19 pandemic, remain in place. We are therefore proposing to hold the Annual General Meeting with the minimum attendance required to form a quorum.

Accordingly, shareholders are encouraged to join us virtually rather than attending the AGM in person. We will provide a live webcast of the Meeting, giving shareholders the opportunity to listen to the AGM presentation, however they will not be regarded as present at the AGM and will not be entitled to vote at the AGM. Voting at the AGM will be by a poll, and will reflect all valid proxy voting instructions duly received in advance of the Meeting.

The Board recognises the importance of shareholder engagement through the AGM process and the Company will be holding a webinar on 10 June 2021 at 9 am (BST) to enable shareholders to submit questions (in writing) that they may have about the resolutions proposed at the AGM ahead of the Proxy deadline. Further details of these arrangements are set out below.

Given the constantly evolving nature of the situation, should circumstances change before the time of the AGM in a manner which, in the view of the Board, permits shareholders to safely attend in person, the Company will notify shareholders of the change by making an announcement by RNS as early as is possible before the date of the AGM. Any updates to the position will also be included on our website at [www.jadestone-energy.com](http://www.jadestone-energy.com).

### **Annual General Meeting**

Following the announcement of the annual consolidated financial statements for Jadestone Energy Inc, the former holding company of the Group, as at and for the financial year ended 31 December 2020 on 22 April 2021, notice of the AGM (the "**Notice**") is given on pages 7 to 10. The Notice sets out the resolutions that shareholders are being asked to consider.

The receipt of the annual accounts as mentioned above, together with resolutions relating to the auditors and the appointment of directors will be considered and, if thought fit, approved at the AGM.

Resolutions 1 to 12 set out in the Notice are proposed as ordinary resolutions and resolutions 13, 14 and 15 are proposed as special resolutions.

Further details of the resolutions are set out below:

### **Resolution 1 – Annual Accounts**

Resolution 1 proposes the receipt of the annual consolidated financial statements for Jadestone Energy Inc. as at and for the financial year ended 31 December 2020, together with the directors' report and auditor's report thereon (the "**Annual Accounts**").

As previously announced, Jadestone Energy plc replaced Jadestone Energy Inc. as the ultimate holding company of the Group pursuant to a Canadian court approved scheme of arrangement on 23 April 2021 (the "**Reorganisation**"<sup>1</sup>). Whilst the Annual Accounts will be formally approved by the current shareholders of Jadestone Energy Inc., in the interests of good governance, the Company is proposing Resolution 1 is put to its shareholders.

The Annual Accounts are available on the Company's website [www.jadestone-energy.com](http://www.jadestone-energy.com).

### **Resolutions 2 and 3 – Appointment and remuneration of Auditor**

Resolutions 2 and 3 propose the appointment of Deloitte & Touche LLP ("**Deloitte**") as auditor of the Company and authorise the Directors to set their remuneration.

Deloitte were the auditors of Jadestone Energy Inc. Following the Reorganisation, Deloitte have indicated their willingness to stand for appointment as auditor of the Company until the conclusion of the annual general meeting in 2022. The Directors recommend Deloitte's appointment and seek authority for the Directors to set their remuneration.

### **Resolutions 4 to 11 – Appointment of Director**

Article 69 of the Company's existing articles of association (the "**Articles**") requires all Directors to submit themselves for re-election at every annual general meeting and accordingly, each of the Directors being eligible, submit themselves for re-election at the AGM.

Following a full performance evaluation of the current Board of Directors, the performance of each of the Directors standing for re-election continues to be effective and demonstrates commitment to their roles.

Biographical details of the directors standing for re-election are set out on the Company's website [www.jadestone-energy.com/about-us/board-of-directors/](http://www.jadestone-energy.com/about-us/board-of-directors/).

### **Resolution 12 – Directors' authority to allot shares**

On its Admission to AIM, the Directors had the authority to allot shares without the prior consent of shareholders for a period expiring at the conclusion of the next AGM, or if earlier, at close of business on 30 June 2021. It is proposed to renew this authority and to authorise the Directors under section 551 of the Companies Act 2006 (the "**Act**") to allot ordinary shares or grant rights to subscribe for, or convert any security into, shares in the Company for a period expiring at the conclusion of the next annual general meeting of the Company or, if earlier, at close of business on 30 June 2022.

