

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you sell or have sold or otherwise transferred all of your registered holding of Existing Ordinary Shares, please send this document, at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom or by whom the sale or transfer was made, for delivery to the purchaser or transferee.

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 FCA. Neither the FCA nor the London Stock Exchange has examined or approved the contents of this document.

Neither the Existing Ordinary Shares nor the New Ordinary Shares are or will be traded on any other recognised investment exchange and no application has been or will be made for the Existing Ordinary Shares or New Ordinary Shares to be admitted to trading on any such exchange. 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 a financial adviser.

Sound Energy Plc

(Incorporated and registered in England and Wales with registered no: 05344804)

Capital Reorganisation and Notice of General Meeting

This document should be read in its entirety. Your attention is drawn to the letter from Graham Lyon, Executive Chairman of the Company, set out on pages 6 to 8 of this document.

Subject to certain exceptions, the distribution of this document and/or the accompanying documents, CREST, in jurisdictions other than the UK, including the United States, Australia, Canada, Japan, New Zealand, or South Africa may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

DIRECTORS, SECRETARY AND ADVISERS

| | |
|--------------------------------------|---|
| Directors | Graham Lyon (<i>Executive Chairman</i>) Majid Shafiq (<i>Chief Executive Officer</i>) Christian Bukovics (<i>Senior Independent Non-Executive Director</i>) David Blewden (<i>Independent Non-Executive Director</i>) all of whose business address is at the Company's registered office |
| Registered Office | 20 St Dunstan's Hill London EC3R 8HL UK |
| Company website | www.soundenergyplc.com |
| Company Secretary | AMBA Secretaries Limited |
| Nominated Adviser | Zeus Capital Limited 125 Old Broad St London EC2N 1AR |
| Legal advisers to the Company | Fieldfisher LLP Riverbank House 2 Swan Lane London EC4R 3TT |
| Registrar | MUFG Corporate Markets Central Square 29 Wellington Street Leeds LS1 4DL |

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| | |
|--|---------------------------|
| Publication and posting to Shareholders of this document | 10 February 2026 |
| Latest time and date for receipt of Forms of Proxy | 11.00 a.m. on 24 February |
| General Meeting | 11.00 a.m. on 26 February |
| Record Date for completion of the Capital Reorganisation | 6.00 p.m. on 26 February |
| Admission and commencement of dealings in the New Ordinary Shares | 8.00 a.m. on 27 February |
| CREST accounts credited with the New Ordinary Shares in uncertificated form | 27 February |
| Despatch of definitive certificates for New Ordinary Shares (in certificated form) | By 13 March |

Notes:

1. Each of the above times and/or dates is subject to change at the absolute discretion of the Company.
2. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.
3. All of the above times refer to London time unless otherwise stated.

STATISTICS RELATING TO THE CAPITAL REORGANISATION

| | |
|---|---|
| Existing Ordinary Shares in issue at the date of this document | 2,080,622,679 |
| Sanctioned Shares excluded from Capital Reorganisation | 2,180,000 |
| Consolidation Ratio | the consolidation of every 10 Existing Ordinary Shares (excluding the Sanctioned Shares) into 1 Consolidated Share |
| Sub-division Ratio | the sub-division of 1 Consolidated Share into 1 New Ordinary Share and 1 Deferred Share |
| Total expected number of New Ordinary Shares in issue following the Capital Reorganisation | 207,844,268 |
| Total expected number of Existing Ordinary Shares in issue (being the Sanctioned Shares) following the Capital Reorganisation | 2,180,000 |
| ISIN code for the Sanctioned Shares | GB00B90XFF12 |
| SEDOL for the Sanctioned Shares | B90XFF1 |
| ISIN code for the New Ordinary Shares | GB00BVP8H932 |
| SEDOL for the New Ordinary Shares | BVP8H93 |

DEFINITIONS

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

| | |
|--|--|
| “Act” | the Companies Act 2006 (as amended) |
| “Additional Ordinary Share” | the 1 Existing Ordinary Share to be issued prior to the Capital Reorganisation, such that the total number of Existing Ordinary Shares in issue shall be exactly divisible by 10 |
| “Admission” | admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules |
| “AIM” | the AIM market operated by the London Stock Exchange |
| “AIM Rules” | the AIM Rules for Companies published by the London Stock Exchange from time to time |
| “Articles” | the articles of association of the Company |
| “Business Day” | a day (other than a Saturday, a Sunday or a public holiday) on which clearing banks are open for all normal banking business in the city of London |
| “Capital Reorganisation” | the Consolidation and the Subdivision |
| “certificated form” or “in certificated form” | an Ordinary Share recorded on a company’s share register as being held in certificated form (namely, not in CREST) |
| “Company” or “Sound Energy” | Sound Energy Plc, a company incorporated under the laws of England and Wales with company number 05344804 |
| “Consolidated Share” | an ordinary share of 10 pence each in issue following the Consolidation |
| “Consolidation” | the proposed consolidation of every 10 Existing Ordinary Shares (save for the Sanctioned Shares) into one Consolidated Share |
| “CREST” | the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations) |
| “CREST Regulations” | the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) (as amended) |
| “Deferred Shares” | deferred shares of 9.9 pence each in the capital of the Company following the Capital Reorganisation |
| “Deferred Share Rights” | the rights of the Deferred Shares, more particularly set out in Resolution 2 in the Notice of General Meeting attached to this document |
| “Directors” or “Board” | the directors of the Company whose names are set out on page 2 of this document, or any duly authorised committee thereof |
| “Euroclear” | Euroclear UK & International Limited, the operator of CREST |

