

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document, or as to the action you should take, you should seek your own advice from a stockbroker, bank manager, solicitor or accountant or other independent professional adviser duly authorised by the Financial Services Markets Act 2000, if you are in the United Kingdom, or another appropriately authorised independent adviser if you are in a territory outside of the United Kingdom.

If you have sold or otherwise transferred all of your shares in Serinus Energy plc, please forward this document and the accompanying documents at once to the person through whom the sale or transfer was made, for transmission to the purchaser or transferee.



SERINUS ENERGY PLC

NOTICE OF EXTRAORDINARY GENERAL MEETING

To be held on Tuesday, 15 December 2020 at 10:00 am (GMT)

hosted by

**JTC Group
28 Esplanade
St Helier, Jersey, JE4 2QP
Channel Islands**

Your attention is drawn to the letter from the Chairman of the Company set out on pages 5 to 7 of this document, which includes the recommendation of the Directors that you vote in favour of the resolution to be proposed at the EGM, as described further below.

In light of the UK Government and States of Jersey measures on staying at home and away from others (the “**Stay at Home Measures**”), **members will not be able to attend the Extraordinary General Meeting (“EGM” or “Meeting”) in person.** However, this does not prevent you from voting at the EGM as you will still be able to do so by proxy or online.

Only those members entered on the Company’s register of members at 10:00 am (GMT) on Friday, 11 December 2020 (the “**Record Date**”) are entitled to vote at the EGM, in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to vote at the EGM.

A member who is entitled to vote may appoint a person as his/her proxy to exercise all or any of his/her rights to vote at the Meeting. **In light of the Stay at Home Measures, members should only appoint the chairman of the Meeting as his/her proxy.** A proxy form (the “**Proxy Form**”) for use at the EGM is enclosed with this Notice. To be valid, a completed Proxy Form must be lodged with the Company’s Registrar, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY **by 10:00 am (GMT) on Sunday, 13 December 2020**, or the proxy must have been appointed in accordance with the procedures applicable to appointing a proxy via the CREST electronic proxy appointment service or Investor Centre service at www.investorcentre.co.uk. Members are cautioned that the use of the mail to transmit proxies is at the member’s risk.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| Event | Time and/or date |
|--|----------------------------|
| Circular and Proxy Form published | 27 November 2020 |
| Latest date and time for receipt of proxy forms and online voting instructions | 10:00 am, 13 December 2020 |
| Extraordinary General Meeting | 15 December 2020 |
| Announcement of the results of the Extraordinary General Meeting | 15 December 2020 |
| Expected date of admission and commencement of dealings in the Placing Shares and Subscription Shares on AIM | 8:00 AM, 17 December 2020 |
| Expected date of admission and commencement of dealings in the EBRD Shares on AIM | 8:00 AM, 21 December 2020 |

Notes:

1. References to times in this document are to London time unless otherwise stated.
2. The times and dates set out in the expected timetable of principal events above and mentioned throughout this document may be adjusted by the Company in which event the Company will make an appropriate announcement to a Regulatory Information Service giving details of any revised dates and the details of the new times and dates will be notified to the London Stock Exchange and, where appropriate, Shareholders. Shareholders may not receive any further written communication.

SHARE CAPITAL STATISTICS

| | |
|--|---------------|
| Number of existing Shares in issue ⁽¹⁾ | 239,798,375 |
| Number of options in issue | 12,463,000 |
| Number of warrants in issue | 2,254,230 |
| Number of Shares in issue following Admission ⁽²⁾ | 1,027,735,227 |

Notes:

1. As at the Latest Practicable Date prior to the date of this Circular.
2. Assuming the Resolution is passed at the Meeting.



LETTER FROM THE CHAIRMAN

27 November 2020

C/o JTC Group
28 Esplanade
St Helier
Jersey
JE2 3QA
Channel Islands

Dear Shareholders

Earlier today the Company announced that it had successfully raised USD 21 million before expenses, through a placing of 728,788,669 Placing Shares and 59,148,183 Subscription Shares both at a price of 2 pence per new Share (the “**Placing Price**”).

Admission of the Placing Shares, Subscription Shares and EBRD Shares (together, the “**New Shares**”) is subject, *inter alia*, to Shareholders granting to the Directors the authority to issue such shares for cash on a non-pre-emptive basis.

This Circular provides you with the background to, and details of the resolution to be passed in connection with the conditional Placing, Subscription and EBRD Subscription (the “**Resolution**”) and contains a Notice of Extraordinary General Meeting which is to be held to seek your approval of the Resolution.