Resolution 12, paragraph (a) will allow your Directors to allot shares (including treasury shares) in the Company or grant rights to subscribe for, or convert any security into, shares in the Company, up to an aggregate nominal amount of £154,567, representing approximately one-third of the Company's issued ordinary share capital (excluding shares held in treasury) and calculated as at 21 May 2021 (being the latest practicable date prior to publication of this notice). The authority in Resolution 12, paragraph (b) will allow your Directors to allot shares or grant rights to subscribe for, or convert any security into, shares in the Company, only in connection with a fully pre-emptive rights issue up to an aggregate nominal amount of £309,133, representing approximately two-thirds of the Company's issued ordinary share capital (excluding share held in treasury), as reduced by the nominal amount of any shares allotted under paragraph (a) of this Resolution and calculated as at 21 May 2021 (being the latest

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<sup>1</sup> The Reorganisation did not result in a change in control in the ultimate holding company of the Jadestone Group and, accordingly, did not result in a change in control in the ultimate shareholding in any of the companies or assets of the Jadestone Group. Further, the Reorganisation did not result in a change in the management of any of the Jadestone Group's companies or assets.

practicable date prior to publication of this notice). This is in line with the current institutional guidelines issued by the Investment Association.

The Directors have no present intention of exercising this authority, but believe that the flexibility allowed by this Resolution may assist them in taking advantage of business opportunities as they arise.

As at 24 May 2021, the Company held no ordinary shares in treasury. The Directors intend to renew this authority annually.

### **Resolution 13 and 14 – Disapplication of pre-emption rights**

On its Admission to AIM, the Directors had the authority to allot any shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme), without first offering them to existing shareholders in proportion to their holdings.

Resolutions 13 and 14 follow the resolutions recommended by the Pre-emption Group and authorise, in Resolution 13, allotments or sales in connection with pre-emptive offers and allotments for rights issues and allotments of equity securities or sale of treasury shares up to a nominal amount of £23,185. This represents approximately five per cent of the Company's issued share capital as at 21 May 2021 (being the latest practicable date prior to publication of this notice).

The power set out in Resolution 14 is in addition to any authority granted under Resolution 13 and is limited to allotments or sales of up to an aggregate nominal amount of £23,185 which represents approximately five per cent. of the Company's issued share capital as at 21 May 2021 (being the latest practicable date prior to publication of this notice). This is to be used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the Board determines 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.

The authorities sought at the Meeting will expire at the conclusion of the next annual general meeting of the Company or, if earlier, at close of business on 30 June 2022 unless previously renewed, varied or revoked by the Company.

### **Resolution 15 – Authority to purchase own shares**

This Resolution seeks to grant authority for the Company to make market purchases of its own ordinary shares. The authority limits the number of ordinary shares that could be purchased up to 10% of the Company's issued ordinary share capital at, or between, the minimum and maximum prices specified in this Resolution.

This power would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors would exercise the authority to purchase ordinary shares only if they considered it to be in the best interest of shareholders and if the purchase could be reasonably expected to result in an increase in earnings per share.

Under the Act, the Company is allowed to hold its own shares in treasury, which it has purchased, instead of cancelling them. Such shares may be resold for cash or used for the purpose of employee share schemes but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. Accordingly, if the Directors exercise the authority conferred by Resolution 15, the Company will have the option of holding these shares in treasury, rather than cancelling them.

The authority sought at the AGM will expire at the conclusion of the next annual general meeting of the Company or, if earlier, at close of business on 30 June 2022.

As at 21 May 2021 (being the latest practicable date prior to the publication of this document), the total number of options to subscribe for shares in the Company was 25,144,999, which if exercised would represent 5.42% of the Company's issued ordinary share capital as at that date (excluding treasury shares). If the Company were to purchase the maximum number of shares permitted by this Resolution, the number of options outstanding, which if exercised, would represent 6.03% of the Company's issued ordinary share capital (excluding treasury shares).

## Action to be taken

Shareholders will find enclosed a Form of Proxy for use at the AGM. Whether or not shareholders intend to be present at the Meeting, shareholders are requested to complete and return the Form of Proxy in accordance with the instructions printed on the form, to the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible and in any event so as to be received either by post or by hand (during normal business hours only) or by emailing it to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk), not later than 9 am (BST) on 14 June 2021, being 48 hours (excluding UK non-working days) before the time appointed for holding the Meeting or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days). If you hold your ordinary shares in uncertificated form (i.e. in CREST) you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the registrar (under CREST Participant ID 3RA50) by no later than 9 am (BST) on 14 June 2021, being 48 hours (excluding UK non-working days) before the time appointed for holding the Meeting or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days). Unless the Form of Proxy or the CREST Proxy Instruction is received by the date and time specified above, it will be invalid.