| | |
|---|---|
| “Existing Ordinary Shares” | ordinary shares of 1 pence each in the capital of the Company in issue immediately prior to the Capital Reorganisation |
| “FCA” | the UK Financial Conduct Authority |
| “FSMA” | the Financial Services and Markets Act 2000 (as amended) |
| “Group” | the Company, its subsidiaries and its subsidiary undertakings |
| “London Stock Exchange” | London Stock Exchange plc |
| “New Articles” | means the articles of association of the Company, as amended by the inclusion of the Deferred Share Rights |
| “New Ordinary Shares” | means the new ordinary shares of 0.1 pence each in the capital of the Company expected to be in issue following the Capital Reorganisation |
| “Ordinary Shares” | means, as the context requires, the Existing Ordinary Shares and/or the New Ordinary Shares |
| “Record Date” | the record date for the Capital Reorganisation, being 6.00 p.m. on 26 February 2026 |
| “Regulatory Information Service” | a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA’s website |
| “Sanctioned Shares” | 2,180,000 Ordinary Shares held at the Record Date which are excluded from the Capital Reorganisation |
| “Shareholders” | holders of Ordinary Shares |
| “Sub-division” | the sub-division of 207,844,268 Consolidated Shares into 207,844,268 New Ordinary Shares and 207,844,268 Deferred Shares |
| “UK” | the United Kingdom of Great Britain and Northern Ireland |
| “uncertificated” or “in uncertificated form” | an Ordinary Share recorded on a company’s share register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST |
| “£”, “pounds sterling”, “pence” or “p” | are references to the lawful currency of the United Kingdom |

LETTER FROM THE EXECUTIVE CHAIRMAN OF SOUND ENERGY PLC

(Incorporated in England and Wales with registered number 05344804)

Registered Office

2nd Floor
20 St Dunstan's Hill
London
EC3R 8HL
UK

Directors

Graham Lyon
Majid Shafiq
Christian Bukovics
David Blewden

10 February 2026

Dear Shareholder

Capital Reorganisation and Notice of General Meeting

1. Introduction

This document explains why the Board believes that it is in the best interests of Shareholders that the resolutions (the “**Resolutions**”) contained in the notice of general meeting set out at the end of this document (the “**Notice**”) to effect the proposed Capital Reorganisation of the Company be approved by the shareholders of the Company (“**Shareholders**”).

The purpose of this document is to explain the background to and reasons for the Capital Reorganisation, to explain why the Board considers the Capital Reorganisation to be in the best interests of the Company and the Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions.

2. Background to and reasons for the Capital Re-organisation

At the date of this letter there are 2,080,622,679 Existing Ordinary Shares of 1.0 pence each in the capital of the Company in issue. The middle market share price of each Ordinary Share as at the close of trading on the latest practicable date prior to the date of this letter was 0.90 pence, giving a market capitalisation of £18.7 million.

The Company proposes to undertake the Capital Reorganisation as, under the Act, a company is prohibited from issuing new shares at a price less than the nominal value of its shares. Accordingly, given the current share price, the Directors believe that the nominal value of the Existing Ordinary Shares of 1.0 pence each is no longer optimal and unduly restricts the Company's flexibility as it seeks to execute its growth strategy. The proposed Capital Reorganisation is a technical and financially prudent measure and is intended to align the Company's share capital structure with prevailing market conditions and enhance the Company's financial and corporate flexibility over the short to medium term. In addition, while a result of the Capital Reorganisation is that the number of shares which may be issued under the current share authorities will increase, the Directors intend to abide by the intention of the share authorities granted at the Company's last AGM and limit the issue of shares for cash on a non-pre-emptive basis to no more than 20 per cent. of the current issued share capital. The Board considers these steps to be consistent with good corporate governance and the interests of all shareholders.