Details of the Resolution is as follows:

Resolution: THAT:

- (A) pursuant to Article 10.2 of the Articles the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot: (i) 728,788,669 Shares in connection with the Placing (ii) 59,148,183 Shares in connection with the Subscription; and (iii) such number of Shares equal to 9.9% of the Company’s issued share capital following Admission in connection with the EBRD Subscription, all such Shares comprising both relevant securities and equity securities, as defined in the Articles; and
- (B) pursuant to Article 12.1 of the Articles the pre-emption rights contained in Article 11 of the Articles shall not apply to such allotments,

provided that this authorisation shall: (i) expire at the conclusion of the Company’s Annual General Meeting in 2021 and (ii) be in addition to (and not supersede) any authority conferred on the Directors to allot relevant securities on either a pre-emptive or non-pre-emptive basis at the Annual General Meeting of the Company held in 2020.

The Directors of the Company have taken all reasonable care to ensure that the facts stated in this Circular are true and accurate in all material respects and that there are no material facts, the omission of which would make misleading any statement contained in the Circular, whether of fact or opinion.

Background to and Reasons for the Placing

The Company's debt with the European Bank for Reconstruction and Development (the "EBRD") dates back to 2013, which was structured in two loan agreements. The first was a Senior Debt Facility for USD40 million which was fully repaid and retired in September 2019. The second loan was a Convertible Debt Facility (the "Debt Facility") for USD20 million that is currently outstanding, plus accrued interest. During 2017, the Company's operations experienced social unrest in Tunisia that stopped production at the Sabria field for four months and at the Chouech Es Saida field which was shut-in until the third quarter of 2019. The Company also experienced delays in first production from the Moftinu Gas Development in Romania that adversely affected the Company's cash flow and its ability to service the debt at that time. Due to these unforeseen events, in 2017 the key terms of the Debt Facility were renegotiated, including an extension of the term to 30 June 2023.

Since this time, the business has been successful in its operations, with the Sabria and Chouech Es Saida fields in Tunisia being brought back on production and the Moftinu Gas Project beginning operations in April 2019. For the nine months ended 30 September 2020, the Company's average production (boe/d) increased by 1,247 or 107% to 2,415 (Q3 2019 – 1,168), consisting of 1,841 (Q3 2019 – 814) in Romania and 574 (Q3 2019 – 354) in Tunisia, an increase of 1,027 or 126% and 220 or 62%, respectively. The current management team has lowered the cost of production to USD8.96/boe for the nine months ended 30 September 2020 and has identified a number of opportunities to enhance the assets, materially increasing output for a small incremental investment. The Directors have not been able to exploit these work programmes as the Company's resources have, to date, been focused on servicing and repaying the Debt Facility.

In early 2020 it became apparent with the onset of COVID-19, that the Company would not be able to service its debt repayments, and the Directors concluded that the capital structure of the business had become inappropriate for all stakeholders. The Directors have held discussions with the EBRD over a number of months and have reached an agreement to retire the Debt Facility, whereby the business will be free of debt, and the cash generated from operations can be invested in growing the business.

Terms of retirement of the Debt Facility

The EBRD has conditionally agreed to retire the Debt Facility and enter into a Deed of Release. In consideration the Company will pay to EBRD the sum of USD16.5 million immediately following Admission, and the EBRD will subscribe, at no cost, for Ordinary Shares, representing 9.9% of the expected issued share capital at Admission (the "EBRD Shares"). The EBRD will have certain information and other rights and has agreed not to dispose of the EBRD Shares for 12 months following Admission. At 30 September 2020 the Company owed USD 32.5 million to the EBRD comprising USD 20 million principal, and USD 12.5 million in accrued interest.

Use of Proceeds

The net proceeds will be used to pay USD 16.5 million to the EBRD as part of the Proposals, and for the installation of the first pumps in a well work over programme on the Sabria field in Tunisia.

Extraordinary General Meeting

The Extraordinary General Meeting (the “**EGM**”) of Serinus Energy plc (the “**Company**”) will be held at 10:00 am (GMT) on Tuesday, 15 December 2020.

