

**THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
ENWELL ENERGY PLC
(the "Company")
(Passed on 23 June 2020)**

At the **Annual General Meeting** of the Company duly convened and held at 11.00 a.m. on 23 June 2020, the following Resolutions of the Company were duly passed by the members entitled to attend and vote at the Meeting:-

ORDINARY RESOLUTION

1. Directors authority to allot shares

- (a) **THAT** the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company, or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £5,343,963 provided that the authority shall be in substitution for any equivalent authority which may have been given to the Directors prior to the date of the passing of this Resolution and unless previously renewed, revoked, varied or extended, this authority shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the Directors may allot shares and/or grant rights in pursuance of such an offer or agreement as if this authority had not expired,

and further,

- (b) **THAT** the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company, or grant rights to subscribe for, or convert any security into, shares in the Company (comprising equity securities within the meaning of section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them (excluding any shares held by the Company as treasury shares (as defined in section 724(5) of the Act)) on the record date for such allotment or in accordance with the rights attached to such shares, up to an aggregate nominal amount of £5,343,963 and the Directors may make such arrangements or exclusions as they consider necessary or expedient in respect of fractional entitlements or any legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange, provided that unless previously renewed, revoked, varied or extended, this authority shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the Directors may allot shares and/or grant rights in pursuance of such an offer or agreement as if this authority had not expired.



SPECIAL RESOLUTIONS

2. Partial disapplication of pre-emption rights - general

THAT the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash (including an allotment of equity securities by virtue of section 560(3) of the Act) pursuant to the authority of the Directors conferred by Resolution 1 as if section 561(1) of the Act did not apply to such allotment provided that:

- (a) the power conferred by this Resolution shall be limited to:
 - (i) the allotment of equity securities in connection with an issue or offer of equity securities (but in the case of the authority granted under Resolution 1(b), by way of a rights issue, as defined therein, only) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their respective holdings of such shares (excluding any shares held by the Company as treasury shares (as defined in section 724(5) of the Act)) on the record date for such allotment or in accordance with the rights attached to such shares but subject to such arrangements or exclusions as the Directors may consider necessary or expedient in respect of fractional entitlements or any legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange; and
 - (ii) the allotment, otherwise than pursuant to paragraph (a)(i) of this Resolution, of equity securities up to an aggregate nominal value equal to £801,594;
- (b) unless previously renewed, revoked, varied or extended this power shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

3. Partial disapplication of pre-emption rights – acquisition

THAT the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash (including an allotment of equity securities by virtue of section 560(3) of the Act) pursuant to the authority of the Directors conferred by Resolution 1 as if section 561(1) of the Act did not apply to such allotment provided that the power conferred by this Resolution shall be limited to the allotment of equity securities up to an aggregate nominal value equal to £801,594, only for the purpose of financing (or refinancing if the authority is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Resolution. Unless previously renewed, revoked, varied or extended this power shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

4. **Authority to make donations to political organisations and to incur expenditure**

THAT, in accordance with section 366 of the Act, the Company and its subsidiaries are hereby authorised to:

- (a) make political donations to political organisations or independent election candidates, within the meaning of sections 363 and 364 of the Act, not exceeding £25,000 in total; and
- (b) incur political expenditure, as defined in section 365 of the Act, not exceeding £25,000 in total,

during the period commencing on the date of this Resolution and expiring at the conclusion of the next Annual General Meeting of the Company.



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CHAIRMAN