

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant, or other professional adviser authorised pursuant to the Financial Services and Markets Act 2000, as amended, if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in the Company, please send this document and the accompanying annual report and financial statements (but not the personalised form of proxy) at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have received this document as a purchaser or transferee of shares in the Company, you should contact the Company's registrars, Computershare Investor Services PLC on 0870 707 1262 to request a form of proxy.

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# Regal Petroleum plc

(a company incorporated in England and Wales with registered number 04462555)

## NOTICE OF ANNUAL GENERAL MEETING

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Notice of the Annual General Meeting of the Company to be held at the offices of Citigate Dewe Rogerson, 3 London Wall Buildings, London Wall, London EC2M 5SY, United Kingdom at 11.00 a.m. on 30 June 2016 is set out in this document.

Members are requested to return the enclosed form of proxy for use in connection with the Annual General Meeting which, to be valid, must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as soon as possible, but in any event, no later than 11.00 a.m. on 28 June 2016. Completion and return of a form of proxy will not preclude members from attending, speaking and voting in person at the Annual General Meeting if they so wish and are so entitled. Alternatively, if you are a CREST member, you may register your appointment of a proxy electronically by using the CREST electronic proxy appointment service. Further details are set out in the Notes of this Circular and the Form of Proxy.

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Regal Petroleum plc (the “**Company**”) will be held at the offices of Citigate Dewe Rogerson, 3 London Wall Buildings, London Wall, London EC2M 5SY, United Kingdom at 11.00 a.m. on 30 June 2016 to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions and resolutions 6 and 7 will be proposed as special resolutions. Resolutions 5 to 7 (inclusive) are items of special business.

### Ordinary Business

#### Resolution 1 – Annual report and financial statements

To receive and consider the audited financial statements of the Company for the financial year ended 31 December 2015 and the report of the directors and auditors therein.

#### Resolution 2 – Re-election of director

To re-elect Ms Yuliia Kirianova as a director of the Company, who has been appointed by the Board as a director since the last Annual General Meeting.

#### Resolution 3 – Re-election of director retiring by rotation

To re-elect Dr Alastair Graham as a director of the Company, who retires by rotation in accordance with the Company's Articles of Association.

#### Resolution 4 – Re-appointment and remuneration of auditors

To reappoint PricewaterhouseCoopers LLP as auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company to be held in 2017 and to authorise the directors to determine the auditors' remuneration.

### Special Business

#### Resolution 5 – Directors authority to allot shares

(a) THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot shares in the Company, or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £5,343,963 provided that the authority shall be in substitution for any equivalent authority which may have been given to the directors prior to the date of the passing of this resolution and unless previously renewed, revoked, varied or extended, this authority shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the directors may allot shares and/or grant rights in pursuance of such an offer or agreement as if this authority had not expired,

and further,

(b) THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company, or grant rights to subscribe for, or convert any security into, shares in the Company (comprising equity securities within the meaning of section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them, up to an aggregate nominal amount of £5,343,963 and the directors may make such arrangements or exclusions as they consider necessary or expedient in respect of fractional entitlements or any legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange, provided that unless previously renewed, revoked, varied or extended, this authority shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the directors may allot shares and/or grant rights in pursuance of such an offer or agreement as if this authority had not expired.

#### Resolution 6 – Partial disapplication of pre-emption rights

THAT the directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash (including an allotment of equity securities by virtue of section 560(3) of the Act) pursuant to the authority of the directors conferred by resolution 5 as if section 561(1) of the Act did not apply to such allotment provided that:

- (a) the power conferred by this resolution shall be limited to:
- (i) the allotment of equity securities in connection with an issue or offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their respective holdings of such shares (excluding any shares held by the Company as treasury shares (as defined in section 724(5) of the Act)) on the record date for such allotment or in accordance with the rights attached to such shares but subject to such arrangements or exclusions as the directors may consider necessary or expedient in respect of fractional entitlements or any legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange; and
  - (ii) the allotment, otherwise than pursuant to paragraph (a)(i) of this resolution, of equity securities up to an aggregate nominal value equal to £801,594;
- (b) unless previously renewed, revoked, varied or extended this power shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

**Resolution 7 – Authority to make donations to political organisations and to incur expenditure**

THAT, in accordance with section 366 of the Act, the Company and its subsidiaries are hereby authorised to:

- (a) make political donations to political organisations or independent election candidates, within the meaning of sections 363 and 364 of the Act, not exceeding £25,000 in total; and
- (b) incur political expenditure, as defined in section 365 of the Act, not exceeding £25,000 in total,

during the period commencing on the date of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company.

