

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about this document or the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, lawyer or other independent adviser.

If you have sold or otherwise transferred all of your ordinary shares in **C.O. CYPRUS OPPORTUNITY ENERGY PUBLIC COMPANY LIMITED**, please forward this document, together with the accompanying documents as soon as possible to the purchaser or transferee, or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

C.O. CYPRUS OPPORTUNITY ENERGY PUBLIC COMPANY LIMITED

(Incorporated and registered in Cyprus under company number HE301167)
Notice of Extra-Ordinary General Meeting

Notice of the Extra-Ordinary General Meeting of the Company to be held at 13 Karaiskaki Street, 3032, Limassol, Cyprus on 12 January 2016 at 09.00 am.

Holders of shares are requested to complete and return the Form of Proxy enclosed with this document as soon as possible but in any event, to be valid, so as to be received by the Company Secretary **CYPROSERVUS & CO. LTD**, no later than **9:00 am** Cyprus time on **10 January, 2016**.

The return of the Form of Proxy will not preclude a member from attending and voting at the Extra-Ordinary General Meeting in person should he or she subsequently decide to do so.

**DIRECTORS, SECRETARY AND REGISTERED OFFICE OF C.O. CYPRUS
OPPORTUNITY ENERGY PUBLIC COMPANY LIMITED**

Directors

Mr. RONY HALMAN Chairman, Director

Mr. URI ALDUBI Director

Mr. CHARALAMBOS CHRISTODOULIDES Director

Mrs. MAYA GOTTDENKER-FIRON Director

Secretary and Registered Office

CYPROSERVUS CO. LIMITED

13 Karaiskaki Street, Limassol, Cyprus,

LETTER FROM THE CHAIRMAN
C.O. CYPRUS OPPORTUNITY ENERGY PUBLIC COMPANY LIMITED
(Incorporated and registered in Cyprus under company number HE301167)

The Company's registered office:
13 Karaiskaki Street, 3032
Limassol, Cyprus

23 December 2015

Dear Shareholder,

Extra-Ordinary General Meeting of C.O. CYPRUS OPPORTUNITY ENERGY PUBLIC COMPANY LIMITED (the "Company").

I am pleased to be writing to you with details of our Extra-Ordinary General Meeting ("EGM") which we are holding at 13 Karaiskaki Street, 3032, Limassol, Cyprus at on 12 January, 2016 at **9.00 am**.

The notice convening the EGM is set out on page 5 of this document.

If you would like to vote on the resolutions but cannot attend the EGM, please complete the relevant Form of Proxy, enclosed with this document and return it to the Company Secretary, **CYPROSERVUS CO. LIMITED**, attention Chrysses Demetriades, as soon as possible. The Forms of Proxy must be received by no later than 9:00 am Cyprus time on 10 January 2016.

Explanatory notes on all the business to be considered at this year's EGM appear on pages 6 to 7 of this document. The resolution below seeks the necessary shareholder approval under Article 9 of the Articles of Association and section 59 A 1 (b) of the Companies Law Cap 113.

The Directors request that the shareholders approve:

1. The authorization of the Directors to take all requisite actions to issue and allot 50,000 ordinary shares at a value of €0,01 out of the Company's authorized share capital each to Gil Sultan who has signed a service agreement with the Company, in accordance with Article 7 of the Articles of Association and be empowered to issue and allot these shares for cash as if the right of pre-emption contained in Article 8 of the Articles of Association and section 60B of the Companies Law, Cap. 113 did not apply to such allotment.
2. The extension for an unlimited period, of the Private Placement (PP) approved on 15 January 2015 and which authorized the Directors to allot in the maximum amount of 2,285,714 shares for a period of 1 (one) year from that date, in accordance with Article 7 of the Articles of Association and be empowered to issue and allot these shares for cash as if the right of pre-emption contained in Article 8 of the Articles of Association and section 60B of the Companies Law, Cap. 113 did not apply to such allotment.

The Written Report of the Directors explaining the rationale behind the proposals is attached here to as Appendix 1.

Recommendation

The Directors consider that the proposal to be considered at the EGM is in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favor of the proposed resolution, as they intend to do so in respect of their own beneficial shareholdings (if any).

Action to be taken

Shareholders will find enclosed with this document Forms of Proxy for use in connection with the EGM. Shareholders, whether or not they propose to attend the EGM in person, are requested to complete, sign and return the applicable enclosed Form of Proxy, in accordance with the instructions printed thereon, so as to be received by the Company Secretary, **CYPROSERVUS CO. LIMITED**, as soon as possible and, in any event, by not later than **9.00 am Cyprus time, 10 January 2016**. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the EGM in person if they wish to do so.

