

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000, as amended (the "FSMA") if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or sell or have otherwise transferred or transfer all of your Ordinary Shares please send this document at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was/is effected for delivery to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such an act would constitute a violation of the securities laws of any such jurisdiction.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made for the Consideration Shares to be admitted to trading on AIM. Subject to, *inter alia*, the Resolution being passed, it is expected that Admission will become effective and dealings in the Consideration Shares will commence on AIM in March 2023. The Consideration Shares being issued in connection with the Acquisition will, on Admission, rank in full for all dividends and other distributions thereafter declared, made or paid on the Ordinary Shares of the Company and will rank *pari passu* in all other respects with the Existing Ordinary Shares, including as regards the right to receive all dividends or other distributions declared, made or paid after Admission.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom's Financial Conduct Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document.

Serica Energy PLC

(Incorporated in the England Wales under the Companies Act 1985 with registered number 05450950)

Proposed acquisition of Tailwind Energy Investments Ltd

Proposed allotment and issue of up to 111,048,124 Consideration Shares

Notice of General Meeting

This document should be read as a whole. Your attention is drawn, in particular, to the letter from the Chair of the Company set out in Part 1 (*Letter from the Chair of Serica*) of this document, which recommends that you vote in favour of the Resolution to be proposed at the General Meeting. Notice of a General Meeting of the Company to be held at the offices of Peel Hunt LLP, 100 Liverpool Street, London EC2M 2AT on at 11 a.m. 27 January 2023 is set out at the end of this document.

Shareholders will not receive a hard copy form of proxy for the General Meeting in the post. Shareholders may appoint a proxy electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the "Vote Online Now" link. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ("IVC") which can be found on your share certificate. Proxy votes should be submitted as early as possible and in any event, by no later than 11 a.m. on 25 January 2023. You may request a hard copy proxy form directly from the Registrars, Link Group by emailing shareholderenquiries@linkgroup.co.uk or by post at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. To be valid, any hard copy proxy form must be received by post or (during normal business hours only) by hand at Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 11 a.m. on 25 January 2023.

The issue of the Consideration Shares does not constitute an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the UK Prospectus Regulation (together with the Prospectus Regulation Rules) and has not been approved by the FCA, the London Stock Exchange or any other authority or regulatory body nor has it been approved for the purposes of section 21 of FSMA. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules for Companies.

Peel Hunt LLP ("**Peel Hunt**"), which is authorised and regulated in the UK by the FCA, is acting for the Company in connection with the Acquisition and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of Peel Hunt or for advising any other person in respect of the Acquisition or any transaction, matter or arrangement referred to in this document. Peel Hunt's responsibilities as the Company's nominated adviser and broker under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company, or to take any other action, in reliance on any part of this document.

N. M. Rothschild & Sons Limited ("**Rothschild & Co**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as joint financial adviser to the Company and no one else in connection with the Acquisition and will not regard any other person as its client in relation to the Acquisition and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Rothschild & Co or its affiliates nor for providing advice in relation to the Acquisition, nor for providing advice in relation to the contents of this document or the Acquisition or any transaction, arrangement or matter referred to in this document.

Jefferies International Limited ("**Jefferies**"), which is authorised and regulated by the FCA in the United Kingdom, is acting as joint financial adviser to the Company and no one else in connection with the Acquisition and will not regard any other person as its client in relation to the Acquisition and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Jefferies or its affiliates nor for providing advice in relation to the Acquisition, nor for providing advice in relation to the contents of this document or the Acquisition or any transaction, arrangement or matter referred to in this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Peel Hunt, Rothschild & Co or Jefferies by FSMA or the regulatory regime established thereunder, none of Peel Hunt, Rothschild & Co or Jefferies accepts any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company or the Acquisition. Each of Peel Hunt, Rothschild & Co and Jefferies accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

Unless otherwise indicated, all references in this document to "£", "pounds", "pounds sterling" or "sterling" are to the lawful currency of the United Kingdom.

Certain data in this document including financial, statistical and operating information have been rounded to the nearest whole number or the nearest decimal place. Therefore, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data. In addition, certain numbers presented in this document reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the numbers that would be derived if the relevant calculations were based upon the rounded numbers.

A copy of this document is available at the Company's website at www.serica-energy.com/investors. The contents of the Company's website (or any other website) do not form part of this document.

This document is dated 9 January 2023.

TABLE OF CONTENTS

	Page
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	4
DEFINITIONS	5
DIRECTORS, SECRETARY AND ADVISERS.....	8
PART 1 LETTER FROM THE CHAIR OF SERICA	9
PART 2 SUMMARY OF THE PRINCIPAL TERMS OF THE ACQUISITION	16
NOTICE OF GENERAL MEETING.....	21

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Acquisition	20 December 2022
Publication of this document (including the Notice of General Meeting)	9 January 2023
Latest time and date for receipt of electronic proxy appointment or completion and transmission of CREST Proxy Instructions or Forms of Proxy	11 a.m. on 25 January 2023
General Meeting	11 a.m. on 27 January 2023
Expected date of Completion, Admission and commencement of dealings in the Consideration Shares on AIM	March 2023
Long stop date for Completion	28 April 2023

Notes:

- (1) All references to times and dates in this document are to times and dates in London, United Kingdom unless otherwise stated.
- (2) The times set out in the expected timetable of principal events above and mentioned throughout this document may be adjusted by the Company, in which event details of the new times and dates will be notified to the London Stock Exchange, and, where appropriate, Shareholders, through the release of an announcement to a Regulatory Information Service.
- (3) **Completion of the Acquisition is conditional upon, among others, the satisfaction or, where applicable, waiver of the conditions in the SPA. There can be no certainty if or when all the conditions in the SPA will be satisfied or, where applicable, waived and therefore no certainty as at the date of this document regarding the date of Completion.**

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires.

