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If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. Such documents should not, however, be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents.

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# SAVANNAH PETROLEUM

(Incorporated in England and Wales under the Company's Act 2006 with registered number 9115262)

## NOTICE OF ANNUAL GENERAL MEETING 2015

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Notice of is hereby given that the first Annual General Meeting of Savannah Petroleum PLC ("Savannah" or the "Company") will be held on **Monday 29 June 2015 at 11.00 a.m.** at the offices of Mirabaud, 33 Grosvenor Place, London, SW1X 7HY to consider and, if thought fit, to pass resolutions 1 to 11 overleaf.

Members of the Company are entitled to appoint a proxy to exercise all or part of their rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that member. Members entitled to appoint a proxy should have received a Form of Proxy with this Notice. This may be used to appoint a proxy and give proxy instructions. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrar using the contact details set out in Note 23 on page 9 of this document.

To be valid, any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, at the address shown on the Form of Proxy or, in the case of shares held through CREST, via the CREST system. Alternatively, a duly completed Form of Proxy may be scanned and sent by email to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk). In each case, for proxy appointments to be valid, they must be received no later than 11.00 a.m. on **Thursday 25 June 2015**.

## To Savannah Petroleum PLC shareholders

3 June 2015

Dear Shareholder,

### ANNUAL GENERAL MEETING 2015

I am pleased to inform you that the Company's first Annual General Meeting (the "AGM") will be held on 29 June 2015 at 11.00 a.m. at the offices of Mirabaud, 33 Grosvenor Place, London, SW1X 7HY. The formal notice convening the AGM (the "Notice of AGM" or "Notice") on pages 5 to 6 of this document sets out the business to be considered at the meeting. The purpose of this letter is to explain certain elements of that business to you.

An explanation of each of the resolutions to be proposed at the AGM is set out below. Resolutions 1 to 9 will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 10 and 11 will be proposed as special resolutions; this means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Each of the resolutions to be considered at the AGM will be voted on by way of a poll. This ensures that shareholders who are unable to attend the AGM but who have appointed proxies have their votes fully taken into account. The results of the polls will be notified via the Regulatory News Service and published on the Company's website as soon as possible after the conclusion of the AGM.

### ORDINARY RESOLUTIONS

#### Resolution 1 – To receive the Annual Report and Accounts

The Directors are required to present the strategic report, directors' report and auditor's report and annual accounts of the Company to the meeting. These are contained in the Company's annual report and financial statements for the period ended 31 December 2014 (the "Annual Report").

#### Resolutions 2 to 5 – Election of Directors

The Company's Articles of Association require that each Director appointed to the Board shall retire and seek election at their first AGM following appointment and every three years thereafter. This being the Company's first AGM, all Directors will seek election by members.

The Board is satisfied that each of the Directors continues to be effective and demonstrates a commitment to their role and that each of the Directors continues to be able to dedicate sufficient time to their duties. The Board has considered and reviewed the independence of each Non-Executive Director and is of the view that the Non-Executive Directors were, and continue to be, independent within the meaning of the UK Corporate Governance Code.

The Directors believe that the Board continues to include an appropriate balance of skills and provides effective leadership for the Group. The Directors' biographies set out below illustrate the wide range and high calibre of skills and experience from the oil and gas industry brought to bear on matters considered by the Board.

Accordingly, the Board unanimously recommends the election of the Directors set out in resolutions 2 to 5.

#### Resolution 2 – To elect Stephen Jenkins as a Director

**Role:** Non-Executive Chairman

**Appointment to the Board:** 26 July 2014

**Committee Membership:** Audit Committee, Remuneration and Nomination Committee

Steve is widely recognised as one of the most capable oil and gas executives in the UK, having delivered for his investors as CEO of Nautical Petroleum a £414 million sale to Cairn Energy in Q3 2012. Prior to Nautical Petroleum, Steve held a variety of senior roles at Nimir Petroleum, a private Saudi Arabian company with extensive global exploration and production interests. Steve is a geologist by profession and is currently Chairman of the Oil and Gas Independents Association, Circle Oil plc, Franklin Petroleum Limited and Terrain Energy Limited.

#### Resolution 3 – To elect Andrew Knott as a Director

**Role:** Chief Executive Officer

**Appointment to the Board:** 3 July 2014

**Committee Membership:** None

Andrew was one of the principal founders of Savannah Petroleum. He has held leading roles in the European oil and gas sector for the last decade with extensive energy and investment experience across emerging markets. Andrew was previously Head of Global Energy Investments for GLG Partners/MAN Group which, at December 2012, was the largest listed hedge fund in the world by assets. Prior to GLG Partners, he held various roles at Merrill Lynch and Dresdner Kleinwort Wasserstein.

