



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. This document gives notice of the 2017 Annual General Meeting of Hague and London Oil PLC and sets out the resolutions to be voted on at the meeting. If you are in any doubt about the contents of this document or as to what action to take you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised pursuant to the Financial Services and Markets Act 2000.**

If you sell or have sold or otherwise transferred all of your ordinary shares in Hague and London Oil PLC ("HALO" or the "Company") please send this document, together with the accompanying form of proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

## **HAGUE AND LONDON OIL PLC**

(Incorporated and registered in England & Wales with Registered No. 03793723)

### **NOTICE OF 2017 ANNUAL GENERAL MEETING**

A letter from the Chairman of the Company explaining the background to and the reasons for the proposed resolutions, including granting authority to the Directors to allot relevant securities and the disapplication of pre-emption rights, is set out on pages 3 to 4 of this document. **You are recommended to vote in favour of the Resolutions to be proposed at the Annual General Meeting as the Directors intend to do in respect of shares beneficially owned by them.**

The notice convening the Annual General Meeting of the Company is set out at the end of this document. The Annual General Meeting will be held at the offices of Smith & Williamson LLP at Portwall Place, Portwall Lane, Bristol, BS1 6NA on Friday, 30 June 2017 at 10.00 a.m. **A form of proxy for use at the meeting is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon as soon as possible but in any event so as to be received by the Company's registrars, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, BR3 4TU by not later than 10.00 a.m. on Wednesday, 28 June 2017.** The completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

This document does not comprise or form part of any offer or invitation to acquire or to dispose of or to subscribe for any interests in shares or securities in the Company and none of its contents nor the fact of its existence may be relied on in connection with any contract therefor.

## DEFINITIONS

<b>the “Act”</b>	the Companies Act 2006;
<b>“Annual General Meeting” or “AGM”</b>	the annual general meeting (and any adjournment of that meeting) of the Company to be held at the offices of Smith & Williamson LLP at Portwall Place, Portwall Lane, Bristol, BS1 6NA at 10.00 a.m. on Friday, 30 June 2017 and convened by the notice which is set out at the end of this document;
<b>“Articles”</b>	the Articles of Association of the Company;
<b>“Chairman”</b>	the Chairman of the Company;
<b>the “Company” or “HALO”</b>	Hague and London Oil PLC, registered number 03793723 and having its registered office at 6 Charlotte Street, Bath, BA21 2NE;
<b>“Directors”</b>	the directors of the Company whose names are set out on page 3 of this document;
<b>“Form of Proxy”</b>	the form of proxy accompanying this document for use by Shareholders at the Annual General Meeting;
<b>“Notice of Annual General Meeting”</b>	the notice of the Annual General Meeting set out at the end of this document;
<b>“Ordinary Shares”</b>	ordinary shares of 4 pence each in the capital of the Company;
<b>“Resolutions”</b>	together the ordinary resolutions and the special resolutions proposed at the Annual General Meeting;
<b>“Shareholders”</b>	the persons who are registered as holders of Ordinary Shares from time to time.

# LETTER FROM THE CHAIRMAN

## Hague and London Oil PLC

(Incorporated and registered in England & Wales with Registered No. 03793723)

*Directors:*

Andrew Cochran (Executive Chairman and Interim Chief Executive Officer)  
William Phelps (Non-Executive Director)

*Registered Office:*

6 Charlotte Street  
Bath  
BA1 2NE

7 June 2017

*To Shareholders*

Dear Shareholder,

### Notice of Annual General Meeting

#### Introduction and Background

I am pleased to invite you to the Company's 2017 Annual General Meeting, which will be held at the offices of Smith & Williamson LLP at Portwall Place, Portwall Lane, Bristol, BS1 6NA on Friday, 30 June 2017 at 10.00 a.m.

By way of an explanation of the business to be put before the meeting, the proposed resolutions are as follows (Resolutions 1 to 3 being Ordinary Resolutions and Resolution 4 being a Special Resolution).