"2022 Annual General Meeting"	the annual general meeting of the Company held on 30 June 2022;
"2C"	the best estimate of contingent resources;
"2P"	total proven and probable reserves;
"Acquisition"	the acquisition by Serica of the entire issued share capital of the Target from the Seller;
"Admission"	admission of the Consideration Shares to trading on AIM;
"AIM"	AIM, a market operated by the London Stock Exchange;
"AIM Rules for Companies"	the AIM Rules for Companies published by the London Stock Exchange from time to time;
"Articles"	the articles of association of the Company, in force from time to time;
"Board" or "Directors"	the directors of the Company as at the date of this document and whose names are set out on page 8 of this document;
"bbl"	barrel of oil;
"boe"	barrel of oil equivalent;
"boe/d"	barrel of oil equivalent per day;
"Business Day"	a day (other than Saturday, Sunday or public holiday) on which banks are open for general business in London;
"certificated" or "certificated form"	not in uncertificated form;
"Companies Act"	the Companies Act 2006;
"Company" or "Serica"	Serica Energy plc, a company incorporated in England and Wales with registered number 05450950 and having its registered office at First Floor, 48 George Street, London W1U 7DY;
"Completion"	completion of the Acquisition;
"Consideration Shares"	the up to 111,048,124 new Ordinary Shares to be issued in connection with the Acquisition;
"CREST"	the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as "Operator" pursuant to the CREST Regulations;
"CREST Regulations"	the UK Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended;
"Enlarged Issued Share Capital"	the Existing Issued Share Capital together with the Consideration Shares to be issued in connection with the Acquisition;

"Euroclear UK"	Euroclear UK & Ireland Limited;
"Existing Issued Share Capital"	the Ordinary Shares in issue at the date of this document;
"FCA"	the UK Financial Conduct Authority (or its successor bodies);
"Form of Proxy"	the form of proxy for use by Shareholders in connection with the General Meeting;
"Founders"	Stephen Edwards, Jacques Tohme, Tomasz Ujejski and David Freeman;
"FPSO"	floating production storage and offloading vessel;
"FSMA"	the UK Financial Services and Markets Act 2000, as amended;
"General Meeting"	the general meeting of the Company to be convened pursuant to the Notice;
"Group"	the Company and its subsidiary undertakings from time to time;
"Latest Practicable Date"	6 January 2023, being the latest practicable date prior to the publication of this document;
"London Stock Exchange" or "LSE"	the London Stock Exchange plc;
"Mercuria"	Mercuria Holdings (UK) Limited, a company incorporated in England and Wales with registered number 12371828 and having its registered office at 1st Floor, 62 Buckingham Gate, London SW1E 6AJ;
"Notice"	the notice convening the General Meeting set out at the end of this document;
"Ordinary Shares"	ordinary shares of US\$0.10 each in the capital of the Company, having the rights, restrictions and entitlements set out in the Articles;
"PCGs"	parent company guarantees;
"RBL"	Reserves Based Lending facility;
"Registrar"	Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL;
"Regulatory Information Service" or "RIS"	one of the regulatory information services authorised by the FCA to receive, process and disseminate regulated information from listed companies;
"Relationship Agreement"	the relationship agreement to be entered into between Serica and Mercuria at Completion;
"Resolution"	the resolution to be proposed at the General Meeting, as set out in the Notice;
"Seller"	Tailwind Energy Holdings LLP, a limited liability partnership incorporated in England and Wales with

		registered number OC430905 and having its registered office at 1st Floor, 62 Buckingham Gate, London SW1E 6AJ;
"Shareholder"		a holder of an Ordinary Share;
"SPA"		the sale and purchase agreement entered into between Serica and the Seller on 20 December 2022;
"Tailwind" or "Target"		Tailwind Energy Investments Ltd, a company incorporated in England and Wales with registered number 12776446 and having its registered office at 1st Floor, 62 Buckingham Gate, London SW1E 6AJ;
"Target Group"		Tailwind and its subsidiaries;
"Triton Area"		the Bittern, Gannet, Gannet E, Guillemot, Guillemot NW, and Evelyn fields and associated assets tied back to the Dana Petroleum operated Triton FPSO, all of which are located in Quads 21 and 29 of the UKCS;
"UK" or "United Kingdom"		the United Kingdom of Great Britain and Northern Ireland;
"UK Prospectus Regulation"		Regulation (EU) 2017/1129 as it forms part of retained EU law by virtue of the European Union (Withdrawal) Act 2018, and the regulations made under that Act;
"UKCS"		United Kingdom Continental Shelf;
"uncertificated" or uncertificated form"	"in"	recorded on the register of members as being held in uncertificated form in CREST and title to which may be transferred by means of CREST; and
"W&I"		warranty and indemnity.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Antony Craven Walker (Non-Executive Chairman) Mitch Flegg (Chief Executive Officer) Andy Bell (Chief Financial Officer) Kate Coppinger (Non-Executive Director) Trevor Garlick (Non-Executive Director) David Latin (Non-Executive Director) Jérôme Schmitt (Non-Executive Director) Malcolm Webb (Non-Executive Director)
Registered Office	First Floor 48 George Street London W1U 7DY
Company Secretary	AMBA Secretaries Limited 400 Thames Valley Park Road Thames Valley Park Reading RG6 1PT
Nominated Adviser and Joint Broker	Peel Hunt LLP 7th Floor 100 Liverpool Street London EC2M 2AT
Joint Financial Adviser	N.M. Rothschild & Sons Limited New Court St. Swithin's Lane London EC4N 8AL
Joint Broker and Joint Financial Adviser	Jefferies International Limited 100 Bishopsgate London EC2N 4JL
Legal advisers to the Company	Ashurst LLP London Fruit & Wool Exchange 1 Duval Square London E1 6PW
Registrar	Link Group 10th Floor Central Square 29 Wellington Street Leeds LS1 4DL

PART 1
LETTER FROM THE CHAIR OF SERICA

SERICA ENERGY PLC

(Incorporated in England and Wales under the Companies Act 1985 with registered number 05450950)

