



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. This document gives notice of the 2020 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 2020 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 Company's offices at Nieuwe Uitleg 24, 2514 BR, The Hague, Netherlands, on Tuesday 30 June 2020 at 11.00 a.m. CET (10.00 a.m. BST).

Currently, shareholders are strongly advised not to attend the general meeting as a result of the COVID-19 pandemic and the measures put in place to limit the spread of COVID-19. Shareholders who do seek to attend the general meeting will not be admitted to the meeting. Although this is an unusual step, we will be minimising contact between shareholders and our board members. We are planning to conduct the meeting with the minimum necessary quorum of two shareholders present in person or by proxy. Social distancing measures will be in place. Shareholders are therefore encouraged to submit a Form of Proxy. Shareholders are urged to appoint the Chair of the meeting as his or her proxy in light of the COVID-19 virus. Shareholders and their proxies will (other than the chairperson) not be allowed to attend the meeting in person.

The Company no longer posts proxy voting cards to shareholders to reduce its impact on the environment. In order to vote at the AGM, shareholders should use the electronic proxy appointment service offered by the Company's registrars, Link Asset Services, at [www.signalshares.com](http://www.signalshares.com). This represents a faster and more secure method of voting. You may need to register for the Share Portal Service if you have not already done so. All such votes must be received by 11.00 a.m. CET (10.00 a.m. BST) on 26 June 2020. Although the Company will no longer be producing hard copy proxy forms, a paper copy may be requested by contacting Link Asset Services on 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or email Link at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk). Calls will be charged at local rate. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

To register for the electronic proxy appointment service you will need your Investor Code ('IVC') which can be found on your share certificate. Once registered, you will immediately be able to vote.

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 Nieuwe Uitleg 24, 2514 BR, The Hague, Netherlands at 11.00 a.m. (10.00 a.m. BST) on Tuesday 30 June 2020 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, BA1 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 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)  
Rasik Valand (Non-Executive Director)

### Registered Office:

6 Charlotte Street  
Bath  
BA1 2NE

8 June 2020

### To Shareholders

Dear Shareholder,

## Annual Report and Accounts and Notice of Annual General Meeting

### Introduction and Background

Please accept this letter as notification from the Company that the Annual Report and Accounts for the year ended 31 December 2019 and Notice of its Annual General Meeting ("AGM") have now been published on the Company's website at [www.haloil.co.uk](http://www.haloil.co.uk) and are enclosed for shareholders who have elected to receive hard copies.

The Company's AGM will be held at the Company's offices at Nieuwe Uitleg 24, 2514 BR, The Hague, Netherlands on Tuesday 30 June 2020 at 11.00 a.m. CET (10.00 a.m. BST).

In light of current social distancing measures relating to the outbreak of COVID-19, shareholders are strongly encouraged to submit a proxy vote in advance of the meeting and are encouraged to appoint the Chairman as their proxy rather than a named person who will not be permitted to attend the meeting. Please complete a Form of Proxy and submit it to our Registrar, Link Market Services Limited ("Link") (contact details below), as soon as possible. They must receive it by 10.00 a.m. (BST) on 26 June 2020.

This letter does not contain the full details of the resolutions to be tabled at the meeting, these are contained in the AGM Notice and should be read before you complete your vote.

### 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 Company's offices at Nieuwe Uitleg 24, 2514 BR, The Hague, Netherlands on Tuesday 30 June 2020 at 11.00 a.m. CET (10.00 a.m. BST), at which the Resolutions will be proposed.

The Company no longer posts proxy voting cards to shareholders to reduce its impact on the environment. In order to vote at the AGM, shareholders should use the electronic proxy appointment service offered by the Company's registrars, Link Asset Services, at [www.signalshares.com](http://www.signalshares.com). This represents a faster and more secure method of voting. You may need to register for the Share Portal Service if you have not already done so. All such votes must be received by 11.00 a.m. (10.00 a.m. BST) on 26 June 2020. Although the Company will no longer be producing hard copy proxy forms, a paper copy may be requested by contacting Link Asset Services on 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or email Link at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk). Calls will be charged at local rate. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

To register for the electronic proxy appointment service you will need your Investor Code ('IVC') which can be found on your share certificates. Once registered, you will immediately be able to vote.

### Right to receive hard copy documents

You may request a hard copy of the Annual Report and Accounts, AGM Notice or hard copy proxy form for the AGM by submitting a request to Link (contact details below). All valid requests will be dealt with as soon as possible and hard copies mailed by not later than two business days following such requests.

### Link - Contact details

Link can be contacted on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales

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 Nieuwe Uitleg 24, 2514 BR, The Hague, Netherlands, on Tuesday 30 June 2020 at 11.00 a.m. CET (10.00 a.m. BST). for the purposes of transacting the following business.

#### Ordinary Business

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

- 1 To receive and adopt the Report of the Directors and the audited accounts for the period ended 31 December 2019.
- 2 To re-appoint Andrew Cochran, who has been appointed by the Board and retires in accordance with the Articles of Association of the Company, as a Director of the Company.
- 3 To re-appoint William Phelps, who has been appointed by the Board and retires in accordance with the Articles of Association of the Company, as a Director of the Company.
- 4 To re-appoint Rasik Valand, who has been appointed by the Board and retires in accordance with the Articles of Association of the Company, as a Director of the Company.
- 5 To re-appoint BDO LLP as auditors of the Company and to authorise the directors to fix their remuneration.
- 6 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 £1,195,473.48 (being 29,886,837 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 2021, 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 7 as a Special Resolution:

- 7 That the directors 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 wholly for cash pursuant to the authority of the directors under Section 551 of the Act conferred by resolution 3, in each case 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;
    - 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);
    - iii. (other than under paragraphs (a) (i) and (ii) above) equity securities wholly for cash or otherwise up to an aggregate nominal amount not exceeding £1,195,473.48 (being 29,886,837 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 2021 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

**Matthew Small**  
Company Secretary

8 June 2020

Registered Office:  
6 Charlotte Street,  
Bath BA1 2NE

## Notes:

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on Friday 26 June 2020. 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 Meeting. Please consider the current Covid-19 restrictions previously referred to above regarding attendance in person.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 11.00am (10.00 a.m. BST) on Tuesday 30 June 2020 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part 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 Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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).
5. 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 Meeting.
6. You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - You may request a hard copy form of proxy directly from the registrars, Link Asset Services on Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In each case the appointment of a proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 10.00 am (BST) on Friday 26 June 2020.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so. However, please bear in mind the Covid-19 restrictions on attendance in person mentioned above.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). 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.
10. 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 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 RA10) by 10.00am (BST) on Friday 26 June 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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.
11. 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.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
13. As at 1 June 2020 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 29,886,836 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 1 June 2020 are 29,886,836.
14. Any shareholder attending the Meeting 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.

15. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting:

copies of the Directors' letters of appointment or service contracts.

16. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) 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.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at [www.haloil.co.uk](http://www.haloil.co.uk)