

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000, as amended. If you have sold or otherwise transferred all your shares in Coro Energy plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

A form of proxy for the General Meeting is enclosed. Whether or not you intend to be present at the meeting, please:

- complete the form of proxy and return it in accordance with the instructions printed on it so as to reach the Company's registrar no later than 10.00 a.m. on 11 March 2019; or
- if you are a CREST member, by using the service provided by Euroclear.

Further details are given in the notes to this document on page 4. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting in person, should you so wish.

NOTICE OF GENERAL MEETING

CORO ENERGY PLC

(registered in England and Wales No. 10472005)

Notice is hereby given that a General Meeting ("**GM**") of Coro Energy plc (the "**Company**") will be held at The Court Room, Glaziers Hall, 9 Montague Close, London Bridge, SE1 9DD on 13 March 2019 at 10.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions (the "**Resolutions**").

1. BACKGROUND TO, AND REASONS FOR, THE RESOLUTIONS

As set out in the Company's announcements of 11 February 2019:

- (a) the Company has signed a binding conditional agreement to acquire a 15 per cent. stake in the Duyung Production Sharing Contract ("**PSC**") in the West Natuna basin, offshore Indonesia which contains the Mako gas field, from West Natuna Exploration Limited ("**WNEL**"), a private company which in turn is 100 per cent. owner and operator of the PSC. The shareholders of WNEL currently comprise Conrad Petroleum Limited (90 per cent.), a private company based in Singapore, and the AIM-listed E&P company Empyrean Energy plc (10 per cent.). Under the agreement, the Company will pay a cash and shares consideration to the owners of WNEL of \$4.8 million (comprising \$2.95 million in cash and \$1.85 million in ordinary shares of £0.001 in the capital of the Company ("**Ordinary Shares**")) and contribute \$10.5 million toward the 2019 drilling campaign, in order to earn the 15 per cent. stake in the PSC (the "**Acquisition**"); and
- (b) in order to satisfy the remaining \$10.5 million cash element of the transaction, and to meet general corporate and administrative expenses, one of the Company's cornerstone investors, Lombard Odier Asset Management (Europe) Limited and new key institutional investor Pegasus Alternative Fund Ltd (SAC) (the "**Institutional Investors**") will subscribe for and underwrite (respectively) a minimum issue of €22.5 million Eurobonds (the "**Eurobond Issue**"). The Eurobonds will be issued on the following terms:
 - (i) the Eurobonds will be senior secured over the Company's shares held in operating subsidiaries for its existing assets and the PSC, and will be automatically subordinated to any senior development or reserve base lending debt, secured by the Company, in excess of \$30 million as it moves to develop portfolio assets;
 - (ii) the Eurobonds will be issued at 85 per cent. of par value, such that the Company will receive €19.125 million of which half will be designated as Tranche A Bonds which will carry a 5 per cent. annual cash coupon and half as Tranche B Bonds which will accrue a 5 per cent. annual coupon

which will be payable in cash on redemption. In addition, there will be a 7 per cent. origination fee payable to the Institutional Investors in respect of the Eurobond Issue;

- (iii) the Eurobonds will be listed on a relevant European exchange;
- (iv) the Eurobonds will have a redemption date that is 3 years from the issue date at 100 per cent. of par value plus any accrued and unpaid coupon, and may be repaid earlier by the Company at its option at 100 per cent. of par value plus any accrued and unpaid coupon;
- (v) the Company is required to firstly apply the proceeds of any asset disposal towards early redemption and the Eurobonds may be required to be repaid earlier at 105 per cent. of principal value (plus accrued and unpaid coupon) upon the occurrence of certain usual events of default;
- (vi) the Eurobond issue is subject to final documentation being agreed and various conditions precedent (including no material adverse change) and is expected to complete in late March to early April 2019;
- (vii) the Eurobonds will also have warrant coverage equal to 5 per cent. of the notional Eurobond issue, or approximately 42 million warrants based on the closing price at 7 February 2019, with each warrant entitling the holder to subscribe for ten new Ordinary Shares at an exercise price of 4 pence per new Ordinary Share, representing a 60 per cent. premium to the closing price on 7 February 2019 and expected to result in the issue of warrants over a total of around 420 million Ordinary Shares (calculated at the closing share price on 7 February 2019, with final numbers dependent on the share price at the time of the warrant issue) at any time over the next 3 years from the date of issue;
- (viii) the €22.5 million Eurobond issue is being subscribed for or underwritten by the two Institutional Investors as to 50 per cent. each. These investors will receive in aggregate a fee of 6 million warrants. Each warrant entitles the holder to subscribe for ten new Ordinary Shares at a price of 4 pence per new Ordinary Share at any time over the next 3 years from the date of issue;
- (ix) the debt is secured over the share capital of the Company's subsidiaries which hold the existing underlying assets and the PSC. If the Company is unable to repay or renegotiate the debt at the end of the term, the bondholders could seek to call in their security and take possession of the assets over which security has been given by the Company; and
- (x) the Company currently has a number of strategies in place to either extinguish or re-finance the debt at the date of maturity. These include the possibility of negotiating new terms with the Institutional Investors, the selling of assets or securing a new debt package on more commercial terms.

