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## JKX Oil & Gas Limited

(Incorporated and registered in England and Wales under number 3050645)  
Registered Office: 100 New Bridge Street, London, EC4V 6JA



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To the holders of Ordinary Shares

## Notice of Annual General Meeting

Dear Shareholder

I am writing to give you details of our Annual General Meeting (“AGM”) to be held as a physical meeting at 12:00 noon on 22 June 2023 at the offices of Bird & Bird LLP, 12 New Fetter Lane EC4A 1JP. The formal notice of AGM, including the resolutions to be considered and voted on, is set out in this document.

An explanation of each of the proposed resolutions is set out in the Appendix to this document.

We hope you will be able to join us for the meeting. However, if you are unable to do so for any reason, your vote remains important to us and we encourage you to either fill in the proxy form and return it to our Registrars, appoint your proxy electronically or if you are a CREST member, appoint your proxy through the CREST proxy appointment service, all as detailed in the notes to this document. Please note that the deadline for the receipt by our Registrars of all proxy appointments is 12:00 noon on 20 June 2023.

### **Recommendation**

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board unanimously recommends that you vote in favour of the proposed resolutions.

Yours faithfully

### **Michael Bakunenko**

Chairman of the Board, Director

10 May 2023



## Notice of Annual General Meeting

NOTICE is given that the Annual General Meeting of JKX Oil & Gas Limited (the "Company") will be held at 12:00 noon on 22 June 2023 at the offices of Bird & Bird LLP, 12 New Fetter Lane EC4A 1JP for the following purposes:

To consider and, if thought fit, pass the following resolutions, all of which resolutions are ordinary resolutions:

1. To receive the annual accounts and reports of the Company for the year ended 31 December 2021.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2021.
3. To re-appoint Harris & Trotter LLP as auditors of the Company.
4. To authorise the directors to determine the remuneration of the auditors.

By the order of the Board

**Michael Bakunenko**

Chairman of the Board, Director

JKX Oil & Gas Limited  
100 New Bridge Street  
London  
EC4V 6JA  
Company registration number 3050645  
10 May 2023

## Notes

1. Only those members registered on the Company's register of members at:
  - (a) 18:30 on 20 June 2023; or
  - (b) if this meeting is adjourned, at 18:30 on the day two days prior to the adjourned meeting, shall be entitled to attend and vote, whether in person or in proxy, at the meeting.
2. If you wish to attend the meeting in person, it will be held at 12:00 on 22 June 2023 at the offices of Bird & Bird LLP, 12 New Fetter Lane EC4A 1JP. Registration will open at 11:30. Please bring your admission card, enclosed with this notice of annual general meeting ("AGM") with you and on arrival hand it to one of the Company's officials.
3. If you are a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a Form of Proxy with this notice of meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. The notes to the Form of Proxy explain how to direct your proxy to vote on each resolution or withhold such vote. To be valid, the instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power or authority) must be deposited with the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 12:00 on 20 June 2023. Completion and return of the Form of Proxy will not preclude shareholders from attending or voting at the meeting if they wish. You must inform the Company's Registrars in writing of any termination of the authority of a proxy.
6. As an alternative to completing a hard copy Form of Proxy, you can appoint (a) proxy(ies) electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number (as printed on your Form of Proxy). Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at [www.shareview.co.uk](http://www.shareview.co.uk). Full instructions are given on both websites. To be valid your proxy appointment(s) and instructions should reach Equiniti no later than 12:00 on 20 June 2023.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 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.
8. 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 instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is 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 issuer's agent (ID RA 19) by no later than 12:00 on 20 June 2023. 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 Application Host) from which the issuer's agent is able to retrieve the message by 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.
9. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 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.



## Notes

10. 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.
11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
12. As at 3 May 2023 (being the latest practicable business day prior to the publication of this document), the Company's issued share capital comprised 144,780,947 ordinary shares of 10p 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 at such time was 144,780,947.
13. You may not use any electronic address provided in this notice of AGM or the Form of Proxy or in any related documents to communicate with the Company for any purpose other than those purposes expressly stated.
14. Details of the number of votes received for and against each resolution will be posted on the Company's website.

## Appendix I

### Explanatory notes to the Notice of Annual General Meeting

The Annual General Meeting (“AGM”) of the Company will be held at 12:00 noon on 22 June 2023 at the offices of Bird & Bird LLP, 12 New Fetter Lane EC4A 1JP. The notes on the following pages give an explanation of the proposed resolutions. The directors recommend unanimously that you vote in favour of all the resolutions.

All resolutions are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

#### **To receive the annual accounts and reports of the Company (resolution 1):**

The directors are required to present to the meeting the annual accounts and reports of the Company for the financial year ended 31 December 2021 (the “2021 Annual Report”), which includes (i) the audited accounts (ii) the Directors’ report; (iii) the Directors’ Remuneration Report; (iv) the Strategic Report; and (v) the report of the auditor of the Company on the audited accounts and the auditable part of the Directors’ Remuneration Report. A copy of the 2021 Annual Report is available on the Company’s website at [www.jkx.co.uk](http://www.jkx.co.uk).

Resolution 1 seeks shareholder approval to receive the 2021 Annual Report and will be proposed as an ordinary resolution.

#### **To approve the Directors’ Remuneration Report (resolution 2):**

Resolution 2 seeks shareholder approval for the Directors’ Remuneration Report. The Annual Report on Remuneration is set out in the 2021 Annual Report and gives details of the implementation of the Company’s current Directors’ Remuneration Policy, which was last approved by shareholders at the AGM held in 2020, in terms of the payments and share awards made to the directors in connection with their performance and that of the Company during the year ended 31 December 2021. The vote is advisory, and the directors’ entitlement to remuneration is not conditional on it.

Resolution 2 will be proposed as an ordinary resolution.

#### **To reappoint Harris & Trotter LLP as auditors (resolution 3):**

The Company is seeking approval to re-appoint auditors at this General Meeting. The Board has recommended the reappointment of Harris & Trotter LLP.

Resolution 3 will be proposed as an ordinary resolution.

#### **To authorise the directors to determine the remuneration of auditors (resolution 4):**

This resolution authorises the directors to determine the remuneration of the auditors. This resolution follows best practice in corporate governance by seeking separate authorities to re-appoint the auditors and to determine their remuneration.

Resolution 4 will be proposed as an ordinary resolution.





