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If you have sold or otherwise transferred all of your shares in Nostrum Oil & Gas PLC (“**Nostrum**” or the “**Company**”) please send this document to the purchaser or transferee or to the stockbroker, bank, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares. If you have sold or transferred part only of your holding in shares in Nostrum you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



NOSTRUM OIL & GAS PLC
(Incorporated in England and Wales with Registered No. 08717287)

Notice of Annual General Meeting

The Board plans to hold the AGM at the offices of White & Case LLP at 5 Old Broad Street, London, EC2N 1DW on Friday 30 June 2023 at 10:00 a.m. (BST).

Further details regarding voting arrangements can be found on page 2.

A summary of the action to be taken by shareholders is set out in the notes to the Notice of the AGM at the end of this document.

EXPECTED TIMETABLE

Date of this Document	6 June 2023
Last time and date for appointment of a proxy	10:00 a.m. (BST) on Wednesday 28 June 2023
Annual General Meeting	10:00 a.m. (BST) on Friday 30 June 2023

VOTING ARRANGEMENTS

Shareholders are encouraged to submit their voting instructions as soon as possible, even if they intend to attend the AGM in person. Please see below for instructions on how to submit your vote.

Shareholders can submit questions to the Board in advance of the AGM by emailing such questions to IR@nog.co.uk by no later than 10:00 a.m. (BST) on Wednesday 28 June 2023. The Company will consider all questions received and, where appropriate, will answer questions either ahead of or at the AGM.

You will not receive a form of proxy for the AGM with this Notice. Instead, if you would like to vote on the resolutions, you may appoint a proxy via <https://www.signalshares.com/> by following the instructions on that website or, if you hold your shares in CREST, via the CREST system. If you are an institutional investor, you may 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. Notice of your appointment of a proxy should reach the Company's Registrar, Link Group, by no later than 10:00 a.m. (BST) on Wednesday 28 June 2023.

You may request a hard copy form of proxy directly from the Company's Registrar, Link Group, by calling 0371 664 0391. Calls are charged at the standard geographical rate and may vary by provider. If you are outside the United Kingdom, please call +44 (0)371 664 0391. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 a.m. – 5:30 p.m. (BST), Monday to Friday, excluding public holidays in England and Wales.

If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

DEFINITIONS AND GLOSSARY OF TERMS

The following definitions apply throughout this document unless the context requires otherwise (in addition to the terms defined in the text):

2022 Annual Report	the Company's annual report for the financial year ended 31 December 2022
Act	the Companies Act 2006 (as amended)
AGM	the annual general meeting of the Company for which the notice is set out on pages 6 to 8 of this document, or any reconvened meeting following adjournment thereof
Auditor	MacIntyre Hudson LLP
Board	the board of Directors of the Company
Company or Nostrum	Nostrum Oil & Gas PLC
Directors	the directors of the Company, whose names are set out on page 4 of this document
FCA	Financial Conduct Authority
Listing Rules	the Listing Rules of the FCA
Notice	the notice of AGM on pages 6 to 8 of this document
Ordinary Shares	ordinary shares of £0.01 each in the capital of the Company
United Kingdom or UK	United Kingdom of Great Britain and Northern Ireland
£	pounds Sterling

All references in this document to laws and regulations are to English laws and regulations, unless otherwise stated, or as the context otherwise requires.

CHAIRMAN'S LETTER

NOSTRUM OIL & GAS PLC

(Incorporated in England and Wales with Registered No. 08717287)

20 Eastbourne Terrace, London, W2 6LG, United Kingdom

Directors:

Stephen Whyte
Arfan Khan
Chris Cox
Chris Hopkinson
Fiona Paulus
Martin Gudgeon

Chairman
Director and Chief Executive Officer
Independent Non-Executive Director
Independent Non-Executive Director
Independent Non-Executive Director
Non-Executive Director

Company Secretary

Thomas Hartnett

6 June 2023

Dear Shareholder

Annual General Meeting of the Company

I am pleased to enclose the Notice of Meeting for the Company's 2023 AGM. This year's AGM will be held on Friday 30 June 2023 at the offices of White & Case LLP at 5 Old Broad Street, London, EC2N 1DW at 10:00 a.m. (BST).

The following pages set out the Notice of AGM, setting out the business that will be proposed and the procedures for your participation and voting.

The purpose of the remainder of this letter is to provide you with an explanation of the resolutions to be proposed at the AGM.

