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If you have sold or otherwise transferred all of your holding of ordinary shares ("**Ordinary Shares**") of 0.25 pence each in the capital of Sirius Petroleum Plc (the "**Company**") please forward this document, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded to or transmitted in or into, any jurisdiction in which such act would constitute a violation of the relevant laws or regulations in such jurisdiction. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.



Sirius Petroleum Plc

(Incorporated and registered in England and Wales with registered number 05181462)

Letter to Shareholders Notice of Annual General Meeting

This document should be read as a whole. Your attention is drawn in particular to the letter from the Chairman of the Company which is set out in this document and which contains the unanimous recommendation of the Board of Directors of the Company (the "**Board**" or "**Directors**") that you vote in favour of the Resolutions set out in the Notice of Annual General Meeting referred to below.

Notice of an Annual General Meeting of the Company, to be held at the offices of Sirius Petroleum Plc at First Floor, 25 Bury Street, London, SW1Y 6AL at 10.00 a.m. on 30 December 2020, is set out at the end of this document. You are requested to vote electronically through the share portal available at www.signalshares.com. To be valid, electronic votes should be submitted by no later than 10.00 a.m. on 28 December 2020 and, where a paper proxy form is sent, it should be completed, signed and returned, as soon as possible and, in any event, so as to reach the Company's registrars, Link Group, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by no later than 10.00 a.m. on 28 December 2020. Given the current restrictions on public gatherings, shareholders will not be permitted to attend the Annual General Meeting in person, other than for the purposes of establishing quorum, and each of the Resolutions to be considered at the meeting will be voted on by way of a poll.

The Company and the Directors, whose names are set out on page 5 of this document, accept responsibility for all the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they accept responsibility, is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document is not for release, publication or distribution outside the United Kingdom except to the extent that it would be lawful to do so. The release, publication or distribution of this document (in whole or in part) in or into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Copies of this document are available free of charge at the Company's registered office during normal business hours on any Business Day and shall remain available for at least one month after the meeting. In addition, a copy of this document will also be available free of charge from the Company's website at www.siriuspetroleum.com.

Neither the contents of the Company's website, nor any website directly or indirectly linked to the Company's website, are incorporated in, or form part of, this document.

This document contains (or may contain) certain forward-looking statements with respect to the Company and certain of its goals and expectations relating to its future financial condition and performance which involve a number of risks and uncertainties. No forward-looking statement is a guarantee of future performance and actual results could differ materially from those contained in any forward-looking statements. Such forward-looking statements may use words such as "aim", "anticipate", "target", "expect", "estimate", "plan", "goal", "believe", "will", "may", "should" and other words having a similar meaning. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of changes in interest rates and foreign exchange rates, changes in legislation, changes in consumer habits and other factors outside the control of the Company, that may cause actual results, performance or achievements to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. All forward-looking statements contained in this document are based upon information available to the Directors at the date of this document and the posting or receipt of the document does not give rise to any implication that there has been no change in the facts set out herein since that date.

Definitions

The following definitions apply throughout this document and in the accompanying Notice of Annual General Meeting, unless the context requires otherwise:

“Admission”	admission of the Ordinary Shares to trading on AIM in accordance with the AIM Rules for Companies;
“AGM” or “Annual General Meeting”	the Annual General Meeting of the Company, convened for 10.00 a.m. on 30 December 2020, or any adjournment thereof, notice of which is set out at the end of this document;
“AIM”	the AIM market operated by London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies and guidance notes as published by the London Stock Exchange from time to time;
“Board” or “Directors”	the directors of the Company as at the date of this document whose names are set out on page 5 of this document;
“Business Day”	a day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for general commercial business;
“CA 2006”	the UK Companies Act 2006 (as amended);
“certificated” or “certificated form”	a share or other security which is not in uncertificated form (that is, not in CREST);
“Company” or “Sirius”	Sirius Petroleum Plc (registered in England with registration number 05181462) with its registered office at First Floor, 25 Bury Street, London, SW1Y 6AL
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in the CREST Regulations);
“CREST Manual”	the manual, as amended from time to time, produced by Euroclear and available at www.euroclear.com ;
“CREST member”	a person who has been admitted to CREST as a system member (as defined in the CREST Manual);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time;
“CREST Sponsor”	a CREST participant admitted to CREST as a CREST sponsor;
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member;
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST;
“FCA”	the Financial Conduct Authority of the UK;
“Group”	the Company and its subsidiaries;
“Link Group”	a trading name of Link Market Services Limited, whose registered office is at The Registry, 34 Beckenham Road, Kent, BR3 4TU, being Sirius's registrar;
“London Stock Exchange”	London Stock Exchange plc;
“New Articles”	the proposed new articles of association of the Company, the subject of Resolution 6;
“Notice of AGM”	the formal notice convening the AGM as set out in this document;

