

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000, as amended. If you have sold or otherwise transferred all your shares in Sound Energy plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

You will not receive a hard copy proxy form for the 2020 Annual General Meeting (AGM) in the post and instead you can submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. Full details of how to vote are set out in notes 2 and 3 in the Notes to the Notice of Meeting. Can we please ask that you submit your proxy so as to reach the Company's registrar no later than 1:00 p.m. on Thursday, 4 June 2020 or if you are a CREST member, by using the service provided by Euroclear.

As a result of the current crisis of COVID-19 and the UK Government's 'Stay at Home Measures', which includes banning all non-essential travel and gatherings of more than two people, the Company's 2020 AGM will be run as a closed meeting. Shareholders are strongly encouraged to submit their proxy vote at www.signalshares.com or use the CREST Proxy Voting Service (as applicable), appointing the Chairman of the meeting as their proxy to ensure that their votes are registered.

In accordance with the Company's articles of association, whilst submission of a proxy vote or the using of the CREST Proxy Voting Service (as applicable) would not preclude shareholders from attending, speaking and voting in person at the AGM should they so wish, shareholders are reminded that to attend would currently breach the Government's Stay at Home Measures in relation to COVID-19. Voting will take place as usual, however, if the Company is of the view that this does not reflect the proxy votes, the Chair will direct voting to be by poll.

Shareholders should be aware that, in accordance with current guidance, if the restrictions on travel and gatherings remain in place, shareholders (other than the appointed Chair of the meeting and one other pre-agreed shareholder who is also an advisor or employee of the Company) will not be permitted to attend the AGM in person. The Company will continue to monitor the situation and issue updates as necessary.



Notice of Annual General Meeting **(registered in England and Wales No. 05344804)**

Notice is hereby given that the Annual General Meeting ("AGM") of Sound Energy plc ("the Company") will be held at **4 Pembroke Road, Sevenoaks, England, TN13 1XR** on Monday, 8 June 2020 at 1:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions 1-7 as ordinary resolutions and 8-10 as special resolutions:

Resolution 1

To receive the audited annual accounts of the Company for the year ended 31 December 2019 together with the Director's report, the Strategic report and the Auditor's report on those annual accounts.

Resolution 2

THAT Crowe UK LLP be re-appointed as the Auditor of the Company, to hold office from the conclusion of this AGM to the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 3

THAT the Directors be authorised to determine the remuneration of the auditors.

Resolution 4

THAT Graham Lyon be appointed a director of the Company in accordance with Article 131 of the Company's Articles of Association.

Resolution 5

THAT Mohammed Seghiri be appointed a director of the Company in accordance with Article 131 of the Company's Articles of Association.

Resolution 6

THAT Marco Fumagalli be re-appointed as a Director of the Company, having retired by rotation under Article 124 of the Articles of Association and, being eligible, offers himself for re-appointment.

Resolution 7

THAT, in substitution for all existing authorities, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "2006 Act"), to exercise all of the 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 £7,746,007.81 (representing 774,600,781 ordinary shares of £0.01 each, which represents 66.67% of the Company issued ordinary share capital as at 7 May 2020) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever provided that such authorities shall expire at the conclusion of the AGM of the Company in 2021 or on 30 June 2021, whichever is the earlier, save that the Company may before such expiry make any offer or agreement 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 to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorities conferred by this Resolution had not expired.

Resolution 8

THAT subject to the passing of Resolution 7 pursuant to and in accordance with sections 570 and 573 of the 2006 Act, the Directors be and are generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by Resolution 7 and/or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment (or sale), an allotment of equity securities for cash (or sale of treasury shares) having, in the case of ordinary shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having up to a nominal amount of up to an aggregate of £7,746,007.81 (representing 774,600,781 ordinary shares of £0.01 each, which represents 66.67% of the Company's issued ordinary share capital as at 7 May 2020) such authority to be limited to an allotment of equity securities in connection with an offer of such securities by way of rights issue, open offer or other pre-emptive offer, open for acceptance for a period fixed by the directors, to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective existing holdings of such shares held by them on the relevant record date (and holders of other equity securities of any class if this is required by the rights attaching to these securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities), but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical issues under the laws of any territory or the requirements of any regulatory body or stock exchange.

Such authority to expire at the conclusion of the next AGM of the Company in 2021 or 30 June 2021, whichever is the earlier (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to its expiry, the Company may make offers or enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if such authority had not expired.

Resolution 9

THAT subject to the passing of Resolution 7 pursuant to and in accordance with sections 570 and 573 of the 2006 Act, the Directors be and are generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by Resolution 7 and/or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment (or sale), an allotment of equity securities for cash (or sale of treasury shares) having, in the case of ordinary shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount of up to an aggregate of £7,746,007.81 (representing 774,600,781 ordinary shares of £0.01 each, which represents 66.67% of the Company's issued ordinary share capital as at 7 May 2020).

Such authority to expire at the conclusion of the next AGM of the Company in 2021 or 30 June 2021, whichever is the earlier (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to its expiry, the Company may make offers or enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if such authority had not expired.

