

24 May 2017

Dear Shareholder

Please find attached the Notice of Annual General Meeting ('AGM') to be held on Thursday 29 June 2017 (the "AGM"). As is our usual practice we shall be seeking renewal of consents passed at last year's AGM as well as affirming the re-election of directors retiring in accordance with the Company's Articles of Association.

At this year's AGM, there are 6 resolutions which the shareholders are asked to approve. Resolutions 1 to 5 are proposed as ordinary resolutions which means that more than half the votes cast must be in favour of the resolution in order for it to be passed. Resolution 6 is a special resolution which means that at least three-quarters of the votes cast must be in favour of the resolution. An explanation of some of the main resolutions to be tabled is given below.

**Resolutions 3 & 4 – Re-election of directors:**

In accordance with Article 84 (5) of the Company's Articles of Association Neil Pike and Ian Vann are standing for re-election. Short biographical details of Neil Pike and Ian Vann are set out on page 19 of the Annual Report 2016.

**Resolution 5 – Allotment of share capital:**

This resolution will, if passed, provide your directors with flexibility to issue shares within the limits prescribed by the Investment Association (formerly the Association of British Insurers) and the National Association of Pension Funds. It will authorise your directors to allot to ordinary shareholders up to one third of the issued share capital as at 24 May 2017, being a maximum nominal amount of US\$8,789,301.30. This is restricted to offers for cash on a pre-emptive basis or consideration on a non-pre-emptive basis for other than cash. It will also authorise your directors to allot to ordinary shareholders a further third of Serica's issued ordinary share capital by way of a rights issue, being a further aggregate nominal amount of US\$8,789,301.30. The authority will expire on 30 June 2018 or at the conclusion of the next annual general meeting whichever is earlier.

Directors:  
Antony Craven Walker (Executive Chairman)  
Jeffrey Harris  
Neil Pike  
Ian Vann

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5450950)  
Registered office: 52 George Street, London W1U 7EA

**Resolution 6 – Disapplication of statutory pre-emption rights:**

This resolution will, if passed, renew broadly on the same terms the authority given at last year’s annual general meeting enabling your directors (apart from offers or invitations to shareholders in proportion to their holdings of shares) to allot, for cash, an amount of the shares authorised for allotment under Resolution 5 up to a maximum of 10% of Serica’s issued share capital as at 24 May 2017 without being required to comply with statutory pre-emption rights. The purpose is to enable Serica to take advantage of specific opportunities to raise additional finance quickly if required, and without the time, cost and expense of the Company having to produce a prospectus.

Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy in accordance with its instructions and return it to Capita Asset Services.

It is the intention of management to give an update on the Company’s performance and forward strategy at the meeting and we look forward to as many shareholders as possible attending the AGM.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Antony Craven Walker', is written over a horizontal line. A vertical line extends downwards from the signature towards the printed name below.

**Antony Craven Walker**  
Executive Chairman

## **SERICA ENERGY plc**

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5450950)

### **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of Serica Energy plc (the "Company") will be held on Thursday 29 June 2017 (the "Meeting") at 11.00 am (British Summer Time) at Durrants Hotel, 26-32 George Street, London W1H 5BJ for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 5 will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution:

### **ORDINARY RESOLUTIONS**

1. to receive the consolidated financial statements and the reports of the board of directors and of the auditors for the year ended 31 December 2016;
2. to re-appoint the auditors, Ernst & Young LLP, and to authorise the board of directors to fix their remuneration;
3. to re-elect Neil Pike as a director of the Company in accordance with Article 84 (5) of the Company's Articles of Association;
4. to re-elect Ian Vann as a director of the Company in accordance with Article 84 (5) of the Company's Articles of Association;
5. that the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):
  - i. up to an aggregate nominal amount of US\$8,789,301.30; and
  - ii. in addition to the amount referred to in paragraph (i) above up to a further aggregate nominal amount of US\$8,789,301.30 in connection with a rights issue to:
    - (a) holders of ordinary shares made in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date that the Directors may determine for such allotment; and
    - (b) holders of any other class of equity securities if this is required by the rights attaching to those securities or if the Directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

provided that this authority shall expire on 30 June 2018 or, if earlier, the date of the next Annual General Meeting of the Company, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot relevant securities be and are hereby revoked.

## **SPECIAL RESOLUTION**

6. that the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 5 or by way of a sale of treasury shares as if section 561(1) of the Companies Act 2006 did not apply to such allotment provided that this power shall be limited to:
- i. the allotment of equity securities in connection with an issue or offer of securities (but, in the case of the authority granted under paragraph (ii) of Resolution 5, by way of a rights issue only) in favour of holders of ordinary shares on the register of members at such record date as the directors may determine where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, or legal or practical problems under the laws of, or the requirements of any regulatory authority or stock exchange in, any territory or any other matter; and
  - ii. the allotment otherwise than pursuant to 6(i) above, to any person or persons of equity securities up to an aggregate nominal amount of US\$2,636,790.40;

and shall expire upon the expiry of the general authority conferred by Resolution 5 above, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuant of such offer or agreement as if this power had not expired.

The letter from the Chairman provides additional information relating to the matters to be dealt with at the Meeting.

Shareholders are invited to attend the Meeting. Registered shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of proxy and to return it to the Company's registrars, Capita Asset Services at PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF in the United Kingdom. In the case of non-registered shareholders who receive these materials through their broker or other intermediary, the shareholder should complete and send the form of proxy in accordance with the instructions provided by their broker or other intermediary. To be effective, a proxy must be received by Capita Asset Services not later than 48 hours before the time appointed for the Meeting or any adjournment thereof, together with any power of attorney or other authority (or a certified copy thereof) under which it is signed.

**DATED 24 May 2017**

**BY ORDER OF THE BOARD OF DIRECTORS**

Antony Craven Walker  
Executive Chairman

## 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 AGM (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 as at close of business on the day that is two days before the time for holding the meeting or any adjournment of it. 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 AGM. 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, Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Kent BR3 4ZF, no later than 48 hours before the time for the holding of the meeting 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 AGM and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the provisions of the Company's articles of association. 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 AGM. 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 AGM 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 of association 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 AGM (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.serica-energy.com](http://www.serica-energy.com).
7. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) 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.