In light of the UK Government and States of Jersey Covid-19 measures on staying at home and away from others, **members will not be able to attend the EGM in person**. In normal circumstances, the Directors value greatly the opportunity to meet shareholders in person, but we hope you understand that at this moment the health of our members, workforce and officers is paramount and it would not be practical or advisable for members to travel to, and attend, the EGM. However, this does not prevent you from voting at the EGM as you will still be able to do so by:

- completing, signing and returning the **Proxy Form** (see notes 3, 4 and 5 on pages 12 and 13); or
- submitting your instructions **online via the Investor Centre service** at www.investorcentre.co.uk (see note 4 on page 12).

Shareholder participation is important to us, and I therefore strongly encourage members to vote in advance of the EGM by proxy or online. All voting instructions need to reach our Registrar, Computershare Investor Services PLC **by not later than 10:00 am (GMT) on Sunday, 13 December 2020**.

A Proxy Form for use at the EGM is enclosed with this Notice. To be valid, a completed Proxy Form must be lodged with the Company’s Registrar, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY **by 10:00 am (GMT) on Sunday, 13 December 2020**, or the proxy must have been appointed in accordance with the procedures applicable to appointing a proxy via the CREST electronic proxy appointment service or Investor Centre service at www.investorcentre.co.uk. Members are cautioned that the use of the mail to transmit proxies is at the member’s risk.

Voting at the EGM will be conducted on a poll and the results of the poll will be published on our website <https://serinusenergy.com/> and released to the London Stock Exchange following the EGM.

You will find enclosed with this letter:

- the Notice of EGM setting out the special resolution to be proposed, together with an explanation of the special resolution and guidance notes for those members who wish to vote; and
- a Proxy Form.

Recommendation

Your Directors consider that the proposed resolution is in the best interests of the Company and its members as a whole. Accordingly, the Directors unanimously recommend members vote in favour of the resolution being proposed at the EGM, as the Directors intend to do so in respect of their own beneficial holdings.

Shareholders are reminded that in the event that the Resolution is not passed at the EGM and subsequently, admission of the New Shares is not achieved, the Company may be unable to meet its short term obligations under the Debt Facility (or reach a satisfactory compromise with the EBRD) which may cause a decline in the trading price of the Company’s Shares.

Yours faithfully,

Łukasz Rędziniak
Chairman

DEFINITIONS

| | |
|---|--|
| Admission | admission of the EBRD Shares to trading on AIM becoming effective in accordance with the AIM Rules |
| AIM | a market of that name operated by the London Stock Exchange |
| AIM Rules | the AIM Rules for Companies published by the London Stock Exchange from time to time |
| Appendix | the appendix to this Circular |
| Articles | the articles of association of the Company (as amended from time to time) |
| Circular | this document and the Appendix |
| Company | Serinus Energy plc |
| CREST | the relevant system (as defined in the CREST Regulations being SI 2001/3755 as amended from time to time) in respect of which Euroclear is the operator (as defined in the said CREST regulations) |
| Directors or Board | the directors of the Company or any duly authorized committee thereof |
| EBRD | the European Bank for Reconstruction and Development |
| EBRD Shares | the Shares to be issued to EBRD pursuant to the terms of the Subscription Agreement, equal to 9.9% of the issued share capital of the Company following Admission |
| EBRD Subscription | the subscription by EBRD for the EBRD Shares pursuant to the terms of the Subscription Agreement |
| Euroclear | Euroclear UK & Ireland Limited, the operator of CREST |
| Extraordinary General Meeting, EGM or Meeting | the extraordinary general meeting of the Company to be convened for 10:00 am on 15 December 2020 or any adjournment thereof in order to consider, and if thought fit pass, the Resolution |
| Latest Practicable Date | 26 November 2020, being the latest practicable date prior to publication of this document |
| London Stock Exchange | London Stock Exchange plc |
| Notice of EGM, Notice or Notice of Extraordinary Meeting | the notice of EGM set out in the Appendix to this Circular |
| Placing | the placing of the Placing Shares at the Placing Price to institutional investors in the UK, conducted by way of an accelerated bookbuild |
| Placing Price | 2 pence per Share |
| Placing Shares | 728,788,669 Shares to be issued pursuant to the Placing |

| | |
|---------------------------------------|---|
| Proxy Form | the form of proxy accompanying this document for use in connection with the EGM |
| Registrar | Computershare Investor Services PLC |
| Regulatory Information Service | one of the regulatory information services authorised by the UK Listing Authority to receive, process and disseminate regulatory information in respect of listed companies |
| Resolution | the special resolution of the Company set out in the Notice of EGM |
| Shares | ordinary shares of no par value in the capital of the Company |
| Shareholder(s) | a registered holder of Shares |
| Subscription | the subscription by one US investor, one Canadian investor and three UK investors for Subscription Shares at the Placing Price, pursuant to the terms of the subscription agreements entered into by such subscribers and the Company |
| Subscription Agreement | the subscription agreement entered into by the Company and EBRD dated 26 November 2020 |
| Subscription Shares | 59,148,183 Shares to be issued pursuant to the Subscription |

APPENDIX - NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise expressly stated, all defined terms referred to below shall have the same meaning as given in the Circular dated 27 November 2020 of which the Notice convening this Extraordinary General Meeting forms part.

