

**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 9<sup>th</sup> Floor, 107 Cheapside, London EC2V 6DN. Registered in England and Wales No. 09665181.



# **Rockrose Energy plc Notice of Annual General Meeting 2020**

**TO BE HELD AS A "REMOTE MEETING" ONLY**

**Please note that arrangements for the Annual General Meeting this year are different from those of previous years. As we expect significant restrictions on personal movement to still be in place due to Covid-19, we are utilising the provisions in the Companies Act 2006 and our Articles of Association to convene and hold this year's Annual General Meeting as a virtual meeting, which is explained in the letter from the Chairman set out on pages 4 to 6. All voting at the resolutions at the AGM will be conducted on a poll, which means that you should submit your proxy as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the virtual meeting formally concludes.**

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## Key times and dates

Annual General Meeting 10:00 a.m. on 30 April 2020

Latest time for receipt of proxies 10:00 a.m. on 28 April 2020

## 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.

All voting at the Annual General Meeting will be held as a poll in accordance with the provisions of our articles of association, so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your vote or have not voted prior to the meeting) in a short window after the meeting has formally closed. Instructions on how to do this will be given on the meeting platform.

## How to speak

If you wish to raise a question at the Annual General Meeting, we ask that you submit your question in advance. We would politely remind you that the Directors will not answer questions relating to the individual rights of shareholders at the Annual General Meeting itself, but if you wish to submit such a question by email, we will respond to the extent we are able.

If you chose to submit a question, we will confirm to you at least 48 hours in advance of the meeting that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the meeting and identify you by name as the person who has put the question (in the same way as he would ask you to identify yourself at an in-person meeting). Conducting the meeting in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the meeting for additional questions, but we would be very grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

Questions on the day will be taken by shareholders using the electronic "raise your hand" feature or typing their question into the Q&A box in the meeting. You will be kept on mute by the meeting host unless and until you are invited to ask your question(s).

Please submit any questions by email to [info@rockroseenergy.com](mailto:info@rockroseenergy.com) with the subject line "AGM Question".

## 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 30 April 2020. The AGM will start at 10:00 a.m.

In light of the ongoing Coronavirus pandemic and with a view to taking appropriate measures to safeguard its shareholders health and make the AGM as safe and efficient as possible, the Company is invoking certain of the meetings provisions in the Companies Act 2006 and its articles of association. These provisions allow the Company to establish satellite meetings if necessary, and for the Company to make arrangements for the safety and security of shareholders. Whilst it was never envisaged that these provisions would be used for this purpose (in fact provisions of this nature are rarely invoked), they can be used, in combination, to facilitate a shareholder meeting where it is necessary, on grounds of the personal safety of all concerned, to avoid the need for persons to be in the same physical location. For the purposes of the satellite meeting provisions of the articles of association, we are designating the location of the meeting to be the place where the Chairman is located, and all other shareholders and "attendees" will be deemed to be at their own individual satellite location. The requirement that all satellite locations be connected by at least audio means is satisfied by use of the meeting platform.

We will also use this opportunity to adopt new articles of association with more comprehensive virtual and semi-virtual meetings provisions.

Accordingly, we appreciate that the Company has not done this before, and so I will explain the impact on the operation of the AGM and the voting process in some detail.

### 1. Before the AGM

In the usual way we ask and encourage shareholders to vote for the AGM resolutions by appointing the Chairman as a shareholder's proxy. Accordingly, shareholders are encouraged to complete the enclosed form of proxy (the "Form of Proxy") and return it by email to [info@rockroseenergy.com](mailto:info@rockroseenergy.com) or by post to Link Asset Services (the "**Registrar**"), as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 10:00 a.m. on 28 April 2020, or in the case of shares held through CREST, via the CREST system.

In accordance with article 63.2 of our articles of association, as Chairman, I am formally requiring that all of the voting at the meeting will be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all the shares that you have.

Please remember to submit any questions in advance in accordance with the instructions on pages 3 and 15 by email to [info@rockroseenergy.com](mailto:info@rockroseenergy.com) with the subject line "AGM Question".