Directors

Antony Craven Walker (Non-Executive Chairman)
Mitch Flegg (Chief Executive Officer)
Andy Bell (Chief Financial Officer)
Kate Coppinger (Non-Executive Director)
Trevor Garlick (Non-Executive Director)
David Latin (Non-Executive Director)
Jérôme Schmitt (Non-Executive Director)
Malcolm Webb (Non-Executive Director)

Registered Office

First Floor
48 George Street
London
W1U 7DY

9 January 2023

Dear Shareholder,

Proposed Acquisition of Tailwind Energy Investments Ltd

Allotment and Issue of Consideration Shares

Notice of General Meeting

1. INTRODUCTION

On 20 December 2022, Serica announced that it had entered into a conditional agreement dated 20 December 2022 to acquire the entire issued share capital of Tailwind Energy Investments Ltd ("**Tailwind**") from Tailwind Energy Holdings LLP (the "**Seller**") (the "**Acquisition**"). The consideration for the Acquisition comprises:

- the issue of up to 111,048,124 new ordinary shares in Serica (the "**Consideration Shares**"); and
- a cash payment on Completion of approximately £58.7 million¹.

On the basis of the Serica closing price as of 19 December 2022 of 278 pence per share this would be equivalent to £367 million. Serica will also be taking on Tailwind's net debt, which as at 30 November 2022 was approximately £277 million². Following the issue of the Consideration Shares, they will represent up to approximately 28.9 per cent of the Enlarged Issued Share Capital.

The ultimate shareholders of Tailwind are Mercuria and the Founders. As part of the Acquisition, Mercuria will become a strategic investor in Serica with an approximately 25.2 per cent holding. The balance of the Consideration Shares will be held by the Founders.

The number of Consideration Shares to be issued to the Seller pursuant to the terms of the Acquisition is in excess of the allotment authority granted to Serica by Shareholders at the 2022 Annual General Meeting. Accordingly, the General Meeting is being called in order to enable Serica to obtain Shareholder authority to allot the Consideration Shares.

The purpose of this document is, amongst other things, to provide you with further information on the terms of the Acquisition and details of the Resolution to be proposed at the General Meeting, and to explain why the Board considers the Acquisition and the Resolution to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolution to be proposed at the General Meeting, notice

¹ Subject to adjustments including to apply interest to the cash consideration from the locked box date to Completion and to deduct any leakage.

² Unaudited figure, based on USD:GBP 1.20 as at 30 November 2022.

of which is set out at the end of this document. Shareholders should note that if the Resolution is not passed, the Acquisition will not complete.

2. OVERVIEW OF THE TAILWIND ASSETS

Tailwind's portfolio of assets represents a very significant enhancement to Serica's near term production and reserves, with an increasing production profile following development and drilling activities conducted during 2022 and scope for further organic growth from existing and planned infill drilling and the potential development of existing discoveries.

Tailwind's core assets are in the Triton Area. These assets comprise operated interests in the producing Gannet E (100 per cent working interest) and Evelyn (100 per cent working interest) fields and non-operated interests in the producing Bittern (64.6 per cent working interest) and the Guillemot West/North-West (10.0 per cent working interest) fields. Tailwind also holds a 46.4 per cent non-operated interest in the Triton FPSO to which these and other fields are tied back.

In addition to its interests in the Triton Area, Tailwind has a 100 per cent operated interest in the Orlando field and a 25 per cent interest in the Serica operated Columbus gas field. Orlando is an oil producing field in the Northern North Sea tied-back to the Ninian Central Platform; production from Orlando recommenced in August 2022 following a well workover. Columbus, which is tied back to the Shearwater platform, commenced production in November 2021.

Tailwind generated a profit before tax of \$101.4 million in the 12 months ended 31 December 2021 with average production in the same period of 14,000 boe/d and average Brent oil prices of \$71/bbl.

2022 has been a transformative year for Tailwind's operations, with first oil delivered from the operated Evelyn field, successful installation of new electric submersible pumps via a workover of the Orlando well, new perforations in the Bittern PA-A2 well as well as expansion of Gannet E via a second flowline and drilling of the Gannet E04 well.

Tailwind's net production in 2022 averaged 11,500 boe/d, however, the impact of the activity mentioned above has led to a very material increase in production rates, particularly in the last quarter of the year. In January 2022 Tailwind net production was 12,300 boe/d, with peak daily production rates of 13,500 boe/d. By December 2022 Tailwind's net production was 23,300 boe/d, with peak daily production rates of 24,500 boe/d. The impact of the new projects successfully undertaken during 2022 has essentially been a doubling of production rates within the year.

As well as adding significantly to Serica's immediate production, Tailwind's portfolio brings further organic investment opportunities. These include the possible development opportunities held within Tailwind's 2C resources, including the 100 per cent owned and operated Belinda and Mansell fields. Belinda is an analogue field to the Evelyn field brought to first oil during 2022 and a decision on whether to develop this field will be informed by the performance of Evelyn and is expected to be made by the end of 2023. The Mansell oil discovery (formerly the abandoned Staffa field) is located in the Northern North Sea and is being considered for redevelopment as a subsea tieback to nearby infrastructure.

Net 2P reserves from the currently producing fields were 41.8 million boe as at 31 December 2021, with oil representing about 86 per cent Tailwind's net 2C resources at the same date were 29.8 million boe. Two projects (the Bittern B1z sidetrack and the Gannet GE-05 well) have already been sanctioned and are expected to be drilled within the next 18 months.

Tailwind's portfolio benefits from low decommissioning costs in part due to the nature of the assets (mainly sub-sea tie-backs as opposed to fixed platform infrastructure) as well as the commercial terms of its acquisitions of the Triton Area assets from Shell and ExxonMobil which left decommissioning costs with the sellers.

