
GENEL ENERGY PLC

NOTICE OF ANNUAL GENERAL MEETING

THE NOTICE OF THE ANNUAL GENERAL MEETING ('AGM') OF GENEL ENERGY PLC (THE 'COMPANY') TO BE HELD AT 11.00AM ON THURSDAY, 11 MAY 2023 AT LINKLATERS LLP, ONE SILK STREET, LONDON, EC2Y 8HQ, UK IS CONTAINED WITHIN THIS DOCUMENT.

IF YOU ARE A HOLDER OF ORDINARY SHARES, PLEASE COMPLETE AND SUBMIT A FORM OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED THEREON, WHETHER OR NOT YOU PROPOSE TO ATTEND THE AGM. THE FORM OF PROXY MUST BE RECEIVED NO LATER THAN 11.00AM ON TUESDAY, 9 MAY 2023.

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, solicitor, accountant, or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. If you have sold or otherwise transferred part of your holding you should retain these documents.

PART I - CHAIR'S LETTER

GENEL ENERGY PLC

(Incorporated and registered in Jersey under number 107897)

Registered Office:

12 Castle Street
St Helier
Jersey JE2 3RT
Channel Islands

30 March 2023

NOTICE OF ANNUAL GENERAL MEETING ('AGM')

Dear Shareholder,

I am pleased to be writing to you with details of our 2023 AGM which will be held at Linklaters LLP, One Silk Street, London EC2Y 8HQ, UK on Thursday, 11 May 2023 at 11.00am.

The Notice of AGM is set out on page 3 of this document. All shareholders are entitled to vote and attend this meeting.

Reappointment of Directors

In accordance with the UK Corporate Governance Code, the majority of Directors of the Company will be proposed for re-election at the AGM. Paul Weir was appointed as a Director on 3 October 2022 and will offer himself for election for the first time. The biographies of all Directors offering themselves for re-election and election (as applicable) at the 2023 AGM can be found on pages 55 to 57 of the 2022 Annual Report.

Recommendation

The Directors consider that all the resolutions to be put before the AGM are in the best interests of the Company and recommend that you vote in favour of each of them.

Action to be taken

If you are a holder of Ordinary Shares and would like to vote on the resolutions, but you cannot attend the AGM in person, please complete the enclosed Form of Proxy and return it to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU, UK or by email to proxyvotes@equiniti.com as soon as possible and, in any event, to be received no later than 11.00am on Tuesday, 9 May 2023.

Alternatively, you may appoint a proxy electronically. Information about how you may vote via CREST is given in paragraph 2 on page 4 of this document.

Yours faithfully,



David McManus
Chair

GENEL ENERGY PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THIS YEAR'S AGM WILL BE HELD AT LINKLATERS LLP, ONE SILK STREET, LONDON, EC2Y 8HQ, UK ON THURSDAY, 11 MAY 2023 AT 11.00AM. HOLDERS OF ORDINARY SHARES WILL BE ASKED TO CONSIDER AND PASS THE RESOLUTIONS BELOW. RESOLUTIONS 13 and 14 WILL BE PROPOSED AS SPECIAL RESOLUTIONS. ALL OTHER RESOLUTIONS WILL BE PROPOSED AS ORDINARY RESOLUTIONS.

Ordinary resolutions

1. To receive the audited financial statements of the Company for the year ended 31 December 2022 and the Reports of the Directors and Auditors thereon.
2. To declare a final distribution of 12 US cents per ordinary share, to be converted into pounds sterling at the spot rate prevailing on 21 April 2023 and paid to the shareholders on the register at the close of business on that date (the record date) as recommended by the Directors for the year ended 31 December 2022.
3. To approve the Annual Report on Remuneration for Directors for the year ended 31 December 2022.
4. To re-elect Mr David McManus as a Non-Executive Director.
5. To elect Mr Paul Weir as an Executive Director.
6. To re-elect Sir Michael Fallon as a Non-Executive Director.
7. To re-elect Mr Ümit Tolga Bilgin as a Non-Executive Director.
8. To re-elect Ms Canan Ediboğlu as a Non-Executive Director.
9. To re-elect Mr Yetik K. Mert as a Non-Executive Director.
10. To re-appoint BDO LLP as the Company's Auditor until the conclusion of the next general meeting of the Company at which accounts are laid.
11. To authorise the Directors to set the Auditor's fees.
12. To authorise the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates to:
 - a. make donations to political parties and independent election candidates;
 - b. make donations to political organisations other than political parties; and
 - c. incur political expenditure,during the period commencing on the date of this resolution and ending on the date of the AGM of the Company in 2024, provided that in each case any such donations and expenditure made by the Company or by any such subsidiary shall not exceed £50,000 per company and which together shall not exceed in aggregate £50,000.