If you wish to appoint a corporate representative, please contact the Registrar in the usual way.

### 2. On the Day of the Meeting

The meeting takes place at 10:00 a.m. on 30 April 2020.

To join the meeting type (or paste) the following web address into your web browser:

**<https://mmitc.webex.com/mmitc/onstage/g.php?MTID=e6b0ec53796a13d81779d3c71c6f40faf>**

You will be asked to enter a password to gain access to the meeting. This code can be found on the bottom section of your proxy form. Please detach and keep this portion of the proxy form before returning the proxy form.

When the meeting opens at the appointed time, you will be able to see and hear the Chairman. The Chairman will open the meeting and address any questions that have been submitted in advance. There will then be a short opportunity to put any additional questions. Shareholders should indicate if they would like to ask a question using the electronic "raise your hand" feature or by typing their question into the Q&A box in the meeting. All attendees will remain muted by the host unless and until they are invited to ask a question.

The Chairman will then formally put the resolutions to the meeting and advise of the proxy votes received in advance.

The meeting will then formally close.

As shareholders exit the meeting, they will have the option to submit an electronic poll card to record their vote. **If you (a) have already submitted a proxy instruction and do not wish to change your vote; or (b) do not wish to vote, you can click on the button to skip this step.**

The voting facility will switch off 30 minutes after the close of the meeting.

The results of the meeting will be announced by RNS and posted to the Company's website [www.rockroseenergy.com](http://www.rockroseenergy.com) on the day of the meeting. The full poll results will also be published on this website at the same time. 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 of nominal value 20p each 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 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 by returning your proxy instruction by post or by email to [info@rockroseenergy.com](mailto:info@rockroseenergy.com) as indicated in the proxy form.

With this notice 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 the Registrar's investor relations web pages at [www.signalshares.com](http://www.signalshares.com) and provide an email address for communications with the Company.

Your votes do matter. Information about how to vote at the AGM is given on pages 14 - 16 of this notice. If you cannot attend the meeting, please vote your shares by appointing a proxy.

I look forward to hearing from you at the AGM.

Andrew Austin

Chairman

7 April 2020

## **Notice of meeting and Resolutions to be proposed**

**Notice is hereby given that the AGM of Rockrose will be held as a remote meeting only on 30 April 2020, commencing at 10:00 a.m., for the transaction of the following business.**

The Board considers that Resolutions 1 to 12 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 9 and 11 will be proposed as ordinary resolutions and Resolutions 10 and 12 will be proposed as special resolutions.

### **Resolution 1**

#### **Report and accounts**

To receive the Annual Report and Accounts for the year ended 31 December 2019 (“**Annual Report**”).  
See notes on page 10.

### **Resolution 2**

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

To approve the directors’ remuneration report contained on pages 30 to 37 of the Annual Report for the year ended 31 December 2019.  
See notes on page 10.

### **Resolution 3**

To approve the directors’ remuneration policy contained on pages 30 to 34 of the directors’ remuneration report referred to in Resolution 2, such policy to take effect from the date on which this Resolution is passed.  
See notes on page 10.

### **Resolution 4**

To declare a final dividend of 25 pence per Ordinary Share (defined below).  
See notes on page 10.

### **Resolution 5**

To re-elect Mr Andrew Austin as a director.  
See biography on pages 10 and 11.

### **Resolution 6**

To re-elect Mr John Morrow as a director.  
See biography on page 11.

### **Resolution 7**

To re-elect Mr Richard Benmore as a director.  
See biography on page 11.

### **Resolution 8**

#### **Reappointment of auditors and fixing of auditors’ 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 11.

## **Resolution 9**

### **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 2021 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 £1,750,645 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 £875,323, 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 10, 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 pages 11 and 12.

## **Resolution 10**

### **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 9, 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 8 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 9, 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 £875,323 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 £525,194.

See notes on page 12.

### **Resolution 11**

#### **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 nominal value 20 pence each (“**Ordinary Shares**”) provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 1,312,984;
- (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 per cent. 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 time,

such authority to apply until the end of next year’s AGM (or, if earlier, 15 months after the passing of this Resolution) 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 12.