#### Resolution 4 – To elect Marco Iannotti as a Director

**Role:** Non-Executive Director

**Appointment to the Board:** 3 July 2014

**Committee Membership:** Audit Committee (Chairman), Remuneration and Nomination Committee

Mark is an experienced capital markets professional with over 20 years' experience in EMEA equities, which has been largely focused around the Oil & Gas sector, most recently in a broader managerial capacity as a member of Bank of America Merrill Lynch's EMEA Executive Committee and Head of its EMEA Equity Research Division. Mark began his career at Wood Mackenzie Consultants, focusing on the Asian and Indian-sub Continent energy markets. He has subsequently held senior equity research positions at Cazenove & Co, Credit Suisse, Citigroup and most recently Bank of America Merrill Lynch.

#### **Resolution 5 – To elect David Jamison as a Director**

**Role:** Non-Executive Director

**Appointment to the Board:** 26 July 2014

**Committee Membership:** Remuneration and Nomination Committee (Chairman), Audit Committee

David was one of the founders of the modern day Vitol, having executed a management buyout of the company alongside three partners in 1976. He left Vitol in 1986 to operate as an independent venture capitalist in the upstream oil and gas industry. David's principal investment vehicle today is DLJ Associates Limited which seeks to act as agent and advisor on upstream oil and gas transactions. Previous companies David has held integral roles at include Russian focused oil and gas company Sibir Energy plc (founder director) and independent gasoline company Blue Ocean Associates Limited (founder director).

#### **Resolution 6 – To appoint Grant Thornton UK LLP as auditor of the Company, to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before its Members**

At each meeting at which the Company's accounts are presented to its Members, the Company is required to appoint an auditor to serve until the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the appointment of Grant Thornton UK LLP.

#### **Resolution 7 – To authorise the Audit Committee to determine the remuneration of the auditor**

This resolution gives authority to the Audit Committee to determine the auditor's remuneration.

#### **Resolution 8 – Electronic Communications**

This resolution seeks to allow the Company to take advantage of the electronic communications rules in the Companies Act 2006 (the "Act"). These rules concern communications between companies, their members and others.

The resolution, if passed, would allow the Company to use electronic communications with shareholders as the default position by placing documents such as the annual financial report and accounts on the website rather than having to send them in hard copy. The Company will notify shareholders, by post or email if they have provided an email address, that the document is available on the website. Shareholders can, however, ask for a hard copy of any document at any time.

Under the Act, the Company can write to shareholders asking for their consent to receive communications via the website or by other electronic means. The request applies to all documents including, but not limited to, the annual financial report and accounts, notices of general meetings, any documents which the Company is required to send to shareholders under the AIM Rules or other rules the Company is subject to, and any documents sent pursuant to the Articles of Association. A shareholder who does not respond within 28 days of receiving the notice will be deemed to have consented to the use of the website and to receiving documents via electronic means.

If this resolution is passed, the new arrangements are expected to result in potential administrative, printing and postage cost savings for the Company, whilst preserving shareholders' rights to receive hard copy documents if they so wish.

#### **Resolution 9 – To authorise the Directors to allot Ordinary Shares**

The purpose of this resolution is to give the Directors powers to allot shares. The authority in paragraph (a) of this resolution, if passed, would provide the Directors with a general authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal amount of £43,779.057, which is equal to approximately one-third of the issued share capital of the Company as at 2 June 2015, being the latest practicable date before the publication of this Notice.

Paragraph (b) under resolution 9 will grant the Directors additional authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal amount of £43,779.057, which is equal to approximately one-third of the issued share capital of the Company as at 2 June 2015, being the latest practicable date before the publication of this Notice. As at 2 June 2015, the Company did not hold any shares in treasury.

This resolution is in line with the Share Capital Management Guidelines issued by the Investment Association in July 2014 to allot a maximum aggregate nominal amount which represents no more than two-thirds of the Company's issued share capital. In addition, in accordance with the Share Capital Management Guidelines, it is envisaged that if the authority under paragraph (b) of resolution 9 is utilised, all of the Directors will offer themselves for re-election at the Company's next annual general meeting. The resolution would give the Board of Directors the maximum flexibility permitted by investor guidelines to respond to market developments, however, there are no current plans to allot shares except in connection with the Company's employee share schemes.