#### Ordinary Business

**Resolution 1:** To receive and adopt the audited report and accounts of the Company for the period ended 31 December 2016.

**Resolution 2:** To reappoint Nexia Smith & Williamson Audit Limited as the Company's auditors. The Company is required to appoint an auditor at each Annual General Meeting at which accounts are laid before shareholders, to hold office until the next such meeting. This Resolution proposes that Nexia Smith & Williamson Audit Limited be re-appointed as auditor for the current year and that the Directors be authorised to set their fees.

**Resolution 3:** To grant the Directors power to allot shares and rights to subscribe for shares. This resolution grants the Directors authority to allot shares in the capital of the Company and other relevant securities up to an aggregate nominal value of £965,343.44 (being 24,133,586 Ordinary Shares) representing approximately 100% of the nominal value of the issued Ordinary Share capital of the Company as at 6 June 2017, being the last practical date prior to the publication of this notice.

The directors currently have no firm intention to issue shares pursuant to this power, but consider it prudent to have this power so as to be able to act on short notice to take advantage of possible opportunities that may arise. Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company.

The directors may, in due course, propose an issue of new equity to raise finance in connection with the conditional acquisition of the entire issued share capital of Tullow 101 Netherlands B.V. (the "Acquisition"), announced by the Company on 10 April 2017. Any such equity issue would be conditional (inter alia) upon Shareholder approval of the Acquisition. Shareholder approval will be sought (and other matters in connection with the Acquisition considered) at a separate general meeting of the Company, to be convened in due course.

#### Special Business

**Resolution 4:** To authorise the directors in certain circumstances to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are where the allotment takes place in connection with (i) an open offer or rights issue; or (ii) the allotment of shares under the Company's unapproved share option plan up to an aggregate nominal amount not exceeding £35,500 (being 887,500 Ordinary Shares); or (iii) the allotment of shares on such terms and to such persons as the Board may determine up to an aggregate nominal amount not exceeding £965,343.44 (being 24,133,586 Ordinary Shares). Any allotment is limited to a maximum nominal amount of £965,343.44 representing approximately 100% of the nominal value of the issued Ordinary Share capital of the Company as at 6 June 2017, being the last practical date prior to the publication of this notice. Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company.

Action to be taken in respect of the Annual General Meeting by the holders of Ordinary Shares

Set out at the end of this document is the notice convening the Annual General Meeting of the Shareholders to be held at the offices of Smith & Williamson LLP at Portwall Place, Portwall Lane, Bristol, BS1 6NA on Friday, 30 June 2017 at 10.00 a.m., at which the Resolutions will be proposed.

A Form of Proxy for use at the Annual General Meeting of the Shareholders is enclosed with this document.

Whether or not you intend to attend and participate at the Annual General Meeting, the Form of Proxy should be completed and signed in accordance with the instructions on it and in accordance with the Articles (including any ancillary documentation and evidence as may be required by the Articles) and returned to the Company's registrars, **Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, BR3 4TU** as soon as possible, but in any event so as to be received not later than 10.00 a.m. on Wednesday, 28 June 2017.

The completion and return of the Form of Proxy will not preclude you from attending the Annual General Meeting and voting in person should you so wish.

Recommendation

The Directors consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend that you vote in favour of the Resolutions as set out in the Notice of the Annual General Meeting, as your Directors intend to do or procure to be done in respect of their legal and beneficial holdings of Ordinary Shares.

Yours faithfully

Andrew Cochran,  
**Chairman**

Company Number: 03793723

## HAGUE AND LONDON OIL PLC

(the "Company")

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **ANNUAL GENERAL MEETING ("AGM")** of the Company will be held at the offices of Smith & Williamson LLP at Portwall Place, Portwall Lane, Bristol, BS1 6NA on Friday, 30 June 2017 at 10.00 a.m. for the purposes of transacting the following business.

