

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** It contains the resolutions to be voted on at the General Meeting to be held on 9 October 2017 at Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, 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 sold or transferred only part of your registered holding of Ordinary Shares, you should retain this document and the accompanying documents. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

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## **Rose Petroleum plc**

*(Incorporated and registered in England and Wales under the Companies Act 1985  
with registered number 04573663)*

### **Notice of General Meeting**

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**Your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 5 to 8 of this document, which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.**

The Notice of the GM of the Company, to be held at Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB on 9 October 2017 at 10.00 a.m., is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by not later than 10.00 a.m. on 7 October 2017. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company in any jurisdiction in which such offer or instruction would be unlawful nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

#### **FORWARD-LOOKING STATEMENTS**

This document includes "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and posting to Shareholders of this document	22 September 2017
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 7 October 2017
General Meeting	10.00 a.m. on 9 October 2017

**Notes:**

- (1) References to times in this document are to London time (unless otherwise stated).
- (2) The dates set out in the timetable above may be subject to change.
- (3) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to a regulatory information service.

## DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

<b>“Act”</b>	the Companies Act 2006 (as amended);
<b>“AIM”</b>	the market of that name operated by the London Stock Exchange;
<b>“AIM Rules”</b>	the AIM Rules for Companies and the AIM Rules for Nominated Advisers (as amended from time to time);
<b>“Allenby Capital”</b>	Allenby Capital Limited, a private limited company incorporated in England & Wales under registered number 6706681 and having its registered office at 5 St Helen’s Place, London, EC3A 6AB, the Company’s nominated adviser and broker;
<b>“Articles”</b>	the articles of association of the Company as at the date of this document;
<b>“Board” or “Directors”</b>	the directors of the Company as at the date of this document, whose names are set out on page 5 of this document;
<b>“Certificated” or in “Certificated Form”</b>	a share or security which is not in uncertificated form (that is, not in CREST);
<b>“Company” or “Rose”</b>	Rose Petroleum plc, a public limited company incorporated in England & Wales under registered number 04573663 and having its registered office at 20-22 Wenlock Road, London, N1 7GU;
<b>“CREST”</b>	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form;
<b>“Existing Ordinary Shares”</b>	the 37,644,709 Ordinary Shares in issue at the date of this document;
<b>“First Admission”</b>	the admission to trading on AIM of the First Placing Shares;
<b>“First Placing Shares”</b>	the 60,000,000 Placing Shares to be issued, subject to First Admission and the Placing Agreement not being terminated prior to First Admission;
<b>“Form of Proxy”</b>	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting;
<b>“General Meeting” or “GM”</b>	the general meeting of the Company convened for 10.00 a.m. on 9 October 2017, notice of which is set out at the end of this document;
<b>“Group”</b>	the Company together with its Subsidiaries (as defined in the Act) as at the date of this document;
<b>“London Stock Exchange”</b>	London Stock Exchange plc;

<b>“Notice of GM”</b>	the notice convening the GM, which is set out at the end of this document;
<b>“Ordinary Shares”</b>	the ordinary shares of 0.1 pence each in the capital of the Company from time to time;
<b>“Paradox Acreage”</b>	the Company’s oil and gas exploration acreage in the Paradox Basin, Utah, United States of America;
<b>“Placing”</b>	the conditional placing of the Placing Shares at the Placing Price;
<b>“Placing Agreement”</b>	the conditional agreement dated 21 September 2017 between (1) the Company and (2) TPI relating to the Placing;
<b>“Placing Price”</b>	4 pence per Placing Share;
<b>“Placing Shares”</b>	the First Placing Shares and the Second Placing Shares;
<b>“Resolutions”</b>	the resolutions set out in the Notice of GM;
<b>“Second Admission”</b>	the admission to trading on AIM of the Second Placing Shares;
<b>“Second Placing Shares”</b>	the 15,000,000 Placing Shares to be issued, subject to Second Admission, the passing of the Resolutions at the GM and the Placing Agreement not being terminated prior to Second Admission;
<b>“Shareholders”</b>	holders of Ordinary Shares from time to time and the term “Shareholder” shall be construed accordingly;
<b>“TPI”</b>	Turner Pope Investments (TPI) Ltd a private limited company incorporated in England & Wales under registered number 09506196 and having its registered office at 550 Ley Street, Ilford, Essex, England, IG2 7DB, the Company’s joint broker;
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>“Warrants”</b>	the warrants to be granted to TPI, for its services as Placing agent, to subscribe for 3,625,000 new Ordinary Shares at a price of 7.125 pence, exercisable for three years at any time from the date of Second Admission; and
<b>“£”</b>	pounds sterling, the lawful currency of the United Kingdom;