3. The Capital Reorganisation

The Capital Reorganisation comprises the consolidation of every 10 Existing Ordinary Shares (excluding the Sanctioned Shares) into one Consolidated Share, and the immediate sub-division of every such Consolidated Share into one New Ordinary Share and one Deferred Share.

To effect the Consolidation, it will be necessary to issue 1 Additional Ordinary Share so that the Company's issued ordinary share capital is exactly divisible by 10. This Additional Ordinary Share would be issued to AMBA Secretaries Limited. Since this Additional Ordinary Share would only represent an entitlement to a fraction of a New Ordinary Share, this fraction would be sold pursuant to the arrangements for fractional entitlements which are set out in the Company's Articles.

Following the issue of the Additional Ordinary Share, the entire issued share capital (less the Sanctioned Shares) will be consolidated into 207,844,268 Consolidated Shares. Each such Consolidated Share will then be sub-divided into one New Ordinary Share and one Deferred Share.

Shareholders may hold at the Record Date a number of Existing Ordinary Shares that is not exactly divisible by the consolidation ratio. The result of the Consolidation, if approved, will be that such Shareholders will be left with a fractional entitlement to a resulting Consolidated Share. Any such fractions as a result of the Consolidation will be aggregated and the Directors will, in accordance with the Articles, sell the aggregated shares in the market for the benefit of the relevant Shareholders. The proceeds from the sale of the fractional entitlements shall be distributed *pro rata* amongst the relevant Shareholders, save that where a Shareholder is entitled to an amount which is less than £3.00, it will be retained for the benefit of the Company.

The rights attaching to the New Ordinary Shares will be identical in all respects to those of the Existing Ordinary Shares, including voting, dividend, return of capital and other rights. The Deferred Shares will have no income or voting rights, limited rights on a return of capital and will only be transferable with the consent of the directors of the Company. It is proposed that these the Deferred Share Rights be incorporated in the New Articles at new Article 21A. A full copy of the New Articles, marked up to show the proposed amendment, can be found on the Company's website at www.soundenergyplc.com.

Application will be made for the New Ordinary Shares to be admitted to trading on AIM in place of the Existing Ordinary Shares (save for the Sanctioned Shares). Subject to Shareholder approval of Resolution 1 and Resolution 2, it is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on 27 February 2026. No application for Admission will be made in respect of the Deferred Shares or the Sanctioned Shares. Following the Capital Reorganisation, the ISIN Code for the New Ordinary Shares will be GB00BVP8H932 and the SEDOL Code will be BVP8H93.

Shareholders who hold Existing Ordinary Shares (save for the Sanctioned Shares) in uncertificated form will have such shares disabled in their CREST accounts on the Record Date, and their CREST accounts will be credited with the New Ordinary Shares following Admission, which is expected to take place on 27 February 2026. Existing share certificates will cease to be valid following the Capital Reorganisation. New share certificates in respect of the New Ordinary Shares are expected to be issued by first class post at the risk of the Shareholder within ten business days of Admission. No share certificates will be issued in respect of the Deferred Shares.

Following the Capital Reorganisation, all mandates and other instructions, including communication preferences given to the Company by Shareholders and in force at the Record Date shall, unless and until revoked, be deemed to be valid and effective mandates or instructions in relation to the New Ordinary Shares.

The Sanctioned Shares will remain within the Existing Ordinary Share ISIN, which will remain active solely for this purpose.

4. General Meeting and action to be taken

You will find set out at the end of this document a notice convening a general meeting to be held at the offices of Sound Energy plc, 20 St Dunstan's Hill, London EC3R 8HL on 26 February 2026 at 11.00 a.m. The following resolutions have been proposed:

- Resolution 1: to effect the Consolidation
- Resolution 2: to effect the Sub-division
- Resolution 3: to amend the Articles

Resolutions 1 and 2 have been proposed as ordinary resolutions and Resolution 3 has been proposed as a special resolution.

5. Recommendation

The Board considers for the reasons set out above, that the Resolutions are in the best interests of the Shareholders as a whole. Accordingly, the Board unanimously recommends Shareholders to vote in favour of the Resolutions at the General Meeting, as the Directors intend to do so in respect of their own beneficial holdings of the Company's ordinary shares, representing approximately 0.2 per cent. of the Company's existing issued ordinary share capital.

Yours faithfully

Graham Lyon
Executive Chairman

SOUND ENERGY PLC

*Incorporated and Registered in England and Wales under the Companies Act 1985
with company number: 05344804*

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Sound Energy Plc (the “**Company**”) will be held at the offices of Sound Energy, 20 St Dunstan’s Hill, London E3 8HL, at 11.00 a.m. on Thursday 26 February 2026 for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 and 2 have been proposed as ordinary resolutions and resolution 3 has been proposed as a special resolution.