Paragraph (c) under resolution 9 will grant the Directors additional authority to allot up to a further nominal amount of £19,700, being the maximum which may be allotted under the Company's Management Long Term Incentive Plan established on 28 November 2014 ("LTIP") and equivalent to 15% of the issued share capital of the Company as at 2 June 2015. This authority may only be used in connection for the satisfaction of the provisions under the LTIP and not for any other purpose.

If this resolution is passed, the authority will expire at the earlier of 30 June 2016 and the Company's next annual general meeting. It is the intention of the Directors to seek to renew this authority every year.

## SPECIAL RESOLUTION

### Resolution 10 – To authorise the Directors to dis-apply pre-emption rights

This resolution would, if passed, allow the Directors to allot shares or sell treasury shares for cash (other than in connection with an employee share scheme), without having to offer such shares to existing shareholders in proportion to their own holdings (known as pre-emption rights).

The purpose of paragraph (a) of resolution 10 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 9, or sell treasury shares, for cash (i) in connection with a pre-emptive offer or rights issue or (ii) otherwise up to a nominal value of £43,779.057, equivalent to approximately one-third of the total issued ordinary share capital of the Company as at 2 June 2015, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings. As at 2 June 2015, the Company did not hold any shares in treasury.

The purpose of paragraph (b) of resolution 10 is to authorise the Directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 9, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. If this resolution is passed, the authority will expire at the earlier of 30 June 2016 and the Company's next annual general meeting. It is the intention of the Directors to seek to renew this authority every year.

The Directors consider the authority in resolution 10 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue or to otherwise issue a limited number of shares for cash pursuant to a subscription or placing.

### Resolution 11 – To approve the purchase of the Company's own shares

This resolution would, if passed, authorise the Company to make market purchases of up to 26,267,434 of its own Ordinary Shares, representing 20% of the Company's issued share capital as at 2 June 2015. The resolution specifies the minimum and maximum prices at which the Ordinary Shares may be bought under this authority. This authority will expire at the conclusion of the Company's next annual general meeting. It is the intention of the Directors to seek to renew this authority every year.

The Directors have no present intention to exercise the authority granted by this resolution, but the authority provides the flexibility to allow them to do so in future. The Directors would not exercise the authority unless they believed that the expected effect would promote the success of the Company for the benefit of its shareholders as a whole. Any shares purchased would be effected by a purchase in the market and may either be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under any employee share scheme. As at 2 June 2015, the Company did not hold any shares in treasury.

## RECOMMENDATION

The Directors believe that the resolutions contained in the Notice of Meeting are in the best interests of the Company and shareholders as a whole and unanimously recommend that shareholders vote in favour of them, as the Directors intend to do in respect of their beneficial shareholdings.

## ACTION TO BE TAKEN

If you would like to vote on the resolutions but will not be attending the AGM, you may appoint a proxy by completing and returning the enclosed Form of Proxy. Alternatively, a duly completed Form of Proxy may be scanned and sent by email to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk) or, if you hold your shares in CREST, you can appoint a proxy via the CREST system. In each case, notice of your appointment of a proxy should reach the Company's Registrar, Computershare Investor Services plc, at the address shown on the Form of Proxy, no later than **11.00 a.m. on Thursday 25 June 2015**. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Your sincerely



**Steve Jenkins**  
Chairman

## **SAVANNAH PETROLEUM PLC**

### **Notice of Annual General Meeting**

Notice of is hereby given that the first Annual General Meeting of Savannah Petroleum PLC ("Savannah" or the "Company") will be held on **29 June 2015 at 11.00 a.m.** at the offices of Mirabaud, 33 Grosvenor Place, London, SW1X 7HY to consider and, if thought fit, to pass the resolutions set out below.

Voting on all resolutions will be by way of a poll. Resolutions 1 to 9 will be proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 10 and 11 will be proposed as special resolutions. For special resolutions to be passed at least 75% of the votes cast must be in favour of the resolution.

### **ORDINARY RESOLUTIONS**

#### **Report and Accounts**

1. To receive the Company's annual accounts for the period ended 31 December 2014 together with the Directors' Report and the Auditor's Report on those accounts.

#### **Election of Directors**

2. To elect Stephen Jenkins as a Director.
3. To elect Andrew Knott as a Director.
4. To elect Marco Iannotti as a Director.
5. To elect David Jamison as a Director.

