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If you are in any doubt as to the contents of this document and/or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in Solo Oil plc, please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the ordinary shares.

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This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in Solo Oil plc.

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# **SOLO OIL PLC**

*(incorporated in England & Wales with registered number 05542880)*

## **NOTICE OF ANNUAL GENERAL MEETING**

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The Notice of an Annual General Meeting of the Company to be held at The Gleneagles Hotel, Auchterarder PH3 1NF on 25 September 2020 at 11 a.m. is set out at the end of this document. A Form of Proxy for use at the Annual General Meeting of Shareholders accompanies this document and, to be valid, must be completed and returned to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible but in any event to be received not later than 11 a.m. on 23 September 2020 or 48 hours before any adjourned meeting.

## **IMPORTANT INFORMATION: IMPACT OF THE COVID-19 PANDEMIC ON THE MEETING**

The board of Directors of the Company (the "**Board**") is closely monitoring the current Coronavirus situation and the UK Government's 'stay alert measures' and related guidance on social distancing and public gatherings ("**COVID-19 Related Measures**"). The Board recognises that the annual general meeting ("**AGM**") typically represents an opportunity to engage with members, and provides a forum that enables members to ask questions of, and speak with, the Board. However, in light of the current restrictions, the Board hopes that members will understand that the AGM will be held on a closed basis and this year members will not be able to attend. This decision has been taken to protect the health and safety of our colleagues and shareholders in light of the COVID-19 Related Measures currently in place and recognising the possibility of increased measures being introduced nearer to the date of the AGM. The AGM will be held as a closed meeting that is solely functional in format – the meeting will comprise only the formal votes without any business update or question and answer session. A very limited number of persons from the Company will be present to conduct the meeting such that relevant legal requirements can be satisfied.

As shareholders will not be able to attend in person, we strongly encourage voting on all resolutions by completing a proxy appointment form appointing the 'Chair of the Meeting' as your proxy. All valid proxy votes to be exercised by the 'Chair of the Meeting' will also be included in any vote taken at the meeting. The results of the votes on the proposed resolutions will be announced in the normal way, via poll, as soon as practicable after the conclusion of the AGM. Shareholders are encouraged to raise any questions on the business of the AGM in advance of the AGM with the Company Secretary at Solo@buchanan.uk.com (with "Solo Oil PLC AGM 2020" in the subject box). Questions must be received by 5.00 p.m. on 18 September 2020. Any questions received will be replied to by the Board either before or after the AGM, unless it is inappropriate or impractical to do so.

Whilst this year's AGM will be solely functional, the Board would like to assure shareholders that the measures adopted this year are temporary in light of the COVID-19 pandemic.

The Annual Report and Accounts for the year ended 31 December 2019, together with this Notice of AGM, have been posted to shareholders today and are also available on the Company's website ([www.solooil.co.uk](http://www.solooil.co.uk)).

This situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the arrangements for the AGM (including any change to its location) will be communicated to members before the meeting through our website ([www.solooil.co.uk](http://www.solooil.co.uk)) and by RNS announcement.

The Board would like to thank all our shareholders for their understanding and support during this time, and look forward to meeting you in person at future AGMs.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b><u>Event</u></b>	<b><u>Expected time / date</u></b>
Publication of this document	1 September 2020
Latest time and date for receipt of Forms of Proxy	11 a.m. on 23 September 2020
Date and time of Annual General Meeting	11 a.m. on 25 September 2020

### **Notes:**

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes, the revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the regulatory news service of the London Stock Exchange.

## LETTER FROM THE CHAIRMAN

### SOLO OIL PLC

*(incorporated in England & Wales with registered number 05542880)*

*Directors:*

Alastair Ferguson (Non-Executive Chairman)<sup>1</sup>  
Tom Reynolds (Chief Executive Director)  
Jon Fitzpatrick (Non-Executive Director)  
Donald Nicolson (Independent Non-Executive Director)

*Registered Office:*

*1 Park Row, Leeds, United  
Kingdom, LS1 5AB*

To the Shareholders and, for information only, to the holders of warrants and options

1 September 2020

Dear Shareholders

### Notice of Annual General Meeting

#### 1 Introduction

The Annual General Meeting of the Company ("**AGM**") is to be held at The Gleneagles Hotel, Auchterarder PH3 1NF on 25 September 2020 at 11 a.m. As mentioned on page 2 above, the AGM this year will be run as a closed meeting and members will not be able to attend in person.