## LETTER FROM THE CHAIRMAN OF ROSE PETROLEUM PLC



*(Incorporated and registered in England and Wales under the Companies Act 1985, with registered number 04573663)*

### *Directors:*

Philip Jeffcock (*Non-Executive Chairman*)  
Matthew Idiens (*Chief Executive Officer*)  
Chris Eadie (*Chief Financial Officer*)  
Kelly Scott (*Non-Executive Director*)

### *Registered Office:*

20-22 Wenlock Road  
London  
N1 7GU

22 September 2017

Dear Shareholder

### **Notice of General Meeting**

#### **1. Introduction**

The Company has today announced that it has conditionally raised £3 million before expenses by way of the Placing.

Of the funds raised pursuant to the Placing, £600,000 is conditional, *inter alia*, on the approval of shareholders of the Resolutions at the General Meeting to provide authority to the Directors to allot further new ordinary shares otherwise than on a non-pre-emptive basis, further details of which are set out below.

The purpose of this letter is to explain to Shareholders the background to and reasons for the Placing and to seek Shareholders' approval of the Resolutions to enable the Directors to complete the Placing and provide additional authority for future issues of Ordinary Shares should it be required. The Notice of General Meeting is set out at the end of this document and a Form of Proxy is also enclosed for you to complete.

#### **2. Background to and reasons for the Placing**

The net proceeds of the Placing will be used to complete the 3D seismic survey on the Paradox Acreage, to commence drill permitting and to provide working capital.

The seismic survey is an essential part of unlocking the potential of the Paradox Acreage, which will identify the drill locations for the initial drill programme planned for the second half of 2018. The directors of Rose believe the state of art 3D seismic shoot proposed is of considerably higher quality than previously shot within the Paradox basin and is planned to not only identify the potential targets within the Paradox clastics, as defined in the Ryder Scott resources report of April 2014, but is also expected to be able to show potential targets within the Leadville Limestone formation, directly below the clastics. This offers additional potential for conventional targets which have been successfully exploited directly south of the Company's acreage in the Salt Wash Field.

As a result of the Placing, subject to Resolution 2 being passed at the GM to authorise Directors to allot the Second Placing Shares, the seismic shoot is now fully funded and should be completed by year-end 2017, with processing and interpretation, and the subsequent identification of drill targets completed in early 2018. The availability of this data is expected to open up additional channels for financing the

drill programme, both at project level and/or at corporate level, and based on historic discussions with third parties, the directors of Rose are confident of further financing being available at that time.

As recently announced, Rose has extended the earn-in agreement on the Paradox Acreage to include not only hydrocarbons but also lithium, brines, salts, magnesium and water, or mineral interests. The 3D seismic data will also be able to be utilised to identify potential lithium targets which are known to exist in the Paradox basin. Although not the primary target, these minerals could provide significant further value for Shareholders.

The Company will shortly make available on its website, [www.rosepetroleum.com](http://www.rosepetroleum.com), a presentation providing further details of the Paradox Acreage.

### **3. Details of the Placing**

The Placing Shares to be issued pursuant to the Placing have been conditionally placed by Turner Pope Investments Limited, as agent of the Company, with certain existing and new investors pursuant to the Placing Agreement.

The Company currently has limited authority to allot new Ordinary Shares for cash on a non-pre-emptive basis. Accordingly, the Placing is being conducted in two tranches, represented by the First Placing Shares and the Second Placing Shares, as follows:

#### **1. First Placing Shares**

Utilising the Company's existing authorities to issue and allot shares on a non-pre-emptive basis, a total of £2,400,000, representing the issue of the 60,000,000 First Placing Shares at the Placing Price, has been raised. Application will be made for the First Placing Shares to be admitted to trading on AIM and it is expected that their admission to AIM will take place on or around 28 September 2017. The issue of the First Placing Shares is conditional only upon First Admission and the Placing Agreement becoming unconditional in respect of the First Placing Shares and not being terminated in accordance with its terms prior to First Admission.