### **Resolution 12**

#### **Amendment to Articles of Association**

THAT the existing articles of association of the Company be replaced in their entirety with the form of articles of association displayed on the Company’s website at [www.rockroseenergy.com/investors](http://www.rockroseenergy.com/investors).

See notes on page 13.

By order of the Board.

**OHS Secretaries Limited**

Company Secretary

7 April 2020

## 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 2019, as contained in the Annual Report.

### Notes to Resolution 2 Directors' remuneration report

The directors' remuneration report, which can be found on pages 30 to 37 of the Annual Report gives details of the directors' remuneration for the year ended 31 December 2019. 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 Resolution 3 Directors' Remuneration Policy

Shareholders are asked to approve the directors' remuneration policy which is set out in full on pages 30 to 34 of the directors' remuneration report. The vote on the directors' remuneration policy is binding in that, once the policy is approved, the Company will not be able to make a remuneration payment to a current or prospective director or a payment for loss of office to a current or past director, unless that payment is consistent with the policy or has been specifically approved by a resolution of the Company's shareholders. If resolution 3 is passed, the directors' remuneration policy will take effect immediately. A remuneration policy will be put to shareholders again no later than the company's AGM in 2023.

### Notes to Resolution 4 Final Dividend

The Board is recommending a final ordinary dividend of 25 pence per Ordinary Share for the year ended 31 December 2019. This is in addition to the interim dividend of 60 pence per Ordinary Share paid on 24 October 2019. If shareholders approve the recommended dividend, it will be paid on 7 May 2020 to shareholders on the register at the close of business on Friday 17 April 2020.

### Notes to Resolutions 5, 6 and 7 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 5 – reappointment of Mr Andrew Austin as a director Mr Austin retires and offers himself for reappointment.

Andrew Austin is the founder of RockRose. He is also one of the founders and a former Chief Executive Officer of IGas Energy. During his tenure at IGas, Andrew was responsible for day-to-day operations and business development, helping transform the Company from a non-operator to the leading onshore hydrocarbon producer in the UK. Prior to joining IGas, Andrew was involved in ventures as principal and raised substantial funds for clients from private and public equity. He spent 17 years working in investment banking with Merrill Lynch, Nomura, Citibank, Barclays Capital, and Creditanstalt Investment Bank, where he was General

Manager of the London office. He also has six years of management consultancy experience with clean tech companies.

#### **Resolution 6 – reappointment of Mr John Morrow as a director**

Mr Morrow retires and offers himself for reappointment.

John Morrow is a Chartered Engineer with over 35 years' experience in the oil and gas industry. He served as Head of Exploration and Production at Glencore from 2011 to 2019. Prior of that, he was the Chief Operating Officer of Bowleven, which he joined in 2005. John also spent 10 years at BG Group, where he held a number of senior roles involving businesses in Kazakhstan, the Mediterranean Basin, Africa and the Middle East. The first 15 years of John's career were spent at Royal Dutch Shell, where he held a variety of operational and commercial roles in the UK (including as an offshore installation manager in the North Sea), Malaysia and the Netherlands.

#### **Resolution 7 – reappointment of Mr Richard Benmore as a director**

Mr Benmore retires and offers himself for reappointment.

Richard Benmore has over 35 years of experience in the oil and gas industry with a number of well-known companies including Conoco, Oryx Energy, Nimir Petroleum, EnCana, Nexen Petroleum, and IGas Energy. During this time, Richard has held a variety of roles. He started his career as a petroleum geologist before moving into various commercial, business development, and managerial positions. Most recently, he managed Nexen's unconventional oil and gas exploration and production projects in the UK and Poland and was a member of the Board of Directors of Nexen Exploration UK. Richard has been a Director of RockRose since its formation in 2015.

#### **Notes to Resolution 8**

Reappointment of auditor and fixing of auditors' remuneration

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 reappointed as the Company's auditor.