The notice of the AGM is set out on pages 9 to 13 of this document.

This letter explains why the Directors recommend that shareholders of the Company (the "**Shareholders**") vote in favour of the resolutions being proposed at the AGM.

#### 2 Explanatory notes to the Notice of AGM

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 6 are proposed as ordinary resolutions. This means for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 7 to 11 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

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<sup>1</sup> Independent upon appointment

## Ordinary Resolutions

### *Resolution 1 - Receiving and Considering the Accounts*

This is an ordinary resolution to receive and consider the financial statements of the Company for the period ended 31 December 2019 together with the report of the Directors and the report of the auditors thereon.

### *Resolution 2 - Reappointment of Director*

The Board recommends the re-appointment of Mr. Tom Reynolds who retires by virtue of the retirement by rotation provisions contained in article 126 of the articles of association of the Company (the "**Articles**") and, being eligible, offers himself for reappointment as a Director of the Company.

### *Resolution 3 - Appointment of Director*

The Board recommends the appointment of Mr. Donald Nicolson. As this is the first annual general meeting of the Company following the appointment of Mr. Nicolson as a Director of the Company he stands for election in accordance with article 133 of the Articles and, being eligible, is offering himself for appointment.

### *Resolution 4 - Appointment of Auditors*

Following the acquisition of part of Chapman Davis LLP by PKF Littlejohn LLP, this resolution seeks to authorise the appointment of PKF Littlejohn LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

### *Resolution 5 – Communications by way of Website Publication*

The Companies Act 2006 (the "**Act**") contains provisions for communicating with members electronically. There are many benefits of electronic communication, including: (i) cutting back on hard copy paper printing is beneficial to the environment; (ii) electronic communication is faster than hard copy postage; and (3) sending documents electronically will increase shareholder value by saving on the Company's printing and postage costs.

In addition to communicating with Shareholders electronically (which is already permitted under the Articles), the Board recommends that members consent to communications by way of website publication. If this resolution is passed, every member who has not objected to communications by way of website publication will be notified (by electronic means or by hard copy, depending on that member's preference) whenever the Company makes documents or information available on a website.

### *Resolution 6 - Directors' Authority to Allot Shares*

The Directors may only allot shares or grant rights over shares if authorised to do so by the Shareholders. The authority granted at the last annual general meeting to allot shares or grant rights to subscribe for, or convert any security into, shares is due to expire at the conclusion of this year's AGM.

The Investment Association (IA) guidelines on authority to allot shares (which AIM-listed companies are encouraged to adopt) state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. In addition they will treat as routine a request for authority to allot

shares representing an additional one third of the company's issued share capital provided that it is only used to allot shares for the purpose of a fully pre-emptive rights issue.

Accordingly, the Board recommends that, conditional on the passing of resolution 7 below and in accordance with section 551 of the Act, the Directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares of the Company:

(i) in connection with rights issues and similar offerings, up to a nominal value of £863,346.41 which is equivalent to approximately two thirds of the total issued ordinary share capital of the Company as at the latest practicable date prior to the publication of the notice of AGM;

(ii) up to a nominal value of £431,673.21 which is equivalent to approximately one third of the total issued ordinary share capital of the Company as at the latest practicable date prior to the publication of the notice of AGM; and

(iii) up to a nominal value of £1,000,000 (which is approximately 77.2% per cent. of the issued ordinary share capital of the Company) to be used to satisfy potential requests made by Prolific Basins LLC ("**Prolific**") for the issuance of ordinary shares to Prolific pursuant to the share subscription deed between the Company and Prolific dated 29 June 2020 (the "**Subscription Deed**").