#### **2. Second Placing Shares**

The balance of the Placing, being £600,000 and representing the issue of the 15,000,000 Second Placing Shares at the Placing Price, is conditional upon, *inter alia*, the passing of Resolution 2 (granting the Directors authority to allot new ordinary shares otherwise than on a non-pre-emptive basis) at the General Meeting.

In addition, the Second Placing is conditional, *inter alia*, on the Placing Agreement becoming unconditional in respect of the Second Placing Shares and not being terminated in accordance with its terms prior to the admission of the Second Placing Shares to trading on AIM ("Second Admission"). Application will be made for the Second Placing Shares to be admitted to trading on AIM and it is expected that Second Admission will take place on or around 10 October 2017.

The Placing as a whole would, if Resolution 2 is approved at the GM, result in the issue of 75,000,000 new Ordinary Shares, representing, in aggregate, approximately 67 per cent. of the Company's issued ordinary share capital as enlarged by the Placing. The First Placing is not conditional on the Second Placing completing.

The Placing Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the existing Ordinary Shares, including the right to receive all dividends or other distributions made, paid or declared in respect of such shares after the date of issue of the Placing Shares.

### ***Placing Agreement and the Warrants***

Under the terms of the Placing Agreement, TPI will receive commission from the Company conditional on First Admission and Second Admission and the Company will give customary warranties and undertakings to TPI in relation, *inter alia*, to its business and the performance of its duties. In addition, the Company has agreed to indemnify TPI in relation to certain liabilities that they may incur in undertaking the Placing. TPI has the right to terminate the Placing Agreement in certain circumstances prior to First Admission in particular, in the event that there has been, *inter alia*, a material breach of any of the warranties. The Placing is not being underwritten.

In addition, for its services as Placing agent, TPI will be granted the Warrants, which are subject to Resolution 2 being passed to provide the requisite authority for the Warrants to be exercised.

### **4. General Meeting**

The Company is convening the General Meeting to seek authority from Shareholders to allot the Second Placing Shares, to enable the Warrants to be exercised in future and to provide additional authority to support further issues of Ordinary Shares should it be required. The Directors are seeking the additional authority as, having utilised the majority of current share authorities for the Placing, they consider it important to retain flexibility to finance the Company or complete acquisitions through the issue of Ordinary Shares should it be required.

Set out at the end of this document is the notice convening the GM to be held at 10.00 a.m. on 9 October 2017 at Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB at which the Resolutions will be proposed.

The Resolutions to be proposed at the GM are as follows:

#### ***Resolution 1***

An ordinary resolution to grant the Directors authority pursuant to section 551 of the Act to allot Ordinary Shares up to a nominal amount of £37,172.75, being an amount equivalent to approximately one third of the Company's issued share capital following Second Admission.

#### ***Resolution 2***

A special resolution to disapply pre-emption rights pursuant to section 570 of the Act. This Resolution allows the Directors to allot shares on a non pre-emptive basis, limited to:

- (a) a nominal value of £18,625.00 for the issue and allotment of Ordinary Shares pursuant to the Second Placing Shares and exercise of the Warrants;
- b) allotments pursuant to offers of shares to existing Shareholders in proportion to their existing holdings subject only to exclusions to deal with fractional entitlements and legal or practical problems in connection with overseas territories;
- (c) the allotment of equity securities pursuant to the terms of any share schemes for Directors and employees of the Group; and
- (d) a nominal value of £11,264.00 representing approximately 10 per cent. of the Company's issued share capital following Second Admission.

### **5. Action to be taken**

Shareholders will find enclosed with this document a reply-paid Form of Proxy for use at the GM. Whether or not you intend to be present at the GM, you are requested to complete and sign the Form of Proxy and return it to the Company's Registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to arrive

no later than 10.00 a.m. on 7 October 2017. Unless the Form of Proxy is received by this date and time, it will be invalid. The completion and return of a Form of Proxy will not preclude you from attending the GM and voting in person if you so wish.

Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.