By order of the Board

**C Phillips**

Company Secretary

7 June 2016

Registered office:

16 Old Queen Street

London SW1H 9HP

Registered number: 04462555

## NOTICE OF ANNUAL GENERAL MEETING **continued**

### **ACTION TO BE TAKEN**

Each shareholder is entitled to appoint one or more proxies to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder.

Shareholders should kindly complete and return the enclosed form of proxy as soon as possible, whether or not they expect to be able to attend the Annual General Meeting. Return of a form of proxy will not prevent a shareholder from attending, speaking and voting in person at the meeting if that shareholder so wishes and is so entitled. If you are a CREST member you can submit your proxy electronically, through the CREST system by completing and transmitting a CREST proxy instruction as described in the Notes to this Circular and in the Form of Proxy.

### **RECOMMENDATION**

The Board is of the opinion that these proposals are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend all shareholders to vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings (if any).

Explanatory notes in respect of the resolutions proposed are set out in the Appendix to this notice.

### **NOTES:**

1. A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint one or more proxies to attend, speak and vote in that member's place. A member may appoint more than one proxy in relation to this meeting provided that each proxy is appointed to exercise rights attached to a different share or shares held by that member. A proxy need not also be a member. Completion and return of a form of proxy (or any CREST Proxy Instruction, as described in paragraphs 5 to 7 below) will not preclude a member from attending the meeting and voting in person, if they so wish and are so entitled.
2. To be valid, the enclosed form of proxy and any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be completed and returned so as to be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 11.00 a.m. on 28 June 2016 or, in the event that the meeting is adjourned, not less than 48 hours before the time fixed for the holding of the adjourned meeting.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to vote at the meeting (and for the purpose of determining the number of votes a member may cast), members must be entered on the register of members of the Company by 6.00 p.m. on 28 June 2016 or, in the event of any adjournment of the meeting, at 6.00 p.m. on the date which is 2 days before the start of the adjourned meeting.
4. In the case of joint holders, the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting and any adjournment(s) thereof 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.
6. In order for a proxy appointment or instruction made by means of 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 ('Euroclear') 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 the Company's agent (ID 3RA50) by the latest time for proxy appointments set out in paragraph 2 above. 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 Company'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.

7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 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.
8. Any corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of the powers as a member provided that they do not do so in relation to the same shares.
9. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice or in any related documents (including the form of proxy and the annual report and financial statements) to communicate with the Company for any purposes other than those expressly stated.
10. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your reference number (as attributed to you by the Company or its registrars). The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.
11. As at 6 June 2016 (being the last business day prior to publication of this notice), the Company's issued share capital consisted of 320,637,836 ordinary shares of 5 pence each, carrying one vote per share, and there are no shares held by the Company in treasury. Therefore, the total voting rights in the Company as at 6 June 2016 were 320,637,836.

## APPENDIX — EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The 2016 Annual General Meeting of Regal Petroleum plc will be held at the offices of Citigate Dewe Rogerson, 3 London Wall Buildings, London Wall, London EC2M 5SY, United Kingdom at 11.00 a.m. on 30 June 2016 to consider the following matters:

### Resolution 1

The Board is required to present to the meeting the audited financial statements, and the reports of the directors and the auditors, for the financial year ended 31 December 2015, which may be found within the Annual Report and Financial Statements.

Resolutions 2 and 3 relate to the re-election of directors pursuant to the requirements of the Company's Articles of Association. Details of the directors are shown on page 14 of the Annual Report and Financial Statements.