The Ordinary Shares forming part of the Acquisition consideration (the "**Consideration Shares**") have been priced at a 30 day VWAP of the Company's share price up to the date of signing of the Acquisition agreement, which is set at 2.3492 pence per Ordinary Share. As such, 60,905,037 Consideration Shares will be issued to the WNEL owners. The Directors have sufficient existing authority to issue the Consideration Shares.

The Company is seeking authority to enable the Directors to issue Ordinary Shares (or securities exercisable or convertible into Ordinary Shares), generally and free of pre-emption rights, up to an aggregate nominal amount of £500,000 (which equates to 500,000,000 Ordinary Shares), so as to be able to satisfy its obligations in respect of the Acquisition, through enabling the Eurobond Issue (or, if necessary or desirable, an alternative fundraising) to proceed (and to meet general corporate and administrative expenses) (the "**Relevant Securities**").

As such:

- (i) Resolution 1 deals with the Directors' general authority to allot the Relevant Securities in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**"). If passed, Resolution 1 will authorise the Directors to allot up to 500,000,000 Ordinary Shares of 0.1p each, which represent approximately 70 per cent. of the Company's issued share capital as at 21 February 2019 (being the latest practicable date prior to publication of this document). The authority granted by Resolution 1 will, if approved, expire on the conclusion of the Company's annual general meeting in 2019, save in relation to offers or agreements made prior thereto which would or might require the issue or grant of Ordinary Shares or rights after such date.

- (ii) Resolution 2 deals with the Directors' authority to allot the Relevant Securities free of pre-emption rights. If passed, Resolution 2 will give the Directors power, pursuant to the authority to allot granted by Resolution 1, to allot the Relevant Securities without first offering them to existing shareholders in proportion to their existing holdings. The power granted by this resolution will expire on the conclusion of the Company's annual general meeting in 2019, save in relation to offers or agreements made prior thereto which would or might require the issue or grant of Ordinary Shares or rights after such date.

IMPORTANT:

If the Resolutions are not approved by shareholders at the GM, the Directors will not be able to issue the Relevant Securities, in which event the Company would be required to seek alternative sources of financing and may not be in a position to complete the Acquisition or Eurobond Issue. There can be no guarantee that the Company would be successful in securing alternative financing (or that any alternative financing secured would be on terms favourable to the Company). If the Company is unable to complete the Acquisition, the Company will be unable to recover the \$2.95 million paid to WNEL on 11 February 2019.

2. THE RESOLUTIONS

The Resolutions to be proposed at the GM are as follows (being, as to Resolution 1, an ordinary resolution, and as to Resolution 2, a special resolution).

ORDINARY RESOLUTION

1. **THAT**, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**2006 Act**"), to exercise all of the powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £500,000, provided that such authorities shall expire at the conclusion of the annual general meeting of the Company in 2019 (unless renewed, varied or revoked by the Company prior to its expiry), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

SPECIAL RESOLUTION

2. **THAT** the Directors be generally and unconditionally empowered under section 570 of the 2006 Act to exercise all powers of the Company to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the authorisation conferred by Resolution 1 as if section 561(1) of the 2006 Act did not apply to any such allotment (or sale), provided that this power shall be limited to the allotment of further equity securities (or sale of treasury shares) up to an aggregate nominal amount of £500,000 provided that such authority shall expire at the conclusion of the annual general meeting of the Company in 2019 (unless renewed, varied or revoked by the Company prior to its expiry), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

By order of the Board

AMBA Secretaries Limited
Company Secretary

22 February 2019

Registered Office
40 George Street
Marylebone
London
W1U 7DW

Notes:

- (1) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the GM (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company no later than close of business on the day that is 48 hours before the time for holding the meeting or any adjournment of it (excluding non-working days). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (2) Only holders of ordinary shares are entitled to attend and vote at this meeting. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the GM. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. A form of proxy for the meeting is enclosed. To be valid any proxy form or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) by our registrar, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, no later than 48 hours before the time for the holding of the meeting (excluding non-business days) or any adjournment of it. If you are a CREST member, see note 3 below. Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.
- (3) Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below. 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(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via www.euroclear.com/CREST) subject to the provisions of the Articles. 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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of the GM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear 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 provider(s) 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.
- (4) 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.
- (5) Any member 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 meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting 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 meeting that the question be answered.
- (6) Copies of Executive Directors' service agreements, copies of the terms and conditions of appointment of Non-Executive Directors and a copy of the existing memorandum and Articles are available for inspection at the Company's registered office during normal business hours from the date of this notice until the close of the GM (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the meeting for at least 15 minutes prior to and during the meeting. A copy of this notice can be found at www.coroenergyplc.com.
- (7) As at 21 February 2019 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 718,522,049 ordinary shares of 0.1p each, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at that date are 718,522,049.
- (8) You may not use any electronic address (within the meaning of section 333(4) of the 2006 Act) provided in this Notice of Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.