

**Resolutions adopted by the Annual General Meeting of Serinus Energy plc  
which was held on May 16, 2019  
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 2018 and the related auditor's report (the 2018 Annual Report and Accounts).

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; 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: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; 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: 121,717,574; percentage share of the above shares in the share capital: 50.96%; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; 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: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; 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: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; 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: xxx; percentage share of the above shares in the share capital: xxx %; total number of valid votes: xxx; number of votes "for": 121,710,574; number of votes "against": 0; "withheld": 0

**Resolution 7**

To re-appoint Tracy Heck as a Director of the Company.

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; 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: 121,717,574; percentage share of the above shares in the share capital: 50.96%; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; 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: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,710,574; number of votes "against": 7,000; "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) up to 2,263,127 ordinary shares of no par value each in the Company (Ordinary Shares) upon due exercise of the warrants issued under the Warrant Instrument of the Company dated 26 March 2019 (Warrant Instrument);
- (b) otherwise than pursuant to paragraphs (a) and (c), 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 22 April 2019, 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 (c) below in excess of that number); and
- (c) 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 (b) above) in connection with an offer by way of a rights issue.

Paragraphs (b) and (c) 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 2020 and paragraph (a) shall expire on 27 March 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: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,717,529; number of votes "against": 45; "withheld": 0

### Special Resolution

#### ***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) up to 2,263,127 Ordinary Shares upon due exercise of the warrants issued under the Warrant Instrument;
- (b) otherwise than pursuant to paragraph (a) above, in connection with a rights issue; and
- (c) otherwise than pursuant to paragraphs (a) and (b) 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 (b) and (c) 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 2020, 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. Paragraph (a) shall not expire.

Number of shares under which valid votes were cast: 121,717,574; percentage share of the above shares in the share capital: 50.96 %; total number of valid votes: 121,717,574; number of votes "for": 121,717,529; number of votes "against": 45; "withheld": 0