AB

**CYPROSERVUS CO. LIMITED Secretary of
C.O. CYPRUS OPPORTUNITY ENERGY PUBLIC COMPANY LIMITED**

**C.O. CYPRUS OPPORTUNITY ENERGY PUBLIC COMPANY LIMITED
(THE "COMPANY")**

**Notice of Extra -Ordinary General Meeting
23 December 2015**

NOTICE is hereby given that an Extra -Ordinary General Meeting of the Shareholders shall be held at the registered office of the Company at 13 Karaiskaki Street, 3032 Limassol, Cyprus on **Tuesday 12 January 2016 at 9.00 am.**

AGENDA:

EXTRAORDINARY GENERAL MEETING

To discuss, consider and if thought appropriate the Company would resolve the following by a resolution under Article 9 of the Articles of Association and section 59 A 1 (b) of the Companies Law Cap 113:

1. To approve the authorization of the Directors to take all requisite actions to issue and allot 50,000 ordinary shares at a value of €0,01 out of the Company's authorized share capital each to Gil Sultan who has signed a service agreement with the Company, in accordance with Article 7 of the Articles of Association and be empowered to issue and allot these shares for cash as if the right of pre-emption contained in Article 8 of the Articles of Association and section 60B of the Companies Law, Cap. 113 did not apply to such allotment.
2. To approve the extension for an unlimited period of the Private Placement (PP) approved on 15 January 2015 and which authorized the Directors to allot in the maximum amount of 2,285,714 shares for a period of 1 (one) year from that date, in accordance with Article 7 of the Articles of Association and be empowered to issue and allot these shares for cash as if the right of pre-emption contained in Article 8 of the Articles of Association and section 60B of the Companies Law, Cap. 113 did not apply to such allotment

The Written Report of the Directors explaining the rationale behind the proposals is attached here to as Appendix 1.

Dated: 23 December 2015

Yours sincerely, **CYPROSERVUS CO. LIMITED**

**CYPROSERVUS CO. LIMITED Secretary of
C.O. CYPRUS OPPORTUNITY ENERGY PUBLIC COMPANY LIMITED**

Notices:

- 1) Members entitled to attend and vote at the meeting are entitled to appoint a proxy to attend and vote on their behalf and a proxy need not be a Member of the Company. All proxies must be deposited at the Registered Office of the company or by email to Chrysseis.demetriades@demetriades.com and/or Ekave.kolonas@demetriades.com 48 hours before the Meeting.
- 2) All Members entitled to attend and vote at the Meeting are entitled to participate in the Meeting through the telephone number + 357 25 800570 meeting ID 1169
- 3) A Form of Proxy is attached.

EXPLANATORY NOTES ON THE RESOLUTION

The Resolution is taken by a two – thirds majority of the votes, corresponding to the represented issued share capital. In case where at least half of the issued capital is present or represented at the general meeting, a simple majority (i.e. 50% of the votes plus one vote of the holders present or represented by proxy at the general meeting) shall be sufficient.

EXPLANATORY NOTES TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

Entitlement to attend and vote

1. The right to attend and vote at the EGM is determined by reference to the register of members. Only those members registered on the Company's register of members at **23 December 2015**, shall be entitled to attend and vote at the EGM. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the EGM.

Attending in person

2. In order to facilitate these arrangements, please arrive at the EGM venue in good time.

Right to ask questions

3. At the EGM the Company must cause to be answered any question that a member attending the EGM asks relating to the business being dealt with at the EGM. However, no such answer need be given where (a) answering the question would interfere unduly with the preparation for the EGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the EGM that the question is answered.

Appointment of proxies

4 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the EGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company Secretary, CYPROSERVUS CO. LIMITED.

5. To be valid, a duly completed proxy form, together with any power of attorney or other authority under which it is signed or a notarial certified copy of such power or authority, must be received by post or (during normal business hours only) by email to Chrysses.demetriades@demetriades.com and/or Ekave.Kolonas@demetriades.com or by hand at the Company Secretary, CYPROSERVUS CO. LIMITED no later than **9.00 am 10 January 2016**

6. Appointment of a proxy does not preclude you from attending the EGM and voting in person. If you have appointed a proxy and attend the EGM in person, your proxy appointment will automatically be terminated.

7. Unless voting instructions are indicated on the proxy form, a proxy may vote or withhold his vote as he thinks fit on the resolutions or on any other business including amendments to resolutions) which may come before the meeting. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.

8. A member must inform the Company in writing of any termination of the authority of a proxy.

Corporate representatives

9. 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.

