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If you have sold or transferred all of your shares in Angus Energy plc, please send this document and any accompanying documents as soon as possible to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

ANGUS ENERGY PLC



(incorporated in England and Wales with company number 09616076)

NOTICE OF GENERAL MEETING

Notice of a general meeting (**GM**) of Angus Energy plc (the **Company**) to be held at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG on Thursday 13 January 2022 at 11.00 a.m. is set out on page 5 of this document.

Your attention is drawn to the letter from the Company's Chairman on page 2 of this document.

Whether or not you propose to attend the GM, please complete and submit a proxy appointment form or electronic proxy appointment instruction in accordance with the notes to the notice of the GM set out on page 7. To be valid, the proxy form or electronic proxy instruction must be received at the address for delivery specified in the notes by 11.00 a.m. on 11 January 2022.

Letter from the Chairman

Angus Energy plc

(Incorporated in England & Wales with registered number 09616076)

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

20 December 2021

Dear Shareholder

General Meeting

On 3 December 2021 the Company announced that it had completed an equity fundraise to raise £750,000 before expenses (**Placing**), through the issue of 115,384,611 ordinary shares of £0.002 each in the capital of the Company (**Ordinary Shares**) at a price of £0.0065 per share. The Placing used up most of the authority given to the Directors to issue Ordinary Shares, which was approved by Shareholders at the March 2021 annual general meeting.

Accordingly, the Company is now convening the GM to table resolutions to authorise the Directors to allot further Ordinary Shares and to disapply statutory pre-emption rights in respect of allotment up to a certain amount. This will give the Directors flexibility to allot further Ordinary Shares in the future (whether to maintain covenants of the Saltfleetby Debt Facility or in the context of the prospective Saltfleetby Equipment Procurement or more generally) should they consider it to be in the best interests of the Company to do so.

The GM will be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on Thursday 13 January 2022 at 11.00 a.m. The formal notice of the meeting is set out on page 5 of this document and contains the proposed resolutions to be considered and voted on at the meeting.

Details of the proposed resolutions are set out in the section entitled "*Explanatory notes to the business of the GM*" on page 4.

Attendance at the GM

Our preference had been to welcome shareholders in person to the GM, particularly given the constraints faced in 2020 and much of 2021 due to the Covid-19 pandemic. However, the Board has considered carefully what arrangements should be made for the GM in light of the current Covid-19 legislation and public health guidance issued by the UK Government and the spread of the Omicron variant of Covid-19. At the time of publication of this Notice, it was not possible for the Board to predict with certainty what, if any, Government restrictions on public meetings would be in place on the date scheduled for the GM. The Board believes that, notwithstanding the fact that, at the time of the publication of this Notice, shareholder meetings are allowed to be held in person, a cautious approach to situations that appear to carry a higher Covid-19 transmission risk (particularly indoor events) will remain necessary for some time to come. Accordingly, although the Company will hold the GM at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG, **shareholders and corporate representatives are strongly encouraged not to attend the GM in person but instead be represented by the Chair of the GM acting as their proxy**. Further details regarding how to vote by proxy are set out below.

At the GM, the Company will conduct the necessary GM business, principally putting the resolutions to shareholders and calling a poll. For safety reasons, a bare minimum of Directors

and staff will attend so as to ensure that the meeting is quorate. There will be no presentations on the Company's business and no refreshments will be available.

Voting at the GM

We strongly encourage all shareholders to exercise their vote by appointing the Chair of the Meeting (rather than a named individual) as their proxy and providing voting instructions in advance of the GM, in accordance with the instructions explained in the Notes attached to the Notice of GM which appear on pages 7 and 8 of this document.

All Resolutions will be decided on a poll to be called by the Chair of the Meeting. This reflects current best practice and ensures that shareholders who have appointed the Chair of the Meeting as their proxy have their votes fully taken into account. The results will be published on the Company's website and will be released to the London Stock Exchange as soon as practicable following the conclusion of the Meeting.

Action to be taken

We therefore strongly encourage that you vote on the proposed resolutions by appointing a proxy to attend, speak and vote on your behalf. To appoint a proxy:

1. you can complete the enclosed proxy appointment form, in accordance with the instructions printed on it, and return it (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to our registrar, Share Registrars Limited at Molex House, Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, or via email to voting@shareregistrars.uk.com; or
2. if you hold your shares in CREST, you can alternatively submit an electronic proxy appointment instruction to our Share Registrars Limited (CREST participant number 7RA36) through the CREST system in accordance with the CREST Manual.

In either case, the proxy appointment form should be returned, or the electronic proxy appointment instruction transmitted, as soon as possible and in any event so as to be received by Share Registrars Limited by 11.00 a.m. on 11 January 2022.

