

**THIS DOCUMENT AND ITS ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action to take, you should seek your own advice from a stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all your shares in Wentworth Resources plc, please forward this document and the accompanying documents at once to the person whom the sale or transfer was made, for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of shares in Wentworth Resources plc, please contact your stockbroker, bank manager, solicitor, accountant or other agent as soon as possible.



## **WENTWORTH RESOURCES PLC**

*(a company incorporated under the Companies (Jersey) Law 1991 with company number 127571)*

### **NOTICE OF 2019 ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of Wentworth Resources plc (the “**Company**”) to be held at the offices of Pinsent Masons, 30 Crown Place, Earl Street, London, EC2A 4ES at 10 am on 26 June 2019 is set out in this document. If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the appointment of a proxy to attend and vote at the Annual General Meeting on your behalf, in accordance with the instructions set out in this document, as soon as possible. In particular:

- **If you hold your shares in CREST or you have a share certificate:** You will not receive a hard copy form of proxy for the Annual General Meeting in the post. Instead, you will be able to appoint a proxy or proxies: (a) by using the link <https://www.signalshares.com/>; or (b) (if you are a CREST member) using the CREST electronic proxy appointment service; or (c) if you wish, by requesting a hard copy form of proxy from our registrar, Link Asset Services. **In order for your vote to be counted at the Annual General Meeting, you must appoint a proxy or proxies by 10 am on 24 June 2019.**
- **If you hold your shares in the VPS Register:** Following the delisting of the Company’s shares from trading on the Oslo Børs, the Company has maintained its register with the Norwegian Central Securities Depository, also known as “Verdipapirsentralen” (“**VPS**”), a Norwegian corporation operating a computerized book-based entry system in which ownership, encumbrances and transactions related to the shares which were previously listed on the Oslo Børs are recorded (the “**VPS Register**”). Nordea Bank Abp, filial i Norge (the “**VPS Registrar**”) is the registrar of the Company for the purposes of the VPS Register. If your shares are registered in the VPS Register you will receive a Form of Proxy (“**VPS Form of Proxy**”) with this document. **In order for your vote to be counted at the Annual General Meeting, you must return the completed VPS Form of Proxy by 10 am on 20 June 2019.**

Please see the Notes to the Notice of the Annual General Meeting at the end of this document for more detailed information on how to vote by proxy or request a hard copy proxy form (where applicable) in respect of your shares (whether held through CREST, in certificated form or through the VPS Register).



## WENTWORTH RESOURCES PLC

(a company incorporated under the Companies (Jersey) Law 1991 with company number 127571)

### LETTER FROM THE CHAIRMAN

<b>Directors:</b>	<b>Registered Office</b>
Robert McBean (Chairman)	4th Floor
John Bentley	St Paul's Gate
Eskil Jersing	22-24 New Street
Katherine Roe	St Helier
Tim Bushell	Jersey
Iain McLaren	JE1 4TR

15 May 2019

Dear Shareholder

#### **2019 Annual General Meeting (the "AGM") of Wentworth Resources plc (the "Company")**

I am pleased to send you details of the 2019 AGM of the Company which is to be held at the offices of Pinsent Masons, 30 Crown Place, Earl Street, London, EC2A 4ES at 10 am on 26 June 2019. As this is the first AGM since completion of our re-domicile to Jersey, I hope that you will be able to attend.

Attached to this letter is the formal notice for the purposes of convening the AGM (the "**Notice**"), and this letter gives further details on the matters to be considered at the AGM. Please note that the following summary of the resolutions to be proposed at the AGM does not contain full details of the proposed resolutions. The full details of the proposed resolutions can be found in the Notice.

At the AGM, shareholders will be asked to approve 13 resolutions as detailed below. Resolutions 1 to 10 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, a majority of the votes cast must be in favour of the resolution. Resolutions 11 to 13 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least a two-thirds majority of the votes cast must be in favour of the resolution.

#### **Resolution 1: Annual Report**

In accordance with the Companies (Jersey) Law 1991 (as amended) (the "**Companies Law**"), the Company's annual accounts must be laid before a general meeting of the Company together with any auditor's report on them. Those to be presented at the AGM are for the year ended 31 December 2018 (the "**Report and Accounts 2018**") and are available on the Company's website (<https://wentplc.com/>).

#### **Resolutions 2 to 7: Re-Appointment of Directors**

All of the current directors are offering themselves for re-appointment at the AGM. A short biography of each director is contained in the Report and Accounts 2018 and is also available on the Company's website (<https://wentplc.com/>).

