

Nostrum Oil & Gas plc
(the “Company”)

Terms of Reference of the Strategy Committee
(the “Committee”)

(Approved at a meeting of the directors dated 26 April 2023)

1. Introduction

These terms of reference have been produced to identify and formalise the roles, tasks and responsibilities of the Committee and the authority delegated to it by the board of directors of the Company (the “**Board**”) in relation to strategic decisions relating to the Company.

2. Terms of Reference to be made available

2.1 The Committee shall make available these terms of reference, explaining its role and the authority delegated to it by the Board.

2.2 The requirement to make this information available may be met by making such information available on request and/or including the terms of reference and such explanation on the Company’s website.

3. Membership

3.1 Members of the Committee shall be appointed by the Board.

3.2 The Committee shall comprise not less than two members, one of whom shall be the Chief Executive Officer (or Chair) and one of whom shall be the Warrant Director (as and when appointed from time to time in accordance with the terms of the Group’s senior unsecured notes due 30 June 2026), or if no Warrant Director is appointed, one Independent Non-Executive Director. The Board may also appoint one or more Independent Non-Executive Directors (including the Chair of the Board if independent at the time of appointment) to the Committee.

3.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chair of the Board, senior members of management and external advisers may be invited to attend all or part of any meeting, as and when appropriate.

3.4 All appointments to the Committee shall be for a period of one year, which may be extended.

3.5 If any member of the Committee is unable to act for any reason, the Committee Chair (or in his absence the Board) may appoint any other Independent Non-Executive Director of the Company (including the Chair of the Board if independent at the time of appointment) to act as his alternate.

4. Committee Chair

4.1 The Board shall appoint the chair of the Committee (the “**Committee Chair**”) who should be the Warrant Director (or an Independent Non-Executive Director or the Chair of the Board if independent at the time of appointment).

4.2 In the absence of the Committee Chair, or an appointed deputy, the remaining member(s) present shall elect one of their number to chair the meeting.

5. Quorum

5.1 The quorum necessary for the transaction of business shall be two members (including the Warrant Director, or if no Warrant Director is appointed an Independent Non-Executive Director) present in person or by audio or video conference.

5.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5.3 All reasonable efforts shall be made to give notice of meetings of the Committee to all members and invitees and to arrange such meetings so that all members and invitees are able to attend.

6. Secretary

The Company Secretary or his nominee shall act as the Secretary of the Committee and shall attend all of its meetings and shall prepare and circulate to members (and invitees as appropriate) all information and papers in a timely manner to enable them to give full and proper consideration to the issues.

7. Frequency of Meetings

The Committee shall meet as frequently as the Committee Chair shall require and, in any event, not less than quarterly.

8. Notice of Meetings

8.1 Meetings of the Committee shall be convened by the Company Secretary at the request of the Committee Chair or any member of the Committee.

8.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person requested to attend, no later than five working days before the date of the meeting to enable full and proper consideration. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

8.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

9. Minutes of Meetings

9.1 The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

9.2 The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

9.3 The Secretary of the Committee shall promptly circulate draft minutes of Committee meetings to the Committee Chair for review and subsequently to all members of the Committee and the Chair of the Board (taking into account any conflicts of interest which may exist).

9.4 Final signed copies of the minutes of the meetings of the Committee should be maintained for the Company's records, in hard and soft copy where possible.

10. Voting Arrangements

10.1 Each member of the Committee shall have one vote which may be cast on matters considered at Committee meetings. Votes can only be cast by members attending a Committee meeting (whether in person or by audio or video conference).

10.2 If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting

10.3 The Committee Chair shall not have a casting vote on any matter in the event of an equality of votes.

10.4 Any resolution in writing and signed by all Committee members will be as effective as a resolution passed at a Committee meeting.

11. Duties

11.1 The Committee is responsible for advising the Board on short term, medium term and long term strategic decisions of the Company, including:

- (a) assessing the corporate and strategic performance of the Company and its subsidiaries (the “**Group**”) in its broadest sense, and forming a wide view on the adequacy of progress made in achieving strategic objectives and outcomes, and of the systems to measure, monitor and deliver on them;
- (b) supporting the Board and Senior Management in formulating the overall strategy for the Company, with particular emphasis on horizon scanning, priorities, activities and outcomes;
- (c) considering the strategic development opportunities for the Group, including by way of acquisitions, disposals, joint ventures, commercial co-operations or otherwise; and
- (d) considering options for shareholder investment or exit.

11.2 The Committee shall discharge its responsibility by:

- (a) considering reports on overall performance in respect of the achievement of the objectives and outcomes contained within the Corporate Strategy;
- (b) engaging in discussions with the Board on the development, content and review of strategic plans stemming from the Corporate Strategy; and
- (c) reviewing determined key performance indicators to assess the Group’s performance with respect to the strategy.

11.3 The Committee shall:

- (a) discuss the strategic direction of and plans for the Company and its subsidiaries for the six-month period following the relevant meeting;
- (b) be responsible for recommending strategic decisions for the short, medium and long-term to the full Board, including in relation to the disposal and acquisition of assets by the Company or any of its subsidiaries;
- (c) be responsible for reviewing and approving the Business Plan and Budget for the Company and its subsidiaries for each financial year for submission for final adoption and approval by the full Board; and

- (d) refer all decisions in respect of any of the matters considered in accordance with this paragraph 11 to the Board, and the Board shall have final decision-making power(s) in respect of any such matters.

12. Formal Reporting to the Board

The Committee Chair shall report formally to the Board on its proceedings after each meeting of the Committee on all matters within its duties and responsibilities.

13. Other Matters

13.1 The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- (c) give due consideration to laws and regulations, including the general duties of Directors set out in the Companies Act 2006, the provisions of the UK Corporate Governance Code, the UK Market Abuse Regulation and the requirements of the FCA's Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;
- (d) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval; and
- (e) perform such further functions related or incidental to its remit as the Committee may agree to undertake at the Board's request.

14. Authority

14.1 The Committee is a committee of the Company to which it will report on a regular basis. The Committee is concerned with the business of the Group as a whole and its authority extends to all relevant matters relating to the Company and its material subsidiaries, providing support and advice to the Board to ensure that the Board considers the relevant strategic decisions relating to the Company.

14.2 The Committee is authorised by the Board to:

- (a) investigate any activity within its terms of reference;
- (b) seek any information it requires from any employee or Director of the Company, or any consultant or other provider of services to the Company in order to perform its duties. All employees, Directors, consultants and other service providers of services are directed to co-operate with requests for information made by the Committee including requests to attend meetings of the Committee;
- (c) obtain, at the Company's expense, outside legal or other independent professional advice on any matters within its terms of reference;
- (d) call any employee to be questioned at a meeting of the Committee as and when required;

- (e) have the ability and authority to seek any information it requires to carry out its duties from any officer or employee of the Company and such officers or employees shall be instructed by the Board to co-operate fully in provision of such information; and
- (f) consult independent experts (including external legal counsel) and commission, at the Company's expense, any reports or surveys which it deems necessary to help it fulfil its obligations.

15. Ultimate Decisions

The Committee Chair shall report formally to the Board on its proceedings at any subsequent Board meeting on all matters within its duties and responsibilities. The Committee shall make whatever recommendations it deems appropriate on any area within its remit.