Notice is hereby given that the Extraordinary General Meeting of Serinus Energy plc (the “**Company**”) will be held on Tuesday, 15 December 2020 at 10:00 am (GMT).

A Proxy Form in respect of the EGM is enclosed with this Notice. Explanatory notes in respect of the appointment of proxies and the EGM more generally are set out on pages 11 to 14 (inclusive) of this Notice.

The EGM is being hosted by the JTC Group at 28 Esplanade, St Helier, Jersey, JE4 2QP, Channel Islands, however, members will not be able to attend the EGM in person in light of the UK Government and States of Jersey measures on staying at home and away from others. Please see note 2 on page 11 for further information.

Special Resolution

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

THAT:

- (A) pursuant to Article 10.2 of the Articles the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot: (i) 728,788,669 Shares in connection with the Placing (ii) 59,148,183 Shares in connection with the Subscription; and (iii) such number of Shares equal to 9.9% of the Company’s issued share capital following Admission in connection with the EBRD Subscription, all such Shares comprising both relevant securities and equity securities, as defined in the Articles; and
- (B) pursuant to Article 12.1 of the Articles the pre-emption rights contained in Article 11 of the Articles shall not apply to such allotments,

provided that this authorisation shall: (i) expire at the conclusion of the Company’s Annual General Meeting in 2021 and (ii) be in addition to (and not supersede) any authority conferred on the Directors to allot relevant securities on either a pre-emptive or non-pre-emptive basis at the Annual General Meeting of the Company held in 2020.

By order of the board of directors



For and on behalf of
Serinus Energy plc

Date: 27 November 2020

Serinus Energy plc (registered in Jersey with number 126344)
Registered Office:
C/o JTC Group
28 Esplanade
St Helier, Jersey
JE2 3QA

Explanatory Notes (Proposed Special Resolution)

The following explanatory notes provide further detail about the resolution proposed at the EGM.

Special Resolution

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

In certain circumstances, it may be in the best interests of the Company to allot new Shares (or to grant rights over Shares) for cash without a pre-emptive offer being made to existing members. For the reasons explained in this Circular, the Directors believe this is such a circumstance.

This Resolution will, in accordance with Articles 10.2 and 12.1 of the Articles, authorise the Directors to allot 728,788,669 Shares in connection with the Placing, 59,148,183 Shares in connection with the Subscription and such number of Shares equal to 9.9% of the Company's issued share capital following Admission in connection with the EBRD Subscription, each wholly for cash without application of the pre-emption rights contained in Article 11 of the Articles.

This authority will expire at the conclusion of the Company's Annual General Meeting in 2021, although it is expected that the Placing, Subscription and allotment of Shares to EBRD will take place no later than 8 January 2021.

In order to be passed, three-quarters of votes cast at the EGM will need to be in favour of the Resolution.

Explanatory Notes (General)

The following notes explain your general rights as a member and your rights to vote at this EGM or appoint someone to vote on your behalf.

1. Entitlement to vote

1.1 The Resolution at the EGM will be decided by a poll.

1.2 The Company, pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999 and Article 134 of the Articles, specifies that only those persons entered on the register of members of the Company as at 10:00 am on 11 December 2020 (the **Specified Time**) (or, if the EGM is adjourned, on the register of members of the Company 48 hours before the time of the adjourned meeting) shall be entitled to vote at the EGM in respect of the number of shares registered in their name at that time. Subsequent changes to entries on the register of members of the Company after the Specified Time shall be disregarded in determining the rights of any person to vote at the EGM.

2. Stay at Home Measures

In light of the UK Government and States of Jersey measures on staying at home and away from others, members will not be able to attend the EGM in person. Anyone seeking to attend the meeting will be refused entry. The EGM will be hosted by the JTC Group but only the chairman and one other director will attend the EGM in order to form the quorum required by the Articles, and they will do so by telephone in accordance with articles 54, 55 and 57 of the Articles.