Katherine Roe (Chief Financial Officer), Iain McLaren (Non-executive Director) and Tim Bushell (Non-executive Director) have each been appointed as directors since the last meeting of the shareholders and accordingly have not been appointed by shareholders. Eskil Jersing (Chief Executive Officer), Robert McBean (Non-executive Chairman) and John Bentley (Non-executive Director) were each appointed (or re-appointed) by shareholders at the last shareholder meeting. Although, under Jersey requirements, they do not all need to seek re-election, as it is the Company's first shareholder meeting since its re-domicile to Jersey the directors deem it appropriate to seek re-appointment at the AGM.

It is the intention of the directors in the future to follow the retirement by rotation provisions in the Articles of Association of the Company (the “**Articles**”) and not to seek annual re-election of all directors.

#### **Resolutions 8 to 9: Re-Appointment and Remuneration of Auditors**

In accordance with the Companies Law, the Company is required to appoint an auditor at each AGM of the Company to hold office from the conclusion of that meeting to the conclusion of the next AGM. It is proposed that KPMG LLP be re-appointed to hold office until the conclusion of the next AGM, and that the directors be authorised to determine their remuneration.

#### **Resolution 10: Authority to Allot Shares**

The Company is seeking the flexibility to issue or grant options over or otherwise dispose of shares in the capital of the Company (“**shares**”) and other relevant securities of the Company. In accordance with Article 3 (Authority to Allot) of the Articles, the directors must be given authority by ordinary resolution to exercise all the powers of the Company to allot Ordinary Shares. In accordance with the resolutions passed at the special meeting of shareholders of the Company held on 2 October 2018, the directors have an existing authority which will expire at the end of the AGM. To maintain this flexibility, it is therefore proposed to grant authority to the directors to allot 61,386,379 Ordinary Shares in the Company (equal to approx. one-third of the issued voting share capital of the Company) and a further authority to issue up to 61,386,379 Ordinary Shares in the Company (equal to approx. one-third of the issued voting share capital of the Company) where Ordinary Shares may only be issued by way of a pre-emptive rights issue. Under the Articles, a pre-emptive issue is an offer of Ordinary Shares to existing shareholders in proportion to their existing holdings (as nearly as practicable) but subject to such exclusions or other arrangements as required in relation to fractional entitlements or any legal, regulatory or practical problems under the laws or regulations of any territory or the requirements of any regulatory body or stock exchange. The authorities given pursuant to the relevant resolutions in relation to a pre-emptive issue will, however, only apply where such a pre-emptive issue is by way of a rights issue in line with the Investment Association guidelines.

This authority will expire at the end of the next AGM of the Company or 15 months after that resolution is passed, whichever is earlier, and it is the directors’ intention to seek renewals and/or further authorities to allot in subsequent AGMs of the Company.

#### **Resolutions 11 to 12: Disapplication of Pre-Emption Rights**

Under the Articles, where new Ordinary Shares are proposed to be issued for cash, they must first be offered to existing shareholders in proportion to their existing holdings. There may be occasions, however, where the directors may need the flexibility to issue Ordinary Shares without a fully pre-emptive offer in order to take advantage of business opportunities as they arise. In accordance with the resolutions passed at the last general meeting, the directors have an existing authority to make certain allotments for cash as if the pre-emption rights set out in the Articles did not apply to such allotments, which will expire at the end of the AGM. To maintain this flexibility, it is therefore proposed to grant the following authorities.

Resolution 11 seeks authority to the directors to allot 9,207,957 Ordinary Shares in the Company (equal to approx. 5% of the issued voting share capital) for cash as if the pre-emption rights set out in the Articles did not apply to such allotment. In addition, the directors seek authority to issue a further 122,772,758 shares (equal to approx. two-thirds of the issued voting share capital) by way of a pre-emptive rights issue.

Resolution 12 seeks to grant a similar authority to the directors as Resolution 11 to allow the Directors to allot an additional 9,207,957 Ordinary Shares in the Company (equal to approx. 5% of the issued voting share capital) for cash as if the pre-emption rights set out in the Articles did not apply to such allotment (in addition to the 5% which may be allotted pursuant to Resolution 11) but only in connection with an acquisition or other capital investment (within the meaning given in the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group) and which is announced at the same time as the allotment or which has taken place in the preceding 6 month period and is disclosed in the announcement of that allotment.