“Ordinary Shares”	ordinary shares of 0.25p each in the capital of the Company from time to time;
“Pence” or “p”	UK pence sterling, the lawful currency of the United Kingdom;
“Pounds” or “£”	UK pounds sterling, the lawful currency of the United Kingdom;
“Regulatory Information Service”	has the meaning given in the AIM Rules;
“Resolutions”	the resolutions to be proposed at the Annual General Meeting as set out in the Notice of AGM at the end of this document;
“Shareholder(s)”	a person(s) who is/are registered as a holder(s) of Ordinary Shares from time to time;
“subsidiary”	a subsidiary of the Company as that term is defined in section 1159 and schedule 6 of the CA 2006;
“uncertificated” or “in uncertificated form”	recorded on the relevant register or other record of the share or other security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland, its territories and dependencies.

Letter from the Chairman

Sirius Petroleum Plc

(Incorporated and registered in England and Wales with registered number 05181462)

Directors:

Jack Pryde (Chairman)
Olukayode Kuti (CEO)
Mark Henderson (CFO)
Toby Hayward (Non-Executive Director)
Simon Hawkins (Non-Executive Director)

Registered office:

First Floor
25 Bury Street
London
SW1Y 6AL

4 December 2020

To Shareholders and, for information purposes only, the holders of options or warrants over Ordinary Shares

Dear Shareholder

Notice of Annual General Meeting Adoption of New Articles of Association

1. Introduction

The purpose of this document is to provide Shareholders with information on the background to and reasons for the authority to issue Ordinary Shares and approve New Articles of Association and why the Directors unanimously consider this is in the best interests of the Company and its Shareholders as a whole and seek Shareholders' approval for the Resolutions.

2. Background

2.1 Tunisian Onshore and Offshore Portfolio Interests

We were pleased to announce our agreement with Anglo Tunisia Oil and Gas Limited ("**ATOG**") on 7 November 2020, marking a milestone in the Company's strategy to deliver value to shareholders by acquiring interests in proven oil and gas assets and working with our partners to boost production, pursue profitable development opportunities and grow reserves via low-risk exploration. Sirius is working alongside the team at ATOG that has assembled a portfolio of onshore and offshore assets in Tunisia with those attributes and we look forward to cementing our working relationship during 2021.

Transaction summary

- ATOG's portfolio is currently producing approximately 1,500 boepd with gross 2P reserves and 2C contingent resources of *circa* 21 mmboe;
- Total consideration of US \$11.35 million, which is to be satisfied in stage payments through 2020 and 2021;
- The subscription will be made through a wholly owned subsidiary of Sirius; and
- Management estimates NPV10 of approximately US\$110 million (based on the Brent futures curve) attributable to net interests in 2P/2C reserves only. Also noting that the favourable nature of the Tunisian fiscal regime means that the NPV of ATOG's Tunisia assets has an asymmetric relationship with the prevailing oil price under which Sirius will benefit more from higher prices and have an improved downside protection in periods of lower prices.

Further information regarding the Tunisian onshore and offshore portfolio is available on the Company's website at:
<https://siriuspetroleum.com/news/corporate-news/default.aspx>; and
<https://siriuspetroleum.com/about/operations/default.aspx>.

2.2 Proposed Transformational Nigerian Transaction

We are pleased to inform Shareholders that the Company has signed legally binding agreements to secure the Company a material indirect interest in a substantial oil-rich block in Nigeria that is currently producing approximately 8,000 bopd. The licence contains three discovered fields, one of which has produced *circa* 50 mmbbls since the 1970s and an independent CPR by Gaffney, Cline & Associates ("**GCA**"), published in April 2020, has certified remaining 2P reserves of 52 mmbbls.

