

ADM ENERGY PLC

(the “Company”)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of ADM Energy plc will be held at 10.00 am on Friday August the 2nd, 2019 at the offices of Keystone Law, 48 Chancery Lane, London WC2A 1JF, to consider the following five resolutions, of which resolutions 1 to 4 will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution:

Ordinary Resolutions

1. To receive the annual report and the audited accounts for the year ended 31 December 2018.
2. To reappoint Sergio Lopez as a director.
3. To reappoint Haysmacintyre as auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the members and to authorise the directors to determine their remuneration.
4. THAT under section 551 of the Companies Act 2006 (“the Act”) and in substitution for all existing authorities under that section, the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £69,770 and this authority shall expire on the earlier of 30 June 2020 or the conclusion of the Company’s Annual General Meeting in 2019 unless it is previously revoked, varied or renewed, provided that the Company may make an offer or agreement before the expiry of this authority which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights under any such offer or agreement as if this the authority had not expired.

Special Resolution

5. THAT, subject to and conditional upon the passing of resolution 4 above, the directors of the Company be empowered under section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with an offer (whether by way of rights issue or otherwise) to holders of ordinary shares of 1p each in the Company where the equity securities respectively attributable to the interests of all such holders of shares are proportionate (as nearly as may be) to the respective numbers of shares held by them, provided that the directors of the Company may make such arrangements in respect of overseas holders of shares and/or to deal with fractional entitlements as they consider necessary or convenient; and
 - (b) the allotment (otherwise than under sub-paragraph (a)) of equity securities and/or the sale or transfer of shares held by the Company in treasury (as the directors shall deem appropriate) up to an aggregate nominal amount of £69,770;

and this authority shall expire on the earlier of the Company’s next Annual General Meeting or 30 June 2020, unless it is previously revoked, varied or renewed, provided that the Company may make an offer or agreement before the expiry of this power which would or might require equity

securities to be allotted for cash after such expiry and the Directors may allot equity securities for cash under such offer or agreement as if the power conferred by this resolution had not expired and provided further that this authority shall be in substitution for, and to the exclusion of, any existing authority conferred on the directors.

By order of the Board

Shaun Zulafqar
Secretary

Registered Office:
17th Floor
Dashwood House
69 Old broad Street
London
EC2M 1QS

28 June 2019

Notes:

1. Right to attend, speak and vote

If you want to attend, speak and vote at the AGM you must be on the Company's register of members at close of business 10 am on 31 July 2019. This will allow us to confirm how many votes you have on a poll. Changes to the entries in the register of members after that time, or, if the AGM is adjourned, 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the AGM.

2. Appointment of proxies

If you are a member of the Company you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting. You may only appoint a proxy using the procedures set out in these notes and in the notes on the proxy form, which you should have received with this notice of meeting.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes on the form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

You may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares which you hold. If you wish to appoint more than one proxy you may photocopy the proxy form.

3. Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. 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 you do not indicate on the proxy form how your proxy should vote, they will vote or abstain from voting at their discretion. They will also vote (or abstain from voting) at they think fit in relation to any other matter which is put before the meeting.

To appoint a proxy using the proxy form, the form must be completed and signed and received by Computershare Investor Services no later than 48 hours before the meeting (excluding any day which is not a working day). Any proxy forms (including any amended proxy appointments) received after the deadline will be disregarded.

The completed form should be returned by sending or delivering it to Computershare Investor Service PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. If the shareholder is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer or attorney. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

4. Appointment of proxy by joint members

In the case of joint holders, where more than one joint holder 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. Changing your instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. The amended instructions must be received by the registrars by the same cut-off time noted above. Where you have appointed a proxy using a hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the registrars on +44 (0)370 707 1243. If you submit more than one valid proxy form, the one received last before the latest time for the receipt of proxies will take precedence.

6. Termination of proxy appointments

In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Service PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer or attorney. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, your revocation notice must be received by the registrars no later than 48 hours before the meeting (excluding any day which is not a working day). If your revocation is received after the deadline, your proxy appointment will remain valid. However, the appointment of a proxy does not prevent you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

7. Communications with the Company

Except as provided above, members who have general queries about the meeting should telephone the registrars on +44 (0)370 707 1243 (no other methods of communication will be accepted). You may not use any electronic address provided either

in this notice of annual general meeting; or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.

8. Issued shares and total voting rights

As at 5.00pm on the day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised 46,513,497 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company at that time was 46,513,497.

ANNUAL GENERAL MEETING – EXPLANATION OF BUSINESS

This year's annual general meeting will be held at 10.00 am on Friday August the 2nd, 2019 at the offices of Keystone Law, 48 Chancery Lane, London WC2A 1JF. Details of resolutions to be considered at the meeting are given below.

Annual report and accounts (resolution 1)

Under company law the annual report and accounts must be laid before members in general meeting.

Re-election of directors (resolutions 2)

Sergio Lopez is retiring by rotation under the Company's articles of association and offers himself for re-election by shareholders.

Reappointment of auditors (resolution 3)

Company law requires shareholders to reappoint the auditors each year. A resolution to reappoint Haysmacintyre is therefore being put to shareholders at the AGM. The resolution also authorises the directors to determine the auditors' remuneration in accordance with usual practice.

Renewal of authority to allot shares (resolution 4)

The purpose of this resolution is to renew the Directors' authority to allot shares. Section 551 of the Companies Act 2006 provides that the Directors may not allot new shares (other than for employee share schemes) without shareholder approval. This Resolution proposes that a new authority be granted in substitution of all other existing authorities, to allot securities up to 15% of the Company's total issued ordinary share capital as at 28 of June 2019.

Disapplication of pre-emption rights (resolution 5)

This resolution will, if passed, give the directors power, pursuant to the authority granted by resolution 5, to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities. Although this amount is higher than recommended under current investor guidelines, the directors are requesting it to allow the Company maximum flexibility to take advantage of opportunities as and when they may arise.

The authorities sought under resolutions 4 and 5 will, if granted, continue in force until the AGM to be held in 2020 or 30 June 2020, whichever is earlier.

