

**This is an important document and requires your immediate attention.**

If you are in any doubt about the action you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shares in Rockrose Energy plc you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of Rockrose Energy plc is c/o Cooley Services Limited, Dashwood, 69 Old Broad Street, London, EC2M 1QS, Tel: +44(0)20 7826 4800. Registered in England and Wales No. 09665181.



# **Rockrose Energy plc**

## **Notice of**

# **Annual General Meeting**

## **2018**

## Contents

1	Chairman's letter	4
2	Notice of meeting	6
	Notice of meeting and resolutions to be proposed	6-8
	Notes to Resolutions	9-11
3	Shareholder notes	12-15
4	Contact details	16

## Key times and dates

Annual General Meeting	10.00 a.m. on 27 June 2018
Latest time for receipt of proxies	10.00 a.m. on 25 June 2018

## **How to vote**

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote online at [www.signalshares.com](http://www.signalshares.com) or by returning a paper proxy instruction if you received a hard-copy proxy form.

## **How to attend**

Dashwood House, Old Broad Street is accessible on public transport being adjacent to Liverpool Street station. Take the exit for Old Broad Street. Bank station is a 5 minute walk.

Please bring your attendance card (on the form of proxy or available for download at [www.signalshares.com](http://www.signalshares.com)) and check the notes on page 13 to see what identification will be required.

## Chairman's letter

Dear Shareholder,

I look forward to welcoming you at the Rockrose Energy plc (the "**Company**" or "**Rockrose**") Annual General Meeting ("**AGM**"), on 27 June 2018. The AGM will start at 10.00 a.m.

The business of the AGM comprises resolutions (each, a "**Resolution**" and together, the "**Resolutions**") that public companies regularly bring to shareholders.

The following committees of the board (the "**Board**") are currently constituted with membership as set out below:

### **Audit and risk committee**

Richard Benmore (Chair)  
John Morrow

### **Remuneration committee**

John Morrow (Chair)  
Richard Benmore

### **Nomination committee**

Andrew Austin (Chair)  
Richard Benmore

### **Health, Safety, Security and Environmental Committee**

John Morrow (Chair)  
Richard Benmore  
Andrew Austin

We ask for authority each year from you to allot shares in certain circumstances, sometimes without first offering those ordinary shares in the capital of the Company ("**Ordinary Shares**") to existing shareholders ("**Shareholders**"). We wish to continue to comply with the spirit of institutional guidelines but as an acquisition company and maintain maximum flexibility as explained in the notes to the relevant Resolutions.

The Board is recommending that Shareholders support all the Resolutions before the AGM by returning your proxy vote at [www.signalshares.com](http://www.signalshares.com) or, if you have received a hard-copy proxy form, by returning your proxy instruction by post as indicated in the proxy form.

With this notice, if you have not elected to receive Shareholder communications electronically, you will receive a proxy card as an ordinary Shareholder. However, online voting is quicker and more secure than paper voting, and saves Rockrose time and resources in processing the votes. If you have not already done so, I urge you to visit Link Asset Services ("**Registrar**")'s investor relations web pages at [www.signalshares.com](http://www.signalshares.com) and provide an email address for future communications.

Your votes do matter. Information about how to vote and attend the AGM is given on pages 12-14 of this notice. If you cannot attend the meeting, please vote your shares by appointing a proxy.

I look forward to seeing you at the AGM.

**Andrew Austin**  
Chairman

30 May 2018

## Notice of meeting and Resolutions to be proposed

**Notice is hereby given that the AGM of Rockrose will be held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS on 27 June 2018, commencing at 10.00 a.m., for the transaction of the following business.**

The Board considers that Resolutions 1 to 9 are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 7 and 9 will be proposed as ordinary resolutions and Resolution 8 will be proposed as a special resolution.

### **Resolution 1**

#### **Report and accounts**

To receive the Annual Report and Accounts for the year ended 31 December 2017 (“**Annual Report**”).

[See notes on page 9.](#)

### **Resolution 2**

#### **Directors’ remuneration report**

To approve the directors’ remuneration report contained on pages 6 to 11 of the Annual Report for the year ended 31 December 2017.

[See notes on page 9.](#)

### **Resolution 3**

To re-elect Mr Andrew Austin as a director.

[See biography on page 9.](#)

### **Resolution 4**

To re-elect Mr John Morrow as a director.

[See biography on pages 9 and 10.](#)

### **Resolution 5**

To re-elect Mr Richard Benmore as a director.