Any terms used in this resolution which are defined in Part 14 of the UK Companies Act 2006 have the same meanings for the purposes of this resolution.

Special resolutions

13. That the Company be generally and unconditionally authorised to make market purchases of its Ordinary Shares in such manner as the Directors shall from time to time determine, provided that:
 - i. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 27,940,286 (representing approximately 10 percent of the aggregate issued ordinary share capital excluding shares held in Treasury of the Company);
 - ii. the minimum price (exclusive of any expenses) which may be paid for an Ordinary Share is its nominal value; and
 - iii. the maximum price (exclusive of any expenses) which may be paid for an Ordinary Share is not more than the higher of:
 - a. an amount equal to five percent above the average of the middle market quotations of the Ordinary Shares in the Company (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased; and
 - b. an amount equal to the higher of:
 - i. the price of the last independent trade of an Ordinary Share; and
 - ii. the highest current independent bid for an Ordinary Share on the London Stock Exchange at the time the purchase is carried out, as derived from the London Stock Exchange Trading System; and
 - iii. such authority shall expire (unless otherwise renewed, varied or revoked by the Company in a general meeting) at the conclusion of the AGM of the Company in 2024 or 11 November 2024 whichever is earlier, except that the Company may at any time prior to the expiry of such authority make a contract or contracts to purchase Ordinary Shares which will or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts and may hold as Treasury shares any Ordinary Shares purchased pursuant to the authority conferred in this resolution.
 14. That a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

30 March 2023

By order of the Board

Chandni Karania
Company Secretary

Registered office:

12 Castle Street, St Helier, Jersey JE2 3RT, Channel Islands
Registered in Jersey No. 107897

NOTES

Entitlement to attend and vote

1. The right to attend and vote at the AGM is determined by reference to the Company's Register of Members. The Company, pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, specifies that only those shareholders registered in the Register of Members of the Company as at 6.30pm on Tuesday, 9 May 2023 (or, if this AGM is adjourned, in the Register of Members 48 hours before the time of any adjourned meeting) are entitled to attend and speak at the AGM and a member may vote in respect of the number of Ordinary Shares registered in such member's name at that time. Changes to the entries in the Register of Members after that time shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM. In the case of joint shareholders, the vote of the first named in the Register of Members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.

Proxies

2. Holders of Ordinary Shares are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. A proxy need not be a shareholder of the Company. The Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice. If you are a holder of Ordinary Shares and do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, UK or Telephone: 0371 384 2893. Lines are open Monday - Friday 8.30am to 5.30pm excluding UK Bank Holidays (if calling from outside the UK, please ensure the country code is used).

In accordance with Article 53 of the Articles of Association a holder of Ordinary Shares may appoint more than one proxy to attend on the same occasion, provided that each such proxy is appointed to exercise the rights attached to a different share or shares held by that member. Such a shareholder may only appoint a proxy or proxies by:

- completing and returning the Form of Proxy enclosed with this notice; or
- if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

IMPORTANT: In any case your Form of Proxy must be received by the Company's Registrars no later than 11.00am on Tuesday, 9 May 2023.

