

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, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in Afren plc, 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.

Your attention is drawn to Afren plc's Annual Report and Accounts for the year ended 31 December 2012, a copy of which accompanies this document.

AFREN PLC

(incorporated and registered in England and Wales under company number 5304498)



Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at the offices of White & Case LLP, 5 Old Broad Street, London, EC2N 1DW on 11 June 2013 at 11.00 a.m. is set out at the end of this document.

Shareholders 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's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than 11.00 a.m. on 7 June 2013.

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

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**DIRECTORS, SECRETARY AND REGISTERED OFFICE OF
AFREN PLC**

Directors

Egbert Imomoh	Chairman
Osman Shahenshah	Chief Executive Officer
Shahid Ullah	Chief Operating Officer
Darra Comyn	Group Finance Director
Ennio Sganzerla	Non-Executive Director
Peter Bingham	Non-Executive Director
John St. John	Non-Executive Director
Patrick Obath	Non-Executive Director
Toby Hayward	Non-Executive Director

**Secretaries and Registered
Office**

Shirin Johri
Elekwachi Ukwu
Kinnaird House
1 Pall Mall East
London SW1Y 5AU

LETTER FROM THE CHAIRMAN

AFREN PLC

(incorporated and registered in England and Wales under company number 5304498)

Registered office:
Kinnaird House
1 Pall Mall East
London SW1Y 5AU

30 April 2013

Dear Shareholder,

Annual General Meeting of Afren plc (the “Company”)

I am pleased to be writing to you with details of our Annual General Meeting (“AGM”) which we are holding at the offices of White & Case LLP, 5 Old Broad Street, London, EC2N 1DW at 11.00 a.m. on 11 June 2013. The notice convening the AGM is set out on page 6 of this document.

If you would like to vote on the resolutions but cannot attend the AGM, please complete the Form of Proxy enclosed with this document and return it to our registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible. They must receive it by no later than 11.00 a.m. on 7 June 2013.

Explanatory notes on all the business to be considered at this year’s AGM appear on pages 10 to 17 of this document. Resolutions 1 to 13 (inclusive) seek the necessary shareholder approvals by way of ordinary resolution and resolutions 14 to 17 (inclusive) seek the necessary shareholder approvals by way of special resolution.

In summary, the shareholder authority sought includes:

- re-election of Egbert Imomoh, Peter Bingham, John St John, Toby Hayward, Ennio Sganzerla, Osman Shahenshah, Shahid Ullah, Patrick Obath and Darra Comyn as Directors of the Company;
- renewal of the Directors’ authority to allot unissued ordinary shares;

- renewal of the Directors' authority to issue ordinary shares, or transfer ordinary shares from treasury, on a pre-emptive basis;
- authority to make market purchases of ordinary shares;
- amending the Articles of Association so that:
 - i. the Directors of the Company are subject to annual re-election in compliance with the UK Corporate Governance Code;
 - ii. the requirement for Directors to be automatically removed from office if their rights or powers are restricted by a court order on mental health grounds are deleted in line with the Mental Health (Discrimination) Act 2013; and
 - iii. the cap on the amount of fees capable of being paid to Directors under Article 157 (*Directors' Fees*) is increased from £350,000 per annum to £1,250,000 per annum; and
- authority for the Company to call a general meeting, other than an annual general meeting, on not less than 14 clear days' notice.

Recommendation

The Directors consider that all the proposals to be considered at the AGM are 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 favour of all of the proposed resolutions, as they intend to do so in respect of their own beneficial shareholdings.

Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the AGM. Shareholders, whether or not they propose to attend the AGM in person, are requested to complete, sign and return the enclosed Form of Proxy, in accordance with the instructions printed thereon, so as to be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, by not later than 11.00 a.m. on 7 June 2013. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting at the AGM in person if they wish to do so.

Yours faithfully

Mr Egbert Imomoh
Chairman

AFREN PLC

(incorporated and registered in England and Wales under company number 5304498)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Afren plc (the “**Company**”) will be held at the offices of White & Case LLP, 5 Old Broad Street, London, EC2N 1DW at 11.00 a.m. on 11 June 2013 to consider and, if thought fit, pass the following resolutions, which, in the case of resolutions 1 to 13 will be proposed as ordinary resolutions and, in the case of resolutions 14 to 17, will be proposed as special resolutions.