All resolutions apart from Resolutions 13 and 14 are proposed as ordinary resolutions. For each of these to be passed, more than half the votes cast at the meeting must be in favour of the resolution. Resolutions 13 and 14 are proposed as special resolutions. For each of these to be passed, at least three-quarters of the votes cast must be in favour of the resolution. Voting on all resolutions to be proposed at the AGM will be by way of a poll.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 9 to 11 of this document.

A resolution to receive the Directors' Report and the Financial Statements for the year ended 31 December 2022 is included as an ordinary resolution (Resolution 1).

An advisory resolution to approve the Directors' Remuneration Report is proposed (Resolution 2). The Directors' Remuneration Report can be found on pages 107-122 of the 2022 Annual Report. The Directors' Remuneration Report gives details of the implementation of the Company's remuneration policy in terms of amounts paid or payable to Directors in connection with their performance and the performance of the Company during the year ended 31 December 2022. This vote is advisory and will not affect the way in which the remuneration policy has been implemented or the future remuneration that is paid to any Director.

Resolution 3 seeks approval for a new remuneration policy identical to the current remuneration policy except to the extent required to enable the payment of a maximum annual bonus of 100% of base compensation to the Company's Chief Financial Officer (if appointed to the Board).

In accordance with best practice, the continuation of the appointments of all Board members is subject to their appointment or reappointment (as appropriate) at the AGM (Resolutions 4 to 9). Biographies of each of the Directors standing for appointment or reappointment (as appropriate) can be found on pages 90 to 91 of the 2022 Annual Report.

Resolution 10 recommends the appointment of MacIntyre Hudson LLP as auditors to the Company and Resolution 11 proposes that the Directors be authorised to set their remuneration on the recommendation of the Audit Committee.

Resolutions 12, 13 and 14 relate to the Directors' authority to issue shares. Resolution 12 seeks to renew the Directors' general authority to allot shares, while Resolutions 13 and 14 relate to the ability to issue new shares for cash other than in accordance with statutory pre-emption rights.

Recommendation

The Board considers that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The Board recommends that you vote in favour of all the proposed resolutions. None of the Directors has any legal or beneficial interest in the Ordinary Shares.

Action to be taken

If you would like to vote on the resolutions, details regarding voting arrangements can be found on page 2 of this document.

Yours faithfully,

Stephen Whyte

Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY given that the 2023 Annual General Meeting of the Company will be held at the offices of White & Case LLP at 5 Old Broad Street, London, EC2N 1DW on Friday 30 June 2023 at 10:00 a.m. (BST).

At the AGM, you will be asked to consider and vote on the resolutions below and voting on all resolutions will be by way of a poll. Resolutions 1 to 12 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. Resolutions 13 and 14 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.

ORDINARY RESOLUTIONS

Accounts and reports

1. To receive the Company's annual accounts for the financial year ended 31 December 2022 together with the Directors' report and the Auditor's report on those accounts.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out on pages 107 to 122 of the Company's annual report and accounts for the financial year ended 31 December 2022.

Directors' Remuneration Policy

3. To approve a new remuneration policy (in the form set out on pages 116 to 122 of the Company's annual report and accounts for the financial year ended 31 December 2022) and to authorise the Remuneration Committee of the Board to do all acts and things it may consider necessary or desirable in connection with the same.

Appointment and reappointment of Directors

4. To reappoint Mr Khan as a director of the Company, who was appointed by the Board on 26 January 2021.
5. To appoint Mr Whyte as a director of the Company, who was appointed by the Board on 14 February 2023.
6. To appoint Mr Cox as a director of the Company, who was appointed by the Board on 14 February 2023.
7. To appoint Mr Hopkinson as a director of the Company, who was appointed by the Board on 14 February 2023.
8. To appoint Ms Paulus as a director of the Company, who was appointed by the Board on 14 February 2023.
9. To appoint Mr Gudgeon as a director of the Company, who was appointed by the Board on 14 February 2023.

Appointment of Auditors

10. To appoint MacIntyre Hudson LLP as Auditor of the Company, to hold office from the conclusion of this meeting for a period that may continue until the conclusion of the next general meeting at which the annual accounts and reports are laid before the Company.

Auditor's Remuneration

11. To authorise the Directors to determine the remuneration of the Auditor on the recommendation of the Audit Committee.