#### **Appointment of auditor**

6. To appoint Grant Thornton UK LLP as auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the Company's accounts are laid before the Company.

#### **Auditor's remuneration**

7. To authorise the Audit Committee to determine the remuneration of the auditor.

#### **Electronic communications**

8. That the Company be authorised, subject to and in accordance with the provisions of the Act, to send, convey or supply all types of notices, documents or information to shareholders by electronic means, including making them available on a website.

### **Authority to allot Ordinary Shares**

9. THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into shares in the Company:

- (a) up to a maximum aggregate nominal amount of £43,779.057;
- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £43,779.057 in connection with an offer by way of a rights issue; and
- (c) up to a further maximum nominal amount of £19,700 in connection with the allotment of Ordinary Shares pursuant to the terms of the Company's Management Long Term Incentive Plan established on 28 November 2014.

These authorities shall apply in substitution for all previous authorities pursuant to Section 551 of the Act and shall expire at the conclusion of the next annual general meeting of the Company or on 30 June 2016, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers or enter into agreements which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authorities granted by this resolution have expired.

For the purposes of this resolution, "rights issue" means an offer to: (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities to subscribe further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.



## SPECIAL RESOLUTION

### Authority to dis-apply pre-emption rights

10. THAT subject to the passing of resolution 9 above, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Act) for cash:

- (a) pursuant to the authority given by paragraph (a) of resolution 9 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act in each case: (i) in connection with a pre-emptive offer; and (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £43,779.057; and
- (b) pursuant to the authority given by paragraph (b) of resolution 9 above in connection with a rights issue,

as if Section 561(1) of the Act did not apply to any such allotment;

such power to expire at the conclusion of the next annual general meeting of the Company or on 30 June 2016, whichever is the earlier, but so that the Company may during this period, make offers or enter into agreements which would, or might, require equity securities to be allotted after the power ends and the Directors may allot equity securities under any such offer or agreement as if the authority conferred by this resolution had not expired.

For the purposes of this resolution:

- (i) "rights issue" has the same meaning as in resolution 9 above;
- (ii) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders of Ordinary Shares (other than the Company) on the register on a record date fixed by the Directors in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- (iii) references to an allotment of equity securities shall include a sale of treasury shares; and
- (iv) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

### Authority to purchase of own shares

11. THAT the Company be generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares of £0.001 each in the capital of the Company, provided that:

- (a) the maximum number of Ordinary Shares which may be purchased is 26,267,434;
- (b) the minimum price, exclusive of any expenses, which may be paid for each Ordinary Share is £0.001;
- (c) the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share is an amount equal to the higher of:
  - (i) 105% of the average market value of an Ordinary Share, as derived from the London Stock Exchange Daily Official List for the five business days prior to the day on which the purchase is made; and
  - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (No.2273/2003).
- (d) This authority shall expire on the date of the next annual general meeting of the Company or on 30 June 2016 whichever is the earlier, but, in each case, provided that the Company may, before such expiry, enter into a contract or contracts to purchase shares which will or may be executed wholly or partly after the expiry of such authority and the Company may make a purchase of shares under such contract or contracts as if the authority had not expired.

By order of the Board



**Andrew Knott**  
Chief Executive Officer

3 June 2015

Savannah Petroleum PLC  
Registered Office: 40 Bank St, London E14 5NR

## IMPORTANT NOTES

The following notes explain your general rights as a shareholder and your right to attend and vote at this AGM or appoint someone else on your behalf.

