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**PREDATOR OIL & GAS HOLDINGS PLC**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

THE NOTICE OF AN EXTRAORDINARY GENERAL MEETING (“**EGM**”) OF PREDATOR OIL & GAS HOLDINGS PLC (THE ‘**COMPANY**’) TO BE HELD AT 11.00AM ON MONDAY, 5 NOVEMBER 2018 AT CONSORTIA SECRETARIES LIMITED, 3RD FLOOR, STANDARD BANK HOUSE, 47-49 LA MOTTE STREET, ST HELIER, JERSEY JE2 4SZ, IS CONTAINED WITHIN THIS DOCUMENT.

IF YOU ARE A HOLDER OF ORDINARY SHARES AND ARE NOT ABLE TO ATTEND THE EGM, PLEASE COMPLETE AND SUBMIT A FORM OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED THEREON. THE FORM OF PROXY MUST BE RECEIVED NO LATER THAN 11.00AM ON SATURDAY, 3 NOVEMBER 2018.

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in Predator Oil & Gas Holdings plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



## **PREDATOR OIL & GAS HOLDINGS**

*Address:*

3<sup>rd</sup> Floor, Standard Bank House  
47-49 La Motte Street, St. Helier, Jersey  
JE2 4SZ

Tel: +44 1534 834 600

Fax: +44 1534 834 601

Website: [www.predatoroilandgas.com](http://www.predatoroilandgas.com)

Email: [info@predatoroilandgas.com](mailto:info@predatoroilandgas.com)

16<sup>th</sup> October 2018

### **LETTER FROM THE CHAIRMAN**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)**

Dear Shareholder,

I am writing to you with details of an EGM of Predator Oil & Gas Holdings PLC (the “**Company**”) which will be held at Consortia Secretaries Limited, 3<sup>rd</sup> Floor, Standard Bank House, 47-49 La Motte Street, Jersey, JE2 4SZ on Monday 5<sup>th</sup> November 2018 at 11.00am. The Notice of EGM is set out on page 4 of this document. All shareholders are entitled to vote, attend and speak at the EGM.

### **Purpose of the EGM**

Ahead of the Company's admission to the Standard List of the UKLA and to trading on the London Stock Exchange, the Company passed a written resolution setting out certain limits on the authorities granted to Directors to allot Ordinary Shares in the Company. These limits are detailed in the Company's Prospectus which is available from the Company's website [www.predatoroilandgas.com](http://www.predatoroilandgas.com).

The Directors wish to amend and simplify these authorities and, in certain circumstances, reduce the authority granted to directors to allot Ordinary Shares on a non-pre-emptive basis and are therefore proposing to limit the Directors' authority to allot shares to 20,027,430 Ordinary Shares, which represents 20% of the current issued share capital of the Company.

### **Recommendation**

The Directors consider that the resolutions are in the best interests of the Company and its Shareholders and recommend that you vote in favour of each of them.



### **Action to be taken**

If you are a holder of Ordinary Shares and would like to vote on the resolutions, but you cannot attend the EGM in person, please complete the enclosed Form of Proxy and return it to the Company's Registrars, Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, to be received no later than 11:00 am on Saturday, 3 November 2018.

Yours faithfully,

**Sarah Cope**  
Non-Executive Chairman

*DIRECTORS: Paul Griffiths (British) CEO; Sarah Cope (British) Non-Executive Chairman;  
Ronald Pilbeam (British); Dr. Stephen Staley (British)  
Registered in Jersey No. 125419  
Registered Office: 3<sup>rd</sup> Floor, Standard Bank House, 47-49 La Motte Street, St. Helier, Jersey JE2 4SZ*

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**Predator Oil & Gas Holdings plc**  
**Notice of Extraordinary General Meeting**

**Incorporated in Jersey under the Companies Law 1991 with registered number 125419.**

Notice is hereby given that an Extraordinary General Meeting of Predator Oil & Gas Holdings plc (the "**Company**") will be held at 3rd Floor, Standard Bank House, La Motte Street, St Helier, Jersey, JE2 4SZ, on 5 November 2018 at 11.00am.

You will be asked to consider and vote on the resolution below which will be proposed as special resolutions.

**SPECIAL RESOLUTIONS**

- 1 The Directors be duly authorised in accordance with the Articles to exercise all the powers of the Company to allot, issue, convert any security into, grant options over or otherwise dispose of equity securities (as that term is defined in the Articles) as if the pre-emption rights set out in the Articles did not apply to such process described above, such power to be limited up to a total of 20,027,430 equity securities provided always that this authority shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company after the passing of the resolution and 15 months from the passing of the resolution but, in each case, during this period, the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted after the authority ends and the Directors may allot equity securities under any such offer or agreement as if the authority had not ended; and
- 2 The authorisations granted to the Directors by the special resolutions of the Company of 18 May 2018 be and are hereby varied, by the withdrawal of the authorisations granted by way of paragraphs (b) and (c) of resolution 1 and paragraphs (b) and (c) of resolution 2, provided always that the remaining authorisations granted remain valid.

By order of the Board

**Consortia Secretaries Limited**  
Company secretary

16 October 2018

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## Notes to the notice of extraordinary general meeting

### Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:

- 11.00am on 3 November 2018; or,
  - if this meeting is adjourned, at 11.00am on the day two days prior to the adjourned meeting,
- shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### Website giving information regarding the meeting

2. Information regarding the meeting can be found at [www.predatoroilandgas.com](http://www.predatoroilandgas.com).

### Attending in person

3. If you wish to attend the meeting in person and require any assistance, please contact the Company Secretary by telephone on 01534 834600 or by email at [predator@consortia.je](mailto:predator@consortia.je).

### Appointment of proxies

4. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

5. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If you wish to appoint more than one proxy, please contact the Company's Registrar for further details. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. 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 chairman) and give your instructions directly to them.

6. Shareholders can:

- Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 8) or
- if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 9).

7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

### Appointment of proxy by post

8. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

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- completed and signed;
  - sent or delivered to the Company's Registrar, Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
  - received by the Company's Registrar no later than 11.00am on 3 November 2018.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact the Company's Registrar.

### **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) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.

For a proxy appointment or instructions made using the CREST service 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, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare Investor Services (Jersey) Limited (ID number 3RA50) no later than 04:00pm on 2 November 2018, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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 message. 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/her CREST sponsor or voting service provider(s) take(s)) 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 as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### **Appointment of proxy by joint members**

10. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

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## **Changing proxy instructions**

11. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 Registrar.

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 appointment**

12. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrar, Computershare Investor Services (Jersey) Limited 1Esc/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a shareholder 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.

The revocation notice must be received by the Company's Registrar no later than 11.00am on 3 November 2018.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

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.

## **Corporate representatives**

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

## **Issued shares and total voting rights**

14. As at 17:00 on 15 October 2018, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 100,137,150 ordinary shares. 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 17:00 on 10 October 2018 is 100,137,150.

The Company's website will include information on the number of shares and voting rights.

## **Voting**

15. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names.

## **DETAILS OF VOTING AT THE MEETING**

As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.