10. As at 23 December 2015, the Company's issued share capital comprised 34.006.000 ordinary shares of EUR 0,01 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 as at 23 December 2015 is 34.006.000

Communication

11. Except as provided above, members who have general queries about the EGM should use the following means of communication (no other methods of communication will be accepted) email to the Company Secretary at: chrysses.demetriades@demetriades.com and /or ekave.kolonas@demetriades.com

12. You may not use any electronic address provided either in this EGM notice or any related document (including the Chairman's letter and proxy form) to communicate for any purpose other than those expressly stated.

EXTRAORDINARY GENERAL MEETING OF C.O. CYPRUS OPPORTUNITY ENERGY PUBLIC COMPANY LIMITED

TO: CYPROSERVUS CO. LIMITED
13 Karaiskaki Street,
3032 Limassol, Cyprus
Fax Number: + 357 25 58 71 91
Telephone Number: + 357 25 800 131 (Chrysses Demetriadis)
E-mail: chrysses.demetriadis@demetriadis.com

RE: C.O. CYPRUS OPPORTUNITY ENERGY PUBLIC COMPANY LIMITED
Extraordinary General Meeting to be held on 12 January 2016.

FROM: _____
Company Name

VOTING SHARES NUMBER: _____

SIGNATURE: _____
Authorized Signatory Name, Signature

CONTACT INFO: _____
Telephone/Fax Number/E-mail Address

TOTAL NUMBER OF SHARES

Held as at 23 December 2015 : _____

Voting on the Proxy: _____

DATE: _____

C.O. CYPRUS OPPORTUNITY ENERGY PUBLIC COMPANY LIMITED

Extraordinary General Meeting

12 January 2016

The above-noted holder of Shares of (the "Company") hereby requests and instructs _____, to endeavor, insofar as practicable, to vote or cause to be voted the number of Shares held as 23 December 2015 (or, if the EGM is adjourned, at 6.00 p.m. on the day two days prior to the adjourned AGM) at the Extraordinary General Meeting of the Company to be held at the Company Registered Office on 12 January 2016 in respect of the following resolutions:

**THIS FORM MUST BE RECEIVED COMPLETED BY
9:00 A.M. CYPRUS TIME ON 10 January 2016 TO BE VALID**

**EXTRAORDINARY GENERAL MEETING C.O. CYPRUS OPPORTUNITY ENERGY
PUBLIC COMPANY LIMITED**

Extraordinary General Meeting Resolutions

Agenda Item 1:

THAT the Directors to take all requisite actions to issue and allot 50,000 ordinary shares at a value of €0,01 out of the Company's authorized share capital each to Gil Sultan who has signed a service agreement with the Company, in accordance with Article 7 of the Articles of Association and be empowered to issue and allot these shares for cash as if the right of pre-emption contained in Article 8 of the Articles of Association and section 60B of the Companies Law, Cap. 113 did not apply to such allotment.

FOR **AGAINST** **ABSTAIN**

Agenda Item 2:

THAT the Private Placement (PP) approved on 15 January 2015 and which authorized the Directors to allot in the maximum amount of 2,285,714 shares for a period of 1 (one) year from that date, in accordance with Article 7 of the Articles of Association and be empowered to issue and allot these shares for cash as if the right of pre-emption contained in Article 8 of the Articles of Association and section 60B of the Companies Law, Cap. 113 did not apply to such allotment be extended for an unlimited period.

FOR **AGAINST** **ABSTAIN**

End of Resolutions.

Date: December 22, 2015

To:

The shareholders of C.O. Cyprus Opportunity – Energy Public Company Limited (the "Company")

Written Report of the Board of Directors of the Company

With respect to a resolution standing before you with respect to a waiver of pre-emptive rights, as set forth in Articles 6-10 of the Company's Articles of Association, the directors of the Company have agreed and offered to limit the waiver to the following terms:

Minimum issue price: 17.5 Euro Cents per share which reflect discount of about 8.5% of the average price per share in the period between September 1st 2014 until November 28th 2014

Maximum shares for allotment: up to 2,285,714 Ordinary Shares

Period of issuance: no time limitation.

The reasons for the proposal to restrict or exclude the pre-emption rights of the holders justifying the proposed issue price for the shares:

1. The Company is in need of proceeds for:
 - a. Standard operations – payment to employees and service providers.
 - b. fulfilling its obligations towards the appropriate authorities in the event that the Company shall own rights in a license or licenses
 - c. Planning, structuring and performing work programs for licenses (Hatrurim license and any other if and when obtained).
2. The oil and gas industry is based on substantial competition and immediate opportunities and characterized in needs for large amounts of funds for the fulfillment of professional and legal obligations, and subject to work programs in the license area.
3. The requirement of exploiting immediate opportunities leads to the assumption that the Company may be required to finalize an investment transaction within a limited period of time, which will not enable it to approach all of its shareholders and provide the time for exercising their pre-emptive rights.
4. The Company believes that such transaction is for the benefit of the Company and essential for continuing its operations.