1. THAT the financial statements for the year ended 31 December 2012, together with the reports of the Directors and auditors thereon, be received and adopted.
2. THAT the Directors’ Remuneration Report for the year ended 31 December 2012, together with the auditors’ report thereon, be approved.
3. THAT Egbert Imomoh be re-elected as a Director of the Company.
4. THAT Peter Bingham be re-elected as a Director of the Company.
5. THAT John St John be re-elected as a Director of the Company.
6. THAT Toby Hayward be re-elected as a Director of the Company.
7. THAT Ennio Sganzerla be re-elected as a Director of the Company.
8. THAT Patrick Obath be re-elected as a Director of the Company.
9. THAT Osman Shahenshah be re-elected as a Director of the Company.
10. THAT Shahid Ullah be re-elected as a Director of the Company.
11. THAT Darra Comyn be re-elected as a Director of the Company.
12. THAT Deloitte LLP be reappointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that the Directors be authorised to agree their remuneration.
13. THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company:
 - (a) up to a maximum nominal amount of £3,630,218.99; and

(b) comprising equity securities (as defined in the Companies Act 2006) up to a nominal amount of £7,260,437.98 including within such limit any shares and rights to subscribe for or convert any security into shares allotted under paragraph (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, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or other matter,

such authority to apply until the earlier of the conclusion of the Company's next annual general meeting and the close of business on 30 June 2014 but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into share to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into share under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

14. THAT conditional upon resolution 13 being passed, the Directors be given power pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash under the authority granted by such resolution, and/or where the allotment is treated as an allotment of equity securities under section 560(2)(b) of the Companies Act 2006 as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, such power to be limited:

- (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of resolution 13, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and
 - (ii) to the holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury

shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or other matter; and

- (b) in the case of the authority granted under paragraph (a) of resolution 13 and/or in the case of a transfer of treasury shares which is treated as an allotment of equity securities under section 560(2)(b) of the Companies Act 2006, to the allotment (otherwise than under paragraph (a) of this resolution 14) of equity securities up to a nominal amount of £544,532.84.

such authority to expire at the conclusion of the next annual general meeting or, if earlier, the close of business on 30 June 2014, unless previously renewed, varied or revoked by the Company, save that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

- 15. THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of one penny each in the capital of the Company, subject to the following restrictions and provisions:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 108,906,569;
- (b) the minimum price which may be paid for any such ordinary share is one penny per share;
- (c) the maximum price, exclusive of expenses, which may be paid for any such ordinary share shall be the higher of (i) the amount equal to 105 per cent of the average of the closing middle market quotations for an ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which the ordinary share is purchased and (ii) the amount stipulated by article 5(1) of the Buy-back and Stabilisation Regulations 2003 (in each case exclusive of expenses); and
- (d) the authority hereby conferred shall, unless previously revoked or varied, expire at the conclusion of the next annual general meeting of the Company, or if earlier, the close of business on 30 June 2014 save in relation to purchases of ordinary shares the contract for which was concluded before the expiry of this authority and which will be executed wholly or partly after such expiry, where the Company may make a purchase of ordinary shares in pursuance of such contract.

All previous unutilised authorities for the Company to make market purchases of ordinary shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and where such purchase has not yet been executed.

16. THAT the Articles of Association be amended such that:

16.1 Articles 86, 127, 128, 131 and 132 be amended as follows so that the Directors of the Company are subject to annual re-election in compliance with the UK Corporate Governance Code:

(a) Article 86(c) be amended by deleting the following words:

“by rotation”

(b) Articles 127 and 128 be deleted in their entirety and replaced as follows:

“127. At each annual general meeting, all Directors shall retire.

128. A retiring Director shall be eligible for re-election.”

(c) Article 131 be amended by deleting the following words:

“Any person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire by rotation as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.”

(d) Article 132 be amended by deleting the following words:

“but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting”;

16.2 the words “(i) if” be deleted from Article 135(c);

16.3 Articles 135(e) (requiring the office of a Director to be vacated on mental health grounds) be deleted in its entirety and the subsequent paragraphs in Article 135 be re-numbered accordingly; and

16.4 the limit on the amount of fees capable of being paid to the Company’s directors under Article 157 be increased from £350,000 per annum to £1,250,000 per annum.