Resolution 10

THAT the Company be and it is hereby generally and unconditionally authorised for the purposes of Section 701 of the 2006 Act to make market purchases (as defined in Section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company, on such terms and in such manner as the Directors may from time to time determine provided that:

- i. the maximum aggregate number of ordinary shares which may be purchased is £1,161,843.08
- ii. the minimum price (exclusive of expenses) which may be paid for each ordinary share is £0.01
- iii. The maximum price (exclusive of expenses) which may be paid for any ordinary share is the higher of:
 - a. 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
 - b. the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - i. the last independent trade of; and
 - ii. the highest current independent bid for,

any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

In exercising this authority the Company may purchase shares using any currency, including pounds sterling, US dollars and euros.

This authority shall expire on the conclusion of the next AGM of the Company or on 30 June 2021, whichever is the earlier, provided that, the Company may before such expiry make a contract to purchase ordinary shares which will or may be executed or completed wholly or partly after such expiry and may make a purchase of ordinary shares in pursuance of such contract as if the authority conferred by this resolution had not expired.

By order of the Board

AMBA Secretaries Limited
Company Secretary
7 May 2020

Registered Office

1st Floor,
4 Pembroke Road
Sevenoaks, TN13 1XR

NOTES:

- 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 AGM (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 the day that is two days before the time for holding the meeting or any adjournment of it. 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 meeting.
- 2 Only holders of ordinary shares are entitled to attend and vote at this 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 AGM. 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 receive a hard copy proxy form for the 2020 AGM 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 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, Link Asset Services by emailing enquiries@linkgroup.co.uk or by post at Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. 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, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours before the time for the holding of the meeting or any adjournment of it.

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, Link Asset Services, PXS1, The Registry, 34 Beckenham Road, Kent BR3 4ZF, no later than 48 hours business 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.

Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.

- 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 AGM and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via www.euroclear.com/CREST) 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 Ireland 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 the notice of the AGM. 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 through other means.

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 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.
- 5 Any member attending the AGM 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 meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the 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 meeting that the question be answered.
- 6 A copy of this notice can be found at www.soundenergyplc.com.
- 7 As at 7 May 2020 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 1,161,843,079 ordinary shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 1,161,843,079.
- 8 You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

EXPLANATORY NOTES:

- 9 **Resolution 1.** At the AGM, the Directors will present the annual accounts, together with the Directors' report, the Strategic Report and the Auditor's report on the accounts, to the shareholders for the financial year ended 31 December 2019.
- 10 **Resolution 2.** This resolution concerns the re-appointment of Crowe U.K. LLP as the Auditor until the conclusion of the next general meeting at which accounts are laid, that is, the next AGM.
- 11 **Resolution 3.** This resolution authorises the Directors to fix the Auditor's remuneration.
- 12 **Resolution 4 & 5** These resolutions are to approve the appointment of Graham Lyon and Mohammed Seghiri respectively as Directors of the Company. The appointments are in accordance with the requirements of appointment under Article 131 of the Company's Articles of Association.
- 13 **Resolution 6.** This resolution is to approve the re-appointment of Marco Fumagalli as a Director of the Company. The re-appointment is in accordance with the requirements of retirement by rotation as required under Article 124 of the Company's Articles of Association.
- 14 **Resolution 7.** This resolution deals with the Directors' annual authority to allot Relevant Securities in accordance with section 551 of the 2006 Act. If passed, the resolution will authorise the Directors to allot ordinary shares or to grant rights to subscribe for or to convert any security into shares up to a maximum nominal amount of £7,746,007.81 which represents 66.67% of the Company's issued ordinary shares as at 7 May 2020 (being the latest practicable date prior to publication of this document). The authority granted by this resolution will expire on 30 June 2021 or, if earlier, on the conclusion of next year's AGM.
- 15 **Resolution 8.** This resolution 8 will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 7, to allot equity securities (as defined by section 560(1) of the 2006 Act) in connection with an offer of such securities by way of a rights issue, open offer or other pre-emptive offer up to a maximum nominal amount of £7,746,007.81 which represents 66.67% of the Company's issued ordinary share capital as at 7 May 2020 (being the latest practicable date prior to the publication of this document). The power granted by this resolution will expire on the conclusion of next year's AGM or, if earlier, on 30 June 2021.
- 16 **Resolution 9.** This resolution 9 will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 7, to allot equity securities (as defined by section 560(1) of the 2006 Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings: (a) in respect of options and warrants outstanding as of the date the resolution is passed; (b) in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities; and (c) in any other case, up to a maximum nominal amount of £7,746,007.81 which represents 66.67% of the Company's issued ordinary share capital as at 7 May 2020 (being the latest practicable date prior to the publication of this document). The power granted by this resolution will expire on the conclusion of next year's AGM or, if earlier, on 30 June 2021.
- The Directors recognise that the level of authority being sought on a non-pre-emptive basis is higher than that sought in previous years, however in order to provide the Directors sufficient flexibility to ensure that they have the necessary tools in place to develop the Company it is believed, on the basis inter alia of the Company's current share price, that seeking this higher level of authority is prudent.
- 17 **Resolution 10.** Authority is sought in Resolution 10 for the Company to be able to make market purchases of its own shares. If passed, the resolution gives authority for the Company to purchase up to £1,161,843.08 of its ordinary shares, representing 10% per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 7 May 2020.
- The authority granted by this Resolution will expire on the date of the next AGM of the Company or 30 June 2021 whichever is earlier.
- The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority.
- The Directors do not currently have any intention of exercising the authority granted by this resolution. The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.
- The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury) or cancel them.