### Resolution 2

Article 90 of the Company's Articles of Association requires any director appointed by the Board to retire at the next Annual General Meeting. Yuliia Kirianova was appointed as a director of the Company since the date of the 2015 Annual General Meeting and is accordingly retiring from office and offering herself for re-election.

### Resolution 3

Article 85 of the Company's Articles of Association requires one third of the directors (excluding any directors which have been appointed by the Board since the last Annual General Meeting) to retire by rotation at every Annual General Meeting. Accordingly, Alastair Graham is retiring by rotation and offers himself for re-election.

### Resolution 4

The appointment of PricewaterhouseCoopers LLP as auditors of the Company terminates at the conclusion of this Annual General Meeting. This resolution proposes the re-appointment of PricewaterhouseCoopers LLP as the auditors of the Company and, in accordance with standard practice, gives authority to the Board to determine their remuneration.

### Resolution 5

Under the Act, the directors of a company may only allot unissued shares in the capital of the company or grant rights to subscribe for, or convert any security into, shares in the company if they are authorised to do so by the shareholders at a general meeting or by the company's articles of association.

The authority sought by resolution 5 is in two parts. Part (a) grants the directors authority to allot shares, or grant rights to subscribe for, or convert any security into shares, in the capital of the Company, up to an aggregate nominal value of £5,343,963, representing approximately one third of the nominal value of the issued ordinary share capital of the Company as at 6 June 2016 (being the last business day prior to publication of this notice). Unless renewed, revoked, varied or extended, this authority will expire at the conclusion of the next Annual General Meeting of the Company. The Company has proposed resolutions on this basis for a number of years and this authority replaces the existing authority granted at the 2015 Annual General Meeting.

In addition to the above authority and in accordance with the Share Capital Management Guidelines issued by the Investment Association, part (b) of the authority confers on the directors authority to allot ordinary shares, or grant rights to subscribe for, or convert any security into ordinary shares, in the capital of the Company, up to a further aggregate nominal value of £5,343,963, representing approximately one third of the nominal value of the issued ordinary share capital of the Company as at 6 June 2016 (being the last business day prior to publication of this notice), but only in connection with a rights issue. Unless renewed, revoked, varied or extended, this authority will expire at the conclusion of the next Annual General Meeting of the Company.

The directors do not have any present intention of exercising these authorities but consider it desirable that they should have the flexibility to allot shares, or grant rights to subscribe for, or convert any security into shares, if circumstances arise where it may be advantageous for the Company to do so.

**Resolution 6**

Resolution 6 renews the authority of the directors to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to first offer all equity securities to be allotted for cash to existing shareholders in proportion to their holdings). This authority is limited to allotments or sales in connection with pre-emptive offers (such as a rights issue or open offer) and otherwise up to a maximum nominal amount of £801,594, representing approximately 5 per cent. of the nominal value of the issued share capital of the Company as at 6 June 2016 (being the last business day prior to publication of this notice). The authority will also include any sale by the Company of shares held as treasury shares. Unless renewed, revoked, varied or extended, this authority will expire at the conclusion of the next Annual General Meeting of the Company.

The directors have no present intention to use this authority but consider that the proposed disapplication of pre-emption rights is desirable to give the Company the ability to issue a limited number of shares for cash to third parties, where to do so would be of benefit to the Company.

**Resolution 7**

Part 14 of the Act, amongst other things, prohibits the Company and its subsidiaries from making donations to an EU political party or other EU political organisation or to an independent election candidate in the EU of more than £5,000, in aggregate, in any 12 month period unless they have been authorised to make donations by the Company's shareholders. Political expenditure is also required to be authorised by the Company's shareholders regardless of the amount concerned.

The Act defines "political organisations", "political donations" and "political expenditure" widely. It includes organisations which carry on activities which are capable of being reasonably regarded as intended to affect public support for a political party or an independent election candidate in any EU member state or to influence voters in relation to any referendum in any EU member state. As a result, it is possible that the definition may include bodies, such as those concerned with policy review and law reform, which the Company and/or its subsidiaries may see benefit in supporting.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breach of the Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred. Neither the Company nor any of its subsidiaries has any intention of making any particular political donations under the terms of this resolution.