Authority to allot Ordinary Shares

12. That the Board be generally and unconditionally authorised (in accordance with section 551 of the Act) to allot Ordinary Shares and to grant rights to subscribe for or to convert any security into Ordinary Shares:
 - a) up to an aggregate nominal amount of £564,605, representing one third of the nominal value of the Company's issued ordinary share capital as at 30 May 2023 (being the latest practicable date prior to the publication of this notice); and

b) up to a further aggregate nominal amount of £564,605, representing an additional one third of the nominal value of the Company's issued ordinary share capital as at 30 May 2023 (being the latest practicable date prior to the publication of this notice), provided that they are offered by way of a pre-emptive offer:

- i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such power to apply until the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2024) but so that during this period the Company may make offers, and enter into agreements, which would, or might, require Ordinary Shares to be allotted or rights to subscribe for or to convert securities into Ordinary Shares to be granted after the authority ends and the Directors may allot Ordinary Shares or grant rights to subscribe for or convert securities into Ordinary Shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

General authority to disapply pre-emption rights

13. That, if Resolution 12 is passed, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £169,381; and

c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

Additional authority to disapply pre-emption rights

14. That, if Resolution 12 is passed, the Board be given power in addition to any power granted under Resolution 13, to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 12 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- a) to the allotment of equity securities or sale of treasury shares up to a nominal amount of £169,381, such power to be used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

Dated 6 June 2023

By order of the Board

Thomas Hartnett
Company Secretary

Registered office:
20 Eastbourne Terrace, London, W2 6LG

EXPLANATION OF RESOLUTIONS

RESOLUTION 1 – TO RECEIVE THE REPORT AND ACCOUNTS

The Directors are required to present the accounts, Directors' report and auditor's report to the meeting. These are contained in the 2022 Annual Report.

RESOLUTION 2 – TO APPROVE THE DIRECTORS' REMUNERATION REPORT

The Directors' Remuneration Report for the year ended 31 December 2022, a copy of which can be found on pages 107 to 122 of the 2022 Annual Report, is submitted for approval by the shareholders. The report gives details of the Directors' remuneration for the year ended 31 December 2022. The Auditors have audited those parts of the Directors' Remuneration Report capable of being audited. Resolution 2 is an advisory vote.

RESOLUTION 3 – TO APPROVE A NEW REMUNERATION POLICY

A new remuneration policy is submitted for approval by the shareholders. The proposed remuneration policy is identical to the existing remuneration policy except to the extent required to enable the payment of a maximum annual bonus of 100% of base compensation to the Company's Chief Financial Officer (if appointed to the Board). The new policy is set out in full on pages 116 to 122 of the 2022 Annual Report.

RESOLUTIONS 4 TO 9 – APPOINTMENT OR REAPPOINTMENT OF DIRECTORS

Under the UK Corporate Governance Code, all directors should retire at the AGM and those wishing to serve again should submit themselves for annual election or re-election by shareholders. Therefore, in accordance with best practice, all members of the Board are standing for appointment or reappointment (as appropriate) by the shareholders at this year's AGM.

The Board has reviewed the role of each of the Directors and remains satisfied that each of the Directors continues to be fully competent to carry out his or her responsibilities as a member of the Board and that each such Director's performance continues to be effective, demonstrates commitment to the role and is important to the Company's long term sustainable success. Biographies of each of the Directors can be found on pages 90 to 91 of the 2022 Annual Report.

RESOLUTION 10 – APPOINTMENT OF AUDITORS

The Company is required at each general meeting at which the Company's annual report and accounts for the previous financial year are presented to appoint auditors to hold office until the next such meeting. Accordingly, the Board, on the recommendation of the Audit Committee, recommends to shareholders the appointment of MacIntyre Hudson LLP as the Company's auditors.

RESOLUTION 11 – AUDITORS REMUNERATION

This resolution, which is conditional on the passing of Resolution 10, seeks shareholder consent for the Directors to set the remuneration of the Auditors on the recommendation of the Audit Committee.

RESOLUTION 12 – AUTHORITY TO ALLOT ORDINARY SHARES

Shareholders' authority is required before the Directors may allot Ordinary Shares. Paragraph (a) of Resolution 12 would give the Directors the authority to allot Ordinary Shares and to grant rights to subscribe for or to convert any securities into Ordinary Shares up to a maximum aggregate nominal amount equal to £564,605, which represents one third of the nominal value of the Company's issued ordinary share capital as at 30 May 2023.

In addition, and in line with guidance issued by the Investment Association (the "IA"), paragraph (b) of Resolution 12 would give the Directors the authority to allot Ordinary Shares and to grant rights to subscribe for or convert any securities into shares in connection with a pre-emptive offer, up to a further aggregate nominal amount of £564,605 which represents an additional one third of the nominal value of the Company's issued ordinary share capital as at 30

May 2023. In line with the IA guidance, authority under paragraph (b) of Resolution 12 would only be used to allot shares pursuant to a fully pre-emptive offer.