#### **Notes to Resolutions 9, 10 and 11**

Directors' authority to allot shares

Resolutions 9, 10 and 11 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 9**

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 £1,750,645. 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)(i) of Resolution 10.

For information, as at 6 April 2020, the Company held no treasury shares. The authority conferred pursuant to Resolution 9 will expire on the date of the AGM in 2021 or 15 months after the passing of Resolution 9 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 10**

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 9 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 £875,323 (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 9, 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 £525,194 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. The above departures in Resolutions 9 and 10 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 11**

This Resolution seeks for the Company to purchase up to 10 per cent. 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 20 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 per cent. 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 6 April 2020, the Company had options over 223,296 Ordinary Shares outstanding, representing 1.70 per cent. of the Company's issued Ordinary Share capital as at that date and 1.89 per cent. 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 15 months after the passing of this Resolution and the conclusion of the AGM of the Company held in 2021.

**Notes to Resolution 12**  
**Replacement of Articles of Association**

This Resolution proposes that the existing articles of association of the Company are replaced with new articles, which are available on the Company's website at [www.rockroseenergy.com/investors](http://www.rockroseenergy.com/investors). The main change is to adopt more comprehensive virtual and semi-virtual meeting provisions. However, the Board intends to continue to hold general meetings of the Company in person once the current situation is resolved, as it values the opportunity to meet shareholders in person. The Articles have also been generally updated to reflect current law and practice.

## 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 28 April 2020. Your voting entitlement will depend on the number of shares you hold at that time.

#### I can't attend the remote 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).
- 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 initialed.

Proxies not properly notified to the Registrar may be denied access to the meeting.

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.

In the light of the Coronavirus pandemic, shareholders are encouraged to vote by proxy. The AGM will commence at 10:00 a.m. on 30 April 2020. In order to safeguard the health of shareholders, the AGM will be an exclusively electronic meeting and will be conducted in accordance with the provisions for electronic meetings set out in the Company's articles of association.

#### 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 28 April 2020.

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 28 April 2020. 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 28 April 2020.

## The meeting

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

The meeting will be held exclusively as an electronic meeting on 30 April 2020.

The meeting will start at 10:00 a.m. so please allow plenty of time to log into the meeting. The meeting will be available for login at 9:30 a.m.

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

The meeting will be held as a remote meeting only, in accordance with the Companies Act 2006 and the Company's Articles of Association in order to safeguard the health and safety of shareholders in light of the Coronavirus pandemic.

### 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 14. Any voting instructions you have validly given in advance will be counted at the meeting.

### What documents do I need?

To log into the remote meeting, you need to type or paste the following web address into your web browser:

<https://mmitc.webex.com/mmitc/onstage/g.php?MTID=e6b0ec53796a13d81779d3c71c6f40faf>

You will be asked to enter a password to gain access to the meeting. This can be found on the bottom section of your proxy form.

### 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 14). 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 provide this letter to the Registrars in advance of the AGM. 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 invite guests to the meeting.

### May I bring a guest?

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.

### 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 use the electronic "raise your hand" facility or type your question into the Q&A box in the meeting. You will be kept on mute by the meeting host unless and until you are invited to speak.

Please endeavour to keep your questions short.

### How can I vote at the meeting?

As shareholders exit the remote meeting, they will have the option to submit an electronic poll card to record their vote. If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can click on the button to skip this step.

The voting facility will close 30 minutes after the meeting ends.

### How are the votes counted?

Voting on all 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 Resolutions by a show of hands.

We have included a 'vote withheld' option 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 30 April 2020.

**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)**

**All voting at the AGM will be held on a poll.**

## 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 6 April 2020 (the latest practicable date before the publication of this notice), the issued share capital of Rockrose Energy plc comprised 13,129,841 Ordinary Shares (excluding treasury shares) nominal value 20p per share, each with one vote.

The total number of voting rights in Rockrose Energy plc is 13,129,841.

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

## Contact details

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Orrick, Herrington & Sutcliffe (UK) LLP  
107 Cheapside  
London  
EC2V 6DN

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.