Under the terms of the agreements, Sirius and its partner is required to provide funding and technical services for a period of 15 years to further develop and produce the remaining reserves on the block. The agreements envisage that Sirius and its partner would also test deeper horizons of the existing discovered fields to which GCA has ascribed best case prospective resources of over 91mmbbls. The existing production facilities and infrastructure are capable of handling up to 40,000 bopd. The Company is in receipt of funding term sheets from, *inter alia*, a global trader and a family-office and has secured a turnkey quote from a global oilfield service major to execute the approved work programme.

The transaction is subject to, among other things, the provision of development funding and the Company will update shareholders with final details on the Nigeria transaction upon financial close. In line with the Company's strategy, this opportunity is intended to form part of the Company's wider Africa-based portfolio and represents a significant opportunity for the Company, its Shareholders and the Company's operational partner on this major asset.

2.3 Outlook

Despite the considerable challenges that we have all faced during 2020, we look toward to the New Year with a renewed confidence based on our recent progress in Tunisia and the transformational transaction in Nigeria.

The Company has commenced the process for its proposed Admission to AIM in 2021 and the Board will update shareholders in the New Year regarding this process. The Company also anticipates that it will include an Open Offer for existing shareholders to subscribe for new shares at the time of the proposed new listing.

The Company is seeking to issue shares in order to ensure that it can meet its obligations, principally in respect of the proposed acquisition of the Nigerian assets, as well as other opportunities currently being explored. The Board will ensure that debt financing is utilised in preference to equity financing whenever appropriate.

3. Summary of AGM

AGM and Resolutions

The Annual General Meeting will be held at the offices of Sirius Petroleum Plc at First Floor, 25 Bury Street, London, SW1Y 6AL at 10.00 a.m. on 30 December 2020 at which the following resolutions will be proposed:

- Resolution 1 – to receive the reports and accounts for the year ended 31 December 2019.
- Resolution 2 – to re-appoint Simon Hawkins as a director who is retiring by rotation in accordance with the articles of association and, who being eligible, offers himself for re-election.
- Resolution 3 – to reappoint Grant Thornton UK LLP as auditors of the Company and to authorise the Directors to determine their remuneration.
- Resolution 4 – to approve the authority to allot new ordinary shares.
- Resolution 5 – to approve the dis-application of pre-emption rights.
- Resolution 6 – to adopt new articles of association, a copy of which is available on the Company's website.

The dis-application of pre-emption rights and adoption of the New Articles will require the approval of not less than 75 per cent. of the votes cast by Shareholders at the General Meeting.

Action to be taken

You are requested to vote electronically through the share portal available at www.signalshares.com by no later than 10.00 a.m. on 28 December 2020 and, where a paper proxy form is sent upon request, to complete and return such proxy form in accordance with the instructions printed on the form. To be valid, electronic votes should be submitted by no later than 10.00 a.m. on 28 December 2020 and, where a paper proxy form is sent upon request, such proxy form should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Link Group, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by no later than 10.00 a.m. on 28 December 2020.

COVID-19

The UK Government has recently tightened the restrictions on gatherings, subject to limited exemptions. The Board has therefore concluded that shareholders should not be permitted to attend the Annual General Meeting other than for the purposes of establishing the quorum for the meeting. Equally, our advisers and other guests will not be invited to attend the Annual General Meeting.

Given that in the present circumstances shareholders will not be permitted to attend the Annual General Meeting, the Chairman of the meeting will propose that each of the Resolutions to be considered at the meeting should be voted on by way of a poll, so that all voting rights exercised by Shareholders who are entitled to do so at the Annual General Meeting will be counted.

Whilst Shareholders will not be permitted to attend the Annual General Meeting, they will still be able to ensure their votes are counted by submitting their proxies in advance. Shareholders wishing to appoint a proxy for this purpose should appoint the Chairman of the meeting. Any Shareholder appointing someone other than the Chairman of the meeting to be their proxy, should note that that person will not be permitted to attend the Annual General Meeting and will therefore be unable to cast the Shareholder's vote.