The authority granted by this resolution will expire at the conclusion of next annual general meeting of the Company. Passing this resolution will ensure that the Directors continue to have the flexibility to act in the best interests of Shareholders, when opportunities arise, by issuing new shares.

## **Special Resolutions**

### *Resolution 7 - Disapplication of Pre-emption Rights*

If the Directors of the Company wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share incentive plan), the Act requires that these shares are offered first to Shareholders in proportion to their existing holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing Shareholders. This cannot be done under the Act unless the Shareholders have first waived their pre-emption rights.

Resolution 7 deals with the authority of the Directors of the Company to allot new shares or other equity securities pursuant to the authority given by resolution 6, or to sell treasury shares, for cash without the shares or other equity securities first being offered to Shareholders in proportion to their existing holdings. The authority, if granted, will relate to the allotment of new ordinary shares or the sale of treasury shares in respect of:

(i) rights issues and similar offerings, where difficulties arise in offering shares to certain overseas Shareholders, and in relation to fractional entitlements and certain other technical matters;

(ii) the allotment of ordinary shares pursuant to the Subscription Deed having an aggregate nominal value not exceeding £1,000,000 (being equal to 77.2% per cent. of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to the publication of the notice of the AGM); and

(iii) generally to allotments (other than in respect of pre-emptive offerings) up to an aggregate nominal amount of £129,501.96, being approximately 10 per cent. of the total issued ordinary share capital of the Company as at the latest practicable date prior to the publication of the notice of AGM.

The authority granted by this resolution will expire at the conclusion of next annual general meeting of the Company. The Directors note that whilst the above mentioned limit in (iii) of approximately 10 per cent. of the Company's issued ordinary share capital is greater than the 5 per cent. threshold proposed by the Pre-Emption Group's Statement of Principles which recommends a general 5 per cent. threshold plus an additional 5 per cent. threshold in connection with an acquisition or specified capital investment, a limit of up to 10 per cent. of the aggregate nominal amount is not unusual for AIM-listed companies and the Directors consider the authority in resolution 7 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict guidelines of the statutory pre-emption provisions.

#### *Resolution 8 – Purchase Own Shares*

Resolution 8 is a special resolution and seeks authority for the Company to make market purchases of its own ordinary shares up to a maximum number of £129,501.96 ordinary shares, representing approximately 10 per cent. of the issued ordinary share capital at the latest practicable date prior to the publication of the notice of AGM. The authority requested would expire at the end of the next annual general meeting. In reaching a decision to purchase ordinary shares, the Directors of the Company will take account of the Company's cash resources and capital and the general effect of such purchase on the Company's business. The authority would only be exercised by the Directors of the Company if they consider it to be in the best interests of the Shareholders generally and if the purchase could be expected to result in an increase in earnings per ordinary share.

The Directors of the Company have no present intention of using the authority. However, the Directors of the Company consider that it is in the best interests of the Company and its Shareholders as a whole that the Company should have flexibility to buy back its own shares should the Directors of the Company in the future consider that it is appropriate to do so.

#### *Resolution 9 – Change of Company Name*

The Board recommends the change of the name of the Company to Scirocco Energy plc, the name under which the Company is currently trading.

#### *Resolutions 10 - Removal of objects clause and memorandum provisions*

Under the Act, a company now has unrestricted objects unless its articles contain specific restrictions on what it has power to do. The Company's memorandum of association, which is treated as part of its articles of association, contains such restrictions. The Board therefore recommends the objects clause and memorandum provisions are removed from the Articles.

#### *Resolution 11 – Adoption of new Articles of Association of the Company*

The Board notes that the Articles are, in some respects, inconsistent with current legislation (for example, the Act has abolished the concept of authorised share capital; passing shareholders' resolutions by written resolution signed by all members is now ineffective; and termination of director's appointment automatically upon the making of a

mental health court order may be considered discriminatory). There are also a number of out of date statutory references and definitions throughout the Articles. Consequently, the Board proposes to adopt new articles of association ("**New Articles**") which are consistent with current legislation and practice and standard for an AIM-listed company. The New Articles are available to view on the Company's website at [www.solooil.co.uk](http://www.solooil.co.uk).

