

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document and/or as to what action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. Such documents should not, however, be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents.

## **SAVANNAH ENERGY PLC**

(Incorporated in England and Wales under the Companies Act 2006 with registered number 09115262)

### **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting (“GM” or the “Meeting”) of Savannah Energy PLC (“Savannah” or the “Company”) will be held on Monday, 21 September 2020 at 10.30 a.m. at 40 Bank Street, London, E14 5NR, to consider and, if thought fit, to pass resolutions 1 to 3.

Your attention is drawn to the letter from the Chairman of the Company on page 2 of this document. The letter explains that the GM will be run as a closed meeting as a result of current government restrictions on public gatherings resulting from the coronavirus pandemic, and that Shareholders will not be able to attend in person. Shareholders are therefore strongly encouraged to submit a proxy vote in advance of the Meeting and to appoint the Chairman of the Meeting as their proxy.

# General Meeting

To Savannah Energy PLC shareholders

## Directors:

Stephen (Steve) Ian Jenkins (Non-Executive Chairman)  
Sir Stephen O' Brien (Non-Executive Vice Chairman)  
Andrew Allister Knott (Chief Executive Officer)  
Isatou Semega-Janneh (Chief Financial Officer)  
David Clarkson (Non-Executive Director)  
David Lawrence Jamison (Non-Executive Director)  
Marco (Mark) Iannotti (Non-Executive Director)  
Michael Wachtel (Non-Executive Director)

19 August 2020

Dear Shareholder,

## General Meeting

I am pleased to inform you that a General Meeting ("GM" or the "Meeting") of the Company will be held on Monday, 21 September at 10.30 a.m. at 40 Bank Street, London, E14 5NR. The formal notice convening the GM (the "Notice of GM" or "Notice") on page 4 of this document sets out the business to be considered at the Meeting. The purpose of this letter is to explain certain elements of that business to you.

## Impact of COVID-19 on the GM

The Company continues to monitor developments relating to the current outbreak of COVID-19, including the related public health guidance and legislation issued by the UK Government.

At the time of publication of this Notice, UK Government guidance places restrictions on public gatherings. In light of these restrictions, the Meeting will be run as a closed meeting and Shareholders will not be able to attend in person.

Shareholders are therefore strongly encouraged to submit a proxy vote in advance of the Meeting. Details on how to submit your proxy vote online are set out below in the section of this Notice headed "Voting Arrangements – Action to be taken". **Given that the Meeting will be run as a closed meeting, Shareholders are encouraged to appoint the Chairman of the Meeting as their proxy rather than a named person who will not be permitted to attend the Meeting.**

The Meeting will be live streamed on the internet, accessible via the Company's website on [www.savannah-energy.com](http://www.savannah-energy.com). Those wishing to watch the Meeting should register their interest by completing the form at [www.savannah-energy.com/investors/AGM](http://www.savannah-energy.com/investors/AGM) before close of trading 17 September 2020. Shareholders watching the Meeting via this facility will not be counted in the quorum for the Meeting and will not be able to participate in the Meeting, including by voting or asking questions, on the day.

The Board recognises the importance of the Meeting as an opportunity for Shareholders to engage with the Directors and, accordingly, if you are a shareholder and you wish to submit a question in relation to the business of the Meeting, please send your question by completing the form at [www.savannah-energy.com/investors/GM](http://www.savannah-energy.com/investors/GM) before close of trading on 17 September 2020; in the form please include your name and how you hold your shares. The Board will attempt to answer as many of these questions as possible during the Meeting.

This situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of shareholder meetings during the affected period. Any changes to the Meeting will be communicated to Shareholders before the Meeting through our website at [www.savannah-energy.com](http://www.savannah-energy.com) and, where appropriate, by announcement through a regulatory information service.

## Voting Arrangements – Action to be taken

All resolutions for consideration at the GM will be voted on by way of a poll, rather than a show of hands. This means that Shareholders will have one vote for each Ordinary Share held. The Company believes this will result in a more accurate reflection of the views of Shareholders by ensuring that every vote is recognised, including the votes of all Shareholders who are unable to attend the Meeting but who have appointed the Chairman of the Meeting as their proxy for the Meeting.

Shareholders entitled to appoint a proxy should have received a Form of Proxy with this Notice. This may be used to appoint a proxy and give proxy instructions. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrar using the contact details set out in Note 4 on page 5 of this document.