Further details about how you may submit a proxy form (either electronically or in hard copy form) are set out in the Notes to the Notice of General Meeting.

You are requested (whether or not you intend to be present at the GM) to appoint a proxy. For the reasons set out above, you are strongly encouraged not to attend the GM, but the appointment of a proxy will not prevent you from attending, speaking and voting in person at the GM, should you wish to do so.

Recommendation

Explanatory notes in relation to each of the proposed resolutions to be considered and voted on at the GM are set out on page 4 of this document. The Board considers that each of these resolutions is in the best interests of the Company for the benefit of its shareholders as a whole. Accordingly, each member of the Board who holds shares in the Company intends to vote in favour of each resolution in respect of their own beneficial holdings. The directors unanimously strongly recommend that shareholders vote in favour of all the proposed resolutions.

Yours sincerely

Patrick Clanwilliam
Chairman

Explanatory notes to the business of the GM

1. Directors' authority to allot shares

The directors currently have limited authority to allot ordinary shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. The Board is seeking, by resolution 1, to grant a new authority over ordinary shares up to a maximum nominal value of £1,748,939 (one million seven hundred and forty eight thousand nine hundred and thirty nine pounds), being 874,469,500 Ordinary Shares representing approximately 80% of the Company's issued share capital as at 17 December 2021 (being the latest practicable date prior to publication of this document).

If approved by shareholders this authority will expire on 30 November 2022 or, if earlier, at the conclusion of the Company's 2022 annual general meeting.

2. Dis-application of statutory pre-emption rights

The directors currently have limited power, in certain circumstances, to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The Board is seeking, by resolution 2, to grant a new power to apply to the grant equity securities in circumstances where:

1. the allotment takes place in connection with a rights issue or other pre-emptive offer; or
2. the allotment is limited to a maximum nominal amount of £1,093,086 (one million and ninety three thousand and eighty six pounds), being 546,543,000 Ordinary Shares representing approximately 50% of the nominal value of the issued ordinary share capital of the Company as at 17 December 2021 (being the latest practicable date prior to publication of this document).

If approved by shareholders this power will expire on 30 November 2022 or, if earlier, at the conclusion of the Company's 2022 annual general meeting.

ANGUS ENERGY PLC



(incorporated in England and Wales with company number 09616076)

Notice of General Meeting

Notice is given that a general meeting of the members of Angus Energy plc will be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on Thursday 13 January 2022 at 11.00 a.m. to consider, and if thought fit, pass the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution.

1. Directors' authority to allot shares

That the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**Act**) to issue and allot ordinary shares of £0.002 each in the share capital of the Company (**Ordinary Shares**) or grant rights to subscribe for or to convert any security into Ordinary Shares (**Rights**) (such Ordinary Shares and Rights being **Relevant Securities**) up to an aggregate nominal amount of £1,748,939 (one million seven hundred and forty eight thousand nine hundred and thirty nine pounds), provided that this authority will, unless previously renewed, varied or revoked, expire on 30 November 2022 or, if earlier, at the conclusion of Company's 2022 annual general meeting, except that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or granted after such expiry and the Directors may allot or grant Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant Relevant Securities, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

2. Dis-application of statutory pre-emption rights

That, subject to and conditional on the passing of Resolution 1 (Directors' authority to allot shares), the Directors be given the general power pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 1 (Directors' authority to allot shares) or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that the power conferred by this resolution is limited to:

2.1 the allotment of equity securities or sale of treasury shares in connection with an offer of equity securities:

2.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

2.1.2 holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to any limits, restrictions or arrangements which the Directors consider 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

2.2 the allotment (otherwise than pursuant to paragraph 2.1) of equity securities or sale of treasury shares up to an aggregate nominal amount £1,093,086 (one million and ninety three thousand and eighty six pounds),

provided that the power granted by this resolution will, unless previously renewed, varied or revoked, expire on 30 November 2022 or, if earlier, at the conclusion of the Company's 2022 annual general meeting, except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

By order of the board

Patrick Clanwilliam

Chairman

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

Date: 20 December 2021

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. The only members entitled to attend and vote at the meeting are those who are registered on the Company's register of members at:
 - 1.1 11.00 a.m. on 11 January 2022; or
 - 1.2 if the meeting is adjourned, at 11.00 a.m. two working days prior to the day of the adjourned meeting.

However, as described in the Letter from the Chairman accompanying this Notice of General Meeting, shareholders are strongly encouraged not to attend the GM in person. Please see the Notes below regarding the appointment of proxies. The Company offers regular investor conference calls and Q&A sessions through which shareholders can raise matters with the Board.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on the proxy form. If you sign and return the proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form (which you may photocopy) for each proxy and specify against the proxy's name the number of shares over which the proxy has rights.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on the proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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.