[See biography on page 10.](#)

### **Resolution 6**

#### **Reappointment of auditors and fixing of auditor’s remuneration**

To reappoint PricewaterhouseCoopers LLP as auditors from the conclusion of the meeting until the conclusion of the next general meeting before which accounts are laid and to authorise the directors to fix the auditors’ remuneration.

[See notes on page 10.](#)

## **Resolution 7**

### **Directors' authority to allot shares (Section 551 of the Companies Act 2006 (the "2006 Act"))**

To renew, for the period ending on the date of the AGM in 2019 or 15 months after the passing of this Resolution, whichever is the earlier, the authority and power conferred on the directors by the Company's articles of association ("**Articles**") to allot relevant securities up to an aggregate nominal amount equal to the Section 551 (of the 2006 Act) amount of £51,777,085 representing the aggregate nominal value of two thirds of the Ordinary Shares (defined below), provided that in relation to any allotment of relevant securities in excess of £25,588,542, representing the aggregate nominal value of one third of the Ordinary Shares (defined below), such authority shall only be used if the relevant securities are equity securities (as defined in Section 560(1) of the 2006 Act) and they are allotted in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in (B)(i) of Resolution 8, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

[See notes on page 10.](#)

## **Resolution 8**

### **Special resolution: authority for disapplication of pre-emption rights (Section 561 of the 2006 Act)**

THAT, subject to and conditionally upon the passing of Resolution 7, the directors of the Company are hereby empowered pursuant to section 570 of the 2006 Act to allot securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 7 as if section 561 of the 2006 Act did not apply to any such allotment provided that such power:

- (a) shall, subject to the continuance of the authority conferred by Resolution 7, expire 15 months after the passing of this Resolution or at the conclusion of the next AGM of the Company following the passing of this Resolution, whichever occurs first, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and
- (b) shall be limited to:
  - (i) the allotment of equity securities of up to an aggregate nominal amount of £25,588,542 pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of Ordinary Shares (defined below) and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares (defined below) held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the directors of the Company may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the directors of the Company consider to require such exclusions or other arrangements with the ability for the directors of the Company to allot equity securities and sell relevant shares not taken up to any person as they may think fit; and

- (ii) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (b)(i) up to an aggregate maximum nominal amount of £15,354,661.

[See notes on pages 10 and 11.](#)

### **Resolution 9**

#### **Authority to undertake market purchase of own shares**

THAT the Company be authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (as defined in section 693(4) of the Act) of its Ordinary Shares of 20 pence each ("**Ordinary Shares**") provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 1,535,466;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 20 pence; and
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the highest of:
  - (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
  - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase carried out at the relevant,

such authority to apply until the end of next year's AGM (or, if earlier, 30 September 2019) but during this period the Company may enter into a contract to purchase Ordinary Shares, which would, or might be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the authority had not ended.

[See notes on page 11.](#)

By order of the Board.

**Cooley Services Limited**

Company Secretary

30 May 2018

## Notes to Resolutions

### Notes to Resolution 1 Reports and accounts

The Board will present its reports and the accounts for the year ended 31 December 2017, as contained in the Annual Report.

### Notes to Resolution 2 Directors' remuneration report

The directors' remuneration report, which can be found on pages 6 to 11 of the Annual Report gives details of the directors' remuneration for the year ended 31 December 2017. The report includes a statement from the committee chair, the components of the executive directors' remuneration, and the non-executive directors' fees.

The Company's auditors, PricewaterhouseCoopers LLP, have audited those parts of the directors' remuneration report which are required to be audited and their report may be found in the Annual Report. The Annual Report has been approved by the Board and signed on its behalf by the Chairman of the Remuneration Committee.

The vote on the directors' remuneration report is advisory in nature and therefore not binding on the Company.

### Notes to Resolutions 3, 4 and 5 Re-election of directors

It is best practice that all Company directors retire and offer themselves for re-election at each AGM. Accordingly all three of the existing directors will be standing for re-election at the AGM.

#### **Resolution 3 – reappointment of Mr Andrew Austin as a director**

Mr Austin is liable to retire under the Articles, and offers himself for reappointment.

Andrew Austin is the former chief executive officer of IGas Energy plc (“IGas”). He previously specialised in energy projects in the gas, electricity and renewables sector. Andrew was an executive director of IGas from 2004 to 2015 and CEO from 2007 to 2015 with full time responsibility for day to day operations and business development. During this period he was responsible for the transformation of IGas Energy from a non-operated partner to the leading onshore hydrocarbon producer in the United Kingdom operating on behalf of major companies including Total, GDF and Ineos. Prior to joining IGas, Andrew was involved in ventures as principal and has also raised substantial funds from private and public equity for clients during the course of his career to date. Andrew spent 17 years working in investment banking in the City of London with Merrill Lynch, Nomura, Citibank and Barclays Capital. Latterly he was General Manager of Creditanstalt Investment Bank in London. He also has six years of management consultancy experience with clean tech companies including Generics Group and Whitfield Solar.