As the situation and resulting government guidance has the ability to change rapidly, Shareholders should note that further changes may need to be put in place at short notice in relation to the Annual General Meeting. Updates on the status of the Annual General Meeting and any changes to the proceedings of the meeting will be notified by announcement through a regulatory information service.

No doubt shareholders will have a number of questions. We would ask that given the pending limitations of the AGM that you send your questions into us at ir@siriuspetroleum.com ahead of the AGM date and we will make every effort to curate and answer shareholder questions.

Copies of this document and the proposed New Articles are available on the Company's website at www.siriuspetroleum.com.

4. Consent to Electronic Communications

The Company's articles of association permit the Company to supply certain notices, documents and information to its members by making them available on the Company's website. This means that the Company has the ability to publish documents such as its annual report and any notice of general meeting on its website instead of printing and posting them out to members. Reducing the number of communications sent by post will not only result in cost savings for the Company, but it will also reduce the impact that unnecessary printing and distribution of documents has on the environment.

Company law requires that members are asked individually to consent to this method of publication. We are, therefore, seeking your agreement to receive future documents and information generally via the Company's website as a default method of communication, as per the enclosed form of consent.

If you consent to website publication, you will no longer receive hard copies of any documents and information in the post. You will instead be notified each time that the Company places a communication with members on its website. This notification will be sent to you by post. If you would prefer to receive such notifications by email, you will need to provide us with your email address. By registering your email via the website at: <https://siriuspetroleum.com/contacts/investor-email-alerts/default.aspx> you will automatically receive all future communications issued by the Company.

Notwithstanding your consent to website publication there may be particular circumstances in which the Company needs to, or is required to, send documents or information to you in hard copy form, in which case the Company reserves the right to do so.

Action to be taken

If you wish to consent to the website publication of documents and information generally, you do not need to take any further action. If, however, you do not wish to consent to website publication and would prefer to continue to receive hard copies of future documents and information through the post, you must complete the enclosed electronic communications preference form and return it to the appropriate address. If you do not return the form within 28 days from the date of this letter, you will be deemed to have consented to website publication and you will no longer receive hard copies in the post.

Even if you consent, or are deemed to have consented, to website publication, you can always request a printed copy of any document or information from the Company at any time. You can also change your instructions at any time by contacting the Company's Registrar, Link Group:

By phone – UK – 0371 664 0391, from overseas call +44 (0) 371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

By email – enquiries@linkgroup.co.uk

By post – Link Group, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

You can manage your shareholding online at www.signalshares.com. This includes adding or amending address and bank mandate details as well as updating your communication preference. You will need your Investor Code to register which can be found on your share certificate.

You can also submit your proxy vote online at www.signalshares.com.

5. Recommendation

The Directors consider that the authority to allot Ordinary Shares and the approval of the New Articles of Association are in the best interests of the Company and Shareholders as a whole. The Directors therefore unanimously recommend that you vote in favour of the Resolutions as they themselves intend to do in respect of their aggregate beneficial shareholdings of 62,975,000 Ordinary Shares, representing 1.69 per cent. of the total number of issued shares in the Company.

Yours faithfully

Jack Pryde
Chairman

Notice of Annual General Meeting

Sirius Petroleum Plc

(Incorporated and registered in England and Wales with registered number 05181462)

NOTICE IS HEREBY GIVEN that an annual general meeting of the members of Sirius Petroleum Plc (the "**Company**") will be held at the offices of Sirius Petroleum Plc at First Floor, 25 Bury Street, London, SW1Y 6AL at 10.00 a.m. on 30 December 2020 for the purposes of considering and, if thought fit, passing the following resolutions of which Resolutions 1, 2, 3 and 4 will be proposed as ordinary resolutions and Resolutions 5 and 6 as special resolutions.

Given current Government restrictions on gatherings, shareholders will not be permitted to attend the Annual General Meeting and so all Resolutions will be taken on a poll.

In this notice, words and phrases that are defined in the Circular have the same meanings unless the context requires otherwise.