To be valid, any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand by the Company's Registrar, at the address shown on the Form of Proxy or, in the case of shares held through CREST, via the CREST system as explained in Note 12 on page 6. Alternatively, a duly completed Form of Proxy may be scanned and sent by email to externalproxyqueries@computershare.co.uk.

In order to be valid, a Form of Proxy must be received by 10.30 a.m. on 17 September 2020. If you hold your Ordinary Shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy. Any Shareholder that attempts to attend the GM will be refused entry for the reasons set out above (under "Impact of COVID-19 on the GM").

### **Business of the Meeting**

An explanation of each of the resolutions to be proposed at the GM is set out below.

Resolutions 1 to 3 to be proposed at the GM:

- will be proposed as ordinary resolutions; this means that more than half of the votes cast must be in favour of the resolutions; and
- will be voted on by way of a poll; this ensures that Shareholders who are unable to attend the GM but who have appointed proxies have their votes fully taken into account.

### **Ordinary resolutions**

#### **Resolution 1 – To receive the Annual Report and Accounts**

The Directors are required to present the Strategic Report, Directors' Report and Auditor's Report and annual accounts of the Company to the Meeting. These are contained in the Company's Annual Report and financial statements for the period ended 31 December 2019.

#### **Resolution 2 – To re-appoint Grant Thornton UK LLP as auditor of the Company**

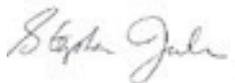
At each meeting at which the Company's annual accounts are laid before its Members, the Company is required to appoint an auditor to serve until the next such meeting. This resolution proposes the re-appointment of Grant Thornton UK LLP as auditor of the Company, to hold office until the conclusion of the next general meeting of the Company at which annual accounts are laid before its Members.

#### **Resolution 3 – To authorise the Audit and Risk Committee to determine the remuneration of the auditor**

This resolution gives authority to the Audit and Risk Committee to determine the auditor's remuneration.

### **Recommendation**

**Full details of the above resolutions are contained in this Notice. The Directors believe that all the proposed resolutions to be considered at the Meeting are in the best interests of the Company and its members as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.**



**Steve Jenkins**

Chairman

# Notice of General Meeting

Savannah Energy PLC

Notice is hereby given that a General Meeting of Savannah Energy PLC (“Savannah” or the “Company”) will be held on 21 September 2020 at 10.30 a.m. at 40 Bank Street, London, E14 5NR, to consider and, if thought fit, to pass the resolutions set out below.

Voting on the resolutions will be by way of a poll. All resolutions will be proposed as ordinary resolutions. For an ordinary resolution to be passed, more than 50% of the votes cast must be in favour of the resolution.

## **Ordinary resolutions**

### **Report and Accounts**

1. To receive the Company’s annual accounts for the year ended 31 December 2019 together with the Strategic Report, Directors’ Report and the Auditor’s Report on those accounts.

### **Appointment of auditor**

2. To re-appoint Grant Thornton UK LLP as auditor of the Company, to hold office from the conclusion of this General Meeting until the conclusion of the next General Meeting at which the Company’s annual accounts are laid before the Company.

### **Auditor’s remuneration**

3. To authorise the Audit and Risk Committee to determine the remuneration of the auditor.

By order of the Board



### **Andrew Knott**

Chief Executive Officer

19 August 2020

Savannah Energy PLC

Registered Office: 40 Bank St, London E14 5NR

## Important Notes

The following notes explain your general rights as a shareholder and your right to vote at this GM or appoint someone else on your behalf. As is stated earlier, the Meeting will be run as a closed meeting as a result of current government restrictions resulting from the coronavirus pandemic. Accordingly, in the absence of a change in UK Government legislation and guidelines and a decision by the Board, Shareholders will not be able to attend the Meeting in person. The following notes should be read in that context. Shareholders are therefore strongly encouraged to submit a proxy vote in advance of the Meeting and to appoint the Chairman of the Meeting as their proxy.

