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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.

Proxy Voting

Instructions on voting are attached to the Notice of AGM 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 18 July 2022

ADM ENERGY PLC

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

Notice of the 2022 Annual General Meeting at 10:00 a.m. on 20 July 2022 at the offices of Luther Pendragon, 48 Gracechurch St, London EC3V 0EJ

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

Notice is hereby given that the Annual General Meeting of the Company will be held at 10:00 a.m. on 20 July 2022 at the offices of Luther Pendragon, 48 Gracechurch St, London EC3V 0EJ, 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 10:00 a.m. on 18 July 2022 (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 AGM and voting in person should you so wish and be so entitled and legally able.

Resolutions 1 to 5 will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution.

Ordinary Resolutions

1. To receive the annual report and the audited accounts for the year ended 31 December 2021.
2. To re-appoint, as a Director of the Company, Richard James Carter, who retires in accordance with article 22.5 of the Company's Articles of Association and offers himself for re-election.
3. To re-appoint, as a Director of the Company, Osamede Okhomina, who retires in accordance with article 22.5 of the Company's Articles of Association and offers himself for re-election.

4. To re-appoint Kreston Reeves as auditor of the Company and 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.
5. 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 £7,664,425.89 and this authority shall expire on 20 July 2023 or the conclusion of the Company’s Annual General Meeting in 2023 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

6. THAT, subject to the passing of resolution 5 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 £7,664,425.89.

and this authority shall expire on the earlier of the Company’s next Annual General Meeting or 20 July 2023, 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
27 June 2022

Notes:

1. Entitlement to vote

Only those members entered on the Company's register of members not later than at 10:00 a.m. on 18 July 2022, or, if the AGM is adjourned, shareholders entered on the Company's register of members not later than 10:00 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 AGM. Changes to entries on that register after that time shall be disregarded in determining the rights of any member to vote at the AGM.

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 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 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

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 5.00 p.m. on the day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised of 255,480,863 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 255,480,863.

ANNUAL GENERAL MEETING – EXPLANATION OF BUSINESS

This year's annual general meeting will be held at 10:00 a.m. on 20 July 2022 at the offices of Luther Pendragon, 48 Gracechurch St, London EC3V 0EJ. 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 at a general meeting.

Re-election of director (resolution 2)

Richard James Carter is retiring by rotation as per Article 22.5 of the Company's Articles of Association and offers himself up for re-election.

Election of director (resolutions 3)

Osamede Okhomina is retiring by rotation as per Article 22.5 of the Company's Articles of Association and offers himself up for re-election.

Reappointment of the auditor (resolution 4)

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

Renewal of authority to allot shares (resolution 5)

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 300% of the Company's total issued ordinary share capital as at 17 July 2022. The Company is in the process of trying to secure material producing assets. Whilst the likelihood remained 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 headroom at a later stage.

Disapplication of pre-emption rights (resolution 6)

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 Company was in the process of trying to secure material producing assets. Whilst the likelihood remained 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 headroom at a later stage.

The authorities sought under resolutions 5 and 6 will, if granted, continue in force until the AGM to be held in 2023 or 20 July 2023 whichever is earlier.