3. REASONS FOR THE ACQUISITION

The Board of Serica believes that the Acquisition will have a number of benefits for the Group:

3.1 Diversifies and strengthens Serica's portfolio

- Portfolio strengthened by adding a new production hub in the Triton Area, resulting in a balanced mix of gas and oil and an enlarged hopper of short-cycle organic growth opportunities
- Number of producing fields will increase from five to eleven
- Enlarged group will operate more than 80 per cent of its net production
- Adding Tailwind's predominantly oil reserves reduces the enlarged group's concentration of commodity price risk whilst gas remains more than 50 per cent of production
- The carbon intensity of the enlarged group's producing assets is projected to remain below the UKCS average

3.2 Significant increase in Serica's reserves and production

- 2022 average net production for Serica of 26,050 boe/d
- Tailwind net production increased significantly during 2022 with completion of Orlando well workover and Evelyn tie-back - 19,500 boe/d average in Q4 and touching 24,500 boe/d during December
- On Completion, Serica would become a top 10 UK producer with net 2023 production expected to increase by 50 – 80 per cent
- Combined proforma net production forecast of 40,000 to 47,000 boe/d in 2023 - 41,000 to 48,000 boe/d in 2024 and 42,000 to 49,000 boe/d in 2025
- Results from the GE-04 well (Tailwind 100 per cent) expected to be considerably better than pre-drill estimates with initial oil production rates in excess of 8,000 boe/d compared with 5,000 boe/d predrill estimate. Production tie-in planned in Q1 2023
- Addition of Tailwind 2P reserves increases combined 2P reserves as at 1 January 2022 by 67 per cent
- Tailwind 2P reserves at end 2022 expected to show more than 100 per cent reserves replacement through successful execution of its investment programme and recent sanction of near-team infill drilling projects in 2024 (Bittern B1z sidetrack and Gannet GE-05 well)
- Total Tailwind oil and gas resources at end 2022 expected to be at least in line with 1 January 2022 including identified projects having the potential over time to add over 30 million boe to 2P reserves at relatively low capital cost utilising existing infrastructure

3.3 Reinforces Serica's financial strength

- Significant net cash position on completion and highly cash generative portfolio increases capacity for future M&A, organic investments and sustained cash returns to shareholders
- Existing Tailwind RBL and junior facility expected to be rolled over on Completion with potential for subsequent refinancing to take advantage of the increased strength of the enlarged group
- Tailwind holds significant UK tax losses carried forward for future use potentially offsetting about £470 million of future liabilities based on current tax rates
- Competitive combined operating costs projected to remain below \$20 per boe with objective of future reduction
- Combination retains low decommissioning liabilities compared to North Sea peers in line with Serica's existing portfolio

3.4 The Acquisition is expected to be strongly accretive on a per share basis from Completion

- Approximately 20 per cent accretion in reserves per share before taking account of successful 2022 investment programme or near term planned investment programme
- Increase in proforma net production per share of approximately 23 per cent for 2023 and expected to be sustained thereafter
- Cash flow per share projected to be immediately accretive with a 14 per cent increase in 2023
- Immediately earnings accretive during 2023 with projected 14 per cent increase

3.5 **Introduces Mercuria as a committed strategic investor with an approximate 25.2 per cent shareholding in Serica**

- Serica will benefit from Mercuria's deep energy experience and wide geographic reach
- Relationship Agreement between Serica and Mercuria will govern ongoing relationship, help to preserve Serica's independence and help to ensure minority shareholders are protected
- Two Mercuria nominated non-executive directors joining the Serica board on Completion

3.6 **The Acquisition supports a new growth phase for Serica**

Enhanced Organic Growth Opportunities

- Creates a diverse and resilient production portfolio with multiple organic investment opportunities such as Bruce Hub and Triton Area infill wells
- Combination of teams with impressive track records of deals (BKR & Triton) and projects (R3 & Evelyn)

Increased Firepower for M&A

- The transaction materially increases reserves and production whilst maintaining balance sheet strength and significant net cash position
- Relationship with Mercuria provides a partner able to support a range of growth options

Acquisition offers enhanced platform for shareholder returns

- Expected to be accretive per share in terms of reserves, production, cashflow and earnings
- Strong basis from which to sustain and ultimately grow shareholder returns

Please also see the announcement issued earlier today which sets out further details on the Acquisition.

4. **PRINCIPAL TERMS OF THE ACQUISITION**

4.1 **SPA**

Serica and the Seller have entered into a sale and purchase agreement (the "**SPA**") under which Serica will acquire 100 per cent of the shares in Tailwind. The consideration comprises up to³ 111,048,124 new Ordinary Shares plus a cash payment of approximately £58.7 million⁴ on Completion.

Completion under the SPA is subject to the satisfaction of certain conditions precedent as follows:

- Approval by ordinary resolution of Serica's shareholders to allot the Consideration Shares

³ 2,877,698 of the Consideration Shares will not be issued on Completion, but will be held back as collateral against warranty claims, to be released in two equal tranches after six and 12 months, subject to there having been no notifications of relevant claims by those dates.

⁴ Subject to adjustments including to apply interest to the cash consideration from the locked box date to Completion and to deduct any leakage.

- Admission of the Consideration Shares to AIM
- Approval under the UK National Security and Investment Act 2021
- Receipt of the customary comfort letter from the NSTA (UK oil and gas regulator)
- Renewal or replacement of the OFAC License issued to Serica on terms which permit the continued operation of the Rhum field. Serica has applied in the normal way for a new OFAC License to run from the expiry date of the current License on 31 January 2023
- Confirmation that the Acquisition will not require the repayment of Tailwind's existing RBL

It is envisaged that the conditions will be satisfied by the end of March 2023.

A break fee of £7 million is payable by Serica if: (a) the Board of Serica changes its recommendation of the Acquisition and the shareholder vote fails at the General Meeting; or (b) the resolution is not put to a vote of the Serica shareholders by the long-stop date under the SPA being 28 April 2023. The break fee will also become payable if the Seller exercises certain termination rights under the SPA.