Ordinary Resolutions

1. To receive the accounts and reports for the financial year ended 31 December 2019.
2. To re-elect Simon Hawkins, who is retiring by rotation, as a director.
3. To reappoint Grant Thornton UK LLP as auditors of the Company and to authorise the Directors to determine their remuneration.
4. That:
 - 4.1. the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**Act**) to issue and allot shares in the Company or grant rights to subscribe for or to convert any security into shares of the Company (**Rights**) up to an aggregate nominal amount of £15,070,192, provided that this authority will, unless previously renewed, varied or revoked, expire on 31 December 2021 or, if earlier, at the conclusion of the next annual general meeting of the Company except that the Company may, before such expiry, make offers or agreements which would or might require Rights to be allotted or granted after such expiry and the Directors may allot or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
 - 4.2. this authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant Rights, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolutions

5. That, subject to the passing of resolution 4:
 - 5.1. in accordance with section 570 of the Act, the Directors be given the general power to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred by resolution 4 for cash as if section 561(1) of the Act did not apply to any such allotment. This power is limited to:
 - 5.1.1. (subject to such exclusions or other arrangements as the Board of Directors 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) the allotment of equity securities in connection with an offer by way of a rights issue;

- 5.1.1.1. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 5.1.1.2. to the holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
 - 5.1.2. the allotment (otherwise than pursuant to paragraph 5.1.1) of equity securities up to an aggregate nominal amount of £15,070,192; and
 - 5.2. the directors may, for the purposes of 5.1, impose any limits or restrictions and make any arrangements which they consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or any regulatory body or stock exchange;
 - 5.3. the power granted by this resolution will expire on 31 December 2021 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company prior to or on such date) except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and
 - 5.4. this resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if Section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.
6. the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairperson be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Dated: 4 December 2020

By order of the Board

Simon Hawkins
Company Secretary

Registered office:

First Floor
25 Bury Street
London
SW1Y 6AL

Explanatory Notes to the Notice of Annual General Meeting:

Appointment of proxies

1. **In accordance with recent Government legislation and related restrictions in response to COVID-19, and to minimise public health risks, the 2020 Annual General Meeting is to be held as a closed meeting and members and their proxies will not be able to attend the meeting in person. As such, members are strongly encouraged to appoint the Chairman of the Annual General Meeting to act as their proxy as any other named person will not be permitted to attend the meeting.** As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes.
2. Details of how to appoint the Chairman of the meeting or another person as your proxy please refer to the process in paragraph 5 below.
3. You may appoint more than one proxy provided that 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 electronic 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's registrars, Link Group, PXS 1, 34 Beckenham Road, Kent BR3 4ZF. 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 on the record date, proxy appointments will be invalid.
4. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.

Appointment of a proxy on the share portal

5. We will not be providing a paper proxy. Those Members who would normally be (prior to the COVID-19 restrictions) entitled to attend, speak and vote at the Annual General Meeting are now able to vote online as follows;
 - (a) log on or register your account at www.signalshares.com using your investor code which can be found on your share certificate and select the 'Vote Now' button;
 - (b) submitted votes no later than 10.00 a.m. on 28 December 2020; and
 - (c) if you are unable to access the portal a paper proxy form can be requested from the company's registrars and must be delivered to Link Group, PXS 1, 34 Beckenham Road, Kent, BR3 4ZF no later than 10.00 a.m. on 28 December 2020.
6. In the case of a member which is a company submitting a paper proxy, 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.
7. 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.
8. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members of the Company by close of business on 28 December 2020 or, if the meeting is adjourned, in the register of members at close of business on the day two days before the date of any adjourned meeting will be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxies through CREST

9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by 10.00 a.m. on 28 December 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (SI 2001/3755).

Appointment of proxy by joint members

13. 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

14. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
15. 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's registrar as indicated in paragraph 3 above.
16. 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

17. 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's registrar as indicated in paragraph 3 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.
18. The revocation notice must be received by the Company no later than 10.00 a.m. on 28 December 2020.
19. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.

Corporate representatives

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

Issued shares and total voting rights

21. As at 6.00 p.m. on 3 December 2020 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 3,722,632,985 ordinary shares of 0.25p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 3 December 2020 is 3,722,632,985.

Communication

22. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated) to communicate with the Company for any purposes other than those expressly stated.

Poll vote

23. Given that in the present circumstances shareholders will not be permitted to attend the Annual General Meeting, Resolutions 1 to 6 will be taken on a poll.