#### **Resolution 4 – reappointment of Mr John Morrow as a director**

Mr Morrow is liable to retire under the Articles, and offers himself for reappointment.

John Morrow is a Chartered Engineer and has over 30 years of experience in the Oil and Gas Industry and he is currently Head of Exploration and Production at Glencore, which he joined in 2011. John was previously the Chief Operating Officer and on the Board of Bowleven plc, having joined the company in 2005. Prior to that he spent 10 years at BG Group, where he was Managing Director of the Joint Venture

which operated the giant Karachaganak field in Kazakhstan. Following that he was responsible for BG's technical effect in the Mediterranean Basin and its African assets and thereafter was Project Director (Middle East) where he was responsible for the development of new LNG projects. Before joining BG, John spent the first 15 years of his career at Royal Dutch Shell where he held a variety of operational and commercial roles in the UK, Malaysia and the Netherlands.

#### **Resolution 5 – reappointment of Mr Richard Benmore as a director**

Mr Benmore is liable to retire under the Articles, and offers himself for reappointment.

Richard Benmore, B.Sc, M. Sc, Ph.D, has 35 years of experience in the Oil and Gas industry with Conoco, Oryx Energy, Nimir Petroleum, EnCana, Nexen Petroleum and Igas Energy. Richard has held a variety of roles starting his career as a petroleum geologist before moving into various commercial, business development and E&P managerial positions. He recently managed Nexen's unconventional projects in the U.K. and Poland and was a board member of Nexen Exploration U.K.

#### **Notes to Resolution 6**

Appointment of auditor

At each general meeting at which the accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such meeting. It is proposed that PricewaterhouseCoopers LLP be appointed as the Company's auditor.

#### **Notes to Resolutions 7, 8 and 9**

Directors' authority to allot shares

General explanation

Resolutions 7, 8 and 9 seek limited authority from Shareholders for the Company to allot shares, and limited authority to allot shares in particular circumstances without first offering them to existing Shareholders. They enable the Company to raise capital quickly and easily when needed, and permit it to allot shares as consideration in a transaction.

It has been Rockrose's approach to seek authority to allot shares at its AGM in order to allow as much flexibility as possible in the interests of the Company and its Shareholders as a whole.

#### **Authority to allot – Resolution 7**

The Investment Association share capital management guidelines (the "**IA Guidelines**") confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine.

The directors of the Company are seeking authority to allot shares of up to a maximum nominal amount of £51,777,085. This is the 'Section 551 Amount' referred to in the Company's Articles and is equal to 66.6% (i.e. two-thirds) of the Company's issued share capital of Ordinary Shares. In accordance with the IA Guidelines, one half of this Section 551 Amount, that is 33.3% (i.e. one-third) of the Company's issued ordinary share capital, (excluding treasury shares), can only be used if the relevant securities are equity securities and are offered in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in (B)(1) of Resolution 8.

For information, as at 30 May 2018, the Company held no treasury shares. The authority conferred pursuant to Resolution 8 will expire on the date of the AGM in 2019 or 15 months after the passing of Resolution 7 at the AGM, whichever is the earlier.

The directors have no current intention of issuing shares other than in relation to the Company's employee share schemes.

## **Disapplication of pre-emption rights – Resolution 8**

Section 561 of the 2006 Act contains pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing Shareholders in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition. Subject to the passing of Resolution 7 and as noted therein, the proposed Resolution provides for the dis-application of statutory pre-emption rights for allotments of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal value of £25,588,542 (representing approximately one third of the Company's share capital), provided that all allotments must be in the form of rights issues, open offers or other pre-emptive issues.

Further, the directors believe that the statutory requirements are too restrictive and, it is proposed that, subject to the passing of Resolution 7, the directors should be able to allot shares for cash otherwise than pursuant to rights issues, open offers or other pre-emptive issues etc. amounting to no more than an aggregate nominal amount of £15,354,661 representing approximately 20 per cent. of the Company's share capital. The broadening of the proposed Resolution to include pre-emptive issues other than rights issues is a departure from the strict wording of the IA Guidelines which is limited to rights issues, which the directors regard as too restrictive, especially as AIM companies normally make open offers and not rights issues. The above departures in Resolutions 7 and 8 from the strict wording of the IA Guidelines should not be taken to indicate that they are being disregarded, but rather that the proposed Resolutions are designed to provide greater flexibility for the directors to determine the form of any future pre-emptive issues in the light of market conditions and practice, at the time such an issue may be proposed.