#### Ordinary Business

To consider and, if thought fit, pass Resolutions 1, 2 and 3 as Ordinary Resolutions:

- 1 To receive and adopt the Report of the Directors and the audited accounts for the period ended 31 December 2016.
- 2 To re-appoint Nexia Smith & Williamson Audit Limited as auditors of the Company and to authorise the directors to fix their remuneration.
- 3 That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, other than in respect of any allotments made prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to issue and allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company (being "relevant securities") up to an aggregate nominal amount of £965,343.44 (being 24,133,586 ordinary shares of 4 pence each in the capital of the Company ("Ordinary Shares"))) provided that, unless previously revoked, varied or extended, this authority shall expire on the conclusion of the AGM of the Company to be held in 2018, 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 Business

To consider and, if thought fit, pass Resolution 4 as a Special Resolution:

- 4 That (subject to the passing of Resolution 3 above) the directors be, and they are, empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company pursuant to the authority of the directors under Section 551 of the Act conferred by Resolution 3 above, for cash, as if Section 561(1) of the Act did not apply to such allotment, provided that:
- a. the power conferred by this resolution shall be limited to the allotment of:
    - i. equity securities in connection with a rights issue, open offer or pre-emptive offer to holders on the register of the Ordinary Shares on a date fixed by the directors where the equity securities respectively attributed to the interests of all those shareholders are proportionate (as nearly as practicable) to the respective numbers of Ordinary Shares held by them on that date but the directors of the Company may make such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; or
    - ii. (other than under paragraph (a)(i) above) equity securities up to an aggregate nominal amount not exceeding £35,500 (being 887,500 Ordinary Shares) under the Company's unapproved share option plan in relation to options previously granted; or
    - iii. (other than under paragraphs (a) (i) and (ii) above) equity securities up to an aggregate nominal amount not exceeding £965,343.44 (being 24,133,586 Ordinary Shares) on such terms and to such persons as the Board may determine, such authority to allot being in addition to any authority given in the Company's Articles of Association or otherwise to allot equity securities without any rights of pre-emption; and
  - b. unless previously revoked, varied or extended, this power shall expire on the earlier of 15 months from the passing of this resolution and conclusion of the AGM of the Company to be held in 2018 except that the Company may before the expiry of this power 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 such an offer or agreement as if this power had not expired.

By order of the Board

**Brian Marshall FCA**  
Company Secretary

7 June 2017

Registered Office:  
6 Charlotte Street,  
Bath BA1 2NE

## Notes:

- 1 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those shareholders registered in the register of members of the Company as at close of business on 28 June 2017 (or if the AGM is adjourned 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend, speak and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members at that time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
- 2 If you wish to attend the AGM in person, you should make sure that you arrive at the venue for the AGM in good time before the commencement of the meeting. You may be asked to provide proof of your identity in order to gain admission.
- 3 A member who is entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and vote instead of him. A member may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the AGM in order to represent his appointer. A proxy vote must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the AGM (although voting in person at the AGM will terminate the proxy appointment). A proxy form is enclosed. The notes to the proxy form include instructions on how to appoint the Chairman of the AGM or another person as proxy. You can only appoint a proxy using the procedures set out in these Notes and in the notes to the proxy form.
- 4 To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrar, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham BR3 4TU, by no later than 10.00 a.m. on 28 June 2017.
- 5 CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the AGM (and any adjournment thereof) by following 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) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- 6 In order for a proxy appointment or instruction 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 ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to 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 Company's agent (RA10) by the last time(s) for receipt of proxy appointments specified in Note 4. 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 Company's registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members (and, where applicable, their CREST sponsors or voting service providers) 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, to procure that his CREST sponsor or voting service provider takes) 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.
- 7 You may not use any electronic address provided either in this notice of the AGM or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
- 8 In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
- 9 A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Notes 3 to 6 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.