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the Company's agent (RA19) by 11.00am on Tuesday, 9 May 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 applications host) from which the Company's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s), should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

For further information on CREST procedures, limitations and system timings, please refer to the CREST manual. We may treat a proxy appointment sent by CREST as invalid in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

3. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to proxymity.io. Your proxy must be lodged by 11.00am on Tuesday, 9 May 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Further details of the appointment of proxies are given in the notes to the Form of Proxy enclosed with this pack.

Corporate representatives

4. Under the Companies Law (Jersey) 1991 a body corporate may only appoint one corporate representative. A holder of Ordinary Shares which is a body corporate that wishes to allocate its votes to more than one person should use the proxy arrangements.

Nominated persons

5. Any person to whom this Notice of AGM is sent who is a person nominated pursuant to Article 128 of the Articles of Association to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 2 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by ordinary shareholders of the Company.

Issued share capital and total voting rights

7 As at 24 March 2023 (being the last practicable date prior to the publication of this Notice of AGM), the Company's issued share capital consisted of 280,248,198 Ordinary Shares of 10 pence each carrying one vote each of which 845,335 shares are held in Treasury. Therefore, the total voting rights in the Company as at 24 March 2023 are 279,402,863.

Shareholders' right to ask questions

8. Any shareholder attending the AGM has the right to ask questions. The Company shall answer any such question relating to the business being dealt with at the AGM but no such answer need be given if:

- to do so would interfere unduly with the AGM or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Electronic communication

9. You may not use any electronic address provided in either this notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Inspection of documents

10. The following documents will be available for inspection during normal business hours at 12 Castle Street, St Helier, Jersey, JE2 3RT, Channel Islands from 30 March 2023 until the time of the AGM and at Linklaters LLP, One Silk Street, London EC2Y 8HQ, UK 15 minutes before the AGM until it ends:

- copies of the Executive Directors service contract; and
- copies of the letters of appointment of the Non-Executive Directors.

Website

11. A copy of this Notice of AGM can be found at genelenergy.com

Voting results

12. As soon as practicable after the AGM the results of the voting at the meeting and the number of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company's website at genelenergy.com

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages explain the proposed resolutions. Resolutions 1 to 12 are proposed as Ordinary Resolutions, for which, in order to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 13 and 14 are proposed as Special Resolutions, for which, in order to be passed, at least two thirds of the votes cast must be in favour of the resolution.

Adoption of Report and Accounts (resolution 1)

The Directors are presenting the Report of the Directors and the financial statements of the Company for the year ended 31 December 2022 to shareholders for their approval. The Report of the Directors, the financial statements, and the report of the Company's Auditors on the financial statements and on those parts of the Annual Report on Remuneration that are subject to audit are contained within the Annual Report.

Final Distribution (resolution 2)

The resolution declares a final distribution of 12 US cents per ordinary share, which, if approved, will be converted into pounds sterling at the spot rate prevailing on 21 April 2023 (the record date) and paid on 17 May 2023 to shareholders on the register of members of the Company on the record date.

If resolution 2 is duly passed, the Company intends to debit the value of the final distribution to its share premium account. Under the Companies (Jersey) Law 1991, share premium forms part of the Company's capital accounts but may nevertheless be distributed to shareholders from time to time, subject to the requirements of that law. The Companies (Jersey) Law 1991 does not define the expression 'dividend' but refers instead to 'distributions' shareholders should take their own tax advice as to the tax treatment for this final distribution.

Approval of Annual Report on Remuneration (resolution 3)

The Annual Report on Remuneration, which may be found on pages 71 to 78 of the Annual Report, gives details of your Directors' remuneration for the year ended 31 December 2022 and sets out how the Company intends to apply the Remuneration Policy for Directors in 2023. The Company's Auditors, BDO LLP, have audited those parts of the Annual Report on Remuneration required by law to be audited.

Shareholders will be invited to approve the Annual Report on Remuneration by way of an advisory vote.

Re-election of Directors (resolutions 4 and 6 to 9)

Resolution 4 and resolutions 6 to 9 propose the re-election of Directors retiring by rotation in accordance with Article 62 of the Articles of Association. The re-election of Directors will take effect from the conclusion of the AGM.