1. **THAT** every 10 existing ordinary shares of 1.0 pence each in the capital of the Company in issue at 6.00 p.m. on 26 February 2026 (excluding 2,180,000 ordinary shares which are held by sanctioned shareholders) be consolidated into one ordinary share of 10 pence each (“**Consolidated Share**”), provided that, where such consolidation results in any shareholder being entitled to a fraction of a Consolidated Share, such fraction shall be dealt with by the directors as they see fit pursuant to their powers available to them under article 55 of the Company’s Articles of Association (the “**Articles**”).
2. **THAT**, subject to and conditional on the passing of Resolution 1, each of the Consolidated Shares created by Resolution 1 above be sub-divided and reclassified into one ordinary share of 0.1 pence each (“**New Ordinary Share**”) and one deferred share of 9.9 pence in the capital of the Company (“**Deferred Share**”), such Deferred Shares to have the following rights (the “**Deferred Share Rights**”):

The special rights and restrictions attaching to the deferred shares shall be as follows:

- a) as regards income:
the deferred shares shall not entitle the holders thereof to receive any dividend or other distribution;
- b) as regards voting:
the deferred shares shall not entitle the holders thereof to receive notice of or attend or vote at any general meeting of the Company;
- c) as regards capital:
on a return of capital on a winding up the holders of deferred shares shall only be entitled to receive the amount paid up on such shares after the holders of the ordinary shares in the Company have received the sum of £10,000,000 for each ordinary share held by them and shall have no other right to participate in the assets of the Company; the deferred shares are liable to be cancelled without payment of any consideration to the holders thereof;
- d) as regards transfers:
the deferred shares shall not be transferable without the consent of the directors of the Company; the Company is authorised at any time:
 - i. to appoint any person to execute on behalf of the holders of the deferred shares a transfer thereof and/or an agreement to transfer the same (without making any payment to the holders thereof and persons so entitled) to such persons as the Company may determine as holders thereof beneficially entitled thereto;
 - ii. pending any such transfer, not to issue certificates for the deferred shares;
- e) as regards variation of rights:
neither:
 - i. the passing by the Company of any resolution for a reduction of capital involving the cancellation of the deferred shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by

the Court of an order confirming any such reduction of capital or share premium account or the making effective of such order; nor

- ii. the purchase by the Company in accordance with the provisions of applicable legislation of any of its own shares or other securities or the passing of a resolution to permit any such purchase shall constitute a variation of rights; and
 - f) as regards further issues:
the rights conferred by the deferred shares shall not be varied or abrogated by the creation or issue of further shares ranking *pari passu* with or in priority to the deferred shares.
3. **THAT**, subject to the passing of Resolutions 1 and 2, the Company's Articles be amended by inclusion of new Article 21A which shall set out the Deferred Share Rights as set out in Resolution 2 above.

By order of the Board

AMBA Secretaries Limited
Secretary

Registered Office
2nd Floor,
20 St Dunstan's Hill
London, EC3R 8HL, UK

10 February 2026

Notes

Entitlement to attend, speak and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members entered on the register of members at 6:30 p.m. on 24 February 2026 (or in the event that this meeting is adjourned, on the register of members 48 hours excluding non-business days before the time of any adjourned meeting) shall be entitled to attend, speak and vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the register after 6:30 p.m. on 24 February 2026 shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

Appointment of proxies

2. 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 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 form in the post. You can instead submit your proxy vote electronically via the Investor Centre app or by accessing the web browser at <https://uk.investorcentre.mpms.mufg.com/> (see below). If you have not previously registered to use the Investor Centre 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 48 hours before the time for the holding of the meeting or any adjournment of it. You may request a hard copy proxy form directly from the Registrars, MUFG Corporate Markets by emailing shareholderenquiries@cm.mpms.mufg.com, calling on 0371 664 0391 (calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales) or by post at MUFG Corporate Markets, PXS 1, 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 the Company's registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 48 hours before the time for the holding of the meeting or any adjournment of it.

Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



To be valid any proxy form or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) or at the electronic address provided in the form of the proxy by our registrar, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, no later than 48 hours before the time for the holding of the meeting or any adjournment of it. If you are a CREST member, see note 3 below, and if you are an institutional investor, see note 4 below.

Completion of a form of proxy, or other instrument appointing a proxy, any CREST Proxy Instruction or appointing a proxy via Proximity will not preclude a member attending and voting in person at the meeting if he/she wishes to do so. Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Appointment of proxies using CREST

3. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from www.euroclear.com). 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.
4. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (MUFG Corporate Markets) (ID: RA10) by 11.00 a.m. on 24 February 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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.
5. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. 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.

Appointment of proxies using Proxymity

7. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged no later than 48 hours before the time for the holding of the meeting or any adjournment of it. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Corporate representatives

8. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.