## **Authorisation for the Company to purchase its own shares – Resolution 9**

This Resolution seeks for the Company to purchase up to 10% of its issued Ordinary Shares (excluding any treasury shares).

The directors will exercise this authority only when to do so would be in the best interests of the Company and of its Shareholders generally and when such exercise could be expected to result in an increase in the earnings per share of the Company.

Ordinary Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The directors will consider holding any Ordinary Shares the Company may purchase as treasury shares. The Company currently has no Ordinary Shares in treasury. The minimum price, exclusive of expenses, which may be paid for an Ordinary Share is 1 pence. The maximum price, exclusive of expenses, which may be paid for an Ordinary Share is the highest of (i) an amount equal to 5% above the average market value for an Ordinary Share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time.

As at 30 May 2018, the Company had options over 494,072 Ordinary Shares outstanding, representing 3.11% of the Company's issued Ordinary Share capital as at that date and 4.02% of the Company's issued Ordinary Share capital if the full authority to buy back Ordinary Shares being sought is granted and used and that all Ordinary Shares so bought back are cancelled and not held in treasury and re-issued.

The authority will expire at the earlier of 30 September 2019 and the conclusion of the AGM of the Company held in 2019.

# Shareholder notes

## Voting

---

### When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of shares at 10.00 a.m. on 25 June 2018. Your voting entitlement will depend on the number of shares you hold at that time.

---

### I can't attend the meeting but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the chairman or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a Shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions:

- Via CREST (see note opposite).
- By casting your proxy online at [www.signalshares.com](http://www.signalshares.com).
- If you have received a hard-copy proxy form, by completing and returning the paper proxy card if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled.

You will also need to give the attendance card to your proxy to bring to the AGM, along with photographic proof of his/her identity.

Proxies not properly notified to the Registrar may be denied access to the meeting. Giving your attendance card to your proxy is not sufficient – they must also be appointed in advance using one of the above methods.

If you own shares jointly, any one Shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the Shareholder register will prevail.

---

### By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by 10.00 a.m. on 25 June 2018.

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the meeting in person and voting.

---

### I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

---

### I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper proxy form or online at [www.signalshares.com](http://www.signalshares.com) provided it is in relation to different shares.

Corporate Shareholders may either appoint one or more proxies, or alternatively appoint one or more corporate representatives in relation to different shares, using the paper proxy form or online at [www.signalshares.com](http://www.signalshares.com) or via CREST.

Multiple proxies and corporate representatives may all attend and speak at the meeting and may vote the shares that their respective appointments represent in different ways.

---

### I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual ([www.euroclear.com/crest](http://www.euroclear.com/crest)). CREST personal members or other CREST-sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, 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'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 the Registrar (ID RA10) by 10.00 a.m. on 25 June 2018. It is 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 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 a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

---

### I have a power of attorney from a Shareholder – how can I vote?

You can vote using the paper proxy card only. You must ensure that the power of attorney and the proxy card have been deposited with the Registrar by 10.00 a.m. on 25 June 2018.

## The meeting

---

### **Where and when will the meeting be held?**

The meeting will be held at the offices of Cooley (UK) Limited, Dashwood, 69 Old Broad Street, London EC2M 1QS on 27 June 2018.

The meeting will start at 10.00 a.m. so please allow plenty of time to travel. The doors will open at 9.30 a.m.

---

### **Is the meeting at the same location as last year?**

The meeting is in the same place as last year.

---

### **I want to participate in the meeting but cannot attend – what can I do?**

You can vote your shares by appointing a proxy – see notes on page 12. Any voting instructions you have validly given in advance will be counted at the meeting.

---

### **What documents do I need to bring?**

Please bring your attendance card, if you have one.

If you receive your notifications by email, you will be asked to show a copy, either on an electronic device or as a print-out.

If you are attending on behalf of a registered holder of shares you must bring photographic proof of identity and evidence of your appointment to represent that Shareholder, including their attendance card if possible. This includes people appointed as proxies, corporate representatives and those with power of attorney.

### **What security measures should I expect?**

You will be asked to pass through our security systems before entering the meeting.