17. THAT a general meeting of the Company, other than an annual general meeting of the Company, may be called on not less than 14 clear days' notice.

By Order of the Board

Elekwachi Ukwu
Company Secretary
Afren plc

30 April 2013

Registered Office:
Afren plc
Kinnaird House
1 Pall Mall East
London
SW1Y 5AU

EXPLANATORY NOTES ON THE RESOLUTIONS

Resolutions 1 to 13 are ordinary resolutions and will be passed if more than 50 per cent. of the votes cast are in favour.

Report and Accounts (Resolution 1)

The Directors must present the Directors' report, the audited annual accounts of the Company and the independent auditor's report to the shareholders at the AGM.

Directors' Remuneration Report (Resolution 2)

In line with legislation, this vote will be advisory and in respect of the overall remuneration package, and not specific to individual levels of remuneration. You can find the Remuneration Report on pages 86 to 96 of the 2012 Annual Report and Accounts which is available on the Company's website at www.afren.com.

Re-election and election of Directors (Resolutions 3 to 11)

Resolutions 3 to 11 deal with the re-election of the Directors of the Company.

The UK Corporate Governance Code 2012 (the "**Code**") recommends that all other directors stand for annual re-election. In compliance with the Code, all Executive and Non-Executive Directors will retire at this year's AGM and submit themselves for re-election. Resolutions 4 to 11 propose their re-election.

Toby Hayward, Peter Bingham, John St. John, Patrick Obath, Egbert Imomoh and Ennio Sganzerla are Non-Executive Directors who the Board consider to be independent. The Board believes that, following formal performance evaluation, each of the Directors continues to perform effectively and with commitment to their roles. Brief biographical details of each of the Directors standing for election or re-election appear on page 70 and 71 of the 2012 Annual Report and Accounts, which is available on the Company's website at www.afren.com.

Reappointment and remuneration of Auditors (Resolution 12)

Resolution 12 proposes the reappointment of Deloitte LLP as Auditors of the Company and authorise the Directors to set their remuneration.

Directors' authority to allot securities (Resolution 13)

The Company's Directors may only allot ordinary shares or grants rights over ordinary shares if authorised to do so by shareholders. The authority granted at the last AGM under section 551 of the Companies Act 2006 to allot relevant securities is due to expire at the conclusion of this year's AGM. Accordingly, this resolution seeks to renew such director's general authority to allot shares (including treasury shares) in the Company or grant rights to subscribe for, or convert any security into, shares in the Company and will expire at the conclusion of the next annual general meeting of the Company held in 2014 or, if earlier, the close of business on 30 June 2014.

If passed, paragraph (a) of Resolution 13 would give the Directors authority to allot shares or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal

value of £3,630,218.99 representing approximately one third (33.33 per cent) of the Company's existing issued share capital (excluding shares held in treasury) and calculated as at 25 April 2013 (being the latest practicable date prior to publication of this notice). In accordance with the latest institutional guidelines issued by the Association of British Insurers ("ABI"), paragraph (b) of Resolution 13, if passed, would give the Directors authority to allot, including the shares referred to in paragraph (a) of Resolution 13, further of the Company's shares in connection with a pre-emptive offer by way of a rights issue to shareholders up to a maximum nominal amount of £7,260,437.98, representing approximately two thirds (66.67 per cent) of the Company's existing issued share capital (excluding shares held in treasury) and calculated as at 25 April 2013 (being the latest practicable date prior to publication of this notice).

There is no present intention of exercising this authority. However, it is considered prudent to maintain the flexibility that this authority provides. If they do exercise the authority, the Directors intend to follow emerging best practice as regards its use (including as regards the Directors standing for re-election in certain cases), as recommended by the ABI. As at 30 April 2013, the Company held no shares in treasury. The Company's Directors intend to renew this authority annually.

Resolutions 14 to 17 are special resolutions and will be passed if 75 per cent. of the votes cast are in favour.

Disapplication of pre-emption rights (Resolution 14)

Under section 561(1) of the Companies Act 2006, if the Directors wish to allot any of the unissued shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. Resolution 14 seeks shareholders authority for this and, apart from rights issues or any other pre-emptive offer concerning equity securities, the authority will be limited to the issue of shares for cash up to a maximum aggregate nominal value of £544,532.84 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which is equivalent to approximately 5 per cent of the Company's issued ordinary share capital as at 25 April 2013 (being the latest practicable date prior to publication of this notice). The Company undertakes to restrict its use of this authority to a maximum of 7.5 per cent of the Company's issued ordinary share capital in any three year period. Shareholders will note that this resolution also relates to treasury shares and will be proposed as a special resolution.

