

INDEPENDENT OIL AND GAS PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Independent Oil and Gas plc (the "Company") will be held at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London EC3V 0HR on 8th May 2019 at 10.00 am to consider, and if thought fit, to pass the following ordinary resolutions: -

Ordinary Business

1. To receive and adopt the Report of the Directors and the Financial Statements for the year ended 31 December 2018 and the Report of the Auditors thereon.
2. To re-appoint, as a Director of the Company, Mr Martin Stephen Ruscoe who retires in accordance with Article 20.2 of the Company's Articles of Association and offers himself for re-appointment.
3. To re-appoint, as a Director of the Company, Ms Fiona Margaret MacAulay who retires in accordance with Article 20.8 of the Company's Articles of Association and offers herself for re-appointment.
4. To re-appoint, as a Director of the Company, Mr Mark Andrew Hughes who retires in accordance with Article 20.8 of the Company's Articles of Association and offers himself for re-appointment.
5. To re-appoint, as a Director of the Company, Esa Ikaheimonen who retires in accordance with Article 20.8 of the Company's Articles of Association and offers himself for re-appointment.
6. THAT BDO LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be determined by the Directors.



BY ORDER OF THE BOARD
R Storey
Company Secretary
10 April 2019

6th Floor
60 Gracechurch Street
London EC3V 0HR

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of the day which is not a business day) or any adjournment thereof (as the case may be).
2. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a member.
3. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
4. The Company has specified that only those members entered on the register of members at close of business on 27 April 2018 shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares of 1p each in the capital of the Company held in their name at that time. Changes to the register after close of business on 27 April 2018 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. **Resolution 2** – Article 20.2 of the Company's Articles of Association requires that at every annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but greater than one-third shall retire from office and, if they are eligible, may offer themselves for re-appointment.
6. **Resolutions 3,4 and 5** – Having been appointed since the last Annual General Meeting, Ms Fiona Margaret MacAulay, Mark Andrew Hughes and Esa Ikaheimonen must retire in accordance with Article 20.8 of the Company's Articles of Association, and being eligible, are offering themselves for re-appointment.