The authorities sought will expire at the end of the next AGM of the Company or 15 months after the resolution is passed, whichever is earlier, and it is the directors' intention to seek renewals and/or further authorities to disapply pre-emption rights in subsequent AGMs of the Company.

### **Resolution 13: Approval of market purchase of shares**

This resolution, if passed, will allow the Company to purchase up to 18,415,914 Ordinary Shares, representing 10% of the issued voting share capital of the Company as at 10 May 2019. The maximum price for such a purchase is 105% of the average of the closing middle market price for a share as derived from the AIM appendix to the London Stock Exchange Daily Official List for the 5 business days immediately prior to the date the shares are contracted to be purchased or, if higher, an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for a share as derived from the London Stock Exchange Trading System (SETS). If given, this authority will expire at the end of the next AGM of the Company or 15 months after the date the resolution was passed, whichever is the earlier.

This authority is in addition to the authorities granted at the last general meeting in respect of the proposed purchase of shares from any shareholders who have dissented to the re-domicile of the Company to Jersey in accordance with their legal rights. Otherwise, the directors have no current intention to exercise the authority sought under this resolution but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base.

The Companies Law permits the Company to hold any shares purchased by it as treasury shares as an alternative to immediately cancelling them. If the Company purchases any of its shares and holds them as treasury shares, the Company may transfer these shares (or any of them) for the purposes of or pursuant to an employee share plan, cancel these shares (or any of them) or continue to hold them as treasury shares. Holding these shares as treasury shares gives the Company the ability to reissue them quickly and cost effectively and provides additional flexibility in the management of the Company's capital base. No distributions will be paid on, and no voting rights will be exercised in respect of, shares held as treasury shares.

### **Recommendation**

The directors consider that all the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings in the Company.

### **Action to be taken**

If you would like to vote on the resolutions set out in the Notice but cannot come to the AGM, please appoint a proxy or proxies:

- a) by using the link <https://www.signalshares.com/>; or
- b) (if you are a CREST member) using the CREST electronic proxy appointment service; or
- c) by requesting a hard copy form of proxy from the registrars; or
- d) if you hold your shares in the VPS Register, in accordance with the instructions set out in Note 11 to the Notice of AGM.

Yours faithfully

**Robert McBean**

Chairman

## WENTWORTH RESOURCES PLC

(a company incorporated under the Companies (Jersey) Law 1991 with company number 127571)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS GIVEN** that the Annual General Meeting of Wentworth Resources plc (the “**Company**”) will be held at the offices of Pinsent Masons, 30 Crown Place, Earl Street, London, EC2A 4ES at 10 am on 26 June 2019 for the following purposes.

#### ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following ordinary resolutions.

1. **THAT** the Company’s financial statements and accounts and the directors’ and auditors’ reports for the year ended 31 December 2018 be received.
2. **THAT** Robert McBean be re-appointed as a director of the Company in accordance with Article 20 (*Appointment and Retirement of Directors*) of the Articles of Association of the Company.
3. **THAT** John Bentley be re-appointed as a director of the Company in accordance with Article 20 (*Appointment and Retirement of Directors*) of the Articles of Association of the Company.
4. **THAT** Eskil Jersing be re-appointed as a director of the Company in accordance with Article 20 (*Appointment and Retirement of Directors*) of the Articles of Association of the Company.
5. **THAT** Katherine Roe be re-appointed as a director of the Company in accordance with Article 20 (*Appointment and Retirement of Directors*) of the Articles of Association of the Company.
6. **THAT** Tim Bushell be re-appointed as a director of the Company in accordance with Article 20 (*Appointment and Retirement of Directors*) of the Articles of Association of the Company.
7. **THAT** Iain McLaren be re-appointed as a director of the Company in accordance with Article 20 (*Appointment and Retirement of Directors*) of the Articles of Association of the Company.
8. **THAT** KPMG LLP be re-appointed as auditor of the Company to hold office until the conclusion of the next general meeting of the Company.
9. **THAT** the directors be authorised to determine the remuneration of the auditors of the Company.
10. **THAT** the directors of the Company be generally and unconditionally authorised in accordance with Article 3 (*Authority to Allot*) of the Articles of Association of the Company to exercise all the powers of the Company to allot, issue, convert any security into, grant options over or otherwise dispose of Equity Securities (as defined in the Articles of Association of the Company):
  - a) up to an aggregate number of 61,386,379 Equity Securities, being an aggregate amount equal to approx. one-third of the aggregate number of Equity Securities in issue as of 10 May 2019; and
  - b) up to an additional aggregate number of 61,386,379 Equity Securities, where such securities are offered by way of a pre-emptive issue (as defined in the Articles of Association of the Company, but for these purposes only where such pre-emptive issue is by way of a rights issue), being an aggregate amount equal to approx. one-third of the aggregate number of Equity Securities in issue as of 10 May 2019,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed) such authorities shall apply until the earlier of the end of the next annual general meeting of the Company after the passing of this resolution and 15 months after the passing of this resolution but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Equity Securities to be allotted after the authority ends and the directors may allot Equity Securities under any such offer or agreement as if the authority had not ended.

## SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following special resolutions.

11. **THAT**, conditional on the passing of Resolution 10, the directors of the Company be generally and unconditionally authorised to allot Equity Securities for cash as if Article 4 (Pre-Emptive Rights) of the Articles of Association of the Company did not apply to any such allotment, such power to be limited:

- a) to the general allotment of Equity Securities up to an aggregate number of 9,207,957 shares, being an aggregate amount equal to approx. 5 per cent. of the aggregate number of shares in issue as of 10 May 2019; and
- b) to the allotment of Equity Securities up to an aggregate number of 122,772,758 shares where such securities are offered by way of a pre-emptive issue (but for these purposes only where such pre-emptive issue is by way of a rights issue), being an aggregate amount equal to approx. two-thirds of the aggregate number of shares in issue as of 10 May 2019,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed) such authorities shall apply until the earlier of the end of the next annual general meeting of the Company after the passing of this resolution and 15 months after the passing of this resolution but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Equity Securities to be allotted after the authority ends and the directors may allot Equity Securities under any such offer or agreement as if the authority had not ended.

12. **THAT**, conditional on the passing of Resolution 10 and in addition to any authority granted on the passing of Resolution 11, the directors be generally and unconditionally authorised to allot Equity Securities for cash as if Article 4 (*Pre-Emptive Rights*) of the Articles of Association of the Company did not apply to any such allotment, such power to be:

- a) limited to the allotment of Equity Securities up to an aggregate number of 9,207,957 shares, being an aggregate amount equal to approx. 5 per cent. of the aggregate number of shares in issue as of 10 May 2019; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months of the original transaction) a transaction which the directors determine to be an acquisition or other 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 the notice of annual general meeting at which this resolution is to be considered,

provided that (unless previously revoked, varied or renewed) such authorities shall apply until the earlier of the end of the next annual general meeting of the Company after the passing of this resolution and 15 months after

the passing of this resolution but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Equity Securities to be allotted after the authority ends and the directors may allot Equity Securities under any such offer or agreement as if the authority had not ended.

13. **THAT**, pursuant to Article 2.4 (*Purchase of Shares*) of the Articles of Association of the Company and Article 57 (*Power of company to purchase its own limited shares*) of the Companies (Jersey) Law 1991 (as amended), the Company be and is generally and unconditionally authorised to make market purchases of shares, provided that:

- a) the maximum aggregate number of shares which may be purchased is 18,415,914;
- b) the minimum price (excluding expenses) which may be paid for a share is £0.01; and
- c) the maximum price (excluding expenses) which may be paid for a share shall be the higher of:
  - i. an amount equal to 105 per cent. of the average of the closing middle market price for a share as derived from the AIM appendix to the London Stock Exchange Daily Official List for the 5 business days immediately prior to the date the shares are contracted to be purchased; or
  - ii. an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for a share as derived from the London Stock Exchange Trading System (SETS),

and for the purposes of Article 58A (*Treasury Shares*) of the Companies (Jersey) Law 1991 (as amended), the Company is authorized to hold any shares purchased pursuant to this resolution as treasury shares, provided further that:

- a) (unless previously revoked, varied or renewed) such authorities shall apply until the earlier of the end of the next annual general meeting of the Company after the passing of this resolution and 15 months after the passing of this resolution save that the Company may enter into a contract to purchase shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of shares pursuant to any such contract as if this authority had not expired; and
- b) this resolution is without prejudice to the authority granted to the Company at the extraordinary general meeting of the Company held on 2 October 2018 in respect of the purchase by the Company of any shares (or shares represented by depositary certificates) of any shareholder dissenting to the re-domicile of the Company to Jersey, and the holding of any such shares in treasury, which such authority shall (for the avoidance of doubt) continue in full force and effect in accordance with its terms.