This resolution seeks a disapplication of the pre-emption rights on a rights issue so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders. If given, the authority will expire at the conclusion of the next annual general meeting of the Company to be held in 2014 or, if earlier, the close of business on 30 June 2014. The Company's Directors intend to renew this authority annually.

Authority to purchase own shares (Resolution 15)

In certain circumstances it may be advantageous for the Company to purchase its own shares and Resolution 15 seeks authority from shareholders to continue to do so. Authority was given to the Company to make market purchases up to an aggregate of 97,832,886 of its ordinary shares at the AGM held on 6 June 2012 (being equal to approximately 10 per cent of the Company's issued ordinary share capital as at 25 April 2012, the latest practicable date prior to the publication of the notice for the AGM held on 6 June 2012). This authority is due to expire at the end of the AGM and

it is proposed that the Company be authorised to continue to make market purchases up to an aggregate of approximately 10 per cent of the Company's issued ordinary share capital as further described below. The Directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and will be likely to promote the success of the Company for the benefit of its members as a whole. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority. Save to the extent purchased pursuant to the Companies Act 2006, any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly. The Company may hold in treasury any of its own shares that it purchases pursuant to the Companies Act 2006 and the authority conferred by this resolution. This gives the Company the ability to reissue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base. It also gives the Company the opportunity to satisfy employee share scheme awards with treasury shares.

The proposed authority would be limited to purchase of up to 108,906,569 ordinary shares which is equal to approximately 10 per cent of the Company's issued ordinary share capital as at 25 April 2013 (being the latest practicable date prior to publication of this notice). The resolution specifies the maximum and minimum prices at which the Company's shares may be bought.

For information, as at 25 April 2013 (being the latest practicable date prior to publication of this notice) there were outstanding 80,737,839 awards and options to subscribe for ordinary shares, representing 7.41 per cent of the Company's issued ordinary share capital (excluding treasury shares). If the new authority and the existing authority were exercised in full, the awards and options would represent 9.15 per cent of the Company's issued ordinary share capital (excluding treasury shares).

Resolution 15 will be proposed as a special resolution to provide the Company with the necessary authority. If given, this authority will expire at the conclusion of the next annual general meeting of the Company held in 2014 or, if earlier, the close of business on 30 June 2014.

The Directors intend to seek renewal of this power at subsequent AGMs.

Authority to amend the Company's Articles of Association (Resolution 16)

Previously, the Combined Code on Corporate Governance had provided that directors should seek re-election at least every three years; a requirement which the Company's current Articles of Association comply with. However, the Code now states that all directors of FTSE 350 companies should be re-elected annually. The move from three years to annual re-election is designed to promote better engagement with shareholders and was supported by institutional investors. The Directors are committed to measures that promote good governance and accordingly, in compliance with the UK Corporate Governance Code and current best practice, Resolution 16 amends Articles 86, 127, 128, 131 and 132 to provide for the annual re-election of all Directors; the effect will be that all Directors will be required to retire at each AGM and it will be for the Company's shareholders to determine whether any Director offering himself or herself for re-appointment should continue in office. Given that all Directors will be retiring at each AGM, the requirement in Article 127 that at least one third of the Directors retire and the corresponding provisions in Articles 86, 128, 131 and 132 will be removed as they will no longer be relevant.

The Mental Health (Discrimination) Act 2013 makes further provision about discrimination against people on the grounds of their mental health. This Act provides that the model articles of association contained in the Companies (Model Articles) Regulations 2008 are amended to omit the provisions relating to the termination of a director's appointment on the grounds of mental health. Accordingly, the Directors proposed that the Company's existing Articles of Association be amended to remove the

equivalent provision set out in Article 135(e) in line with this legislation. The Directors also propose to amend Article 135(c) to delete a typographical error.

In line with guidance from the ABI, the Company's existing Articles of Association contain a monetary cap on the aggregate amount of fees which may be paid to non-executive directors. The Company's current cap is £350,000 per annum and it is proposed that Article 157 be amended such that this cap is increased to £1,250,000 per annum. This increase will provide the Company with sufficient headroom and flexibility to maintain its non-executive directors' fee levels in line with the market.