**If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under 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, immediately.**

#### **6. Recommendation**

**The Directors consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the GM, as they intend to do in respect of their aggregate interests of 429,534 Ordinary Shares (representing approximately 1.14 per cent. of the Ordinary Shares).**

Yours sincerely

**Philip Jeffcock**  
*Chairman*



## NOTICE OF GENERAL MEETING

# Rose Petroleum plc

*(Incorporated and registered in England and Wales under the Companies Act 1985, with registered number 04573663)*

Unless the context otherwise requires, terms not defined in this notice shall have the meaning given in the Company's circular to shareholders dated 22 September 2017.

Notice is hereby given that the General Meeting of Rose Petroleum plc ("the Company") will be held at Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB on 9 October 2017 at 10.00 a.m. at which the following matters will be dealt with:

To consider and, if thought fit, to pass the following resolutions, of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution:

1. THAT the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Act, to issue and allot new Ordinary Shares or grant rights to subscribe for or to convert any security into shares in the Company (together "Rights") up to a maximum nominal amount of £37,172.75, provided that this authority shall expire on the date falling 15 months from the date of passing of this resolution, or if earlier, on the date of the next Annual General Meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may make an offer or agreement before the expiry of this authority which would or might require Ordinary Shares to be allotted or Rights to be granted after such expiry and the Directors may allot Ordinary Shares or grant Rights pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.
2. THAT, subject to and conditional upon the passing of resolution 2 above, in accordance with section 570 of the Act, the Directors be and are hereby generally empowered to allot for cash or otherwise equity securities (as defined in section 560 of the Act) of the Company pursuant to the authority conferred by resolution 1 above (as varied from time to time by the Company in general meeting) as if section 561 of the Act did not apply to such allotment provided that this power shall be limited to:
  - a. the allotment of equity securities in connection with any other offer (whether by way of rights issue, open offer or otherwise) to holders of Ordinary Shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of such shares, subject only to any exclusions or other arrangements which the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory;
  - b. the allotment of equity securities pursuant to the terms of any share schemes for Directors and employees of the Company or any of its subsidiaries; and
  - c. the allotment otherwise than pursuant to subparagraphs (a) to (b) (inclusive) above of equity securities not exceeding in aggregate the nominal amount of £29,889.47,

and provided that this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, the date falling 15 months from the date of passing this Resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry

and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 570 of the Act.

By Order of the Board

**Ian McNeill**  
*Company Secretary*

Rose Petroleum plc  
20-22 Wenlock Road  
London  
N1 7GU

22 September 2017

**Notes:**

**Entitlement to attend and vote**

- 1 Only those members registered on the Company's register of members at:
  - close of business on 7 October 2017; or,
  - if this general meeting is adjourned, at close of business on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the general meeting.

**Appointment of proxies**

- 2 A member is entitled to attend, speak and vote at the above meeting and is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you wish your proxy to speak on your behalf at the general meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, each different proxy appointment form must be received by Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time appointed for the meeting.
- 4 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 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 general meeting.
- 5 To be valid any form of proxy and power of attorney or other authority under which it is signed or a notarially certified or office copy of such power of authority must be lodged with the Company's Registrars: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU so as to be received not less than 48 hours before the time appointed for the meeting or any adjourned meeting. The return of a form of proxy will not preclude a member from attending and voting at the meeting in person should he subsequently decide to do so.
- 6 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the general meeting and any adjournment(s) thereof by utilising 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.
- 7 In order for a proxy appointment made by means of CREST 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 must be transmitted so as to be received by the issuer's agent (Capita Registrars, ID RA10) not less than 48 hours before the time appointed for the 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.

- 8 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 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.
- 9 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.
- 10 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).

#### **Changing proxy instructions**

- 11 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) 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 Capita Asset Services on 0871 664 0300 in the UK (Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.)

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 appointments**

- 12 In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member 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 Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 48 hours prior to the meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you have appointed a proxy and attend the general meeting in person, your proxy appointment will automatically be terminated.

#### **Corporate representatives**

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

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

- 14 As at 6:00pm on 21 September 2017, the Company's issued share capital comprised 37,644,709 Ordinary Shares of 0.1p each. 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 6:00pm on 21 September 2017 is 37,644,709.

#### **Communication**

15. Except as provided above, members who have general queries about the general meeting should contact the Company Secretary at Rose Petroleum plc 20-22 Wenlock Road, London, N1 7GU or on +44 (0) 207 225 4590 (no other methods of communication will be accepted). You may not use any electronic address provided either:
  - in this notice of general meeting; or
  - any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

