

**Resolutions adopted by the Annual General Meeting of Serinus Energy plc  
which was held on May 12, 2022  
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 2021 and the related auditor's report (the **2021 Annual Report and Accounts**).

Number of shares under which valid votes were cast:	360 385 353
Percentage share of the above shares in the share capital:	32%
Total number of valid votes:	360 385 353

number of votes "for":	number of votes "against":	number of votes "withheld":
358 827 794	1 557 559	1 698 712

**Re-appointment of Directors**

**Resolution 2**

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

Number of shares under which valid votes were cast:	358 383 766
Percentage share of the above shares in the share capital:	31%
Total number of valid votes:	358 383 766

number of votes "for":	number of votes "against":	number of votes "withheld":
356 654 963	1 728 803	3 700 344

**Resolution 3**

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

Number of shares under which valid votes were cast:	360 383 766
Percentage share of the above shares in the share capital:	32%
Total number of valid votes:	360 383 766

number of votes "for":	number of votes "against":	number of votes "withheld":
340 393 093	19 990 673	1 700 344

**Resolution 4**

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

Number of shares under which valid votes were cast:	358 323 766
Percentage share of the above shares in the share capital:	31%
Total number of valid votes:	358 323 766

number of votes "for":	number of votes "against":	number of votes "withheld":
356 594 963	1 728 803	3 760 344

**Resolution 5**

To re-appoint Natalie Fortescue as a Director of the Company

Number of shares under which valid votes were cast:	358 383 766
Percentage share of the above shares in the share capital:	31%
Total number of valid votes:	358 383 766

number of votes "for":	number of votes "against":	number of votes "withheld":
356 398 638	1 985 128	3 700 344

**Resolution 6**

To re-appoint Jonathan Kempster as a Director of the Company.

Number of shares under which valid votes were cast:	358 323 766
Percentage share of the above shares in the share capital:	31%
Total number of valid votes:	358 323 766

number of votes "for":	number of votes "against":	number of votes "withheld":
356 394 963	1 928 803	3 760 344

**Resolution 7**

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

Number of shares under which valid votes were cast:	358 383 766
Percentage share of the above shares in the share capital:	31%
Total number of valid votes:	358 383 766

number of votes "for":	number of votes "against":	number of votes "withheld":
343 394 963	14 988 803	3 700 344

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

To re-appoint PKF Littlejohn 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:	360 383 766
Percentage share of the above shares in the share capital:	32%
Total number of valid votes:	360 383 766

number of votes "for":	number of votes "against":	number of votes "withheld":
355 697 491	4 686 275	1 700 344

## 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:	360 383 766
Percentage share of the above shares in the share capital:	32%
Total number of valid votes:	360 383 766

number of votes "for":	number of votes "against":	number of votes "withheld":
355 824 292	4 559 474	1 700 344

## *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 18 April 2022, 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 2023, 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:	360 383 766
Percentage share of the above shares in the share capital:	32%
Total number of valid votes:	360 383 766

number of votes "for":	number of votes "against":	number of votes "withheld":
343 363 412	17 020 354	1 700 344

## Special Resolutions

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

#### **Resolution 11**

That 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 2022, 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:	360 385 398
Percentage share of the above shares in the share capital:	32%
Total number of valid votes:	360 385 398

number of votes "for":	number of votes "against":	number of votes "withheld":
<u>343 149 089</u>	<u>17 236 309</u>	<u>1 698 712</u>

### **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 112,473,573 (excluding shares held in treasury) of the Company at that time, 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 2023, 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:	358 385 398
Percentage share of the above shares in the share capital:	31%
Total number of valid votes:	358 385 398

number of votes "for":	number of votes "against":	number of votes "withheld":
356 781 412	1 603 986	3 698 712

### ***Consolidation of shares***

#### **Resolution 13**

That, subject to and conditional upon the admission of the issued Consolidated Ordinary Shares (as defined below) to trading on the London Stock Exchange's Alternative Investment Market becoming effective:

- (a) every 10 Ordinary Shares (each an **Existing Ordinary Share**) which, as at 6:00 p.m. (BST) on 12 May 2022 (or such other time and date as the Directors may determine) are shown in the register of members of the Company to be in issue, be consolidated into one Ordinary Share (each a **Consolidated Ordinary Share**), having the same rights as the Existing Ordinary Shares, provided that:
- (i) where such consolidation results in any member being entitled to a fraction of a Consolidated Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of Consolidated Ordinary Shares to which other members of the

Company may be entitled (each such Consolidated Ordinary Share arising from the aggregation of such fractions being a **Fractional Entitlement Share**);

- (ii) the Directors be and are authorised to sell (or to appoint another person to sell) on behalf of the relevant members, all the Fractional Entitlement Shares at the best price then reasonably obtainable to any person, and to pay the purchase price (net of expenses) in due proportion among the relevant members entitled thereto (save that no amount shall be paid to any member where the individual amount of net proceeds to which any member is entitled is less than £3.00 and any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrar of the Company); and
- (iii) any Director (or any person appointed by the Directors) shall be and is hereby authorised on behalf of all relevant members to execute an instrument of transfer in respect of such Fractional Entitlement Shares and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.

Number of shares under which valid votes were cast:	360 385 398
Percentage share of the above shares in the share capital:	32%
Total number of valid votes:	360 385 398

number of votes "for":	number of votes "against":	number of votes "withheld":
343 600 800	16 784 598	1 698 712