The SPA includes certain termination events as follows:

- Breach of customary fundamental warranties
- A material adverse change defined as an event causing damage for which the cost of remediation is more than specified amounts or there is a long-term suspension of Rhum production (for the buyer material adverse change) or Bittern and Gannet E production (for the seller material adverse change)
- If the Seller exercises a termination right following the occurrence of certain specified events

The Seller has given a customary set of fundamental and business warranties. In the event of a breach of warranty, Serica has recourse to the Seller up to certain monetary thresholds, and, subject to certain exceptions, under a warranties and indemnities insurance policy obtained by and for the benefit of Serica.

4.2 Relationship Agreement

Following Completion, Mercuria will hold approximately 25.2 per cent of the enlarged issued share capital of Serica. At Completion, Serica and Mercuria will enter into a relationship agreement governing the relationship between them (the "**Relationship Agreement**"). Among other matters, the Relationship Agreement will contain provisions designed to ensure that Serica operates independently from Mercuria.

The Relationship Agreement will entitle Mercuria to nominate two non-executive directors to the Board for so long as it and its affiliates holds 20 per cent or more of Serica's issued share capital and one non-executive director for so long as Mercuria and its affiliates hold between 10 per cent or above and less than 20 per cent of Serica's issued share capital. In addition, if and for so long as the Board of Serica exceeds 11 directors, Mercuria may nominate a third non-executive director provided that the shareholding of Mercuria and its affiliates remains at 20 per cent or above of Serica's issued share capital.

In addition, Mercuria will agree to certain lock-up, standstill and orderly marketing provisions pursuant to the terms of the Relationship Agreement.

4.3 Orderly Marketing Arrangements

Each of the Founders has agreed to enter into orderly marketing arrangements with the Company, in the agreed form, in respect of their Consideration Shares for a period of 18 months from the date of Completion (subject to certain customary exemptions). The Founder orderly marketing arrangements will be entered into at Completion.

4.4 Extension of Marketing Agreement

Tailwind has arrangements in place with Mercuria for the marketing of its oil production and hedging required for the purposes of Tailwind's RBL. This marketing agreement runs until October 2026. Serica

and Mercuria have agreed to cooperate in pursuing the extension of the marketing agreement to a life of field arrangement in relation to Tailwind's existing working interests in the assets brought into Serica as a result of the Acquisition. Serica and Mercuria intend to document the new marketing agreement prior to Completion. Serica's existing oil and gas marketing arrangements are unaffected.

Further details of the principal terms of the Acquisition are contained in Part 2 of this document.

5. OPERATIONS AND TRADING UPDATE

Please see the announcement of 9 January 2023 which includes an operations update on the Tailwind business.

6. GENERAL MEETING

You will find set out at the end of this document a Notice convening the General Meeting to be held at the offices of Peel Hunt LLP, 100 Liverpool Street, London EC2M 2AT at 11 a.m. on 27 January 2023 and at which the Resolution will be proposed.

The consideration to be paid by Serica under the terms of the Acquisition will be satisfied in part by the issue of up to 111,048,124 Consideration Shares. Assuming the maximum number of Consideration Shares is issued, the Consideration Shares represent approximately 40.7 per cent of the Existing Issued Share Capital and, following Completion, will represent approximately 28.9 per cent of the Enlarged Issued Share Capital.

At the 2022 Annual General Meeting, Serica was granted authority by its Shareholders to allot new Ordinary Shares (other than in connection with a rights issue) up to an aggregate nominal amount of US\$ 8,967,435, representing approximately one third of Serica's issued ordinary share capital as at 28 April 2022.

The allotment authority granted at the 2022 Annual General Meeting is therefore insufficient to enable Serica to allot and issue a sufficient number of new Ordinary Shares to satisfy its obligations to issue the Consideration Shares to the Seller under the terms of the Acquisition. Accordingly, the General Meeting is being convened, and Shareholders are being asked to vote in favour of the Resolution to be proposed at the General Meeting, in order to grant Serica the requisite authority to allot and issue the Consideration Shares.

As the Consideration Shares are to be allotted to the Seller in exchange for the acquisition of the entire issued share capital of Tailwind by Serica, statutory pre-emption rights will not apply to the allotment of the Consideration Shares.

The Resolution to be proposed at the General Meeting authorises the Directors to allot new Ordinary Shares (in addition to the existing authority to allot) in relation to the Acquisition up to an aggregate nominal amount of US\$ 11,104,812.40 (being an amount equal to approximately 40.7 per cent of the issued ordinary share capital of the Company as at the Latest Practicable Date). This new allotment authority, if granted, will be sufficient to authorise the allotment of the maximum number of Consideration Shares without recourse to the allotment authority granted to Directors at the 2022 Annual General Meeting. If granted, this new allotment authority will be valid only until the issuance of the final tranche of the Consideration Shares in accordance with the terms of the SPA. The allotment authority is expressed to expire on 28 April 2024, although it is noted that issuances of up to 2,877,698 of the Consideration Shares could potentially take place after that date in accordance with the terms of the SPA (depending on when the Consideration Shares held back as collateral against warranty claims are actually issued). Note that, regardless of when the authority is expressed to expire, it will not be able to be utilised by the Directors for any purpose other than to issue a maximum number of 111,048,124 Consideration Shares in accordance with the terms of the SPA.

The Resolution will be proposed as an ordinary resolution, meaning that, in order to be passed, it will require a simple majority of the votes cast in favour of the Resolution.

Shareholders should note that, if the Resolution is not passed at the General Meeting, the Acquisition will not complete.

7. ACTION TO BE TAKEN

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under FSMA if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

Shareholders will not receive a hard copy form of proxy for the General Meeting in the post. Shareholders may appoint a proxy electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the "Vote Online Now" link. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ("**IVC**") which can be found on your share certificate. Proxy votes should be submitted as early as possible and in any event, by no later than 11 a.m. on 25 January 2023.

