

## NOTICE OF GENERAL MEETING

### Northern Petroleum Plc

(incorporated in England and Wales with registered number 02933545)

**NOTICE IS HEREBY GIVEN** that a **GENERAL MEETING** of Northern Petroleum Plc (the "**Company**") will be held at the offices of Fieldfisher LLP, 9<sup>th</sup> Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT at 10:30 a.m. on 16 December 2016 for the purpose of considering and, if thought fit, passing the following resolutions, with Resolution 1 being proposed as an ordinary resolution and Resolution 2 being proposed as a special resolution of the shareholders of the Company.

Capitalised terms contained in this notice shall have the meanings given to them in the circular to the Company's shareholders published on 30 November 2016 (the "**Circular**"), unless the context requires otherwise.

### ORDINARY RESOLUTION

#### Resolution 1

**THAT** the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Companies Act**"), in substitution of all previous powers granted thereunder, to exercise all powers of the Company to allot:

- (a) shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("**Rights**") up to a maximum aggregate nominal amount of £1,661,470.17, being 166,147,017 ordinary shares of 1 penny in the capital of the Company ("**Ordinary Shares**") (being the maximum required for the purposes of issuing the Subscription Shares and the Open Offer Shares) and representing approximately 111.8 per cent. of the current issued share capital of the Company, and such authority shall expire on 31 January 2017; and
- (b) after allowing for the issue of up to 166,147,017 Ordinary Shares to be issued pursuant to the Subscription and the Open Offer, allot further Ordinary Shares or grant further Rights up to a maximum aggregate nominal amount of £1,048,974.56 representing approximately one third of the then issued and committed share capital of the Company (assuming full take-up of the Open Offer), and such authority shall expire 15 months from the date of passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously revoked or varied by the Company in general meeting),

save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted or Rights to be granted after such expiry and the Directors are hereby authorised to allot such securities or grant such Rights in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

### SPECIAL RESOLUTION

#### Resolution 2

**THAT**, subject to and conditional on the passing of Resolution 1 above, the Directors be and they are hereby empowered pursuant to Section 570 of the Companies Act to allot equity securities (as defined by section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 2 above as if section 561(1) of the Companies Act did not apply to any such allotment, PROVIDED THAT this power shall be limited to:

- (a) the allotment of up to 166,147,017 equity securities, in aggregate, pursuant to the Subscription and the Open Offer;

- (b) the allotment of equity securities in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of Ordinary Shares in the Company and other persons entitled to participate therein in proportion (as near as practicable) to the respective number of equity securities held by them, but subject to such exclusions and other arrangements as the Directors may consider necessary or expedient in relation to fractional entitlements and any legal or practical problems under any laws or requirements of any regulatory body or stock exchange in any territory or otherwise; and
- (c) the allotment (other than pursuant to paragraphs (a) or (b) above) of equity securities up to a maximum aggregate nominal amount of £314,692.36,

which authorities shall apply in substitution for all other authorities dealing with the subject matter of this resolution 2 and shall expire 15 months from the date of passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors are hereby authorised to allot such securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

*By order of the Board*  
**W J Anderson**  
*Company Secretary*

*Registered Office*  
Chester House  
Unit 3.01 Kennington Park  
1-3 Brixton Road  
London SW9 6DE

Date: 30 November 2016

**Notes:**

1. Any member is entitled to appoint one or more proxies (who need not be a member of the Company) to attend exercise all or any of his rights to attend, speak and vote at the General Meeting. Shareholders will receive a Form of Proxy with this Circular. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the General Meeting, or any adjournment thereof, in person.
2. In order to be valid, any Form of Proxy and a power of attorney or other authority under which it is signed must reach the Company's Registrar, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, not less than 48 hours (excluding any part of a day which is a non-working day) before the time of the General Meeting and in default will not be treated as valid. Alternatively, Shareholders may submit their proxy votes electronically using the Share Portal service at [www.sharegateway.co.uk](http://www.sharegateway.co.uk). Shareholders requiring any assistance should call Neville Registrars' shareholders' helpline on 0121 585 1131 calls are charged at your standard network rate, lines are open 9:00 a.m. – 5.00 p.m. Monday to Friday).
3. In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members of the Company will be accepted to the exclusion of the other joint holders.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of the meeting 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.
5. In order for a proxy appointment or instruction 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 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 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 by 10:30 a.m. on 14 December 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by the 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.

6. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
7. 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. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) specifies that only those Shareholders registered in the register of members of the Company as at 10:30 a.m. on 14 December 2016 (or if the General Meeting is adjourned, Shareholders registered in the register of members of the Company not later than 48 hours before the time fixed for the adjourned General Meeting) shall be entitled to attend or vote at the General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the relevant register of securities after the relevant times shall be disregarded in determining the rights of any person to attend or vote at the meeting.
9. To change your proxy instructions, simply submit a new proxy appointment using one of 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. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.
10. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.
11. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.
12. As at the date of this Notice, the Company's issued share capital comprised 148,545,351 ordinary shares of 1p each fully paid. The Company does not hold any shares in treasury. 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 the date of this notice of meeting is 148,545,351.
13. Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will accepted):

- (a) calling Registrars shareholder helpline on 0121 585 1131 (from inside the United Kingdom), or +44 (0)121 585 1131 (from outside the United Kingdom), which is available between the hours of 9:00 a.m. to 5:00 p.m. on any Business Day;
- (b) in writing to the Company by e-mail to: [info@northpet.com](mailto:info@northpet.com)

14. You may not use any electronic address provided in this notice of meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.

These documents will also be available for inspection during the meeting and for at least 15 minutes before it begins.

All references in this document to time are to Greenwich Mean Time.