Authority to hold general meetings (other than annual general meetings) on 14 clear days' notice (Resolution 17)

The changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 (the "**Shareholders' Rights Regulations**") increase the notice period for general meetings of the Company to 21 days unless shareholders approve a shorter period (which they can do for all meetings apart from annual general meetings), which cannot however be less than 14 clear days. Prior to the coming into force of the Shareholders' Rights Regulations, the Company was able to call general meetings (other than annual general meeting) on 14 days' notice. In order to be able to preserve this ability, resolution 17, which will be proposed as a special resolution, seeks the necessary Shareholder authority to approve the calling of such meetings on 14 clear days' notice. This approval will be effective until the next annual general meeting, when it is intended that this authority will be further reviewed. In order to be able to convene a general meeting with such shorter 14 day notice period, the Company must also offer an electronic voting facility which is accessible to all its shareholders. The Company already provides the ability for shareholders to vote electronically.

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 interests of the shareholders as a whole.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. The right to attend and vote at the AGM is determined by reference to the register of members. Only those members registered on the Company's register of members at 6.00 p.m on 7 June 2013 (or, if the AGM is adjourned, at 6.00 p.m on the day two days prior to the adjourned AGM), shall be entitled to attend and vote at the AGM. 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 AGM.

Publication of information in advance of AGM

2. A copy of this notice of annual general meeting and other information regarding the AGM, including information which the Company is required by section 311A of the Companies Act 2006 to publish in advance of the AGM, can be accessed at www.afren.com.

Attending in person

3. If you wish to attend the AGM in person, you are requested to bring your admittance pass (which is attached to the Form of Proxy) with you to the meeting. On arrival at the AGM venue, all those entitled to vote will be required to register. In order to facilitate these arrangements, please arrive at the AGM venue in good time and have your admittance pass to hand. You will be given instructions on how to complete your poll card/vote on a show of hands at the meeting.

Right to ask questions

4. At the AGM the Company must cause to be answered any question that a member attending the AGM asks relating to the business being dealt with at the AGM in accordance with section 319A of the Companies Act 2006. However, no such answer need be given where (a) answering the question would interfere unduly with the preparation for the AGM 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 AGM that the question is answered.

Appointment of proxies

5. 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 AGM 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's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.
6. To be valid, a duly completed proxy form, together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority, must be received by post or (during normal business hours only) by hand at the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or at the electronic address provided on the proxy form at www.afren.com, in each

case no later than 11.00 a.m. on 7 June 2013 (or not less than 48 hours before the time fixed for any adjourned meeting, excluding any part of a day that is not a working day).

7. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
8. 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.
9. A member must inform the Company in writing of any termination of the authority of a proxy.

Electronic appointment of proxies

10. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by logging onto www.eproxyappointment.com. You will need to enter the Control Number, Shareholder Reference Number (SRN) and your PIN printed on the proxy form. Full details of the procedure are given on their website. For an electronic proxy appointment to be valid, your appointment must be received by Computershare Investor Services PLC no later than at least 48 hours before the AGM or any adjournment thereof.

Appointment of proxies through CREST

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
12. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (“**EUI**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (ID 3RA50) no later than at 11.00 a.m. on 7 June 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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(s), 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.

14. 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.

Corporate representatives

15. 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.

Issued shares and total voting rights

16. As at 5 p.m. on 25 April 2013, being the last day prior to publication of this notice, the Company's issued share capital comprised 1,089,065,697 ordinary shares of one penny 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 5 p.m. on 25 April 2013 is 1,089,065,697.
17. The website referred to in note 2 will include information on the number of shares and voting rights.

Website publication of audit concerns

18. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Nominated persons

19. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 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.
20. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 5 and 6 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

Communication

21. Except as provided above, members who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted)

calling our shareholder helpline on 0870 889 3176.

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

Inspection of Documents

23. Copies of the following documents will be available for inspection at the offices of White & Case LLP, 5 Old Broad Street, London, EC2N 1DW for at least 15 minutes prior to the AGM and during the AGM:
- (i) copies of the service contracts of executive Directors of the Company; and
 - (ii) copies of the letters of appointment of the non-executive Directors of the Company.