If your shareholding is held through a broker or nominee, as the registered shareholder they will be required to submit your vote by completing the Form of Proxy or voting through CREST. Should you wish to vote at the AGM (instead of your broker or nominee), your broker or nominee may appoint you as their proxy or as a corporate representative. A proxy may only be appointed by using the procedures set out in the notes contained in the Notice and the notes to the Form of Proxy or, if shares are held in uncertificated form by using the CREST electronic proxy appointment service as detailed in the notes contained in the Notice.

**Given the uncertainty around whether shareholders will be able to attend the AGM, we recommend that all shareholders complete and return the form of proxy appointing the Chair of the Meeting as their proxy. This will ensure that your vote will be counted even if attendance at the Meeting remains restricted.**

## Attendance and Appointment of Proxies

Your participation in the AGM is important to your Board. The AGM is usually a good opportunity for shareholders to communicate directly with us, to express their views and to ask questions and we welcome your involvement. However the Board fully supports current government requirements for people to avoid public gatherings and to maintain social distancing. The Board takes its responsibility to safeguard the health of its shareholders, stakeholders and employees very seriously and so the following measures will be put in place for the AGM in response to the COVID-19 pandemic. The Board has concluded that shareholders, their proxies and corporate representatives SHOULD NOT ATTEND THE AGM IN PERSON this year, where to do so would be inconsistent with current Singaporean Government guidance as at the date of this notice. Instead, shareholders wishing to vote on any of the resolutions are urged to do so by appointing a proxy (who should be the Chair of the Meeting) to vote on your behalf. You can appoint a proxy by:

- returning your completed Form of Proxy by post or by emailing it to Computershare Investor Services PLC at [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk); or
- submitting (if you are a CREST member) a proxy appointment electronically, by using the CREST voting service.

Proxy appointments, whether submitted electronically or by post, must be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 9 am (BST) on 14 June 2021.

The AGM will be purely functional in format to comply with the relevant legal requirements and will be a closed meeting. This is required to comply with current Singaporean Government guidance as it applies at the date of this notice. It will be attended only by the minimum number of Directors of the Company permissible and from those based in Singapore. Non-Singaporean based Directors of the Company will not be asked to travel to Singapore for the Meeting and other officers and professional advisers will not be in attendance.

Shareholders should not attempt to attend the AGM in person, in order for the Company to comply with current Singaporean Government guidance. In accordance with the Company's articles of association, the Board will put in place security arrangements necessary to comply with current Singaporean Government guidance. Shareholders, their proxies and corporate representatives who seek admission to the AGM will be denied entry whilst such guidance continues to prohibit public gatherings. The Company is taking these precautionary measures to safeguard its shareholders', stakeholders' and employees' health and to make the AGM as safe and efficient as possible. If the Singaporean Government guidance is revised with effect before the AGM in a manner which, in the view of the Board, permits shareholders to attend in person, the Company will make an announcement by RNS, if the Board changes the above arrangements.

To ensure that shareholders are able to follow the proceedings of the AGM, the Company will provide access to the AGM online through a live webcast, and shareholders will be able to submit questions, via email to [ir@jadestone-energy.com](mailto:ir@jadestone-energy.com), which the Board will endeavour to answer at the end of the AGM. However, shareholders will not be able to vote online during the Meeting and are therefore urged to submit their votes via proxy as early as possible and appoint the Chair of the Meeting as their proxy. Voting at the AGM will be on a poll basis, and will reflect all proxy voting instructions duly received in advance of the Meeting.

The Board recognises the importance of shareholder engagement through the AGM process and the Company will be holding a webcast on 10 June 2021 at 9 am (BST), to enable shareholders to submit questions (in writing) that they may have about the resolutions proposed at the AGM ahead of the Proxy deadline. These questions can be pre submitted in advance of the webinar via email to [ir@jadestone-energy.com](mailto:ir@jadestone-energy.com) up to 5 pm (BST) on 8 June 2021. The Board will seek to respond to key questions during the webinar, and will provide a replay of the event on its website thereafter.

Shareholders who wish to attend either the pre-AGM webinar or the AGM should register for either of these events in advance following the instructions that have been announced.

### **Recommendation**

The Board believes that the resolutions to be put to the AGM are in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of the resolutions.

Yours faithfully

Dennis McShane

Non-Executive Chairman

24 May 2021

# JADESTONE ENERGY PLC

Company Number: 13152520

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("**Meeting**") of Jadestone Energy plc ("**Company**") will be held at 9 am (BST) on 16 June 2021 at 3 Anson Road, #13-01 Springleaf Tower, Singapore 079909 for the transaction of the following business.