You may request a hard copy proxy form directly from the Registrars, Link Group by emailing shareholderenquiries@linkgroup.co.uk or by post at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. To be valid, any hard copy proxy form must be received by post or (during normal business hours only) by hand at Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 11 a.m. on 25 January 2023.

If you have any queries in relation to the appointment of a proxy you may call the Shareholder helpline on 0371 664 0300 (for calls from within the United Kingdom) and +44 (0) 371 664 0300 (for calls from outside the United Kingdom) between 9.00 a.m. and 5.30 p.m. (GMT) Monday to Friday (excluding public holidays in England and Wales). Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Please note that calls to these numbers may be monitored or recorded. Please note that the Shareholder helpline will not provide advice on the merits of the Resolution to be proposed at the General Meeting, or give any personal, legal, financial or tax advice.

8. RECOMMENDATION

The Directors consider the Acquisition and the Resolution to be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolution, as the Directors intend to do so in respect of their own beneficial holdings in the Company, amounting to 7,625,354 Ordinary Shares in aggregate, representing approximately 2.8 per cent of the existing issued share capital of the Company as at the Latest Practicable Date.

Yours faithfully,

Antony Craven Walker
Chair

PART 2
SUMMARY OF THE PRINCIPAL TERMS OF THE ACQUISITION

1. SHARE PURCHASE AGREEMENT

1.1 Parties and Consideration

On 20 December 2022, the SPA was entered into between Serica and the Seller pursuant to which Serica will purchase 100 per cent of the shares in the Target. The consideration payable to the Seller is the Consideration Shares together with some cash (estimated to be £61 million, once interest of 4 per cent per annum is applied to the headline cash consideration of £58,650,000 from the locked-box date to the expected date of Completion).

1.2 Locked-box Transaction Structure and Leakage

The Acquisition is structured on a locked-box basis. The locked-box date is 31 December 2021. The Seller has agreed that there is no "leakage" from 1 January 2022 up to Completion. If there has been any leakage between 1 January 2022 and the date of Completion, the Seller will reimburse Serica on a £1 for £1 basis (with no de minimis). As the Seller will not be an entity of any substance following Completion, Mercuria Energy Group Limited has agreed to provide a guarantee and indemnity to Serica to cover any leakage (capped at an amount equal to approximately 40 per cent of the consideration). Serica will have a six month period after Completion to bring leakage claims.

1.3 Conditions

Completion under the SPA is subject to the satisfaction of certain conditions precedent as follows:

- Approval by ordinary resolution of Serica's shareholders to allot the Consideration Shares
- Admission of the Consideration Shares to AIM
- Approval under the UK National Security and Investment Act 2021
- Receipt of the customary comfort letter from the NSTA (UK oil and gas regulator)
- Renewal or replacement of the OFAC License issued to Serica on terms which permit the continued operation of the Rhum field. Serica has applied in the normal way for a new OFAC License to run from the expiry date of the current License on 31 January 2023
- Confirmation that the Acquisition will not require the repayment of Tailwind's existing RBL

It is envisaged that the conditions will be satisfied by the end of March 2023.

A break fee of £7 million is payable by Serica if: (a) the Board of Serica changes its recommendation of the Acquisition and the shareholder vote fails at the General Meeting; or (b) the resolution is not put to a vote of the Serica shareholders by the long-stop date under the SPA being 28 April 2023. The break fee will also become payable if the Seller exercises certain termination rights under the SPA.

1.4 Period Between Signing and Completion

The Seller has agreed to give a package of interim period protections for Serica, including (i) an obligation to operate Tailwind's business and activities in the usual course and (ii) agreement not to do certain things without the consent of Serica (subject to standard carve-outs such as dealing with emergencies).

In return, Serica is giving a more limited set of interim period protections to the Seller, including (i) a reciprocal obligation to run its business and activities in the ordinary course; and (ii) agreeing not to do certain limited things (these include not issuing shares, not making any dividend (other than a dividend with a record date after Completion), and not entering into significant transactions) prior to Completion.

1.5 Termination Events

The SPA contains the following termination events:

- *Breach of fundamental warranties*: if either party breaches a fundamental warranty and that breach is subsisting at Completion, the innocent party will have the option to terminate the agreement.
- *MAC termination*: either side may terminate the SPA if a defined "material adverse change" event happens in relation to the business of the other party. This right is triggered where either (i) there is an event which occurs post-SPA signing and pre-completion which causes physical loss/damage/destruction to the other party's assets and where the cost of remediation exceeds certain specified amounts, or (ii) there is an event which causes the shut-in of Rhum production or Bittern and Gannet E production (as relevant) and which is expected to be ongoing for 90 continuous days or for 120 days in aggregate over the 12 month period post-SPA signing.
- *Seller Termination Events*: the Seller has certain bespoke rights to terminate the SPA in certain circumstances, including if Serica announces a takeover offer for its shares, if Serica announces its intention to de-list from AIM, if Serica's shares are suspended from trading for at least seven business days, if Serica breaches the covenants not to enter into significant transactions or not to pay a dividend (other than a dividend with a record date after Completion), if Serica solicits any takeover offer and certain other matters
- *Buyer termination right*: Serica has a bespoke termination right if the Target Group acquires or agrees to acquire any company or business, or is granted a licence, where the aggregate consideration or commitment is equal to or greater than £30 million

1.6 Completion Matters

The SPA contains a standard set of completion deliverables to be provided by each party at Completion. It is currently envisaged that the current commercial arrangements between the Target Group and the Mercuria group will continue following Completion on their current terms.

Mercuria Energy Group Limited has given six parent company guarantees ("**PCGs**") on behalf of the Target Group. The SPA contains an obligation on Serica to use all reasonable endeavours to release Mercuria Energy Group Limited from such PCGs (including to provide equivalent PCGs in substantially the same form as those given by Mercuria Energy Group Limited) and to do this within six months of Completion. Serica will indemnify Mercuria Energy Group Limited from Completion for any losses Mercuria Energy Group Limited suffers as a result of a claim under any of the PCGs.

