

ENERGEAN OIL & GAS PLC (“the Company”)

Registered in England and Wales, Number 10758801

RESOLUTIONS PASSED ON 21 MAY 2020

Pursuant to the Annual General Meeting of the shareholders of the Company held on 21 May 2020 at 11 a.m., the following resolutions were validly passed as an ordinary resolution in the case of resolution 14 and special resolutions in the case of 17-19.

Ordinary Resolutions

14. THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution):

a) comprising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £1,180,596.04 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in paragraph 14b) below) in connection with an offer by way of a rights issue:

i. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and

ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

b) in any other case, up to an aggregate nominal amount of £590,298.02 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 14a above) in excess of £590,298.02), provided that this authority granted by this resolution shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or on 20 August 2021, whichever is earlier, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolutions

Resolution 17. THAT any general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Resolution 18. THAT the Company be generally and unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of £0.01 each provided that:

a) The maximum aggregate number of Ordinary Shares that may be purchased under either market purchases (within the meaning of section 693(4) of the Act) or off-market purchases (within the meaning of section 693(2) of the Act) (as approved by resolution 19) is 17,708,940.

b) The minimum price (excluding expenses) that may be paid for each Ordinary Share is £0.01 (the nominal value thereof).

c) The maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:

i. 105 per cent of the average market value of an Ordinary Share in the Company, as derived from the middle market quotations for an Ordinary Share on the London Stock Exchange Daily Official List for the five trading days prior to the day the purchase is made; and

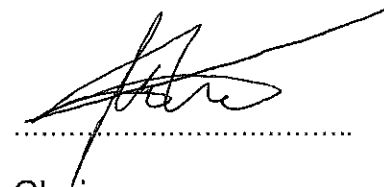
ii. the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:

1. the last independent trade of; and

2. the highest current bid for,

any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out, provided that the authority conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company or on 20 August 2021, whichever is earlier, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.

Resolution 19. That the name of the Company be changed to Energean PLC.



Chairman

21 MAY 2020

Date