While the Directors do not have any present intention to issue new Ordinary Shares except under the Company's share option schemes and, if necessary, to satisfy the consideration payable for businesses to be acquired, the Directors believe that having the additional allotment authority sought under Resolution 12 is in stakeholders' best interests to ensure that the Company has maximum flexibility in managing its capital resources. The authorities supersede all previous authorities and will expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2024). The Directors intend to seek to renew these authorities at next year's annual general meeting.

RESOLUTION 13 – GENERAL AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

Resolution 13 will be proposed as a special resolution. If the Board wishes to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share incentive plan), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. Resolution 13 deals with the authority of the Board to allot new shares or other equity securities using the authority given by Resolution 12, or to sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. The authority, if granted, will relate to the allotment of new Ordinary Shares (or other equity securities) or the sale of treasury shares in respect of:

- (a) rights issues and similar offerings, where difficulties arise in offering shares to certain overseas shareholders, and in relation to fractional entitlements and certain other technical matters;
- (b) generally to allotments (other than in respect of pre-emptive offerings) up to an aggregate nominal amount of £169,381, being equal to approximately 10% of the nominal value of the total issued ordinary share capital of the Company as at the latest practicable date prior to the publication of this notice; and
- (c) to a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The authorities supersede all previous authorities and will expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2024). The Directors intend to seek to renew these authorities at next year's annual general meeting.

The Board considers the authorities in Resolution 13 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions. Resolution 13 is consistent with the recently updated guidance issued by the Pre-Emption Group.

RESOLUTION 14 – ADDITIONAL AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

Resolution 14 will be proposed as a special resolution. The Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 10% of issued ordinary share capital (exclusive of treasury shares) (with a further authority of up to an aggregate nominal amount equal to 20% of any allotments or sales under Resolution 14(a) to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles), to be used only in connection with an acquisition or specified capital investment.

Resolution 14 follows from Resolution 13 and, if approved, Resolution 14 would give the Directors an additional authority to issue Ordinary Shares, or sell treasury shares, for cash in connection with an acquisition or capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles up to an additional aggregate nominal amount of £169,381 (being equal to 10% of the nominal value of the issued ordinary share capital of the Company as at the latest practicable date prior to the publication of the notice of the meeting) without first offering them to existing shareholders in proportion to their existing shareholdings.

This resolution will allow the Board to allot shares only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. As mentioned above, Resolution 14 also provides for a further authority of up to an aggregate nominal amount equal to 20% of any allotments or sales under Resolution 14(a) to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles.

The Board considers the authorities in Resolution 14 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions. Resolution 14 is consistent with the recently updated guidance issued by the Pre-Emption Group.

Resolutions 13 and 14 have been separated in accordance with the guidance issued by the Pre-Emption Group. If the Company makes a non-pre-emptive issue of Ordinary Shares for cash using the power conferred by Resolution 13 or 14 above, the Board confirms that the Company will comply with the shareholder protections contained in Part 2B of the Pre-Emption Group's Statement of Principles regarding how such an issue should be carried out. Among other things, the Board will give due consideration to the possibility of giving retail investors and other existing investors who are not allocated shares an opportunity to subscribe for Ordinary Shares at a similar price. Resolution 13(c) and Resolution 14(b) are intended to enable the Company to do this by making a follow-on offer to such investors, as described above.

The Board confirms that, in its opinion, all of the resolutions are in the best interests of the shareholders of the Company as a whole and recommends that shareholders vote in favour of them.

Notes:

1. Voting on all resolutions will be conducted by way of a poll rather than a show of hands. In a poll, each shareholder has one vote for every share held. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.
2. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) (as amended) and for the purposes of section 360B of the Act, only those shareholders registered in the Company's register of members at:
 - (a) close of business on Wednesday 28 June 2023; or
 - (b) if this meeting is adjourned, at close of business on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the 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.
3. Every member entitled to attend and vote at the AGM has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights, to attend, speak and vote on their behalf at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
4. In order to be valid, a proxy appointment must be made by one of the following methods, in each case so as to be made no later than 10:00 a.m. (BST) on Wednesday 28 June 2023 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for holding such adjourned meeting (ignoring for these purposes non-working days) or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used:
 - via <https://www.signalshares.com/by> logging on and selecting the 'Proxy Voting' link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC) (which can be found on your share certificate), family name and postcode (if resident in the UK). If for any reason a member does not have this information, they will need to contact the Registrar by telephone on 0371 664 0391 (calls are charged at the standard geographical rate and may vary by provider). If you are outside of the United Kingdom, please call +44 (0)371 664 0391. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 a.m. – 5:30 p.m. Monday to Friday, excluding public holidays in England and Wales;
 - if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with notes 10 to 13 below; or
 - If you are an institutional investor, you may 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 by no later than 48 hours before the time of the AGM in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. 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; or
 - you may request a hard copy form of proxy directly from the Registrar, Link Group, on 0371 664 0391. Calls are charged at the standard geographical rate and may vary by provider. If you are outside the United Kingdom, please call +44 (0)371 664 0391. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales.