1. To be entitled to attend and vote at the GM (and for the purpose of the determination by the Company of the votes you may cast), you must be registered in the Register of Members of the Company at close of trading on 17 September 2020 (or, in the event of any adjournment, close of business on the date which is 48 hours before the time of the adjourned meeting). 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 GM. There are no other procedures or requirements for Members to comply with in order to attend and vote at the GM.
2. It is the current intention that voting at the GM will be conducted by way of a poll and not by a show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of Ordinary Shares held and all votes tendered are taken into account.
3. If you are a Member at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or part of your rights to attend, speak and vote at the GM and you should have received a Form of Proxy with this Notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrar using the contact details set out in Note 22 below. A proxy need not be a Member but must attend the GM to represent you. If you wish your proxy to speak on your behalf at the GM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different Ordinary Shares. You may not appoint more than one proxy to exercise the rights attached to any one Ordinary Share. To appoint more than one proxy, please contact the Company's Registrar using the contact details set out in Note 22 below.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
6. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the Member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the GM. 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 Member as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 3, 5 and 10 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Members of the Company.
8. The notes to the Form of Proxy explain how to direct your proxy on how to vote on each resolution or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the GM.
9. The return of a completed form of proxy, other such instrument or any CREST Proxy Instruction (as described in Note 13 below) will not prevent a shareholder attending the GM and voting in person if he/she wishes to do so.

## Important Notes continued

10. To be valid, any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, at the address shown on the Form of Proxy or, in the case of shares held through CREST, via the CREST system (see Note 12 below). Alternatively, a duly completed Form of Proxy may be scanned and sent by email to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk). In each case, for proxy appointments to be valid, they must be received no later than 10.30 a.m. on 17 September 2020. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged. If you return more than one proxy appointment, either by paper or electronic communication, the proxy appointment received last by the Company's Registrar before the latest time for the receipt of proxies will take precedence.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM (and any adjournment of the GM) by using the procedures described in the CREST Manual (available from <https://www.euroclear.com>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 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 issuers' agent (ID 3RA50) by 10.30 a.m. on 17 September 2020. 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 application host) from which the issuers' agent is able to retrieve the message by enquire 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 Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
14. In the case of a Member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney of the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
15. Any corporation which is a Member may, by resolution of its directors or other governing body appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares. Corporate representatives should bring with them either an original or certified copy of the appropriate board resolution or an original letter confirming the appointment, provided it is on the corporation's letterhead and is signed by an authorized signatory and accompanied by evidence of the signatory's authority.
16. Under Section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company 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 GM; or (ii) any circumstances 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 Act. 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 Act. Where the Company is required to place a statement on a website under Section 527 of the Act, 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 GM includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

17. Any shareholder attending the GM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the GM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the GM 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 GM that the question be answered.
18. Copies of the service contracts of the Executive Directors and the letters of appointment of the Chairman and Non-Executive Directors are available for inspection during normal business hours at the registered office of the Company and may also be inspected at the GM venue for 15 minutes prior to and during the GM.
19. As at 18 August 2020 (being the last practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 996,408,412 Ordinary Shares, carrying one vote each. No shares were held in treasury. Therefore, the total voting rights in the Company as at 18 August 2020 were 996,408,412.
20. Information regarding the Company's GM can be found at [www.savannah-energy.com](http://www.savannah-energy.com)
21. 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.
22. Members who have general queries about the GM should call the Company's Registrar, Computershare Investor Services PLC on 0370 707 1133 (or, if calling from outside the UK, on +44 (0) 370 707 1133). Calls are charged at the current national rate from within the UK plus network extras, lines are open 8.30 a.m.-5.30 p.m., Monday to Friday. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls made from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that Computershare Investor Services PLC cannot provide investment advice, nor advise you how to cast your vote on the resolutions.

# Definitions

The following definitions apply in this document, unless the context otherwise requires:

<b>“Act”</b>	the Companies Act 2006 (as amended)
<b>“General Meeting” or “GM”</b>	the general meeting of the Members of the Company called pursuant to the notice of General Meeting set out on page 4 of this document
<b>“Company” or “Savannah”</b>	Savannah Energy PLC registered in England and Wales with company number 09115262
<b>“Directors” or “Board”</b>	all of the directors of the Company, whose names are set out on page 2 of this document
<b>“Form of Proxy”</b>	the form of proxy accompanying this document for use by Members in connection with the General Meeting
<b>“Members” of “Shareholders”</b>	the holders of Ordinary Shares registered in the Register of Members of the Company from time to time
<b>“Nominated Person”</b>	a person nominated under Section 146 of the Act to enjoy information rights
<b>“Ordinary Share” or “Ordinary Shares”</b>	the Ordinary Shares of £0.001 each in the capital of the Company
<b>“Registrar”</b>	Computershare Investor Services PLC
<b>“RNS”</b>	regulatory news service