### **3 Voting by way of Poll**

Voting on all resolutions at the AGM will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the AGM, the results of the voting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via an RNS announcement and also placed on the Company's website at [www.solooil.co.uk](http://www.solooil.co.uk).

### **3 Action to be taken by Shareholders**

As Shareholders will not be able to attend in person, we strongly encourage voting on all resolutions by completing a proxy appointment form appointing the 'Chair of the Meeting' as your proxy. All valid proxy votes to be exercised by the 'Chair of the Meeting' will also be included in any vote taken at the Meeting.

Shareholders will find enclosed with this letter a Form of Proxy for use at the AGM. The Form of Proxy should be completed and delivered in accordance with the instructions printed on it to Share Registrars Limited, either in hard copy to The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or in electronic form by email to [Voting@shareregistrars.uk.com](mailto:Voting@shareregistrars.uk.com) (with "Solo Oil plc AGM 2020" in the subject box) as soon as possible and in any event to be received by Share Registrars Limited not later than 11 a.m. on 23 September 2020.

### **4 Recommendation**

The Directors unanimously consider that the resolutions are in the best interests of the Company and its Shareholders and accordingly the Directors unanimously recommend you to vote FOR the resolutions as they intend to do in respect of their own beneficial holdings in the Company.

Yours faithfully

**Alastair Ferguson**

*Chairman*

## SOLO OIL PLC

*(incorporated in England & Wales with registered number 05542880)*

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Solo Oil plc (the "**Company**") will be held at The Gleneagles Hotel, Auchterarder PH3 1NF on 25 September 2020 at 11 a.m.

The board of Directors of the Company (the "**Board**") is closely monitoring the current Coronavirus situation and the UK Government's 'stay alert measures' and related guidance on social distancing and public gatherings ("**COVID-19 Related Measures**"). The Board recognises that the annual general meeting ("**AGM**") typically represents an opportunity to engage with members, and provides a forum that enables members to ask questions of, and speak with, the Board. However, in light of the current restrictions, the Board hopes that members will understand that the AGM will be held on a closed basis and this year members will not be able to attend. This decision has been taken to protect the health and safety of our colleagues and shareholders in light of the COVID-19 Related Measures currently in place and recognising the possibility of increased measures being introduced nearer to the date of the AGM. The AGM will be held as a closed meeting that is solely functional in format – the meeting will comprise only the formal votes without any business update or question and answer session. A very limited number of persons from the Company will be present to conduct the meeting such that relevant legal requirements can be satisfied.

As shareholders will not be able to attend in person, we strongly encourage voting on all resolutions by completing a proxy appointment form appointing the 'Chair of the Meeting' as your proxy. All valid proxy votes to be exercised by the 'Chair of the Meeting' will also be included in any vote taken at the meeting. The results of the votes on the proposed resolutions will be announced in the normal way, via poll, as soon as practicable after the conclusion of the AGM.

Whilst this year's AGM will be solely functional, the Board would like to assure shareholders that the measures adopted this year are temporary in light of the COVID-19 pandemic.

This situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the arrangements for the AGM (including any change to its location) will be communicated to members before the meeting through our website ([www.solooil.co.uk](http://www.solooil.co.uk)) and by RNS announcement.

## **ORDINARY BUSINESS**

To consider and, if thought fit, to pass the following resolutions which are proposed as ordinary resolutions:

### **Receive and Consider Accounts**

*Resolution 1:* THAT the report of the Directors and the financial statements for the period ended 31 December 2019 and the report of the Auditors thereon be received and considered.

### **Re-appointment of Director**

*Resolution 2:* THAT Mr. Tom Reynolds, who retires in accordance with Article 126 of the Company's Articles of Association and offers himself for re-election, be re-appointed as a Director of the Company.