Resolutions 1 to 12 (inclusive) will be proposed as ordinary resolutions and resolutions 13 to 15 (inclusive) will be proposed as special resolutions.

### **ORDINARY RESOLUTIONS**

#### **1. RECEIPT OF ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 2020**

**THAT** the audited consolidated financial statements for Jadestone Energy Inc. as at and for the financial year ended 31 December 2020, together with the directors' report and auditor's report thereon be received.

#### **2. APPOINTMENT OF AUDITOR**

**THAT** Deloitte & Touche LLP ("**Deloitte**") be appointed as auditor of the Company to hold office from conclusion of the Meeting to the conclusion of the next meeting at which the accounts are to be laid.

#### **3. AUTHORITY TO AGREE AUDITOR'S REMUNERATION**

**THAT** the directors of the Company be authorised to agree Deloitte's remuneration.

#### **4. APPOINTMENT OF ALEXANDER PAUL BLAKELEY**

To re-elect Alexander Paul Blakeley as a director of the Company.

#### **5. APPOINTMENT OF CEDRIC FONTENIT**

To re-elect Cedric Fontenit as a director of the Company.

#### **6. APPOINTMENT OF ROBERT LAMBERT**

To re-elect Robert Lambert as a director of the Company.

#### **7. APPOINTMENT OF IAIN MCLAREN**

To re-elect Iain McLaren as a director of the Company.

#### **8. APPOINTMENT OF DENNIS MCSHANE**

To re-elect Dennis McShane as a director of the Company.

#### **9. APPOINTMENT OF DAVID NEUHAUSER**

To re-elect David Neuhauser as a director of the Company.

#### **10. APPOINTMENT OF LISA STEWART**

To re-elect Lisa Stewart as a director of the Company.

#### **11. APPOINTMENT OF DAN YOUNG**

To re-elect Dan Young as a director of the Company.

## 12. AUTHORITY TO ALLOT SHARES GENERALLY

**THAT** the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for or to convert any security into ordinary shares:

- a) up to an aggregate nominal amount of £154,567; and in addition
- b) comprising equity securities (within the meaning of section 560(1) of the Act) up to an aggregate nominal amount of £309,133 (such amount to be reduced by the aggregate nominal amount of any ordinary shares allotted or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or if earlier, at the close of business on 30 June 2022 (unless previously renewed, varied or revoked by the Company), in each case, so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

For the purposes of this resolution 12, "**rights issue**" means an offer to:

- a) ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of shares held by them; and
- b) holders of other equity securities if this is required by the rights of those securities or, subject to such rights, as the Directors consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to the power of the directors to impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

## SPECIAL RESOLUTIONS

### 13. DISAPPLICATION OF PRE-EMPTION RIGHTS

**THAT** subject to and conditional on the passing of resolution 12, the directors be authorised, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the authority conferred by resolution 12 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power is limited to:

- a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment of equity securities under the authority granted by paragraph (b) of resolution 12, only by way of a rights issue (as defined in that resolution)) to:
  - i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

subject in both cases to the power of the Directors to impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b) to the allotment of equity securities or sale of treasury shares for cash (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £23,185,

such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 30 June 2022 (unless previously renewed, varied or revoked by the Company) but, in each case, before such expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired.

#### **14. DISAPPLICATION OF PRE-EMPTION RIGHTS**

**THAT** subject to and conditional on the passing of resolution 12, the directors be authorised in addition to any authority granted under resolution 13 to allot equity securities (within the meaning of section 560(1) of the Act) for cash under the authority conferred by resolution 12 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power is:

- a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £23,185; and
- b) used only for the purposes 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,

such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 30 June 2022 (unless previously renewed, varied or revoked by the Company) but, in each case, before such expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired.

#### **15. MARKET PURCHASE OF OWN SHARES**

**THAT**, the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the capital of the Company on such terms as the directors think fit, and where such shares are held as treasury shares, the Company may use them for the purposes set out in section 727 of the Act, including for the purpose of its employee share schemes, provided that:

- a) the maximum number of ordinary shares which may be purchased is 46,369,948;
- b) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 0.1 pence;
- c) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is not more than the higher of:
- i. an amount equal to 105 per cent of the average middle market quotations for an ordinary share, as derived from the AIM appendix to the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is purchased; and
  - ii. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid on the trading venue on which the purchase is carried out; and

the authority hereby conferred shall, unless previously renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or if earlier, at the close of business on 30 June 2022 (except in relation to the purchase of ordinary

shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).