This does not prevent members from voting at the EGM as members will still be able to do so by proxy or online as described at notes 3, 4 and 5. Shareholder participation is important and members are strongly encouraged to vote using one of these methods.

3. Appointment of proxies

- 3.1 Members entitled to vote at the EGM convened by this Notice are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote in their place at the Meeting. Whilst ordinarily a member would be able to appoint any person as his or her proxy or proxies (whether or not that person is a member), **in light of the Stay at Home Measures a member should only appoint the chairman as his or her proxy** because only the chairman and one other director (being those people required to form a quorum as described in note 2) will be entitled to attend the EGM.
- 3.2 A Proxy Form, which may be used to make such appointment and give proxy instructions, accompanies this Notice and instructions for its use are shown on the Proxy Form. A member may only appoint a proxy by:
- (a) completing and returning the Proxy Form accompanying this Notice in accordance with the instructions contained therein; or
 - (b) going to www.investorcentre.co.uk/eproxy and following the instructions provided (see note 4); or
 - (c) using the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted (see note 5).
- 3.3 The appointment of a proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should be deposited with the Company's Registrar, Computershare Investor Services PLC (the "**Registrar**") at The Pavilions, Bridgewater Road, Bristol BS99 6ZY or received via the Investor Centre service or lodged via the CREST proxy service (in each case) **not later than 10:00 am (GMT) on 13 December 2020** or 48 hours before the time appointed for holding any adjourned meeting. If more than one proxy appointment is returned in respect of the same holding of shares, either by paper or by electronic communication, that proxy received last by the Registrar before the latest time for the receipt of proxies will take precedence.
- 3.4 If you wish to revoke your proxy, notice of revocation must reach the Registrar at The Pavilions, Bridgewater Road, Bristol BS99 6ZY or be received via the Investor Centre service or lodged via the CREST proxy service (in each case) **not later than 10:00 am (GMT) on 13 December 2020** or 48 hours before the time appointed for holding any adjourned meeting.
- 3.5 Further instructions for appointing a proxy are contained in the explanatory notes to the Proxy Form accompanying this Notice.

4. Electronic proxy voting

Members may register the appointment of their proxy or voting directions electronically via the www.investorcentre.co.uk, where full details of the procedure are given. Members are advised to read the terms and conditions of use carefully and will need their Shareholder Reference Number (SRN), Control Number and Personal Identification Number (PIN) set out on the Proxy Form. Electronic communication facilities are available to all members and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus.

5. Electronic proxy appointment through CREST

- 5.1 CREST members who wish to appoint a proxy or to give or amend an instruction to a previously appointed proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual or as set out on the Euroclear website (www.euroclear.com). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf. 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’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 Registrar (**ID Number 3RA50**) by no later than **10:00 am (GMT) on 13 December 2020**. 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 issuer’s agent is able to retrieve the message. No such message received through the CREST network after this time will be accepted and any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means.
- 5.2 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available 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 to procure that his or her CREST sponsor or voting service provider take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. 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 limitation of the CREST system and timings and to the relevant website at www.euroclear.com.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

6. Corporate representatives

Any body corporate which is a member would usually be able to appoint one or more corporate representatives to attend and vote at the EGM. In light of the Stay at Home Measures, no corporate representative will be entitled to attend the EGM and therefore a body corporate that wishes to vote at the EGM should do so by appointing a proxy or voting online as described in notes 3, 4 and 5 above.

7. Issued share capital and voting rights

As at 26 November 2020, being the latest practicable date prior to the publication of this document (the “**Latest Practicable Date**”), the Company’s issued share capital consisted of 239,798,375 Shares, with each Share carrying one vote.

As at the Latest Practicable Date, the Company does not hold any shares in treasury.

8. Addresses

Addresses, including electronic addresses provided in this Notice, are provided solely for the purposes so specified. You may not use any electronic address provided in this Notice to communicate with the Company for any purpose other than those expressly stated herein.

9. Website

Information regarding the EGM, including a copy of this Notice, the details of the total number of shares in issue and the total voting rights in the Company can be found on our website: <https://serinusenergy.com/>.

10. Data Protection Statement

Your personal data includes all data provided by you, or on your behalf, which relates to you as a member, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data are to be processed.

The Company and any third party to whom it discloses the data (including the Registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the member rights you exercise.

