

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this Document, or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or from an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your ordinary shares in ADM Energy Plc, please forward this document and the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred only part of your holding in the shares, you should retain this document and consult the stockbroker, bank or other agent through whom the sale of transfer was effected.

### **COVID-19 and contingencies**

We are keen to welcome shareholders in person to the General Meeting (“GM”), particularly given the constraints we faced in 2020 due to the COVID-19 pandemic. At present, it is possible under guidelines to allow shareholders to attend the GM and therefore we are proposing to welcome shareholders to attend the GM within safety constraints and in accordance with government guidelines.

Given the constantly evolving nature of the COVID-19 situation, should circumstances change before the time of the GM, we want to ensure that we are able to adapt arrangements, within safety constraints and in accordance with government guidelines. Should we have to change arrangements, we will issue a further communication via a Regulatory Information Service. As such, we strongly recommend shareholders monitor such communications, which can also be found on our website at: <http://www.admenergyplc.com/investors.html>.

### **Proxy Voting**

Instructions on voting are attached to the Notice of GM sent out to shareholders and also available on the Company's website.

Shareholders wishing to appoint a proxy are recommended to appoint the Chairman of the Meeting to do so. Proxy votes must be received by no later than 10<sup>th</sup> December 2021

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## **ADM ENERGY PLC**

(Incorporated and registered in England and Wales with registered number 05311866)

**Notice of a General Meeting at 11:00 a.m. on 13<sup>th</sup> December 2021 at the offices of Shakespeare Martineau, 60 Gracechurch St, London EC3V 0HR**

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**This document should be read in conjunction with the accompanying Form of Proxy and the Notice of GM set out at the end of this document. The directors of the Company recommend you vote in favour of all of the Resolutions to be proposed at the GM.**

## LETTER FROM THE CHAIRMAN

### ADM Energy plc

*(Incorporated and registered in England and Wales under the Companies Act 1985, Company number 05311866)*

#### *Directors*

Oliver Andrews (Chairman)  
Osamede Okhomina  
Richard Carter  
Manuel Lambolely  
Dr. Stefan Liebing  
Lord Henry Bellingham

#### *Registered Office*

60 Gracechurch Street  
London  
EC3V 0HR

26 November 2021

*To the holders of Ordinary Shares and for information only holders of warrants*

Dear Shareholder

### Notice of General Meeting

#### 1. Introduction

On 15 November ADM Energy Plc ("**Company**") announced that it had raised £475,000 before expenses at a price of 1.5 pence per share. The fundraise comprised a placing of 20,000,000 new ordinary shares ("**Placing Shares**") to Monecor (London) Limited and a subscription for 11,666,667 new ordinary shares by certain directors. In connection with the issue of the Placing Shares, the Company, conditional upon shareholder approval, agreed to issue 6,666,667 warrants to Monecor (London) Limited to subscribe for ordinary shares at an exercise price of 3 pence per share, on a one warrant per three Placing Share basis, with an exercise period of 2 years from the date of Admission ("**Warrants**").

As a result of the fundraise, the Company used the majority of the share authorities available to it that were approved by shareholders at the last annual general meeting. The granting of the Warrants, therefore, is conditional on the Company obtaining approval by shareholders for renewed share authorities and, accordingly, the Company is now convening a general meeting ("**GM**") of shareholders to seek authority to issue the Warrants and to grant the directors additional authority to allot shares (and grant rights to subscribe for, or to convert any security into, shares in the Company) including for cash on a non-pre-emptive basis.

#### 2. Resolutions

The following resolutions will be proposed at the GM:-

#### **Resolution 1**

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders in general meeting.

Resolution 1, renews a similar authority given at this year's AGM and, if passed, will authorise the directors to allot shares in the Company (and to grant such rights) up to an aggregate amount of £2,044,808.63 (which represents the nominal amount of the Warrants to be issued and approximately 100 per cent of the issued share capital of the Company as at 26 November 2021, being the last practicable date before publication of this document). If given, this authority will expire at the conclusion of the Company's next AGM or within 15 months of the passing of Resolution 1 (whichever is the earlier). It is the directors' intention to renew the authority each year.

The directors have no current intention to exercise the authority sought under Resolution 1, except to allow for the issue of the Warrants and the grant of options, to provide additional headroom in relation to conversion rights previously granted and to ensure that the Company has maximum flexibility to raise additional capital if appropriate as and when future opportunities arise. Whilst the likelihood remains uncertain, a successful outcome may warrant the Company to make a bid deposit within a short time frame and therefore it would be impractical for the Company to apply for additional authorities at a later stage.

#### **Resolution 2**

Generally, if the directors wish to allot shares or other equity securities (within the meaning of section 560 of the Companies Act 2006 ("**Act**")) for cash then under the Act they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 2 which will be proposed as a special resolution, renews a similar, power given at this year's AGM and, if passed, will enable the directors to allot equity securities for cash without having to comply with statutory pre-emption rights.

The powers proposed under Resolution 2 will be limited to allotments:-

- (a) in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary;
- (b) £66,666.67 in respect of the Warrants; and
- (c) in any other case, up to an aggregate nominal value of £2,044,808.63 (which represents approximately 100 per cent of the issued ordinary share capital of the Company as at 26 November 2021 being the last practicable date before publication of this document).