The minimum issue price of 17.5 Euro Cents per share represents a discount of 8.5% of the average price of 19.1 Euro Cents of the Company's shares during the period between September 1st 2014 until November 28th 2014 due to lack of liquidity. The proposed maximum number shares for allotment of up to 2,285,714 Ordinary Shares (out of which 286,000 ordinary shares were already issued) will potentially result to a maximum dilution to existing shareholders of 6.4% (as of January 15th 2015).

The Directors shall (subject to their being authorized to allot shares in accordance with Article 7 of the Articles of Association) be empowered to allot shares for cash as if the right of pre-

emption contained in Article 8 of the Articles of Association and section 60B of the Companies Law, Cap. 113 did not apply to such allotment, provided that such power shall be limited to the allotment of shares having, in the case of shares, a nominal amount or, in the case of other shares, giving the right to subscribe for or convert into shares having a nominal amount not

The Company will not exceed in aggregate the nominal amount specified above. This proposal is subject to a Resolution of a general meeting of the Company taken by a two – thirds majority of the votes, corresponding to the represented issued share capital. In case where at least half of the issued capital is present or represented at the general meeting, a simple majority (i.e. 50% of the votes plus one vote of the holders present or represented by proxy at the general meeting) shall be sufficient. A certified true copy of such Resolution shall be filed with the Registrar of Companies in Cyprus for the purpose of its publication in accordance with section 365A of the Companies Law, Cap. 113.

Date: 22 December, 2015

To:

The shareholders of C.O. Cyprus Opportunity – Energy Public Company Limited (the "Company")

Written Report of the Board of Directors of the Company

With respect to a resolution standing before you with respect to a waiver of pre-emptive rights, as set forth in Articles 6-10 of the Company's Articles of Association, the directors of the Company have agreed and offered to limit the waiver to the following terms:

Minimum issue price: €0,01 per share which is the par value of the Company's shares
Shares for allotment: 50,000 Ordinary Shares

The reasons for the proposal to restrict or exclude the pre-emption rights of the holders justifying the proposed issue price for the shares to the eligible service providers is to retain in positions of considerable responsibility the best team members, to grant an additional incentive to the eligible service providers to continue contributing to the Company and to involve them in the success of the Company. The issuance is intended to create a link between the functioning of the eligible service providers and their remuneration, on the assumption that this will lead to improvement and greater efficiency of the Company and will contribute to raising the value of the shares of the Company. The issuance is intended to create a long-term commitment of the eligible service providers vis-à-vis the Company and for the encouragement of excellence. The issuance is part of the understandings the Company reached with the eligible service providers, regarding their remuneration, with promotion of the success of the Company. In addition, the Company considers that this method of payment is beneficial due to lack of liquidity.

The Company believes that such transaction is for the benefit of the Company.

The proposed number of shares for allotment of 50,000 Ordinary Shares will potentially result to a maximum dilution to existing shareholders of 0.147%.

The Directors shall (subject to their being authorized to allot shares in accordance with Article 7 of the Articles of Association) be empowered to allot shares for cash as if the right of pre-emption contained in Article 8 of the Articles of Association and section 60B of the Companies Law, Cap. 113 did not apply to such allotment, provided that such power shall be limited to the allotment of shares having, in the case of shares, a nominal amount or, in the case of other shares, giving the right to subscribe for or convert into shares having a nominal amount not exceeding in aggregate the nominal amount specified above and such power (unless otherwise specified in) expire on the date set forth above.

This proposal is subject to a Resolution of a general meeting of the Company taking a two-thirds majority of the votes, corresponding to the represented issued share capital. In case where at least half of the issued capital is present or represented at the general meeting, a simple



C.O. CYPRUS OPPORTUNITY
OIL & GAS EXPLORATION LIMITED



C.O. CYPRUS OPPORTUNITY
ENERGY PUBLIC COMPANY LIMITED

majority (i.e. 50% of the votes plus one vote of the holders present or represented by proxy at the general meeting) shall be sufficient. A certified true copy of such Resolution shall be filed with the Registrar of Companies in Cyprus for the purpose of its publication in accordance with section 365A of the Companies Law, Cap. 113.