1.7 Warranties from the Seller

The Seller is giving a customary set of (a) fundamental warranties; and (b) business warranties to Serica. The warranties were given at the date of signing and are repeated at Completion (in respect of matters which occur between the date on which the SPA was signed, being 20 December 2022 and the date of Completion). As is standard, Serica has no ability to bring a warranty claim if a matter is disclosed in advance (or if Serica is aware of a matter), or if certain other standard limitations apply.

In the event of a breach of warranty, Serica has recourse to the Seller up to certain monetary thresholds, and, subject to certain exceptions, under a warranties and indemnities insurance policy obtained by and for the benefit of Serica.

1.8 Limitations on Liability of the Seller

The liability of the Seller, the Founders and the coverage of the W&I policy is as follows:

- *Leakage claims*: Serica can recover on a £1 for £1 basis up to a cap of approximately 40 per cent of the consideration (there is no de minimis or threshold for leakage claims).
- *De minimis/threshold for other claims*: For claims against the Seller (other than leakage claims), the de minimis is £5 million (claims below this level will be disregarded) and a threshold of £6 million (a claim or claims need to exceed £6 million before a claim could be brought, but once this level is exceeded, the whole amount can be claimed and not just the excess).

- *Founders*: 2,877,698 of the Consideration Shares (which would have had a value of £8 million at the time of signing the SPA) will not be issued to the Seller at Completion, but will only be issued to the extent there are no successful warranty claims. These Consideration Shares will be issued in two tranches: 50 per cent of these held back shares will be issued 6 months after Completion (assuming no warranty claims), and 50 per cent of these held back shares will be issued 12 months after Completion (assuming no warranty claims). The time period to bring business warranty claims against the Seller is 12 months from the date of Completion. If Serica makes any dividends prior to the held back shares being issued, then Serica will pay a cash amount to the Seller equal to the dividends the Seller would have received had the held-back shares been issued at Completion (plus an amount of interest).
- *W&I insurance*: Serica has taken out W&I insurance in the amount of cover of £105 million. This W&I insurance is to cover claims under the warranties and the Tax Deed. The deduction level is £10 million (i.e. this is the level above which Serica could claim on the W&I insurance). The terms of the W&I insurance are in a customary form (including some customary exclusions).
- *Other claims not covered by W&I*: Certain other claims which Serica may have against the Seller (i.e. claims to cover matters such as breach by the Seller of its obligations to do certain things between signing and Completion, and confidentiality (but excluding claims for breach of warranty or the Tax Deed)) will not be covered by W&I insurance. However, Mercuria Energy Group Limited has agreed to guarantee, and indemnify, Serica in relation to any losses for breach of these other claims with a cap (together with claims for leakage) equal to approximately 40 per cent of the consideration. This indemnity is for a period of six months following Completion.

1.9 Warranties from Serica

Serica has given standard fundamental warranties to the Seller, and also warranties relating to its share capital and the quality of its disclosure to the public markets in the last two years.

1.10 Limitations on liability of Serica

The position on liability of Serica is as follows:

- As is customary in transactions of this kind, there is no de minimis, threshold, time limit or cap for the decommissioning/environmental indemnity which Serica has given or for the indemnity which Serica has given Mercuria Energy Group Limited in relation to the PCGs which Mercuria Energy Group Limited has given for the benefit of the Target Group.
- For other claims against Serica, the de minimis is £5 million (claims below this level will be disregarded) and a threshold of £6 million (a claim or claims need to exceed £6 million before a claim could be brought, but once this level is exceeded, the whole amount can be claimed and not just the excess).
- Serica's maximum liability for breach of the warranties which Serica gives is capped at 20 per cent of the consideration. The time period for the Seller to bring claims for breach of warranty is 12 months following Completion.
- In relation to other claims which the Seller may have against Serica (i.e. claims other than for breach of warranty), Serica's maximum liability for breach will be capped at 40 per cent of the consideration. The time period for the Seller to bring other claims against Serica is six months following Completion (but this six month time period will not apply to the decommissioning/environmental indemnity given by Serica, the indemnity given by Serica to Mercuria Energy Group Limited if it suffers loss under the PCGs Mercuria Energy Group Limited has given on behalf of the Target Group, or to a commitment which Serica is giving to keep the employment terms of employees for 12 months).

1.11 Decommissioning Liabilities

As is generally accepted market practice in UKCS corporate M&A deals, Serica has given an uncapped indemnity to the Seller (and Mercuria and the Founders) in relation to any decommissioning and/or environmental liabilities in relation to the Target Group.

1.12 **Miscellaneous**

There are standard provisions relating to confidentiality, agreeing announcement and other matters contained in the SPA.

1.13 **Governing Law and Arbitration**

The SPA is governed by English law and all disputes will be determined by arbitration (London Court of International Arbitration).

2. **TAX DEED**

A tax deed will be entered into on Completion between Serica and the Seller (the "**Tax Deed**"). The Tax Deed allocates responsibility between Serica and the Seller for tax liabilities arising in the Target and its subsidiaries (the "**Target Group**"). Broadly, the Tax Deed operates so that the Seller is responsible (subject to exceptions) for indemnifying Serica for any tax liabilities that arise (a) in the period up to the locked-box date of 31 December 2021 and which were not reflected in the locked-box accounts or (b) outside the ordinary course of business between 1 January 2022 and Completion. The Seller's liability will be capped at £1.00 for claims under the Tax Deed with any other amounts being recovered from the W&I Policy.