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes you may cast), you must be registered in the Register of Members of the Company at 6:00 p.m. on 25 June 2015 (or, in the event of any adjournment, 6.00 p.m. on the date which is 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. There are no other procedures or requirements for Members to comply with in order to attend and vote at the AGM.
2. It is the current intention that voting at the AGM will be conducted by way of a poll and not by a show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of Ordinary Shares held and all votes tendered are taken into account.
3. The doors will open at 10.30 a.m. and you may wish to arrive by 10:45 a.m. to enable you to register and take your seat in good time. If you have any special needs or require wheelchair access to the premises where the AGM is held, please, in advance of the meeting, please contact the Company's Registrar using the contact details set out in Note 23 below. Mobile phones may not be used in the meeting hall and cameras and recording equipment are not allowed in the meeting hall.
4. If you are a Member at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or part of your rights to attend, speak and vote at the meeting and you should have received a Form of Proxy with this Notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrar using the contact details set out in Note 23 below. A proxy need not be a Member but must attend the meeting to represent you. 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.
5. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different Ordinary Shares. You may not appoint more than one proxy to exercise the rights attached to any one share. To appoint more than one proxy, please contact the Company's Registrar using the contact details set out in Note 23 below.
6. In the case of joint holders, where more than one of the joint holders 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).
7. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the Member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Member as to the exercise of voting rights.
8. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 4, 6 and 11 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Members of the Company.
9. The notes to the Form of Proxy explain how to direct your proxy on 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 no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
10. The return of a completed form of proxy, other such instrument or any CREST Proxy Instruction (as described in Note 13 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
11. To be valid, any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, at the address shown on the Form of Proxy or, in the case of shares held through CREST, via the CREST system (see Note 12 below). Alternatively, a duly completed Form of Proxy may be scanned and sent by email to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk). In each case, for proxy appointments to be valid, they must be received no later than 11.00 a.m. on Thursday 25 June 2015. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged. If you return more than one proxy appointment, either by paper or electronic communication, the proxy appointment received last by the Company's Registrar before the latest time for the receipt of proxies will take precedence.

12. 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 of the AGM) by using the procedures described in the CREST Manual (available from <https://euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
13. 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 & Ireland 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 issuers' agent (ID 3RA50) by 11.00 a.m. on Thursday 25 June 2015. 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 application host) from which the issuers' 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.
14. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 system providers 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.
15. In the case of a Member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney of the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
16. Any corporation which is a Member may, by resolution of its directors or other governing body appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares. Corporate representatives should bring with them either an original or certified copy of the appropriate board resolution or an original letter confirming the appointment, provided it is on the corporation's letterhead and is signed by an authorized signatory and accompanied by evidence of the signatory's authority.
17. Under Section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on its website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
18. Any shareholder attending the meeting 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.
19. Copies of the service contracts of the Executive Director and the letters of appointment of the Chairman and Non-Executive Directors are available for inspection during normal business hours at the registered office of the Company and may also be inspected at the AGM venue for 15 minutes prior to and during the meeting.
20. As at 2 June 2015 (being the last practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 131,337,172 Ordinary Shares, carrying one vote each. No shares were held in treasury. Therefore, the total voting rights in the Company as at 2 June 2015 were 131,337,172.



21. Information regarding the Company's AGM can be found at [www.savannah-petroleum.com](http://www.savannah-petroleum.com)
22. You may not use any electronic address provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
23. Members who have general queries about the meeting should call the Company's Registrar, Computershare Investor Services plc on 0870 707 1133 (or, if calling from outside the UK, on +44 (0) 870 707 1133). Calls from within the UK cost 10 pence per minute plus network extras, lines are open 8.30 a.m.–5.30 p.m., Monday to Friday. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls made from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that Computershare Investor Services plc cannot provide investment advice, nor advise you how to cast your vote on the resolutions.

## DEFINITIONS

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

<b>“Act”</b>	the Companies Act 2006 (as amended)
<b>“AIM”</b>	the market of that name operated by London Stock Exchange plc
<b>“AIM Rules”</b>	the London Stock Exchange’s rules and guidance notes contained in its “AIM Rules for Companies” publication relating to companies whose securities are traded on AIM, as amended from time to time
<b>“Annual General Meeting” or “AGM”</b>	the annual general meeting of the Members of the Company called pursuant to the notice of Annual General Meeting set out on pages 5 to 6 of this document
<b>“Company” or “Savannah”</b>	Savannah Petroleum PLC registered in England and Wales with company number 9115262)
<b>“Directors” or “Board”</b>	all of the directors of the Company, whose names are set out on pages 2 and 3 of this document
<b>“Form of Proxy”</b>	the form of proxy accompanying this document for use by Members in connection with the Annual General Meeting
<b>“Group”</b>	the Company and its subsidiaries
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“LTIP”</b>	the Management Long Term Incentive Plan established on 28 November 2014 (and announced via RNS on 1 December 2014)
<b>“Members”</b>	the holders of Ordinary Shares registered in the Register of Members of the Company from time to time
<b>“Nominated Person”</b>	a person nominated under Section 146 of the Act to enjoy information rights
<b>“Ordinary Share” or “Ordinary Shares”</b>	the Ordinary Shares of £0.001 each in the capital of the Company
<b>“Registrar”</b>	Computershare Investor Services plc
<b>“RNS”</b>	regulatory news service



# SAVANNAH PETROLEUM