By order of the Board

Neil Prendergast  
Company Secretary  
Jadestone Energy plc  
Suite 1, 3rd Floor,  
11–12 St James's Square,  
London, United Kingdom

Dated: 24 May 2021

## **Notes to the Notice of Annual General Meeting**

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf. Your attention is particularly drawn to notes 1, 2, 7, 8 and 12 in the current circumstances of the Covid-19 pandemic.

### **1. Entitlement to vote**

To be entitled to attend and vote at the Meeting by proxy, shareholders must be registered in the register of members of the Company at 6 pm (BST) on 14 June 2021 (or, if the Meeting is adjourned, at 6 pm (BST) on the date that is two days prior to the adjourned Meeting (excluding the non-working days)). Changes to entries on the register of members after 6 pm (BST) on 14 June 2021 shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or adjourned Meeting.

In light of the Covid-19 pandemic situation, it is currently expected that no shareholders, proxies or corporate representatives will be permitted to attend the Meeting in person.

### **2. Appointment of proxies**

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.

**Shareholders are urged to appoint the Chairman of the Meeting as his or her proxy as it is currently expected that no shareholders, proxies or corporate representatives will be permitted to attend the Meeting in person.**

You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please photocopy the proxy form and list the details for each proxy on a separate photocopied form (each form requires signing). You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the chair) and give your instructions directly to them.

Shareholders can appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post or via CREST (see note 3) or electronically (see note 4).

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.

### **3. Appointment of proxy by post**

The notes to the proxy form explain how to direct your proxy on how to vote on each resolution. To appoint a proxy using the proxy form, the form must be:

- a. completed and signed, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated is attached;
- b. sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
- c. received by Computershare Investor Services PLC no later than 9 am (BST) on 14 June 2021.

In the case of a shareholder which is a company, the 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 the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Computershare Investor Services PLC on (+44) 03707030357 or by email at [webqueries@computershare.co.uk](mailto:webqueries@computershare.co.uk).

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 CRESTCO'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 Investor Services PLC (ID: 3RA50) no later than 9 am (BST) on 14 June 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.

#### **4. Appointment of proxies electronically**

As an alternative to returning this form by post, you can return your completed Form of Proxy by email to Computershare Investor Services PLC at [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk). For a proxy appointment to be valid, your appointment must be received by Computershare Investor Services PLC by 9 am (BST) on 14 June 2021 or, not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.

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

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).

#### **6. Changing proxy instructions**

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 applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 Investor Services PLC on (+44) 03707030357, or by email at [webqueries@computershare.co.uk](mailto:webqueries@computershare.co.uk).

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.

#### **7. Termination of proxy appointment**

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 Investor Services PLC. 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. The revocation notice must be received by the Company no later than 48 hours before the time of the Meeting (excluding any UK non-working days).

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.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

**However, it should not be noted that it is currently expected that no shareholders, proxies or corporate representatives will be permitted to attend the Meeting in person.**

## **8. Corporate representatives**

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. **It is currently expected that no corporate representatives will be permitted to attend the Meeting in person.**

## **9. Shareholder questions**

Any shareholder attending the Meeting has a right to ask questions. The Company must answer any question relating to the business being dealt with at the Meeting which you ask, except: (i) if to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; or (ii) if the answer has already been given on a website in the form of an answer to a question; or (iii) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

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

As at 21 May 2021, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 463,699,477 ordinary shares. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 21 May 2021 is 463,699,477.

## **11. Website**

The following information is available on the Company's website ([www.jadestone-energy.com](http://www.jadestone-energy.com)): (i) the contents of this notice of the Meeting; (ii) audited consolidated financial statements for Jadestone Energy Inc. as at and for the financial year ended 31 December 2020, together with the directors' report and auditor's report thereon; (iii) details of the total number of shares in respect of which shareholders are entitled to exercise voting rights at the Meeting. If applicable, any members' resolutions or members' matters of business received by the Company after the date of this notice will also be made available on the Company's website.

## **12. Admission to the Meeting**

In the event that the Singaporean Government guidance permit attendance at the time of the Meeting, the shareholders and participants attending the Meeting may be asked to provide proof of identity. If you have been appointed as a shareholders' proxy please make this fact known to the Company on entrance.

## **13. Communication**

Except as provided above, shareholders who have general queries about the Meeting should contact Computershare Investor Services PLC on (+44) 03707030357.

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