If given, this authority will expire at the conclusion of the Company's next AGM or within 15 month of the passing of Resolution 1 (whichever is the earlier). It is the directors' intention to renew the authority each year.

The directors have no current intention to exercise the authority sought under Resolution 1, except to allow for the issue of the Warrants and options, to provide additional headroom in relation to conversion rights previously granted and to ensure that the Company has maximum flexibility to raise additional capital if future opportunities arise. In particular, the Company is in the process of trying to secure material producing assets. Whilst the likelihood remains uncertain, a successful outcome may warrant the Company to make a bid deposit within a short time frame and therefore it would be impractical for the Company to apply for additional authorities at a later stage.

### **3. Action to be taken by Shareholders**

Given the current heightened risk of COVID-19 infections (and the resultant regulatory changes) which could ensue during the period in which this Notice is sent and the date of the GM and to protect our employees, local community and shareholders' welfare we are encouraging all shareholders to vote on all resolutions by appointing the chairman of the GM as their proxy. A Form of Proxy is enclosed for use at the GM. **You are requested to complete, sign and return as soon as possible the Form of Proxy to the Company's Registrars, Computershare Investor Service PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY no later than at 11:00 a.m. on 10 December 2021.** Your attention is drawn to the detailed notes to the GM and Form of Proxy.

### **4. Recommendation**

The directors consider that both Resolutions that will be put to the GM will promote the success of the Company for the benefit of its shareholders as a whole. Your board will be voting in favour of the Resolutions and unanimously recommend that its shareholders vote in favour of them.

Yours faithfully

**Oliver Andrews**  
**Chairman**

Notice is hereby given that the General Meeting of the Company will be held at 11:00 a.m. on 13 December 2021 at the offices of Shakespeare Martineau, 60 Gracechurch St, London EC3V 0HR, for the for the purposes of considering, and if thought fit, passing the resolutions set out below. To be valid, the enclosed Form of Proxy should be completed and returned as soon as possible and, in any event, so as to reach the Company's Registrars, Computershare Investor Service PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY no later than at 11:00 a.m. on 10 December 2021 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day). The completion and return of a Form of Proxy alone will not prevent a shareholder from attending the GM and voting in person should you so wish and be so entitled and legally able. However please see the COVID-19 update instructions on the Notice of GM.

#### **COVID-19 Update**

The GM will be open to shareholders, but we reserve the right to change arrangements for the meeting at short notice.

The GM will be kept as concise and efficient as possible and therefore shareholders are strongly encouraged to vote by proxy and to appoint the Chairman as their proxy. Shareholders are encouraged to ask questions by email ahead of the meeting. As such, we invite Shareholders to submit any questions in advance of the GM. Any specific questions on the business of the GM and Resolutions can be submitted ahead of the GM by e-mail to [thomas.verlander@shma.co.uk](mailto:thomas.verlander@shma.co.uk) (marked for the attention of the Company Secretary).

Shareholders who wish to vote are strongly encouraged to submit their votes by proxy as soon as possible and, in any event, by no later than at 11:00 a.m. on 10 December 2021. Details of how to appoint a proxy are set out in the guidance notes to this document. Given the ongoing caution with public meetings, shareholders are encouraged to appoint the Chairman of the meeting as their proxy rather than a named person.

**In the event that our GM arrangements change, the Company will issue a further communication via a Regulatory Information Service. As such, we strongly recommend shareholders monitor such communications, which can also be found on our website at:**

<http://www.admenergyplc.com/investors.html>.

Resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution.

#### **Ordinary Resolution**

1. 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 £2,044,808.63 and this authority shall expire at the conclusion of the Company's next AGM or within 15 months of the passing of this Resolution, 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**

2. THAT, subject to the passing of resolution 1 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 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 £2,044,808.63 and this authority shall expire at the conclusion of the Company's next AGM or within 15 months of the passing of Resolution 1, 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

Ben Harber  
Company Secretary  
*Registered Office:*  
60 Gracechurch Street  
London  
EC3V 0HR

26 November 2021

## **Notes:**

### **1. Entitlement to vote**

Only those members entered on the Company's register of members not later than at 11:00 a.m. on 10 December 2021, or, if the GM is adjourned, shareholders entered on the Company's register of members not later than 11:00 a.m. on the day 48 hours (excluding non-working days) prior to the time fixed for the adjourned meeting shall be entitled to vote at the GM. Changes to entries on that register after that time shall be disregarded in determining the rights of any member to vote at the GM.

### **2. Appointment of proxies**

Shareholders may appoint more than one proxy, provided each proxy is appointed to exercise rights attached to different shares. In the light of the ongoing COVID situation, shareholders are encouraged to appoint the Chairman of the meeting as their proxy rather than a named person.

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.

You may appoint more than one proxy in relation to the GM 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 or alternatively you may contact the Company's registrars, Computershare Investor Service PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY or via telephone on registrars on +44 (0)370 707 1243.

### **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, Bridgewater 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, Bridgewater 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 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 5.00 p.m. on the day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised 204,480,863 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 204,480,863.