We do not permit behaviour that may interfere with anyone's security or safety or the good order of the meeting. Anyone who does not comply may be removed from the meeting.

Anyone attempting to take photos, film or record the proceedings may be asked to leave.

Please switch off any mobile phones or other electronic communication equipment before the meeting begins.

---

### **I hold shares through a broker or nominee, how can I attend?**

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by the appropriate deadline (see notes on page 12). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your shareholding, and you will need to bring the letter with you to the meeting along with photographic proof of identity. If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the meeting.

Please note that proxies and corporate representatives may not bring guests to the meeting.

---

**May I bring a guest or a child?**

The AGM is a private meeting of Shareholders and their representatives. Guests are not entitled to attend the meeting as of right but they may be permitted entry at the absolute discretion of the Company at all times. You must contact us in advance if you would like to bring a guest: [info@rockroseenergy.com](mailto:info@rockroseenergy.com)

Proxies, corporate representatives and employee share plan participants may not bring guests to the meeting.

We suggest that it is not appropriate to bring young children. There will be no crèche facilities at the meeting.

---

**May I ask a question at the meeting?**

The chairman will announce when you will have an opportunity to ask questions. If you wish to ask a question please tell an usher on entry to the auditorium.

Please endeavour to keep your questions short.

It is planned that certain members of the Board and senior executives of the Company will meet Shareholders after the meeting.

---

**Do you have help for Shareholders with special needs?**

If you are in a wheelchair or in need of help from a companion, please let us know at registration so that we can assist you.

---

**How can I vote at the meeting?**

Your form of proxy includes a poll card; please bring this with you if you intend to attend and vote in person at the meeting. Poll cards will also be available at registration. After opening the meeting, the chairman will put all the Resolutions to the meeting and poll boxes will be available for you to deposit your completed card. Please remember to sign it.

The poll will close ten minutes after the meeting ends.

---

**How are the votes counted?**

Voting on all substantive Resolutions is by a poll. In a Company such as ours, we think poll voting is the fairest approach. There will be no voting on the substantive Resolutions by a show of hands.

We have included a 'vote withheld' column on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes 'for' or 'against' a Resolution.

---

**How can I find out the result of the vote?**

It is expected that the total of the votes cast by Shareholders 'for' or 'against' or 'withheld' on each Resolution will be published on [www.rockroseenergy.com](http://www.rockroseenergy.com) by midday on 27 June 2018.

## **A copy of this notice and other information required by section 311A of the 2006 Act can be found at [www.rockroseenergy.com](http://www.rockroseenergy.com)**

### **Information rights**

Under the 2006 Act, there are a number of rights that may now be available to indirect investors of Rockrose, including the right to be nominated by the registered holder to receive general Shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with Section 146 of the Act (“**nominated persons**”) do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered Shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you have been so nominated to receive general Shareholder communications direct from Rockrose, it is important to remember that your main contact in terms of your investment remains with the registered Shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where Rockrose is exercising one of its powers under the 2006 Act and writes to you directly for a response.

### **Statements related to the audit**

Members satisfying the thresholds in Section 527 of the Act can require the Company to publish a statement on its website setting out any matter relating to;

- a. the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the meeting;
- b. any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at

the meeting.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The Company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required to publish on its website.

### **Shareholder requisition rights**

Members satisfying the thresholds in sections 338 and 338A of the 2006 Act can require the Company:

- a. to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and
- b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the Company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.

### **Total voting rights and share capital**

As at 30 May 2018 (the latest practicable date before the publication of this notice) the issued share capital of Rockrose Energy plc comprised 15,354,661 Ordinary Shares (excluding treasury shares) par value 20p per share, each with one vote.

The total number of voting rights in Rockrose Energy plc is 15,354,661.

Updates to this number are released via the Regulatory News Service on the last day of each month and can be viewed online at [rockroseenergy.com/news](http://rockroseenergy.com/news).

## Contact details

Rockrose Energy plc  
c/o Cooley Services Limited  
Dashwood  
69 Old Broad Street  
London  
EC2M 1QS  
Tel: +44 (0)20 7826 4800  
www.rockroseenergy.com

Cooley (UK) LLP  
Dashwood  
69 Old Broad Street  
London  
EC2M 1QS

The Registrar  
Link Asset Services Limited  
The Registry  
34 Beckenham Road  
Beckenham  
BR3 4TU

If you are an ordinary Shareholder, please contact Link Asset Services at [www.signalshares.com](http://www.signalshares.com) if you would like to change your election on how you receive Shareholder documents in the future.