However, as described in the letter from the Chairman accompanying this Notice of General Meeting, proxies (other than the Chairman of the meeting) are strongly encouraged not to attend the GM in person. As a result, if a member wishes to appoint a proxy, they are strongly advised to appoint the Chairman of the GM as their proxy.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, it must be:
 - 6.1 completed and signed;

- 6.2 sent or delivered to Share Registrars Limited at Molex House, Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, or via email to voting@shareregistrars.uk.com; and
- 6.3 received by Share Registrars Limited no later than 11 January 2022 at 11.00 a.m.
7. In the case of a member 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.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message ("CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Share Registrars Limited (CREST participant number 7RA36) by 11 January 2022 at 11.00 a.m. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

Appointment of proxy by joint member

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

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out in notes 6 to 9 above. Note that the cut off time for receipt of proxy

appointments specified in those notes also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.

11. 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 Share Registrars Limited as indicated in note 6 above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

12. In order to revoke a proxy instruction you will need to send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Molex House, Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
13. The revocation notice must be received by Share Registrars Limited no later than 11.00 a.m. on 11 January 2022 or if the meeting is adjourned no later than 11.00 a.m. on the day two days prior to the adjourned meeting.
14. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 15 below, your proxy appointment will remain valid.
15. 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, please see above under “Entitlement to attend and vote” and “Appointment of proxies” regarding the Company strongly encouraging members or their proxies not to attend in person.

Corporate representatives

16. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

However, as described in the letter from the Chairman accompanying this Notice of General Meeting, corporate representatives (other than the Chairman of the meeting) are strongly encouraged not to attend the GM in person. As a result, if a corporation wishes to appoint a corporate representative, they are strongly advised to appoint the Chairman of the GM as their corporate representative or their proxy.

Voting rights

17. At 17 December 2021 (being the last practicable date prior to the publication of this document), the Company’s issued share capital consists of 1,093,086,880 ordinary shares of 0.2 pence each. The ordinary shares each carry the right to one vote at the annual general meeting of the Company. As at the date of this document, the Company does not hold any ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 17 December 2021 was 1,093,086,880.

Communication

18. Members who have general queries about the meeting should contact Share Registrars Limited by telephone on 01252 821390 or by email at voting@shareregistrars.uk.com (no other methods of communication will be accepted).
19. You may not use any electronic address set out in this notice of general meeting or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Form of proxy

For the general meeting (**GM**) of Angus Energy Plc (**Company**)
to be held on 13 January 2022.

I/We _____
(block capitals please)

of _____
being a member of the Company appoint the chairman of the meeting or (see note 3 below)

as my/our proxy to attend, speak and vote on my/our behalf at the GM of the Company to be held on 13 January 2022 at 11.00 a.m. and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he thinks fit in relation to any other matter which is properly put before the meeting.

	<i>Ordinary resolution</i>	<i>For</i>	<i>Against</i>	<i>Withheld</i>
1.	To authorise the directors to allot relevant securities.			
	<i>Special resolution</i>	<i>For</i>	<i>Against</i>	<i>Withheld</i>
2.	To disapply statutory pre-emption rights relating to the allotment of relevant securities.			

Signature: _____ Date: _____

Notes to the proxy form:

1. The only members entitled to attend and vote at the meeting are those who are registered on the Company's register of members at:
 - 1.1 11.00 a.m. on 11 January 2022; or
 - 1.2 if the meeting is adjourned, at 11.00 a.m. on the day two working days prior to the date of the adjourned meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes and the Notes to the Notice of General Meeting.
3. 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.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form (which you may photocopy) for each proxy and specify against the proxy's name the number of shares over which the proxy has rights.

However, as described in the letter from the Chairman accompanying the Notice of General Meeting, proxies (other than the Chairman of the meeting) are strongly encouraged not to attend the GM in person. As a result, if a member wishes to appoint a proxy, they are strongly advised to appoint the Chairman of the GM as their proxy.

6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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.
7. To appoint a proxy using this form, it must be:
 - 7.1 completed and signed;
 - 7.2 sent or delivered to Share Registrars Limited at Molex House, Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, or via email to voting@shareregistrars.uk.com; and
 - 7.3 received by Share Registrars Limited no later than 11 January 2022 at 11.00 a.m.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with this proxy form.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Share Registrars Limited (CREST participant number 7RA36) by 11 January 2022 at 11.00 a.m. See the notes to the notice of meeting for further information on proxy appointment through CREST.
11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
12. 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.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
14. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

Please note that in light of the Covid-19 pandemic situation, shareholders are urged to appoint the Chairman of the meeting as his or her proxy as shareholders or any other appointed proxies are strongly encouraged not to attend the meeting in person.