

Company No 12263719

PUBLIC COMPANY LIMITED BY SHARES

COPY RESOLUTIONS

of

ITHACA ENERGY PLC (the "Company")

(Registered in England and Wales under company number 12263719)

dated 24 May 2023.

At the Annual General Meeting of the Company held at Pinsent Masons' Offices, 30 Crown Place, Earl Street, London, EC2A 4ES on 24 May 2023 at 2.00 p.m., resolutions 1 to 16 were passed as ordinary resolutions of the Company and resolutions 17 to 19 were passed as special resolutions of the Company:-

ORDINARY RESOLUTIONS

1. To receive the Company's annual report and accounts for the financial year ended 31 December 2022, together with the Directors' reports and the auditor's report on those accounts.
2. To re-appoint Deloitte LLP as auditors to the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the shareholders.
3. To authorise the Audit and Risk Committee of the Company, for and on behalf of the Directors, to determine the remuneration of the auditors.
4. That the Directors' Remuneration Policy, as set out on pages 92 to 103 of the Annual Report 2022, be approved to take effect from 24 May 2023.
5. To approve the Annual Report on Remuneration (other than the part containing the Directors' Remuneration Policy set out on pages 92 to 103 of the Annual Report 2022) for the financial year ended 31 December 2022 as set out on pages 104 to 112 of the Annual Report 2022.
6. To re-elect Gilad Myerson as a Director.
7. To re-elect Alan Bruce as a Director.
8. To re-elect Iain Lewis as a Director.
9. To re-elect John Mogford as a Director.
10. To re-elect David Blackwood CBE as a Director.
11. To re-elect Lynne Clow as a Director.
12. To re-elect Assaf Ginzburg as a Director.
13. To re-elect Deborah Gudgeon as a Director.

14. To elect Mr Itshak Tshuva as a Director.

15. To re-elect Idan Wallace as a Director.

16. **THAT** the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("**CA 2006**"), in substitution for all subsisting authorities to the extent unused and without prejudice to any allotments of shares already made or offered or agreed to be made pursuant to the terms of any prior authorities conferred on them, to exercise all of the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into, shares in the Company as follows:

- a) up to an aggregate nominal amount of £3,355,216.59 (being equal to the nominal value of approximately one third of the number of ordinary shares in issue as at 21 April 2023 (excluding treasury shares)) (such amount to be reduced by the nominal value of any allotments or grants made under paragraph 16(b) below in excess of such amount); and
- b) comprising equity securities (as defined in section 560(1) of the CA 2006) up to an aggregate nominal amount of £6,710,433.17 (being equal to approximately the nominal value of two-thirds of the number of ordinary shares in issue as at 21 April 2023 (excluding treasury shares)) (such amount to be reduced by the nominal value of any allotments made under 17(a) above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

provided always that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter, such authority to expire at the earlier of the date which is 15 months from the date of the passing of this Resolution 16 and the conclusion of the next annual general meeting of the Company, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

17. **THAT**, subject to the passing of Resolution 16, in substitution for all subsisting authorities to the extent unused, the directors of the Company be generally empowered pursuant to section 561 of the CA 2006 to allot equity securities (within the meaning of section 560(1) of the CA 2006) for cash, such authority to be limited to:

- a) the allotment of equity securities and sale of treasury shares in connection with rights issues, open offers and any other pre-emptive issues, but taking account of exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter;
- b) the allotment of equity securities and sale of treasury shares up to a nominal amount of £1,006,564.98 representing approximately 10 per cent. of the aggregate nominal amount of the share capital of the Company (excluding treasury shares) as at 21 April 2023;

- c) an allotment of equity securities and sale of treasury shares up to a nominal amount of £1,006,564.98 representing approximately 10 per cent. of the aggregate nominal amount of the share capital of the Company (excluding treasury shares) as at 21 April 2023, such authority to be used only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company 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 on which this Resolution 17 was passed; and
- d) an allotment of equity securities or sale of treasury shares up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 17(b) or 17(c) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire upon the earlier of the conclusion of the next annual general meeting of the Company and the date which is 15 months from the date of passing of this Resolution 17, except that the directors of the Company can during such period make offers or arrangements which could or might require the allotment of equity securities after the expiry of such period.

18. **THAT** the Company is authorised for the purposes of section 701 of the CA 2006 to make one or more market purchases (as defined in section 693(4) of the CA 2006) of its ordinary shares of 1p each, such power to be limited:

- a) to a maximum of 100,656,498 ordinary shares (representing approximately 10 per cent. of the number of ordinary shares in issue as at 21 April 2023 (excluding treasury shares));
- b) by the condition that the minimum price which may be paid for an ordinary share is £0.01 and the maximum price which may be paid for an ordinary share is the highest of:
 - i. an amount equal to 105% of the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out,

in each case, exclusive of expenses, such power to apply until the earlier of the date which is 15 months from the date of the passing of this Resolution 18 and the conclusion of the next annual general meeting of the Company, but in each case so that the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

19. **THAT** a general meeting of the Company (not being an annual general meeting) may be called on notice of not less than 14 clear days, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024.

CHAIRPERSON