

**Resolutions adopted by the Annual General Meeting of Serinus Energy plc  
which was held on May 15, 2020  
and voting results**

**Ordinary Resolutions**

**Reports and Accounts**

**Resolution 1**

To receive the audited financial statements of the Company for the year ended 31 December 2019 and the related auditor's report (the 2019 Annual Report and Accounts).

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09%; total number of valid votes: 124 440 175; number of votes "for": 124 433 175; number of votes "against": 7 000; "withheld": 0

**Re-appointment of Directors (to hold office until the next annual general meeting of Serinus Energy plc)**

**Resolution 2**

To re-appoint Łukasz Rędziniak as a Director of the Company.

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09 %; total number of valid votes: 124 440 175; number of votes "for": 124 433 175; number of votes "against": 0; "withheld": 7 000

**Resolution 3**

To re-appoint Jeffrey Auld as a Director of the Company.

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09%; total number of valid votes: 124 440 175; number of votes "for": 124 440 175; number of votes "against": 0; "withheld": 0

**Resolution 4**

To re-appoint Eleanor Barker as a Director of the Company.

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09%; total number of valid votes: 124 440 175; number of votes "for": 124 433 175; number of votes "against": 7 000; "withheld": 0

**Resolution 5**

To re-appoint James Causgrove as a Director of the Company.

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09%; total number of valid votes: 124 440 175; number of votes "for": 124 433 175; number of votes "against": 7 000; "withheld": 0

**Resolution 6**

To re-appoint Dawid Jakubowicz as a Director of the Company.

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09%; total number of valid votes: 124 440 175; number of votes "for": 124 440 175; number of votes "against": 0; "withheld": 0

**Resolution 7**

To re-appoint Andrew Fairclough as a Director of the Company.

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09%; total number of valid votes: 124 440 175; number of votes "for": 124 440 175; number of votes "against": 0; "withheld": 0

***Auditor's re-appointment and remuneration*****Resolution 8**

To re-appoint BDO, LLP as the Company's auditors until the conclusion of the next AGM of the Company.

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09%; total number of valid votes: 124 440 175; number of votes "for": 124 440 175; number of votes "against": 0; "withheld": 0

**Resolution 9**

To authorise the Audit Committee on behalf of the Directors to agree the remuneration of the Company's auditors and terms of their re-appointment.

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09%; total number of valid votes: 124 440 175; number of votes "for": 124 433 130; number of votes "against": 7 045; "withheld": 0

***Directors' authority to allot relevant securities*****Resolution 10**

That, the Directors, in accordance with Article 10.2 of the Company's Articles of Association (Articles) be and are hereby authorised to allot:

- (a) otherwise than pursuant to paragraph (b) relevant securities (as defined in the Articles) up to an aggregate number equivalent to one-third of the total aggregate number of Ordinary Shares in issue as at 17 April 2020, being the latest practicable date prior to this Notice (the Latest Practicable Date) (such number to be reduced by the number of any relevant securities allotted under paragraph (b) below in excess of that number); and
- (b) relevant securities up to an aggregate number equivalent to two-thirds of the total aggregate number of Ordinary Shares in issue as at the Latest Practicable Date (such number to be reduced by the number of any relevant securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue.

Paragraphs (a) and (b) shall expire on the earlier of 15 months after the passing of this Resolution or the conclusion of the AGM of the Company to be held in 2021, except that the Company may, at any time prior to the expiry of such authorities, make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authorities and the Directors may allot relevant securities in pursuance of such an offer or agreement as if such authorities had not expired.

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09%; total number of valid votes: 124 440 175; number of votes "for": 124 440 175; number of votes "against": 0; "withheld": 0

### Special Resolutions

#### ***Directors' authority to allot shares without rights of pre-emption rights***

##### **Resolution 11**

That, subject to and conditional upon the passing of Resolution 10, the Directors be generally and unconditionally authorised pursuant to Article 12 of the Articles to allot equity securities wholly for cash, without rights of pre-emption applying as follows:

- (a) in connection with a rights issue; and
- (b) otherwise than pursuant to paragraph (a) above, up to an aggregate number equivalent to 10 percent of the total aggregate number of Ordinary Shares in issue as at the Latest Practicable Date.

Paragraphs (a) and (b) shall expire on the earlier of 15 months after the passing of this Resolution or the conclusion of the AGM of the Company to be held in 2021, except that the Company may, at any time prior to the expiry of such authorities, make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of such authorities and the Directors may allot equity securities in pursuance of such an offer or agreement as if such authorities had not expired.

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09%; total number of valid votes: 124 440 175; number of votes "for": 124 440 130; number of votes "against": 45 "withheld": 0

#### ***Authority to purchase own shares***

##### **Resolution 12**

That:

- (a) the Directors be generally and unconditionally authorised pursuant to article 57 of the Companies (Jersey) Law 1991 to make market purchases of Ordinary Shares, provided that:
  - (i) the maximum number of Ordinary Shares authorised to be purchased is 23,888,128 (representing 10 per cent of the number of Ordinary Shares in issue at the Latest Practicable Date) further provided that no purchase shall be made from time to time if such purchase would exceed 10 per cent of the number of Ordinary Shares in issue (including shares held in treasury) of the Company at that time;
  - (ii) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is £0.01;
  - (iii) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share shall be the higher of:

- (A) an amount equal to five per cent above the average of the middle market quotations for the Company's Ordinary Shares taken from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and
  - (B) the higher of the price of the last independent trade and the highest current independent bid on the AIM Appendix to the London Stock Exchange Daily Official List at the time that the purchase is carried out; and
- (iv) the authority hereby conferred shall expire on the earlier of 15 months after the passing of this resolution or the conclusion of the AGM of the Company to be held in 2021, except that the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of this authority, which will or may be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares in pursuance of any such contract as if such authority had not expired; and
- (b) the Company be and is generally and unconditionally authorised pursuant to Article 58A of the Companies (Jersey) Law 1991, to hold as treasury shares any Ordinary Shares purchased pursuant to the authority conferred by paragraph (a) of this resolution if the Directors resolve to hold as treasury shares any shares so purchased or contracted to be purchased.

Number of shares under which valid votes were cast: 124 440 175; percentage share of the above shares in the share capital: 52.09%; total number of valid votes: 124 440 175; number of votes "for": 124 440 130; number of votes "against": 45 "withheld": 0