### **Appointment of Director**

*Resolution 3:* THAT Mr. Donald Nicolson, who, having been appointed since the previous annual general meeting, is retiring in accordance with Article 133 of the Company's Articles of Association and who, being eligible, is offering himself for appointment, be appointed as a Director of the Company.

### **Appointment of Auditor**

*Resolution 4:* THAT PKF Littlejohn LLP be appointed as auditors and that the Directors be authorised to determine their remuneration.

## **SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions which are proposed as ordinary resolutions:

### **Communications by way of Website Publication**

*Resolution 5:* THAT the Company may send or supply documents or information to members by making them available on a website.

### **Directors' Authority to Allot Shares**

*Resolution 6:* THAT, in substitution for any existing and unexercised authorities, the Directors of the Company be and are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, shares in the Company ("**Rights**") in respect of:

- (a) the allotment of equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £863,346.41 (which is approximately equal to two-thirds of the issued ordinary share capital of the Company as at the latest practicable date prior to the publication of this notice of general meeting, and including within such limit any shares issued or rights granted under paragraph (b) below) in connection with an offer by way of rights issue:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to the holders of other equity securities as required by the rights of those securities or as the Directors of the Company otherwise consider necessary,

and subject to such exclusions or other arrangements as the Directors of the Company consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter;

- (b) the allotment of equity securities having a nominal value of up to £431,673.21 (which is approximately equal to one-third of the issued ordinary share capital of the Company as at the latest practicable date prior to the publication of this notice of annual general meeting); and
- (c) the allotment of equity securities having a nominal value of up to £1,000,000 in connection with the issuance of ordinary shares by the Company to Prolific Basins LLC ("**Prolific**") pursuant to the share subscription deed between the Company and Prolific dated 29 June 2020 (the "**Subscription Deed**"),

provided that such authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution save that the Company may make an offer or agreement before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after expiry of the authority and the Directors of the Company may allot shares and grant Rights in pursuance of that offer or agreement as if the authority had not expired.

To consider and, if thought fit, to pass the following resolutions which are proposed as special resolutions:

### **Disapplication of Pre-emption Rights**

*Resolution 7:* THAT, in substitution for any existing and unexercised authorities and subject to the passing of resolution 6 above, the Directors of the Company be given power pursuant to section 570(1) of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to resolution 6 above as if section 561 of the Companies Act 2006 did not apply to any such allotment, such authority to be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under resolution 6(a), by way of a rights issue only) to:
  - (i) the ordinary shareholders made in proportion (as nearly as may be practicable) to their existing respective holdings; and
  - (ii) to the holders of other equity securities as required by the rights of those securities or as the Directors of the Company otherwise consider necessary,

and subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;

- (b) the allotment of equity securities having a nominal value of up to £1,000,000 in connection with the issuance of ordinary shares by the Company to Prolific pursuant to the Subscription Deed; and
- (c) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to (a) and (b) above) up to an aggregate nominal value of £129,501.96,

provided that such authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution save that the Company may make an offer or agreement before the expiry of the authority which would or might require shares to be allotted or Rights to be granted after expiry of the authority and the Directors of the Company may allot shares and grant Rights in pursuance of that offer or agreement as if the authority had not expired.

#### **Authority to Purchase Own Shares**

*Resolution 8:* THAT, the Company is generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 0.2 pence each in the capital of the Company, on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is £64,750,980 representing 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at the latest practicable date prior to the publication of this notice of annual general meeting;
- (b) the minimum price (excluding expenses) that may be paid for each ordinary share is 0.2 pence;
- (c) the maximum price (exclusive of any expenses) which may be paid for each ordinary share shall be not more than 5 per cent. above the average of the middle market quotations for an ordinary share on the relevant investment exchange on which the ordinary shares are traded for the five business days immediately preceding the date on which such ordinary share is contracted to be purchased;
- (d) this authority shall expire on the conclusion of the Company's next annual general meeting to be held in 2021; and
- (e) the Company may make a contract for the purchase of ordinary shares under this authority before it expires, notwithstanding that such contract will, or might, have its terms executed wholly or partly after this authority expires, and the Company may make a purchase pursuant to such a contract after the expiry of this authority.