By order of the board of directors of the Company

**Sarah Jacobs, Company Secretary**

On behalf of CFPro CoSec Ltd.

15 May 2019

**Registered office**

4th Floor, St Paul's Gate, 22-24 New Street, St Helier, Jersey JE1 4TR

## NOTES TO THE NOTICE OF AGM

### Voting thresholds

1. For an ordinary resolution to be passed, a majority of the votes cast must be in favour of the resolution. For a special resolution to be passed, at least a two-thirds majority of the votes cast must be in favour of the resolution.
2. Each resolution will be decided by a show of hands, unless a poll is duly demanded in accordance with the Articles of Association of the Company.

### Right to attend and vote

3. In accordance with Article 40(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999, to be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 24 June 2019. Changes to the Register of Members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
4. Shareholders, or their proxies, intending to attend the AGM in person are requested, if possible, to arrive at the AGM venue at least 20 minutes prior to the commencement of the AGM at 10am (UK time) on 26 June 2019 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.

### Appointment of proxies: CREST members and shareholders holding a share certificate

5. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder 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 shareholder. A proxy does not need to be a member of the Company but must attend the AGM to represent you.
6. 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.
7. You can appoint a proxy to vote your shares in one of the following ways:
  - a) by logging on to <https://www.signalshares.com/> and following the instructions;

- b) you may request a hard copy form of proxy directly from our registrar, Link Asset Services, on 0871 664 0391 if calling from the United Kingdom, or +44(0)371 664 0391 if calling from outside the United Kingdom. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales;
- c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- d) in the case of members who hold their shares on the VPS Register, in accordance with Note 11.

A proxy may only be appointed in accordance with the procedures set out in these notes and the other documents referenced or contained herein.

8. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
9. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 10 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so.
10. 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://www.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. In order for a proxy appointment or instruction 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 issuer's agent (ID RA10) by 10am on 24 June 2019. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any

change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in the Companies (Uncertificated Securities) (Jersey) Order 1999.

#### **Appointment of proxies: Shareholders with shares registered in the VPS Register**

11. Holders of shares in the VPS Register must, in order to vote their shares, complete and submit a VPS Form of Proxy (a copy of which will be sent to each shareholder having shares registered in the VPS Register) to the VPS Registrar, Nordea Bank Abp filial i Norge Attn: Issuer Services, P.O. Box 1166 Sentrum, N-0107 Oslo, Norway no later than 10am (BST) / 11am (CEST) on 20 June 2019 or at least 96 hours (excluding Saturdays, Sundays and holidays in Norway and/or Jersey Channel Islands) prior to any reconvened meeting in the event of an adjournment of the AGM. The VPS Registrar will then vote or abstain from voting on behalf of the relevant shareholder with shares registered in the VPS Register at the AGM, as instructed in the VPS Form of Proxy. The VPS Form of Proxy may also be submitted prior to the above deadline by email to [nis@nordea.com](mailto:nis@nordea.com) or by fax to +47 24 01 34 62.

#### **Revocation**

12. In order to revoke a proxy instruction you will need to inform the Company by either sending a signed hard copy notice or an electronic notice (each to be delivered or received not less than 48 hours before the start of the AGM) clearly stating your intention to revoke your proxy appointment to the same details as set out above.

In the case of shareholders who hold their shares in the VPS Register, voting instructions may be revoked prior to its exercise by:

- a) giving written notice of the revocation to the VPS Registrar; or

- b) properly completing and executing a later-dated VPS Form of Proxy and delivering it to the VPS Registrar in accordance with the instructions set out in Note 11 above.

#### **Joint holders**

13. 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).

#### **Corporate representatives**

14. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares. A corporate representative may be required to produce a certified copy of the resolution or authorization appointing him/her before being permitted to exercise his/her powers.

#### **Issued share capital and voting rights**

15. As at 10 May 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's issued voting share capital consists of 184,159,139 shares (excluding 2,239,326 shares which were deemed transferred to the Company and cancelled as of 26 October 2018 in connection with the exercise by certain shareholders of their right under the Business Corporations Act (Alberta) to dissent to the continuance of the Company to Jersey and to receive fair value for their interest in the Company).

#### **Shareholder questions**

16. Any shareholder attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.

#### **Communication**

17. You may not use any electronic address provided in either this Notice or any related documents (including the VPS Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice can be found on the Company's website (<https://wentplc.com/>).