Please note that any electronic communication sent to the Company or to the Shareportal Service that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by the conditions of use set out on the website, www.signalshares.com and may be read by logging on to that site.

Completion and return of such a proxy will not prevent a member from attending the AGM and voting in person.

Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

5. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of Ordinary Shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
6. To appoint more than one proxy you should log on to <https://www.signalshares.com/> or contact the Registrar by telephone on 0371 664 0391 (calls are charged at the standard geographical rate and may vary by provider). If you are outside of the United Kingdom, please

call +44 (0)371 664 0391. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 a.m. – 5:30 p.m. Monday to Friday, excluding public holidays in England and Wales. If you submit more than one valid proxy appointment in respect of the same share or shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was received last, none of the proxy appointments in respect of that share or shares shall be valid.

7. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).
8. Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under section 146 of the Act (a **Nominated Person**) should note that the provisions in this Notice concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting.
9. Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on Friday 30 June 2023 and any adjournment(s) thereof by using the procedures described in the CREST Manual. 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.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (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 (available via www.euroclear.com). 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 Company's agent (ID number RA10) by the latest time(s) for receipt of proxy appointments, together with any power of attorney or other authority under which it is sent. 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 Link Group 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.
12. 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 or her 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 (www.euroclear.com).
13. 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 (as amended). For further information relating to the CREST proxy system, please refer to the CREST Manual.
14. A 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, in the case of multiple corporate representatives of the same corporate shareholder, they are appointed in respect of different shares owned by the corporate shareholder or, if they are appointed in respect of those same shares, they vote those shares in the same way). Corporate shareholders can also appoint one or more proxies in accordance with Notes 3-7 and, if relevant, Notes 8-9 above. Please note, however, that if multiple corporate representatives purport to vote the same block of shares in different ways, they will be treated as not having voted.
15. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy form and would like to change the instructions using another hard-copy proxy form, please contact Link Telephone Helpline on 0371 664 0391 (calls are charged at the standard geographical rate and may vary by provider, lines are open 9:00 a.m. - 5:30 p.m. Mon-Fri) or if you are calling from overseas please call +44 (0)371 664 0391 (calls outside the United Kingdom will be charged at the applicable international rate).

16. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the

Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure, Guidance and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure, Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.

17. Any shareholder attending the AGM has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting put by a shareholder attending the AGM. However, members should note that no answer need be given in the following circumstances:
- (i) if to do so would interfere unduly with the preparation of the AGM or would involve a disclosure of confidential information;
 - (ii) if the answer has already been given on a website in the form of an answer to a question; or
 - (iii) if it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Please refer to page 2 above for further details on the procedure to follow if you wish to submit a question.

18. As at 30 May 2023, being the latest practicable date before the publication of this Notice, the Company's issued ordinary share capital consisted of 169,381,561 Ordinary Shares carrying one vote each. The Company has no treasury shares in issue. Therefore, the total voting rights in the Company as at 30 May 2023 are 169,381,561 Ordinary Shares.
19. This Notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 30 May 2023, being the latest practicable date before the publication of this Notice, and, if applicable, any members' matters of business received after the publication of this Notice can be found on the Company's website at <http://www.nostrumoilandgas.com>.
20. Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice or Chairman's letter should not be used to communicate with the Company (including the service of documents or information relating to the proceedings at the AGM). Shareholders who have general queries about the meeting should email IR@nog.co.uk or telephone +44 203 740 7430 (no other methods of communication will be accepted).
21. 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 a 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.
22. A shareholder wishing to request publication of a statement under note 21 above must send the request to the Company using one of the following methods:
- 24.1 in hard copy form to Thomas Hartnett, Company Secretary, at the Company's registered office; or
 - 24.2 by email to hartnett@nog.co.uk and to be confirmed in writing to the registered office address.
23. Copies of the service contract of the executive director and non-executive directors' letters of appointment are available for inspection at the Company's registered office during normal business hours and at the AGM from at least 15 minutes prior to the AGM until the end of the meeting.
24. Other information required by section 311A of the Act can be found in the copy of the Company's annual report and accounts for the financial year ended 31 December 2022 which are available, together with this Notice, at www.nostrumoilandgas.com.