#### **Change of Company Name**

*Resolution 9:* THAT the name of the Company be changed to Scirocco Energy plc.

**Removal of objects clause and memorandum provisions**

*Resolution 10:* THAT the articles of association of the Company be amended by deleting all the provisions that were contained within the Memorandum of Association of the Company prior to 1 October 2009 which, by virtue of the Companies Act 2006, have been treated as provisions of the Articles of Association of the Company since 1 October 2009, with the exception of the statement that the liability of the members is limited.

**Adoption of New Articles of Association**

*Resolution 11:* THAT, with effect from the conclusion of this annual general meeting, the articles of association attached to this notice and to be produced to the Meeting and for the purposes of identification signed by the Chair of the Meeting, be adopted in substitution for and to the exclusion of the existing articles of association of the Company.

**By order of the Board**

**Alastair Ferguson**

*Chairman*

1 September 2020

## Notes:

### Appointment of proxies

1. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the meeting shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Therefore only those shareholders included in the register of members of the Company at 11:00 a.m. on 23 September 2020 shall be entitled to attend and vote at the Meeting. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's register of members at 11:00 a.m. on the day which is two days before the time appointed for holding the adjourned meeting or if the Company gives notice of the adjourned meeting, at the time specified in that notice. **As explained on page 2 above, as a result of the UK Government guidance and legislation in respect of COVID-19, attendance in person at the Meeting will not be possible this year.**
2. If you are a member of the Company at the time set out in paragraph 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. 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. Details of how to appoint the 'Chair of the Meeting' or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chair of the Meeting) and give your instructions directly to them. **As explained on page 2 above, given the restrictions on attendance, members are strongly encouraged to appoint the 'Chair of the Meeting' as their proxy rather than a named person who will not be permitted to attend the Meeting.**
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 for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company at 1 Park Row, Leeds, United Kingdom, LS1 5AB. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you at 11:00 a.m. on 23 September 2020, proxy appointments will be invalid.
5. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain

from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.

#### **Appointment of proxy using the 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 his vote.
7. To appoint a proxy using the proxy form, it must be:
  - 7.1 completed and signed;
  - 7.2 delivered to Share Registrars Limited, either in hard copy to The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or in electronic form by email to [Voting@shareregistrars.uk.com](mailto:Voting@shareregistrars.uk.com) (with "Solo Oil plc AGM 2020" in the subject box); and
  - 7.3 in either case received by Share Registrars Limited no later than 11 a.m. on 23 September 2020.
8. 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.
9. 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 proxy by joint members**

10. 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**

11. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 7 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
12. 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 the Company as indicated in paragraph 4 above.
13. 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

14. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company as indicated in paragraph 4 above. 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.
15. The revocation notice must be received by Share Registrars Limited no later than 11 a.m. on 23 September 2020.
16. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 17 below, your proxy appointment will remain valid.
17. 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. **As explained on page 1 of this Notice, as a result of the UK Government guidance and legislation in respect of COVID-19, attendance in person at the Meeting will not be possible this year.**

## Electronic addresses

- 18 The electronic addresses provided in this notice are provided solely for the purpose of enabling shareholders to register the appointment of a proxy or proxies for the meeting or to submit their voting directions electronically. You may not use any electronic address provided in this notice to communicate with the Company for any purposes other than those expressly stated.

## Total voting rights

- 18 As at 31 August 2020, the Company's issued share capital comprised of 647,509,810 ordinary shares of 0.20p each, with voting rights and 265,324,634 deferred shares of 0.69p each. The deferred shares are non-voting, are not admitted to trading on AIM and are not entitled to any participation in the profits or the assets of the Company. The Company does not hold any Ordinary Shares in Treasury. Therefore, the total number of voting rights in the Company as at 31 August 2020 is 647,509,810.