In deciding whether to nominate a Director, the Board takes into consideration the evaluation of the Board and its Committees and the continued performance of individual Directors.

Each Director continues to demonstrate broad and relevant experience, commitment to the role and an international outlook. All Directors being proposed for re-election are considered to make an effective and valuable contribution to the Board. Accordingly, the

Board recommends the re-election of all Directors put forward for re-election.

A summary of the skills, experience and contribution of each Director proposed for re-election can be found on pages 55 to 57 of the Annual Report, which in the Board's view illustrates why each Directors' contribution is, and continues to be, important to the Company's long-term sustainable success

Election of Directors (resolution 5)

Resolution 5 proposes the election of Paul Weir who was appointed as a Director on 3 October 2022. His biography can be found on page 56 of the 2022 Annual Report. The Board recommends his election as a Director of the Company.

Appointment of Auditors and Auditor's remuneration (resolutions 10 and 11)

The Auditors of a company must be appointed at each general meeting at which accounts are laid. Resolution 10 proposes the re-appointment of BDO LLP as the Company's Auditor, until the conclusion of the AGM of the Company in 2024. Resolution 11 gives authority to the Directors to determine the Auditor's remuneration.

Authority to make political donations (resolution 12)

The Company is not subject to the UK Companies Act 2006 as it is incorporated in Jersey; however, the Company intends to comply, to the extent practicable, with certain of its provisions and the Company has therefore decided to propose resolution 12 to seek the approval of its shareholders for certain donations and expenditure.

It is not the Company's policy to make political donations. However, the Company would like confirmation of its authority as set out in this resolution to allow it (and its subsidiaries) to fund activities which it believes are in the interests of shareholders and that the Company should support. Such activities may include briefings at receptions or conferences - when the Company seeks to communicate its views on issues vital to its business interests - including, for example, conferences of a party political nature or of special interest groups in the energy sector. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's Annual Report.

Authority to purchase own shares - (resolution 13)

This resolution authorises the Company to make market purchases of its own Ordinary Shares as permitted by the Articles of Association. The authority limits the number of Ordinary Shares that could be purchased to a maximum of 27,940,286 (representing approximately 10 per cent of the aggregate issued Ordinary Share capital of the Company as at 24 March 2023) and sets minimum and maximum prices. This authority will expire at the conclusion of the AGM in 2024 or 11 November 2024 whichever is earlier.

The Directors have no present intention of exercising the authority to purchase the Company's Ordinary Shares but will keep the matter under review. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and be in the best interests of shareholders generally.

Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as Treasury Shares. Treasury Shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's employees' share schemes. As at 24 March 2023, there were options and awards outstanding (under the Company's employee share plans) over 8,158,421 Ordinary Shares in the Company, which represent 2.92% percent of the aggregate issued Ordinary Share capital of the Company excluding Treasury Shares) at that date. If the authority to purchase the Company's Ordinary Shares were exercised in full, these options would represent 3.24% percent of the aggregate issued Ordinary Share capital of the Company (excluding Treasury Shares) as at 24 March 2023.

The authority shall expire (unless otherwise renewed, varied or revoked by the Company in a general meeting) at the conclusion of the AGM of the Company in 2024 or 11 November 2024 (whichever is the earlier).

Notice of general meetings - (resolution 14)

The Shareholders' Rights Regulations have increased the notice period required for general meetings of companies incorporated in the United Kingdom to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (AGM's will continue to be held on at least 21 clear days' notice.) The Articles of Association permit the Company to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. The Company is not subject to the Shareholder Rights Regulations as it has been incorporated in Jersey; however, the Company intends to comply, to the extent practicable, with the notice provisions required by the Shareholders' Rights Regulations and has therefore decided to propose resolution 14 to seek the approval of its members to continue to hold general meetings on not less than 14 clear days' notice. It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the best interests of, and to the corporate benefit of, the Company. The Company also undertakes to meet the requirements for electronic voting specified in the Shareholders' Rights Regulations before calling a general meeting on 14 clear days' notice. If given, the approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.



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