3. **RELATIONSHIP AGREEMENT**

At Completion, Serica and Mercuria will enter into the Relationship Agreement. The Relationship Agreement will regulate the continuing relationship between Serica and Mercuria on and after Admission. In particular Mercuria will agree, subject to certain customary exceptions, that:

- neither it nor any of its affiliates shall seek to undermine the principle of independence of Serica;
- all transactions and arrangements between Mercuria and any of its affiliates and Serica will be conducted on arm's length and normal commercial terms;
- neither it nor its affiliates shall exercise their voting or other rights or powers to procure amendments to the Articles in a manner which would be inconsistent with or breach the Relationship Agreement;
- neither it nor its affiliates will take any action that would prevent Serica from complying with the AIM Rules; and
- neither it nor its affiliates will propose or procure the proposal of a shareholder resolution which is intended to circumvent the proper application of the AIM Rules.

The Relationship Agreement will entitle Mercuria to nominate two non-executive directors to the Board of Serica as long as the shareholding of Mercuria and its affiliates is 20 per cent or above and one non-executive director for so long as the shareholding of Mercuria and its affiliates is between 10 per cent or above and less than 20 per cent. If and for so long as the Board of Serica exceeds 11 directors, Mercuria may nominate a third non-executive director provided that the shareholding of Mercuria and its affiliates remains at 20 per cent or above of Serica's issued share capital.

Pursuant to the Relationship Agreement, Mercuria will agree not to dispose of any Consideration Shares for a period of six months following Completion (subject to certain customary exceptions). As such, as at the date of Admission 96,618,142 Consideration Shares (being approximately 25.2 per cent of the Enlarged Issued Share Capital) will be subject to these restrictions. Following expiry of the lock-up restrictions, Mercuria will agree that disposals during the 12 months thereafter will be subject to orderly marketing restrictions (subject to certain customary exceptions). In addition, Mercuria has agreed not to acquire any additional shares in Serica or announce any takeover offer or potential takeover offer for Serica (subject, in both cases, to certain customary carve-outs) for a period of 18 months following Completion.

The Relationship Agreement will terminate if Mercuria and its affiliates hold in aggregate less than 10 per cent of Serica's issued share capital and may be terminated by Mercuria if, among other circumstances, Serica's shares cease to be admitted to trading on AIM.

4. FOUNDER ORDERLY MARKETING ARRANGEMENTS

At Completion, Serica and each of the Founders will enter into an orderly marketing letter pursuant to which each of the Founders will agree that, subject to certain customary exceptions, for a period of 18 months following Completion, any sales of their Consideration Shares will be coordinated and conducted in any orderly manner. As such, the 11,552,284 Consideration Shares to which the Founders will become beneficially entitled on Completion and also the further up to 2,877,698 Consideration Shares to which the Founders will become entitled to following expiry of the hold back referred to in paragraph 1.8 of this Part 2, assuming that there are no relevant successful warranty claims (being, in aggregate, approximately 3.7 per cent of the Enlarged Issued Share Capital) will be subject to these restrictions. For the avoidance of doubt, any of the up to 2,877,698 Consideration Shares issued to the Founders following the expiry of the warranty periods will also be subject to the same orderly marketing arrangements until the expiry of the same period of 18 months following Completion.

NOTICE OF GENERAL MEETING

SERICA ENERGY PLC

*(Incorporated in England and Wales under the Companies Act 1985
with registered number 05450950)*

NOTICE IS HEREBY GIVEN that a General Meeting of Serica Energy plc (the "**Company**") will be held at the offices of Peel Hunt LLP, 100 Liverpool Street, London EC2M 2AT on 27 January 2023 at 11 a.m. to consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution (the "**Resolution**").

ORDINARY RESOLUTION

1. THAT, without prejudice to all existing authorities conferred on the directors of the Company (the "**Directors**"), the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of US\$ 11,104,812.40 in connection with the proposed acquisition by the Company of Tailwind Energy Investments Ltd as described in the circular dated 9 January 2023 of which this Notice forms part, such authority to expire on 28 April 2024 save that shares in the Company may be allotted after that expiry as if the authority conferred by this resolution had not expired where such allotment is in accordance with the terms of the sale and purchase agreement described in the circular dated 9 January 2023 of which this Notice forms part.

Dated: 9 January 2023

By order of the Board

Registered Office

First Floor
48 George Street
London
W1U 7DY

NOTES TO THE NOTICE OF GENERAL MEETING

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 General Meeting (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 25 January 2023. 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 General Meeting.
2. Only holders of ordinary shares are entitled to attend and vote at this General 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 General Meeting. A member may appoint more than one proxy in relation to the General 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. You will not have received a hard copy proxy for the General Meeting in the post. You can instead submit your proxy vote electronically. You may also request a hard copy proxy form from the Registrars. Full details of how to vote are set out below.

Proxy Voting: As you will not have received a hard copy proxy for the General Meeting in the post, you can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ("**IVC**") which can be found on your share certificate. Proxy votes should be submitted as early as possible and in any event, no later than 11 a.m. on 25 January 2023. You may request a hard copy proxy form directly from the Registrars, Link Group by emailing shareholderenquiries@linkgroup.co.uk or by post at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. To be valid, any hard copy proxy form must be received by post or (during normal business hours only) by hand at Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 11 a.m. on 25 January 2023.

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 General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via www.euroclear.com) 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 International 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 this Notice of General Meeting. 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 directly by the shareholder.

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. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
5. In the case of joint holders of shares, the vote of the senior holder who tenders the vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which names stand in the Register in respect of the joint holding.
6. 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. In order to attend and vote at the General Meeting, a corporate representative must bring evidence of his authority.
7. Any member attending the General 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 General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the General 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 General Meeting that the question be answered.
8. As at 6 January 2023 (being the last practicable date prior to the publication of this Notice) the Company's issued ordinary share capital consists of 272,953,372 ordinary shares of US\$0.10 each, carrying one vote each. No shares are held in treasury. Therefore the total voting rights in the Company as at that date are 272,953,372.
9. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of General Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
10. A copy of this Notice of General Meeting can be found on the Company's website at www.serica-energy.com/investors.